VERITAS COMPANY LIMITED

DIRECTORS REPORT AND

ABRIDGED FINANCIAL STATEMENTS

YEAR ENDED 31ST DECEMBER 2001

DEPARTMENT OF ENTERPRISE TRADE AND INVESTMENT REGISTERED

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COMPANIES REGISTRY NORTHERN IRELAND

DEPARTMENT OF ENTERPRISE TRADE AND INVESTMENT

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POST RECEIVED COMPANIES REGISTRY

### VERITAS COMPANY LIMITED ABRIDGED FINANCIAL STATEMENTS YEAR ENDED 31ST DECEMBER 2001

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### AUDITORS' REPORT

### TO THE DIRECTORS OF VERITAS COMPANY LIMITED

### SECTION 18(4) OF THE COMPANIES (AMENDMENT) ACT 1986

We have examined:

- i) the abridged financial statements for the year ended 31st December, 2001 on pages 7 to 18 which the directors of Veritas Company Limited propose to annex to the annual return of the company; and
- ii) the financial statements to be laid before the Annual General Meeting which form the basis for those abridged financial statements.

Respective Responsibilities of Directors and Auditors It is your responsibility to prepare properly the abridged financial statements. It is our responsibility to form an independent opinion on those abridged financial statements and to report our opinion to you.

Basis of Opinion

The scope of our work for the purpose of this report was limited to confirming that the directors are entitled to annex abridged financial statements to the annual return and that those abridged financial statements have been properly prepared, pursuant to Sections 11 and 12 of the Companies (Amendment) Act 1986, from the financial statements to be laid before the Annual General Meeting. The scope of our work for the purpose of this report does not include examining or dealing with events after the date of our report on the shareholders' financial statements.

### Opinion

In our opinion the directors are entitled under Section 18 of the Companies (Amendment) Act 1986 to annex to the annual return of the company abridged financial statements and those abridged financial statements have been properly prepared pursuant to the provisions of Sections 11 and 12 of that Act.

17th June 2002

Robert J. Kidney & Co., Chartered Accountants and Registered Auditors, 11 Adelaide Road,

Dublin 2.

### SPECIAL AUDITORS' REPORT

### TO THE DIRECTORS OF VERITAS COMPANY LIMITED

### SECTION 18(3) OF THE COMPANIES (AMENDMENT) ACT 1986

On the 17th June 2002 we reported, as auditors of Veritas Company Limited, to the directors of the company on the copy of the abridged financial statements for the year ended 31st December 2001 on pages 7 to 18 and our report was as follows:

''We have examined:

- i) the abridged financial statements for the year ended 31st December, 2001 on pages 7 to 18 which the directors of Veritas Company Limited propose to annex to the annual return of the company; and
- ii) the financial statements to be laid before the Annual General Meeting which form the basis for those abridged financial statements.

Respective Responsibilities of Directors and Auditors

It is your responsibility to prepare properly the abridged financial statements. It is our responsibility to form an independent opinion on those abridged financial statements and to report our opinion to you.

Basis of Opinion

The scope of our work for the purpose of this report was limited to confirming that the directors are entitled to annex abridged financial statements to the annual return and that those abridged financial statements have been properly prepared, pursuant to Sections 11 and 12 of the Companies (Amendment) Act 1986, from the financial statements to be laid before the Annual General Meeting. The scope of our work for the purpose of this report does not include examining or dealing with events after the date of our report on the shareholders' financial statements.

Opinion

In our opinion the directors are entitled under Section 18 of the Companies (Amendment) Act 1986 to annex to the annual return of the company abridged financial statements and those abridged financial statements have been properly prepared pursuant to the provisions of Sections 11 and 12 of that Act.''

Continued.....

### SPECIAL\_AUDITORS' REPORT

### TO THE DIRECTORS OF VERITAS COMPANY LIMITED

### SECTION 18(3) OF THE COMPANIES (AMENDMENT) ACT 1986

......Continued

### Other Information

On the 17th June 2002 we reported, as auditors of Veritas Company Limited, to the members on the company's financial statements for the year ended 31st December, 2001 to be laid before its Annual General Meeting, and our report was as follows:

''We have audited the financial statements on pages 5 to 16 which have been prepared under the historical cost convention and the accounting policies set out on page 5.

Respective responsibilities of directors and auditors
The directors are responsible for preparing the directors' report and, as described on page 3, the financial statements in accordance with applicable Irish law and accounting standards.

