

3449200

REPORT OF THE DIRECTORS AND
CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2008
FOR
ABCV-INVEST LIMITED

WEDNESDAY



PPBZMGTJ

PC5

20/01/2010

451

COMPANIES HOUSE

ABCV-INVEST LIMITED

COMPANY INFORMATION
for the Year Ended 31st December 2008

DIRECTORS:

A Bonanata
G Mancassola
S Millard

SECRETARY:

Regent Corporate Secretaries Limited

REGISTERED OFFICE:

Suite 66
10 Barley Mow Passage
Chiswick
London
W4 4PH

REGISTERED NUMBER:

3449200 (England and Wales)

AUDITORS:

Stein Richards
Chartered Accountants
Registered Auditors
10 London Mews
London
W21HY

ABCV-INVEST LIMITED

REPORT OF THE DIRECTORS **for the Year Ended 31st December 2008**

The directors present their report with the financial statements of the company and the group for the year ended 31st December 2008.

PRINCIPAL ACTIVITY

The principal activity of the group in the year under review was that of manufacturing of metal and plastic products and the retailing of motorcycle parts.

REVIEW OF BUSINESS

The results for the year are set out on page 6 and show the profit on ordinary activities after taxation for the year as being £619,927 (2007-£754,487). At the year end, the net assets of the company amounted to £13,412,784 (2007-£9,214,109).

During the year, the group acquired 65.69% and 48.83% of the share capital of Athena India Limited and JMF Empreendimentos Turisticos Ltda respectively. The acquisition is part of the project to extend the range of products offered by various group companies in the field of electronics for cars and motorcycles.

The details of investments held by the company are as follows :

	Company Shareholding	Activity carried out	Country of incorporation
G.F.M S.r.L	99.65 %	Industrial holding.	Italy
Centauro S.r.L	99.00 %	Production of industrial gaskets.	Italy

The company also held investments in the following companies through G.F.M S.r.L, Athena S.p.A and Bluetech S.p.A.

	Company Shareholding	Activity carried out	Country of Incorporation
Investments-G.F.M S.r.L			
Athena S.p.A	98.65 %	Manufacturer of plastic products.	Italy
Athena Sud S.r.L	63.78%	Manufacturer of metal products.	Italy
Athena Evolution S.r.L	59.79%	Manufacturer of motor cycles.	Italy
Blue Tech S.p.A	54.56%	Wholesale of industrial products.	Italy
Ippodromo S.r.L	31.88%	Buying and selling real estate.	Italy
G I L S.r.L	24.91%	Building constructions.	Italy
JMF Empreendimentos Turisticos Ltda	48.83%	Retail of motor cycle parts	Brazil
Investments-Athena S.p.A			
Athena USA	52.29%	Manufacturer of plastic products.	USA
Vedamotors Ind. E Com. De Juntas Ltda	48.34%	Retail of motor cycle parts.	Brazil
Athena India Limited	49.32%	Retail of motor cycle parts.	India
Investments-Bluetech S.p.A			
Athena India Limited	16.37%	Retail of motor cycle parts.	India

DIVIDENDS

No dividends will be distributed for the year ended 31st December 2008.

FUTURE DEVELOPMENTS

The directors continue to look for further profitable investments to develop the business.

DIRECTORS

The directors shown below have held office during the whole of the period from 1st January 2008 to the date of this report.

A Bonanata
G Mancassola
S Millard

ABCV-INVEST LIMITED

REPORT OF THE DIRECTORS **for the Year Ended 31st December 2008**

FINANCIAL INSTRUMENTS

The financial instruments used by the company arise wholly and directly from its activities. The financial instruments comprise of debtors, cash at bank and creditors.

The company has put in place the following measures in order to manage the financial risks arising from these financial instruments.

- The company regularly monitors the level of its debtors by following up any overdue balances.
- The company manages its cash position by regularly monitoring its cashflow.
- The financial risk arising from its trade and other creditors either by exceeding the credit limit or not paying within the specified terms, is managed by regularly monitoring the trade balances and credit terms.

PRINCIPAL RISKS AND UNCERTAINTIES

The directors are aware of the changes in external factors affecting the economy as a whole and the company's specific industry and clients. Where applicable, the directors have implemented procedures to mitigate any additional risks identified

KEY PERFORMANCE INDICATORS

The company manages the business by reference to key performance indicators, the principal indicators are as follows:

Gross profit margins - 49.87% (2007-50.27%) (Gross profit/sales)

Turnover - £35,314,109 (2007-£34,221,126)

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing 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). The financial statements are required by law to give a true and fair view of the state of affairs of the company and the group and of the profit or loss of the group for that period. In preparing these 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 the group 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 234ZA of the Companies Act 1985) of which the group's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the group's auditors are aware of that information.

