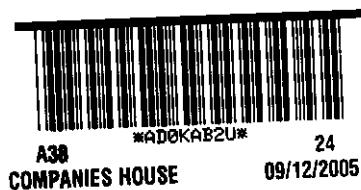


COMPANY REGISTRATION NUMBER 01992586

**DISTRIBUTED INTELLIGENCE CONSULTANTS
INTERNATIONAL LIMITED
FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31 MARCH 2005**



FELTONS
Chartered Accountants & Registered Auditors
12 Sheet Street
Windsor
Berkshire
SL4 1BG

**DISTRIBUTED INTELLIGENCE CONSULTANTS INTERNATIONAL
LIMITED**

FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2005

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DISTRIBUTED INTELLIGENCE CONSULTANTS INTERNATIONAL LIMITED

OFFICERS AND PROFESSIONAL ADVISERS

The board of directors	A P Ansell C Delplanque S A Jepson
Company secretary	S H Sweetman
Registered office	12 Sheet Street Windsor Berkshire SL4 1BG
Auditors	Feltons Chartered Accountants & Registered Auditors 12 Sheet Street Windsor Berkshire SL4 1BG
Bankers	Lloyds TSB Bank Plc 2 Thames Street Windsor Berkshire
Solicitors	Brabners Chaffe Street Brook House 70 Spring Gardens Manchester M2 2BQ

DISTRIBUTED INTELLIGENCE CONSULTANTS INTERNATIONAL LIMITED

THE DIRECTORS' REPORT

YEAR ENDED 31 MARCH 2005

The directors have pleasure in presenting their report and the financial statements of the company for the year ended 31 March 2005.

PRINCIPAL ACTIVITIES

The principal activity of the company continued to be that of software consultancy and supply.

THE DIRECTORS AND THEIR INTERESTS IN THE SHARES OF THE COMPANY

The directors who served the company during the year together with their beneficial interests in the shares of the company were as follows:

	Ordinary Shares of £1 each	
	At 31 March 2005	At 1 April 2004
A P Ansell	1	1
C Delplanque	-	-
S A Jepson	-	-
	==	==

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 affairs of the company and of the profit or loss of the company for that year.

In preparing those financial statements, the directors are required to select suitable accounting policies, as described on page 8, and then apply them on a consistent basis, making judgements and estimates that are prudent and reasonable. The directors must also 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. The directors 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.

AUDITORS

A resolution to re-appoint Feltons as auditors for the ensuing year will be proposed at the annual general meeting in accordance with section 385 of the Companies Act 1985.

DISTRIBUTED INTELLIGENCE CONSULTANTS INTERNATIONAL LIMITED

THE DIRECTORS' REPORT *(continued)*

YEAR ENDED 31 MARCH 2005

SMALL COMPANY PROVISIONS

This report has been prepared in accordance with the special provisions for small companies under Part VII of the Companies Act 1985.

Registered office:
12 Sheet Street
Windsor
Berkshire
SL4 1BG

Signed on behalf of the directors



A P Ansell
Director

Approved by the directors on24/11/2005

DISTRIBUTED INTELLIGENCE CONSULTANTS INTERNATIONAL LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF DISTRIBUTED INTELLIGENCE CONSULTANTS INTERNATIONAL LIMITED

YEAR ENDED 31 MARCH 2005

We have audited the financial statements of Distributed Intelligence Consultants International Limited for the year ended 31 March 2005 which comprise the Profit and Loss Account, Balance Sheet and the related notes. These financial statements have been prepared in accordance with the Financial Reporting Standard for Smaller Entities (effective June 2002), under the historical cost convention and on the basis of the accounting policies set out therein.

This report is made solely to the company's shareholders, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's shareholders those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

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 law and United Kingdom Accounting Standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom 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 to you 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 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 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.

GOING CONCERN

In forming our opinion, we have considered the adequacy of the disclosures made in the financial statements with regard to the going concern basis of preparing the financial statements. The continuance of the company as a going concern is largely dependent on the support of the company's ultimate parent company as described in the accounting policies in the financial statements. Our opinion is not qualified in this respect.

**DISTRIBUTED INTELLIGENCE CONSULTANTS INTERNATIONAL
LIMITED**

**INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF
DISTRIBUTED INTELLIGENCE CONSULTANTS INTERNATIONAL
LIMITED** *(continued)*

YEAR ENDED 31 MARCH 2005

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 2005 and of its loss for the year then ended, and have been properly prepared in accordance with the Companies Act 1985.

12 Sheet Street
Windsor
Berkshire
SL4 1BG

Feltons
2nd December 2005

FELTONS
Chartered Accountants
& Registered Auditors

**DISTRIBUTED INTELLIGENCE CONSULTANTS INTERNATIONAL
LIMITED**

PROFIT AND LOSS ACCOUNT

YEAR ENDED 31 MARCH 2005

	Note	2005 £	2004 £
TURNOVER		—	17,172
Cost of sales		—	(15,078)
GROSS PROFIT		—	2,094
Administrative expenses		(1,057)	(1,501)
OPERATING (LOSS)/PROFIT	2	(1,057)	593
Interest receivable		208	79
(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		(849)	672
Tax on (loss)/profit on ordinary activities	3	—	—
(LOSS)/RETAINED PROFIT FOR THE FINANCIAL YEAR		(849)	672
Balance brought forward		9,554	8,882
Balance carried forward		8,705	9,554

The notes on pages 8 to 10 form part of these financial statements.

