COMPANY REGISTRATION NUMBER 1169256

OATHALL PLC FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st DECEMBER 2009

McKellens Limited

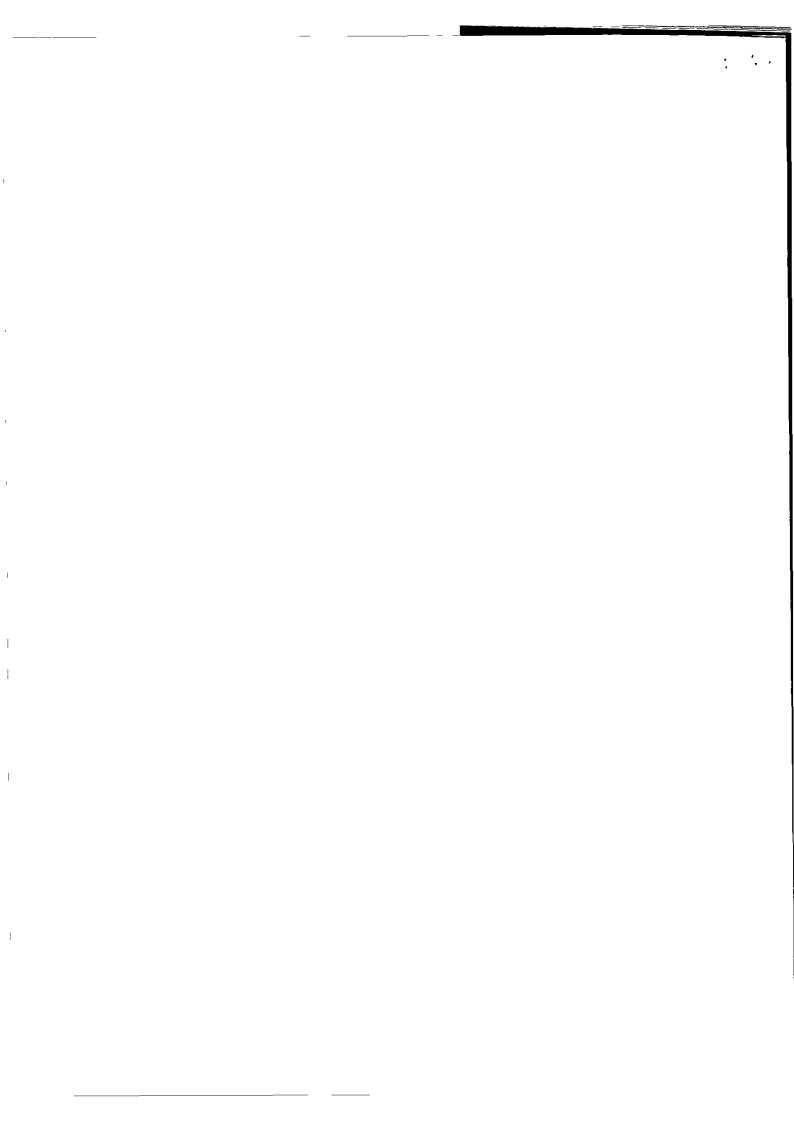
Chartered Accountants
11 Riverview
The Embankment Business Park
Vale Road
Heaton Mersey
Stockport
SK4 3GN





AJRUUKQI A29 10/06/2010 COMPANIES HOUSE

240



FINANCIAL STATEMENTS

YEAR ENDED 31st DECEMBER 2009

CONTENTS	PAGES
Officers and professional advisers	1
The directors' report	2 to 3
Independent auditor's report to the shareholder	4 to 5
Profit and loss account	6
Balance sheet	7
Cash flow statement	8
Notes to the financial statements	9 to 17

OFFICERS AND PROFESSIONAL ADVISERS

The board of directors

A Birchall

E Birchall

Company secretary

Mrs M Birchall

Registered office

c/o McKellens Limited

11 Riverview,

The Embankment Business Park

Vale Road Heaton Mersey Stockport SK4 3GN

Auditor

McKellens Limited

Chartered Accountants

11 Riverview

The Embankment Business Park

Vale Road Heaton Mersey Stockport SK4 3GN

Bankers

Barclays Bank plc P O Box 62 Lyme Building Westmere Drive

Crewe Cheshire

THE DIRECTORS' REPORT

YEAR ENDED 31st DECEMBER 2009

The directors have pleasure in presenting their report and the financial statements of the company for the year ended 31st December 2009

