

GENESIS VENTURES LIMITED
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2004



02462-B-2004

Registered Office
6th Floor, 94 Wigmore Street
London

GÉNESIS VENTURES LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2004

The directors present their report and financial statements for the year ended 31 December 2004.

Principal activity

The principal activity of the company is that of an investment company.

Review of the business and future developments

The directors consider that the results of the company are satisfactory and that the company is expected to continue at its present levels in the future.

Results and dividends

The results for the year are set out on page 4.

No dividends have been declared or paid during this or the comparative period.

Directors

The following directors have held office since 1 January 2004:

L R Taylor	(Resigned 1 February 2005)
B.P. Cocksedge	(Appointed 1 February 2005)
J A Tabone	(Appointed 2 February 2005)

The directors have no interest in the issued share capital of the company.

Auditors

In accordance with section 385 of the Companies Act 1985, a resolution proposing that Matthew Edwards & Co. be reappointed as auditors of the company will be put to the Annual General Meeting.

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:

- 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, 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 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.

On behalf of the board


J A Tabone (Director)

Date: 17/01/06

MATTHEW EDWARDS & CO
CHARTERED ACCOUNTANTS

5th Floor, 86 Jermyn St, London SW1Y 6AW
Telephone: +44 (0) 207 930 711 Facsimile: +44 (0) 207 930 744
E-mail: audit@matthew-edwards.com

GENESIS VENTURES LIMITED

**INDEPENDENT AUDITORS' REPORT
TO THE SHAREHOLDERS OF GENESIS VENTURES LIMITED**

We have audited the financial statements of Genesis Ventures Limited on pages 4 to 10 for the year ended 31 December 2004. These financial statements have been prepared under the historical cost convention and the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members 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 members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of the directors and auditors

As described in the statement of directors' responsibilities on page 1 the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the directors' report and consider the implications for our report if we become aware of any apparent misstatements within it.

MATTHEW EDWARDS & CO
CHARTERED ACCOUNTANTS

5th Floor, 86 Jermyn St, London SW1Y 6AW
Telephone: +44 (0) 207 930 711 Facsimile: +44 (0) 207 930 744
E-mail: audit@matthew-edwards.com

GENESIS VENTURES LIMITED

INDEPENDENT AUDITORS' REPORT (CONTINUED)
TO THE SHAREHOLDERS OF GENESIS VENTURES LIMITED

Basis of audit opinion

We conducted our audit in accordance with United Kingdom 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.

Going Concern

In forming our opinion, we have considered the adequacy of the disclosures made in note 1 of the financial statements. The financial statements have been prepared on a going concern basis, the validity of which depends upon the continued support of the ultimate beneficial shareholder. The financial statements do not include any adjustments that would result from a change to that basis. Our opinion is not qualified in this respect.

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31 December 2004 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Matthew Edwards & Co.
Chartered Accountants
Registered Auditor



86 Jermyn Street
St. James
London, England

GENESIS VENTURES LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2004**

	Notes	2004 £	2003 £
Administrative expenses		(4,710)	(6,072)
Operating loss	2	(4,710)	(6,072)
Other interest receivable and similar income	3	-	7
Interest payable and similar charges	4	(257)	(556)
Loss on ordinary activities before taxation		(4,967)	(6,621)
Tax on loss on ordinary activities	5	-	-
Loss on ordinary activities after taxation	9	(4,967)	(6,621)
Loss brought forward at 1 January 2004		(24,492)	(17,871)
Loss carried forward at 31 December 2004		(29,459)	(24,492)

The profit and loss account has been prepared on the basis that all operations are continuing operations.

There are no recognised gains and losses other than those passing through the profit and loss account.

GENESIS VENTURES LIMITED

**STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES
FOR THE YEAR ENDED 31 DECEMBER 2004**

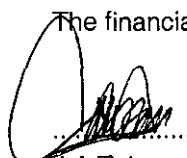
	2004	2003
	£	£
Loss for the financial year	(4,967)	(6,621)
Currency translation differences on foreign currency loans	-	(44,056)
Currency translation differences on foreign currency investments	-	44,056
Total recognised gains and losses relating to the year	<u>(4,967)</u>	<u>(6,621)</u>

GENESIS VENTURES LIMITED

**BALANCE SHEET
AS AT 31 DECEMBER 2004**

	Notes	2004 £	£	2003 £	£
Fixed assets					
Investments	6		862,016		862,016
Current assets					
Cash at bank and in hand		46		45	
		<u>46</u>		<u>45</u>	
Creditors: amounts falling due within one year	7	(591,521)		(586,553)	
Net current liabilities			(591,475)		(586,508)
Total assets less current liabilities			<u>270,541</u>		<u>275,508</u>
Capital and reserves					
Called up share capital	8		300,000		300,000
Profit and loss account	9		(29,459)		(24,492)
Shareholders' funds - equity interests	10		<u>270,541</u>		<u>275,508</u>

The financial statements were approved by the Board on 12/01/05.....


