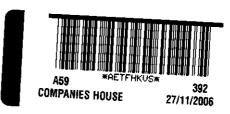
REGISTERED NUMBER: 04134171 (England and Wales)

Prince & King Financial Services Limited

Report of the Directors and

Financial Statements

for the year ended 31 August 2006



Walkers
Registered Auditors
Chartered Accountants
16-18 Devonshire Street
KEIGHLEY
West Yorkshire
BD21 2DG

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Company Information for the year ended 31 August 2006

DIRECTORS:

M Prince

Mrs L A Southern

A Lamont

SECRETARY:

Mrs L A Southern

REGISTERED OFFICE:

The Bank Building

32/34 Victoria Road

Earby

BARNOLDSWICK

Lancashire BB18 6UR

REGISTERED NUMBER:

04134171 (England and Wales)

AUDITORS:

Walkers

Registered Auditors Chartered Accountants 16-18 Devonshire Street

KEIGHLEY West Yorkshire BD21 2DG

Report of the Directors for the year ended 31 August 2006

The directors present their report with the financial statements of the company for the year ended 31 August 2006.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of the provision of financial services.

REVIEW OF BUSINESS

The results for the year and financial position of the company are as shown in the annexed financial statements.

DIVIDENDS

An interim dividend of £1.80 per share was paid on 10 August 2006. The directors recommend that no final dividend be paid.

The total distribution of dividends for the year ended 31 August 2006 will be £2,000.

The dividend was only paid on 1,111 ordinary shares of £1 each. Waivers were implemented for the residue of the issued shares.

EVENTS SINCE THE END OF THE YEAR

Information relating to events since the end of the year is given in the notes to the financial statements.

DIRECTORS

The directors during the year under review were:

M Prince
Mrs L A Southern
D M Southern

- resigned 6.4.06

A Lamont

The beneficial interests of the directors holding office on 31 August 2006 in the issued share capital of the company were as follows:

Ordinary £1.00 shares	31.8.06	1.9.05
M Prince	8,889	9,500
Mrs L A Southern	1,111	500
A Lamont	1.111	-

COMPANY'S POLICY ON PAYMENT OF CREDITORS

The company's policy is to agree terms of payment prior to commencing to trade with a supplier. It will be the company's policy to abide by those terms ,based on timely submission of satisfactory invoices, and payment thirty days thereafter. As at the time of the balance sheet the number of creditor days was 30.

POTENTIAL IMPACT OF THE INTRODUCTION OF THE EURO

The potential impact of the Euro on the business has been assessed. The directors believe that as far as can be ascertained at this stage their will be no major impact on the business and its operations and consequently no additional direct costs will be incurred in dealing with this issue.

Report of the Directors for the year ended 31 August 2006

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 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.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

Mfm.

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 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 company's auditors are aware of that information.

AHDITORS

The auditors, Walkers, will be proposed for re-appointment in accordance with Section 385 of the Companies Act 1985.

ON BEHALF OF THE BOARD:

M Prince - Director

22 November 2006

Report of the Independent Auditors to the Shareholders of Prince & King Financial Services Limited

We have audited the financial statements of Prince & King Financial Services Limited for the year ended 31 August 2006 on pages six to seventeen. 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 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 three 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 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 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 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.

Report of the Independent Auditors to the Shareholders of Prince & King Financial Services Limited

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 company's affairs as at 31 August 2006 and of its profit for the year then ended; and
- have been properly prepared in accordance with the Companies Act 1985.

In our opinion the information given in the report of the directors is consistent with the financial statements.

