Intervoice Limited

Report and Financial Statements

28 February 2003

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Registered No: 2601740

Directors

D Brandenburg R Ritchey R Naeini (Resigned 6th May 2002) R R Graham (Resigned 25th July 2003)

Secretary

A B & C Secretarial Limited

Auditors

Ernst & Young LLP 100 Barbirolli Square Manchester M2 3EY

Bankers

Bank of Scotland 19/21 Spring Gardens Manchester M2 1FH

Registered Office

50 Park Road Gatley Cheshire SK8 4HZ

Director's Report

For the year ended 28 February 2003

The directors present their report and financial statements of the group for the year ended 28 February 2003.

Change of name

On 20 September 2002 the name of the company was changed from Intervoice-Brite Limited to Intervoice Limited.

Principal activities and business review

The group specialises in the manufacture and marketing of integrated systems for value added services for network operators including the emerging Intelligent Networks and call centre solutions.

Group turnover decreased by £17,579,000 to £36,313,000 for the year.

The group continues to invest substantially in the development of new products and technologies to maintain its market leadership.

Results and dividends

The group profit for the year, after taxation was £878,000 (2002 loss -£2,722,000). The directors do not recommend the payment of a dividend (2002 – nil).

Research and development

The Board considers that research continues to play a vital role in the group's success. Costs associated with the development of new products or enhancements of existing products are expensed as incurred. The cost of research and development during the year was £1,835,000 (2002 - £3,058,000).

Disabled employees

The group gives every consideration to applications for employment from disabled persons where a handicapped or disabled person may adequately cover the requirements of the job.

With regard to existing employees and those who have become disabled during the year, the group has continued to examine ways and means for providing continuing employment under normal terms and conditions and to provide training and career development and promotion wherever appropriate.

Employee involvement

During the year the policy of providing employees with information about the group has been continued through staff meetings and employees have been encouraged to present their suggestions and views on the group's performance.

Director's Report (continued)

For the year ended 28 February 2003

Directors and their interests

The directors who served during the year were as follows:

D Brandenburg (USA) R Ritchey (USA) R Naeini (USA) (Resigned 6th May 2002) R R Graham (USA)

R R Graham resigned as a director on 25th July 2003.

The directors do not have any interests in the shares of the company required to be disclosed under Schedule 7 of the Companies Act 1985.

Auditors

A resolution to reappoint Ernst & Young LLP as auditors will be put to the members at the Annual General Meeting.

By order of the Board

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Date

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Statement of directors' responsibilities in respect of the financial statements

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;
- 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 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 Intervoice Limited

We have audited the company's financial statements for the year ended 28 February 2003 which comprise Consolidated Profit and Loss Account, Consolidated Statement of Total Recognised Gains and Losses, Consolidated Balance Sheet, Company Balance Sheet and the related notes 1 to 21. These financial statements have been prepared on the basis of the accounting policies set out therein.

This report is made solely to the company's members, 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 members 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 members 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 United Kingdom law and 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.



Independent auditors' report

to the members of Intervoice Limited

Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the company and the group as at 28 February 2003 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Ernst & Young LLP Registered Auditor

Manchester

301.104

Consolidated Profit and Loss Account

For the year ended 28 February 2003

	Notes	2003 £000's	2002 £000's
Turnover Cost of sales	2	36,313 (7,371)	53,892 (27,117)
Gross profit	-	28,942	26,775
Other operating expenses	3	(29,407)	(29,873)
Operating (loss)	-	(465)	(3,098)
Investment income Interest payable and similar charges	4 5	1,065 (329)	371 (183)
Profit/(loss) on ordinary activities before taxation	6	271	(2,910)
Tax on profit/(loss) on ordinary activities	8	607	188
Profit/(loss) for the financial year	17	878	(2,722)
	:		

Consolidated Statement of Total Recognised Gains and Losses

		2003	2002
		£000's	£000's
Profit/(loss) for the year (Loss)/profit on foreign currency translation	17	878 (47)	(2,722) 18
Total recognised gains and losses relating to the year	_	831	(2,704)
	2		=