DISTRIBUTED INTELLIGENCE CONSULTANTS INTERNATIONAL LIMITED

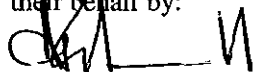
BALANCE SHEET

31 MARCH 2005

	Note	2005 £	2004 £
CURRENT ASSETS			
Debtors	4	—	1,816
Cash at bank and in hand		<u>9,555</u>	<u>8,738</u>
		9,555	10,554
CREDITORS: Amounts falling due within one year	5	<u>750</u>	<u>900</u>
NET CURRENT ASSETS		<u>8,805</u>	<u>9,654</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>8,805</u>	<u>9,654</u>
CAPITAL AND RESERVES			
Called-up equity share capital	7	100	100
Profit and loss account		<u>8,705</u>	<u>9,554</u>
SHAREHOLDERS' FUNDS		<u>8,805</u>	<u>9,654</u>

These financial statements have been prepared in accordance with the special provisions for small companies under Part VII of the Companies Act 1985 and with the Financial Reporting Standard for Smaller Entities (effective June 2002).

These financial statements were approved by the directors on the 24/11/2005 and are signed on their behalf by:



A P Ansell
Director

The notes on pages 8 to 10 form part of these financial statements.

DISTRIBUTED INTELLIGENCE CONSULTANTS INTERNATIONAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2005

1. ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared under the historical cost convention, and in accordance with the Financial Reporting Standard for Smaller Entities (effective June 2002).

Cash flow statement

The company has taken advantage of the exemptions in Financial Reporting Standard No. 1 from the requirement to produce a cash flow statement on the grounds that it is a small company.

Turnover

The turnover shown in the profit and loss account represents amounts invoiced during the year, less VAT and trade discounts.

The company licences software to retail organisations on a trial basis. Turnover comprises evaluation fees, which are earned during the period in which the trial takes place.

Fixed assets

All fixed assets are initially recorded at cost.

Foreign currencies

Monetary transactions in foreign currencies are translated at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities in foreign currencies are translated at the rates of exchange ruling at the balance sheet date. Where exchange differences result from the translation of foreign currency borrowings raised to acquire foreign assets they are taken to reserves and offset against the differences arising from the translation of those assets. All other exchange differences are dealt with through the profit and loss account.

Going concern

Undertakings to provide sufficient financial support to the company to meet its liabilities as they fall due have been given by the company's ultimate parent company and accordingly the financial statements have been prepared on a going concern basis.

2. OPERATING (LOSS)/PROFIT

Operating (loss)/profit is stated after charging:

	2005	2004
	£	£
Auditors' fees	750	900
Net loss on foreign currency translation	<u>33</u>	<u>288</u>

DISTRIBUTED INTELLIGENCE CONSULTANTS INTERNATIONAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2005

3. TAXATION ON ORDINARY ACTIVITIES

Factors affecting current tax charge

The tax assessed on the (loss)/profit on ordinary activities for the year is higher than the standard rate of corporation tax in the UK of 19% (2004 - 30%).

	2005 £	2004 £
(Loss)/profit on ordinary activities before taxation	(849)	672
Profit/(loss) on ordinary activities by rate of tax	(161)	202
Other short term timing differences	-	(202)
Unrelieved tax losses and other deductions during the period	161	-
Total current tax	-	-

4. DEBTORS

	2005 £	2004 £
Trade debtors	-	1,816

5. CREDITORS: Amounts falling due within one year

	2005 £	2004 £
Other creditors	750	900

6. RELATED PARTY TRANSACTIONS

The company's ultimate holding company is Technology in Action Group Limited, a company incorporated in the United Kingdom and registered in England and Wales. The ultimate controlling party is the shareholders of Technology in Action Group Limited.

During the year the company was charged £nil (2004: £10,000) in management fees by Technology in Action Group Limited. At the balance sheet date the amount due to Technology in Action Group Limited was £nil (2004: £nil).

During the year the company purchased goods in the normal course of business from Distributed Intelligence Systems SARL for £102 (2004: £98). The price charged was the cost price plus 15% in the case of each individual purchase. At the balance sheet date the amount due to Distributed Intelligence Systems SARL was £nil (2004: £nil).

During the year the company paid royalties of £nil (2004: £5,078) to Retail Research and Development Limited. At the balance sheet date the amount due to Retail Research and Development Limited was £nil (2004: £nil).

During the year the company made no purchases from Distributed Intelligence Systems Limited in the normal course of business. The amount due from Distributed Intelligence Systems Limited at the balance sheet date was £nil (2004: £nil).

During the year the company made no purchases from Retail Computer Services Limited. The amount due to Retail Computer Services Limited at the balance sheet date was £nil (2004: £nil).

These companies are all fellow subsidiaries of Technology In Action Group Limited. Technology In Action Group Limited became the VAT representative of the Technology In Action Group from 1 October 2004. Prior to this date, the VAT representative was Retail Computer Services Limited.

**DISTRIBUTED INTELLIGENCE CONSULTANTS INTERNATIONAL
LIMITED**

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2005

7. SHARE CAPITAL

Authorised share capital:

	2005	2004
	£	£
100 Ordinary shares of £1 each	<u>100</u>	<u>100</u>

Allotted, called up and fully paid:

	2005		2004	
	No	£	No	£
Ordinary shares of £1 each	<u>100</u>	<u>100</u>	<u>100</u>	<u>100</u>