

ROCHESTER INFORMATION SYSTEMS LIMITED

Registered in England No. 3598141

ACCOUNTS FOR THE PERIOD ENDED 30TH JUNE 2003

HEYWOOD SHEPHERD
CHARTERED ACCOUNTANTS



ROCHESTER INFORMATION SYSTEMS LIMITED**ACCOUNTS FOR THE PERIOD ENDED 30TH JUNE 2003**

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ROCHESTER INFORMATION SYSTEMS LIMITED

Registered in England No. 3598141

COMPANY INFORMATION :

DIRECTORS	:	G W James	Resigned 6th June 2003
		S J Poole	Resigned 6th June 2003
		R N Thompson	Resigned 6th June 2003
		A J Frith	Resigned 6th June 2003
		G R Bradford	Appointed 6th June 2003
		A G Post	Appointed 6th June 2003

SECRETARY	:	A G Post
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REGISTERED OFFICE	:	CACI House Kensington Village Avonmore Road London W14 8TS
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BANKERS	:	Lloyds Bank Plc PO Box 349 52 King Street Manchester M60 2LE
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AUDITORS	:	Heywood Shepherd Chartered Accountants 1 Park Street Macclesfield Cheshire SK11 6SR
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ROCHESTER INFORMATION SYSTEMS LIMITED

REPORT OF THE DIRECTORS

The Directors present their Annual Report and audited Accounts for the period ended 30th June 2003.

PRINCIPAL ACTIVITIES OF THE COMPANY AND BUSINESS REVIEW

The principal activity of the Company was the provision of business information solutions .

On the 6th of June 2003 Rochester Information Systems Limited was acquired by CACI Limited and ceased to trade.

All business activities, assets and liabilities have been taken over by CACI Limited as at the 6th of June 2003.

RESULTS AND DIVIDENDS

The results of the Company for the period are set out on page 6.

FIXED ASSETS

Changes in fixed assets during the period are summarised in note 8 to the Accounts.

DIRECTORS

The Directors who served during the period and their beneficial interests, including those of their respective partners, in the shares of the Company at the beginning and end of the period were as follows :

		Ordinary Shares of £1 each	
		30.6.03	30.9.02
G W James	Resigned 6th June 2003	0	40
S J Poole	Resigned 6th June 2003	0	24
R N Thompson	Resigned 6th June 2003	0	24
A J Frith	Resigned 6th June 2003	0	10
G R Bradford	Appointed 6th June 2004	0	0
A G Post	Appointed 6th June 2004	0	0

DIRECTORS' RESPONSIBILITIES

Company law requires the Directors to prepare Accounts 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 year.

In preparing those Accounts, the Directors are required to :

- : select suitable accounting policies and then apply them consistently;
- : make judgments and estimates that are reasonable and prudent;
- : follow applicable accounting standards, subject to any material departures disclosed and explain in the accounts;
- : 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 taking reasonable steps for the prevention and detection of fraud and other irregularities.

ROCHESTER INFORMATION SYSTEMS LIMITED

REPORT OF THE DIRECTORS - Cont'd

AUDITORS

In accordance with Section 385 of the Companies Act 1985, the auditors, Heywood Shepherd, will be proposed for re-appointment at the forthcoming Annual General Meeting.

By Order of the Board

A. G. Post

A G Post

Date : 26th April 2004

**INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF
ROCHESTER INFORMATION SYSTEMS LIMITED**

We have audited the accounts of Rochester Information Systems Limited for the period ended 30th June 2003 set out on pages 6 to 11. These accounts have been prepared under the historical cost convention as modified by the revaluation of certain fixed assets and the accounting policies set out on page 8.

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 Directors' 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 other information contained in the Annual Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit 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 at 30th June 2003 and of its loss for the period then ended and have been properly prepared in accordance with the Companies Act 1985.