It is our responsibility to form an independent opinion, based on our audit, on those financial statements and to report our opinion to you. Our responsibilities, as independent auditors, are established in Ireland by statute, the Auditing Practices Board and by our profession's ethical guide.

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 at 31st December, 2001 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Acts 1963 to 2001, and all Regulations to be construed as one with those Acts.

We have obtained all the information and explanations we consider necessary for the purposes of our audit. In our opinion, proper books of account have been kept by the company. The financial statements are in agreement with the books of account.

In our opinion, the information given in the directors' report on page 2 is consistent with the financial statements.

......Continued

### SPECIAL AUDITORS' REPORT

### TO THE DIRECTORS OF VERITAS COMPANY LIMITED

### SECTION 18(3) OF THE COMPANIES (AMENDMENT) ACT 1986

......Continued

The net assets of the company, as stated in the balance sheet on page 7, are more than half of the amount of its called up share capital and, in our opinion, on that basis there did not exist at 31st December 2001 a financial situation which, under section 40(1) of the Companies (Amendment) Act 1983, would require the convening of an extraordinary general meeting of the company.

17th June 2002

Robert J. Kidney & Co., Chartered Accountants & Registered Auditors, 11 Adelaide Rd, Dublin 2.

This is certified a true copy,

Director

Moura Syland

Secretary

### DIRECTORS' REPORT SUBMITTED WITH THE

### SHAREHOLDERS' FINANCIAL STATEMENTS

The Directors present their Annual Report and Audited Financial Statements for the year ended 31st December, 2001.

### 1. PRINCIPAL ACTIVITIES, BUSINESS REVIEW AND FUTURE DEVELOPMENTS

The company is involved in the publication and sale of educational and religious books and in the production and sale of educational and religious videos.

The directors have no plans to change significantly the activities and operations of the company in the foreseeable future.

### 2. RESULTS

The loss on ordinary activities amounted to IR£29,318 compared to IR£305,157 loss in the previous year.

The financial statements for the year ended 31st December 2001 are set out in detail on pages 5 to 16.

### 3. DIRECTORS

There were no changes in the directors.

### 4. HEALTH AND SAFETY OF EMPLOYEES

The well being of the company's employees is safeguarded through strict adherence to health and safety standards. The Safety, Health and Welfare at Work Act, 1989 imposes certain requirements on employers and the company has taken the necessary action to ensure compliance with the Act.

### 5. POST BALANCE SHEET EVENTS

There have been no significant events affecting the company since the end of the financial year.

### 6. AUDITORS

In accordance with Section 160(2) of the Companies Act 1963, the auditors, Robert J. Kidney & Co., Chartered Accountants, will continue in office.

On Behalf of the Board

17th June 2002

Director

This is certified a true copy.

Director

secretary

### STATEMENT OF DIRECTORS' RESPONSIBILITIES FOR

### THE SHAREHOLDERS' FINANCIAL STATEMENTS

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 as at the end of the year and of the profit and loss of the company for that year. 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 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 books of account 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 Acts, 1963 to 2001 and all Regulations to be construed as one with those Acts. 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.

On Behalf of the Board

Director

Directo

### STATEMENT OF ACCOUNTING POLICIES

### YEAR ENDED 31ST DECEMBER 2001

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

### BASIS OF PREPARATION

The financial statements are prepared in accordance with generally accepted accounting principles under the historical cost convention and comply with financial reporting standards of the Accounting Standards Board, as promulgated by the Institute of Chartered Accountants in Ireland.

### TANGIBLE FIXED ASSETS AND DEPRECIATION

Tangible fixed assets are stated at cost less accumulated depreciation. Depreciation is calculated to write off the original cost of fixed assets over their expected useful lives as follows:

Leasehold Improvements - 2%

Computer Equipment - 33 1/3%

Furniture and Fittings - 15%

Motor Vehicles - 20%

### STOCKS

Stocks are valued at the lower of cost and net realisable value. Cost includes all costs incurred in bringing the stocks to their present location and condition. Net realisable value comprises actual or estimated net selling price less all future marketing, selling and distribution costs.

### FOREIGN CURRENCIES

Assets and liabilities in foreign currencies are converted at the rate of exchange ruling at the balance sheet date. The resulting gains/losses on translation have been dealt with through the Profit and Loss Account.

### Pension Costs

### Defined Benefit Scheme

Employee retirement benefits are funded by contributions made to externally administered pension funds. These contributions, which are made in accordance with the triennial calculations made by consulting actuaries, are charged to the profit and loss account in the period in which they become payable as advised by the actuaries.

