


3424866

ROGEN INTERNATIONAL (UK) LIMITED

Report and Accounts

30 June 2000

 ERNST & YOUNG



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COMPANIES HOUSE

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27/04/01

Rogen International (UK) Limited

Registered No. 3424866

DIRECTORS

J D Erickson (resigned 28 April 2000)
J D N Flett
M A Flett (resigned 28 April 2000)
D W Kennedy (appointed 28 April 2000)
J R Robertson (appointed 6 June 2000)

SECRETARIES

M A Flett
J R Robertson (appointed 6 June 2000)

AUDITORS

Ernst & Young
Rolls House
7 Rolls Buildings
Fetter Lane
London EC4A 1NH

BANKERS

Barclays Bank PLC
Knightbridge Business Centre
PO Box No. 32014
London NW1 2ZG

SOLICITORS

Radcliffes
5 Great College Street
Westminster
London SW1P 3SJ

REGISTERED OFFICE

25 New Street Square
London EC4A 3LN

Rogen International (UK) Limited

DIRECTORS' REPORT

The directors present their report and accounts for the year ended 30 June 2000.

RESULTS AND DIVIDENDS

No dividend is payable. The retained loss for the year of £106,244 (1999 - loss £12,709) has been subtracted from reserves brought forward.

PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

The company's principal activity during the year continued to be providing business training and communication skills consultancy.

FUTURE DEVELOPMENTS

The directors believe that the company is well placed to continue to expand its activities in the future.

DIRECTORS AND THEIR INTERESTS

The directors had no interests in the share capital of the company at the start or end of the financial year.

The interests of the directors in fellow group undertakings were as follows:

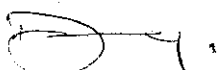
		<i>Number</i> <i>30 June</i> <i>2000</i>	<i>Number</i> <i>30 June</i> <i>1999</i>
	<i>Type</i>		
<i>JDN Flett</i>			
Rogen Worldwide Investment Unit Trust	Units	730	667
Rogen Worldwide Services Unit Trust	Units	730	667
Rogen Worldwide Pty Limited	Ordinary shares	730	730
<i>DW Kennedy</i>			
Rogen International (Melbourne) Pty Limited	'A' shares \$1	27,000	27,000
Rogen International (Melbourne) Pty Limited	'A' share options	13,500	13,500
<i>JR Robertson</i>			
Rogen Worldwide Investment Unit Trust	Units	153	-
Rogen Worldwide Services Unit Trust	Units	153	-
Rogen Worldwide Pty Limited	Ordinary shares	153	-

AUDITORS

Horwath Clark Whitehill resigned and Ernst & Young were appointed by the directors as auditors during the year.

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

By order of the board


~~Secretary~~ Director

27 APR 2001

Rogen International (UK) Limited

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS

Company law requires the directors to prepare accounts 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 accounts, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent; and
- prepare the accounts 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 accounts 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.

REPORT OF THE AUDITORS
to the shareholders of Rogen International (UK) Limited

We have audited the accounts on pages 5 to 13, which have been prepared under the historical cost convention and on the basis of the accounting policies set out on page 7.

Respective responsibilities of directors and auditors

As described on page 3 the company's directors are responsible for the preparation of the accounts in accordance with applicable United Kingdom law and accounting standards. It is our responsibility to form an independent opinion, based on our audit, on those accounts and to report our opinion to you. 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 judgements made by the directors in the preparation of the accounts, 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 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 as at 30 June 2000 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Ernst + Young

Ernst & Young
Registered Auditor
London

27 APR 2001

Rogen International (UK) Limited

PROFIT AND LOSS ACCOUNT for the year ended 30 June 2000

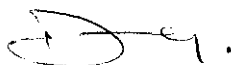
	Notes	2000 £	1999 £
TURNOVER	2	1,008,211	633,526
Cost of sales		827,141	472,228
Gross profit		181,070	161,298
Administrative expenses		(333,354)	(253,399)
Other operating income		55,979	78,500
OPERATING LOSS		(96,305)	(13,601)
Interest receivable	4	1,777	943
Interest payable and similar charges	7	(1,213)	(51)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(95,741)	(12,709)
Taxation	8	(10,503)	-
LOSS FOR THE FINANCIAL YEAR	17	(106,244)	(12,709)

Turnover and operating result for the year and prior year arise from continuing activities. There were no recognised gains and losses in the year or prior year other than the loss for the year.

