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CIVILIA LTD
(A company limited by shares)
REPORT AND FINANCIAL STATEMENTS
YEAR ENDED 31ST JULY 2000

Company registered number: 3476595



CIVILIA LTD

REPORT AND FINANCIAL STATEMENTS

YEAR ENDED 31ST JULY 2000

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CIVILIA LTD

LEGAL AND ADMINISTRATION

YEAR ENDED 31ST JULY 2000

DIRECTORS

David Bell (Chairman)
Elizabeth Wall
Philip Wright

PRINCIPAL OFFICER

Julia Middleton

REGISTERED OFFICE

35 St. Thomas Street
London, SE1 9SN

AUDITORS

Hays Allan
Chartered Accountants
Southampton House
317 High Holborn
London WC1V 7NL

GOVERNING DOCUMENT

Memorandum and Articles of Association

CIVILIA LTD

DIRECTORS' REPORT

YEAR ENDED 31ST JULY 2000

The directors present their report and financial statements for the year ended 31st July 2000.

Objects, Organisation and Activities

The Company manages the licensing arrangements and the provision of services to the non-UK licences.

Review of Progress

This has been the third year of activity of the company. Progress has been insignificant.

Finances

The attached financial statements show the current state of the finances, which the directors consider to be satisfactory.

Results for the Period

The profit before taxation amounted to £2,400.

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 and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to;

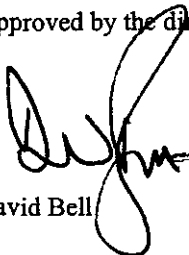
- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare 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. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention of fraud and other irregularities.

Auditors

Hays Allan were appointed as auditors during the year and have expressed their willingness to continue in office and offer themselves for re-appointment at the next Annual General Meeting.

Approved by the directors on 14th December 2000 and signed on their behalf by



David Bell

Director

**AUDITORS' REPORT TO THE MEMBERS OF
CIVILIA LTD**

We have audited the financial statements on pages 4 to 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

As described on page 2 the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on the financial statements and to report our opinion to you.

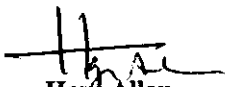
Basis of opinion

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 judgement made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Charitable 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 company's affairs as at 31st July 2000 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.


Hays Allan
Chartered Accountants
Registered Auditors

Southampton House
317 High Holborn
London
WC1V 7NL

14th December 2000

CIVILIA LTD

PROFIT AND LOSS ACCOUNT

YEAR ENDED 31ST JULY 2000

	Note	2000 £	1999 £
Turnover		2,475	9,849
Administrative expenses		(75)	(1,911)
Profit on ordinary activities before taxation		<u>2,400</u>	<u>7,938</u>
Amount covenanted to The Common Purpose Charitable Trust	4	(2,400)	(7,938)
Retained profit for the financial year		<u>-</u>	<u>-</u>

All of the Company's activities are classed as continuing.

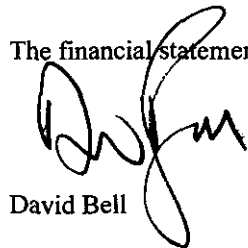
The company has no recognised gains and losses other than those shown above.

The movement on funds is shown above.

CIVILIA LTD**BALANCE SHEET****AS AT 31ST JULY 2000**

	Note	2000 £	1999 £
CURRENT ASSETS			
Debtors	2	7,470	7,884
Cash		(5,071)	55
Creditors: amounts falling due within one year	3	(2,400)	(7,938)
Net assets		<u>£1</u>	<u>£1</u>
Capital and reserves			
Issued share capital	4	<u>£1</u>	<u>£1</u>

The financial statements were approved by the directors on 14th December 2000 and signed on their behalf by:



David Bell

Director

CIVILIA LTD

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31ST JULY 2000

1. ACCOUNTING POLICIES

(a) Accounting basis

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

(b) Turnover

Turnover is stated net of VAT and represents income from the management of the licensing arrangements and the provision of services to the non-UK licencees.

2. DEBTORS	2000 £	1999 £
Trade debtors	<u>£7,470</u>	<u>£7,884</u>
3. CREDITORS: DUE WITHIN ONE YEAR		
Amounts due to group undertakings	<u>£2,400</u>	<u>£7,938</u>
4. SHARE CAPITAL		
Authorised: 1 ordinary share of £1 each	<u>£1</u>	<u>£1</u>
Issued: 1 ordinary share of £1	<u>£1</u>	<u>£1</u>

5. ULTIMATE PARENT UNDERTAKING

The Company's parent undertaking is Civilia Foundation a company limited by guarantee registered in England and Wales under company number 3207453 and a registered charity.

The Company's ultimate parent undertaking is The Common Purpose Charitable Trust, a company limited by guarantee, registered in England and Wales under company number 2832875 and a registered charity.

Consolidated financial statements for The Common Purpose Charitable Trust are available to the public on payment of the appropriate fees from Companies Registration Office, Companies House, Crown Way, Cardiff, CF4 3UZ.

A deed of covenant was entered into on 27th May 1999 whereby the entire profits of the company, as computed for corporation tax purposes, have been covenanted to The Common Purpose Charitable Trust.