DIRECTORS REPORT

The Directors submit their report and the audited Financial Statements for the year ended 30th April 1997

PRINCIPAL ACTIVITY

The principal activity of the Company continued to be provision of computer consultancy services.

DIRECTORS

The Directors who served during the year and their interests in the share capital of the company at 30th April 1997 are as listed below:-

	ORDINAR	RY SHARES
	<u> 1997</u>	<u> 1996</u>
Mr. N. Overend	<u>1</u>	1
Mr. J. M. Graham	<u>99</u>	<u>99</u>
	100	100

FIXED ASSETS

All changes to the Fixed Assets of the Company are shown in Note 7 to the Financial Statements.

CLOSE COMPANY

The Company is a Close Company within the meaning of the Income and Corporation Taxes Act 1988.

SMALL COMPANY EXEMPTIONS

In preparing the Director's Report the Directors have taken advantage of the exemptions conferred by Part II of Schedule 8 to the Companies Act 1985 on the basis that, in their opinion, the Company qualifies as a small Company.

AUDITORS

The Directors have taken advantage of the exemptions available under the Companies Act 1985 (Audit Exemption) Regulations 1994 and the Companies Act 1985 (Audit Exemption) (Amendment) Regulations 1994 and accordingly the Accounts have not been audited.

BY ORDER OF THE BOARD

NICHOLAS OVEREND

SECRETARY

25th February 1998 DATED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30TH APRIL 1997

	<u>NOTES</u>	<u>1997</u> £	1996 £
TURNOVER	2	65,235	81,087
Cost of Sales		(50,113)	(66,183)
GROSS PROFIT		15,122	14,904
Administrative Expenses		(14,738)	(15,152)
OPERATING PROFIT / (LOSS)	3	384	(248)
Interest Receivable	4	44	20
Interest Payable	5	(321)	(20)
PROFIT / (LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION		107	(248)
Taxation	6	-	-
PROFIT / (LOSS) ON ORDINARY ACTIVITIES AFTER TAXATION		107	(248)
Retained Profit Brought Forward		<u>11</u>	<u>259</u>
RETAINED PROFIT CARRIED FORWARD		<u>118</u>	<u>11</u>

The Company has no recognised gains or losses other than the profit for the year.

The notes on pages 5 to 7 form part of these Financial Statements.

BALANCE SHEET AS AT 30TH APRIL 1997

	<u>NOTES</u>	<u>1997</u> £	1996 £
FIXED ASSETS		I.	r
Tangible Assets	7	11,970	8,099
CURRENT ASSETS			
Debtors	8	12,482	621
Cash at Bank and in Hand	Ū	564	1,452
		13,046	2,073
CREDITORS		•	,
Amounts falling due within one year	9	(22,297)	(10,061)
NET CUDDENT ACCETCALLABILITIES		(0.271)	
NET CURRENT ASSETS/(LIABILITIES)		<u>(9.251)</u>	<u>(7.988)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		2,719	111
CREDITORS			
Amounts falling due after one year	10	(2,501)	_
	10	(2,501)	_
		<u>218</u>	<u>111</u>
CAPITAL AND RESERVES			
Called Up Share Capital	11	100	100
Profit and Loss Account		<u>118</u>	<u>11</u>
		<u>218</u>	111

The Directors acknowledge their responsibilities for -

- (i) ensuring that the Company keeps Accounting Records which comply with section 221 of the Companies Act 1985, and
- (ii) preparing accounts 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 financial year in accordance with the requirements of section 226 of the Companies Act 1985, and which otherwise comply with the requirements of the Act relating to accounts, so far as applicable to the Company.

The Directors consider that for the year ended 30th April 1997 the Company was entitled to the exemption conferred by subsection (1) of section 249A of the Companies Act 1985. No notice has been deposited under subsection (2) of section 249B of the Companies Act 1985 in relation to the Company's accounts for the year ended 30th April 1997. Accordingly, these Financial Statements have not been audited.

In preparing these Financial Statements the Directors have taken advantage of the exemptions conferred by Part I, and Section A of Part III, of Schedule 8 to the Companies Act 1985 on the basis that, in their opinion, the Company qualifies as a Small Company.

