PATHWAY GROUP LIMITED

MEETING OF THE BOARD OF DIRECTORS

TO BE HELD ON FRIDAY 15TH MARCH 1996

AT

ICL HOUSE, 1 HIGH STREET, PUTNEY, LONDON, SW15 1SW
AT 12.30pm - 2.00pm

AGENDA

POH - 481D

- Minutes of Meeting 21 February 1996 (Attached)
- 2 Matters Arising

3.	Managing Director's Report (Attached)		JH	Bennett
4.	Financial Director's Report	Oral:	A E	Oppenheim
5.	ITT Update	Oral:	ј н	Bennett
6.	Sales Update	Oral:	JA	Jones
7,	Technical Audit	Oral:	ТP	Austin
8.	Programme Plan	Oral:	т Р	Austin

- 9. Any Other Business
- 10. Date of Next Meeting: To agree dates for the next meetings in 1996.

Note: The Board Meeting will be followed by a meeting of representatives of ICL, De La Rue and Girobank from 2.00pm - 4.30pm. This meeting will cover the Business Case and the Tender (both items led by Mr Oppenheim).

PATHWAY GROUP LIMITED

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS

HELD AT

ICL FELTHAM, MIDDLESEX

ON

WEDNESDAY 21ST FEBRUARY 1996

Present:

Sir Michael Butler (In the Chair from Item 14)

Mr R Banks

Mr J H Bennett

Mr A Oppenheim

Mr T K Todd

(In the Chair until Item 13)

Mr J White

In attendance: Mr R F Scott

(Secretary)

Apologies for absence received from Mr T Reynolds

96/9 MINUTES OF PREVIOUS MEETING

The Minutes of the meeting held on 17 January 1996 were approved for signature as a correct record.

This was after a minor change: "POCL/BA" in the first line of the second paragraph of Minute 96/4 should be changed to "ORACLE".

96/10 MATTERS ARISING

Mr Todd referred to his meeting with Mr Dykes of the Post Office, which was principally about ICL matters but in which Mr Dykes expressed concern over the financial structure and the reliance on Escher. Mr Todd had referred to discussions concerning an

European Development Centre in the UK/Europe and this had reassured Mr Dykes. Similarly, Mr Banks had met Mr Dykes who had referred to the Post Office's concerns about timescales and the Pathway financial structure - which was seen as an 'A' risk.

96/11 MANAGING DIRECTOR'S REPORT

The report was noted. Mr Bennett said it seemed certain the ITT would be issued by 29 February although the preparatory negotiations would be by no means completed. On the competitive side, IBM were generally perceived in the strongest position at present. They had been more forthcoming to POCL/BA on guarantees than the other bidders and had no perceived "supply side" issues such as Escher. Cardlink were suffering poor publicity over NIRS II.

96/12 FINANCIAL DIRECTOR'S REPORT

The report was noted. Mr Oppenheim reported that the contract negotiating teams had made significant progress, although there was a long way to go to finalise many of the schedules which would come out with the ITT. The principal concerns were over guarantees, and the risks including fraud liability.

96/13 PROGRAMME STATUS REVIEW

Mr Todd said he felt that Pathway was proposing the solution that the customers wanted. A way had to be found between the subcontract issues e.g. over Escher and the customer's demands, for example on guarantees and the supplier's acceptance of risk. When sensible relationships were worked out with sub contractors and sensible terms and conditions achieved, it would be necessary to work through the implications of these back to the Pathway structure.

Mr Bennett said that on the programme status Pathway felt there was a mismatch on the view of the achievable timescale (of as much as six months) between Pathway and the customer.

(Sir Michael Butler joined the meeting.)

96/14 RISK REGISTER

It was noted Pathway were perceived as having 2 'A' risks - on guarantees and fraud liability and 8 'Bl' risks. Satisfactory progress would be necessary by the contract negotiating team by the end of the next weekend, on the major risks i.e. prior to the issue of the ITT.

96/15 DATE OF NEXT MEETING

The next meeting would be fixed following Shareholder discussion on the future.