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the company during the year was that of equity investing

We continued to look for consultancy, property investments and equity investment opportunities during 2009, we did not find any that would have justified the time, risk and the reward we would have obtained, so we continue to hold cash for the right opportunity

Due to the very high level of director involvement in all aspects of running the company, the directors do not set individual Key Performance Indicators and therefore such measures are not included in this report

The directors are of the opinion that the company has sufficient capital and reserves to meet all its foreseeable future requirements

RESULTS AND DIVIDENDS

The profit for the year, after taxation, amounted to £149,160 The directors have not recommended a dividend

FINANCIAL INSTRUMENTS

Details of the company's financial risk management objectives and policies are included in note 13 to the accounts

DIRECTORS

The directors who served the company during the year were as follows

A Birchall

E Bırchall

DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they 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 UK 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' REPORT (continued)

YEAR ENDED 31st DECEMBER 2009

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. 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.

In so far as the directors are aware

- there is no relevant audit information of which the company's auditor is unaware, and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information

AUDITOR

McKellens Limited are deemed to be re-appointed under section 487(2) of the Companies Act 2006.

Signed by order of the directors

MRS M BIRCHALL Company Secretary

n Bi-ceall

2nd June 2010

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDER OF OATHALL PLC

YEAR ENDED 31st DECEMBER 2009

We have audited the financial statements of Oathall Plc for the year ended 31st December 2009 on pages 6 to 17 The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's shareholder, as a body, in accordance with Sections 495 and 496 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's shareholder those matters we are required to state to them in an auditor's 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 shareholder as a body, for our audit work, for this report, or for the opinions we have formed

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITOR

As explained more fully in the Directors' Responsibilities Statement set out on pages 2 to 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by directors, and the overall presentation of the financial statements.

OPINION ON FINANCIAL STATEMENTS

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31st December 2009 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

OPINION ON OTHER MATTERS PRESCRIBED BY THE Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDER OF OATHALL PLC (continued)

YEAR ENDED 31st DECEMBER 2009

MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

C R BOOTH (Senior Statutory Auditor)

For and on behalf of McKELLENS LIMITED Chartered Accountants

11 Riverview
The Embankment Business Park
Vale Road
Heaton Mersey
Stockport
SK4 3GN

3rd June 2010

PROFIT AND LOSS ACCOUNT

YEAR ENDED 31st DECEMBER 2009

	Note	2009 £	2008 £
TURNOVER	2	119,056	304,866
Cost of sales		(139,438)	(498,692)
GROSS LOSS		(20,382)	(193,826)
Administrative expenses Other operating income		(41,939) 245,632	(63,562)
OPERATING PROFIT/(LOSS)	3	183,311	(257,388)
Interest receivable and similar income Interest payable and similar charges	6	(1,649) (13,803)	(8,275) (38,184)
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION		167,859	(303,847)
Tax on profit/(loss) on ordinary activities	7	(18,699)	21,145
PROFIT/(LOSS) FOR THE FINANCIAL YEAR		149,160	(282,702)
Balance brought forward		302,965	585,667
Balance carried forward		452,125	302,965

All of the activities of the company are classed as continuing.

The company has no recognised gains or losses other than the results for the year as set out above

BALANCE SHEET

31st DECEMBER 2009

		2009	2008
	Note	£	£
FIXED ASSETS			
Tangible assets	8	_	759
Investments	9	142,076	850,000
		142,076	850,759
CURRENT ASSETS			
Debtors	10	42,683	246,169
Cash at bank		980,708	40,530
		1,023,391	286,699
CREDITORS: Amounts falling due within one year	12	681,342	802,493
NET CURRENT ASSETS/(LIABILITIES)		342,049	(515,794)
TOTAL ASSETS LESS CURRENT LIABILITIES		484,125	334,965
CAPITAL AND RESERVES			
Called-up equity share capital	15	32,000	32,000
Profit and loss account		452,125	302,965
SHAREHOLDER'S FUNDS	16	484,125	334,965

These financial statements were approved by the directors on 2nd June 2010 and are signed on their behalf by

