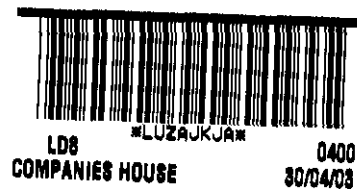


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**Report of the Directors and
Consolidated Financial Statements for the Year Ended 30 June 2002
for
ICP Europe Publishing Plc**



ICP Europe Publishing Plc

**Contents of the Consolidated Financial Statements
for the Year Ended 30 June 2002**

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ICP Europe Publishing Plc
Company Information
for the Year Ended 30 June 2002

DIRECTORS:

I K Jindal
A Neil
D Neylon
C J Oakley

SECRETARY:

D Neylon

REGISTERED OFFICE:

3 Waterhouse Square
142 Holborn
London
EC1N 2NX

REGISTERED NUMBER:

03773144

AUDITORS:

Lewis & Co
Chartered Accountants
Registered Auditor
19 Goodge Street
London
W1T 2PH

ICP Europe Publishing Plc
Report of the Directors
for the Year Ended 30 June 2002

The directors present their report with the financial statements of the company for the year ended 30 June 2002.

CHANGE OF NAME

The company passed a special resolution on 26 June 2002 changing its name from Venturedome Plc to ICP Europe Publishing Plc.

PRINCIPAL ACTIVITY

The Company is an online business publisher to the business and enterprise sectors. The Company publishes best practice information and advice under its own brands and also creates, manages and develops online business services on behalf of prestigious government, corporate and professional clients.

REVIEW OF BUSINESS

In October 2001 the Directors agreed to merge the Company with Business Europe Limited, an online business publisher. The merger was structured through the acquisition by the Company of all the issued shares in Business Europe Limited, see below. Immediately upon the merger the Company changed its name to ICP Europe Publishing PLC. The Company retained the Venturedome and Business Europe brands, both of which remain in active use.

On 15 January 2002 the Company completed the acquisition of Business Europe Limited by the issue of 7,676,461 new ordinary shares, representing 50% of the issued share capital of the Company at that time. The costs of restructuring the Company are included in these accounts.

DIVIDENDS

The audited accounts for the year ended 30 June 2002 are set out in pages 5 to 18. The loss for the year after adjusting for taxation was £944,975. The directors are unable to recommend payment of a dividend this year.

DIRECTORS

The directors during the year under review were:

I K Jindal	Chief Executive Officer	- appointed 15 January 2002
R K Mowatt		- appointed 15 January 2002, resigned 25 July 2002
A Neil	Chairman	- appointed 15 January 2002
D Neylon	Chief Operating Officer	
C J Oakley		

The beneficial interests of the directors holding office on 30 June 2002 in the issued share capital of the company were as follows:

	30.6.02	1.7.01
Ordinary shares 0.05 shares		
I K Jindal	310,692	-
A Neil	767,147	-
D Neylon	510,000	510,000
C J Oakley	137,365	137,365
Related parties :		
J Neylon	112,500	112,500

Darren Neylon has an option to subscribe for 30,000 ordinary shares of 5p each in the company under the Venturedome PLC Enterprise Management Incentive Scheme at a price of 48p per share. This option was granted on 1 July 2000 and expires on 29 June 2011.

Upon completion of the merger the Company committed to provide options under a suitable scheme for Ian Jindal and Darren Neylon to subscribe for 5p Ordinary Shares at an exercise price of 7p per share. The options to be awarded are:

Ian Jindal	934,277 shares
Darren Neylon	467,138 shares.

ICP Europe Publishing Plc
Report of the Directors
for the Year Ended 30 June 2002

SUPPLIER PAYMENT POLICY

The company's policy is to settle terms of payment with suppliers when agreeing the terms of each transaction, ensure that suppliers are made aware of the terms of payment and abide by the terms of payment. Usual payment terms of 30 days.

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 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 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 and detection of fraud and other irregularities.

AUDITORS

Arthur Andersen resigned as auditors during the year and Lewis & Co were appointed to fill the temporary vacancy. The auditors, Lewis & Co, will be proposed for re-appointment in accordance with Section 385 of Companies Act 1985.

ON BEHALF OF THE BOARD:



Ian Jindal.
Director

Dated: 30 April 2003

ICP Europe Publishing Plc

**Report of the Independent Auditors to the Shareholders of
ICP Europe Publishing Plc**

We have audited the financial statements on pages 5 to 18 which have been prepared under the historical cost convention and the accounting policies set out on page 7.

