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FIRST LEADER (UK) LIMITED

ACCOUNTS FOR THE YEAR ENDED 31ST DECEMBER 1996

TOGETHER WITH DIRECTORS' AND AUDITOR'S REPORT

RAMSDENS
Chartered Accountants
Birstall House
6 Bourbon Street
Aylesbury
Bucks



FIRST LEADER (UK) LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31ST DECEMBER 1996

The directors present their annual report on the company, together with the accounts and auditors' report, for the year ended 31st December 1996.

DIRECTORS' RESPONSIBILITIES

Company law requires us as 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 year. In preparing those financial statements we 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;
- Prepare the financial statements on a going concern basis unless it is inappropriate to presume that the company will continue in business.

We are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and enables me to ensure that the financial statements comply with the Companies Act 1985. We 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 ACTIVITY

The company's principal activity was the provision of agency services.

BUSINESS REVIEW, RESULTS AND DIVIDENDS

The results for the year were as follows:-

	<u>1996</u>	<u>1995</u>
Turnover - Continuing Operations	£757,366	£803,421
Profit on Ordinary Activities before Taxation	£ 68,851	£ 73,038
Profit on Ordinary Activities after Taxation	£ 41,278	£ 40,028

The directors who served during the year were:-

	<u>Ordinary Shares</u> <u>of £1 each</u>	
Doctor N Levy (Israeli)	-	-
R Cohen (Israeli)	-	-
A L Terzakian (Australian)	-	-
S Aspiotis (Greek)	-	-

No dividend is proposed for the year.

AUDITORS

The directors will place a resolution before the Annual General Meeting to re-appoint Ramsdens as auditors for the ensuing year.

By Order of the Board

Daniel Smith

Secretary

AUDITOR'S REPORT TO THE MEMBERS

OF

FIRST LEADER (UK) LIMITED

We have audited the financial statements on pages 3 to 8, which have been prepared under the historical cost convention and the accounting policies set out on page 5.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

As described on page 1, 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 irregularities 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 as at 31st December 1996 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Birstall House
6 Bourbon Street
Aylesbury
Bucks

2nd October 1997



RAMSDENS
Chartered Accountants
and Registered Auditors

FIRST LEADER (UK) LIMITED

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31ST DECEMBER 1996

	<u>Notes</u>	<u>1996</u>	<u>1995</u>
TURNOVER - Continuing Operations		757,366	803,421
Less: Cost of Sales - Continuing Operations		123,620	87,377
		<u>633,746</u>	<u>716,044</u>
Net Operating Expenses - Continuing Operations		561,245	637,780
OPERATING PROFIT - Continuing Operations	2	72,501	78,264
Interest Payable	3	3,650	5,226
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		<u>68,851</u>	<u>73,038</u>
Tax Charge on Profit on Ordinary Activities	6	27,573	33,010
PROFIT FOR THE FINANCIAL YEAR		<u>41,278</u>	<u>40,028</u>
RETAINED PROFIT, Beginning of Year		278,625	238,597
RETAINED PROFIT, End of Year		<u>£319,903</u>	<u>£278,625</u>

The company has no recognised gains and losses other than those included in the profits above, and therefore no separate statement of total recognised gains and losses has been presented.

There is no difference between the profit on ordinary activities before taxation and the retained profit for the year stated above and their historical cost equivalent.

The accompanying notes form an integral part of this Profit and Loss Account.