1 Park Street
MACCLESFIELD
SK11 6SR

Date : 26th April 2004

Heywood Shepherd

HEYWOOD SHEPHERD
Chartered Accountants
and Registered Auditors

ROCHESTER INFORMATION SYSTEMS LIMITED

PROFIT AND LOSS ACCOUNT
 for the Period ended 30th June 2003

	Notes	9 months to 30.6.03	12 months to 30.9.02
		£	£
Turnover :			
Continuing Operations	2	1,505,127	2,017,465
Cost of Sales		<u>(1,303,763)</u>	<u>(1,631,647)</u>
Gross Profit :		201,364	385,818
Continuing Operations			
Administrative Expenses		<u>(266,788)</u>	<u>(385,010)</u>
Operating (Loss) / Profit :	3	(65,424)	808
Continuing Operations			
Interest Payable & similar charges	5	(21,638)	(12,900)
Interest Receivable & similar income	6	<u>73</u>	<u>372</u>
		<u>(21,565)</u>	<u>(12,528)</u>
(Loss) on Ordinary Activities before Taxation		(86,989)	(11,720)
Tax on Profit on Ordinary Activities	7	0	0
(Loss) for financial period		(86,989)	(11,720)
Dividends proposed and paid		<u>(19,438)</u>	<u>(60,000)</u>
Retained (loss) for the period		(106,427)	(71,720)
Reserves Brought Forward		<u>185,224</u>	<u>256,944</u>
Reserves Carried Forward		<u>£78,797</u>	<u>£185,224</u>

The Company has no recognised gains and losses other than the profit and loss for the period.

The notes on pages 8 to 12 form an integral part of these Accounts.

ROCHESTER INFORMATION SYSTEMS LIMITED

BALANCE SHEET

As at 30th June 2003

	Notes	30.6.03	30.9.02
		£	£
FIXED ASSETS			
Tangible Assets	8	0	23,589
CURRENT ASSETS			
Stocks	9	0	334,654
Debtors	10	<u>103,895</u>	<u>813,389</u>
		103,895	1,148,043
PREPAYMENTS		<u>0</u>	<u>32,470</u>
		103,895	1,180,513
CREDITORS			
Amounts falling due within one year	11	<u>0</u>	<u>(977,392)</u>
NET CURRENT ASSETS / (LIABILITIES)		<u>103,895</u>	<u>203,121</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		103,895	226,710
CREDITORS			
Amounts falling due after more than one year	11	<u>0</u>	<u>(16,388)</u>
		£103,895	£210,322
CAPITAL AND RESERVES			
CALLED UP SHARE CAPITAL	12	100	100
SHARE PREMIUM ACCOUNT		24,998	24,998
RESERVES			
Profit and Loss Account		<u>78,797</u>	<u>185,224</u>
		£103,895	£210,322

APPROVED BY THE BOARD ON 26th April 2004

A. G. Post

A G Post

G R Bradford

The notes on pages 8 to 12 form an integral part of these Accounts.

ROCHESTER INFORMATION SYSTEMS LIMITED

NOTES TO THE ACCOUNTS

Period to 30th June 2003

1. ACCOUNTING POLICIES

The financial statements have been prepared in accordance with applicable accounting standards. The particular accounting policies adopted are described below.

a) Accounting Convention

The financial statements are prepared in accordance with the historical cost convention.

b) Turnover

Turnover represents the aggregate of amounts receivable for services supplied in the ordinary course of business, excluding Value Added Tax.

c) Tangible Fixed Assets

Tangible fixed assets are stated at cost. Depreciation is provided to write off their cost on a reducing balance basis as follows :

Office Equipment : 33%

d) Stocks

Stock is valued at the lower of cost or net realisable value, whichever is appropriate.

e) Deferred Taxation

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date except that:

- Deferred tax is not recognised on timing differences arising on revalue properties unless the company has entered into a binding sale agreement and is not proposing to take advantage of rollover relief; and
- The recognition of deferred tax assets is limited to the extent that the company anticipates making sufficient taxable profits in the future to absorb the reversal of underlying timing differences.

Deferred tax balances are not discounted.

f) Cash Flow Statement

The company has taken advantage of the exemption permitted by FRS1 whereby a cash flow statement need not be prepared by a small company as defined in the Companies Act 1985.

2. SEGMENTAL INFORMATION - BY ACTIVITY

	30.6.03 £	30.9.02 £
a) Turnover : Continuing Operations	<u>1,505,127</u>	<u>2,017,465</u>

SEGMENTAL INFORMATION - BY GEOGRAPHICAL REGION

a) Turnover : Continuing Operations

Europe	0	90,079
United Kingdom	<u>1,505,127</u>	<u>1,927,386</u>
	<u>1,505,127</u>	<u>2,017,465</u>

ROCHESTER INFORMATION SYSTEMS LIMITED

NOTES TO THE ACCOUNTS - Cont'd

3. OPERATING PROFIT

30.6.03

30.9.02

£

£

Operating Profit is arrived at after charging :

Depreciation of tangible fixed assets - owned

5,661

11,794

Auditors Remuneration

4,465

3,005

4. DIRECTORS AND EMPLOYEES

Staff costs, including directors' remuneration, were as follows:

Wages and Salaries

335,136

434,579

Social Security costs

41,256

48,912

Other pension costs

44,423

46,420

420,815

529,911

The average number of employees, including directors, during the period was as follows

No.

