

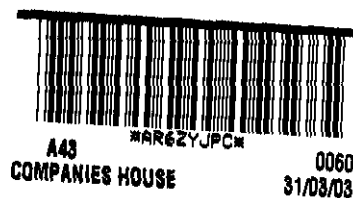
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ONE SYSTEMS GROUP LIMITED

**REPORT AND
ABBREVIATED ACCOUNTS**

31 DECEMBER 2001

COMPANY NO: 3296514



HORWATH CLARK WHITEHILL

CHARTERED ACCOUNTANTS

Bradford

AUDITORS' REPORT TO ONE SYSTEMS GROUP LIMITED
UNDER SECTION 247B OF THE COMPANIES ACT 1985

We have examined the abbreviated accounts on pages 2 to 4 together with the full financial statements of the company for the year ended 31 December 2001 prepared under section 226 of the Companies Act 1985.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the abbreviated accounts in accordance with section 246 of the Companies Act 1985. It is our responsibility to form an independent opinion as to whether the company is entitled to deliver abbreviated accounts prepared in accordance with sections 246(5) and (6) of the Act to the Registrar of Companies and whether the accounts to be delivered are properly prepared in accordance with those provisions and to report our opinion to you.

Basis of opinion

We have carried out the procedures we considered necessary to confirm, by reference to the financial statements, that the company is entitled to deliver abbreviated accounts and that the abbreviated accounts have been properly prepared. The scope of our work for the purpose of this report did not include examining or dealing with events after the date of our report on the financial statements.

Opinion

In our opinion the company is entitled to deliver abbreviated accounts prepared in accordance with sections 246(5) and (6) of the Companies Act 1985, and the abbreviated accounts on pages 2 to 4 are properly prepared in accordance with those provisions.

Horwath Clark Whitehill.

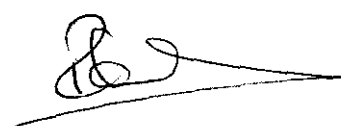
HORWATH CLARK WHITEHILL
CHARTERED ACCOUNTANTS
REGISTERED AUDITORS
BRADFORD

27 March 2003

ONE SYSTEMS GROUP LIMITEDABBREVIATED BALANCE SHEET AT 31 DECEMBER 2001

	<u>Notes</u>	£	<u>2001</u> £	<u>2000</u> £
Fixed assets:				
Investments	2		610,855	10,000
Current assets:				
Debtors	3	53,875		-
Cash in hand		118		118
		53,993		118
Current liabilities:				
Creditors: amounts falling due within one year		120,413		10,116
Net current liabilities			(66,420)	(9,998)
			544,435	2
Creditors: amounts falling due in more than one year	4		210,000	-
Total assets less current liabilities			£334,435	£2
Capital and reserves				
Called up share capital	5		11,250	100
Share Premium account			329,583	-
Profit and loss account			(6,398)	(98)
			£334,435	£2

These abbreviated accounts have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.



R K Knowles
Director

26 March 2003

The notes on pages 3 to 4 form part of these accounts

ONE SYSTEMS GROUP LIMITEDNOTES TO THE ABBREVIATED ACCOUNTS AT 31 DECEMBER 20011. Accounting policiesAccounting convention

The accounts are prepared under the historical cost convention.

Group accounts

These accounts present information about the company as an individual undertaking and not about its group.

The company is not required to prepare group accounts by virtue of Section 248 of the Companies Act 1985.

Cash flow statement

The directors are taking advantage of the exemptions offered to small companies by FRS1 and hence no cash flow statement is presented.

2 Investments

£

Subsidiary undertakings:

Cost at 1 January 2001	10,000
Acquired in year	600,855
	<hr/>
Cost at 31 December 2001	£610,855
	<hr/>

Investments represents the cost of investments in subsidiary undertakings as follows:

<u>Name of Company</u>	<u>Country of Registration</u>	<u>Holding</u>	<u>Proportion Held</u>	<u>Nature of Business</u>
One Systems Limited	England & Wales	Ordinary shares	100%	Computer consultancy
One Systems South Limited	England & Wales	Ordinary shares	100%	Computer consultancy
Open Systems Group Limited	England & Wales	Ordinary shares	100%	Non trading

Extracts from the accounts of the subsidiary undertakings for the accounting period ended 31 December 2001 are as follows:

<u>Name of company</u>	<u>Capital & reserves at 31 December 2001</u>	<u>Profit/(loss) for accounting period then ended</u>
	£	£
One Systems Limited	(309,020)	(297,250)
Open Systems Group Limited	5,386	Nil
One Systems South Limited (see below)	26,947	(20,340)

One Systems South Limited was acquired during the year and makes up its accounts to 31 March. The above figures are therefore taken from the latest available accounts covering the year ended 31 March 2001.

ONE SYSTEMS GROUP LIMITEDNOTES TO THE ABBREVIATED ACCOUNTS AT 31 DECEMBER 2001 - CONTINUED3. Debtors

Included in the debtors is an interest free loan of £2,875 to R G Knowles, a director. The balance at beginning of the year was £Nil and the maximum amount outstanding during the year was £2,875.

4. Creditors: amounts falling due after one year

	<u>2001</u>	<u>2000</u>
Loan from subsidiary undertaking	<u>£210,000</u>	<u>£-</u>

The loan is repayable on 31 December 2015.

5. Share capital

	<u>Authorised</u>		<u>Allotted, called up and fully paid</u>	
	<u>2001</u>	<u>2000</u>	<u>2001</u>	<u>2000</u>
	No.	No.	£	£
Ordinary shares of £1 each	<u>50,000</u>	<u>50,000</u>	<u>£11,250</u>	<u>£100</u>

During the year the company issued 7,400 ordinary shares of £1 each to assist working capital.

A further 3,750 ordinary shares of £1 each were issued as consideration for the entire issued share capital of Open Systems Group Limited at a premium of £87.89 per share.