POSITIVE ASSOCIATES LIMITED REPORT AND ACCOUNTS FOR THE PERIOD

1st NOVEMBER 2000 TO 31st DECEMBER 2001

James Harman & Co., Chartered Accountants West Wing, Tanhurst, Tanhurst Lane, Holmbury St. Mary, Dorking, Surrey RH5 6LU

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REPORT AND ACCOUNTS

FOR THE PERIOD 1ST NOVEMBER 2000 TO 31ST DECEMBER 2001

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REPORT AND ACCOUNTS

FOR THE PERIOD 1ST NOVEMBER 2000 TO 31ST DECEMBER 2001

DIRECTOR

A.L. Watson

ACCOUNTANTS

James Harman & Co., West Wing, Tanhurst,

Tanhurst Lane, Holmbury St. Mary,

Dorking, Surrey RH5 6LU

SECRETARY

V.J. Watson

REGISTERED OFFICE

West Wing, Tanhurst,

Tanhurst Lane Holmbury St. Mary

Dorking, Surrey RH5 6LU

DIRECTORS' REPORT

FOR THE PERIOD 1ST NOVEMBER 2000 TO 31ST DECEMBER 2001

The Director presents his report and the financial statements for the first accounting period 1st November 2000 to 31st December 2001.

Company Trading

The Company was incorporated on 1st November 2000 and commenced to trade on 14th November 2000.

Principal Activity

The Company's principal activity is that of Consultants to Manufacturing Companies.

Directors

The first Director was appointed on 14th November 2000 and held office at 31st December 2001 and his beneficial interest in the share capital of the Company was as follows:-

No. of Shares 1.11.00 31.12.01

A.L. Watson - 1000

General Meeting

The Company has elected in pursuance of Section 252, Companies Act 1985, not to lay accounts before the members in general meeting. Members, however, may by notice in writing to the Company at is Registered Office require that the accounts are laid before the Company in general meeting.

The Director has prepared this report in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

Approved by the board on 27th February 2002 and signed on its behalf by:

A.L. WATSON - DIRECTOR

ACCOUNTANTS' REPORT TO THE DIRECTOR ON THE UNAUDITED ACCOUNTS OF POSITIVE ASSOCIATES LIMITED FOR THE PERIOD 1ST NOVEMBER 2000 TO 31ST DECEMBER 2001

As described on the Balance Sheet you are responsible for the preparation of the accounts for the period ending 31st December 2001 set out on pages 5 to 9 and you consider that the Company is exempt from an audit under the provisions of S.249A(1) of the Companies Act 1985. In accordance with your instructions, we have compiled these unaudited accounts in order to assist you to fulfil your statutory responsibilities, from the accounting records and information and explanations supplied to us.

James Harman & Co., Chartered Accountants West Wing, Tanhurst, Holmbury St. Mary, Dorking, Surrey RH5 6LU

27th February 2002

PROFIT AND LOSS ACCOUNT

FOR THE PERIOD 1ST NOVEMBER 2000 TO 31ST DECEMBER 2001

	NOTES	£
TURNOVER	1	74,959
Cost of Sales		<u>20,310</u>
GROSS PROFIT		54,649
Administrative expenses		46,943
PROFIT ON ORDINARY ACTIVITIES BEFORE INTEREST	4	7,706
Interest Receivable		<u>77</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		7,783
Taxation on Profit on ordinary activities	5	<u>738</u>
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		<u>7,045</u>
RETAINED PROFIT FOR THE YEAR		7,045

The notes on pages 7 to 9 form part of these financial statements

BALANCE SHEET

AS AT 31ST DECEMBER 2001

	NOTES	£	£
FIXED ASSETS Tangible Assets	6.		666
CURRENT ASSETS Debtors Cash at Bank and in hand	7	5,149 <u>9,784</u> 14,933	
CREDITORS: amounts falling due within one year	8	<u>7,554</u>	
NET CURRENT ASSETS			7,379
TOTAL ASSETS LESS CURRENT LIABILITIES			<u>8,045</u>
CAPITAL AND RESERVES Called up Share Capital Profit & Loss Account	10		1,000 <u>7,045</u>
SHAREHOLDERS' FUNDS			<u>8,045</u>