Respective responsibilities of directors and auditors

As described on page 3 the Company's directors are responsible for the preparation of the financial statements. It is our responsibility to form an independent opinion, based on our audit, on these statements and to report our opinion to you.

Basis of opinion

We conducted our audit in accordance with Accounting 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 judgments 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 as to whether the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error.

However, the evidence available relating to the disposal of fixed assets by the company with a net book value of £65,435 was inadequate.

In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Going Concern

In forming our opinion, we have considered the adequacy of the disclosures made on page 7 of these financial statements concerning uncertainty as to the achievement of the directors' projections and the availability of such additional funding that might be required in the event that these projections are not achieved. In view of the significance of this uncertainty we consider that it should be drawn to your attention but our opinion is not qualified in this respect.

Qualified opinion

Except for any adjustments that might have been found necessary had we been able to obtain sufficient evidence concerning the disposal of fixed assets, in our opinion the financial statements of the company and its subsidiary give a true and fair view of the state of affairs of the company and the group as at 30 June 2002 and of the losses of the company and the group for the year ended on that date, and have been properly prepared in accordance with the Companies Act 1985.

In respect alone of the limitations of our work relating to the disposal of fixed assets:

- We have not obtained all the information and explanations that we considered necessary for the purpose of our audit; and
- We were unable to determine whether proper accounting records had been maintained.

Lewis & Co

Lewis & Co
Chartered Accountants and
Registered Auditors
London

30 April 2003

ICP Europe Publishing Plc
Consolidated Profit and Loss Account
for the Year Ended 30 June 2002

		<u>2002</u>	<u>2001</u>
	Notes	£	£
TURNOVER		352,894	584,043
Cost of sales		<u>71,175</u>	<u>889,741</u>
GROSS PROFIT/(LOSS)		281,719	(305,698)
Administrative expenses		<u>1,200,524</u>	<u>673,134</u>
OPERATING LOSS	3	(918,805)	(978,832)
Interest receivable and similar income		<u>993</u>	<u>164</u>
		(917,812)	(978,668)
Interest payable and similar charges	4	<u>27,163</u>	<u>51,272</u>
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(944,975)	(1,029,940)
Tax on loss on ordinary activities	5	<u>-</u>	<u>-</u>
LOSS FOR THE FINANCIAL YEAR AFTER TAXATION		(944,975)	(1,029,940)
Deficit brought forward		<u>(2,341,200)</u>	<u>(1,311,260)</u>
DEFICIT CARRIED FORWARD		<u>£(3,286,175)</u>	<u>£(2,341,200)</u>

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current and previous year.

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the losses for the current and previous year.

The notes form part of these financial statements

ICP Europe Publishing Plc

**Consolidated Balance Sheet
30 June 2002**

		<u>2002</u>		<u>2001</u>	
	Notes	£	£	£	£
FIXED ASSETS:					
Tangible assets	6		73,210		65,435
Investments	7		<u>97,802</u>		<u>97,802</u>
			171,012		163,237
CURRENT ASSETS:					
Debtors	8	263,029		145,380	
Cash at bank		<u>241,105</u>		<u>153,760</u>	
		504,134		299,140	
CREDITORS: Amounts falling due within one year	9	<u>353,103</u>		<u>180,275</u>	
NET CURRENT ASSETS:			<u>151,031</u>		<u>118,865</u>
TOTAL ASSETS LESS CURRENT LIABILITIES:			322,043		282,102
CREDITORS: Amounts falling due after more than one year	10		<u>960,822</u>		<u>359,729</u>
			<u>£(638,779)</u>		<u>£(77,627)</u>
CAPITAL AND RESERVES:					
Called up share capital	11		762,439		378,616
Share premium	12		1,884,957		1,884,957
Profit and loss account			<u>(3,286,175)</u>		<u>(2,341,200)</u>
SHAREHOLDERS' FUNDS:	13		<u>£(638,779)</u>		<u>£(77,627)</u>

ON BEHALF OF THE BOARD:

Ian Jindal
Director



Approved by the Board on 30 April 2003

The notes form part of these financial statements

ICP Europe Publishing Plc

Notes to the Consolidated Financial Statements for the Year Ended 30 June 2002

1. ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention.

The directors have prepared financial projections for a period of 12 months from the date of approval of these accounts which reflect the revised cost structure of the business. The projections also reflect revenues estimated by them to arise from existing contracts and customer relationships and their expectation of additional revenues to be earned through expanded provision of existing services to existing customers and through expansion of the customer base.

