Company Number: 3349501

MEDIA VISION (INTEGRATED MEDIA SPECIALISTS) LIMITED

REPORT AND ACCOUNTS

YEAR ENDED 31 JULY 2002

FINLAY ROBERTSON Chartered Accountants and Registered Auditors

Brook House 77 Fountain Street Manchester M2 2EE



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DIRECTORS AND OFFICERS

Directors:

A W Blease S M Holloway D A Lucas M B Williams

Secretary and Registered Office:

C A Nolan 5th Floor Brook House 77 Fountain Street Manchester M2 2EE

MEDIA VISION (INTEGRATED MEDIA SPECIALISTS) LIMITED REPORT OF THE DIRECTORS

The directors present their report and audited accounts for the year ended 31 July 2002.

REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS

The company's principal activity is the selling of media advertising space and time.

The directors are pleased to report that the results for the year were satisfactory and they expect 2002/2003 to continue to be profitable.

RESULTS

Details of the results are set out in the profit and loss account on page 5.

The directors recommend that the profit of £107,471 (2001 as restated: £39,495), out of which a dividend of £100,000 is proposed (2001: £80,000), be added to reserves.

FIXED ASSETS

Details of movements in the company's fixed assets are given in note 9 to the accounts.

DIRECTORS

The directors in office throughout the year, except where indicated, and their beneficial interests in the issued ordinary share capital of the company were:-

NUMBER OF SHARES At 31 July 2002 At 31 July 2001

A W Blease	-	-
S M Holloway	37,500	37,500
R S Lightfoot	-	-
D A Lucas	-	_
M B Williams	_	_

J B Appleton and R S Lightfoot resigned from the board on 29 January 2002 and 14 February 2003 respectively.

DIRECTORS' RESPONSIBILITIES

The directors are required by company law to prepare accounts for each financial year which give a true and fair view of the company's affairs at the end of the year and its profit or loss for the year. In preparing those accounts 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 accounts 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 accounts comply with the Companies Act 1985. They 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.

MEDIA VISION (INTEGRATED MEDIA SPECIALISTS) LIMITED REPORT OF THE DIRECTORS (Continued)

ECONOMIC AND MONETARY UNION

The directors do not anticipate the introduction of the Euro will significantly affect the company's activities and costs.

POLITICAL AND CHARITABLE CONTRIBUTIONS

During the year the company made charitable donations of £2,000 (2001: £ Nil). There were no political contributions in either year.

AUDITORS

Finlay Robertson offer themselves for re-election under Section 385(2) Companies Act 1985.

Signed on behalf of the board of directors

Brook House 77 Fountain Street

Manchester M2 2EE

S M Holloway

Director 21 May 2003

INDEPENDENT AUDITORS REPORT TO THE SHAREHOLDERS OF

MEDIA VISION (INTEGRATED MEDIA SPECIALISTS) LIMITED

We have audited the accounts of Media Vision (Integrated Media Specialists) Limited for the year ended 31 July 2002 which comprise the Profit and Loss Account, Statement of Total Recognised Gains and Losses, Balance Sheet, Cash Flow Statement and the related notes. These accounts have been prepared under the historical cost convention and the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters which we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions which we have formed.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

As described in the statement of Directors' Responsibilities the company's directors are responsible for the preparation of the accounts in accordance with applicable law and United Kingdom Accounting Standards.

Our responsibility is to audit the accounts in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the accounts 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 Director's Report is not consistent with the accounts, 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.

We read the Director's Report and consider the implications for our report if we become aware of any apparent misstatements within it.

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 accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts 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 accounts 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 accounts.

OPINION

In our opinion the accounts give a true and fair view of the state of the company's affairs as at 31 July 2002 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

FINLAY ROBERTSON
Chartered Accountants
and Registered Auditors

Brook House 77 Fountain Street Manchester M2 2EE

PROFIT AND LOSS ACCOUNT

YEAR ENDED 31 JULY 2002

		2002	2001 (as restated)
	Note	£	£
TURNOVER	2	14,523,766	9,869,802
Cost of sales		(13,572,748)	(9,095,514)
GROSS PROFIT		951,018	774,288
Administrative expenses		(817,143)	(713,723)
OPERATING PROFIT	3	133,875	60,565
Interest receivable and similar income		11,442	14,599
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		145,317	75,164
Tax on profit on ordinary activities	7	(37,846)	(35,669)
PROFIT FOR THE FINANCIAL YEAR AFTER TAXATION	16	107,471	39,495
Dividend	4	(100,000)	(80,000)
RETAINED PROFIT/(LOSS) FOR THE FINANCIAL YEAR	15, 16	7,471	(40,505)

CONTINUING OPERATIONS

Turnover and operating profit derive wholly from continuing operations.

