

OCS UK LIMITED

Report and Financial Statements

31 March 2002



REPORT AND FINANCIAL STATEMENTS 2002

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REPORT AND FINANCIAL STATEMENTS 2002

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

Mr M. Clark
Mr F. Slater

SECRETARY

Mr M. Clark

REGISTERED OFFICE

79 Limpsfield Road
Sanderstead
Surrey
CR2 9LB

AUDITORS

Deloitte & Touche
Chartered Accountants
London

DIRECTORS' REPORT

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

PRINCIPAL ACTIVITIES

The Company has not traded during the year and is not expected to do so in the foreseeable future.

DIRECTORS

The directors who served throughout the year, except as noted, were as follows:

Mr M. Clark (Appointed 29 January 2002)
Mr A. Bruter (Resigned 29 June 2001)
Mr P. D. Jury (Resigned 29 January 2002)
Mr A. N. F. Lewis (Resigned 29 January 2002)
Mr F. Slater (Appointed 29 January 2002)
Mr J. A. Stone (Resigned 29 January 2002)

None of the directors had any interest in the shares of the Company or any other Group companies at 31 March 2002 and 31 March 2001 or on appointment except as noted below.

Mr M Clark had an interest in 750 employee shares of 10p each of O.C.S. Group Limited, the ultimate parent company, on appointment and at 31 March 2002

79 Limpsfield Road
Sanderstead
Surrey
CR2 9LB

Approved by the Board
of Directors and signed
on behalf of the Board

26th September 2002



M Clark
Secretary

STATEMENT OF DIRECTORS' RESPONSIBILITIES

United Kingdom 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 financial year and of the profit or 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;
- state whether applicable accounting standards have been followed; and
- 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 the system of internal control, safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
OCS UK LIMITED**

We have audited the financial statements of OCS UK Limited for the year ended 31 March 2002 which comprise the profit and loss account, the balance sheet and the related notes 1 to 8. These financial statements have been prepared under the accounting policies set out therein.

Respective responsibilities of directors and auditors

As described in the statement of directors' responsibilities, the Company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and auditing standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report if, in our opinion, the directors' report is not consistent with the financial statements, if the Company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the Company is not disclosed.

We read the directors' report for the above year and consider the implications for our report if we become aware of any apparent misstatements.

Basis of opinion

We conducted our audit in accordance with United Kingdom 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.