The directors' projections demonstrate that the company has adequate funds for a period of at least 12 months from the date of approval of these accounts without the need for additional funding and accordingly the accounts have been prepared on a going concern basis.

However the company operates in a volatile market and uncertainty remains as to the extent to which these additional revenues will be achieved. In the event that the projected revenues are not achieved the company may require additional funding.

Financial Reporting Standard Number 1

Exemption has been taken from preparing a cash flow statement on the grounds that the company qualifies as a small company.

Turnover

Turnover represents net invoiced sales of goods, excluding value added tax.

Tangible fixed assets

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

Fixtures and fittings	- 25% to 33% on cost
Computer equipment	- 33% on cost

Investments

Current asset investments are stated at the lower of cost and net realizable value.

Finance costs

Finance costs of debt are recognized in the profit and loss account over the term of such instruments at a constant rate on the carrying amount.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Pensions

The company operates a stakeholder pension scheme implemented in October 2001. Contributions payable for the period are charged in the profit and loss account

ICP Europe Publishing Plc

**Notes to the Consolidated Financial Statements
for the Year Ended 30 June 2002**

2. STAFF COSTS

	2002	2001
	£	£
Wages and salaries	<u>147,539</u>	<u>678,570</u>

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

	2002	2001
Management and administration	<u>6</u>	<u>15</u>

3. OPERATING LOSS

The operating loss is stated after charging/(crediting):

	2002	2001
	£	£
Depreciation - owned assets	32,959	22,728
Loss/(Profit) on disposal of fixed assets	60,438	(11,936)
Amortisation of goodwill	658,372	
Auditors' remuneration	<u>6,400</u>	<u>6,500</u>

Directors' emoluments	<u>68,678</u>	<u>215,822</u>
-----------------------	---------------	----------------

Information regarding the highest paid director is as follows:

Emoluments etc	<u>25,000</u>	<u>70,273</u>
----------------	---------------	---------------

4. INTEREST PAYABLE AND SIMILAR CHARGES

	2002	2001
	£	£
Bank interest	5,799	2,998
Loan interest	<u>21,364</u>	<u>48,274</u>
	<u>27,163</u>	<u>51,272</u>

5. TAXATION

Analysis of the tax charge

No liability to UK corporation tax arose on ordinary activities for the year ended 30 June 2002 nor for the year ended 30 June 2001.

ICP Europe Publishing Plc

**Notes to the Consolidated Financial Statements
for the Year Ended 30 June 2002**

6. TANGIBLE FIXED ASSETS

	<u>Fixtures and fittings</u>	<u>Computer equipment</u>	<u>Totals</u>
	£	£	£
COST:			
At 1 July 2001	9,495	83,614	93,109
Additions	29,171	76,998	106,169
Disposals	<u>(9,495)</u>	<u>(83,614)</u>	<u>(93,109)</u>
At 30 June 2002	<u>29,171</u>	<u>76,998</u>	<u>106,169</u>
DEPRECIATION:			
At 1 July 2001	3,036	24,638	27,674
Charge for the period	7,293	25,666	32,959
Eliminated on disposals	<u>(3,036)</u>	<u>(24,638)</u>	<u>(27,674)</u>
At 30 June 2002	<u>7,293</u>	<u>25,666</u>	<u>32,959</u>
NET BOOK VALUE:			
At 30 June 2002	<u>21,878</u>	<u>51,332</u>	<u>73,210</u>
At 30 June 2001	<u>6,459</u>	<u>58,976</u>	<u>65,435</u>

7. FIXED ASSET INVESTMENTS

Investments were as follows:

	2002	2001
	£	£
Own shares	<u>97,802</u>	<u>97,802</u>

**8. DEBTORS: AMOUNTS FALLING
DUE WITHIN ONE YEAR**

	2002	2001
	£	£
V.A.T.	-	128
Trade debtors	106,551	116,544
Other debtors	7,182	-
Research and development tax refund	149,296	-
Prepayments and accrued income	<u>-</u>	<u>28,708</u>
	<u>263,029</u>	<u>145,380</u>

ICP Europe Publishing Plc

Notes to the Consolidated Financial Statements for the Year Ended 30 June 2002

9. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2002	2001
	£	£
Bank	153,059	-
Trade creditors	42,525	64,995
Other creditors	35,744	1,343
Social security & other taxes	35,409	15,670
Accruals and deferred income	<u>86,366</u>	<u>98,267</u>
	<u>353,103</u>	<u>180,275</u>

10. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	2002	2001
	£	£
Loan	<u>960,822</u>	<u>359,729</u>

The loan is made up of £469,729 due to Springboard Plc, a shareholder in ICP Europe Publishing Plc and £469,729 due to a related party Ellerman Corporations Limited. The interest accrued from 5 January 2002 to 30 June 2002 is £10,682 in respect of each loan. The loan is to be repaid (including accrued interest) in 60 equal monthly instalments from 31 December 2002. However the repayment has been deferred to 31 December 2003

11. CALLED UP SHARE CAPITAL

Authorised:

Number:	Class:	Nominal value:	2002	2001
			£	£
25,000,000	Ordinary shares	0.05	<u>1,250,000</u>	<u>750,000</u>
(2001 - 15,000,000)				

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	2002	2001
			£	£
15,352,922	Ordinary shares	0.05	<u>762,439</u>	<u>378,616</u>
(2001 - 7,572,295)				

12. RESERVES

	Share Premium Account	Profit and loss account
	£	£
At 30 June 2001	1,884,957	(2,341,200)
Retained loss for the year	-	(944,975)
	<u>1,884,957</u>	<u>(3,286,175)</u>
At 30 June 2002		

Of the total reserves at the 30 June 2002 the sum of £(284,238) relates to Business Europe Limited

ICP Europe Publishing Plc

**Notes to the Consolidated Financial Statements
for the Year Ended 30 June 2002**

13. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2002	2001
	£	£
Loss for the financial year	(944,975)	(1,029,940)
Write back of charge on share options	-	233,549
Share issue	<u>383,823</u>	<u>941,035</u>
Net (reduction)/addition to shareholders' funds	(561,152)	144,644
Opening shareholders' funds	<u>(77,627)</u>	<u>(222,271)</u>
Closing shareholders' funds	<u><u>(638,779)</u></u>	<u><u>(77,627)</u></u>

ICP Europe Publishing Plc
Profit and Loss Account
for the Year Ended 30 June 2002

		<u>2002</u>	<u>2001</u>
	Notes	£	£
TURNOVER		352,894	584,043
Cost of sales		<u>71,175</u>	<u>889,741</u>
GROSS PROFIT/(LOSS)		281,719	(305,698)
Administrative expenses		<u>542,152</u>	<u>673,134</u>
OPERATING LOSS	3	(260,433)	(978,832)
Interest receivable and similar income		<u>-</u>	<u>164</u>
		(260,433)	(978,668)
Interest payable and similar charges	4	<u>16,481</u>	<u>51,272</u>
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(276,914)	(1,029,940)
Tax on loss on ordinary activities	5	<u>-</u>	<u>-</u>
LOSS FOR THE FINANCIAL YEAR AFTER TAXATION		(276,914)	(1,029,940)
Deficit brought forward		<u>(2,341,200)</u>	<u>(1,311,260)</u>
DEFICIT CARRIED FORWARD		<u>£(2,618,114)</u>	<u>£(2,341,200)</u>

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current and previous year.

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the losses for the current and previous year.

The notes form part of these financial statements

ICP Europe Publishing Plc

**Balance Sheet
30 June 2002**

		<u>2002</u>		<u>2001</u>	
	Notes	£	£	£	£
FIXED ASSETS:					
Tangible assets	6		-		65,435
Investments	7		<u>481,625</u>		<u>97,802</u>
			481,625		163,237
CURRENT ASSETS:					
Debtors	8	44,263		145,380	
Cash at bank		<u>241,100</u>		<u>153,760</u>	
		285,363		299,140	
CREDITORS: Amounts falling due within one year	9	<u>257,295</u>		<u>180,275</u>	
NET CURRENT ASSETS:			<u>28,068</u>		<u>118,865</u>
TOTAL ASSETS LESS CURRENT LIABILITIES:			509,693		282,102
CREDITORS: Amounts falling due after more than one year	10		<u>480,411</u>		<u>359,729</u>
			<u>£29,282</u>		<u>£(77,627)</u>
CAPITAL AND RESERVES:					
Called up share capital	11		762,439		378,616
Share premium	12		1,884,957		1,884,957
Profit and loss account			<u>(2,618,114)</u>		<u>(2,341,200)</u>
SHAREHOLDERS' FUNDS:	13		<u>£29,282</u>		<u>£(77,627)</u>

ON BEHALF OF THE BOARD:

I K Jindal
Director

Approved by the Board on 30 April 2003

The notes form part of these financial statements

ICP Europe Publishing Plc

Notes to the Financial Statements for the Year Ended 30 June 2002

1. ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention.