Managing Director's Report

Board Meeting - 15th March, 1996

1. INTRODUCTION

All our attention is currently going on the ITT and our Tender Reply. The ITT document itself is large, getting on for 2,000 pages and shows all the signs of having been put together in a hurry. There are significant changes since we last saw it covering:

- (a) the contracting authorities obligations.
- (b) the status of the service providers solutions with regard to the requirements, and
- (c) new terms for transfer of fraud liability.

The reply date is the 21st March, one day less than three weeks.

2. TENDER RESPONSE

A full review of the ITT has been carried out, checking for new areas of cost or risk. This has triggered off a substantial amount of clarification requests on the programme, together with proposals for them to reinstate more of their own obligations. I have also told Andrew Stott that there are important issues in the ITT which Pathway cannot meet or cannot accept. The lack of an achieveable timetable for delivery is the most significant. He knows that we therefore cannot submit a fully compliant tender but that we do intend to submit a strong variant bid which is consistent with all the offers and proposals we have made to date. This is a high risk strategy since legally they could refuse to consider a variant bid unless there is a baseline compliant bid on the table. We are taking more advice on this and the BA/POCL Programme have taken note of our position. I expect more development on this front before submission date arrives.

3. BUSINESS CASE

The result of all the changes discovered through the ITT scrutiny has allowed us to update the business model and also carry out sensitivity analyses. Three key areas are a better judgement on fraud levels, how to build the performance penalties into the case and a clearer judgement on steady state period for inflation estimates. All this will allow the scorecard and the service point calculations to be established which in turn drive the IRR and return on equity calculations for final sign off.

On an important area for resolution in the business case is the final constructs of the sub-contracts and these are likely to stay on the critical path for reasons listed below.

4. PATHWAY SUB-CONTRACTS

Considerable work is going on to tie all our major sub-contracts down to Heads of Agreement or Provisional Contracts. This is taking an enormous amount of effort. Those worthy of commentary are as follows:

- (a) Oracle quite late on have found the concept of PFI increasingly difficult and impossible to get through their US colleagues. They have therefore shifted their approach from a risk taking attitude to one of a time and materials contract. This is far from what was required.
- (b) Girobank have just declared that they are now unable to take the sub-contract for computer operations which was to manage the PMS and CMS systems on behalf of Pathway. This is a very late decision and has caused considerable effort with CFM to see if a substitute contract can be constructed in time. This work continues are present.
- (c) On Escher the new Teaming Agreement has been drafted and considerable work and time spent in negotiating both with Escher and with An Post. It is in a final form at the moment but has not yet been signed. It would cover the establishment of the EDSC in Feltham and make provision for access to source code.

5. COMPETITION

The feedback from discussions around the edges of the IBM camp suggest that they have also had severe concerns about the ITT and are likely to propose a strong variant bid with a delivery timetable perhaps even more extended than ours. It is not clear whether they will also input a compliant bid to be legally safe. The position with Cardlink is that they are known to have a lot more risks left than either IBM or ourselves but also they have the track record of committing to unachievable timescales and then seeing how to unpick them later. They could on the face of it be the only bidder to offer a fully compliant bid.

6. PARTNERSHIP DISCUSSIONS

A final meeting with Bob People and Paul Rich took place which was more like an interview than a discussion but was an attempt to discover whether there was a cultural fit between Post Office Counters and the service providers. I told them that there was a major gulf between the demands of this as a PFI contract and their wish to work in partnership with the service provider.

7. SUMMARY OF KEY POINTS

- i. Submission of a compliant and/or variant bid.
- ii. Resolution of outstanding sub-contracts.
- iii. Completion of the ICL/Escher/An Post Teaming Agreements.
- iv. Finalisation of shareholder agreements for the restructuring of Pathway.