Walkers

Registered Auditors Chartered Accountants 16-18 Devonshire Street KEIGHLEY West Yorkshire

BD21 2DG

Date: 24 November 2006

Profit and Loss Account for the year ended 31 August 2006

	Notes	31.8.06 £	31.8.05 £
TURNOVER		203,191	128,811
Cost of sales		82,434	50,843
GROSS PROFIT		120,757	77,968
Administrative expenses		108,937	68,971
		11,820	8,997
Other operating income		5,171	-
OPERATING PROFIT	3	16,991	8,997
Interest receivable and similar income		191	426
		17,182	9,423
Interest payable and similar charges	4	432	-
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	ES	16,750	9,423
Tax on profit on ordinary activities	5	4,863	2,104
PROFIT FOR THE FINANCIAL YEA AFTER TAXATION	AR.	11,887	7,319

CONTINUING OPERATIONS

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

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profits for the current year or previous year.

Balance Sheet 31 August 2006

		31.8.0	6	31.8.05	i
	Notes	£	£	£	£
FIXED ASSETS					
Intangible assets	7		42,375		32,000
Tangible assets	8		19,487		11,552
			61,862		43,552
CURRENT ASSETS					
Debtors	9	13,257		5,861	
Cash at bank	,	19,575		14,947	
Cubit de Cullix					
		32,832		20,808	
CREDITORS		,		,	
Amounts falling due within one year	10	43,489		39,235	
NET CURRENT LIABILITIES			(10,657)		(18,427)
TOTAL ASSETS LESS CURRENT					
LIABILITIES			51,205		25,125
			,		
PROVISIONS FOR LIABILITIES	13		3,193		2,000
					
NET ASSETS			48,012		23,125
					
CAPITAL AND RESERVES					
Called up share capital	14		11,111		10,000
Share premium	15		13,889		10,000
Profit and loss account	15		23,012		13,125
a coast data 1000 appount					
SHAREHOLDERS' FUNDS	18		48,012		23,125
					<u> </u>

The financial statements were approved by the Board of Directors on 22 November 2006 and were signed on its behalf by:

M Prince - Director

Cash Flow Statement for the year ended 31 August 2006

		31.8.06		31.8.05	
	Notes	£	£	£	£
Net cash inflow from operating activities	1		32,420		17,131
Returns on investments and servicing of finance	2		(241)		426
Taxation			(2,353)		(2,043)
Capital expenditure	2		(12,198)		(1,173)
Equity dividends paid			(2,000)		
			15,628		14,341
Financing	2		(11,000)		(15,790)
Increase/(Decrease) in cash in the perio	d		4,628		(1,449)
Reconciliation of net cash flow to movement in net funds	3				
Increase/(Decrease) in cash in the period Cash inflow		4,628		(1,449)	
from increase in debt		(4,617)		-	
Change in net funds resulting from cash flows			11		(1,449)
Movement in net funds in the period Net funds at 1 September			11 14,947		(1,449) 16,396
Net funds at 31 August			14,958		14,947

Notes to the Cash Flow Statement for the year ended 31 August 2006

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

	31.8.06	31.8.05
	£	£
Operating profit	16,991	8,997
Depreciation charges	8,886	7,283
(Increase)/Decrease in debtors	(7,693)	1,656
Increase/(Decrease) in creditors	14,236	(805)
Net cash inflow from operating activities	32.420	17,131
The cash innow from operating activities		=====

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

	31.8.06	31.8.05
	£	£
Returns on investments and servicing of finance		
Interest received	191	426
Interest paid	(432)	-
•		
Net cash (outflow)/inflow for returns on investments and servicing of		
finance	(241)	426
Capital expenditure		
Purchase of tangible fixed assets	(12,198)	(1,173)
I dichase of tanglote fixed assets	(12,170)	(1,173)
Net cash outflow for capital expenditure	(12,198)	(1,173)
net cash outlion for capital expenditure		===
Financing	~ ^ ^	
New loans in year	5,300	-
Loan repayments in year	(683)	-
Amount introduced by directors	2	-
Amount withdrawn by directors	(15,619)	(15,790)
Net cash outflow from financing	(11,000)	(15,790)

