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RAMAGE KENT (PATENTS & TRADE MARKS) LIMITED

Directors' Report and Financial Statements

31st July 1996

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COMPANY INFORMATION

Company Number:

Directors: B A Ramage M A Ramage M A Ramage Secretary: Registered Office: The White Cottage 29 The Landway Kemsing Sevenoaks Kent **TN15 6TG** Auditors: Coplestons Chartered Accountants The White Cottage 29 The Landway Kemsing Sevenoaks Kent TN15 6TG Lloyds Bank Plc Bankers: 49 High Street Godalming Surrey GU7 1AT

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REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31ST JULY 1996

The directors present their annual report together with the audited financial statements of the company for the year ended 31st July 1996.

Change of Name

The company was formerly known as Alexander Ramage Associates Limited. It changed its name to Ramge Kent (Patents & Trade Marks) Limited on 21st May 1996. This recognised the involvement in expanding the patent work of the business as well as acting as a trade mark agent.

Activities, Business review and future developments

The principal activity of the company is that of patent consultants and trade mark agents.

The directors are satisfied with the business achieved during the year. Costs are being reviewed and the directors are optimistic about the company's future prospects.

Results and dividends

The results for the year, financial position and recommended transfer to reserves are as shown in the annexed financial statements.

The directors do not recommend the payment of a dividend.

Directors and their interests

The directors of the company are named on page 3. Both served throughout the year under review.

Their beneficial interests in the issued share capital were as follows:-

	At 31st July 1996	At 1st August 1995
B A Ramage	55	55
M A Ramage	45	45

Auditors

The auditors of the company, Coplestons, have indicated their willingness to remain in office and a resolution for their reappointment will be made at the forthcoming AGM.

Small Company Exemptions

The directors have taken advantage of the exemptions conferred by Part II of Schedule 8 to the Companies Act 1985.

By Order of the Board

Ordinary Shares of £1 each

M A RAMAGE
Secretary

23rd April 1997

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS FOR THE YEAR ENDED 31ST JULY 1996

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 and loss for that period. In preparing those accounts, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the accounts; and
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will
 continue in business.

The directors confirm that the accounts comply with the above requirements.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company to ensure that the accounts 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.

REPORT OF THE AUDITORS TO THE MEMBERS OF RAMAGE KENT (PATENTS & TRADE MARKS) LIMITED

We have audited the financial statements set out on pages 7 to 12, which have been prepared in accordance with the accounting policies set out on page 9.

Respective responsibilities of directors and auditors

As described on page 5, 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 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 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 affairs of the company as at 31st July 1996 and of its profit for the year then ended and have been properly prepared in accordance with the provisions of the Companies Act 1985 applicable to small companies.

COPLESTONS

CHARTERED ACCOUNTANTS AND REGISTERED AUDITORS

23rd April 1997

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST JULY 1996

	Notes	1996 £	1995 £
TURNOVER	2	338,316	504,052
Cost of Sales		(183,789)	(355,203)
GROSS PROFIT	-	154,527	148,849
Administration Expenses		(153,714)	(147,750)
Operating Profit	3	813	1,099
Interest Receivable	5	64	268
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	-	877	1,367
Taxation	6	(16)	(67)
PROFIT FOR THE YEAR	11	£861	£1,300

The results for the year wholly arose from continuing operations.

STATEMENT OF HISTORICAL COST PROFITS AND LOSSES

The results included in the Profit and Loss account represent the only recognised gains and losses for the year.

The notes on pages 9 to 12 form an integral part of these financial statements.

