

FS Connexions UK Limited

Directors' report and financial statements

for the year ended 31 December 2001

Registered number 2599270



FS Connexions UK Limited

Directors' report and financial statements

Year ended 31 December 2001

Contents	Page
Directors' report	1 - 2
Statement of directors' responsibilities	3
Balance sheet	4 - 5
Notes to the financial statements	6 - 7

FS Connexions UK Limited

Directors' report for the year ended 31 December 2001

The directors present their annual report together with the financial statements of the company for the year ended 31 December 2001.

Principal activity

The Company was dormant throughout the period and did not trade. A profit and loss account for the Company has not been prepared.

Review of business and future developments

The entire share capital of the Company is owned by Exchange FS Group plc.

On 1 November 2001, Exchange FS Group plc, previously the company's ultimate parent undertaking, was acquired by Marlborough Stirling plc, a company registered in England and Wales, which became the ultimate parent from that date.

The Company's future development is directly related to that of its holding companies.

Directors and their interests

The directors who held office during the period and up to the date of signing this report are given below:

D S Bowers	Resigned 28 May 2002
T M Groves	Appointed 30 October 2001; Resigned 25 January 2002
C R Croft	Resigned 12 November 2001
D W Chislett	Resigned 31 March 2001
N C Phillips	Resigned 31 March 2001
D R Gales	Appointed 12 November 2001
A P Fritchie	Appointed 12 November 2001

None of the directors above hold any interest in the company.

The interests of D R Gales, a director of the ultimate parent company, Marlborough Stirling plc, are shown in the annual report of that company. Share options held under the Marlborough Stirling plc share option scheme for D R Gales are also shown in the annual report of that company.

The interests of A P Fritchie are shown in the annual report of Marlborough Stirling Group plc, a fellow subsidiary undertaking in which A P Fritchie is a director. Share options held under the Marlborough Stirling plc share option scheme for A P Fritchie are also shown in the annual report of Marlborough Stirling Group plc.

FS Connexions UK Limited

Directors' report for the year ended 31 December 2001 (continued)

Directors and their interests (continued)

Messrs Groves and Bowers had no interest in the shares of the company or any other company within the Marlborough Stirling plc group.

On behalf of the board

A handwritten signature in black ink, appearing to be 'A P Fritchie', with a small 'x' mark at the end of the signature.

A P Fritchie
Director and Company Secretary

Date: 29/10/02

Allen Jones House
Jessop Avenue
Cheltenham
Gloucestershire
GL50 3SH

FS Connexions UK Limited

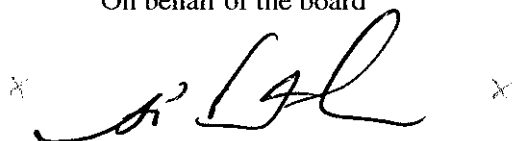
Statement of Directors' Responsibilities

Company law requires the directors to prepare financial statements for each financial year that give a true and fair view of the state of affairs of the Company and of the profit and loss of the Company for that period. The directors are required to prepare the financial statements on the going concern basis, unless it is inappropriate to presume that the company will continue in business.

The directors confirm that suitable accounting policies have been used and applied consistently with the exception of the changes arising on the adoption of new accounting standards in the year as explained on page 6 under Note 1 'Accounting policies'. They also confirm that reasonable and prudent judgements and estimates have been made in preparing the financial statements for the year ended 31 December 2001 and that applicable accounting standards have been followed.

The directors are responsible for keeping proper accounting records that 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.

On behalf of the board

A handwritten signature in black ink, appearing to read 'A P Fritchie', with a small 'x' mark to its right.

A P Fritchie
Director and Company Secretary

Date: 29/10/02

Allen Jones House
Jessop Avenue
Cheltenham
Gloucestershire
GL50 3SH

FS Connexions UK Limited

Balance sheet as at 31 December 2001

	Note	2001 £	2000 £
Current assets			
Debtors	4	557,880	557,880
		557,880	557,880
Creditors:			
Amounts falling due within one year	5	(281,850)	(281,850)
Net current assets		276,030	276,030
Net assets		276,030	276,030
Capital and reserves			
Called up share capital	6	1,750	1,750
Share premium account	7	499,750	499,750
Profit and loss account	7	(225,470)	(225,470)
Equity shareholders' funds		276,030	276,030

FS Connexions UK Limited

Balance sheet as at 31 December 2001 (continued)


For the year ended 31 December 2001 the company was entitled to exemption under section 249AA(1) of the Companies Act 1985.

Members have not required the company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985.

The directors acknowledge their responsibilities for:

- ensuring the company keeps accounting records which comply with section 221; and
- preparing accounts which give a true and fair view of the state of affairs of the company as at the end of its financial year and of its profit and loss for the financial year in accordance with the requirements of section 226, and which otherwise comply with the requirements of the Companies Act relating to financial statements, so far as applicable to the Company.

The financial statements on pages 4 to 7 were approved by the board of directors and were signed on its behalf by:

A handwritten signature in black ink, appearing to read 'A P Fritchie', with a stylized flourish at the end.

A P Fritchie
Director

Date: 29/10/02

FS Connexions UK Limited

Notes to the financial statements

For the year ended 31 December 2001

1 Accounting policies

These financial statements are prepared under the historical cost convention, the accounting policies set out below have been applied consistently in accordance with applicable accounting standards.

The company has complied with the requirements of FRS18 – ‘Accounting Policies’ and FRS 19 – ‘Deferred Tax’ and this has not resulted in a change in accounting policy.

Basis of preparation

The Company is a wholly owned subsidiary of Marlborough Stirling plc and is included in the consolidated financial statements of Marlborough Stirling plc, which are publicly available. Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS 1 (revised 1996).

The company has taken advantage of the exemption available under FRS 8 - ‘Related Party Disclosures’ not to disclose transactions or balances with other wholly owned group companies.

2 Profit and loss account

The Company did not trade during the year nor incurred any expenses. Accordingly, the Company did not make any profit or loss (2000: £nil).

3 Directors’ emoluments

D R Gales is a director of Marlborough Stirling plc and his emoluments are disclosed in that Company’s financial statements. The remaining directors are remunerated by other companies within the Marlborough Stirling plc group.

No management recharges are made by Marlborough Stirling plc nor by any other fellow subsidiaries in respect of their services to the Company.

4 Debtors

	2001	2000
	£	£
Amounts owed by group undertakings	557,880	557,880

FS Connexions UK Limited

Notes to the financial statements (continued)

For the year ended 31 December 2001

5 Creditors: amounts falling due within one year

	2001	2000
	£	£
Amounts owed to group undertakings	281,850	281,850

6 Called up Share Capital

	2001	2000
	£	£
Authorised		
2,250 (31 December 2000: 2,250) ordinary shares of £1 each	2,250	2,250
Allotted, called up and fully paid		
1,750 (31 December 2000: 1,750) ordinary shares of £1 each	1,750	1,750

7 Reserves

	Share premium account	Profit and loss account
	£	£
At 1 January 2001 and 31 December 2001	499,750	(225,470)

8 Ultimate parent undertaking

On 1 November 2001, Exchange FS Group plc, the company's immediate holding company and previously its ultimate parent undertaking, was acquired by Marlborough Stirling plc, a company registered in England and Wales, which became the ultimate parent from that date.

Copies of Marlborough Stirling plc consolidated financial statements can be obtained from the Company Secretary at Allen Jones House, Jessop Avenue, Cheltenham GL50 3SH.