3T BROS LIMITED DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JANUARY 2008

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COMPANY INFORMATION FOR THE YEAR ENDED 31 JANUARY 2008

DIRECTORS:

A Record MBE

W Record

SECRETARY:

K D Saunby ACIS

REGISTERED OFFICE:

Charlton House Dour Street DOVER Kent CT16 1BL

REGISTERED NUMBER:

03471645 (England & Wales)

AUDITORS:

McCabe Ford Williams
Chartered Accountants &
Registered Auditors
Charlton House
Dour Street
DOVER
Kent
CT16 1BL

REPORT OF THE DIRECTORS

FOR THE YEAR ENDED 31 JANUARY 2008

The directors submit their report and audited financial statements for the year ended 31 January 2008.

Principal activities

The principal activities of the group in the year under review were that of property investment, management and development.

Dividends

During the year interim dividends of £206,291 (2007-£187,538) were paid on the Ordinary shares. No final ordinary dividend will be recommended.

Directors and their interests

The directors who served during the year are shown below, together with their beneficial shareholdings at the beginning and end of the year.

	Number of Shares He	eld
	31.01.08	01.02.07
Ordinary shares of £1 each:		
A Record MBE	-	-
W Record	4,900,000	4,900,000

These directors did not hold any non-beneficial interests in the shares of the company.

In addition to the shares held above by W Record he has a beneficial interest in a further 833,333 shares which are owned by WCR Limited a company controlled by W Record and his brother.

Political and charitable contributions

During the year, the group made charitable donations of £nil (2007-£3,338).

Statement of directors' responsibilities

The directors are responsible for preparing the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice.

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 group and of the profit or loss of the group 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;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company and group 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 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 group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

REPORT OF THE DIRECTORS (CONTINUED)

FOR THE YEAR ENDED 31 JANUARY 2008

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 company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Auditors

The auditors, McCabe Ford Williams, will be proposed for re-appointment in accordance with Section 485 of the Companies Act 2006.

By Order of the Board

K D Saunby - Company Secretary

Date: 24-11-08

REPORT OF THE INDEPENDENT AUDITORS TO THE

SHAREHOLDERS OF 3T BROS LIMITED

We have audited the financial statements for the year ended 31 January 2008 on pages five to sixteen. These financial statements have been prepared in accordance with the accounting policies set out therein and the requirements of the Financial Reporting Standard for Smaller Entities (effective January 2007).

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 auditors' 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 directors and auditors

As described on page two the company's directors are responsible for the preparation of financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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 if, in our opinion, the Report of the Directors 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 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 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 applicable to Smaller Entities; of the state of the group and company's affairs as at 31 January 2007 and of the group's profit for the year then ended;
- 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.

McCabe Ford Williams Chartered Accountants & Registered Auditors Charlton House Dour Street Dover Kent CT16 1BL

Dated: 26th November 2008

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3T BROS LIMITED CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 JANUARY 2007

		2008	2007 as restated
	Note	£	£
TURNOVER	2	-	2,070
COST OF SALES		790,600	-
GROSS PROFIT/(LOSS)		(790,600)	2,070
Administrative expenses Other operating income		(245,641) 1,845,942	(263,885) 1,329,238
OPERATING PROFIT	3	809,701	1,067,423
Share of loss in joint ventures Share of profit in associates Interest payable Interest receivable Income from investments		(23,669) 155,989 (335,087) 146,869 469	66,293 (93,758) 167,139 3,150
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		754,272	1,210,247
TAXATION	4	(23,564)	(226,090)
PROFIT ON ORDINARY ACTIVITIES AFTER TAXA	TION	730,708	984,157

The notes form part of these financial statements

CONSOLIDATED BALANCE SHEET AS AT 31 JANUARY 2008

		2008 2007			
	Note	£	£	£	as restated £
FIXED ASSETS Intangible assets Tangible fixed assets Investments:	8 9.1		67,510 21,749,579		74,862 21,750,156
Investments in joint ventures Share of gross assets Share of gross liabilities	10.2	1,471,154 (1,495,151)		2,944	
Loans to/(from) joint ventures		(23,997) 1,942,582		2,944 (6,359)	
Other investments	10.1	1,918,585 860,421	2,779,006	(3,415) 638,057	634,642
			24,596,095		22,459,660
CURRENT ASSETS Stocks Debtors Investments Cash at bank	11 12	705,901 9,089,076 866,367 435,282 11,096,626		828,901 8,538,527 689,816 316,971 10,374,215	
CREDITORS: Amounts falling due within one year	13	1,639,353		1,093,392	
NET CURRENT ASSETS			9,457,273		9,280,823
TOTAL ASSETS LESS CURRENT LIABILITIES			34,053,368		31,740,483
CREDITORS: amounts falling duafter more than one year:	ie 14		6,000,410		4,211,942
NET ASSETS			28,052,958		27,528,541

CONSOLIDATED BALANCE SHEET AS AT 31 JANUARY 2008 (CONTINUED)

		2008		
	Note	£	£	as restated £ £
CAPITAL AND RESERVE	ES			
Called up share capital	15		10,000,000	10,000,000
Revaluation reserve	17		5,857,418	5,857,418
Profit and loss account	17		12,195,540	11,671,123
Shareholders funds	16		28,052,958	27,528,541
				

These financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies and with the Financial Reporting Standard for Smaller Entities (effective January 2007).

