

BUSINESS POST EUROPE LTD

**DIRECTORS' REPORT AND FINANCIAL
STATEMENTS**

for the year ended 31 March 2000

Company number 2072001



BUSINESS POST EUROPE LTD

DIRECTORS AND ADVISERS

DIRECTORS

P Kane
M Kane
P Fitzwilliam

SECRETARY

P Fitzwilliam

REGISTERED OFFICE

Express House
464 Berkshire Avenue
Slough
SL1 4PL

AUDITORS

Arthur Andersen
20 Old Bailey
London
EC4M 7AN

BANKERS

The Royal Bank of Scotland plc
London City Office
62/63 Threadneedle Street
LONDON
EC2R 8LA

DIRECTORS' REPORT
for the year ended 31 March 2000

FINANCIAL STATEMENTS

The Board of directors present their report and financial statements for the year ended 31 March 2000.

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 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, subject to any material departures disclosed and explained in the financial statements; 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 maintaining proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements 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.

REVIEW OF BUSINESS AND FUTURE DEVELOPMENTS

Throughout the year under review the Company remained dormant and there are no immediate plans for this situation to change.

RESULTS AND DIVIDEND

The directors do not recommend the payment of a dividend (1999: £Nil).

DIRECTORS

The directors who have held office during the year were as follows:

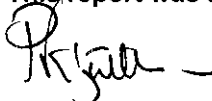
P Kane
M Kane
P Fitzwilliam

None of the directors had any interest in the Company's share capital during the year. The interests of the directors in the share capital of the ultimate parent company are disclosed in the financial statements of Business Post Group plc.

AUDITORS

In accordance with Section 385 of the Companies Act 1985, a resolution proposing that Arthur Andersen be appointed as auditors of the Company will be put to the Annual General Meeting.

This report was approved by the Board on 6 November 2000.



P Fitzwilliam
Company Secretary

To the Shareholders of Business Post Europe Limited

We have audited the accounts on pages 3 to 4 which have been prepared under the historical cost convention and the accounting policies set out on page 4.

Respective responsibilities of directors and auditors

As described on page 4 the company's directors are responsible for the preparation of the accounts in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.


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 accounts. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the accounts and of whether the accounting policies are appropriate to the circumstances of the company, 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 at 31 March 2000 and have been properly prepared in accordance with the Companies Act 1985.



Arthur Andersen
Chartered Accountants and Registered Auditors
20 Old Bailey
London
EC4M 7AN

6 November 2000

BUSINESS POST EUROPE LTD**BALANCE SHEET
as at 31 March 2000**

	Notes	2000 £	1999 £
CURRENT ASSETS			
Amount owed by parent undertaking		100	100
		<hr/>	<hr/>
Net assets		100	100
		<hr/>	<hr/>
CAPITAL AND RESERVES			
Called up share capital	3	100	100
Profit and loss account		-	-
		<hr/>	<hr/>
Equity shareholders' funds		100	100
		<hr/>	<hr/>

The financial statements on pages 3 and 4 were approved by the Board on 6 November 2000.



P Fitzwilliam
Director

NOTES TO THE FINANCIAL STATEMENTS

1. ACCOUNTING POLICIES**Accounting convention**

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

Cash flow statement

A cash flow statement has not been prepared as the Company is a wholly owned subsidiary of a company which published consolidated financial statements including a consolidated cash flow statement.

2. DIRECTORS' REMUNERATION

The services of the directors are provided by the ultimate parent company and no part of their remuneration is specifically attributable to the Company.

3. CALLED UP SHARE CAPITAL

	2000	1999
Authorised, allotted and called up		
100 ordinary shares of £1 each	£100	£100

4. COMMITMENTS

(a) The Company had no capital commitments at 31 March 2000 (1999 : £Nil).

(b) The Company and its fellow subsidiary companies within the group have given unlimited cross guarantees to secure group bank borrowings. At the balance sheet date these amounted to £Nil (1999 : £Nil).

5. PARENT UNDERTAKING AND CONTROLLING PARTY

The directors regard Business Post Group plc, a company incorporated in Great Britain, as the immediate and ultimate parent company and the ultimate controlling party.

P Kane, a director of the Company and of the parent company, together with members of his close family and certain family trusts, the beneficiaries of which are persons connected with P Kane, control directly and indirectly 51% of the issued share capital of the parent company.

The parent undertaking of the largest and smallest group which includes the Company and for which group accounts are prepared is Business Post Group plc. Copies of the financial statements can be obtained from the registered office of Express House, 464 Berkshire Avenue, Slough, Berkshire SL1 4PL.

6. RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption granted to 90% subsidiaries not to disclose transactions with group undertakings under the provisions of Financial Reporting Standard No. 8 Related Party Disclosures.