Rogen International (UK) Limited

BALANCE SHEET at 30 June 2000

	Notes	2000 £	1999 £
FIXED ASSETS			
Tangible assets	9	93,258	17,782
CURRENT ASSETS			
Work in progress		38,822	-
Debtors	10	297,368	161,233
Cash at bank and in hand		121,426	78,152
		457,616	239,385
CREDITORS: amounts falling due within one year	11	739,159	257,589
NET CURRENT LIABILITIES		(281,543)	(18,204)
TOTAL ASSETS LESS CURRENT LIABILITIES		(188,285)	(422)
CREDITORS: amounts falling due after more than one year	12	28,702	110,321
NET LIABILITIES		(216,987)	(110,743)
CAPITAL AND RESERVES			
Called up share capital	15	1,250	1,250
Profit and loss account	16	(218,237)	(111,993)
SHAREHOLDERS' FUNDS - EQUITY	17	(216,987)	(110,743)



Director

27 APR 2001

NOTES TO THE ACCOUNTS

at 30 June 2000

1. ACCOUNTING POLICIES

Fundamental accounting concept

The accounts have been prepared on a going concern basis on the grounds that the group companies will continue to support the company financially. The group companies have provided assurance that this is their intention.

Accounting convention

The accounts are prepared under the historical cost convention.

Cash flow

The company is exempt from the requirement to prepare a cash flow statement as permitted by FRS1, on the grounds that it is a small company.

Depreciation

Depreciation is provided on all tangible fixed assets in use, at rates calculated to write off the cost or valuation less estimated residual value, of each asset over its expected useful life using the reducing balance basis as follows:

Leasehold improvements	-	5 years
Software	-	3 years
Fixtures, fittings and office equipment	-	5 years
Office equipment	-	4 years
Leased assets	-	shorter of the lease term and useful life

The carrying values of tangible fixed assets are reviewed for impairment in periods if events or changes in circumstances indicate the carrying value may not be recoverable.

Work in progress

Work in progress is stated at the lower of cost and net realisable value.

Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date.

Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. All exchange differences are dealt with through the profit and loss account.

Leasing and hire purchase commitments

Payments under operating leases are charged to the profit and loss account as incurred.

Assets held under finance leases and hire purchase contracts are capitalised in the balance sheet, and are depreciated over their estimated useful economic lives.

Finance charges and interest in connection with finance leases and hire purchase contracts are charged to the profit and loss account and represent a constant proportion of the capital repayments outstanding.

Other operating income

This represents marketing representation fee.

Rogen International (UK) Limited

NOTES TO THE ACCOUNTS

at 30 June 2000

2. TURNOVER

Turnover is the total amount receivable by the company for goods supplied and services provided, excluding value added tax.

The turnover and pre tax result is entirely attributable to the company's principal activity and arises in the UK.

3. OPERATING LOSS

This is stated after charging:

	2000 £	1999 £
Auditors' remuneration	4,759	3,500
Directors' remuneration	164,901	156,658
Depreciation - owned fixed assets	23,071	6,259
- leased fixed assets	4,028	-
Operating leases - land and buildings	44,874	41,300

4. OTHER INCOME

	2000 £	1999 £
Bank interest receivable	1,777	943

5. DIRECTORS' EMOLUMENTS

	2000 £	1999 £
Emoluments	147,045	156,658
Other benefits	17,856	-

6. STAFF COSTS

	2000 £	1999 £
Wages and salaries	550,109	333,213
Social security costs	45,227	18,936
Other pension costs and benefits	31,840	37,430
	627,176	389,579

Staff costs are restated to include wages and salaries paid to directors and consultants for the year ended 30 June 1999. Other pension costs and benefits are restated to exclude recruitment costs for the year ended 30 June 1999.