John Bennett

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TENDER 1 - 13/3/96

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COUNTER TERMINALS	0	19743	34877	38868	38660	38454	38250	38049	37849	37849
CORRESPONDENCE SERVERS	4	12	20	20	20	20	20	20	20	20
COUNTER APPLICATIONS	4	5	6	7	9	9	9	9	9	9
POCL CLIENTS	1	3.	11	31	61.	81	81	81	81	81
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MAILS:	0	0	50	302	318	324	331	337	344	- 2007
INVEST	0	0	0	4	9	10	11	11	12	58
EPOS (= Total)	0	388	1581	2304	2354	2301	2268	2254	2262	15712
									•	
CARDS										
NUMBER OF CARD HOLDERS	0.0	4,3	18:3	22.1	21.9	21.7	21.6	21.4	21.3	
CARD ISSUES	0.0	4.8	17.4	10.7	10.9	12.0	12.8	12.7	12.6	93.8
NUMBER OF TOKENS TOTAL CARDS ISSUED	0.0 0.0	0.0 4.8	0.8 1 8.2	1.8 12.4	2.2 13.1	2.2 14.2	2.2 1 5.0	2.2 14.9	2.2 14.8	13.6 107.3
					10.1		10.0	,>	1410	1,0,12
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HELP DESK CALLS								-		
CMS	0.0	0.4	2.4	3.7	3.7	3.3	2.9	2.8	2.8	22
PMS from POCL counter clerks	0.0	0.4	2.3	2.3	2.1	2.1	2,1	2.1	2.0	16
PMS from BA staff	0.0	0.0	0.3	0.5	0.2	0.2	0.2	0.2	0.2	2
TMS	0,0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0
ROLL-OUT	0.0	0.06	0.05	0.0	0.0	0.0	0.0	0.0	0,0	0
SYSTEM SERVICE	0.0	0.8	1.4	1.4	1.2	1.2	1.2	1.3	1.2	10
SERVICE MANAGEMENT	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0
TOTAL	0.0	1.7	6.6	7.9	7.3	6.8	6.4	6.4	6.3	49.4
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KEY PERCENTAGES	L	in a	nteri	m	- Win	J Th	en les	n sta	lete.	en his end. formal /tyin

25% 26% 27% 29% 30% ACT % of total BA payment 18% 22% 24% 28% 68% 67% BA % of Total business 115% 64% 71% 67% 66% 65% 100% 81% 79% "Day One" % of Total 93% 76%

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SERVICE WORK BREAKDOWN STRUCTURE YEAR 2000 15+ hu blead 5+ata.

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otal charges	76	Total c	harges		92	59	34
ost savings - estimated	58		vings - estin	nated	67		
ost savings - commuted							
	2000	US Centacullit	-	VAP/OSS			2000
"PAS" in a Costs	2000	che a come or we we we willed the strong at A STATE	kar ul	VAI7UŞ3			
Cum Capital cost	8	wermen ie re	.	Cum Capita	al cost		1
Operating cost	19	ITTUN Bellen tu		Operating of	cost		0
Fraud	12	ale est a Charle	elue	Depreciation	n		0
Depreciation	1	Celsoned and Alain	,	Interest			0
Interest	0	TMS	2000	Alloen, fro	m MI	5	<u>0</u>
Total cost	32			Total cost			. 0
		Cum Capital cost	2				
Revenue	47			Revenue			0
		Operating cost	1				
		Depreciation	0				
CMS incl. card purchase	2000	Interest	<u>0</u>				
CMS incl. card purchase		Total cost	2	MIS LC	vez,	·	2000
Cum Capital cost	4		<u>L</u>				
	,			Cum Capit	al cost		3
Operating cost	23						
Depreciation	1	Counter - Day One	2000	Operating	cost		1
Interest	0.			Depreciation	on		0
Total cost	24	Cum Capital cost	136	Interest			0
		1		Less alloci	n, to V	AP/OSS	_
Revenue	.33	Operating cost	-28	Net cost			2
		Depreciation	23				
		Interest	6				
Penalties	-3	Total cost	57	Penalties			
		Revenue	59				
				Control	<u>Sum</u>	<u>Adj's</u>	Totals
		Counter - expanded	2000			_	
			l	Capital	164	-2	162
		Cum Capital cost	11		2.		
			_	Operating		0	
		Operating cost	7	Depn	27	1	29
		Depreciation	2	Interest	7	0	8
*		Interest	1	Cost	119	2	121
		Total cost	10	Revenue	169	-1	168
		Revenue	38	р́рт	50	.2	47
		<u> </u>		PBT	50	-2	47
PATHWAY NON-ATTRI							
	Pathwa	Insur'ce Security Bank'g Tel.exc	PSMC S		•	Total cos	it
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PATHWAY