Consolidated Balance Sheet

at 28 February 2003

	Notes	2003 £000's	2002 £000's
Fixed assets Tangible assets	9	1,016	2,644
Current assets			
Stocks	11	1,411	5,992
Debtors	12	28,190	27,058
Cash at bank and in hand		5,807	7,764
	•	35,408	40,814
Creditors: amounts falling due within one year	13	(8,309)	(16,090)
Net current assets	•	27,099	24,724
Total assets less current liabilities		28,115	27,368
Provisions for liabilities and charges	15	(226)	(310)
Net assets		27,889	27,058
Capital and reserves			***************************************
Called up share capital	16	2,500	2,500
Profit and loss account	17	25,389	24,558
Equity shareholders' funds		27,889	27,058
			

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Approved by the Board on: 1/22/64

Director

Company Balance Sheet

at 28 February 2003

	Notes	2003 £000's	2002 £000's
Fixed assets			
Tangible assets	9	994	2,607
Investments	10	17	17
	<u>-</u>	1,011	2,624
Current assets	_		
Stocks	11	1,400	5,965
Debtors	12	27,829	26,886
Cash at bank and in hand		4,827	6,912
	_	34,056	39,763
Creditors: amounts falling due within one year	13	(6,928)	(15,052)
Net current assets	-	27,128	24,711
Total assets less current liabilities	-	28,139	27,335
Provisions for liabilities and charges	15	(226)	(310)
Net assets		27,913	27,025
Capital and reserves	- -		
Called up share capital	16	2,500	2,500
Profit and loss account	17	25,413	24,525
Equity shareholders' funds		27,913	27,025
	;	`	

Approved by the Board on:

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1/22/04

Director

at 28 February 2003

1. Accounting policies

Basis of accounting

The group accounts are prepared under the historical cost convention and in accordance with applicable accounting standards.

Basis of consolidation

The group accounts consolidate the accounts of Intervoice Limited (formerly Intervoice-Brite Limited) and its subsidiary undertaking made up to 28 February 2003. The acquisition method of accounting has been adopted. Under this method, the results of the subsidiary undertaking are included in the consolidated profit and loss account from the date of acquisition.

In the company's accounts, the investment in the subsidiary undertaking is stated at cost. Only dividends received and receivable are credited to the company's profit and loss account.

No profit and loss account is presented for Intervoice Limited (formerly Intervoice-Brite Limited) as provided by Section 230 of the Companies Act 1985. The company's profit for the year, determined in accordance with the Act, was £888,000 (2002 loss - £1,914,000).

Tangible fixed assets

Tangible fixed assets are shown at original historical cost as set out in note 9, net of depreciation.

Depreciation is provided at rates calculated to write off the cost, less estimated residual value, of each asset on a straight-line basis over its expected useful life as follows:

Leasehold improvements

over period of the lease

Motor vehicles

25 - 33% per annum

Fixtures and fittings

10 - 25% per annum

Plant and equipment

10 -25% per annum

Residual value is calculated on prices prevailing at the date of acquisition. Profits or losses on the disposal of fixed assets are included in the calculation of operating profit.

Stocks

Stocks are stated at the lower of cost and net realisable value.

Cost incurred in bringing each product to its present location and condition is based on purchase cost on a first-in, first-out basis for raw materials and work-in-progress.

Net realisable value is based on estimated normal selling price, less further costs expected to be incurred to completion and disposal. Provision is made for obsolete, slow-moving or defective items where appropriate.

Amounts recoverable on long-term contracts, which are included in trade debtors, are stated at the net sales value of the work done less amounts received as progress payments on account. Excess progress payments are included in creditors as payments on account. Cumulative costs incurred net of amounts transferred to cost of sales, less provision for contingencies and anticipated future losses on contracts are included as long-term contract balances in stock.

Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date.

at 28 February 2003

1. Accounting policies (continued)

Deferred taxation

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or right to pay less or to receive more tax, with the following exceptions:

- Provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, or gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold.
- Provision is made for deferred tax that would arise on remittance of the retained earnings of
 overseas subsidiaries, associates and joint ventures only to the extent that, at the balance sheet date,
 dividends have been accrued as receivable;
- Deferred tax assets are recognised only to the extent that the directors consider that it is more likely
 than not that there will be suitable taxable profits from which the underlying timing differences can
 be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which the timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Pension costs

The group provides pensions to certain employees through a money purchase pension scheme. The amount charged to the profit and loss account represents the employer's contribution payable in the year.

