

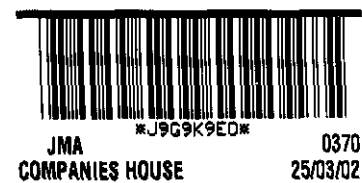
JSB COMPUTER SYSTEMS LIMITED
REPORT and FINANCIAL STATEMENTS

31 MAY 2001

JSB Computer Systems Limited
Riverside
Mountbatten Way
Congleton
Cheshire
CW12 1DY

Tel: 01260-296200
Fax: 01260-296201

Registered in England No: 3165006



DIRECTOR

Robert Barrow

Simon Wilson (appointed 11 September 2001)

COMPANY SECRETARY

Simon Wilson

AUDITORS

KPMG Audit plc

St James' Square

Manchester

M2 6DS

BANKERS

National Westminster Plc

75 High Street

Newcastle

Staffordshire

ST5 1PP

REGISTERED OFFICE

Riverside

Mountbatten Way

Congleton

Cheshire

CW12 1DY

DIRECTORS' REPORT

The directors submit their report and the audited financial statements for the year ended 31 May 2001.

PRINCIPAL ACTIVITIES AND REVIEW OF BUSINESS

JSB Computer Systems Limited is a wholly owned subsidiary of SurfControl plc .

PROFIT AND DIVIDEND

During the year the Company has not traded, has not incurred any liabilities and consequently has made neither profit nor loss.

The directors do not recommend the payment of a dividend (2000: nil).

AUDITORS

An ordinary resolution to reappoint KPMG Audit plc as auditors of the Company will be submitted to the forthcoming Annual General Meeting.

STATEMENT OF DIRECTOR'S RESPONSIBILITIES

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to:

Select suitable accounting policies and then apply them consistently;

Make judgements and estimates that are reasonable and prudent;

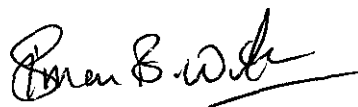
State whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;

Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 1985. The directors are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Approved by the Directors on 15 March 2002

Signed



S B Wilson
Secretary



KPMG Audit Plc

St James' Square
Manchester M2 6DS
United Kingdom

Report of the independent auditors to the members of JSB Computer Systems Limited

We have audited the financial statements on pages 5 to 6.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the directors' report and, as described on page 3, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

Basis of audit opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

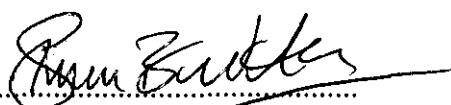
In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31 May 2001 and have been properly prepared in accordance with the Companies Act 1985.

KPMG Audit Plc
22/3/02
KPMG Audit Plc
Chartered Accountants
Registered Auditor

Balance Sheet
as at 31 May 2001

	Note	2001	2000
		£	£
CURRENT ASSETS			
Cash at bank and in hand		<u>2</u>	<u>2</u>
CAPITAL AND RESERVES			
Called up equity share capital	3	<u>2</u>	<u>2</u>
EQUITY SHAREHOLDERS' FUNDS		<u>2</u>	<u>2</u>

Signed on behalf of the Board on 15 March 2002



Simon Wilson
Director

The notes on page 6 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 May 2001

1. ACCOUNTING POLICIES**Accounting Convention**

The financial statements are prepared under the historical cost convention and in accordance with applicable accounting standards.

2. PROFIT AND LOSS ACCOUNT

There were no recognised gains or losses, and no movements in Shareholders' Funds during the year.

The director did not receive any emoluments during the year for his services to the Company (2000: nil).

3. EQUITY SHARE CAPITAL

	Authorised		Allotted issued and fully paid	
	2001	2000	2001	2000
	£	£	£	£
Ordinary shares of £1 each	<u>100</u>	<u>100</u>	<u>2</u>	<u>2</u>

4. PARENT UNDERTAKING

The Company is a wholly-owned subsidiary of SurfControl plc a company registered in England. SurfControl plc is the only company to consolidate the financial statements of JSB Computer Systems Limited and a copy of the Group accounts may be obtained from the Registrar of Companies, Companies House, Cardiff CF4 3UZ.

5. RELATED PARTY TRANSACTIONS

The ultimate controlling party is SurfControl plc.

Transactions with other companies within the Group are not disclosed as the Company has taken advantage of the exemption under Financial Reporting Standard No. 8 'Related Party Disclosures', as the consolidated financial statements of SurfControl plc, in which the Company is included, are available from the address noted above.