### Defined Contribution Scheme

The company is in the process of setting up a defined contribution scheme with an effective commencement date of 1st January 2001. Provision has been made in the accounts for estimated contributions due in respect of the year 2001.

### PROFIT AND LOSS ACCOUNT

### YEAR ENDED 31ST DECEMBER 2001

	NOTES	2001 IR£	2000 IR£
TURNOVER Cost of Sales	1	4,642,399 (1,981,817)	3,913,828 (1,986,330)
GROSS PROFIT		2,660,582	1,927,498
Administrative Expenses Other Operating Income		(2,678,780) 29,834	(2,230,088) 21,718
OPERATING PROFIT/(LOSS)		11,636	(280,872)
Interest payable and similiar charges	2	(40,227)	(25,158)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION	3	(28,591)	(306,030)
Taxation on profit on ordinary activities	4		-
LOSS ON ORDINARY ACTIVITIES AFTER TAXATION		(28,591)	(306,030)
(Loss)/Profit on Sale of Fixed As	sets	(727)	873
LOSS FOR THE FINANCIAL YEAR		(29,318)	(305,157)
PROFIT AND LOSS ACCOUNT AT BEGINN OF YEAR	ING	(132,103)	173,054
PROFIT AND LOSS ACCOUNT AT END OF	YEAR	(161,421)	(132,103)

The company had no recognised gains or losses for the above two financial years other than those dealt with in the Profit and Loss Account.

The loss for the above two financial years was derived entirely from continuing operations.

On the 17th June 2002 we prepared the abridged financial statements and have relied on specified exemptions contained in sections 11 and 12 of the Companies (Amendment) Act 1986 on the grounds that the company is entitled to the benefit of those exemptions as a medium company.

Director

Director

### BALANCE SHEET AS AT 31ST DECEMBER 2001

	NOTES	IR£	2001		2000 TDS
FIXED ASSETS		TKE	IR£	<u>IR£</u>	<u>IR£</u>
Tangible Assets Financial Assets	6 7		1,034,170		1,048,098
CURRENT ASSETS			1,034,170		1,048,098
Stocks Debtors Cash at Bank and in Hand	8 9	1,442,282 913,734 75,097		1,231,578 694,309 2,994	
		2,431,113		1,928,881	
CREDITORS (Amounts falling due within one year					
Trade and Other Creditors Bank Loan Hierarchy Loan	10 11 12	1,281,303 312,254 85,987		1,077,468 184,818 73,000	
		1,679,544		1,335,286	
NET CURRENT ASSETS			751,569		593,595
TOTAL ASSETS LESS CURRENT	LIABIL	ITIES	1,785,739		1,641,693
CREDITORS (Amounts falling after more than or		)			
Hierarchy Loan Parent Company	12 13	52,164 1,712,747	1,764,911	73,000 1,518,547	1,591,547
NET ASSETS			20,828		50,146
CAPITAL AND RESERVES					
Called Up Share Capital Profit and Loss Account General Reserve	14		12,000 (161,421) 170,249		12,000 (132,103) 170,249
SHAREHOLDERS' FUNDS			20,828		50,146

On the 17th June 2002 we prepared the abridged financial statements and have relied on specified exemptions contained in sections 11 and 12 of the Companies (Amendment) Act 1986 on the grounds that the company is entitled to the benefit of those exemptions as a medium company.

Director

Director

### CASH FLOW STATEMENT

### YEAR ENDED 31ST DECEMBER 2001

	Notes	2001 IR£	2000 IR£
Net Cash Outflow from Operating Activities	(a)	(101,601)	(299,703)
Returns on Investments and Servicing of Finance			
- Interest Paid		(40,227)	(25,158)
Capital Expenditure			
- Purchase of Tangible Fixed Assets - Sale of Tangible Fixed Assets		(103,516) 3,660	(207,776) 4,250
		(99,856)	(203,526)
Net Cash Outflow before Financing		(241,684)	(528,387)
Financing	(b)	186,351	14,568
Decrease in Cash	(c)	(55,333)	(513,819)
Reconciliation of net cash flow to movement in net funds	(d)		
Decrease in cash for the year		(55,333)	(513,819)
Net (Debt)/Funds at 1st January		(181,824)	331,995
Net Debt at 31st December		(237,157)	(181,824)

The notes on page 11 form part of this cash flow statement.

