

# **Duhig Berry Limited**

## **Report and Accounts**

**For the year ended 30 April 2002**

**Registered Office:**

**Campus 300  
Maylands Avenue  
Hemel Hempstead  
HP2 7TQ**

**Registered in England no. 1948405**



# Duhig Berry Limited

## Report of the Directors

The directors are pleased to present their report together with the accounts for the year ended 30 April 2002.

### Activities and Review of the Business

The Company did not trade during the year. On 1 May 2001 the Company transferred its business, assets and liabilities to Xansa UK Limited which is a member of the Xansa plc group of companies. This transfer took place at book value.

### Results and Dividends

The profit after taxation for the period was £nil (2001: loss of £288,514). The directors do not recommend payment of a dividend.

### Directors

The names of the current directors of the Company are as follows:

Mr P M Cook  
Mrs J A Halkerston  
Mr M S Thurston

Mr A N C Gordon and Mr G R Dunn resigned as directors on 30 June 2002 and 30 October 2002 respectively. Mr M S Thurston and Mr P M Cook were appointed as directors on 1 July 2002.

None of the directors had an interest in the shares of the Company.

Mr G R Dunn was a director of the ultimate parent, Xansa plc, and his interests in the shares of that Company and details of his interests under the Xansa plc Share Schemes are disclosed in that Company's accounts.

Mr A N C Gordon was a director of this Company's intermediate holding company, OSI Group Holdings Limited, and his shareholding interests are shown in the accounts of that Company.

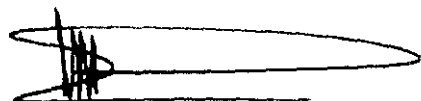
The number of shares in the ultimate parent undertaking in which the other directors at the year end, had an interest, as defined by the Companies Act 1985, was as follows:

Ordinary shares of 5p each	30 April 2002	30 April 2001
P M Cook	1,609	-
J A Halkerston	311,656	322,048
M Thurston	1,015	-

### Share option schemes

	As at 1 May 2001	Granted during the year	Exercised during the year	As at 30 April 2002
P M Cook	45,248	51,987	-	97,235
J A Halkerston	57,306	26,589	6,171	77,724
M Thurston	19,014	6,025	-	25,039

By Order of the Board



M D PETERS  
Company Secretary.

## Duhig Berry Limited

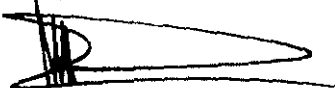
### Statement of directors' Responsibilities in respect of the Accounts

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 the results of the Company 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; and  
prepare the accounts on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them 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.

By Order of the Board

A handwritten signature in black ink, appearing to be 'M D PETERS', written over a horizontal line.

M D PETERS  
Company Secretary

## **INDEPENDENT AUDITORS' REPORT**

### **to the members of Duhig Berry Limited**

We have audited the Company's accounts for the year ended 30 April 2002, which comprise the Profit and Loss Account, Balance Sheet and the related notes 1 to 17. These accounts have been prepared on the basis of 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 accounts in accordance with applicable United Kingdom law and accounting standards.

Our responsibility is to audit the accounts in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the accounts give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Directors' Report is not consistent with the accounts, 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 and consider the implications for our report if we become aware of any apparent misstatements within it.

#### **Basis of audit 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 accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, 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 accounts 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 accounts.

#### **Opinion**

In our opinion the accounts give a true and fair view of the state of affairs of the Company as at 30 April 2002 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

*Ernst & Young LLP*

Ernst & Young LLP  
Registered Auditor  
London

*12 November 2002*

# Duhig Berry Limited

## Profit and Loss Account for the year ended 30 April 2002

		12 months ended 30 April 2002 £	12 months ended 30 April 2001 £
	Note		
Turnover	2	-	3,687,100
Cost of sales		-	2,876,371
Gross profit		-	810,729
Administrative expenses		-	1,190,413
Operating loss	3	-	(379,684)
Interest receivable and similar income	4	-	1,500
Interest payable	5	-	(2,567)
Loss on ordinary activities before taxation		-	(380,751)
Taxation credit	7	-	92,237
Loss attributable to shareholders	12	-	(288,514)

There are no recognised gains or losses other than the attributable loss for the year.

