

JSB COMPUTER SYSTEMS LIMITED
REPORT and FINANCIAL STATEMENTS

31 MAY 2000

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

COMPANY SECRETARY

Shelagh Rogan

AUDITORS

PricewaterhouseCoopers
101 Barbirolli Square
Lower Mosley Street
Manchester
M2 3PW

BANKERS

National Westminster Plc
75 High Street
Newcastle
Staffordshire
ST5 1PP

REGISTERED OFFICE

Riverside
Mountbatten Way
Congleton
Cheshire
CW12 1DY

DIRECTOR'S REPORT

The director submits his report and the audited financial statements for the year ended 31 May 2000.

PRINCIPAL ACTIVITIES AND REVIEW OF BUSINESS

JSB Computer Systems Limited is a wholly owned subsidiary of SurfControl plc (formerly JSB Software Technologies 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 director does not recommend the payment of a dividend (1999: nil).

AUDITORS

An ordinary resolution to appoint KPMG Audit plc as auditors of the Company in place of the retiring auditors, Pricewaterhouse Coopers, will be submitted to the forthcoming annual general meeting.

STATEMENT OF DIRECTOR'S RESPONSIBILITIES

Company law requires the director 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 director is 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 director is 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 director is 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 Director on 30 March 2001

Signed



S M Rogan
Secretary

**REPORT OF THE AUDITORS TO THE SHAREHOLDERS OF JSB
COMPUTER SYSTEMS LIMITED**

We have audited the financial statements on pages 5 and 6 which have been prepared under the historical cost convention and the accounting policies set out on page 6.

Respective responsibilities of directors and auditors

The director is responsible for preparing the Report and Financial Statements. As described on page 3, this includes responsibility for preparing the financial statements in accordance with applicable United Kingdom accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and 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. 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 is not disclosed.

We read the other information contained in the Report and Financial Statements and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements.

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 at 31 May 2000 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.


PricewaterhouseCoopers
PricewaterhouseCoopers
Chartered Accountants and Registered Auditors
Manchester

30 March 2001

Balance Sheet
as at 31 May 2000

	Note	2000	1999
		£	£
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 30 March 2001


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Robert Barrow
Director

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

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 May 2000

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 (1999: nil).

3. EQUITY SHARE CAPITAL

	Authorised		Allotted issued and fully paid	
	2000	1999	2000	1999
	£	£	£	£
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 (formerly JSB Software Technologies 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.