W Record - Director

COMPANY BALANCE SHEET AS AT 31 JANUARY 2008

			2008		2007
	Note	£	£	£	£
FIXED ASSETS					
Tangible fixed assets	9.2		2,142		2,719
Investments	10.2		10,823,188		10,570,844
			10,825,330		10,573,563
CURRENT ASSETS					
Debtors	11	8,927,476		8,369,523	
Investments	12	866,367		689,816	
Cash at bank		347,956		234,528	
		10,141,799		9,293,867	
CREDITORS: Amounts falling					
due within one year	13	496,851		337,005	
NET CURRENT ASSETS			9,644,948		8,956,862
TOTAL ASSETS LESS CURRENT LIABILITIES			20,470,278		19,530,425
CAPITAL AND RESERVES					
	15		10 000 000		10 000 000
Called up share capital	17		10,000,000		10,000,000
Profit and loss account	1 /		10,470,278		9,530,425
SHAREHOLDERS' FUNDS			20,470,278		19,530,425

These financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies and with the Financial Reporting Standard for Smaller Entities (effective January 2007).

W Record - Director

The notes form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JANUARY 2008

1 ACCOUNTING POLICIES

1.1 Accounting Convention

The financial statements have been prepared under the historical cost convention as modified by the revaluation of certain assets and in accordance with the Financial Reporting Standard for Smaller Entities (effective January 2007).

1.2 Turnover

Turnover, which is stated exclusive of value added tax, represents net invoiced sales of services and developed properties, after adjusting for sales between group companies and income in advance. Rental income, excluding value added tax, relating to the investment properties is shown under other operating income.

1.3 Tangible Fixed Assets

The group's freehold properties are let and are therefore held for investment. Investment properties are accounted for in accordance with the Financial Reporting Standard for Smaller Entities (effective January 2007) as follows:

Investment properties are revalued annually. The surplus or deficit on revaluation is transferred to the revaluation reserve unless a deficit, or its reversal, on an individual investment property is expected to be permanent, in which case it is recognised in the profit and loss account for the year. In accordance with this, annual depreciation is not provided.

Depreciation is provided on all other tangible fixed assets at rates calculated to write off the cost of each asset over its expected useful life as follows:

Office equipment

- 15% on cost

Computer equipment

- 33% on cost

1.4 Stocks

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

1.5 Deferred Taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date. The directors do not regard the property revaluations as timing differences and therefore no deferred taxation has been provided.

1.6 Group financial statements

The group financial statements consolidate the financial statements of the company and its subsidiary undertakings from the date of acquisition and up to the date of disposal, where appropriate. Acquisitions are accounted for using the acquisition method of accounting.

The group's share of profit less losses of associated undertakings and joint ventures is included in the consolidated profit and loss account and the Group's share of their net assets is included in the consolidated balance sheet.

A separate profit and loss account dealing with the results of the parent company only has not been presented as permitted under Section 230 of the Companies Act 1985.

1.7 Goodwill

Goodwill on consolidation is capitalised as an intangible asset and amortised. The goodwill is being amortised over a period of 10 years, which is estimated to be the useful life of the asset.

1.8 Fixed Asset Investments

Investments in and loans to subsidiary undertakings are stated at cost less provision for any permanent diminution in value. Investments in joint ventures and associates are stated at the value of the Group's share of the net assets or liabilities in the joint ventures and associates.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JANUARY 2008 (CONTINUED)

1.9 Current asset investments

Current asset investments are stated at cost.

1.10 Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at 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 profit for the year.

1.11 Pensions

The Group operates a defined contribution pension scheme, the assets of which are held separately from those of the Company and are administered by Insurance Companies. Contributions payable for the year are charged in the profit and loss account.