TENDER 1 - 13/3/96

INVESTMENT COSTS

			INVES	TMENT (COSTS							
PDS M												
·		Class	<u>1996</u>	<u> 1997</u>	1998	1999	2000	<u>2001</u>	<u>2002</u>	2003	2004	
BASE SIS												
Counter equipment		1	0.0	44.9	34.8	9.1	0.0	0.0	0.0	0.0	0.0	
Counter software licences		3	0.0	2.7	1.9	1.5	0.0	1. Ĭ	0.0	0.0	0.0	
Hangaring		1	0.0	2.1	1.7	0.5	0.0	0.0	0.0	0.0	0.0	
Delivery & Installation		1	0.0	0.9	1.0	0.3	0.0	0.0	0.0	0.0	0.0	
Training		3	0.0	10.8	3.5	1.0	0.0	0.0	0.0	0.0	0.0	
Post Office Site Prepn. + LAN's		1	0.0	5.6	5.0	1.4	0.0	0.0	0.0	0.0	0.0	
ISDN connections		3	0.0	2.5	3.7	1.1	0.0	0.0	0.0	0.0	0.0	
Correspondence servers/ISDN adap	otors	2	0.2	0.5	0.4	0.0	0.0	0.0	0.0	0.0	0.0	
Data centre equipment		2	6.7	1.5	0.0	0.0	0.0	0.0	0.0	0.0	0.0	
Central Software development		3	3.0	2.4	0.2	0.2	0.0	0.0	0.0	0.0	0.0	
Helpdesks - hardware		2	0.5	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	
ontingency @	<u>0%</u>	1	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	
Recoveries from subs @	30%	1	0.0	-0.6	0.0	0.0	0.0	0.0	0.0	0.0	0.0	
Sub-total			10.4	73.3	52.2	15.0	0.0	1.2	0.0	0.0	0.0	
UPGRADES FOR OTHER POCL	LIENT	S										
Counter equipment		4	0.0	0.4	4.0	0.0	0.0	0.0	0.0	0.0	0.0	
Counter software licences		5	0.0	0.4	0.7	0.9	0.8	0.0	0.5	0.0	0.0	
Counter application devt.		5	2.0	1.0	0.5	0.5	0.0	0.0	0.0	0.0	0.0	
Contingency @	<u>0%</u>	5	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	
Sub-total			2.0	1.8	5.2	,1.4	0.8	0.0	0.5	0.0	0.0	

TOTAL			12.4	75.1	57.4	16.4	0.9	1:2	0.5	0.0	0.0	
JUNE			117,0	31.3	2.7	0.6	8.1	21.8	7.2	0.0	_	
CUM Taral			12.4	07.6	1440	1/1.1	1/2 1	162.1	1/10			180L
CUM Total			12.4	87.6	144.9	161.3	162.1	163.4	163.9	163.9 (163.9	Wwi .
TUNE			99.4	130.7	133,4	134.0	,142.1,	163.9	171.1	Į71. J	in	٠,١٠
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Memo: financing							5					
Leased			7.4	81.2	137.4	137.4	137.4	137.4	137.4	137.4	137.4	
Owned			5.0	5.0	.5.0	21.4	22.2	23.4	23.9	24.0	24.0	
								7.00				
Memo: sources of supply												
ICL			0.0	36.2	- 23.5	₹ - 6.2	₩ 0.0	0.0	0:0	0.0	0.0	
Girobank				water filler	VIVIT DE							
De La Rue												
Other			10.4	37.1	28:6	8.8	0.0	1.1	0.0	0.0	0.0	