J A Tabone
Director

GENESIS VENTURES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2004

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention, and in accordance with applicable accounting standards.

The financial statements have been prepared on the going concern basis. This is considered appropriate as the ultimate beneficial shareholders will continue to provide financial support to the company for the foreseeable future.

The company has taken advantage of the exemption in Financial Reporting Standard No 1 from the requirement to produce a cash flow statement on the grounds that it is a small company.

1.2 Investments

Fixed asset investments are stated at cost less provision for diminution in value.

1.3 Deferred taxation

Deferred taxation is provided at appropriate rates on all timing differences using the liability method only to the extent that, in the opinion of the directors, there is a reasonable probability that a liability or asset will crystallise in the foreseeable future.

1.4 Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to profit and loss account.

1.5 Group accounts

The financial statements present information about the company as an individual undertaking and not about its group. The company and its subsidiary undertaking comprise a small-sized group. The company has therefore taken advantage of the exemptions provided by Section 248 of the Companies Act 1985 not to prepare group accounts.

2 Operating loss

	2004	2003
	£	£
Operating loss is stated after charging:		
Auditors' remuneration	2,115	2,230

3 Other interest receivable and similar income

	2004	2003
	£	£
Bank interest received	-	7

GENESIS VENTURES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2004**

4	Interest payable and similar charges	2004	2003
		£	£
	Loss on foreign exchange	257	556
		<u>257</u>	<u>556</u>
5	Taxation	2004	2003
		£	£
	Domestic current year tax		
	Corporation tax at 30.00% (2003 - 30.00%)	-	-
	Current tax charge	<u>-</u>	<u>-</u>
	Factors affecting the tax charge for the year		
	Loss on ordinary activities before taxation	<u>(4,967)</u>	<u>(6,621)</u>
	Loss on ordinary activities before taxation multiplied by the standard rate of corporation tax of 30.00% (2003: 30.00%)	<u>(1,490)</u>	<u>(1,986)</u>
	Effects of:		
	Losses not recognised for accounting purposes	<u>1,490</u>	<u>1,986</u>
		<u>1,490</u>	<u>1,986</u>
	Current tax charge	<u>-</u>	<u>-</u>

On the basis of these financial statements no provision has been made for corporation tax.

GENESIS VENTURES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2004**

6 Fixed asset investments

	Shares in subsidiary undertakings £
Cost	
At 1 January 2004 & at 31 December 2004	862,016
At 31 December 2003	862,016

Holdings of 20% or more

The company holds 20% or more of the share capital of the following companies:

Company	Country of registration or incorporation	Class	Shares held %
Subsidiary undertakings			
S.C.I. du Chateau de Berville	France	Ordinary	95

The aggregate amount of capital and reserves and the results of these undertakings for the last relevant financial year were as follows:

	Principal Activity	Capital and reserves	Profit for the year
		£	£
S.C.I. du Chateau de Berville	Property Company	(2,136,591)	(762,802)

7 Creditors: amounts falling due within one year

	2004 £	2003 £
Other creditors	586,363	581,259
Accruals and deferred income	5,158	5,294
	591,521	586,553

8 Share capital

	2004 No.	2003 No.
Authorised		
300,000 ordinary shares of £1 each	300,000	300,000
Allotted, called up and fully paid	£	£
300,000 ordinary shares of £1 each	300,000	300,000

GENESIS VENTURES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2004

9 Statement of movements on profit and loss account

**Profit and
loss
account
£**

Balance at 1 January 2004	(24,492)
Retained loss for the year	(4,967)
Balance at 31 December 2004	(29,459)

10 Reconciliation of movements in shareholders' funds

**2004
£**

**2003
£**

Loss for the financial year	(4,967)	(6,621)
Net (depletion in)/addition to shareholders' funds	(4,967)	(6,621)
Opening shareholders' funds	275,508	282,129
Closing shareholders' funds	270,541	275,508

11 Contingent liabilities

There were no known contingent liabilities at the balance sheet date.

12 Capital commitments

There were no major capital commitments as at the balance sheet date

13 Employees

Number of employees

There were no employees during the year apart from the director. The director received no remuneration during the year.

14 Ultimate Controlling Party and Related Party Transactions

The directors are aware of the identity of the ultimate controlling party. However, they are under a duty of confidentiality that prevents them from disclosing certain information otherwise required by Financial Reporting Standard 8. Therefore they have taken the exemption offered by the Standard in respect of confidentiality.