### NOTES ON THE CASH FLOW STATEMENT

### YEAR ENDED 31ST DECEMBER 2001

### Note (a) Net Cash (Outflow)/Inflow from Operating Activities

1000 (4/	100 0001 (00051011/ 21152011 110111	SPEEGGEN- III	302120405	
			2001 IR£	2000 IR£
	Loss for the Year Depreciation Interest Paid		(29,318) 113,057 40,227	(305,157) 87,682 25,158
	(Increase)/Decrease in Stocks (Increase)/Decrease in Debtors (Decrease)/Increase in Trade		(210,704) (219,425)	42,058 130,529
	and Other Creditors Loss/(Profit) on Sale of Fixed	Assets	203,835 727	(279,100) (873)
Note (b)	Financing		(101,601)	(299,703)
1000 \27	Hierarchy Loan Parent Company		(7,849) 194,200	(73,000) 87,568
			186,351	14,568
Note (c)	(Decrease)/Increase in Cash Cash at Bank Bank Loans		72,103 (127,436)	(338,411) (175,408)
			(55,333)	(513,819)
Note (d)	Analysis of Changes in Net (Debt	:)/Funds		
		31/12/00 IR£	Cash Flows IR£	31/12/01 IR£
	Cash at Bank and in Hand Bank Loans	2,994	72,103	75,097
	- Due within one year	(184,818)	(127,436)	(312,254)
		(181,824)	(55,333)	(237,157)

### NOTES ON THE ABRIDGED FINANCIAL STATEMENTS

### YEAR ENDED 31ST DECEMBER 2001

### NOTE 1. TURNOVER

All turnover for the year was derived from the publication and sale of educational and religious books and the production and sale of educational and religious videos and originated in the Republic of Ireland.

NOTE 2.	INTEREST PAYABLE AND SIMILAR CHARGES	<u>2001</u> <u>IR£</u>	2000 IR£
	On Bank Overdrafts	40,227	25,158
NOTE 3.	LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION	<u>2001</u> <u>IR£</u>	2000 IR£
	This has been arrived at after charging the following :-		
	Depreciation	113,057	87,682
	Auditors' Remuneration	10,000	9,000

### NOTE 4. TAXATION ON PROFIT ON ORDINARY ACTIVITIES

The company is not liable for Corporation Tax as it has been granted charitable status by the Revenue Commissioners.

### NOTES ON THE ABRIDGED FINANCIAL STATEMENTS

### YEAR ENDED 31ST DECEMBER 2001.

### NOTE 5. STAFF COSTS

The average number of persons employed by the company in the financial year was 61 (2001 - 55) and is analysed into the following categories:-

	2001	<u>2000</u>
Management Retail and Wholesale Administration General	11 26 19	12 19 19
General	<u>5</u> 61	5 5 55

The staff costs are comprised of:-

	<u>2001</u> <u>IR£</u>	2000 IR£
Salaries and Wages Social Welfare Costs Pension Costs	1,062,434 112,031 182,353	948,041 98,610 139,716
	1,356,818	1,186,367

VERITAS COMPANY LIMITED

# NOTES ON THE ABRIDGED FINANCIAL STATEMENTS

## YEAR ENDED 31ST DECEMBER 2001

		<u>rotal</u> IR£		1,217,627 103,516 (22,687)	1,298,456		169,529 113,057 (18,300)	264,286		1,034,170	1,048,098
		Motor Vehicles IRE		31,075 23,969 (13,105)	41,939		12,313 6,922 (8,718)	10,517		31,422	18,762
1002		<u>Leasehold</u> Improvements IRE		892,632 30,734 (9,582)	913,784		93,640 18,665 (9,582)	102,723		811,061	798,992
יייי אחתוניים די		Computer Equipment IR£		167,850 44,566	212,416		44,814 68,505	113,319		760,66	123,036
		Furniture & Fittings IRE		126,070 4,247	130,317		18,762	37,727		92,590	107,308
	NOTE 6. TANGIBLE FIXED ASSETS		COST	At 31st December 2000 Additions Disposals	At 31st December 2001	<u>DEPRECIATION</u>	At 31st December 2000 Charge for year Disposals	At 31st December 2001	NET BOOK VALUE	At 31st December 2001	At 31st December 2000