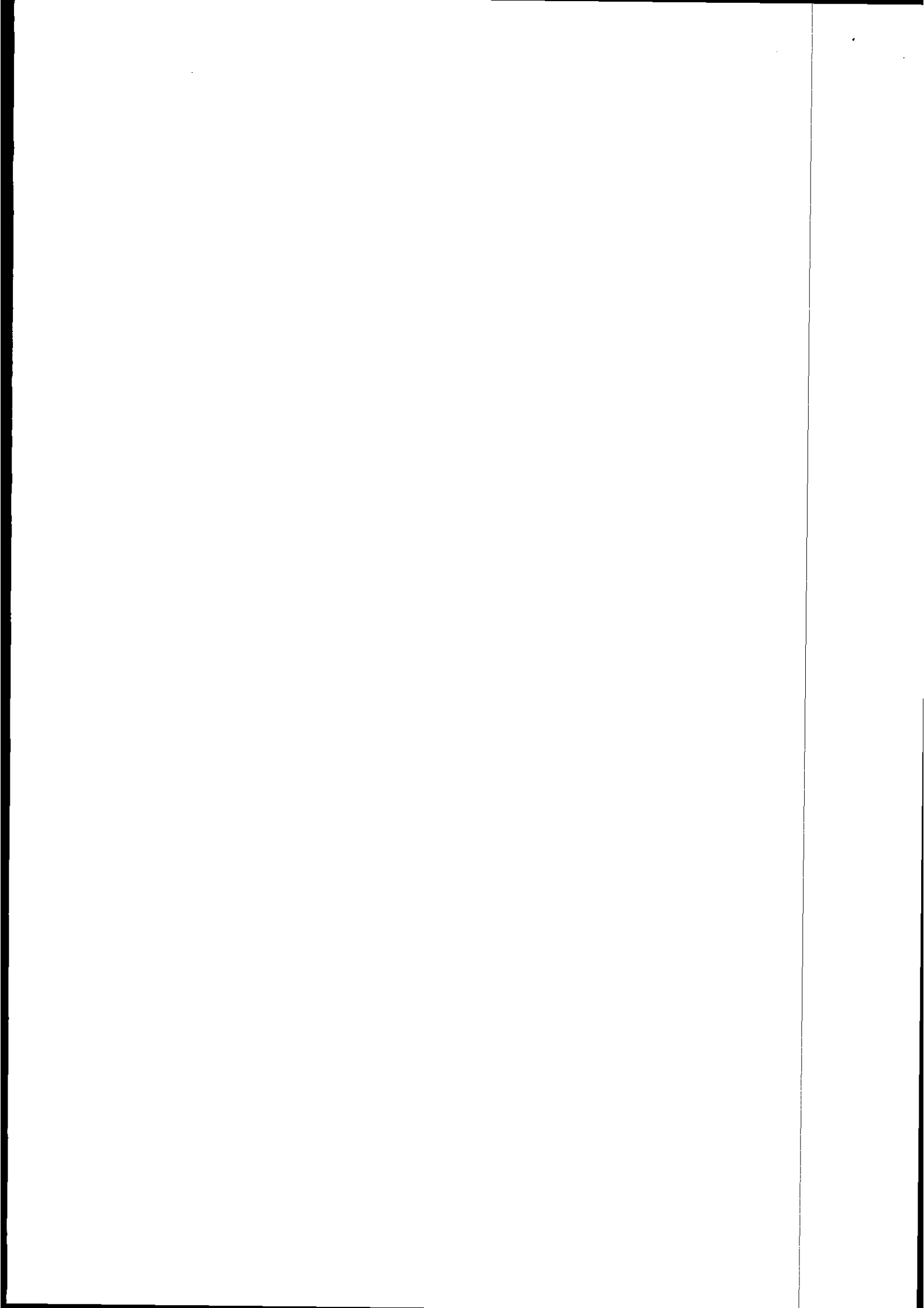
Opinion

In our opinion the financial statements give a true and fair view of the state of the Company's affairs as at 31 March 2002 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Deloitte & Touche
Deloitte & Touche

Chartered Accountants and Registered Auditors
London

3rd October, 2002.