The directors consider that the company is entitled to exemption from the requirement to have an audit under the provisions of s.249A(1) of the Companies Act 1985. Members have not required the company, under s.249B(2) of the Companies Act 1985, to obtain an audit for the period ended 31st December 2001. The directors acknowledge their responsibilities for ensuring that the company keeps accounting records which comply with s.221 of the Companies Act 1985, and for preparing accounts which give a true and fair view of the state of affairs of the company as at 31st December 2001 and of its profit for the period then ended in accordance with the requirements of s.226, and which otherwise comply with the requirements of the Act relating to the accounts so far as applicable to the company.

The financial statements which have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 applicable to small companies were approved by the board on 27th February 2002 and signed on its behalf.

A.L. WATSON TIRECTOR

The notes on pages 7 to 9 form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD 1ST NOVEMBER 2000 TO 31ST DECEMBER 2001

1. ACCOUNTING POLICIES

a) BASIS OF PREPARATION of Financial Statements

The financial statements are prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities. (effective March 2000).

b) TURNOVER

Turnover comprises the invoiced value of goods and services supplied by the Company, net of Value Added Tax and trade discounts.

c) TANGIBLE FIXED ASSETS AND DEPRECIATION

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value over their expected useful lives on the following basis:

Office Equipment 33¹/₃% p.a. straight line basis

d) FOREIGN CURRENCY TRANSACTIONS

Foreign currency transactions taking place during the financial period have been converted at the rate ruling on the date of the transaction.

Exchange differences are taken into account in arriving at the operating profit.

e) PENSIONS

The company operates a money purchase scheme, and the pension charge represents the amounts payable by the company to the fund in respect of the year. This scheme accrues retirement benefits to the Director.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD 1ST NOVEMBER 2000 TO 31ST DECEMBER 2001 (CONT'D...)

2. COMPARATIVE FIGURES

As this is the first period of trading there are no comparative figures.

3. TURNOVER

Turnover attributed to markets outside the UK represented 54% of turnover.

4. OPERATING PROFIT

The operating profit is stated after charging:		£	
	Depreciation of tangible fixed assets – owned by the Company Director's emoluments Director's money purchased pension	333 28,000 <u>2,000</u>	
5.	TAXATION	£	
	UK Corporation Tax	<u>738</u>	

6. TANGIBLE FIXED ASSETS

	Equipment £
COST	000
Additions during the period	<u>999</u>
At 31 st December 2001	<u>999</u>
DEPRECIATION	
Charge for period	<u>333</u>
At 31 st December 2001	<u>333</u>
NET BOOK VALUE	
At 31st December 2001	<u>666</u>

Office

NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD 1ST NOVEMBER 2000 TO 31ST DECEMBER 2001 (CONT'D...)

7.	DEBTORS : due within one year	£
Trade Debtors	<u>5,149</u>	
8.	CREDITORS: amounts falling due within one year	£
	Trade Creditors	3,454
	Corporation Tax	738
	Other taxes & social security	<u>3,362</u>
	•	7,554

9. DEFERRED TAXATION

No provision has been made for deferred taxation as any amount would be immaterial.

10. SHARE CAPITAL

£

Authorised

1,000 Ordinary Shares of £1 each

Allotted, Called Up and Fully Paid as at 31.12.01

1,000

1,000

Two Ordinary Shares of £1.00 each were allotted on incorporation for cash.

998 Ordinary Shares of £1 each were allotted at the first Directors' meeting on 14th November 2000 for cash.

11. POST BALANCE SHEET EVENTS

There have been no post Balance Sheet events which materially alter the Company's financial state of affairs.