Foreign currency

In the accounts of individual undertakings, transactions denominated in foreign currencies are recorded in the local currency at actual exchange rates as of the date of the transaction (or, where appropriate, at the rate of exchange in a related forward exchange contract). Monetary assets and liabilities denominated in foreign currencies at the year end are reported at the rates of exchange prevailing at the year end (or, where appropriate, at the rate of exchange in a related forward exchange contract). Any gain or loss arising from a change in exchange rates subsequent to the date of the transaction is included as an exchange gain or loss in the profit and loss account.

For the purposes of consolidation the closing rate method is used, under which transaction gains or losses are shown as a movement on reserves. The profit and loss account of the overseas subsidiary undertaking is translated at an average exchange rate for the year.

Turnover

Group turnover comprises the value of sales, excluding VAT and trade discounts, of goods and services provided in the normal course of business. Profit is recognised on long term contracts, if the final outcome can be assessed with reasonable certainty, by including in the profit and loss account, turnover and related costs as contract activity progresses. Turnover is calculated as that proportion of the total contract value which costs incurred bear to total expected costs for that contract.

at 28 February 2003

1. Accounting policies (continued)

Leases

The group enters into operating leases as described in note 19. Rentals under operating leases are charged on a straight-line basis over the lease term.

Warranty expense

The group accrues an allowance for future warranty services, parts replacement and fault recognition during the warranty period.

Cash flow statement

Under the provisions of the revised Financial Reporting Standard No 1 (Revised - 1996), the group has not prepared a cashflow statement. Its ultimate parent undertaking, Intervoice Inc., which is incorporated in the United States of America, has prepared group accounts which include the results of the company, are available to the public and which include a consolidated cashflow statement.

Investments

Fixed asset investments are shown at cost.

2. Turnover

Contributions to group turnover by geographical area were as follows:

	2003	2002
	£000's	£000's
United Kingdom	12,072	24,375
Other European countries	11,473	15,501
Rest of the world	12,768	14,016
	36,313	53,892

3. Other operating expenses

	2003	2002
	£000's	£000's
Selling and marketing costs	8,164	10,080
Administrative expenses	3,317	1,849
Other operating charges	17,926	17,944
	29,407	29,873

2002

2002

at 28 February 2003

4.	Investment inc	ome

•		-	•
1	nvestment	income	comprises:

2003 £000's	2002 £000's
Other interest receivable and similar income 1,065	371

5. Interest payable and similar charges

	2003 £000's	2002 £000's
Other interest payable and similar charges	329	183

6. Profit/(loss) on ordinary activities before taxation

Profit/(loss) on ordinary activities before taxation is stated after charging:

	2003	2002
	£000's	£000's
Depreciation and amounts written off		
- intangible fixed assets	-	-
- tangible fixed assets	1,644	2,539
Operating lease rentals		
- plant and machinery	475	409
- other	682	650
Staff costs (see note 7)	12,321	16,547
Auditors' remuneration	,	, -
- audit fees	38	42
- non-audit fees	36	-
Research and development costs	1,835	3,058

7. Staff costs

Particulars of employees (including executive directors) are as shown below:

	2003	2002
	£000's	£000's
Employee costs during the year amounted to:		
Wages and salaries	10,945	14,658
Social security costs	954	1,373
Other pension costs (see note 19)	422	516
	12,321	16,547
		

at 28 February 2003

7. Staff costs (continued)

The average monthly number of persons employed by the group during the year was as follows:

	2003 Number employed	2002 Number employed
Production and design Sales and marketing Administration	160 59 21	233 73 27
	240	333

Directors' remuneration

The directors received no remuneration in the year (2002 - nil).