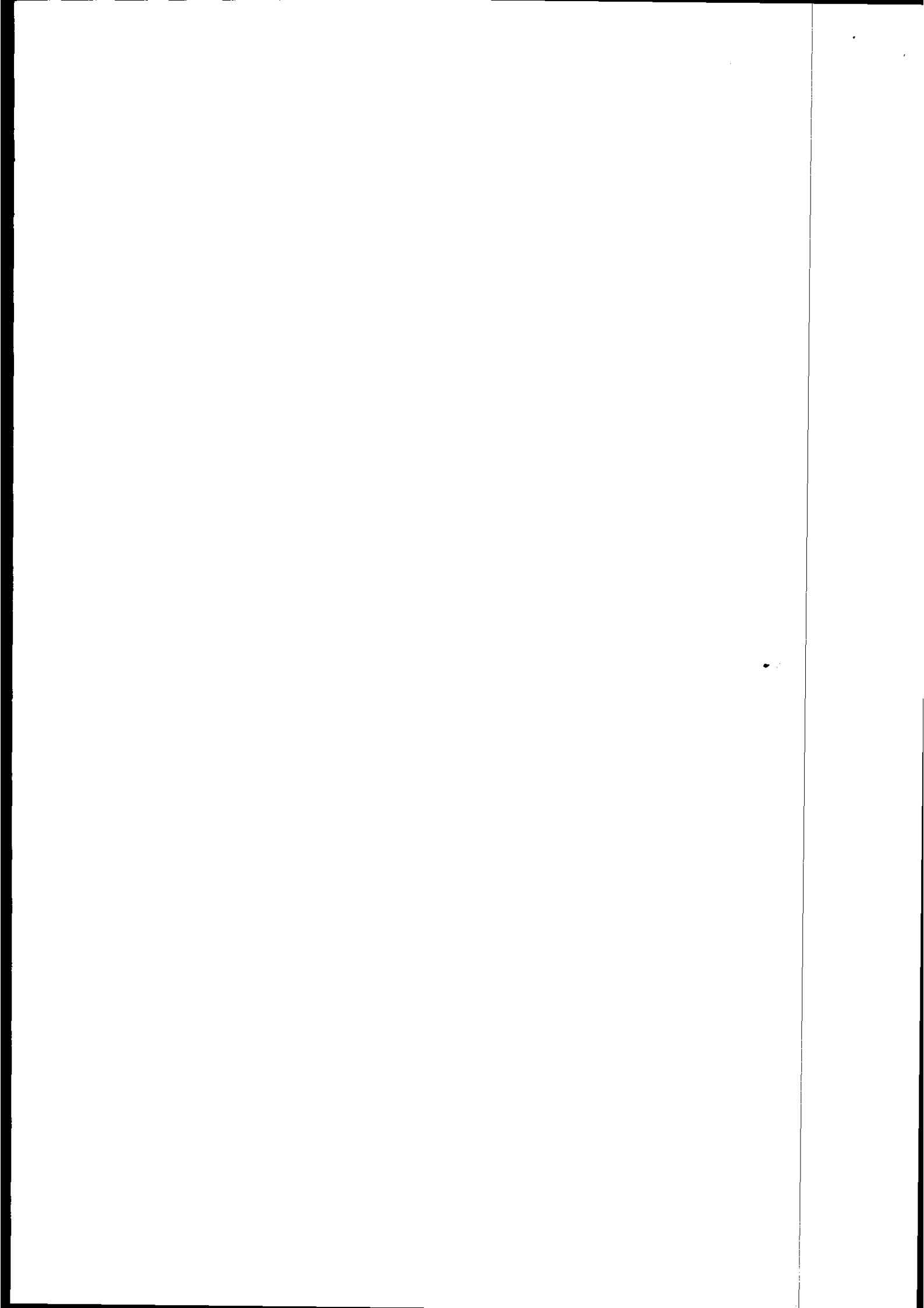


PROFIT AND LOSS ACCOUNT
Year ended 31 March 2002

	2002 £'000	2001 £'000
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION FOR THE YEAR TRANSFERRED TO RESERVES	-	-
Dividends paid	-	500
Retained loss for the year transferred from reserves	-	(500)

All the activities derive from discontinued operations.

There are no recognised gains or losses or movements in shareholders' funds for the current and preceding financial years other than as stated above. Consequently neither a separate statement of total gains or losses nor a statement of movements in shareholders' funds is presented.



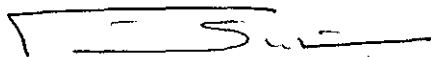
**BALANCE SHEET
31 March 2002**

	Note	2002 £'000	2001 £'000
CURRENT ASSETS			
Debtors	3	8,068	8,568
CREDITORS: amounts falling due within one year	4	-	(500)
NET CURRENT ASSETS		<u>8,068</u>	<u>8,068</u>
CAPITAL AND RESERVES			
Called up share capital	5	5,000	5,000
Profit and loss account	6	3,068	3,068
EQUITY SHAREHOLDERS' FUNDS		<u>8,068</u>	<u>8,068</u>