BALANCE SHEET AT 31ST JULY 1996

	Notes		1996 £	£	1995 £
FIXED ASSETS					
Tangible assets	7		3,735		5,647
CURRENT ASSETS					
Debtors	8	157,528		131,294	
Cash at bank and in hand		87		3,209	
	•	157,615		134,503	
CREDITORS					
Amounts falling due within one year	9	(161,994)		(141,655)	
NET CURRENT LIABILITIES	•		(4,379)		(7,152)
			£(644)		£(1,505)
Financed by:					
CAPITAL AND RESERVES					
Called up share capital	10		100		100
Profit and loss account	11		(744)		(1,605)
			£(644)		£(1,505)

In preparing these accounts the directors have taken advantage of the exemptions applicable to small companies under Part 1 of Schedule 8 to the Companies Act 1985. They have done so on the basis that the company is entitled to those exemptions as a small company as defined in sections 246 and 247, Companies Act 1985.

Approved by the Board of Directors on 23rd April 1997

B A RAMAGE

M A RAMAGE

Directors

The notes on pages 9 to 12 form an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

1. Accounting policies

The financial statements have been prepared under the historical cost convention in accordance with the following accounting policies:

a) <u>Turnover</u>

Turnover comprises the value of goods and services provided in the normal course of business.

b) Tangible Fixed Assets

Tangible fixed assets are included at cost. They are depreciated at rates calculated to write off the cost of assets in equal annual instalments over their estimated useful lives as follows:

Furniture, fixtures and fittings 25% per annum

c) Deferred Taxation

Deferred taxation is provided on the liability method on timing differences between profits and losses as computed for taxation purposes and the results as included in the financial statements to the extent that it is considered likely that a liability will crystallise. No provision was required at the balance sheet date.

2. Turnover

Turnover is attributable to the principal activity of the company and arose on a worldwide basis. Due to the nature of the company's business, a considerable amount of the sales cannot be attributed to any single market. The directors consider that trying to separate out such details would not be appropriate.

3. Operating Profit

	1996 £	1995 £
This is stated after charging:		
Directors remuneration	-	-
Loss on foreign currency exchange	4,574	4,558
Auditors' remuneration	800	800
Depreciation - owned assets	1,912	1,912

4. Staff Costs

During the year the company did not have any employees (1994: Nil) but incurred recharged expenses from a related business for staff time spent on its affairs.

The directors received no remuneration in the year under review.

Ramage Kent (Patents & Trade Marks) Limited NOTES TO THE FINANCIAL STATEMENTS - Continued

5.	Interest receivable		
		1996 £	1995 £
	Bank deposit interest	£64	£268
6.	<u>Taxation</u>		
	The charge to taxation arises as follows:		
	UK Corporation tax at current rates on the adjusted results for the year	£16	£67
7.	Tangible Fixed Assets		
			Office Equipment £
	COST		
	Balance at 1st August 1995		7,649
	Additions		-
	Balance at 31st July 1996		7,649
	DEPRECIATION		
	Balance at 1st August 1995		2,002
	Charge for the year		1,912
	Balance at 31st July 1996		3,914
	NET BOOK VALUE		
	At 31st July 1996		£3,735
	At 31st July 1995		£5,647

8.	<u>Debtors</u>		
		1996	1995
		£	£
	Trade debtors	95,540	65,694
	Due from related undertaking	59,282	65,502
	Other debtors & prepayments	2,706	98
		£157,528	£131,294
	All amounts shown are due within one year.		
9.	Creditors		
	Amounts falling due within one year		
	Bank overdraft	2,955	•
	Trade creditors	158,223	140,366
	Corporation tax	16	67
	Other taxes and social security costs	-	422
	Other creditors and accruals	800	800
		£161,994	£80,904
10.	Share Capital		
	Authorised:		
	Ordinary shares of £1 each	£1,000	£1,000
	Allotted, called-up and fully paid:		
	Ordinary shares of £1 each	£100	£100
11.	Profit and Loss Account		
	Balance brought forward	(1,605)	(2,905)
	Profit for the year	861	1,300
	Balance carried forward	£(744)	£(1,605)
	•		

NOTES TO THE FINANCIAL STATEMENTS - Continued

12. Reconciliation of Total Shareholders' Funds

	1996 £	1995 £
Balance brought forward Profit for the year	(1,505) 861	(2,905)
Balance carried forward	£(644)	£(1,605)