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PATHWAY

TENDER 1 - 13/3/96

OPERATING COST ANALYSIS

		. O	PERATI	NG COS	I ANAL	YSIS					
PDS M		<u> 1995</u>	1996	1997	1998	1999	2000	2001	2002	2003	2004
BASE SIS/BPS		1772	1720	1227	1770	1577	2000	2001	2002	2005	2004
System service - counter SIS	;		0.0	1.7	7.6	11.8	11.9	12.8	13.4	13.8	14.2
System service Help desk			0.0	6.7	10.9	9.8	8.7	9.4	10.1	10.8	11.2
Software Maintenance - cour	nter		0.0	0.1	0.2	0.3	0.3	0.3	0.4	0.4	0.4
PMS/CMS/TMS/MIS FM in	cl. mtce,		0.5	3.7	4.3	4.4	4.5	4.5	4.6	4.7	4.8
ISDN rental charges/ mgt. charg	ge		0.2	2.4	5.2	5.9	5.8	5.7	5.6	5:5	5.4
Comms useage - BPS only			0.0	0.2	1.6	3.0	3.4	3.4	3.3	3.2	3.1
Card, PUN and token productio	п		0.0	1.8	6.7	8.8	9.0	9.9	10.9	11.2	11.5
Card and PUN distribution			0.0	0.4	1.9	2.6	2.8	2.8	2.7	2.8	2.9
POCL Card issue	Excluded		0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
CMS Help desk			0.0	0.9	5.8	9.2	9.7	8.9	7.9	8.2	8.4
PMS Help desk			0.0	20.6	3.8	31.5 4.2	3.6	3.7	3.8	3.9	4.0
MS Help desk			0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Roll-out Help desk			0.0	0.2	0.2	0.0	0.0	0.0	0.0	0.0	0.0
Paper processing			0.0	0.0	0.2	0.0	0.0	0.0	0.0	0.0	0.0
Storage and retrieval			0.0	0.9	ັດສຸ 3,3 ຄ	4.9	5.6	£5.7 ₂	5.9	÷ 6.1	6.3
On-going Training	Excluded		0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Banking services			0:3	0.3	0.3	0.4	0.4	0.4	0.4	0.4	0.5
Public awareness			0.3	4.0	2.2						
Insurance	Assumption		_	1.0	2.0	2.5	2.5	2.5	<u>2.5</u>	2.5	<u>2.5</u>
Security				1.0	1.1	1.2	1.2	1.3	1.4	1.5	1.5
POCL/BA fraud investigation	Assumption.	/	Fine	0.0	0.2	0.6	0.7	0.8	0.8	0.8	0.9
POCL fraud incentive scheme	Assumption.	2 100	me.	0.5	1.0	1.0	1.0	1.0	1.0	1.0	1:0
POCL services - other	Excluded			0.0	0:0	0.0	0.0	0.0	0.0	0.0	0.0
Technical Support			0.4	1.1	0.4	0.5	0.5	0.5	0.6	0.6	0.6
EDSC			0.5	1.3	1.3	1.4	1.5	1.6	1.7	1:8	1.9
Pathway costs incl. Bid costs fr	om 1 March		6.9	5.8	5.6	5.4	5.7	6.0	6.4	6.7	7.1
Contingency/@	0%		0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Sub-total	_	_	9.0	34.5	.65.9	77.9	78.9	81.2	83.3	85.8	88.1
THER POCL CLIENTS											
Counter equipment mtce.			0.0	0.0	0.3	0.6	0.6	0.6	0.6	0.7	0.7
Counter s/w mtce.			0.0	0.0	0.0	0.1	0.1	0.1	0.1	0.2	0.2
Comms useage			0.0	0.3	1.6	3.4	3.6	3.5	3.4	3.3	3.3
Reporting			0.0	0.0	0.1	0.3	0.6	0.8	0.8	0.8	0.8
Marketing/ Research			<u>1.0</u>	<u>1.2</u>	1.4	1.6	<u>1.7</u>	1.7	1.8	<u>1.9</u>	<u>2.0</u>
Contingency @	10%	_	0.1	0.2	0.3	0.6	0.7	0.7	0:7	0.7	0.7
Sub-total			1.1	1.7	3.8	6:5	7.3	7.5	7.5	7.6	7.7
Performance penalties											
Recoveries from subs @	<u>30%</u>	_	0.0	-0.8	-2.6	-2.4	-2.1	-1.8	-1.8	-1.8	-1.8
TOTAL COST			10.1	35.4	67.2	82.0	84.1	86.9	89.1	91.6	94.0
JUNE			25.9	52.1	78.1	88.0	95.3	98.0	100.0	102.1	
	ř.										
Memo: sources of supply						4	a	20.			42.4
ICL			1.3	14.5	24.9	28.5	27.7	29.4	31.0	32.3	33.3
Girobank			0.3	3.8	14.6	19.8	20:5	20.0	19.5	20.1	20.7
De La Rue			0.0	1.8	6.7	8.8	9.0	9.9	10.9	11.2	11.5
Other			8.5	15.4	21.0	24.9	26.9	27.6	27.7	28.1	28.5
17:47				Pa	ge 26						14/03/96