Notes to the Cash Flow Statement for the year ended 31 August 2006

3. ANALYSIS OF CHANGES IN NET FUNDS

Marca I	At 1.9.05	Cash flow £	At 31.8.06 £
Net cash: Cash at bank	14,947	4,628	19,575
	14,947	4,628	19,575
Debt: Debts falling due			
within one year	<u>-</u>	(4,617)	(4,617)
		(4,617)	(4,617)
Total	14,947	11	14,958

Notes to the Financial Statements for the year ended 31 August 2006

1. ACCOUNTING POLICIES

Accounting convention

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

Turnover

Turnover comprises commissions and fees receivable exclusive of sales related taxes. Commissions are recognised once a transaction has been completed.

Goodwill

Goodwill, being the amount paid in connection with the acquisition of a business in 2003, is being amortised evenly over its estimated useful life of ten years.

Goodwill, being the amount paid in connection with the acquisition of a casebook in 2006, is being amortised evenly over it's estimated useful life of ten years.

Tangible fixed assets

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

Improvements to property

- Over the life of the lease

Fixtures and fittings

- 15% on cost

Computer equipment

- 25% on cost

Deferred tax

Deferred tax has been recognised as a liability or asset if transactions have occured at the balance sheet date that give rise to an obligation to pay more taxation in the future, or a right to pay less taxation in the future. An asset is not recognised to the extent that the transfer of economic benefits in the future is uncertain. Deferred tax assets and liabilities have not been discounted.

Pensions

The company operates a defined contribution pension scheme. Contributions payable for the year are charged in the profit and loss account.

Provision for clawback of indemnity commission

The provision for clawback of indemnity commission represents the expected value of commissions potentially reclaimable by the product providers in respect of policies cancelled during the indemnity period, based upon past experience of such claims.

2. STAFF COSTS

	31.8.06 £	31.8.05 £
Wages and salaries	30,139	8,465
Social security costs	1,227	180
Other pension costs	-	50
	31,366	8,695
		

Notes to the Financial Statements - continued for the year ended 31 August 2006

2. STAFF COSTS - continued

3.

The average monthly number of employees during the year was as follows:	31.8.06	31.8.05
	31.8.00	31.6.03
Management	3	3
Administration	1	1
	4	4
		======
There was no outstanding or prepaid pension contributions at the balance sheet date.		
OPERATING PROFIT		
The operating profit is stated after charging/(crediting):		
	31.8.06	31.8.05
	£	£
Operating lease income	(5,171)	-
Depreciation - owned assets	4,261	3,283
Goodwill amortisation	4,625	4,000
Auditors' remuneration	2,500	3,282
Rent	7,333	6,500
		
Directors' emoluments	26,300	7,500
Directors' pension contributions to money purchase schemes	, -	50

1.	ne number	01	unectors	ω	wnom	rememen	t benemis	were	accruing	g was as	tollows:

	Money purchase schemes	2	2
4.	INTEREST PAYABLE AND SIMILAR CHARGES		
		31.8.06	31.8.05
		£	£
	Bank interest	215	-
	Bank loan interest	217	-
			
		432	-

Notes to the Financial Statements - continued for the year ended 31 August 2006

5. TAXATION

The tax charge on the profit on ordinary activities for the year was as follows:		
	31.8.06 £	31.8.05 £
Current tax:		

Current tax: UK corporation tax	4,373	2,353
Deferred tax	490	(249)
Tax on profit on ordinary activities	4,863	2,104

Factors affecting the tax charge

Analysis of the tax charge

The tax assessed for the year is higher than the standard rate of corporation tax in the UK. The difference is explained below:

	31.8.06 £	31.8.05 £
Profit on ordinary activities before tax	16,750	9,423
Profit on ordinary activities		
multiplied by the standard rate of corporation tax		
in the UK of 19% (2005 - 19%)	3,183	1,790
Effects of:		
Depreciation in excess of capital allowances	-	249
Expenditure not allowable for tax purposes	410	33
Goodwill amortisation	879	760
Capital allowances in excess of depreciation	(51)	-
Marginal relief	(48)	(479)
Current tax charge	4,373	2,353
		