MEDIA VISION (INTEGRATED MEDIA SPECIALISTS) LIMITED STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES YEAR ENDED 31 JULY 2002

		2002	2001 (as restated)
	Note	£	£
Profit for the financial year		107,471	39,495
Drien ween adjustment	8	63,591	
Prior year adjustment	O		
Total gains and losses recognised since last		171,062	
annual report			

MEDIA VISION (INTEGRATED MEDIA SPECIALISTS) LIMITED BALANCE SHEET AT 31 JULY 2002

		2002		2001	- 4)
	Note	£	£	(as restat £	ea) £
FIXED ASSETS					
Tangible assets Investments	9 10		32,501		43,336
			32,502		43,336
CURRENT ASSETS					
Debtors Cash at bank and in hand	11	2,047,066 952,369		1,760,470 230,320	
		2,999,435		1,990,790	
CREDITORS: Amounts falling due within one year	12	(2,827,473)		(1,837,133)	
NET CURRENT ASSETS			171,962		153,657
NET ASSETS			204,464		196,993
CAPITAL AND RESERVES					
Called up share capital Profit and loss account	14 15		75,000 129,464		75,000 121,993
EQUITY SHAREHOLDERS' FUNDS	6 16		204,464		196,993

These accounts were approved by the board on 21 May 2003.

S M Holloway Director

The notes on pages 9 to 17 form part of these accounts.

MEDIA VISION (INTEGRATED MEDIA SPECIALISTS) LIMITED **CASH FLOW STATEMENT** YEAR ENDED 31 JULY 2002

		2002	2001 (as restated)
	Note	£	£
Net cash inflow / (outflow) from operating activities	17a	1,136,761	(228,676)
Returns on investments and servicing of finance	17b	(68,558)	14,599
Taxation		(40,000)	(33,223)
Capital expenditure	17c	(11,279)	(48,511)
Increase / (decrease) in cash in the year		1,016,924	(295,811)
			<u> </u>
RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET FUNDS			
Increase / (decrease) in cash in the year	18	1,016,924	(295,811)
Net debt at 31 July 2001		(64,555)	231,256
Net funds at 31 July 2002		952,369	(64,555)

NOTES TO THE ACCOUNTS

YEAR ENDED 31 JULY 2002

1. ACCOUNTING POLICIES

Basis of Accounting

The accounts have been prepared under the historical cost convention.

Turnover

Turnover represents the total invoice value, excluding value added tax, of services provided.

Depreciation

Depreciation is provided at the following annual rates in order to write off the cost of each tangible fixed asset over its estimated useful life.

Leasehold improvements Office equipment 20% on cost $33^{1}/_{3}\%$ on cost

Deferred Taxation

Deferred tax arises as a result of including items of income and expenditure in taxation computations in periods different from those in which they are included in the company's accounts. Deferred tax is provided in full on timing differences which result in an obligation to pay more (or less) tax at a future date, at the average tax rates that are expected to apply when the timing differences reverse, based on current tax rates and law.

Pensions

The company contributes to individual pension schemes for certain of the directors. These are contribution pension schemes and the yearly contribution for each director is taken directly to the profit and loss account.

Employees' Benefit Trust

The company contributes to an employees benefit trust. Contributions are made at the discretion of the company.

The adoption of UITF abstract 32: 'Employee Benefit Trusts and Other Intermediate Payment Arrangements' has required a change to the method of accounting for contributions to the Trust. In previous years the company's contributions made to the trust have been charged to the profit and loss account in the year of payment. Under UITF abstract 32 the trust's assets and liabilities are recognised as assets and liabilities of the company together with the trust's income and expenditure as incurred.

Lease and Hire Purchase Contracts

Assets obtained under finance leases and hire purchase contracts are capitalised in the balance sheet and are depreciated in accordance with their asset classification.

The capital element of future obligations under finance leases is included as a liability in the balance sheet and the current years interest element is charged to the profit and loss account.

Rentals payable under operating leases are charged to the profit and loss account on a straight line basis over the term of the lease.

NOTES TO THE ACCOUNTS

YEAR ENDED 31 JULY 2002

1. ACCOUNTING POLICIES (continued)

Foreign Currencies

Assets and liabilities denominated in foreign currencies are translated into sterling at the rate of exchange ruling at the balance sheet date. All differences arising are taken to the profit and loss account.

Trading transactions throughout the year are converted at the rate of exchange ruling at the time of the transaction and such exchange differences are reflected in the profit and loss account.

2. TURNOVER AND PROFIT

Turnover and pre-tax profit were all attributable to the principal activity of the company and were generated wholly in the United Kingdom.