PATHWAY

TENDER 1 - 13/3/96

PDS M

PROFIT AND LOSS

120 111											
	1994	<u>1995</u>	<u>1996</u>	<u>1997</u>	<u>1998</u>	1999	<u>2000</u>	<u>2001</u>	<u>2002</u>	<u>2003</u>	2004
REVENUE								***		7. (0	77.0
Benefits Agency	0.0	0.0	0.0	4.2	43.7	70.6	76.2	74.9	74.9	74.2	73.0
POCL	0.0	0.0	0.0	12.5	58.3	85.3	91.8 	92.0	91.8	92:7	95.0
TOTAL REVENUE	0.0	0.0	0.0	16.7	102.0	155.9	168.0	166.9	166.7	166.9	168.0
JUNE			33.8	79.5	120.2	139.1	150.6	152.7	154.4	155.7	
DIRECT COSTS											
Depreciation of Investment	0.0	0.0	0.7	6.0	15.8	24.2	28.8	31.8	34.0	17.9	2.9
Operating costs	0.0	0.0	1.8	20.5	52.9	69. i	70.5	72.8	74.4	76.4	78.1
Fraud			0.0	0.1	3.4	10.2	12.4	12.8	13.3	13.8	14.3
TOTAL	0.0	0.0.	2.5	26.6	72.1	103.4	111.7	117.5	121.6	108.0	95.3
TOTAL GROSS MARGIN	0.0	0.0	-2.5	-9.9	29.9	52.5	56.2	49.4	45.1	58.9	72.7
SG&A	0.0	0.0	8.3	14.9	14.2	13.0	13.6	14.1	14.7	15.3	15.9
OPERATING PROFIT	0.0	0.0	-10.8	-24.8	15.6	39.6	42.7	35.3	30.4	43.6	56.8
Interest & fees charge/(credit)	0,0	0.0	-0.2	3.9	10.4	11.0	7.6	5.1	2.7	-0.6	-2.5
PROFIT BEFORE TAX	0.0	0.0	-10.6	-28.7	5.2	28.6	35.0	30.2	27.7	44.2	59.3
JUNE			-5.0	-1.6	10.2	19.5	22.8	28.0	37.3	41.7	
Tax charge	0.0	0.0	-3:8	-9.6	1.7	8.7	11:7	10.4	9.9	14.9	20.1
PRÓFIT AFTER TAX	0.0	0.0	-6.8	-19.1	3.5	19.9	23.3	19.8	17.9	29.2	39.2
ference share dividend		0.0	0.0	0.0	0.0	0.0	1.0	14.7	0.0	0.0	0.0
ordinary share dividend		0.0	0.0	0.0	0.0	0.0	19.9	5.1	17.9	29.2	39.1
Retained Earnings for period	0.0	0.0	-6.8	-19.1,	3.5	19.9	2.4 -	0.0	0.0	0.0	0.1
RATIOS:											
Revenue % from BA			75%	25%	43%	45%	45%	45%	45%	44%	43%
Revenue % from Other Clients			25%	75%	57%	55%	55%	55%	55%	56%	57%
Revenue growth %			-	48976%	510%	53%	8%	-1%	0%	0%	1%
Gross Margin, %				-59%	29%	34%	33%	30%	27%	35%	43%
SG&A-% to Revenue				89%	14%	8%	8%	8%	9%	9%	9%
PBT %	_			-171%	5%	18%	21%	18%	17%	26%	35%
Return on Capital Employed, %			-31%	-38%	5%	.26%	42%	86%	139%	221%	294%
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