ABCV-INVEST LIMITED

REPORT OF THE DIRECTORS
for the Year Ended 31st December 2008

AUDITORS

The auditors, Stein Richards, will be proposed for re-appointment at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD:



.....
S Millard - Director

Date: 22 December 2009

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF
ABCV-INVEST LIMITED

We have audited the group and company financial statements of ABCV-Invest Limited for the year ended 31st December 2008 on pages six to twenty one. These financial statements have been prepared under 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 a Report of the Auditors 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 directors and auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out on page three.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

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 whether in our opinion the information given in the Report of the Directors is consistent with the financial statements.

In addition we report to you if, in our opinion, 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 other transactions is not disclosed.

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

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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 group's and 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.

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the group's and parent company's affairs as at 31st December 2008 and of the group's profit for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Report of the Directors is consistent with the financial statements.

Stein Richards
Chartered Accountants
Registered Auditors
10 London Mews
London
W21HY

Date: 22 December 2009



ABCV-INVEST LIMITED

CONSOLIDATED PROFIT AND LOSS ACCOUNT
for the Year Ended 31st December 2008

	Notes	31.12.08 £	£	31.12.07 £	£
TURNOVER	2		35,314,109		34,221,126
Cost of sales			<u>17,702,330</u>		<u>17,019,800</u>
GROSS PROFIT			17,611,779		17,201,326
Administrative expenses			<u>16,822,167</u>		<u>16,146,079</u>
			789,612		1,055,247
Other operating income			<u>881,901</u>		<u>759,209</u>
OPERATING PROFIT	4		1,671,513		1,814,456
Income from interest in associated undertakings		55,603		63,140	
Interest receivable and similar income		<u>1</u>		<u>-</u>	
			55,604		63,140
			1,727,117		1,877,596
Interest payable and similar charges	5		<u>288,841</u>		<u>393,211</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION			1,438,276		1,484,385
Tax on profit on ordinary activities	6		<u>818,349</u>		<u>729,898</u>
PROFIT FOR THE FINANCIAL YEAR AFTER TAXATION			619,927		754,487
Minority interest - equity			<u>(38,330)</u>		<u>(41,593)</u>
RETAINED PROFIT FOR THE YEAR FOR THE GROUP			<u>658,257</u>		<u>796,080</u>

CONTINUING OPERATIONS

None of the group's activities were acquired or discontinued during the current year or previous year.

The notes form part of these financial statements

ABCV-INVEST LIMITED

CONSOLIDATED STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES
for the Year Ended 31st December 2008

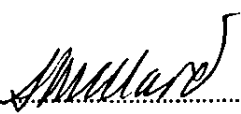
	31.12.08	31.12.07
	£	£
PROFIT FOR THE FINANCIAL YEAR	658,257	796,080
Revaluation during the year	<u>1,267,129</u>	<u>-</u>
TOTAL RECOGNISED GAINS AND LOSSES RELATING TO THE YEAR	<u><u>1,925,386</u></u>	<u><u>796,080</u></u>

The notes form part of these financial statements

ABCV-INVEST LIMITED**CONSOLIDATED BALANCE SHEET****31st December 2008**

	Notes	31.12.08 £	£	31.12.07 £	£
FIXED ASSETS					
Intangible assets	8		1,278,888		1,110,879
Tangible assets	9		14,066,995		6,906,081
Investments	10		<u>713,977</u>		<u>575,254</u>
			16,059,860		8,592,214
CURRENT ASSETS					
Stocks	11	8,289,575		8,792,870	
Debtors	12	11,173,097		11,683,625	
Cash at bank and in hand		<u>518,470</u>		<u>783,531</u>	
		19,981,142		21,260,026	
CREDITORS					
Amounts falling due within one year	13	<u>16,301,077</u>		<u>15,727,474</u>	
NET CURRENT ASSETS			<u>3,680,065</u>		<u>5,532,552</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			19,739,925		14,124,766
CREDITORS					
Amounts falling due after more than one year	14		(5,195,151)		(3,922,961)
MINORITY INTERESTS			<u>(1,131,990)</u>		<u>(987,696)</u>
NET ASSETS			<u>13,412,784</u>		<u>9,214,109</u>
CAPITAL AND RESERVES					
Called up share capital	17		6,855		6,855
Share premium	18		2,074,226		2,074,226
Revaluation reserve	18		1,267,129		-
Other reserves	18		2,608,994		335,705
Profit and loss account	18		<u>7,455,580</u>		<u>6,797,323</u>
SHAREHOLDERS' FUNDS	21		<u>13,412,784</u>		<u>9,214,109</u>