The Balance Sheet is continued on page 4

BALANCE SHEET (Continued) AS AT 30TH APRIL 1997

Approved at a meeting of the Board of Directors on 25th February 1998

NICHOLAS OVEREND

SECRETARY

The notes on pages 5 to 7 form part of these Financial Statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30TH APRIL 1997

1 ACCOUNTING POLICIES

Accounting Convention

These Financial Statements are prepared under the Historical Cost Convention, and include the results of the Company's operations, all of which are continuing.

Cash Flow Statement

The Directors have taken advantage of the exemption in Financial Reporting Standard No 1 for including a Cash Flow Statement in the Financial Statements on the grounds that the Company is small.

Depreciation

Depreciation is provided on all tangible fixed assets and aims to write off the cost or valuation of each asset over its expected useful life. The rates generally applicable are as follows:

Motor Vehicles- 25% Reducing Balance Computer Equipment- 25% Reducing Balance Plant & Machinery- 25% Reducing Balance

Stocks and Work in Progress

Stocks and Work in Progress are stated at the lower of cost and net realisable value.

Pension Contribution

The Company has ceased to operate a pension scheme. The assets of the closed scheme are held in an independently administered fund for the benefit of certain previous employees.

2 TURNOVER

Turnover represents the invoiced value of goods and services provided (stated net of Value Added Tax).

Turnover and pre-tax profit is wholly attributable to sales within the United Kingdom.

		<u>1997</u>	<u>1996</u>
2	OPER ATIMO PROPER	£	£
3	OPERATING PROFIT		
	This is stated after charging:-		
	Directors' Remuneration	-	-
	Depreciation	<u>3,990</u>	<u>2,621</u>
4	INTEREST RECEIVABLE		
	Bank Deposit Interest	<u>44</u>	<u>20</u>
5	INTEREST PAYABLE		
	Bank Overdraft Interest	8	19
	Lease interest	313	-
	Other Interest	<u>=</u>	<u>1</u>
		<u>321</u>	<u>20</u>

The notes to the Financial Statements continue on page 6

NOTES TO THE FINANCIAL STATEMENTS (Continued) FOR THE YEAR ENDED 30TH APRIL 1997

				<u> 1997</u>	<u>1996</u>
				£	£
6	TAXATION				
	Based on the profit for the year less available cap	ital allowances			
	UK corporation Tax			=	=
7	TANGIBLE FIXED ASSETS				
,	TANGIBLE FIXED ASSETS			Plant and	Computer
				Machinery	Equipment
	Cost at 1/5/96			-	14,007
	Additions			7,773	88
	Cost at 30/4/97			7,773	14.095
				<u></u>	
	Depreciation at 1/5/96			_	5,908
	Charge for the year			1.943	2.047
	Depreciation at 30/4/97			<u>1,943</u>	<u>7.955</u>
	Net Book Value at 30/4/97			<u>5,830</u>	<u>6,140</u>
	,				
	Net Book Value at 30/4/96			-	<u>8,099</u>
	271 701				
	The Plant and Machinery is subject to a lease pur	chase agreement		1007	1006
8	DEBTORS			1997 £	<u>1996</u> £
0	Other Debtors			106	-
	Trade Debtors			12,376	<u>621</u>
	11440 000013			12,482	<u>621</u>
				12,102	<u> </u>
9	CREDITORS: falling due within one year				
	Accruals			5,250	-
	Trade Creditors			8,033	4,515
	Lease Purchase Account			1,973	-
	Director's Loan Account			5,878	5,080
	VAT			1,163	466
	Corporation Tax			Ξ	=
				<u>22,297</u>	<u>10,061</u>
10	CDDDYMODO AWA A				
10	CREDITORS: falling due after one year			2.501	
	Lease Purchase Account			<u>2.501</u>	=
				<u>2,501</u>	Ξ
11	SHARE CAPITAL				
• •				Allotted.	Called Up
		_Authorised			lly Paid
		1997	<u>1996</u>	<u>1997</u>	<u>1996</u>
	Ordinary Shares of £1 Each	<u>1,000</u>	1,000	100	<u>100</u>

The notes to the Financial Statements continue on page 7

NOTES TO THE FINANCIAL STATEMENTS (Continued) FOR THE YEAR ENDED 30TH APRIL 1997

12 CONTINGENT LIABILITIES

There were no contingent liabilities as at 30th April 1997.

13 CAPITAL COMMITMENTS

There were no capital commitments as at 30th April 1997.