2 TURNOVER

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

3 OPERATING PROFIT

This is stated after charging/(crediting):-	2008	2007 as restated
	£	£
Directors' emoluments	-	-
Depreciation of owned assets	1,695	1,203
Loss/(Profit) on disposal of fixed assets	-	(28,264)
Auditors' remuneration	14,400	14,625
Foreign exchange differences	(17,113)	25,661
Pension costs	-	-
Amortisation of goodwill	10,674	10,646
_		

4 TAXATION

Analysis of the tax charge

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

The tall charge on the providence of the providence of	2008	2007 as restated
	£	£
Current tax:		
UK Corporation Tax	27,096	226,161
Previous years overprovisions	(3,532)	(71)
Tax on profit on ordinary activities	23,564	226,090

5 **DIVIDENDS**

	2000	2007
		as restated
	£	£
Interim dividends on Ordinary shares	206,291	187,538

3000

2007

6 PRIOR YEAR ADJUSTMENT

In the year ended 31 January 2007 the costs incurred in developing a site were incorrectly categorised as fixed assets, being described as long leasehold property additions. It was always the intention to sell this site as soon as it was completed therefore the costs were properly attributable as stock at the year end. The figures for 2007 have been amended and restated in this year's financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JANUARY 2008 (CONTINUED)

7 GROSS LOSS

The gross loss for the year has arisen due to the demolition of a building that was part way through being constructed. The structural plans for the building proved to be inadequate and the group was forced to demolish the building and start the development again. The group is currently pursuing a case against the third parties involved to reclaim these costs but the outcome is uncertain at this time.

8 INTANGIBLE FIXED ASSETS:-

GOODWILL

	Group £
Cost:	
At 1 February 2007	106,457
Addition in year	3,322
At 31 January 2008	109,779
Amortisation	
At 1 February 2007	31,595
Provided in year	10,674
At 31 January 2008	42,269
Net book value	
At 31 January 2008	67,510
N	
Net book value	74.062
At 31 January 200	74,862

9 TANGIBLE FIXED ASSETS

9.1 Group

	Freehold Investment Properties £	Office Equipment £	Computer Equipment £	Total £
Cost or valuation:				
At 1 February 2007	21,747,437	5,028	12,510	21,764,975
Additions during the year			1,118	1,118
At 31 January 2008	21,747,437	5,028	13,628	21,766,093
Depreciation:				
At 1 February 2007	•	3,657	11,162	14,819
Charge for the year	-	733	962	1,695
				
At 31 January 2008	-	4,390	12,124	16,514
Net Book Value:				
At 31 January 2008	21,747,437	638	1,504	21,749,579
At 31 January 2007	21,747,437	1,371	1,348	21,750,156
				

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JANUARY 2008 (CONTINUED)

Cost or valuation at 31 January 2008 is represented by:

	Freehold
	Investment
	Properties
	£
Valuations in previous years	5,857,418
Cost	15,890,019
	21,747,437

If the freehold investment properties had not been revalued they would have been included at the following historical cost:

	2008	2007
		as restated
	£	£
Cost	15,890,019	15,890,019

To fulfil their obligation under Statement of Standard Accounting Practice 19 the directors revalued the investment properties at the year end on an open market basis.

9.2 Company

	Office Equipment £	Computer Equipment £	Total £
Cost:			
At 1 February 2007	5,028	12,510	17,538
Additions during the year	<u>-</u>	1,118	1,118
At 31 January 2008	5,028	13,628	18,656
Depreciation:			
At 1 February 2007	3,657	11,162	14,819
Charge for the year	733	962	1,695
At 31 January 2008	4,390	12,124	16,514
Net Book Value:			
At 31 January 2008	638	1,504	2,142
At 31 January 2007	1,371	1,348	2,719

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JANUARY 2008 (CONTINUED)

10 FIXED ASSET INVESTMENTS

10.1 Group Other investments

	At 1 February 2007 Movements Share of profit for the year	Share of Associates' net assets £ 129,915	Loans to Associates £ 355,642 3,119	Other investments £ 152,500	Other loans £ 63,256	Totals £ 638,057 66,375 155,989
	At 31 January 2008	285,904	358,761	152,500	63,256	860,421
10.2	Company Shares in group undertaking Loans to group undertaking Participating interests Loans to undertakings in which has a participating interest Other investments Other loans	n the company		2008 £ 1 10,208,699 48,830 352,402 150,000 63,256		2007 £ 1 10,022,780 48,780 349,283 150,000
				10,823,188		10,570,844

Additional information is as follows:

	Shares in Group under- taking £	Other Investments £	Interest in joint venture £	Interest in other participating interests	Totals £
Cost At 1 February 2007 Additions	1 -	150,000	1,000 50	47,780	198,781 50
At 31 January 2008	1	150,000	1,050	47,780	198,831

The subsidiary undertaking at 31 January 2008 was WCR Property Limited a company incorporated and operating in the United Kingdom. The shareholding represents 100% of the ordinary shares.

The joint ventures at 31 January 2008 were:

D G Dresser & Talot Limited a non trading company incorporated in the United Kingdom. The shareholding represents 50% of the ordinary shares.