The financial statements were approved by the Board of Directors on 22 December 2009 and were signed on its behalf by:



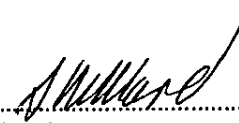
 S Millard - Director

The notes form part of these financial statements

ABCV-INVEST LIMITED
COMPANY BALANCE SHEET
31st December 2008

	Notes	31.12.08 £	£	31.12.07 £	£
FIXED ASSETS					
Intangible assets	8		-		-
Tangible assets	9		-		-
Investments	10		<u>2,258,574</u>		<u>2,258,574</u>
			<u>2,258,574</u>		<u>2,258,574</u>
CURRENT ASSETS					
Cash at bank		1,021		908	
CREDITORS					
Amounts falling due within one year	13	<u>227,397</u>		<u>211,362</u>	
NET CURRENT LIABILITIES			<u>(226,376)</u>		<u>(210,454)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			<u>2,032,198</u>		<u>2,048,120</u>
CAPITAL AND RESERVES					
Called up share capital	17		6,855		6,855
Share premium	18		2,074,226		2,074,226
Profit and loss account	18		<u>(48,883)</u>		<u>(32,961)</u>
SHAREHOLDERS' FUNDS	21		<u>2,032,198</u>		<u>2,048,120</u>

The financial statements were approved by the Board of Directors on 22 December 2009 and were signed on its behalf by:

.....

S Millard - Director

The notes form part of these financial statements

ABCV-INVEST LIMITED**CONSOLIDATED CASH FLOW STATEMENT**
for the Year Ended 31st December 2008

	Notes	31.12.08 £	£	31.12.07 £	£
Net cash inflow from operating activities	1		4,861,006		1,035,606
Returns on investments and servicing of finance	2		(233,237)		(330,071)
Taxation			(688,790)		(808,787)
Capital expenditure and financial investment	2		(5,578,882)		(1,899,920)
			(1,639,903)		(2,003,172)
Financing	2		1,374,842		2,041,534
(Decrease)/Increase in cash in the period			(265,061)		38,362
<hr/>					
Reconciliation of net cash flow to movement in net debt	3				
(Decrease)/Increase in cash in the period		(265,061)		38,362	
Cash inflow from increase in debt		(1,374,842)		(2,041,534)	
Change in net debt resulting from cash flows			(1,639,903)		(2,003,172)
Movement in net debt in the period			(1,639,903)		(2,003,172)
Net debt at 1st January			(6,515,476)		(4,512,304)
Net debt at 31st December			(8,155,379)		(6,515,476)

The notes form part of these financial statements

ABCV-INVEST LIMITED

NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT
for the Year Ended 31st December 2008

1. RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	31.12.08	31.12.07
	£	£
Operating profit	1,671,513	1,814,456
Depreciation charges	1,834,278	1,566,868
Decrease/(Increase) in stocks	503,295	(1,220,191)
Decrease/(Increase) in debtors	510,528	(16,340)
Increase/(Decrease) in creditors	<u>341,392</u>	<u>(1,109,187)</u>
Net cash inflow from operating activities	<u>4,861,006</u>	<u>1,035,606</u>

2. ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT

	31.12.08	31.12.07
	£	£
Returns on investments and servicing of finance		
Interest received	1	-
Interest paid	(288,841)	(393,211)
Dividends received	<u>55,603</u>	<u>63,140</u>
Net cash outflow for returns on investments and servicing of finance	<u>(233,237)</u>	<u>(330,071)</u>
 Capital expenditure and financial investment		
Purchase of intangible fixed assets	(566,476)	(1,068,530)
Purchase of tangible fixed assets	(7,329,596)	(1,071,752)
Purchase of fixed asset investments	(138,723)	-
Transfer to reserves	2,273,289	29,186
Minority interest	<u>182,624</u>	<u>211,176</u>
Net cash outflow for capital expenditure and financial investment	<u>(5,578,882)</u>	<u>(1,899,920)</u>
 Financing		
New loans in year	<u>1,374,842</u>	<u>2,041,534</u>
Net cash inflow from financing	<u>1,374,842</u>	<u>2,041,534</u>