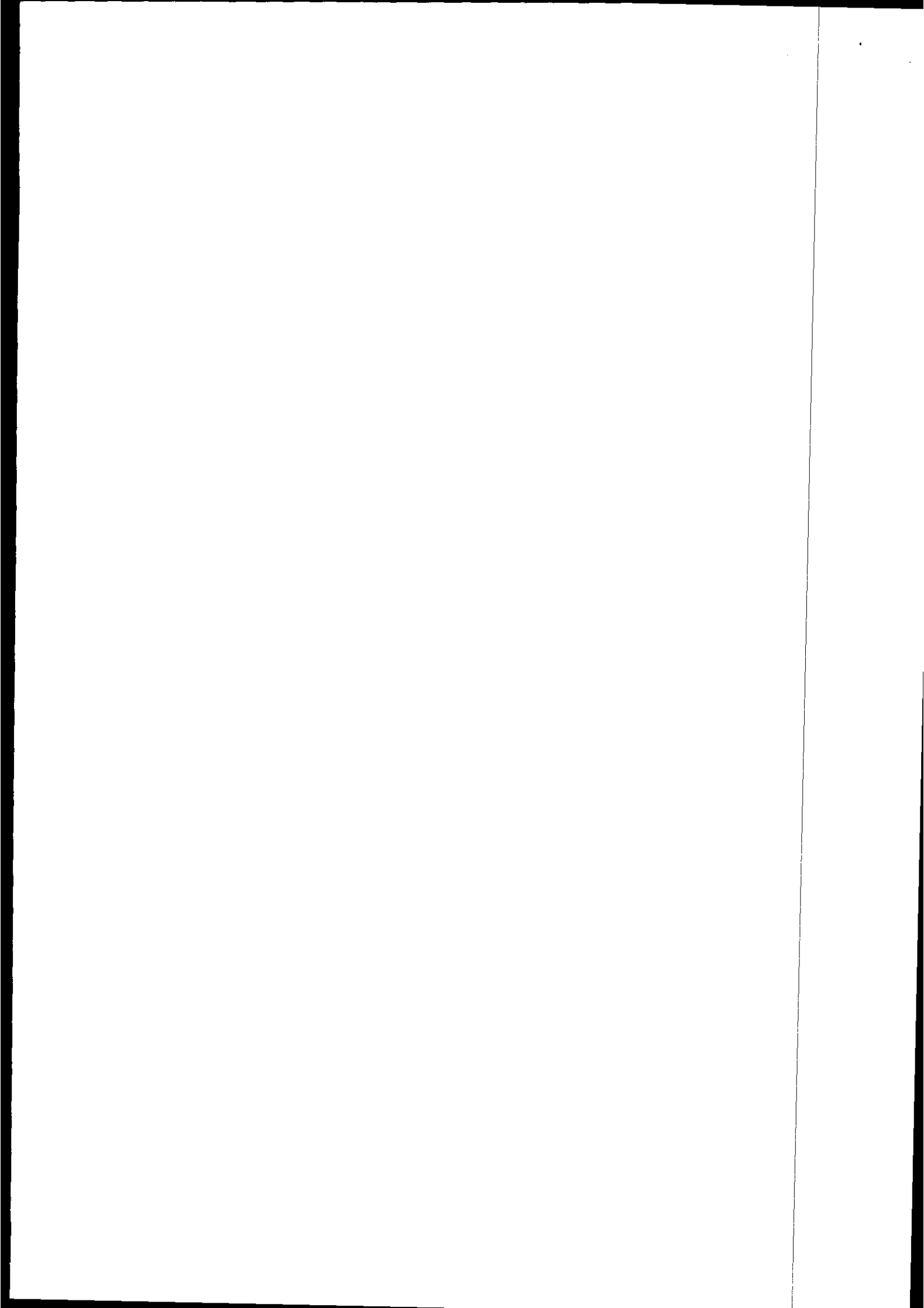
These financial statements were approved by the Board of Directors on *26th September 2002*
Signed on behalf of the Board of Directors



M Clark
Director



F Slater
Director



NOTES TO THE ACCOUNTS
Year ended 31 March 2002

1. ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable accounting standards. The particular accounting policies adopted are described below.

Accounting convention

The financial statements are prepared under the historical cost convention.

Due to continued support from the ultimate parent company, the financial statements have been prepared on a going concern basis.

2. PROFIT AND LOSS ACCOUNT

The Company has not traded during the current or previous year and made neither a profit or loss nor any other recognised gain or loss. The audit fee for the current and previous year was borne by another group company.

The directors received no remuneration (2001 - £nil). The Company has no employees and has incurred no staff costs (2001 - £nil).