A BIRCHALL

Company Registration Number: 1169256

CASH FLOW STATEMENT

YEAR ENDED 31st DECEMBER 2009

NET CASH OUTFLOW FROM OPERATING ACTIVITIES	Note 17	2009 £ (23,507)	2008 £ (290,758)
RETURNS ON INVESTMENTS AND SERVICING OF FINAN Interest received Interest paid	CE	(1,649) (13,803)	(8,275) (38,184)
NET CASH OUTFLOW FROM RETURNS ON INVESTMENT AND SERVICING OF FINANCE	CS .	(15,452)	(46,459)
TAXATION		25,581	(21,101)
CAPITAL EXPENDITURE AND FINANCIAL INVESTMENT Receipts from sale of fixed assets Disposal of investments Disposal of investment own shares		245,632 707,924	(54,919) - 249,750
NET CASH INFLOW FOR CAPITAL EXPENDITURE AND FINANCIAL INVESTMENT		953,556	194,831
CASH INFLOW/(OUTFLOW) BEFORE USE OF LIQUID RESOURCES		940,178	(163,487)
MANAGEMENT OF LIQUID RESOURCES Cash placed in short term deposits		19,822	163,487
NET CASH INFLOW FROM MANAGEMENT OF LIQUID RESOURCES		19,822	163,487
INCREASE IN CASH	18	960,000	

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31st DECEMBER 2009

1. ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of financial instruments and in accordance with applicable accounting standards

Turnover

The turnover shown in the profit and loss account represents amounts invoiced during the year, exclusive of Value Added Tax

Fixed assets

All fixed assets are initially recorded at cost

Depreciation

Depreciation is calculated so as to write off the cost of an asset over the useful economic life of that asset as follows

Equipment

50% straight line

Deferred taxation

Deferred tax 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 a 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, and 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.

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 future reversal of 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 timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date

Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Investments

All investments are initially recorded at cost, being the fair value of the consideration given and including acquisition costs associated with the investment All purchases and sales of investments are recognised using trade date accounting

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31st DECEMBER 2009

1. ACCOUNTING POLICIES (continued)

Investments are fair valued using quoted market prices, independent appraisals, discounted cash flow analysis or other appropriate valuation models at the balance sheet date.

Trade and other debtors

Trade and other debtors are recognised and carried forward at invoices amounts less provisions for any doubtful debts. Bad debts are written off when identified

Cash and cash equivalents

Cash and cash equivalents are included in the balance sheet at cost. Cash and cash equivalents comprise cash at bank and in hand and short term deposits with an original maturity of three months or less.

Interest-bearing loans and borrowings

All loans and borrowings are recognised initially at cost, which is the fair value of the consideration received, net of issue costs associated with the borrowing

2. TURNOVER

The turnover and profit before tax are attributable to the one principal activity of the company. An analysis of turnover is given below

		2009 £	2008 £
	United Kingdom	119,056	304,866
3.	OPERATING PROFIT/(LOSS) Operating profit/(loss) is stated after charging/(crediting)		
		2009	2008
		£	£
	Depreciation of owned fixed assets	759	1,237
	Loss on disposal of fixed assets	-	54,919
	Profit on disposal of fixed assets	(245,632)	_
	Auditor's remuneration	3,700	3,600
		2009	2008
	1. 64. 6	£	£
	Auditor's remuneration - audit of the financial statements	3,700	3,600

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31st DECEMBER 2009

4.	PARTI	CULARS	OF EMPL	OYEES
----	-------	--------	---------	-------

The average number of staff employed by the company during the financial year amounted to:

		2009 No	2008 No
	Number of management staff	2	2
	The aggregate payroll costs of the above were		
		2009	2008 £
	Wages and salaries	£ 1,500	1,500
	Social security costs		
		1,500	1,500
5.	DIRECTORS' REMUNERATION The directors' aggregate remuneration in respect of qualifying services	were.	
		2009	2008
	Remuneration receivable	£ 1,500	£ 1,500
6.	INTEREST PAYABLE AND SIMILAR CHARGES	2009	2008
	Other similar charges payable	13,803	£ 38,184
7.	TAXATION ON ORDINARY ACTIVITIES (a) Analysis of charge in the year		
		2009 £	2008 £
	Current tax	T.	L.
	In respect of the year		
	UK Corporation tax based on the results for the year at 21% (2008 - 20 75%)	23,297	(21,100)
	Over/under provision in prior year	(4,480)	(21,100)
	Total current tax	18,817	(21,100)
	Deferred tax		
	Origination and reversal of timing differences (note 11) Capital allowances	(118)	(45)
	Tax on profit/(loss) on ordinary activities	18,699	(21,145)

