

REGISTERED NUMBER: 03039069

COPY FOR  
REGISTER

QUALITY SYSTEMS INTERNATIONAL (UK) LIMITED

FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 30 APRIL 1996



QUALITY SYSTEMS INTERNATIONAL (UK) LIMITED

FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 30 APRIL 1996

**DIRECTORS**

H H Freier  
F W Koster  
C R Collier (Appointed 01.03.96)

**SECRETARY**

C R Collier

**REGISTERED OFFICE**

The Lodge  
Station Road  
Chinnor  
Oxon  
OX9 4HA

**COMPANY NUMBER**

03039069

**AUDITORS**

B Fish & Partners  
The Mill House  
Boundary Road  
Loudwater  
High Wycombe  
Bucks  
HP10 9QN

QUALITY SYSTEMS INTERNATIONAL (UK) LIMITED

FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 30 APRIL 1996

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	7	Balance Sheet
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The following do not form part of the statutory financial statements:

12	Trading and Profit and Loss Account
13	Profit and Loss Account Summaries

QUALITY SYSTEMS INTERNATIONAL (UK) LIMITED

DIRECTORS' REPORT  
FOR THE PERIOD ENDED 30 APRIL 1996

The Directors present their Report and the audited Financial Statements of the Company for the period ended 30 April 1996.

**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:-

- 1) select suitable accounting policies and then apply them consistently.
- 2) make judgements and estimates that are reasonable and prudent.
- 3) state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the Financial Statements.
- 4) 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.

**PRINCIPAL ACTIVITIES**

The Company was Incorporated on the 29 March 1995 and commenced trading on the 16 June 1995.

On the 16 June 1995 the Company acquired all of the Share Capital of Amber Systems (UK) Limited which ceased trading on that date. The trading activities being transferred to Quality Systems International (UK) Limited.

The principal activity of the Company is the Distribution of Computer Software Products.

**DIRECTORS**

The Directors who served during the period are shown below.

H H Freier  
F W Koster  
C R Collier (Appointed 01.03.96)

QUALITY SYSTEMS INTERNATIONAL (UK) LIMITED

DIRECTORS' REPORT (CONTINUED)  
FOR THE PERIOD ENDED 30 APRIL 1996

AUDITORS

The auditors, B Fish & Partners, will be proposed for reappointment in accordance with Section 385 of the Companies Act 1985.

In preparing the above Report, the Directors have taken advantage of the exemptions applicable to Small Companies.

This Report was approved by the Board on 18 December 1996 and signed on their behalf.

*C.R. Collier*  
.....

Signed  
C R Collier

QUALITY SYSTEMS INTERNATIONAL (UK) LIMITED

AUDITORS' REPORT TO THE SHAREHOLDERS OF QUALITY SYSTEMS INTERNATIONAL (U  
FOR THE PERIOD ENDED 30 APRIL 1996

We have audited the Financial Statements on pages 6 to 11 which have been prepared under the historical cost convention and the accounting policies set out on page 8.

**RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS**

As described on page 3 the Company's Directors are responsible for the preparation of Financial Statements. It is our responsibility to form an independent opinion, based on our audit, on those Statements and to report our opinion to you.

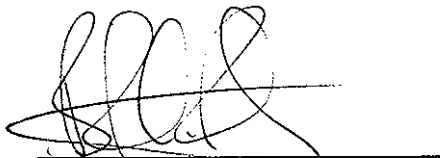
**BASIS OF OPINION**

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 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.

**OPINION**

In our opinion the Financial Statements give a true and fair view of the state of the Company's affairs at 30 April 1996 and of its profit for the period then ended and have been properly prepared in accordance with the provisions of the Companies Act 1985 applicable to Small Companies.



B Fish & Partners

Chartered Accountants  
and Registered Auditor

The Mill House  
Boundary Road  
Loudwater  
High Wycombe  
Bucks  
HP10 9QN

18 December 1996

QUALITY SYSTEMS INTERNATIONAL (UK) LIMITED

PROFIT AND LOSS ACCOUNT  
FOR THE PERIOD ENDED 30 APRIL 1996

	Notes	1996
TURNOVER		218,836
Cost of Sales		23,663
GROSS PROFIT		195,173
Other Operating Expenses		154,621
OPERATING PROFIT		40,552
Interest Receivable and Similar Income	2	14,051
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	3	54,603
Tax on Profit on Ordinary Activities		11,051
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		43,552
RETAINED PROFIT CARRIED FORWARD		£ 43,552

All activities of this and the previous year are in respect of continuing operations.

The Company made no recognised gains and losses other than those reported in the Profit and Loss Account.

