

Company Registration No. 2197915 (England and Wales)

CODEMIST LIMITED
DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2002



CODEMIST LIMITED

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 Plc 36-37 Milsom Street Bath BA1 1DW

CODEMIST LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 30 APRIL 2002

The directors present their report and financial statements for the year ended 30 April 2002.

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 2001:

J Fitch
A Mycroft
A Norman

Directors' interests

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

	Ordinary shares of £ 1 each	
	30 April 2002	1 May 2001
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.

CODEMIST LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 30 APRIL 2002

Directors' responsibilities

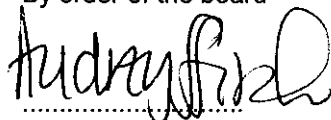
Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to:

- 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

 5 Dec 02

A Fitch

Secretary

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CODEMIST LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF CODEMIST LIMITED

We have audited the financial statements of Codemist Limited on pages 4 to 7 for the year ended 30 April 2002. These financial statements have been prepared in accordance with the Financial Reporting Standard for Smaller Entities (effective March 2000), under the historical cost convention and the accounting policies set out therein.

Respective responsibilities of the directors and auditors

As described in the statement of directors' responsibilities on page 2 the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards.

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

We report to you our opinion as to whether the financial statements 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 financial statements, 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 directors' report and consider the implications for our report if we become aware of any apparent misstatements within it.

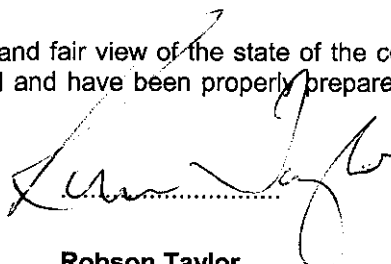
Basis of audit opinion

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 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 2002 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Robson Taylor
Registered Auditor and Chartered Accountants
Charter House
The Square
Lower Bristol Road
Bath
BA2 3BH

5 December 2002

CODEMIST LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 APRIL 2002

	Notes	2002 £	2001 £
Turnover		31,734	87,806
Cost of sales		(1,093)	(7,407)
Gross profit		30,641	80,399
Administrative expenses		(16,061)	(19,224)
Operating profit	2	14,580	61,175
Other interest receivable and similar income		1,163	1,876
Profit on ordinary activities before taxation		15,743	63,051
Tax on profit on ordinary activities	3	(1,752)	(12,326)
Profit on ordinary activities after taxation		13,991	50,725
Dividends		(18,000)	(48,000)
Retained (loss)/profit for the year	8	(4,009)	2,725

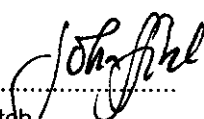
CODEMIST LIMITED

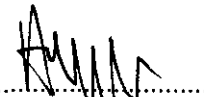
BALANCE SHEET AS AT 30 APRIL 2002

	Notes	2002 £	£	2001 £	£
Fixed assets					
Tangible assets	4		799		238
Current assets					
Stocks		30		45	
Debtors	5	200		903	
Cash at bank and in hand		29,309		44,416	
		<u>29,539</u>		<u>45,364</u>	
Creditors: amounts falling due within one year	6	<u>(4,225)</u>		<u>(15,480)</u>	
Net current assets			25,314		29,884
Total assets less current liabilities			<u>26,113</u>		<u>30,122</u>
Capital and reserves					
Called up share capital	7		600		600
Share premium account	8		2,237		2,237
Profit and loss account	8		23,276		27,285
Shareholders' funds			<u>26,113</u>		<u>30,122</u>

These financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies and with the Financial Reporting Standard for Smaller Entities (effective March 2000).

The financial statements were approved by the Board on 5 Dec 02


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J Fitch
Director


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A Mycroft
Director

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2002

4	Tangible fixed assets	
		Computer equipment
		£
	Cost	
	At 1 May 2001	48,036
	Additions	1,199
		<hr/>
	At 30 April 2002	49,235
		<hr/>
	Depreciation	
	At 1 May 2001	47,798
	Charge for the year	638
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	At 30 April 2002	48,436
		<hr/>
	Net book value	
	At 30 April 2002	799
		<hr/> <hr/>
	At 30 April 2001	238
		<hr/>

CODEMIST LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2002

5 Debtors	2002	2001
	£	£
Other debtors	200	903
	<u> </u>	<u> </u>
6 Creditors: amounts falling due within one year	2002	2001
	£	£
Trade creditors	-	1,254
Taxation and social security	2,325	12,326
Other creditors	1,900	1,900
	<u> </u>	<u> </u>
	<u>4,225</u>	<u>15,480</u>
7 Share capital	2002	2001
	£	£
Authorised		
1,000 Ordinary shares of £ 1 each	1,000	1,000
	<u> </u>	<u> </u>
Allotted, called up and fully paid		
600 Ordinary shares of £ 1 each	600	600
	<u> </u>	<u> </u>
8 Statement of movements on reserves	Share premium account	Profit and loss account
	£	£
Balance at 1 May 2001	2,237	27,285
Retained loss for the year	-	(4,009)
	<u> </u>	<u> </u>
Balance at 30 April 2002	<u>2,237</u>	<u>23,276</u>