WCR Investments Limited a property development company incorporated in the United Kingdom. The shareholding represents 50% of the ordinary share capital.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JANUARY 2008 (CONTINUED)

10.2 The company's participating interests at 31 January 2008 are as set out below. Unlimited Water Pty Limited trades and is incorporated in Australia, Connect Water Systems Central Limited trades and is incorporated in the United Kingdom. All of the shareholdings are represented by ordinary shares.

	Participating interests Unlimited Water Pty Limited Connect Water Systems	% of Share	s held 25		incipal Ac		rs
	Central Limited		25	Re	ntal of wa	ter coolei	rs
		unc	Loans to group lertaking		Loans to joint ventures	Loans other pa icipati intere	rt- ing
	At 1 February 2007 Advanced in year Repayment in year	1(0,022,780 185,919 -		(6,359) - -	355,6 43,1 (40,0	24 229,043
	At 31 January 2008	10	0,208,699		(6,359)	358,7	761 10,561,101
11	DEBTORS:		C				C
		2008	Group as r	2007 estated		2008	Company 2007
	Amounts falling due within one ye	£ ear: 38,698		£ 64,558		£	£
	Other debtors Prepayments	479,482 110,959		66,981 90,809	4	167,539	453,344
		629,139	-6	522,348		167,539	453,344
	Amounts falling due after one year Other debtors	ır: 8,459,937	7,9	16,179	8,4	159,937	7,916,179
		9,089,076	8,5	38,527	8,9	27,476	8,369,523
12	CURRENT ASSETS INVESTM	IENTS					
		2008	Group as r	2007 estated		2008	Company 2007
	Listed investments Unlisted investments	\$16,367 50,000	_	£ 539,816 50,000	_	£ 316,367 50,000	639,816 50,000
		866,367	=	89,816	=	366,367 =====	689,816

Market value of listed investments at 31 January 2008 - £899,934 (2007 - £688,255).

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JANUARY 2008 (CONTINUED)

13 **CREDITORS:** Amounts falling due within one year:

	Group		C	Company	
	2008	2007	2008	2007	
		as restated			
	£	£	£	£	
Bank loans and overdrafts	676,243	182,081	-	-	
Trade creditors	26,181	184,720	21,214	12,808	
Corporation tax	252,714	225,415	244,160	217,110	
Other taxes and social security costs	41,797	_	-		
Other creditors	628,918	491,724	217,977	98,337	
Accrued expenses and					
income received in advance	13,500	9,452	13,500	8,750	
-					
1	1,639,353	1,093,392	496,851	337,005	
-					

14 CREDITORS: Amounts falling due after more than one year:-

	Group		Company	
	2008	2007	2008	2007
		as restated		
	£	£	£	£
Bank loans	6,000,410	4,211,942	-	-
				

An analysis of the maturity of bank loans and overdrafts is given below:

	Group		Com	pany
	2008	2007	2008	2007
		as restated		
	£	£	£	£
Within one year	676,243	182,081	-	-
Between one and five years	766,134	813,106	-	-
Due after five years	5,234,276	3,398,836	-	-
	6,676,653	4,394,023		
		====		

The bank overdraft and loans are secured by means of legal mortgage and fixed and floating charges over the assets of the group.

15 CALLED UP SHARE CAPITAL

Authorised	Group a	nd Company
Authoriseu	2008	2007
		as restated
	£	£
10,997,099 Ordinary shares of £1 each	10,997,099	10,997,099
		
Allotted Called Up and Fully Paid		
• •	2008	2007
		as restated
	£	£
10,000,000 Ordinary shares of £1 each	10,000,000	10,000,000

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JANUARY 2008 (CONTINUED)

16 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS (GROUP)

	2008	2007 as restated	
	£	£	
Shareholders' funds at 1 February 2007	27,528,541	26,731,922	
Profit for the financial year	730,708	984,157	
Dividends	(206,291)	(187,538)	
Shareholders' funds at 31 January 2008	28,052,958	27,528,541	

17 MOVEMENTS ON RESERVES

	Group		Company	
	Revaluation Reserve	Profit & Loss account	Revaluation Reserve	Profit & Loss account
	£	£	£	£
At 1 February 2007	5,857,418	11,671,123	-	9,530,425
Profit for the year	-	730,708	-	1,146,144
Dividends (note 5)	-	(206,291)	-	(206,291)
At 31 January 2008	5,857,418	12,195,540		10,470,278

18 RELATED PARTY TRANSACTIONS

During the year the following related party transactions were entered into with:

WCR Limited (a company which owns shares in 3T Bros Limited and of which W Record is a shareholder and director).

- fees of £150,262 (2007 £156,186) were charged by WCR Limited.
- -£6,821,997 (2007 £6,306,740) was due from WCR Limited to 3T Bros Limited at 31 January 2008.

During the year the company has traded with other group companies. The detail of such transactions has not been disclosed as permitted by the provisions of Financial Reporting Standard number 8.