6. **DIVIDENDS**

	31.8.06	31.8.05
	£	£
Equity shares:		
Interim	2,000	-

Notes to the Financial Statements - continued for the year ended 31 August 2006

7. INTANGIBLE FIXED ASSETS

7.	INTANGIBLE FIXED ASSETS				Goodwill
	COST				£
	At 1 September 2005				40,000
	Additions				15,000
	At 31 August 2006				55,000
	AMORTISATION				
	At 1 September 2005				8,000
	Amortisation for year				4,625
	At 31 August 2006				12,625
	NET BOOK VALUE				<u></u>
	At 31 August 2006				42,375
	At 31 August 2005				32,000
					====
8.	TANGIBLE FIXED ASSETS				
0.		Improvements	Fixtures		
		to	and	Computer	
		property	fittings	equipment	Totals
		£	£	£	£
	COST				10.500
	At 1 September 2005	8,395	3,299	6,835	18,529
	Additions	<u> </u>		12,198	12,198
	At 31 August 2006	8,395	3,299	19,033	30,727
	DEPRECIATION				
	At 1 September 2005	2,399	1,385	3,195	6,979
	Charge for year	1,199	410	2,652	4,261
	At 31 August 2006	3,598	1,795	5,847	11,240
	NET BOOK VALUE				
	At 31 August 2006	4,797	1,504	13,186	19,487
	At 21 Angust 2005	5 006	1.014	2 640	11.550
	At 31 August 2005	5,996	1,914	3,640	11,550
^	DEDUCADO AMOUNTO DALLINO DI	ie wardija oare ve ar			
9.	DEBTORS: AMOUNTS FALLING DU	E WITHIN ONE YEAR		31.8.06	31.8.05
				£	£
	Trade debtors			6,943	891
	Deferred tax asset			-	297
	Prepayments			6,314	4,673
				13,257	5,861
				13,431	3,001

Notes to the Financial Statements - continued for the year ended 31 August 2006

10.	CREDITORS:	AMOUNTS	FALLING DUE	WITHIN ONE YEAR
-----	------------	----------------	-------------	-----------------

	31.8.06	31.8.05
	£	£
Bank loans and overdrafts (see note 11)	4,617	-
Corporation tax	4,373	2,353
Social security and other taxes	1,380	276
Other creditors	4,760	2,944
Directors' current accounts	15,193	30,812
Accrued expenses	13,166	2,850
•		
	43,489	39,235

11. LOANS

An analysis of the maturity of loans is given below:

	31.8.06	31.8.05
	£	£
Amounts falling due within one year or on demand:		
Bank loans	4,617	-
		====

12. OPERATING LEASE COMMITMENTS

The following operating lease payments are committed to be paid within one year:

			Land and buildings	
		31.8.06 £	31.8.05 £	
	Expiring: Within one year	7,333	_	
	In more than five years	-	6,500	
		7,333	6,500	
		——————————————————————————————————————	===	
13.	PROVISIONS FOR LIABILITIES			
15.	THO VIDEOTION TOWN ENTERED	31.8.06	31.8.05	
		£	£	
	Deferred tax	193	(297)	
	Clawback provision	3,000	2,000	
		3,193	1,703	
				

Notes to the Financial Statements - continued for the year ended 31 August 2006

13. PROVISIONS FOR LIABILITIES - continued

	Deferred
	tax
	£
Balance at 1 September 2005	(297)
Accelerated capital allowances	490
•	
Balance at 31 August 2006	193
-	<u></u>

The provision for clawback of indemnity commission represents the expected cost of clawbacks from product providers for subsequent policy cancellations and mid term adjustments in respect of ploicies written at 31st August 2006. The amount represents the net obligation after net work recovery.