FIRST LEADER (UK) LIMITED

BALANCE SHEET AS AT 31ST DECEMBER 1996

	<u>Notes</u>	<u>1996</u>	<u>1995</u>
<u>FIXED ASSETS</u>			
Tangible Assets	7	55,169	65,224
<u>CURRENT ASSETS</u>			
Debtors	8	359,792	302,759
Cash at Bank and On Hand		6,565	6,279
		366,357	309,038
<u>CREDITORS:-</u>			
Amounts falling due within one year	9	89,831	90,746
<u>NET CURRENT ASSETS</u>			
		276,526	218,292
<u>TOTAL ASSETS LESS CURRENT LIABILITIES</u>			
		331,695	283,516
<u>CREDITORS:-</u>			
Amounts falling due after more than one year	10	11,692	4,791
<u>NET ASSETS</u>			
		£320,003	£278,725
<u>SHAREHOLDERS' FUNDS</u>			
Called Up Share Capital	11	100	100
Reserves		319,903	278,625
	12	£320,003	£278,725

The accounts were approved by the Board of Directors on 2nd October 1997.

.....))
.....))
.....)) Directors
.....))
.....))

The annexed notes form part of these accounts.

FIRST LEADER (UK) LIMITED

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31ST DECEMBER 1996

1. ACCOUNTING POLICIES

The principal accounting policies are:-

a) Basis of Accounting

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

b) Tangible Fixed Assets

Tangible fixed assets are shown at cost less accumulated 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 estimated useful life as follows:-

Motor Vehicles	25%
Fixtures and Fittings	25%

c) Debtors

Debtors are stated net of any provision for bad and doubtful debts.

d) Taxation

Corporation tax is payable on taxable profits at the current rate.

e) Turnover

Turnover comprises the value of sales (excluding VAT and trade discounts) of services in the normal course of business.

f) Leased Assets

Where assets are financed by leasing agreements that give rights approximating to ownership (finance leases), the assets are treated as if they had been purchased outright. The amount capitalised is the present value of the minimum lease payments payable during the lease term. The corresponding leasing commitments are shown as obligations to the lessor.

Depreciation on the relevant assets is charged to the Profit and Loss Account.

Lease payments are treated as consisting of capital and interest elements, and the interest is charged to the profit and loss account using the rule of 78 method.

All other leases are 'operating' leases, and the annual rentals are charged to the profit and loss account of a straight-line basis over the lease term.

g) Cash Flow Statement

Exemption under FRS1 applies on the grounds that the company qualifies as a small company.

FIRST LEADER (UK) LIMITED

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31ST DECEMBER 1996

Continued

	<u>1996</u>	<u>1995</u>
	£	£
2. <u>OPERATED PROFIT</u>		
Total Directors' Emoluments	86,473	82,705
Auditors Remuneration and Expenses	8,000	7,500
Depreciation of Assets	35,521	40,216
Loss on Sale of Tangible Fixed Assets	-	-
	<u> </u>	<u> </u>
and after crediting:-		
Profit on Sale of Tangible Fixed Assets	<u>4,400</u>	<u> </u>
3. <u>INTEREST PAYABLE AND SIMILAR CHARGES</u>	<u>1996</u>	<u>1995</u>
Interest Payable - Bank Loans and Overdrafts and other Loans repayable within five years:-		
- all other loans	1,127	1,303
Finance charges payable - finance leases and Hire Purchase Contracts	<u>2,523</u>	<u>3,923</u>
	<u>£ 3,650</u>	<u>£ 5,226</u>

4. STAFF COSTS

The average number of persons employed by the company, including directors, during the year was as follows:-

	<u>1996</u>	<u>1995</u>
Management and Administration	<u>10</u>	<u>10</u>

The aggregate payroll costs of these persons were as follows:-

	<u>1996</u>	<u>1995</u>
Wages and Salaries	294,805	331,733
Social Security	32,567	37,521
Other Pension Costs	-	-
	<u>£327,372</u>	<u>£369,254</u>

5. DIRECTORS' REMUNERATION
(excluding pension contributions)

	<u>1996</u>	<u>1995</u>
	<u>£ 76,860</u>	<u>£ 73,200</u>
The remuneration of the chairman was	<u>£ 43,360</u>	<u>£ 43,200</u>

The remuneration of the directors, including the above, was within the following ranges:-

	<u>1996</u>	<u>1995</u>
£ 0 - £ 5,000	2	2
£25,001 - £35,000	-	1
£35,001 - £55,000	2	1