### NOTES ON THE ABRIDGED FINANCIAL STATEMENTS

### YEAR ENDED 31ST DECEMBER 2001

NOTE 7.	FINANCIAL FIXED ASSETS	2001 IR£	2000 IR£
	Subsidiary Company Veritas Company (UK) Limited - 100% Holding at Cost		-
NOTE 8.	STOCKS	2001 IR£	2000 IR£
	Finished Goods Expense Stocks	1,442,282	1,221,192 10,386
		1,442,282	1,231,578
NOTE 9.	DEBTORS	2001 IR£	2000 IR£
	Trade Debtors Other Debtors Vat Prepayments Veritas Company (UK) Limited	781,914 35,299 1,627 60,505 34,389	46,831 - 87,537 73,612
	These amounts fall due within one year.		
NOTE 10.	TRADE AND OTHER CREDITORS	2001 IR£	2000 IR£
	Trade Creditors PAYE & PRSI Vat Other Creditors Accruals	557,630 31,396 18,970 180,162 493,145	25,672 11,149 173,778 366,855

### NOTES ON THE ABRIDGED FINANCIAL STATEMENTS

### YEAR ENDED 31ST DECEMBER 2001

### NOTE 11. BANK LOAN

Allied Irish Banks Plc hold a letter of guarantee for all borrowings.

NOTE 12. HIERARCHY LOAN	<u>2001</u> <u>IR£</u>	2000 IR£
Repayable Within one year	85,987	73,000
Within two to five years	52,164	73,000

NOTE 13. PARENT COMPANY	<u>2001</u> <u>IR£</u>	2000 IR£
C.C.I.I.	1,712,747	1,518,547

The company is a wholly owned subsidiary of Catholic Communications Institute of Ireland.

2000 IR£	2001 IR£	NOTE 14. CALLED UP SHARE CAPITAL
15,000	15,000	Authorised Ordinary Shares of IR£1 each
12,000	12,000	<u>Issued and Fully Paid</u> Ordinary Shares of IR£1 each

### NOTES ON THE ABRIDGED FINANCIAL STATEMENTS YEAR ENDED 31ST DECEMBER 2001

### NOTE 15. DIRECTORS' AND SECRETARY'S INTERESTS

The directors and secretary who held office at 31st December 2001 had no interests in the shares of the company.

### NOTE 16. PENSION AND OTHER SCHEMES

	<u>2001</u> <u>IR£</u>	2000 IR£
The following amounts were charged to the Profit and Loss Account:		
Pension Scheme Costs Defined Benefit Defined Contribution	139,764 42,589	126,767
Other Scheme Costs	3,076	12,949
	185,429	139,716

### Defined Benefit Scheme

The company operates a defined benefit pension scheme, the assets of which are held in externally administered trustee funds.

Contributions are assessed in accordance with the advice of an independent actuary who carries out a valuation every three years and the most recent valuation was carried out on 1st January 2001. At that date the market value of the company's defined benefit scheme amounted to IR£733,400 and on a current funding level basis the scheme is being adequately financed.

The actuarial method used was the Projected Unit Method with a control period of 20 years and the main actuarial assumptions were:

- a. Rate of return on assets 7%
- b. Interest rate for Annuity Purchase 6%
- c. Rate of increase for Pensionable Salaries 5%

The company is complying with all the recommendations of the Actuarial Report.

In general Actuarial Valuations are not available for public inspection, however the results of valuations are advised to members of the scheme. The report has been lodged with The Pensions Board.

### <u>Defined Contribution Scheme</u>

The Company is putting in to place a scheme for its employees in the Republic of Ireland which will be retrospective from 1st January 2001.

No contributions have been made to date and a provision of IR£42,589 has been included in the accounts in respect of the year 2001.

### NOTES ON THE FINANCIAL STATEMENTS

### YEAR ENDED 31ST DECEMBER 2001

### NOTE 17. RELATED PARTY TRANSACTIONS

The related parties, as defined by Financial Reporting Standard No. 8, the nature of the relationships and the extent of the transactions with them are summarised below:

- 1. The company's only related parties are:
  - (a) Catholic Communications Institute of Ireland ( Parent Company ).
  - (b) Veritas Company (UK) Limited ( Subsidiary Company ).
  - (c) Catholic Church Hierarchy.
- 2. At 31st December 2001 the following were the amounts due to and by the company:

<u>Assets</u> <u>IR£</u>

Veritas Company (UK) Limited (Note 9)

34,389

<u>Liabilities</u>

Hierarchy Loan C.C.I.I.

138,151 1,712,747

3. IR£25,000 rent was paid by the company to C.C.I.I.

### NOTE 18. CONTROLLING PARTY

The ultimate owner of the company is the Irish Catholic Bishops Conference.

### NOTE 19. APPROVAL OF SHAREHOLDERS' FINANCIAL STATEMENTS

The shareholders' financial statements were approved by the Board of Directors on the 17th June 2002.