3. DEBTORS

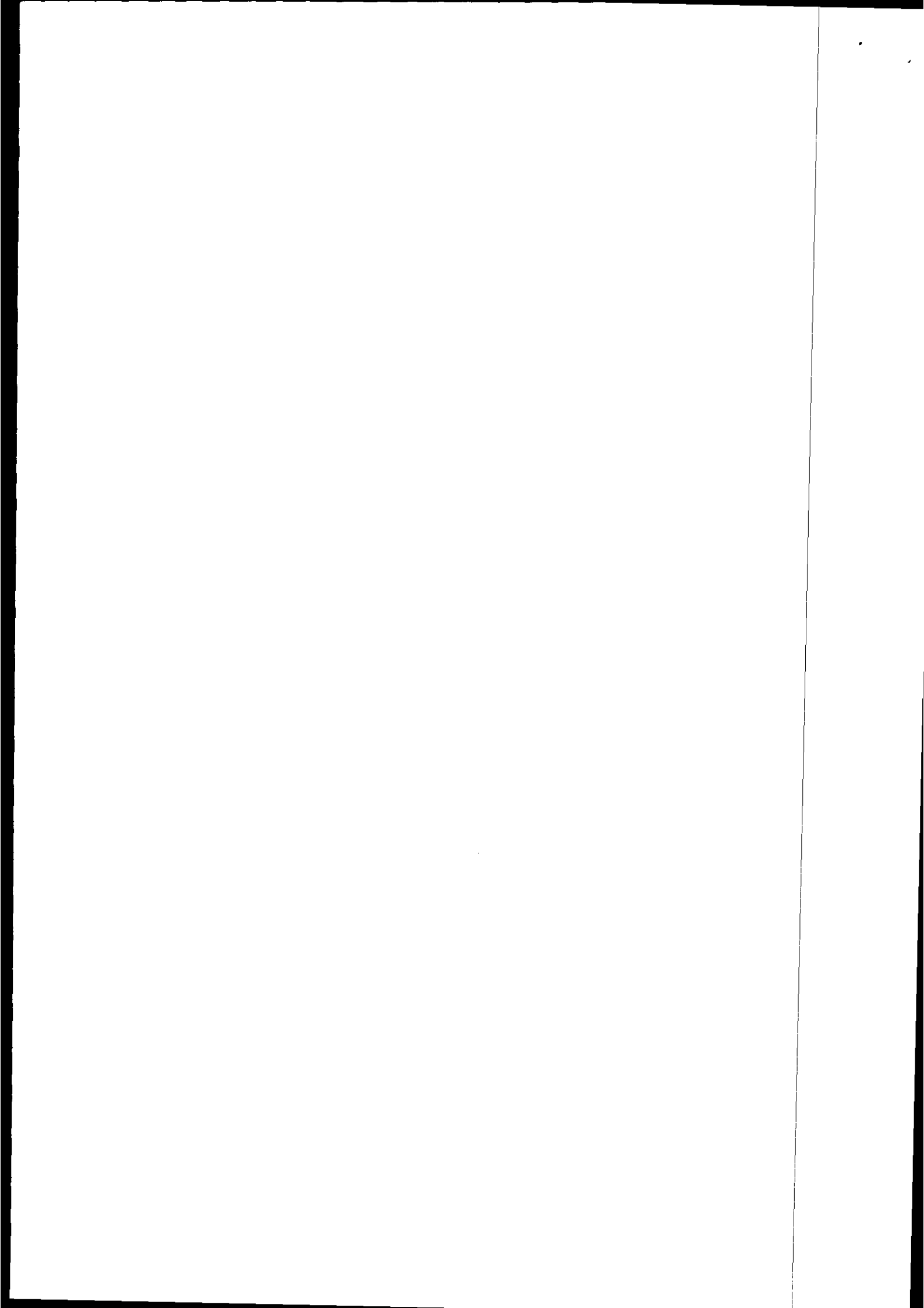
	2002 £'000	2001 £'000
Amounts owed by ultimate parent company	8,068	-
Amounts owed by fellow subsidiary undertaking	-	8,568
	<u>8,068</u>	<u>8,568</u>

4. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2002 £'000	2001 £'000
Amounts owed to ultimate parent company	-	500
	<u>-</u>	<u>500</u>

5. CALLED UP SHARE CAPITAL

	2002 £'000	2001 £'000
Authorised:		
5,000,000 (2001 - 5,000,000) ordinary shares of £1 each	5,000	5,000
	<u>5,000</u>	<u>5,000</u>
Allotted and fully paid:		
5,000,000 (2001 - 5,000,000) ordinary shares of £1 each	5,000	5,000
	<u>5,000</u>	<u>5,000</u>



NOTES TO THE ACCOUNTS
Year ended 31 March 2002**6. PROFIT AND LOSS ACCOUNT**

	£'000
Balance at 1 April 2001	3,068
Result for the year	-
Balance at 31 March 2002	<u>3,068</u>

7. RELATED PARTIES

In accordance with Financial Reporting Standard No. 8, "Related Party Disclosures", transactions with other undertakings within, and investee related parties of, O.C.S. Group Limited have not been disclosed in these financial statements.

8. ULTIMATE PARENT COMPANY

The immediate parent company and ultimate controlling party, and parent company of the smallest and largest group for which group accounts are prepared, is O.C.S. Group Limited, a company incorporated in Great Britain. Copies of the accounts of O.C.S. Group Limited are available from Companies House, Crown Way, Cardiff CF14 3UZ.