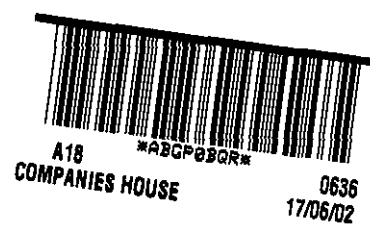


Registration Number 3621563

Sayer-Martin Limited
Directors' Report and Financial Statements
for the year ended 31 March 2002



Sayer-Martin Limited

Company Information

| | |
|------------------|---|
| Directors | J Sayer J Martin |
| Secretary | Dr J A Martin |
| Company Number | 3621563 |
| Business Address | 6 Parc Ffos Ffos-y-Ffin Aberaeron |
| Bankers | Cater Allen Standard Life Bank |

Sayer-Martin Limited

Contents

| | Page |
|-----------------------------------|--------------|
| Directors' Report | 1 |
| Accountants' Report | 2 |
| Profit and Loss Account | 3 |
| Balance Sheet | 4 - 5 |
| Notes to the Financial Statements | 6 - 8 |

Sayer-Martin Limited
Directors' Report
for the year ended 31 March 2002

The directors present their report and the financial statements for the year ended 31 March 2002.

Principal Activity

The principal activity of the company is that of ecologists and computer consultants.

Directors and their Interests

The directors who served during the year and their interests in the company are as stated below:

| | Ordinary shares | |
|----------|-----------------|-----------------------------------|
| | 2002 | 2001 or date of appointment |
| J Sayer | 50 | 50 |
| J Martin | 50 | 50 |

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 the affairs of the company and of the profit or loss of the company for that year. In preparing these the directors are required to:

- select suitable accounting policies and 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.

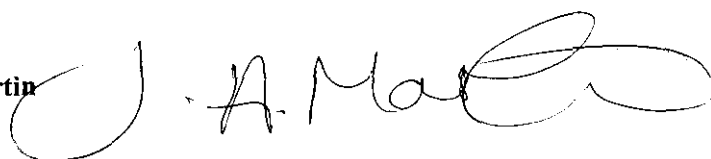
Reporting Accountants

The directors recommend that remain in office until further notice.

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

This report was approved by the Board on and signed on its behalf by

Dr J A Martin
Secretary



Sayer-Martin Limited

Accountants' Report to the Shareholders on the Unaudited Financial Statements of Sayer-Martin Limited

We report on the financial statements for the year ended 31 March 2002 set out on pages 3 to 8.

Respective responsibilities of directors and reporting accountants

As described on page the company's directors are responsible for the preparation of financial statements, and they consider that the company is exempt from an audit. It is our responsibility to carry out procedures designed to enable us to report our opinion.

Basis of opinion

Our work was conducted in accordance with the Statement of Standards for Reporting Accountants, and so our procedures consisted of comparing the financial statements with the accounting records kept by the company, and making such limited enquiries of the officers of the company as we considered necessary for the purposes of this report. These procedures provide only the assurance expressed in our opinion.

Opinion

In our opinion:

(a) the financial statements are in agreement with the accounting records kept by the company under Section 221 of the Companies Act 1985;

(b) having regard only to, and on the basis of, the information contained in those accounting records:

(i) the financial statements have been drawn up in a manner consistent with the accounting requirements specified in Section 249C(6) of the Act; and

(ii) the company satisfied the conditions for exemption from an audit of the financial statements for the year specified in Section 249A(4) of the Act and did not, at any time within that , fall within any of the categories of companies not entitled to the exemption specified in Section 249B(1)

**Chartered Accountants and
Reporting Accountants**

A handwritten signature in black ink, followed by the date '14/6/02' written vertically.

Sayer-Martin Limited

Profit and Loss Account for the year ended 31 March 2002

| | | 2002 | 2001 |
|---|----------|----------|----------|
| | Notes | £ | £ |
| Turnover | 2 | 87,381 | 49,584 |
| Administrative expenses | | (73,739) | (53,369) |
| Operating profit/(loss) | | 13,642 | (3,785) |
| Interest receivable and similar income | | 409 | 140 |
| Profit/(loss) on ordinary activities before taxation | | 14,051 | (3,645) |
| Tax on profit/(loss) on ordinary activities | 5 | (985) | 7 |
| Profit/(loss) on ordinary activities after taxation | | 13,066 | (3,638) |
| Dividends | | (10,000) | - |
| Retained profit/(loss) for the year | | 3,066 | (3,638) |
| brought forward | | (878) | 2,760 |
| Retained profit/(loss) carried forward | | 2,188 | (878) |

The notes on pages 6 to 8 form an integral part of these financial statements.

Sayer-Martin Limited

Balance Sheet as at 31 March 2002

| | | 2002 | | 2001 | |
|---|-------|-----------------|--------------|----------------|--------------|
| | Notes | £ | £ | £ | £ |
| Fixed Assets | | | | | |
| Intangible assets | 6 | | 221 | | 221 |
| Current Assets | | | | | |
| Debtors | 7 | 1,058 | | 1,304 | |
| Cash at bank and in hand | | 17,384 | | 2,423 | |
| | | <u>18,442</u> | | <u>3,727</u> | |
| Creditors: amounts falling due within one year | 8 | <u>(16,375)</u> | | <u>(4,726)</u> | |
| Net Current | | | 2,067 | | (999) |
| Total Assets Less Current Liabilities | | | <u>2,288</u> | | <u>(778)</u> |
| Capital and Reserves | | | | | |
| Called up share capital | 9 | | 100 | | 100 |
| Profit and loss account | | | 2,188 | | (878) |
| Shareholders' Funds | | | <u>2,288</u> | | <u>(778)</u> |

The directors' statements required by Section 249B(4) are shown on the following page which forms part of this Balance Sheet.