The directors have prepared financial projections for a period of 12 months from the date of approval of these accounts which reflect the revised cost structure of the business. The projections also reflect revenues estimated by them to arise from existing contracts and customer relationships and their expectation of additional revenues to be earned through expanded provision of existing services to existing customers and through expansion of the customer base.

The directors' projections demonstrate that the company has adequate funds for a period of at least 12 months from the date of approval of these accounts without the need for additional funding and accordingly the accounts have been prepared on a going concern basis.

However the company operates in a volatile market and uncertainty remains as to the extent to which these additional revenues will be achieved. In the event that the projected revenues are not achieved the company may require additional funding.

Financial Reporting Standard Number 1

Exemption has been taken from preparing a cash flow statement on the grounds that the company qualifies as a small company.

Turnover

Turnover represents net invoiced sales of goods, excluding value added tax.

Tangible fixed assets

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

Fixtures and fittings	- 25% on cost
Computer equipment	- 25% on cost

Investments

Current asset investments are stated at the lower of cost and net realizable value.

Finance costs

Finance costs of debt are recognized in the profit and loss account over the term of such instruments at a constant rate on the carrying amount.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Pensions

The company operates a stakeholder pension scheme implemented in October 2001. Contributions payable for the period are charged in the profit and loss account.

ICP Europe Publishing Plc

**Notes to the Financial Statements
for the Year Ended 30 June 2002**

2. STAFF COSTS

	2002	2001
	£	£
Wages and salaries	<u>147,539</u>	<u>678,570</u>

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

	2002	2001
Management and administration	<u>6</u>	<u>15</u>

3. OPERATING LOSS

The operating loss is stated after charging/(crediting):

	2002	2001
	£	£
Depreciation - owned assets	-	22,728
Loss/(Profit) on disposal of fixed assets	60,438	(11,936)
Auditors' remuneration	<u>6,400</u>	<u>6,500</u>
Directors' emoluments	<u>68,678</u>	<u>215,822</u>

Information regarding the highest paid director is as follows:

Emoluments	<u>25,000</u>	<u>70,273</u>
------------	---------------	---------------

4. INTEREST PAYABLE AND SIMILAR CHARGES

	2002	2001
	£	£
Bank interest	5,799	2,998
Loan interest	<u>10,682</u>	<u>48,274</u>
	<u>16,481</u>	<u>51,272</u>

5. TAXATION

Analysis of the tax charge

No liability to UK corporation tax arose on ordinary activities for the year ended 30 June 2002 nor for the year ended 30 June 2001.

ICP Europe Publishing Plc

**Notes to the Financial Statements
for the Year Ended 30 June 2002**

6. TANGIBLE FIXED ASSETS

	Fixtures and fittings	Computer equipment	Totals
	£	£	£
COST:			
At 1 July 2001	9,495	83,614	93,109
Disposals	<u>(9,495)</u>	<u>(83,614)</u>	<u>(93,109)</u>
At 30 June 2002	<u>-</u>	<u>-</u>	<u>-</u>
DEPRECIATION:			
At 1 July 2001	3,036	24,638	27,674
Eliminated on disposals	<u>(3,036)</u>	<u>(24,638)</u>	<u>(27,674)</u>
At 30 June 2002	<u>-</u>	<u>-</u>	<u>-</u>
NET BOOK VALUE:			
At 30 June 2002	<u>-</u>	<u>-</u>	<u>-</u>
At 30 June 2001	<u>6,459</u>	<u>58,976</u>	<u>65,435</u>

7. FIXED ASSET INVESTMENTS

Investments were as follows:

	2002 £	2001 £
Own shares	97,802	97,802
Cost of investment in Business Europe Limited	<u>383,823</u>	<u>-</u>
	<u>481,625</u>	<u>97,802</u>

**8. DEBTORS: AMOUNTS FALLING
DUE WITHIN ONE YEAR**

	2002 £	2001 £
V.A.T.	-	128
Trade debtors	44,263	116,544
Prepayments and accrued income	<u>-</u>	<u>28,708</u>
	<u>44,263</u>	<u>145,380</u>

