

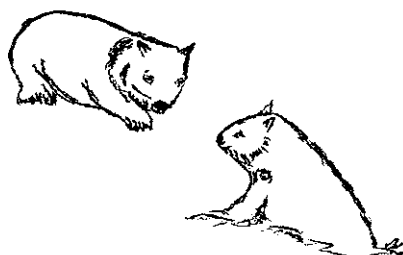
WOMBAT EDUCATION LIMITED

BALANCE SHEET

and

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED APRIL 30, 2005



Registered under the Companies Act in England number 3679698

WOMBAT EDUCATION LIMITED

DIRECTORS REPORT FOR THE YEAR ENDED 30th APRIL 2005

Directors:

Dr. Peter Vardy (Chairman and Director)
Marilyn Mason (Director)

Secretary:

Dr. Peter Vardy

Registered Office:

11, Eric MacDonald House, Parthenia Road, London SW6 4BQ

Report:

The company ran conferences in Britain, Australia and New Zealand for 6th form Religious Studies students, for Gifted and Talented students and for teachers in major centres in both countries. In the year, the company has increased its investment in books and these are sold at conferences and through the mail. The company also owned 33.3% of a partnership trading as DIALOGUE EDUCATIONAL CONFERENCES which ran similar conferences during the year but specialised in events for teachers. This partnership ceased trading in the year.

The company owns a long leasehold investment property and a freehold 2 bedroomed residential property. These properties will be rented out to tenants on an assured shorthold tenancy.

The company had no bank borrowings and the directors are satisfied that it has sufficient funds to meet all its liabilities. The company continues to trade at a profit.

Peter Vardy retires by rotation and offers himself for re-election as a director.

The company had no employees during the year and no amounts were paid to any directors or any other person as lump sum payments in lieu of expenses. The company has no fixed assets other than computers, an investment in Dialogue Educational Conferences and the investment properties referred to above.

There has been no change in the nature of the company's business during the year.

2005-5

WOMBAT EDUCATION LIMITED

BALANCE SHEET AT APRIL 30, 2005

	NOTES	2004	2005
FIXED ASSETS	1	2 377	4 444
INVESTMENTS			
Dialogue Education	2	2 251	0
Investment property	4	61 250	178 183
		63 501	178 183
CURRENT ASSETS			
Stock of Books	5	7 736	3 869
Balance at Bank		5 674	14 815
Deposit account with Standard Life Bank		3 215	538
		16 625	19 222
CURRENT LIABILITIES			
Creditors		420	680
Corporation tax due		4 460	5 303
		4 880	5 983
NET CURRENT ASSETS		11 745	13 239
LOANS NOT REPAYABLE WITHIN ONE YEAR			
Directors Loan account	6	(6 635)	(83 145)
Julie Arliss		-	(20 000)
		(6 635)	(103 145)
		£70 988	£92 721
Represented by:			
SHARE CAPITAL	7	£ 10 000	10 000
REVENUE RESERVES	8	60 998	82 721
		£70 998	£92 721

The directors have:

1. Taken advantage of the Companies Act 1985 in not having these accounts audited under section 249A(1).
2. Confirmed that no notice has been deposited under Section 249B(2) of the Companies Act 1985.
3. Acknowledged their responsibilities for ensuring that the Company keeps accounting records, which comply with Section 221 of the Companies Act 1985.
4. Acknowledged their responsibilities for preparing accounts which give a true and fair view of the company and its profit for the year ended in accordance with Section 226 of the Companies Act 1985 and which otherwise comply with the requirements of this act relating to accounts, so far as applicable to the company.

.....Peter Vardy (director).....Marilyn Mason (director)

WOMBAT EDUCATION LIMITED
INCOME STATEMENT FOR THE PERIOD FROM
MAY 1, 2004 to APRIL 30, 2005

	2003-2004	2004-2005
Fees earned in the year:		
Australian income	21 355	39 558
United Kingdom income	36 285	47 919
	-----	-----
FEE INCOME FOR THE YEAR	57 640	87 477
	-----	-----
Books sold	9 223	10 090
	-----	-----
Less: Stock of books at 1st May 2004	589	7 035
Cost of books purchased	13 592	4 446
Deduct stock of books at April 30, 2005 – Note 5	(7 146)	(3 869)
	-----	-----
	7 035	7 612
	-----	-----
PROFIT ON BOOKS SOLD IN THE YEAR	2 188	2 478
	-----	-----
Rental income from investment property - Note	3 914	3 984
Service Charge (buildings insurance, repairs, gardening etc.)	(620)	(599)
Contents Insurance	(215)	(180)
	-----	-----
NET PROFIT ON RENTAL INCOME FOR THE YEAR (Note 3)	3 079	3 205
	-----	-----
Interest earned on bank accounts	221	234
	-----	-----
GROSS INCOME FOR THE YEAR	£63 128	93 160
	-----	-----
EXPENSES:		
Telephone - (UK £592; to, from and in Australia £1 333)	1 427	1 925
U.K. travel (train and car hire) and accommodation to conferences around England, Scotland and Wales for speakers and organisers	4 270	6 318
UK costs to Universities and hotels for conference catering and room hire	4 201	7 860
Air travel to and from and within Australia and New Zealand, car hire and accommodation during three trips for two speakers to the region in the year	14 809	17 949
Fees paid for lecturers at conferences	2 200	5 959
Printing of conference flyers	-	2 898
Stationary and brochure printing	1 702	4 635
Advertising	462	680
Postage on leaflets	3 302	4 396
Copying and production of CDs and DVDs for delegates and research materials	2 313	4 434
Computer server hire for web and e-mail access	650	774
Computer supplies including software	807	1 582
Subscriptions	120	87
Secretarial Services for conference registration	4 315	5 440
Insurance	221	238
Bank Charges	585	172
Registrar of Companies	15	15
Depreciation – note 1	2 381	2 378
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	43 780	67 740
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NET PROFIT FOR THE YEAR FROM TRADING ACTIVITIES c/fwd	19 348	25 420

