

PRAXIS SOFTWARE ENGINEERING LIMITED

Report and Financial Statements

31 May 2000



REPORT AND FINANCIAL STATEMENTS 2000

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REPORT AND FINANCIAL STATEMENTS 2000

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

D Goldsmith
R W Warburton

SECRETARY

B W Caines

REGISTERED OFFICE

Hill House
1 Little New Street
London EC4A 3TR

AUDITORS

Newland Mallett Garner Woodbury & Co.
Crown House
37/41 Prince Street
Bristol BS1 4PS

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements of the company for the year ended 31 May 2000.

ACTIVITIES

The principal activity of the company is to hold an investment in Praxis Limited.

The company did not trade during the current or preceding year and the directors do not anticipate that the company will trade in the foreseeable future. The directors do not recommend the payment of a dividend for the year (1999: £nil).

DIRECTORS AND THEIR INTERESTS

The names of the directors are shown below:

J P Connolly	(resigned 16 June 1999)
D Goldsmith	(appointed 16 June 1999)
B W Pomeroy	(resigned 16 June 1999)
R W Warburton	(appointed 16 June 1999)

No director had any beneficial interest in the share capital of the company at 31 May 2000 except as noted below.

D Goldsmith and R W Warburton, as partners in the United Kingdom partnership Deloitte & Touche, had a remote interest in the share capital of the company at 31 May 2000.

STATEMENT OF DIRECTORS' 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 as at the end of the financial year 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;
- 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, for safeguarding the assets of the company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

AUDITORS

The company has passed an elective resolution pursuant to Section 386 of the Companies Act 1985 dispensing with the requirement to appoint auditors annually. Newland Mallett Garner Woodbury & Co. are accordingly deemed to continue in office as auditors.

Approved by the Board of Directors
and signed by order of the Board



B W Caines
Secretary
11 September 2000

AUDITORS' REPORT TO THE SOLE MEMBER

We have audited the financial statements on pages 4 to 6 which have been prepared in accordance with the accounting policies set out on page 5.

Respective responsibilities of directors and auditors

As described on page 2 the company's directors are responsible for the preparation of financial statements, which are required to be prepared in accordance with applicable United Kingdom law and accounting standards. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.


Basis of opinion

We conducted our audit in accordance with United Kingdom 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 affairs of the company at 31 May 2000 and have been properly prepared in accordance with the Companies Act 1985.



Newland Mallett Garner Woodbury & Co.
Chartered Accountants and
Registered Auditors
11 September 2000

Crown House
37/41 Prince Street
Bristol BS1 4PS

PRAXIS SOFTWARE ENGINEERING LIMITED

BALANCE SHEET 31 May 2000

	Note	2000 £'000	1999 £'000
FIXED ASSETS			
Investments	3	2,601	2,601
TOTAL NET ASSETS		<u>2,601</u>	<u>2,601</u>
CAPITAL AND RESERVES			
Called up share capital	4	1,032	1,032
Share premium account		1,626	1,626
Profit and loss account		(57)	(57)
EQUITY SHAREHOLDER'S FUNDS		<u>2,601</u>	<u>2,601</u>

These financial statements were approved by the Board of Directors on 11 September 2000.

Signed on behalf of the Board of Directors



R W Warburton

Director

NOTES TO THE ACCOUNTS

Year ended 31 May 2000

1. ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable accounting standards.

Accounting convention

The financial statements are prepared under the historical cost convention.

Consolidation

Under section 229 of the Companies Act 1985, the company has not prepared group accounts because at the year end, the company was itself a wholly-owned subsidiary of Deloitte Consulting Limited, which is a wholly owned subsidiary of D&T Consulting Holdings Limited, a company registered in England and Wales. The results of Praxis Software Engineering Limited and its subsidiaries are consolidated into the accounts of D&T Consulting Holdings Limited.

Investment in subsidiary company

The investment in subsidiary company held as fixed assets is stated at cost less provision for diminution in value.

2. PROFIT AND LOSS ACCOUNT

The company did not trade during the current or preceding year and has made neither profit nor loss, nor any other recognised gains or losses. Accordingly no profit and loss account has been prepared.

3. INVESTMENTS

	£'000
Shares in subsidiary company	
Cost	
At 1 June 1999 and at 31 May 2000	2,658
Provision	
At 1 June 1999 and at 31 May 2000	57
Net book value	
At 31 May 2000 and at 31 May 1999	2,601

At 31 May 2000, the company had an interest in the following subsidiaries:

	Activity	% holding
Direct		
Praxis Limited	Non trading	100%
Indirect		
Program Validation Limited	Dormant	100%
Praxis Systems Limited	Dormant	100%
Praxis Warwick Limited	Dormant	100%
Praxis South East Limited	Dormant	100%
Praxis Business Systems Limited	Dormant	100%
Praxis Pension Trustees Limited	Trustee company	100%

NOTES TO THE ACCOUNTS

Year ended 31 May 2000

3. INVESTMENTS (continued)

The share capital and reserves at the balance sheet date were as follows:

	£'000
Praxis Limited	2,524
Program Validation Limited	349
Praxis Systems Limited	42
Praxis Warwick Limited	48
Praxis South East Limited	(595)
Praxis Business Systems Limited	-
Praxis Pension Trustees Limited	-
	<u> </u>

The consolidated net assets of Praxis Limited at 31 May 2000 were £2,601,000.

4. CALLED UP SHARE CAPITAL

	2000 £'000	1999 £'000
Authorised		
15,000,000 ordinary shares of 10p each	<u>1,500</u>	<u>1,500</u>
Called up, allotted and fully paid:		
10,321,500 ordinary shares of 10p each	<u>1,032</u>	<u>1,032</u>

5. ULTIMATE PARENT COMPANY AND UNDERTAKING

The ultimate parent company is D&T Consulting Holdings Limited.

The ultimate parent undertaking and ultimate controlling party is the United Kingdom partnership of Deloitte & Touche.