8. Tax on profit/(loss) on ordinary activities

a) The tax charge comprises:

	2003	2002
	£000's	£000's
UK corporation tax	284	245
Overseas corporation tax	620	(143)
	904	102
Double taxation relief	(24)	(207)
Over/under provision in respect of prior year	(270)	(33)
Current tax charge/(credit) for year (note 8(b))	610	(138)
Deferred tax - origination and reversal of timing differences	(1,217)	(50)
Total tax on profit/(loss) on ordinary activities	(607)	(188)

at 28 February 2003

8. Tax on profit/(loss) on ordinary activities (continued)

b) The tax assessed for the period is lower than the standard rate of corporation tax in the UK (30%). The differences are explained below:

	2003	2002
	£000's	£000's
Profit/(loss) on ordinary activities before tax	271	(2,910)
Profit/(loss) on ordinary activities multiplied by standard		(973)
rate of corporation tax in the UK of 30% (2002 - 30%)	81	(873)
Effects of:		
Expenses not deductible for tax purposes	71	38
Depreciation in excess of capital allowances in the period	171	769
Higher tax rates on overseas earnings	12	33
Other timing differences	(9)	(72)
Adjustments to tax charge in respect of previous periods	(270)	(33)
Tax credits carried forward	554	-
Current tax charge/(credit) for year (note 8 (a))	610	(138)

⁽c) Factors that may affect the future tax charges:

To the extent that the deferred tax assets reverse in the future the effective tax rates for those periods will be lower than the expected rate.

9. Tangible fixed assets

	Leasehold improvement £000's	Motor Fi vehicles £000's	xtures and fittings £000's	Plant and equipment £000's	Total £000's
Group					
Cost:					
As at 1 March 2002	183	13	512	5,694	6,402
Additions	38	-	-	60	98
Disposals	(128)	(13)	(42)	(292)	(475)
Exchange differences				1	1
As at 28 February 2003	93	-	470	5,463	6,026
Depreciation:					
At 1 March 2002	110	12	397	3,239	3,758
Charge	39	1	87	1,517	1,644
Disposals	(108)	(13)	(36)	(235)	(392)
Exchange Differences	-	-	-	-	-
At 28 February 2003	41		448	4,521	5,010
Net book value:		 -			
At 1 March 2002	73	1	115	2,455	2,644
At 28 February 2003	52	-	22	942	1,016

at 28 February 2003

9. Tangible fixed assets (continued)

	Leasehold	Motor Fi.	xtures and	Plant and	
	improvement	vehicles	fittings	equipment	Total
	£000's	£000's	£000's	£000's	£000's
Company					
Cost:					
At 1 March 2002	183	13	459	5,548	6,203
Additions	38	-	-	19	57
Disposals	(128)	(13)	(42)	(292)	(475)
At 28 February 2003	93	-	417	5,275	5,785
Depreciation:				·	
At 1 March 2002	110	12	353	3,121	3,596
Charge	39	1	78	1,469	1,587
Disposals	(108)	(13)	(36)	(235)	(392)
At 28 February 2003	41		395	4,355	4,791
Net book value:					
At 1 March 2002	73	1	106	2,427	2,607
At 28 February 2003	52	_	22	920	994
•					

10. Fixed asset investments

The following are included in the cost of fixed asset investments:

Company

Investment in subsidiary undertaking at cost	17	17
	2003 £000's	2002 £000's
Company		

The company has an investment in the following subsidiary undertaking:

	Country of Incorporation	Principal activity and country of operation	Description and proportion of shares held by the company
Intervoice-Brite GmbH	Germany	Sale of Intervoice-Brite Products in Germany	50,000 ordinary shares, 100%

at 28 February 2003

11. Stocks

The following are included in the net book value of stocks:

	Group		Company	
	2003	2002	2003	2002
	£000's	£000's	£000's	£000's
Raw materials and consumables	724	1,714	713	1,687
Work-in-progress	687	4,278	687	4,278
	1,411	5,992	1,400	5,965

12. Debtors

Amounts falling due within one year:

· ·	(Group		ompany
	2003	2002	2003	2002
	£000's	£000's	£000's	£000's
Trade debtors	6,540	15,101	6,027	14,225
Amounts owed by group undertakings	18,279	8,519	18,510	9,333
Other debtors	157	1,290	157	1,290
Deferred tax asset (note 14)	1,288	71	1,288	-
Prepayments and accrued income	425	531	408	509
Corporation tax recoverable	1,501	1,546	1,439	1,529
	28,190	27,058	27,829	26,886