WOMBAT EDUCATION LIMITED
INCOME STATEMENT FOR THE PERIOD FROM
MAY 1, 2004 to APRIL 30, 2005
Continued

	<u>2003-2004</u>	<u>2004-2005</u>
NET PROFIT FOR THE YEAR FROM TRADING ACTIVITIES b/fwd	19 348	25 420
Share of profit of Dialogue Education Conferences from 1st May 2003 to April 30, 2004 - see Note 2	5 541	1 733
Deferred Costs written off - see Note 6	(2 591)	0
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<u>NET PROFIT FOR THE YEAR BEFORE TAXATION</u>	22 298	27 153
Corporation tax payable at 20% - see Note 3	4 460	5 430
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<u>NET PROFIT FOR THE YEAR AFTER TAXATION</u>	£17 838	£21 723
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WOMBAT EDUCATION LIMITED
NOTES TO THE ACCOUNTS
FOR THE YEAR ENDED APRIL 30, 2005

1. FIXED ASSETS	COST	DEPN.	N.B.V.
Brought forward 1st May 2004	£8 313	£5 936	£2 377
Cost of one Sony Vaio laptops and Toshiba 2500 ANSI data projector bought in the year	4 445		4 445
	12 758		6 822
Depreciation of 33% provided in the year on assets not Already fully depreciated		2 378	2 378
Carried forward at 30 th April 2005	£12 758	£8 314	£4 444

2. INVESTMENT

50% investment in Dialogue Educational Conferences at 1st May 2004	2 251
Share of profit for the year ended 30 th April 2005	1 733
	£ 3 984
Less distribution of accumulated profits by Dialogue Educational Conferences during the year	3 984
Value of investment at 30 th April 2005	£ 0

Dialogue Educational Conferences made a profit of £5 200 in the year ended 30th April 2005. The Company owned 33.3% of this partnership and therefore the profit share was £1 733 which is included in the income statement. The partnership's activities ceased in the year.

3. TAXATION

Taxation at 20% on profit for the year of £27 153	£5 430
	£5 430

4. INVESTMENT PROPERTIES

22 Holway Close, Taunton, Somerset – at cost	£ 61 250
81/3 Trafalgar Street, Christchurch	116 933
	£178 183

The company owned an investment property bought in 2000 - 22, Holway Close, Taunton, Somerset. This property was rented out during the year through Austen Barton & Company, rental

agents of Taunton, Somerset. The property is stated in the balance sheet at cost and the rental income shown in the accounts represents the rent on this property. The company purchased an additional investment property in the year: 81/3 Trafalgar Street, Christchurch. This was purchased for £116 500 plus legal costs of £433 in April 2005. This property is to be rented out and no income accrued from it during the year.

5. STOCK OF BOOKS

Books stocks decreased from the high level in the previous year as sales exceeded books purchased.

Books are valued at the lower of cost and net realisable value.	£3 869
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6. SHARE CAPITAL

The company has 10000 £1 authorised, issued and fully paid shares	£10 000
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8. REVENUE RESERVES

Net income for the period from formation of the company to 30 th April 2004	£ 60 998
Net income after taxation for the year ended 30 th April 2005	21 723

REVENUE RESERVES AT 30 TH APRIL 2005	£82 721
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9. EMPLOYEES

The company had no employees during the year.

10. DIRECTORS

No amounts were paid to directors during the year either as remuneration or as lump sum expenses.

11. DIRECTORS SHAREHOLDINGS

The shareholdings of directors in fully paid, ordinary shares are as follows:

Dr. Peter Vardy	9 000
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Although these shares are in the name of Dr. Peter Vardy, Julie Arliss has an option to buy 50% of this shareholding entered into on 1st February 2001 at a price equal to the net asset value of the company on 30th April 2000. This option has not yet been exercised.

12. DIRECTORS LOAN

The loan account is from Dr. Peter Vardy and is non-interest bearing.