# Duhig Berry Limited

## Balance Sheet

as at 30 April 2002

	Note	30 April 2002 £	30 April 2001 £
<b>Fixed assets</b>			
Tangible assets	8	-	45,084
<b>Current assets</b>			
Debtors	9	561,651	1,398,883
Cash at bank and in hand		-	590,526
		<u>561,651</u>	<u>1,989,409</u>
<b>Creditors due within one year</b>	10	-	1,472,842
<b>Net current assets</b>		<u>561,651</u>	<u>516,567</u>
<b>Total assets less current liabilities</b>		<u>561,651</u>	<u>561,651</u>
<b>Net assets</b>		561,651	561,651
<b>Capital and reserves</b>			
Called up share capital	11	73,032	73,032
Share premium		2,450	2,450
Profit and loss account		<u>486,169</u>	<u>486,169</u>
<b>Equity Shareholders' Funds</b>	12	561,651	561,651

Approved by the Board on

8 November 2002

  
Director

# Duhig Berry Limited

## Notes to the accounts for the year ended 30 April 2002

### 1 ACCOUNTING POLICIES

#### Basis of accounting

The accounts are prepared on the historical cost basis of accounting and all applicable accounting standards have been complied with. In preparing the accounts for the current year, the company has adopted FRS 17 'Retirement Benefits', FRS 18 'Accounting Policies' and FRS 19 'Deferred Tax'. Adoption of these standards has not required any revisions to the accounts in either the current or prior periods.

#### Turnover

Turnover represents invoiced amounts for goods and services rendered, net of value added tax.

#### Depreciation of tangible fixed assets

Depreciation is provided on all tangible fixed assets so as to write them off over their anticipated useful lives at the following annual rates on a straight line basis:

Leasehold improvements	- over the period of the lease
Office equipment	- 10% - 33%
Motor Vehicles	- 20%

The carrying values of tangible fixed assets are reviewed for impairment in periods if events or changes in circumstances indicate the carrying value may not be recovered.

#### Cash Flow Statement

Under the provisions of FRS1, the Company is not required to include a cash flow statement in these accounts. A Consolidated cash flow statement is prepared by Xansa plc, and includes the results of this Company.

#### Deferred taxation

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date. Deferred tax assets are recognised when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

#### Pension costs

The Company operates a defined contribution pension scheme. Contributions are charged to the profit and loss account as they become payable in accordance with the rules of the scheme.

#### Foreign currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date. All differences are taken to the profit and loss account.

#### Leased assets

Tangible fixed assets acquired under finance leases are capitalised at cost and the amount outstanding at the balance sheet date is included under creditors. Finance charges are included with interest payable in the profit and loss account proportionately over the periods of the agreements. Rentals under operating leases are charged to the profit and loss account as incurred.

## 2 TURNOVER

	Year ended 30 April 2002 £	Year ended 30 April 2001 £
Turnover by geographical market is:		
United Kingdom	-	3,550,971
Other EU and non EU countries	-	108,848
United States of America	-	27,281
	-	3,687,100

## 3 OPERATING LOSS

	Year ended 30 April 2002 £	Year ended 30 April 2001 £
This is stated after charging:		
Auditors' remuneration	-	6,000
Depreciation of owned fixed assets	-	61,047
Depreciation of assets held under finance lease and hire purchase contracts	-	6,968
Loss on disposal of fixed assets	-	8,019
Operating lease rentals - plant and equipment	-	181,466
Operating lease rentals - land and buildings	-	88,199
Foreign exchange differences	-	9,685

## 4 INTEREST RECEIVABLE AND SIMILAR INCOME

	Year ended 30 April 2002 £	Year ended 30 April 2001 £
Property security deposit and interest receivable	-	1,500

## 5 INTEREST PAYABLE

	Year ended 30 April 2002 £	Year ended 30 April 2001 £
Finance lease and hire purchase interest	-	2,567



## 6 DIRECTORS AND OTHER EMPLOYEES

	Year ended 30 April 2002 £	Year ended 30 April 2001 £
<b>Staff costs</b>		
Wages and salaries	-	1,283,027
Social security costs	-	168,015
Other pension costs	-	76,370
	-	1,527,412

	2002 No.	2001 No.
<b>Average employee numbers</b>		
Directors	-	2
Consultants	-	11
Administration	-	14
	-	27

None of the directors received any emoluments during the current or previous year.

## 7 TAXATION

	Year ended 30 April 2002 £	Year ended 30 April 2001 £
Tax credit on loss on ordinary activities		
The credit for the year comprises:		
UK Corporation tax - current year	-	92,053
Adjustments in respect of prior years	-	184
Total current tax	-	92,237

The differences between the total current tax shown above and the amount calculated by applying the standard rate of UK corporation tax to the loss before tax is as follows:-

	Year ended 30 April 2002 £	Year ended 30 April 2001 £
Loss on ordinary activities before tax	-	380,751
Tax credit on loss on ordinary activities at standard UK corporation tax rate of 30% (2001:30%)	-	114,225
Effects of:		
Expenses not deductible for tax purposes	-	(15,974)
Depreciation in excess of capital allowances	-	(6,198)
Adjustments to tax charge in respect of previous periods	-	184
	-	92,237

## 8 TANGIBLE FIXED ASSETS

	Leasehold improvements £	Office equipment £	Total £
<b>Cost</b>			
At 1 May 2001	2,121	327,800	329,921
Transferred to Xansa UK Limited	(2,121)	(327,800)	(329,921)
At 30 April 2002	-	-	-
<b>Depreciation</b>			
At 1 May 2001	2,121	282,716	284,837
Transferred to Xansa UK Limited	(2,121)	(282,716)	(284,837)
At 30 April 2002	-	-	-
<b>Net book value</b>			
At 30 April 2002	-	-	-
At 30 April 2001	-	45,084	45,084

On 1 May 2001 the Company transferred its business, assets and liabilities to Xansa UK Limited which is also a member of the Xansa plc group of companies. The transfer took place at book value.