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31st DECEMBER 2009

7. TAXATION ON ORDINARY ACTIVITIES (continued)

(b) Factors affecting current tax charge

The tax assessed on the profit/(loss) on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 21% (2008 - 2075%)

	2009 £	2008 £
Profit/(loss) on ordinary activities before taxation	167,859	(303,847)
Profit/(loss) on ordinary activities by rate of tax	35,250	(63,048)
Corporation tax losses brought forward utilised	(15,904)	47,909
Prior period adjustments	(4,480)	-
Change in rate of tax	•	1,068
Rounding on tax charge	1	(4)
Permanent disallowables	4,510	216
Franked investment income	(678)	(7,443)
Fixed asset timing differences	118	202
Total current tax (note 7(a))	18,817	(21,100)
TANCIDI E EIVED ACCETC		

8. TANGIBLE FIXED ASSETS

TANGIBLE FIXED ASSETS	Equipment £
COST	
At 1st January 2009 and 31st December 2009	2,474
DEPRECIATION	
At 1st January 2009	1,715
Charge for the year	759
At 31st December 2009	<u>2,474</u>
NET BOOK VALUE	
At 31st December 2009	
At 31st December 2008	759

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31st DECEMBER 2009

9. INVESTMENTS

	Total £
COST	-
At 1st January 2009	850,000
Disposals	(707,924)
At 31st December 2009	142,076
NET BOOK VALUE	
At 31st December 2009	142,076
At 31st December 2008	850,000
	

Other investments comprise of the cost of investments in the following

The Portal Restaurant and Bar Limited (30% of the issued share capital), a company incorporated in England and Wales. The latest accounts for this company are for the year ended 30 June 2008 and show retained losses of £301,936 (2007 £283,767) and net assets of £268,632 (2007 £286,801)

Four Capital Partners Limited 5 86% of the equity share capital only (2008 9 74% of the equity share capital and 29 5% of the preference share capital), a company incorporated in England and Wales. This company has an accounting reference date of 30 September and this company's last set of accounts are for the year ended 30 September 2009 Accounts for this year show retained losses of £1,867,986 (2008 £1,557,171) and net liabilities of £1,489,206 (2008 £1,178,391).

10. DEBTORS

	2007	2000
	£	£
Trade debtors	1,416	183,711
Corporation tax repayable	_	21,101
VAT recoverable	1,604	82
Other debtors	39,500	39,500
Prepayments and accrued income	_	1,730
Deferred taxation (note 11)	163	45
	42,683	246,169

2009

2008

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31st DECEMBER 2009

11. DEFERRED TAXATION

The deferred tax included in the Balance sheet is as follows

	2009	2008
	£	£
Included in debtors (note 10)	163	45
The movement in the deferred taxation account during the year was:	_	_
	2009	2008
	£	£
Balance brought forward	45	-
Profit and loss account movement arising during the year	118	45
Balance carried forward	163	45

The balance of the deferred taxation account consists of the tax effect of timing differences in respect of

•	2009		2008	
	Provided £	Unprovided £	Provided £	Unprovided £
Excess of depreciation over taxation allowances	163	-	45	-
Tax losses available		36,787		48,506
	163	36,787	45	48,506

There are potential deferred tax assets of £Nil (2008 £11,533) relating to capital losses carried forward and £36,787 (2008 £36,953) relating to trading losses carried forward. These assets have not been provided for in the accounts as given the current economic climate, the directors are unsure that the assets will be realised in the foreseeable future

12. CREDITORS: Amounts falling due within one year

	2 00 <i>7</i>	2000
	£	£
Trade creditors	149	_
Corporation tax	23,297	_
Dividends payable	200,000	200,000
Other creditors	340,000	500,000
Accruals and deferred income	117,896	102,493
	681,342	802,493

2009

2008

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31st DECEMBER 2009

13. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The company holds or issues financial instruments in order to achieve three main objectives, being