No.

Management and Technical

15

11

Directors' emoluments

£

£

Emoluments

70,000

99,583

The highest paid director received emoluments as follows

Emoluments

46,667

67,500

5. INTEREST PAYABLE & SIMILAR CHARGES

Bank Interest Payable

21,638

12,900

6. INTEREST RECEIVABLE & SIMILAR INCOME

Bank Interest Receivable

73

372

ROCHESTER INFORMATION SYSTEMS LIMITED

NOTES TO THE ACCOUNTS - Cont'd

7. TAX ON PROFIT ON ORDINARY ACTIVITIES

30.6.03

30.9.02

£

£

Taxation is based on the profits for the period and comprises :

Corporation Tax at current rates

0

0

8. TANGIBLE FIXED ASSETS

Office
Equipment

COST

As at 30th September 2002

54,794

Transferred to CACI Limited

(62,316)

Additions

7,522

As at 30th June 2003

0

DEPRECIATION

As at 30th September 2002

31,205

Charge for Period

5,661

Depreciation transferred to CACI Limited

(36,866)

As at 30th June 2003

0

NET BOOK VALUES

As at 30th June 2003

0

As at 30th September 2002

23,589

30.6.03

30.9.02

£

£

9. STOCKS

Goods for resale

0

313,394

Work in Progress

0

21,260

0

334,654

10. DEBTORS - Amounts falling due within one year :

Trade Debtors

0

754,639

Amount owing by group companies

103,895

0

103,895

754,639

ROCHESTER INFORMATION SYSTEMS LIMITED

NOTES TO THE ACCOUNTS - Cont'd

11. CREDITORS - Amounts falling due within one year :

	30.6.03 £	30.9.02 £
Bank Overdraft	0	265,794
Other Bank Loans	0	33,996
Trade Creditors	0	409,598
Corporation Tax	0	36,754
Other Taxes and Social Security Liabilities	0	204,533
Proposed Dividends	0	17,967
	<u>0</u>	<u>968,642</u>

CREDITORS - Amounts falling due after more than one year :

Other Bank Loans	<u>0</u>	<u>16,388</u>
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12. SHARE CAPITAL**Ordinary Shares of £1 each**

Authorised	<u>100</u>	<u>100</u>
Issued and Fully Paid	<u>100</u>	<u>100</u>

13. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

(Loss) for the financial period	(86,989)
Dividends	(19,438)
New Share Capital subscribed	0
	<u>(106,427)</u>
Opening Shareholders' Fund	<u>185,224</u>
Closing Shareholders' Fund	<u>78,797</u>

14. ACQUISITION OF ROCHESTER INFORMATION SYSTEMS LIMITED

On 6th of June 2003, CACI Limited acquired the entire share capital of Rochester Information Systems Limited. The assets, liabilities and all trading activities were hived up from Rochester Information Systems Limited to CACI Limited on that date.

As of the 6th of June 2003, Rochester Information Systems Limited has ceased to trade.

ROCHESTER INFORMATION SYSTEMS LIMITED**NOTES TO THE ACCOUNTS - Cont'd**

15. RELATED PARTY DISCLOSURES

The company has taken advantage of the exemption conferred by Financial Reporting Standard 8 "Related Party Disclosures" not to disclose transactions with members of the group headed by CACI International Inc, on the grounds that at least 90% of the voting rights in the company are controlled within that group.

16. ULTIMATE PARENT UNDERTAKING

The company's immediate parent undertaking is CACI Limited, a company incorporated in the United Kingdom.

Rochester Information Systems Limited's ultimate parent undertaking and controlling entity is CACI International Inc, a company incorporated in the State of Delaware, in the United States of America. CACI International Inc, is the largest parent undertaking which prepares group financial statements, copies of which are available from the Securities and Exchange Commission, 450 5th Street, NW, Washington D.C. 20549.