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Company Number: 2363049

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INTERNET WATCH FOUNDATION LIMITED (A Company Limited by guarantee)

Financial Statements

for the period ended 31 August 1998



Company Information

Company No: 2363049

Chairman

Mr D Kerr

Registered Office

East View 5 Coles Lane Oakington Cambridge CB4 5BA

Directors

Mr D Kerr Mr C Feather

Secretary

Mr D Kerr

Auditors

Peters Elworthy & Moore Salisbury House Station Road Cambridge CB1 2LA

Bankers

Barclays Bank PLC PO Box 2 15 Bene't Street Cambridge CB2 3PZ

Index

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1	Directors' Report
2	Auditors' Report
3	Balance Sheet
3	Notes to the Financial Statements

INTERNET WATCH FOUNDATION LIMITED

(A Company Limited by guarantee)

Directors' Report

for the period ended 31 August 1998

The directors present their report and financial statements for the period ended 31 August 1998.

Directors Statement

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 and 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.

Business Review

The Company was incorporated on 29th August 1997. The Company has not commenced trading and there is no intention to commence trading in the foreseeable future.

Expenses of the Company have been met by its subsidiary, Internet Watch Limited which trades as 'Internet Watch Foundation'.

Internet Watch Foundation Limited holds all the issued share capital of Internet Watch Limited. The directors therefore have no beneficial interest in either Company.

Auditors

Peters Elworthy & Moore have expressed their willingness to continue in office and a resolution for their re-appointment will be proposed at the forthcoming annual general meeting.

BY ORDER OF THE BOARD

Company Secretary Date: 24/6/99

AUDITORS REPORT TO THE MEMBERS

for the period ended 31 August 1998

We have prepared the financial statements on page 3 which have been prepared under the historical cost convention.

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 31 August 1998 and have been properly prepared in accordance with the Companies Act 1985.

PETERS ELWORTHY & MOORE

Chartered Accountants and

Registered Auditors

CAMBRIDGE Date: 25 June 1999

Balance Sheet

as at 31 August 1998

	1998 £
Investments Investment in Subsidiary	2
Creditors: amounts falling due within one year Amounts owed to subsidiary undertaking	(2)
Net Assets	Nil
Reserves	Nil

ON BEHALF OF THE BOARD

D Kerr Director

Approved by the Board on

24/6/99

Notes to the Financial Statements

for the period ended 31 August 1998

1 Principal Accounting Policies

Accounting Convention

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

Consolidated Financial Statements

The Company is exempt from preparing consolidated financial statements on the grounds that the group qualifies as a small group.

2 Investments

Internet Watch Foundation Limited is the Holding Company of Internet Watch Limited and owns all the issued share capital.