- (a) to finance its operations,
- (b) to manage its exposure to interest and currency risks arising from its operations and from its sources of finance, and
- (c) for trading purposes

In addition, various financial instruments (e.g. trade debtors, trade creditors, accruals and prepayments) arise directly from the company's operations

Transactions in financial instruments result in the company assuming or transferring to another party one or more of the financial risks described below

Credit risk

The company monitors credit risk closely and considers that its current policies of credit checks meets its objectives of managing exposure to credit risk

The company has no significant concentrations of credit risk. Amounts shown in the balance sheet best represent the maximum credit risk exposure in the event other parties fail to perform their obligations under financial instruments.

14. RELATED PARTY TRANSACTIONS

Oathall (UK) Limited

The director Mr A Birchall is also a director of Oathall (UK) Limited During a prior year the company provided a loan to Oathall (UK) Limited of £39,500 and this amount was still outstanding at the balance sheet date

No transactions with related parties were undertaken such as are required to be disclosed under Financial Reporting Standard 8

15. SHARE CAPITAL

Authorised share capital:

32,000 Ordinary shares of £1 each			2009 £ 32,000	2008 £ 32,000
Allotted, called up and fully paid:				
	2009		2008	
	No	£	No	£
32,000 Ordinary shares of £1 each	32,000	32,000	32,000	32,000

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31st DECEMBER 2009

	TEAR ENDED 3150 DECLIN	IDEN 2003		
16.	RECONCILIATION OF MOVEMENTS IN SHARE	HOLDER'S	FUNDS	
			2009	2008
	D 0.17 \ 0.1 0 1		£	£ (282.702)
	Profit/(Loss) for the financial year		149,160 334,965	(282,702) 617,667
	Opening shareholder's funds			
	Closing shareholder's funds		484,125	334,965
17.	RECONCILIATION OF OPERATING PROFIT/(LO	OSS) TO		
	NET CASH OUTFLOW FROM OPERATING ACT	IVITIES		
			2009 £	2008 £
	Operating profit/(loss)		183,311	(257,388)
	Depreciation Depreciation		759	1,237
	(Profit)/Loss on disposal of fixed assets		(245,632)	54,919
	Decrease in debtors		182,503	71,993
	Decrease in creditors		(144,448)	(161,519)
	Net cash outflow from operating activities		(23,507)	(290,758)
18	RECONCILIATION OF NET CASH FLOW TO MO	OVEMENT 1	IN NET EUN	DS
10.	RECONCILIATION OF NET CASH FEOW TO MA	y polymony i	2009	2008
			£	£
	Increase in cash in the period		960,000	-
	Cash used to decrease liquid resources		(19,822)	(163,487)
			940,178	(163,487)
	Change in net funds		940,178	(163,487)
	-		•	
	Net funds at 1 January 2009		40,530	204,017
	Net funds at 31 December 2009		<u>980,708</u>	40,530
19.	ANALYSIS OF CHANGES IN NET FUNDS			
		At		At
		1 Jan 2009		31 Dec 2009
	N	£	£	£
	Net cash Cash in hand and at bank	40,530	940,178	980,708
	Less deposits treated as liquid resources	(40,030)	19,822	(20,208)
		```		960,500
		<u>500</u>	960,000	700,300
	Liquid resources	40.000	(40.000)	40.400
	Deposits included in cash	40,030	<u>(19,822)</u>	20,208
	Net funds	40,530	940,178	980,708

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31st DECEMBER 2009

20. PENSIONS

The company has not operated, or contributed to any pension scheme on behalf of its employees

21. CONTINGENCIES

The directors have confirmed that there were no contingent liabilities which should be disclosed at 31st December 2009

22. CAPITAL COMMITMENTS

The directors have confirmed that there were no capital commitments at 31st December 2009

23. POST BALANCE SHEET EVENTS

Subsequent to the balance sheet date, a further part of the investment in Four Capital Partners Limited was sold at a profit of £474,566 thereby reducing the company's holding in Four Capital Partners Limited to 4 09% of the equity shares capital

24. ULTIMATE PARENT COMPANY

The directors regard Bittium Limited, a company incorporated in the Isle of Man, as the company's immediate and ultimate parent undertaking