## 9 DEBTORS

	2002 £	2001 £
Trade debtors	-	512,696
Other debtors	-	148,831
Prepayments and accrued income	-	23,314
Amounts due from fellow subsidiary undertaking	561,651	714,042
	<b>561,651</b>	<b>1,398,883</b>
	2002 £	2001 £
Deferred tax asset not provided is as follows:-		
Excess of depreciation over capital allowances	-	31,145

Included in other debtors is £nil (2001: £37,335) falling due after more than one year.

## 10 CREDITORS: amounts falling due within one year

	2002 £	2001 £
Trade creditors	-	155,477
Other taxes and social security costs	-	52,319
Other creditors	-	73,474
Accruals and deferred income	-	156,767
Amounts due to fellow subsidiary undertakings	-	946,527
Amounts due to ultimate parent undertaking	-	88,278
	<b>-</b>	<b>1,472,842</b>

## 11 SHARE CAPITAL

	2002 £	2001 £
<b>Authorised:</b>		
44,000 'A' ordinary shares of 25p each	11,000	11,000
3,000,000 'B' ordinary shares of 1p each	30,000	30,000
12,000 'C' ordinary shares of 50p each	6,000	6,000
431,000 'D' ordinary shares of £1 each	431,000	431,000
22,000,000 'E' ordinary shares of 0.1p each	22,000	22,000
	<b>500,000</b>	<b>500,000</b>
<b>Allotted, called up and fully paid:</b>		
42,412 'A' ordinary shares of 25p each	10,603	10,603
2,525,170 'B' ordinary shares of 1p each	25,252	25,252
10,576 'C' ordinary shares of 50p each	5,288	5,288
10,055 'D' ordinary shares of £1 each	10,055	10,055
21,834,420 'E' ordinary shares of 0.1p each	21,834	21,834
	<b>73,032</b>	<b>73,032</b>

The shareholders of each class are entitled to the following rights (when divided by the number of shares in issue) in respect of voting, capital redemption on liquidation of the company, or dividends:

<b>Authorised:</b>	%
'A' ordinary shares of 25p each	22.1338
'B' ordinary shares of 1p each	45.8360
'C' ordinary shares of 50p each	11.0360
'D' ordinary shares of £1 each	20.9900
'E' ordinary shares of 0.1p each	0.0042
	<b>100.0000</b>

Dividends may be declared on a single class of share only. However, the other share classes are then entitled to a preference as regards any future distribution such that, in the final analysis, the cumulative amount distributed to each class of shares follows the percentages outlined above.

## 12 RECONCILIATION OF SHAREHOLDERS' FUNDS AND MOVEMENTS ON RESERVES

	Share capital £	Share premium £	Profit and loss account £	Total £
At 1 May 2000	73,032	2,450	774,683	850,165
Loss attributable to shareholders	-	-	(288,514)	(288,514)
At 30 April 2001 and 2002	<b>73,032</b>	<b>2,450</b>	<b>486,169</b>	<b>561,651</b>

### 13 FINANCIAL COMMITMENTS

The annual commitment under operating leases was as follows:

	Land and buildings 2002 £	Other 2002 £	Land and buildings 2001 £	Other 2001 £
<b>Lease expiring:</b>				
within one year	-	-	-	34,873
between one and five years	-	-	-	97,855
after five years	-	-	72,360	-
	-	-	72,360	132,728

### 14 PENSIONS

The Company operated a defined contribution scheme in respect of certain of its employees. Contributions were charged in the accounts as incurred and there were no outstanding or prepaid contributions as at the balance sheet date.

The employees of the company transferred employment to Xansa UK Limited at the start of the financial year and the contributions to the Company's pension scheme are now paid by that company.

### 15 PARENT UNDERTAKING

The Company's ultimate parent undertaking is Xansa plc, a company registered in England.

Copies of the Xansa plc Report and Accounts are available to the public and can be obtained from Campus 300, Maylands Avenue, Hemel Hempstead, Hertfordshire, HP2 7TQ.

### 16 RELATED PARTY TRANSACTIONS

The Company has used the exemption under FRS 8 not to disclose related party transactions with other group companies, as group accounts are prepared.

### 17 CONTINGENT LIABILITY

At 30 April 2002, the Company has entered into cross guarantee arrangements with Xansa plc and some of its subsidiary companies, in favour of a bank, in respect of the provision of banking facilities in the UK.