The notes form part of these financial statements

ABCV-INVEST LIMITED

NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT
for the Year Ended 31st December 2008

3. ANALYSIS OF CHANGES IN NET DEBT

	At 1.1.08 £	Cash flow £	At 31.12.08 £
Net cash:			
Cash at bank and in hand	<u>783,531</u>	<u>(265,061)</u>	<u>518,470</u>
	<u>783,531</u>	<u>(265,061)</u>	<u>518,470</u>
 Debt:			
Debts falling due within one year	(3,410,201)	(75,937)	(3,486,138)
Debts falling due after one year	<u>(3,888,806)</u>	<u>(1,298,905)</u>	<u>(5,187,711)</u>
	<u>(7,299,007)</u>	<u>(1,374,842)</u>	<u>(8,673,849)</u>
 Total	<u>(6,515,476)</u>	<u>(1,639,903)</u>	<u>(8,155,379)</u>

The notes form part of these financial statements

ABCV-INVEST LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS **for the Year Ended 31st December 2008**

1. ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention as modified by the revaluation of certain assets and are in accordance with applicable accounting standards.

Basis of consolidation

The company financial statements consolidate the financial statements of the company and its subsidiary undertakings made up to 31 December 2008.

The profit and loss of subsidiary undertakings are consolidated from the date of acquisition. When the company's shares are issued in respect of an acquisition, the share premium is computed on the basis of the market value of the shares at the date of acquisition. The difference between the cost of acquisition of shares in subsidiaries and the fair value of separable net assets acquired is written off in equal instalments over 10 years.

The following subsidiary companies have not been fully consolidated as the group does not exercise control

Company	Country of incorporation	Shareholding
Vedamotr's Ind.Com.de Juntas	Brazil	48.34%
Ippodromo S.r.L	Italy	31.88%
G I L S.r.L	Italy	24.91%
JMF Empreendimentos Turisticos Ltda	Brazil	48.83%

Turnover

The revenue for the sale of products is recognised at the time the ownership passes which generally coincides with delivery.

Goodwill

Goodwill represents the difference between the cost of acquisition and the fair value of separable net assets acquired.

Goodwill is amortised through the profit and loss account in equal instalments over 10 years.

Other intangible assets

Other intangible assets consist of patents and licences and trade marks. These are shown at cost.

They are amortised at the following annual rates in order to write off each asset over its estimated useful life:

Development cost	- 20% straight line
Patents and licences costs	- 10% straight line

Tangible fixed assets

Tangible fixed asset are initially recorded at historical acquisition cost or manufacturing cost inclusive of additional charges and direct or indirect costs for the quota that is reasonably ascribable to the asset.

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Freehold properties	- 3% straight line
Plant and machinery	- 15% - 25% straight line
Fixtures and fittings	- 10% - 20% straight line

Stocks

Stocks and work in progress are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

Cost includes all direct expenditure and an appropriate proportion of fixed and variable overheads.

ABCV-INVEST LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
for the Year Ended 31st December 2008

1. ACCOUNTING POLICIES - continued

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Foreign currencies

Monetary assets and liabilities in foreign currencies are translated into sterling at the rates 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 transaction. Exchange differences are taken into account in arriving at the operating result.

Pension costs and other post-retirement benefits

The group operates a defined contribution pension scheme. Contributions payable to the group's pension scheme are charged to the profit and loss account in the period to which they relate.

Fixed asset investments

Fixed asset investments are valued at cost less any provision if appropriate.

2. TURNOVER

The turnover and profit before taxation are attributable to the one principal activity of the group.

An analysis of turnover by geographical market is given below:

	31.12.08	31.12.07
	£	£
EEC	24,929,228	25,917,972
Others	<u>10,384,881</u>	<u>8,303,154</u>
	<u>35,314,109</u>	<u>34,221,126</u>

3. STAFF COSTS

	31.12.08	31.12.07
	£	£
Wages and salaries	6,622,909	6,127,168
Social security costs	2,191,370	2,128,617
Other pension costs	<u>490,166</u>	<u>467,475</u>
	<u>9,304,445</u>	<u>8,723,260</u>

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

	31.12.08	31.12.07
	7	7
Management	<u>418</u>	<u>456</u>
Manufacturing	<u>425</u>	<u>463</u>

ABCV-INVEST LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
for the Year Ended 31st December 2008

4. OPERATING PROFIT

The operating profit is stated after charging:

	31.12.08	31.12.07
	£	£
Depreciation - owned assets	1,435,811	1,184,673
Goodwill amortisation	113,906	18,806
Patents and licences amortisation	212,998	291,826
Development costs amortisation	71,563	71,563
Auditors' remuneration	8,159	4,113
Foreign exchange differences	<u>2,647</u>	<u>82</u>

Directors' emoluments	<u>-</u>	<u>-</u>
-----------------------	----------	----------

5. INTEREST PAYABLE AND SIMILAR CHARGES

	31.12.08	31.12.07
	£	£
Bank interest	<u>288,841</u>	<u>393,211</u>

6. TAXATION

Analysis of the tax charge

The tax charge on the profit on ordinary activities for the year was as follows:

	31.12.08	31.12.07
	£	£
Current tax:		
Foreign tax	<u>818,349</u>	<u>729,898</u>
Tax on profit on ordinary activities	<u>818,349</u>	<u>729,898</u>

7. LOSS OF PARENT COMPANY

As permitted by Section 230 of the Companies Act 1985, the profit and loss account of the parent company is not presented as part of these financial statements. The parent company's loss for the financial year was £(15,922) (2007 - £(11,213)).

ABCV-INVEST LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
for the Year Ended 31st December 2008

8. INTANGIBLE FIXED ASSETS

Group

	Goodwill £	Patents and licences £	Development costs £	Totals £
COST				
At 1st January 2008	457,429	1,008,642	357,814	1,823,885
Additions	-	30,628	535,848	566,476
At 31st December 2008	457,429	1,039,270	893,662	2,390,361
AMORTISATION				
At 1st January 2008	(20,885)	662,328	71,563	713,006
Amortisation for year	113,906	212,998	71,563	398,467
At 31st December 2008	93,021	875,326	143,126	1,111,473
NET BOOK VALUE				
At 31st December 2008	364,408	163,944	750,536	1,278,888
At 31st December 2007	478,314	346,314	286,251	1,110,879

9. TANGIBLE FIXED ASSETS

Group

	Freehold property £	Plant and machinery £	Fixtures and fittings £	Totals £
COST OR VALUATION				
At 1st January 2008	3,980,157	3,247,360	2,504,675	9,732,192
Additions	3,358,406	3,970,720	470	7,329,596
Revaluations	1,267,129	-	-	1,267,129
At 31st December 2008	8,605,692	7,218,080	2,505,145	18,328,917
DEPRECIATION				
At 1st January 2008	197,294	890,792	1,738,025	2,826,111
Charge for year	167,181	647,748	620,882	1,435,811
At 31st December 2008	364,475	1,538,540	2,358,907	4,261,922
NET BOOK VALUE				
At 31st December 2008	8,241,217	5,679,540	146,238	14,066,995
At 31st December 2007	3,782,863	2,356,568	766,650	6,906,081

ABCV-INVEST LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
for the Year Ended 31st December 2008

9. TANGIBLE FIXED ASSETS - continued

Group

Cost or valuation at 31st December 2008 is represented by:

	Freehold property £	Plant and machinery £	Fixtures and fittings £	Totals £
Valuation in 2008	1,267,129	-	-	1,267,129
Cost	<u>7,338,563</u>	<u>7,218,080</u>	<u>2,505,145</u>	<u>17,061,788</u>
	<u>8,605,692</u>	<u>7,218,080</u>	<u>2,505,145</u>	<u>18,328,917</u>

Freehold land and buildings were valued on an open market value basis in 2008 for the properties held by Athena S.p.A, G.F.M S.r.L and Athena Sud S.r.L

10. FIXED ASSET INVESTMENTS

Group

	Shares in group undertakings £
COST	
At 1st January 2008	575,254
Additions	<u>138,723</u>
At 31st December 2008	<u>713,977</u>
NET BOOK VALUE	
At 31st December 2008	<u>713,977</u>
At 31st December 2007	<u>575,254</u>
Company	
	Unlisted investments £
COST	
At 1st January 2008 and 31st December 2008	<u>2,258,574</u>
NET BOOK VALUE	
At 31st December 2008	<u>2,258,574</u>
At 31st December 2007	<u>2,258,574</u>

ABCV-INVEST LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
for the Year Ended 31st December 2008

11. STOCKS

	Group	
	31.12.08	31.12.07
	£	£
Raw materials	1,879,149	2,409,408
Work-in-progress	222,763	154,055
Finished goods	<u>6,187,663</u>	<u>6,229,407</u>
	<u>8,289,575</u>	<u>8,792,870</u>

12. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group	
	31.12.08	31.12.07
	£	£
Trade debtors	9,320,391	9,663,547
Other debtors	1,593,365	1,664,554
Prepayments and accrued income	<u>259,341</u>	<u>355,524</u>
	<u>11,173,097</u>	<u>11,683,625</u>

13. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group	Company	
	31.12.08	31.12.07	31.12.08
	£	£	£
Bank loans and overdrafts (see note 15)	3,486,138	3,410,201	-
Trade creditors	389,783	482,389	23,390
Tax	555,681	426,122	-
Social security and other taxes	391,471	560,654	-
Other creditors	8,550,397	8,104,373	199,982
Accruals and deferred income	<u>2,927,607</u>	<u>2,743,735</u>	<u>4,025</u>
	<u>16,301,077</u>	<u>15,727,474</u>	<u>227,397</u>
			<u>211,362</u>

14. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	Group	
	31.12.08	31.12.07
	£	£
Bank loans (see note 15)	5,187,711	3,888,806
Other creditors	<u>7,440</u>	<u>34,155</u>
	<u>5,195,151</u>	<u>3,922,961</u>

ABCV-INVEST LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
for the Year Ended 31st December 2008

15. LOANS

An analysis of the maturity of loans is given below:

	Group	
	31.12.08	31.12.07
	£	£
Amounts falling due within one year or on demand:		
Bank loans	<u>3,486,138</u>	<u>3,410,201</u>
Amounts falling due between one and two years:		
Bank loans - 1-2 years	<u>5,006,265</u>	<u>3,409,051</u>
Amounts falling due in more than five years:		
Repayable by instalments		
Bank loans more 5 yr by instal	<u>181,446</u>	<u>479,755</u>

16. SECURED DEBTS

The following secured debts are included within creditors:

	Group	
	31.12.08	31.12.07
	£	£
Bank loans	<u>8,673,849</u>	<u>7,299,007</u>

17. CALLED UP SHARE CAPITAL

Authorised:				
Number:	Class:	Nominal value:	31.12.08	31.12.07
			£	£
1,000,000	Ordinary	£1	<u>1,000,000</u>	<u>1,000,000</u>
Allotted, issued and fully paid:				
Number:	Class:	Nominal value:	31.12.08	31.12.07
			£	£
6,855	Ordinary	£1	<u>6,855</u>	<u>6,855</u>

ABCV-INVEST LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
for the Year Ended 31st December 2008

18. RESERVES

Group

	Profit and loss account £	Share premium £	Revaluation reserve £	Other reserves £	Totals £
At 1st January 2008	6,797,323	2,074,226	-	335,705	9,207,254
Profit for the year	658,257				658,257
Transfer	-	-	1,267,129	2,273,289	3,540,418
At 31st December 2008	<u>7,455,580</u>	<u>2,074,226</u>	<u>1,267,129</u>	<u>2,608,994</u>	<u>13,405,929</u>

Company

	Profit and loss account £	Share premium £	Totals £
At 1st January 2008	(32,961)	2,074,226	2,041,265
Deficit for the year	(15,922)		(15,922)
At 31st December 2008	<u>(48,883)</u>	<u>2,074,226</u>	<u>2,025,343</u>

19. CAPITAL COMMITMENTS

	31.12.08 £	31.12.07 £
Contracted but not provided for in the financial statements	<u>315,819</u>	<u>653,722</u>

20. ULTIMATE CONTROLLING PARTY

The group is under the overall control of Mr. Mancassola in the current and previous year by virtue of his interest in the ordinary share capital of the company.

21. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

Group

	31.12.08 £	31.12.07 £
Profit for the financial year	658,257	796,080
Other recognised gains and losses relating to the year (net)	1,267,129	-
Transfer out of reserves	<u>2,273,289</u>	<u>29,186</u>
Net addition to shareholders' funds	4,198,675	825,266
Opening shareholders' funds	<u>9,214,109</u>	<u>8,388,843</u>
Closing shareholders' funds	<u>13,412,784</u>	<u>9,214,109</u>

ABCV-INVEST LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
for the Year Ended 31st December 2008

21. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS - continued

Company	31.12.08	31.12.07
	£	£
Loss for the financial year	<u>(15,922)</u>	<u>(11,213)</u>
Net reduction of shareholders' funds	(15,922)	(11,213)
Opening shareholders' funds	<u>2,048,120</u>	<u>2,059,333</u>
Closing shareholders' funds	<u>2,032,198</u>	<u>2,048,120</u>