The average weekly number of employees during the year was as follows:

	2000 No.	1999 No.
Directors	3	3
Consultants	6	4
Administration	3	2
	12	9

Rogen International (UK) Limited

NOTES TO THE ACCOUNTS at 30 June 2000

7. INTEREST PAYABLE

	2000	1999
	£	£
Loans repayable by instalments	486	-
Finance lease	711	-
Other interest	16	51
	<u>1,213</u>	<u>51</u>

8. TAXATION

	2000	1999
	£	£
Based on the profit for the year:		
UK corporation tax	8,590	-
Under-provision in respect of prior years	1,913	-
	<u>10,503</u>	<u>-</u>

9. TANGIBLE FIXED ASSETS

	<i>Leasehold improvements</i>	<i>Software</i>	<i>Office equipment</i>	<i>Fixtures and furniture</i>	<i>Total</i>
	£	£	£	£	£
Cost:					
At 1 July 1999	-	6,014	21,400	2,266	29,680
Additions	42,606	1,025	36,964	21,980	102,575
At 30 June 2000	<u>42,606</u>	<u>7,039</u>	<u>58,364</u>	<u>24,246</u>	<u>132,255</u>
Depreciation:					
At 1 July 1999	-	3,266	7,842	790	11,898
Provided during the year	8,521	1,257	12,630	4,691	27,099
At 30 June 2000	<u>8,521</u>	<u>4,523</u>	<u>20,472</u>	<u>5,481</u>	<u>38,997</u>
Net book amount:					
At 30 June 2000	<u>34,085</u>	<u>2,516</u>	<u>37,892</u>	<u>18,765</u>	<u>93,258</u>
At 1 July 1999	<u>-</u>	<u>2,748</u>	<u>13,558</u>	<u>1,476</u>	<u>17,782</u>

The net book values of fixtures and fittings held under finance lease were £16,112 (1999 - £nil).

Rogen International (UK) Limited

NOTES TO THE ACCOUNTS at 30 June 2000

10. DEBTORS

	2000	1999
	£	£
Trade debtors	173,499	107,330
Prepayments and accrued income	39,876	1,745
Other debtors	43,340	6,750
Director's current account	-	19,132
Amounts due from group undertakings	40,653	26,276
	<u>297,368</u>	<u>161,233</u>

The director's current account related to J D Erickson and the amount owed at 30 June 1999 to the company was also the maximum amount outstanding in the current year.

11. CREDITORS: amounts falling due within one year

	2000	1999
	£	£
Loan due to finance company	9,600	-
Trade creditors	14,197	1,067
Amount due to group undertakings	341,125	44,348
Amounts owed to related undertaking (note 21)	270,683	161,265
Corporation tax	8,590	-
Other taxes and social security costs	76,337	43,749
Lease creditors	5,667	-
Other creditors	8,666	-
Accruals and deferred income	4,294	7,160
	<u>739,159</u>	<u>257,589</u>

Amounts due to group undertakings are interest free and repayable when the company's financial circumstances permit.

12. CREDITORS: amounts falling due after more than one year

	2000	1999
	£	£
Loan due to finance company	18,498	-
Lease creditors	10,204	-
Amounts due to group undertakings	-	110,321
	<u>28,702</u>	<u>110,321</u>

Rogen International (UK) Limited

NOTES TO THE ACCOUNTS

at 30 June 2000

13. OBLIGATIONS UNDER FINANCE LEASE

The maturity of these amounts is as follows:

	2000 £	1999 £
Amounts payable:		
Within one year	6,947	-
In two to five years	10,999	-
	<u>17,946</u>	<u>-</u>
Less: finance charges allocated to future periods	(2,075)	-
	<u>15,871</u>	<u>-</u>
Finance lease was analysed as follows:		
Current obligations (Note 11)	5,667	-
Non-current obligations (Note 12)	10,204	-
	<u>15,871</u>	<u>-</u>

14. PROVISIONS

The movements in annual leave provisions during the current and previous years are as follows:

	2000 £	1999 £
At 1 July	-	-
Arising during the year	8,666	-
At 30 June	<u>8,666</u>	<u>-</u>

15. SHARE CAPITAL

	2000 £	1999 £
<i>Authorised:</i>		
10,000 ordinary shares of £1 each	10,000	10,000
One 'B' ordinary share of £250	250	250
	<u>10,250</u>	<u>10,250</u>
<i>Allotted, called up and fully paid:</i>		
1,000 ordinary shares of £1 each	1,000	1,000
One 'B' ordinary shares of £250	250	250
	<u>1,250</u>	<u>1,250</u>

'B' ordinary shares shall confer on the holder the right to a vote to be not more than 20% of the total voting power of the company in general meeting regardless of the number of shares issued by the company.