14. CALLED UP SHARE CAPITAL

Authorised:				
Number:	Class:	Nominal	31.8.06	31.8.05
		value:	£	£
100,000	Ordinary	£1.00	100,000	100,000
	•		=======================================	=====
Allotted, issu	ed and fully paid:			
Number:	Class:	Nominal	31.8.06	31.8.05
		value:	£	£
10,000	Ordinary	£1.00	11,111	10,000

1,111 ordinary shares of £1 each were allotted on the 20th March 2006 to Mr A Lamont.

15. RESERVES

	and loss account	Share premium £	Totals £
At 1 September 2005	13,125	-	13,125
Profit for the year	11,887		11,887
Dividends	(2,000)		(2,000)
Cash share issue	•	13,889	13,889
At 31 August 2006	23,012	13,889	36,901
		======	=====

Notes to the Financial Statements - continued for the year ended 31 August 2006

16. RELATED PARTY DISCLOSURES

Michael Prince is the sole director shareholder of Prince & King Group Limited.

During the year, this company charged Prince & King Financial Services Limited £nil (2005: £10,150) for management fees in terms of administrative services rendered. At the balance sheet date £3,092 (2005: £1,036) was due to this company in respect of expenses settled on behalf of Group Limited by Financial Services Limited.

The directors are trustees of the Prince & King Group Pension Scheme SSAS.

During the year, rent of £7,333 (2005: £6,500) was paid to this scheme by way of rent. There was no balances outstanding at the balance sheet date.

17. POST BALANCE SHEET EVENTS

These financial statements were approved for issue by the board of directors on the 22nd November 2006.

18. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

Profit for the financial year Dividends	31.8.06 £ 11,887 (2,000)	31.8.05 £ 7,319
Issue of share capital	9,887 15,000	7,319
Net addition to shareholders' funds Opening shareholders' funds	24,887 23,125	7,319 15,806
Closing shareholders' funds	48,012	23,125
Equity interests	48,012	23,125

19. CONTROL

The company is under the control of Michael Prince, a director of the company.

Trading and Profit and Loss Account for the year ended 31 August 2006

	31.8.06		31.8.05	
	£	£	£	£
Sales		203,191		128,811
Cost of sales				
Directors' salaries	19,300		5,000	
Directors' social security	961		120	
Associate costs and commission	62,173		45,723	
		82,434		50,843
GROSS PROFIT		120,757		77,968
Other income				
Rents received	5,171		-	
Deposit account interest	191		423	
Interest on corporation tax	-		3	
•		5,362		426
		126,119		78,394
Expenditure				
Rent	7,333		6,500	
Rates and water	1,286		1,631	
Insurance	3,866		2,845	
Light and heat	2,003		1,035	
Directors' salaries	7,000		2,500	
Directors' social security	265		60	
Directors' pension contributions	_		50	
Wages	3,839		965	
Social security	1		-	
Telephone	3,513		2,735	
Post and stationery	4,293		1,627	
Advertising	7,608		912	
Travel and motor expenses	27,660		11,949	
Repairs and renewals	6,955		7,245	
Sundry expenses	5,277		1,207	
Accountancy	775		600	
Consultancy	3,500		-	
Legal fees	11,297		6,156	
Management fees	. 1,25.		10,150	
Auditors' remuneration	2,500		3,282	
Bad debts	900		3,202	
Dad debis		99,871		61,449
Carried forward		26,248		16,945

<u>Trading and Profit and Loss Account</u> for the year ended 31 August 2006

	31.8.06		31,8.05	
	£	£	£	£
Brought forward		26,248		16,945
Finance costs				
Bank charges	180		239	
Bank interest	215		-	
Bank loan interest	217		•	
		612		239
		25,636		16,706
Depreciation				
Goodwill	4,625		4,000	
Improvements to property	1,199		1,199	
Fixtures and fittings	410		411	
Computer equipment	2,652		1,673	
		8,886		7,283
NET PROFIT		16,750		9,423
		===		