The notes on pages 6 to 8 form an integral part of these financial statements.

Sayer-Martin Limited

Balance Sheet (continued)

Directors' statements required by Section 249B(4) for the year ended 31 March 2002

In approving these financial statements as directors of the company we hereby confirm:

(a) that for the year stated above the company was entitled to the exemption conferred by Section 249A(2) of the Companies Act 1985;

(b) that no notice has been deposited at the registered office of the company pursuant to Section 249B(2) requesting that an audit be conducted for the year ended 31 March 2002 and

(c) that we acknowledge our responsibilities for:

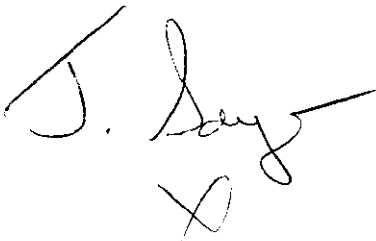
(1) ensuring that the company keeps accounting records which comply with Section 221, and

(2) preparing financial statements which give a true and fair view of the state of affairs of the company as at the end of the financial year and of its profit or loss for the year then ended in accordance with the requirements of Section 226 and which otherwise comply with the provisions of the Companies Act relating to financial statements, so far as applicable to the company.

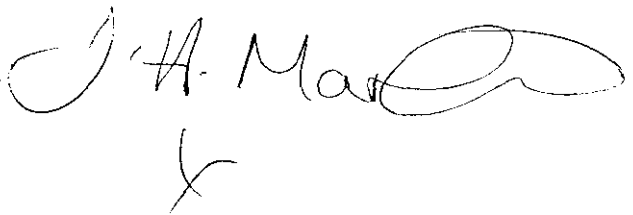
These financial statements are prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies and with the Financial Reporting Standard for Smaller Entities.

The financial statements were approved by the Board on and signed on its behalf by

**J Sayer
Director**



**J Martin
Director**



The notes on pages 6 to 8 form an integral part of these financial statements.

Sayer-Martin Limited

Notes to the Financial Statements for the year ended 31 March 2002

1. Accounting Policies

1.1. Accounting convention

The financial statements are prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective March 2000).

1.2. Turnover

Turnover represents the total invoice value, excluding value added tax, of sales made during the year.

1.3. Research and development

Research expenditure is written off to the profit and loss account in the year in which it is incurred. Development expenditure is written off in the same year unless the directors are satisfied as to the technical, commercial and financial viability of individual projects. In this situation, the expenditure is deferred and amortised over the period from which the company is expected to benefit.

1.4. Tangible fixed assets and depreciation

Depreciation is provided at rates calculated to write off the cost less residual value of each asset over its expected useful life, as follows:

1.5. Pensions

The pension costs charged in the financial statements represent the contribution payable by the company during the year.

The regular cost of providing retirement pensions and related benefits is charged to the profit and loss account over the employees' service lives on the basis of a constant percentage of earnings.

1.6. Deferred taxation

Provision is made for deferred taxation using the liability method to take account of timing differences between the incidence of income and expenditure for taxation and accounting purposes except to the extent that the directors consider that a liability to taxation is unlikely to materialise.

2. Turnover

The total turnover of the company for the year has been derived from its principal activity wholly undertaken in the UK.

Sayer-Martin Limited

Notes to the Financial Statements for the year ended 31 March 2002

..... continued

3. Directors' emoluments

| | 2002 | 2001 |
|---|--------|--------|
| | £ | £ |
| Remuneration and other benefits | 21,914 | 14,459 |
| Number of directors to whom retirement benefits are accruing under a money purchase scheme | - | - |

4. Pension costs

The company operates a defined contribution pension scheme in respect of the directors. The scheme and its assets are held by independent managers. The pension charge represents contributions due from the company and amounted to £3,500 (2001 - £-).

5. Taxation

| | 2002 | 2001 |
|---------------------------------|------|------|
| | £ | £ |
| UK current year taxation | | |
| UK Corporation Tax | 985 | - |
| Prior years | | |
| UK Corporation Tax | - | (7) |
| | 985 | (7) |

6. Intangible fixed assets

| | Develop- ment Costs | Total |
|------------------------|---------------------------|-------|
| | £ | £ |
| At 1 April 2001 | | |
| At 31 March 2002 | 221 | 221 |
| Net book values | | |
| At 31 March 2002 | 221 | 221 |
| At 31 March 2001 | 221 | 221 |

Sayer-Martin Limited

Notes to the Financial Statements for the year ended 31 March 2002

..... continued

7. Debtors

| | 2002 | 2001 |
|---------------|-------|-------|
| | £ | £ |
| Trade debtors | 1,058 | 1,304 |

8. Creditors: amounts falling due within one year

| | 2002 | 2001 |
|---------------------------------------|--------|-------|
| | £ | £ |
| Trade creditors | - | 2,381 |
| Corporation tax | 985 | - |
| Other taxes and social security costs | 4,412 | 1,692 |
| Directors' accounts | 10,478 | 203 |
| Accruals and deferred income | 500 | 450 |
| | 16,375 | 4,726 |

9. Share capital

| | 2002 | 2001 |
|------------------------------------|------|------|
| | £ | £ |
| Allotted, called up and fully paid | | |
| 100 Ordinary shares of £1 each | 100 | 100 |

10 Reserves

| | Profit and loss account | Total |
|-------------------------------------|--|--------------|
| | £ | £ |
| At 1 April 2001 | (878) | (878) |
| Retained profit/(loss) for the year | 3,066 | 3,066 |
| At 31 March 2002 | <u>2,188</u> | <u>2,188</u> |