Rogen International (UK) Limited

NOTES TO THE ACCOUNTS

at 30 June 2000

16. RESERVES

	2000	1999
	£	£
At beginning of the year	(111,993)	(99,284)
Loss for the financial year	(106,244)	(12,709)
At end of year	<u>(218,237)</u>	<u>(111,993)</u>

17. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	2000	1999
	£	£
Retained loss for the financial year	(106,244)	(12,709)
Opening shareholders' funds	(110,743)	(98,034)
Closing shareholders' funds	<u>(216,987)</u>	<u>(110,743)</u>

18. CAPITAL COMMITMENTS

The company had no capital commitments at 30 June 2000 (1999 - £nil).

19. OTHER FINANCIAL COMMITMENTS

The company is committed to make the following rental payments during the next twelve months:

	2000	1999
	£	£
Operating leases which expire: in two to five years	<u>69,378</u>	<u>-</u>

20. ULTIMATE PARENT UNDERTAKING

The directors consider the ultimate parent undertaking to be Rogen Worldwide Investment Unit Trust, a company incorporated in Australia, and the controlling party to be Rogen Worldwide Pty Limited, a company incorporated in Australia and trustee of the ultimate parent undertaking.

The parent undertaking of the group of undertakings for which group accounts are drawn up and of which the company is a member is Rogen Worldwide Investment Unit Trust in Australia. Copies of the accounts are not available.

Rogen International (UK) Limited

NOTES TO THE ACCOUNTS at 30 June 2000

21. RELATED PARTY TRANSACTIONS

The company undertook the following transactions with related undertakings. Rogen International Limited is a related undertaking as it controls 20% of the voting rights of the company. Other related undertakings form part of the same group as the company.

<i>Year ended 30 June 2000</i>	<i>Transactions in the year</i>	<i>Aggregate amount of transactions receivable/(payable)</i>	<i>Balance (to)/from the company at the year end</i>
Rogen Worldwide Services Unit Trust	Representation fee	55,979	-
Rogen Worldwide Services Unit Trust	Consultancy charges	14,376	40,653
Rogen Worldwide Services Unit Trust	Consultancy charges	(30,043)	(74,391)
Rogen Worldwide Services Unit Trust	Management fee	(190,004)	(236,489)
Rogen Inc	Administrative charges	(2,651)	(30,245)
Rogen International Limited	Royalties payable	(151,227)	(270,683)
Rogen Worldwide Services Unit Trust	Administrative charges	(5,093)	-
		<u>(308,663)</u>	<u>(571,155)</u>

<i>Year ended 30 June 1999</i>	<i>Transactions in the year</i>	<i>Aggregate amount of transactions receivable/(payable)</i>	<i>Balance (to)/from the company at the year end</i>
Rogen Worldwide Services Unit Trust	Representation fee	78,500	-
Rogen Worldwide Services Unit Trust	Management fee	(34,043)	(76,843)
Rogen Worldwide Services Unit Trust	Consultancy charges	(31,886)	(44,348)
Rogen Worldwide Services Unit Trust	Consultancy charges	18,155	26,276
Rogen Inc	Administrative charges	(2,404)	(4,374)
Rogen International Limited	Royalties payable	(93,326)	(119,456)
Rogen Australia	Short term loan	-	(8,532)
Rogen Canada	Short term loan	-	(20,572)
		<u>(65,004)</u>	<u>(247,849)</u>

22. TRANSACTIONS WITH DIRECTORS AND OFFICERS

At 30 June 1999, £19,132 was receivable from J. D. Erickson. This was repaid in full during the year.