The Notes on Pages 8 to 11 form part of these Accounts

QUALITY SYSTEMS INTERNATIONAL (UK) LIMITED

BALANCE SHEET  
AT 30 APRIL 1996

	Notes	1996
<b>FIXED ASSETS</b>		
Tangible Assets	4	17,286
<b>CURRENT ASSETS</b>		
Debtors	5	34,292
Cash at Bank and in Hand		25,743
		<hr/> 60,035
<b>CREDITORS: Amounts falling due within one year</b>	6	<hr/> 33,669
<b>NET CURRENT ASSETS</b>		<hr/> 26,366
<b>NET ASSETS</b>		<hr/> £ 43,652
<b>CAPITAL AND RESERVES</b>		
Called up Share Capital	8	100
Profit and Loss Account	9	43,552
<b>SHAREHOLDERS' FUNDS</b>		<hr/> £ 43,652

Advantage has been taken of the exemptions conferred by Part I of Schedule 8 to the Companies Act 1985 on the grounds that, in the Directors' opinion, the Company is entitled to the benefit of those exemptions as a Small Company.

Signed on behalf of the Board

*C. R. Collier*

.....  
C Collier, Director

Approved by the Board: 18 December 1996

The Notes on Pages 8 to 11 form part of these Accounts



QUALITY SYSTEMS INTERNATIONAL (UK) LIMITED

NOTES TO THE ACCOUNTS  
FOR THE PERIOD ENDED 30 APRIL 1996

1. ACCOUNTING POLICIES

1a. Basis of Accounting

The Accounts have been prepared under the historical cost convention.

1b. Tangible Fixed Assets

Fixed Assets are shown at historical cost.

Depreciation is provided at the following annual rates in order to write off each Asset over its estimated useful life.

	1996
Fixtures and Fittings - % written down value	25
Equipment - % cost	33

1c. Deferred Taxation

Provision is made at current rates for taxation deferred in respect of all material timing differences except to the extent that, in the opinion of the Directors, there is reasonable probability that the liability will not arise in the foreseeable future.

1d. Turnover

Turnover represents the amount receivable for goods sold and services rendered in the ordinary course of business excluding Value Added Tax.

1e. Leases

Assets obtained under finance leases and hire purchase contracts are capitalised in the Balance Sheet and are depreciated over their estimated useful lives.

The interest element of the rental obligations is charged to Profit and Loss Account over the period of the lease and represents a constant proportion of the balance of capital repayments outstanding.

Rentals under operating leases are charged to the Profit and Loss Account as incurred.

1f. Cash Flow Statement

The Company has taken advantage of the exemption in Financial Reporting Standard No 1 from producing a Cash Flow Statement on the grounds that it is a Small Company.

QUALITY SYSTEMS INTERNATIONAL (UK) LIMITED

NOTES TO THE ACCOUNTS (CONTINUED)

2. INTEREST RECEIVABLE AND OTHER INCOME	1996
Income from Group Dividends	14,051
	<u>£ 14,051</u>

3. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	1996
Profit on Ordinary Activities before Taxation is stated after Charging:	
Depreciation	8,327
Auditors' Remuneration	1,800
Directors' Emoluments including Benefits and Pension Contributions	<u>6,200</u>

4. TANGIBLE FIXED ASSETS			
	Plant & Machinery	Fixtures & Equipment	Total
Cost			
Additions	2,521	23,092	25,613
At 30 April 1996	<u>2,521</u>	<u>23,092</u>	<u>25,613</u>
Depreciation			
For the Period	630	7,697	8,327
At 30 April 1996	<u>630</u>	<u>7,697</u>	<u>8,327</u>
Net Book Amounts			
At 30 April 1996	<u>£ 1,891</u>	<u>£ 15,395</u>	<u>£ 17,286</u>

5. DEBTORS	1996
Trade Debtors	31,120
Prepayments	3,172
	<u>£ 34,292</u>

QUALITY SYSTEMS INTERNATIONAL (UK) LIMITED

NOTES TO THE ACCOUNTS (CONTINUED)

6. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

1996

Loans	5,006
Amounts owed to Group Company	1,200
Trade Creditors	5,340
Social Security and Other Taxes	9,272
Corporation Tax	11,051
Accruals	1,800
	<hr/>
	£ 33,669
	<hr/>

7. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS FUNDS  
FOR THE PERIOD ENDED 30 APRIL 1996

1996

Profit for the Financial Period	43,552
	<hr/>
	43,552
New Share Capital Subscribed	100
	<hr/>
Net Addition to Shareholders' Funds	43,652
	<hr/>
Closing Shareholders' Funds	£ 43,652
	<hr/>

8. CALLED UP SHARE CAPITAL

1996

Authorised:	
10000 Ordinary Shares of £1 each	£ 10,000
	<hr/>
Allotted, Issued and Fully Paid:	
100 Ordinary Shares of £1 each	£ 100
	<hr/>

On Incorporation of the Company 100 Ordinary £1 Shares were issued at par.

9. RESERVES

Profit and Loss  
Account

Profit for the Period	43,552
	<hr/>
At 30 April 1996	£ 43,552
	<hr/>

QUALITY SYSTEMS INTERNATIONAL (UK) LIMITED

NOTES TO THE ACCOUNTS (CONTINUED)

10. OPERATING LEASE COMMITMENTS

At 30 April 1996 the company had annual commitments under non-cancellable operating leases as follows:

1996

Land and Buildings:

Expiring within 2 and 5 years inclusive £ 9,804

11. ULTIMATE PARENT COMPANY

The Company is a wholly owned Subsidiary undertaking of Quality Systems International Corporation incorporated in Nevis, West Indies.