FIRST LEADER (UK) LIMITED

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31ST DECEMBER 1996

Continued

6. <u>TAXATION ON PROFIT ON ORDINARY ACTIVITIES</u>		<u>1996</u>	<u>1995</u>
Corporation Tax based on profits for the year at 33%		£ 27,573	£ 33,010
		<hr/>	<hr/>
7. <u>TANGIBLE FIXED ASSETS</u>			
The following are included in the net book value of tangible fixed assets:-			
	<u>TOTAL</u>	<u>Motor Vehicles</u>	<u>Fixtures & Fittings</u>
<u>COST</u>			
Balance as at 1.1.95	209,250	169,580	39,670
Additions in Year	40,816	38,730	2,086
Disposals in Year	(30,700)	(30,700)	-
	<hr/>	<hr/>	<hr/>
Balance as at 31.12.96	£219,366	177,610	41,756
	<hr/>	<hr/>	<hr/>
<u>DEPRECIATION</u>			
Depreciation as at 1.1.95	144,026	123,480	20,546
Charge for Year	35,521	25,057	10,464
Depreciation on Disposals	(15,350)	(15,350)	-
	<hr/>	<hr/>	<hr/>
Balance as at 31.12.96	£164,197	133,187	31,010
	<hr/>	<hr/>	<hr/>
<u>NET BOOK VALUE</u>			
31st December 1996	£ 55,169	44,423	10,746
	<hr/>	<hr/>	<hr/>
31st December 1995	£ 65,224	46,100	19,124
	<hr/>	<hr/>	<hr/>
		<u>1996</u>	<u>1995</u>
8. <u>DEBTORS</u> - All receivable within one year			
Trade Debtors		218,933	165,328
Other Debtors		7,031	7,146
Prepayments and Accrued Income		13,410	9,867
Holding Company		120,418	120,418
		<hr/>	<hr/>
		£359,792	£302,759
		<hr/>	<hr/>
		<u>1996</u>	<u>1995</u>
9. <u>CREDITORS</u> - Amounts falling due within one year			
Trade Creditors		-	-
Social Security and Other Taxes		20,940	10,391
Other Creditors		30,427	29,778
Obligations under Finance Leases and Hire Purchase Contracts		10,891	17,567
Bank Overdrafts and Loans		-	-
Current Taxation		27,573	33,010
		<hr/>	<hr/>
		£ 89,831	£ 90,746
		<hr/>	<hr/>

FIRST LEADER (UK) LIMITED

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31ST DECEMBER 1996

Continued

10. CREDITORS - Amounts falling due after more than one year
(If any of the following fall due after more than five years a further analysis is required giving the amounts falling due after that time)

	<u>1996</u>	<u>1995</u>
Trade Creditors	-	-
Other Creditors	-	-
Obligations under finance leases and Hire Purchase Contracts	11,692	4,791
Bank Loans	-	-
	<u>£ 11,692</u>	<u>£ 4,791</u>

11. SHARE CAPITAL

The authorised, allotted and fully paid share capital of the company consisted of 100 shares of £1 each amounting to £100.

	<u>1996</u>	<u>1995</u>
100 Ordinary Shares of £1 each - Authorised	<u>£ 100</u>	<u>£ 100</u>
100 Ordinary Shares of £1 each - Issued and Fully Paid	<u>£ 100</u>	<u>£ 100</u>

	<u>1996</u>	<u>1995</u>
12. <u>RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS FUNDS</u>		
Profit for the Year	41,278	40,028
Opening Shareholders Funds	278,725	238,697
	<u>£320,003</u>	<u>£278,725</u>

13. ULTIMATE HOLDING COMPANY

The company is a subsidiary of First Leader SA, a company incorporated in Panama.

14. RELATED PARTY TRANSACTIONS

The company is a wholly owned subsidiary of First Leader SA. The holding company owes First Leader (UK) Limited £120,418. There was no movement during the year.