OPERATING PROFIT	2002 £	2001 £
Operating profit is stated after charging:		
Directors' remuneration Auditors' remuneration Depreciation of owned tangible fixed assets Operating lease rentals:	244,098 7,450 22,113	163,539 7,350 19,681
Hire of plant and equipment Other	36,364	27 24,000
		====

During the year the auditors received fees in respect of non-audit services of £650 (2001 : £900). The fees were for taxation services and financial advice.

4. DIVIDEND

3.

Proposed dividend on ordinary shares at 133.33p per share (2001: 106.67p per share)	100,000	80,000

NOTES TO THE ACCOUNTS

YEAR ENDED 31 JULY 2002

		2002 £	2001 £
5.	DIRECTORS' REMUNERATION		
	Directors emoluments for management services Pension contributions to money purchase schemes	241,098 3,000	160,539 3,000
		244,098	163,539

The highest paid director received emoluments of £87,167 (2001: £92,095) in addition to pension contributions of £3,000 (2001: £3,000).

Directors' emoluments includes £39,775 (2001: £Nil) paid to Brandpower Communications Limited in respect of the services of M B Williams.

The number of directors to whom retirement benefits are accruing under money purchase schemes amounted to one (2001: one).

In addition to the above, cash awards totalling £ Nil (2001: £40,000) were made to directors from the Employees Benefit Trust.

6 STAFF COSTS	2002 £	2001 £
6. STAFF COSTS		
Wages and salaries	352,081	266,115
Social security costs	34,317	31,680
Pension costs	3,000	3,000
	389,398	300,795

The pension costs were paid to a money purchase scheme for one director. None were outstanding at the year end (2001: \pm Nil).

The average number of employees during the year was as follows:

	2002 Number	2001 Number
Management Media Administration	2 6 2	2 6 2
	10	10
	=	

NOTES TO THE ACCOUNTS

YEAR ENDED 31 JULY 2002

	2002	2001 (as restated)
	£	£
7. TAX ON PROFIT ON ORDINARY ACTIVITIES		
(i) Current tax		
UK Corporation tax charge at 19.67% (2001 : 20%) Adjustment in respect of prior years	37,846	40,304 (4,635)
Current tax charge for the year	37,846	35,669
Deferred tax	-	-
Tax on profit on ordinary activities	37,846	35,669
(ii) Factors affecting the current tax charge in the year		
Profit on ordinary activities before taxation	145,317	75,164
Tax on profit on ordinary activities at 19.67% (2001: 20%) Tax effect of:	28,584	14,785
Expenses not deductible for tax purposes	7,297	6,907
Depreciation charge in excess of capital allowances	1,705	304
Adjustments in respect of prior years	-	(4,635)
Rounding	(412)	6,023
Costs of Employees' benefit trust	672	12,285
Current tax charge for the year	37,846	35,669

(iii) Deferred tax

At 31 July 2002 there was a deferred tax asset of £202, and at 31 July 2001 a liability of £1,445, neither of which are included in the balance sheet as the values are deemed insignificant.

8. PRIOR YEAR ADJUSTMENT

Following the adoption of UITF 32: 'Employee Benefit Trusts and Other Intermediate Payment Arrangements' the company has changed the method of accounting for contributions to its Employee Benefit Trust. The prior year adjustment replaces the payments to the trust by the company with the transactions of the trust itself. This has resulted in a cumulative write back to profit of £123,778 as at 31 July 2000 and a charge of £60,187 against profit in the year ended 31 July 2001 representing a net prior year adjustment of £63,591. A further charge against profit of £3,418 has been made in the year ended 31 July 2002.

MEDIA VISION (INTEGRATED MEDIA SPECIALISTS) LIMITED NOTES TO THE ACCOUNTS

YEAR ENDED 31 JULY 2002

9. TANGIBLE FIXED ASSETS

	Leasehold Improvements £	Office Equipment £	Total
Cost	*	4 -	£
At 31 July 2001 Additions	11,074 4,275	88,043 7,003	99,117 11,278
At 31 July 2002	15,349	95,046	110,395
Depreciation			
At 31 July 2001 Charge for the year	2,502 2,500	53,279 19,613	55,781 22,113
At 31 July 2002	5,002	72,892	77,894
Net Book Value			
At 31 July 2002	10,347	22,154	32,501
At 31 July 2001	8,572	34,764	43,336
			-

10. FIXED ASSET INVESTMENT

The fixed asset investment represents the acquisition of one ordinary share, being 50% of the issued capital, in Vision International (International Strategic Media & Marketing) Limited, a company incorporated in England and Wales which had not commenced trading at 31 July 2002.

