CODEMIST LIMITED DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2001

A09 07/12/01

COMPANY INFORMATION

Directors

J Fitch

A Mycroft

A Norman

Secretary

A Fitch

Company number

2197915

Registered office

"Alta"

Horsecombe Vale

Combe Down

Bath

BA2 5QR

Auditors

Robson Taylor

Charter House

The Square

Lower Bristol Road

Bath

BA2 3BH

Business address

"Alta"

Horsecombe Vale

Combe Down

Bath

BA2 5QR

Bankers

Barclays Bank Pic

36-37 Milsom Street

Bath

BA1 1DN

DIRECTORS' REPORT FOR THE YEAR ENDED 30 APRIL 2001

The directors present their report and financial statements for the year ended 30 April 2001.

Principal activities

The principal activity of the company continued to be that of the development and sales of computer application and utility packages.

It also provides consultancy services to a broad range of clients.

Directors

The following directors have held office since 1 May 2000:

J Fitch

A Mycroft

A Norman

Directors' interests

The directors' beneficial interests in the shares of the company were as stated below:

	ordinary sh	ordinary shares of £ 1 each	
	30 April 2001	1 May 2000	
J Fitch	200	200	
A Mycroft	200	200	
A Norman	200	200	

Auditors

In accordance with section 385 of the Companies Act 1985, a resolution proposing that Robson Taylor be reappointed as auditors of the company will be put to the Annual General Meeting.

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.

This report has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

By order of the board

A Fitch

Secretary

AUDITORS' REPORT TO THE SHAREHOLDERS OF CODEMIST LIMITED

We have audited the financial statements on pages 3 to 7 which have been prepared under the historical cost convention and the accounting policies set out on page 5.

Respective responsibilities of directors and auditors

As described on page 1 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 those 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 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 the company's affairs as at 30 April 2001 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Chartered Accountants

Registered Auditors

Charter House

The Square

Lower Bristol Road

26 November 2001

Bath

BA2 3BH

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 APRIL 2001

	Notes	2001 £	2000 £
Turnover		87,806	47,164
Cost of sales		(7,407)	(2,545)
Gross profit		80,399	44,619
Administrative expenses		(19,224)	(10,750)
Operating profit	2	61,175	33,869
Other interest receivable and similar income		1,876	859
Profit on ordinary activities before taxation		63,051	34,728
Tax on profit on ordinary activities	3	(12,326)	(6,879)
Profit on ordinary activities after taxation		50,725	27,849
Dividends	4	(48,000)	(30,000)
Retained profit/(loss) for the year	9	2,725	(2,151)

The profit and loss account has been prepared on the basis that all operations are continuing operations.

There are no recognised gains and losses other than those passing through the profit and loss account.

BALANCE SHEET AS AT 30 APRIL 2001

		200	01	2000	
	Notes	£	£	£	£
Fixed assets					
Tangible assets	5		238		811
Current assets					
Stock		45		75	
Debtors	6	903		3,513	
Cash at bank and in hand		44,416		35,794	
		45,364		39,382	
Creditors: amounts falling due within					
one year	7	(15,480)		(12,796)	
Net current assets		·	29,884	····	26,586
Total assets less current liabilities			30,122		27,397
			=======================================		=
Capital and reserves					
Called up share capital	8		600		600
Share premium account	9		2,237		2,237
Profit and loss account	9		27,285		24,560
Shareholders' funds - equity interests	10		30,122		27,397
•			======		

These financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

The financial statements were approved by the Board on 12 Nov 2001

A Mycro

etor Director

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2001

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention.

1.2 Turnover

Turnover represents amounts receivable for goods and services net of VAT and trade discounts.

1.3 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Computer equipment

33.33% straight line

1.4 Stock

Stock is valued at the lower of cost and net realisable value.

1.5 Deferred taxation

Deferred taxation is provided at appropriate rates on all timing differences using the liability method only to the extent that, in the opinion of the directors, there is a reasonable probability that a liability or asset will crystallise in the foreseeable future.

2	Operating profit	2001	2000
		£	£
	Operating profit is stated after charging:		
	Depreciation of tangible assets	573	2,624
	Directors' emoluments	10,400	-
3	Taxation	2001	2000
		£	£
	U.K. current year taxation		
	U.K. corporation tax at 20%	12,326	6,879
	·		
4	Dividends	2001	2000
-	Dividends	£	2000 £
		L	<i>L</i> .
	Ordinary interim paid 9 April 2001	48,000	30,000
			

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2001

5	Tangible fixed assets		
			Computer
			equipment
			£
	Cost		
	At 1 May 2000 & at 30 April 2001		48,036
	Depreciation		
	At 1 May 2000		47,225
	Charge for the year		573
	At 30 April 2001		47,798
	Net book value		
	At 30 April 2001		238
	At 30 April 2000		811
			
6	Debtors	2001	2000
		£	£
	Trade debtors	-	2,868
	Taxation and social security	254	-
	Prepayments	649	645
		903	3,513
7	Creditors: amounts falling due within one year	2001	2000
•		£	£
	Corporation tax	12,326	6,347
	Taxation and social security	1,254	4,549
	Accruals and deferred income	1,900	1,900
		15,480	12,796

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2001

8	Share capital	2001 £	2000 £
	Authorised	~	~
	1,000 ordinary shares of £ 1 each	1,000	1,000
	Allotted, called up and fully paid		
	600 ordinary shares of £ 1 each	600 ======	600
9	Statement of movements on reserves		
		Share premium account	Profit and loss account
		£	£
	Balance at 1 May 2000	2,237	24,560
	Retained profit for the year	-	2,725
	Balance at 30 April 2001	2,237	27,285
10	Reconciliation of movements in shareholders' funds	2001	2000
		£	£
	Profit for the financial year	50,725	27,849
	Dividends	(48,000)	(000,000)
	Net addition to/(depletion in) shareholders' funds	2,725	(2,151)
	Opening shareholders' funds	27,397	29,548
	Closing shareholders' funds	30,122	27,397