ICP Europe Publishing Plc

**Notes to the Financial Statements
for the Year Ended 30 June 2002**

**9. CREDITORS: AMOUNTS FALLING
DUE WITHIN ONE YEAR**

	2002	2001
	£	£
Trade creditors	10,514	64,995
Other creditors	-	1,343
Business Europe Limited	148,499	-
V.A.T.	20,280	-
Social security & other taxes	-	15,670
Accruals and deferred income	<u>78,002</u>	<u>98,267</u>
	<u>257,295</u>	<u>180,275</u>

**10. CREDITORS: AMOUNTS FALLING
DUE AFTER MORE THAN ONE YEAR**

	2002	2001
	£	£
Loan	<u>480,411</u>	<u>359,729</u>

The loan is from Springboard Plc, a shareholder in ICP Europe Publishing Plc. This includes the capital amount is £469,729 and interest accrued from 15 January 2002 to 30 June 2002 of £10,682. The loan is to be repaid (including accrued interest) in 60 equal monthly installments from 31 December 2002. However the payments have been deferred to 31 December 2003.

11. CALLED UP SHARE CAPITAL

Authorised:				
Number:	Class:	Nominal value:	2002	2001
			£	£
25,000,000	Ordinary shares	0.05	1,250,000	750,000
(2001 - 15,000,000)			<u> </u>	<u> </u>
Allotted, issued and fully paid:				
Number:	Class:	Nominal value:	2002	2001
			£	£
15,352,922	Ordinary shares	0.05	762,439	378,616
(2001 - 7,572,295)			<u> </u>	<u> </u>

ICP Europe Publishing Plc

**Notes to the Financial Statements
for the Year Ended 30 June 2002**

12. RESERVES

	Share Premium Account £	Profit and loss account £
At 30 June 2001	1,884,957	(2,341,200)
Retained loss for the year	-	(276,914)
	<hr/>	<hr/>
At 30 June 2002	<u>1,884,957</u>	<u>(2,618,114)</u>

13. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2002 £	2001 £
Loss for the financial year	(276,914)	(1,029,940)
Write back of charge on share options	-	233,549
Share issue	<u>383,823</u>	<u>941,035</u>
Net (reduction)/addition to shareholders' funds	106,909	144,644
Opening shareholders' funds	<u>(77,627)</u>	<u>(222,271)</u>
Closing shareholders' funds	<u>29,282</u>	<u>(77,627)</u>

ICP Europe Publishing Plc
Trading and Profit and Loss Account
for the Year Ended 30 June 2002

	<u>2002</u>		<u>2001</u>	
	£	£	£	£
Fees receivable		352,894		584,043
Cost of sales:				
Purchases	-		1,574,811	
Wages	<u>71,175</u>		<u>-</u>	
		<u>71,175</u>		<u>1,574,811</u>
GROSS PROFIT/(LOSS)		281,719		(990,768)
Other income:				
Interest receivable		<u>-</u>		<u>164</u>
		281,719		(990,604)
Expenditure:				
Directors' remuneration	68,678		-	
Social Security	7,686		-	
Salaries	-		-	
Telephone	19,611		-	
Print, postage and stationery	1,965		-	
Travel and subsistence	5,079		-	
Website expenses	2,564		-	
Computer consumables	1,103		-	
Directors-health contributions	1,093		-	
Sundry expenses	1,097		-	
Auditors remuneration	6,400		-	
Subscriptions and membership	3,908		-	
Accountancy	3,000		-	
Legal and professional fees	8,337		-	
Inter co. management charges	326,381		-	
Hospitality	107		-	
Bad debts	1,506		-	
Rent and service charges	17,287		-	
Insurance	<u>5,688</u>		<u>-</u>	
		<u>481,490</u>		<u>-</u>
		(119,771)		(990,604)
Finance costs:				
Bank interest	5,799		2,998	
Loan interest	10,682		48,274	
Bank charges	<u>224</u>		<u>-</u>	
		<u>16,705</u>		<u>51,272</u>
Carried forward		(216,476)		(1,041,876)

This page does not form part of the statutory financial statements

ICP Europe Publishing Plc
Trading and Profit and Loss Account
for the Year Ended 30 June 2002

	<u>2002</u>		<u>2001</u>	
	£	£	£	£
Brought forward		(216,476)		(1,041,876)
(Loss)/Profit on disposal of fixed assets:				
Fixtures & fittings	(6,459)		-	
Computer equipment	<u>(53,979)</u>		<u>11,936</u>	
		<u>(60,438)</u>		<u>11,936</u>
NET LOSS		<u><u>£(276,914)</u></u>		<u><u>£(1,029,940)</u></u>

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