	2002	2001	
11. DEBTORS	£	(as restated) £	
Trade debtors Amount owed by associated company Other debtors Called up share capital not paid Prepayments and accrued income	1,878,418 12,000 74,560 45,000 37,088	1,599,266 16,007 92,691 45,000 7,506	
	2,047,066	1,760,470	

Included in other debtors is an interest free loan to S M Holloway, a director, with a year end balance of £4,538 (2001: £2,586) and £63,000 (2001: £63,000) due to the Employee Benefit Trust. The maximum balances in the year were as at 31 July 2002. The loans have no fixed repayment terms.

NOTES TO THE ACCOUNTS

YEAR ENDED 31 JULY 2002

	2002 £	2001 £
12. CREDITORS: Amounts falling due within one year		
Bank overdraft Trade creditors Taxation and social security Proposed dividend Other creditors Accruals and deferred income	2,527,779 94,795 100,000 26,499 78,400	294,875 1,159,357 95,710 80,000 41,721 165,470
	2,827,473	1,837,133
	<u> </u>	

13. PROVISIONS FOR LIABILITIES AND CHARGES

Deferred Taxation

At 31 July 2002 no deferred taxation was provided in the accounts (2001: £ Nil). The maximum potential asset (2001: liability) to deferred taxation was as follows:

	2002 Unprovided asset £	2001 Unprovided liability £
Capital allowances in advance of depreciation	202 	1,445
14. SHARE CAPITAL		
Authorised:		
75,000 ordinary shares of £1 each	75,000	75,000
		=====
Alloted, called up and partly paid:		
75,000 ordinary shares of £1 each (40 pence per share paid)	75,000	75,000
		=====

NOTES TO THE ACCOUNTS

YEAR ENDED 31 JULY 2002

15. RESERVES		£
Profit and Loss Account		
Balance at 1 August 2001 as previously stated Prior year adjustment		58,402 63,591
Balance at 1 August 2001 as restated Profit for the year		121,993 7,471
Balance at 31 July 2002		129,464
	2002 £	2001 (as restated) £
16. RECONCILIATION OF MOVEMENTS ON SHAREHOLDERS' FUNDS		
Profit for the financial year after taxation Dividend	107,471 (100,000)	39,495 (80,000)
Net additions to shareholders' funds	7,471	(40,505)
Opening shareholders' funds at 1 August 2001 (originally £133,402 before adding prior year adjustment of £63,591)	196,993	237,498
Closing shareholders' funds at 31 July 2002	204,464	196,993

Shareholders' funds are all attributable to equity shareholders' interests.

NOTES TO THE ACCOUNTS

YEAR ENDED 31 JULY 2002

			2002	2001 (as restated)
17. NO	TES TO THE CASH FLOW STATES	MENT	£	£
a)	Reconciliation of operating profit to inflow/(outflow) from operating ac			
	Operating profit Depreciation on tangible fixed assets Increase in debtors Increase/(decrease) in creditors		133,875 22,113 (286,596) 1,267,369	60,565 19,681 (176,397) (132,525)
	Net cash inflow/(outflow) from operating activities		1,136,761	(228,676)
b)	Returns on investments and service	ng of finance		·····
	Interest received Dividend paid		11,442 (80,000)	14,599 -
	Net cash (outflow)/inflow for retur investments and servicing of finar	ns on ice	(68,558)	14,599
c)	Capital expenditure			
	Purchase of tangible fixed assets Purchase of share in associate compa	nny	(11,278) (1)	(48,511)
Net cash outflow for capital expenditure		(11,279)	(48,511)	
18. AN	NALYSIS OF CHANGES IN NET FU	NDS		
		31 July 2001 (as restated)	Cash flow	31 July 2002
		(as restated)	£	£
	Cash at bank and in hand Overdrafts	230,320 (294,875)	722,049 294,875	952,369
		(64,555)	1,016,924	952,369

NOTES TO THE ACCOUNTS YEAR ENDED 31 JULY 2002

19. FINANCIAL COMMITMENTS

Operating Leases

At 31 July 2002 and at 31 July 2001 the company had annual commitments under non-cancellable operating leases as follows:-

	Land & buildings		Other	
	2002 £	2001 £	2002 £	2001 £
Expiring within one year Expiring in the second to fifth years	25,820	24,000	10,544	3,422 12,336
	25,820	24,000	10,544	15,758
				====

Capital Commitments

At 31 July 2002 the company had no capital commitments (2001: none).

20. RELATED PARTY TRANSACTIONS

MediaVest (Manchester) Limited owns a 50% holding in the share capital of the company as an associated company.

During the year the following transactions took place between Media Vision (Integrated Media Specialists) Limited and MediaVest (Manchester) Limited:

	2002 £	2001 £
Minor purchases of equipment and management fees charged by MediaVest (Manchester) Limited	181,653	78,842
		===
Sales to MediaVest (Manchester) Limited	34,407	6,300

At the year end £5,346 (2001: £21,849) was due from MediaVest (Manchester) Limited.