13. Creditors: amounts falling due within one year

	Group		Company	
	2003	2002	2003	2002
	£000's	£000's	£000's	£000's
Trade creditors	497	3,337	478	3,341
Amounts owed to group undertakings	-	2	•	-
Corporation tax	669	-	669	-
VAT	113	11	112	-
Other taxes and social security	199	805	93	464
Other creditors	335	853	300	675
Accruals and deferred income	6,496	11,082	5,276	10,572
	8,309	16,090	6,928	15,052
				

at 28 February 2003

14. Deferred taxation

		£000's
Group At 1 March 2002 Credited to profit and loss account		71 1,217
At 28 February 2003 (note 12)	_	1,288
Deferred taxation provided comprises:	2002	
	2003 £000's	2002 £000's
Excess of book depreciation of fixed assets over tax allowances Other timing differences related to current assets and liabilities Tax credits carried forward	693 41 554	71 -
	1,288	71
Company		£000's
Company At 1 March 2002 Credited to profit and loss account		1,288
At 28 February 2003 (note 12)	- -	1,288
Deferred taxation provided comprises:	2003	****
	2003 £000's	2002 £000's
Excess of book depreciation of fixed assets over tax allowances Other timing differences related to current assets and liabilities Tax credits carried forward	693 41 554	-
	1,288	-

at 28 February 2003

15. Provisions for liabilities and charges

	Warran	ty provision
		£000's
Group and company		
At 1 March 2002		310
Arising		219
Utilised		(303)
At 28 February 2003		226
		
16. Called-up share capital		
·	2003	2002
	£000's	£000's
Authorised, allotted, called-up and fully paid		
2,500,000 ordinary shares of £1 each	2,500	2,500

17. Reserves

The movement on reserves during the year were as follows:

	Profit and loss account £000's
Group At 1 March 2002 Loss on foreign currency translation Profit for the year	24,558 (47) 878
At 28 February 2003	25,389
	£000's
Company At 1 March 2002 Profit for the year	24,525 888
At 28 February 2003	25,413

All reserves are distributable.

at 28 February 2003

18. Reconciliation of movements in shareholders funds

	Group		Company	
	2003	2002	2003	2002
	£000's	£000's	£000's	£000's
Profit/(loss) for the year	878	(2,722)	888	(1,914)
Other recognised (loss)/gain relating to the year	(47)	18	-	-
Net addition to shareholders' funds	831	(2,704)	888	(1,914)
Opening shareholders' funds	27,058	29,762	27,025	28,939
Closing shareholders' funds	27,889	27,058	27,913	27,025

19. Guarantees and other financial commitments

The group has guaranteed the \$10,000,000 term loan and revolving credit facility of up to \$25,000,000 of its ultimate parent company to the extent of \$8,611,000 through the assignment of the group's current and fixed assets.

Lease commitments

Annual commitments under non-cancellable operating leases are as follows:

Group and company

	2003		2002	
	Land and		Land and	
	buildings	Other	buildings	Other
	£000's	£000's	£000's	£000's
Expiry date				
- within one year	646	241	876	467
- between two and five years	614	130	614	253
- after five years	-	•	-	-
	1,260	371	1,490	720

Pension commitments

The group maintains a money purchase pension scheme whereby employee and employer contributions are determined by the employee's age. Contributions required under this plan are as follows:

Age	Employee contribution	Employer contribution
20 to 34	4%	5%
35 to 44	5%	6%
Over 44	6%	9%

The pension charge for the year was £422,000 (2002 - £516,000). Unpaid contributions outstanding at the year end, included in 'Accruals and deferred income' (note 13) are £25,000 (2002: £43,000).

at 28 February 2003

20. Related party transactions

The company has taken advantage of the exemption in Financial Reporting Standard No 8 "Related Party Disclosures" and has not disclosed transactions with group undertakings.

There were no other related party transactions.

21. Ultimate parent company

The immediate and ultimate parent of the company is Intervoice Inc., incorporated in the United States of America.

The smallest and largest group of which Intervoice Limited is a member and for which group accounts are drawn up is that headed by Intervoice Inc., whose principal place of business is at 17811 Waterview Parkway, Dallas, Texas, USA. The consolidated accounts of these groups are available to the public and may be obtained from the above address.