REGISTRAR OF COMPANIES

Report of the Directors and

Financial Statements

for the Year Ended 31 August 2006

for

Nevrus Limited



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Company Information for the Year Ended 31 August 2006

DIRECTORS

P I Jones N Kelly S Epps N Coulter J Coombs

SECRETARY

S Epps

REGISTERED OFFICE

54 Eastmoors Road

Cardiff CF24 5NN

REGISTERED NUMBER

04148659 (England and Wales)

AUDITORS

Broomfield & Alexander Limited

Registered Auditors
Chartered Accountants
Pendragon House
Caxton Place
Pentwyn
Cardiff
CF23 8XE

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Report of the Directors for the Year Ended 31 August 2006

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

PRINCIPAL ACTIVITY

The principal activity of the group in the year under review was that of general construction, building and selling of residential property and property development

REVIEW OF BUSINESS

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

The Group consists of three group companies, Opco Limited, Ballantyne Homes Limited and Propco Developments Limited

Opco Limited, which specialises in general construction, increased turnover for this year to £41 3m from £27 8m last year, whilst maintaining our 3% operating margin

Ballantyne Homes Limited, which builds and sells residential property, increased its gross margin to our target level of 20% on a turnover of £3 4m. Given our current land bank, we expect turnover next year to approach the levels seen in 2005 (£9 9m) whilst maintaining or improving the gross margin.

Propco Developments did not trade in the year

This gave a group turnover of £44 8m compared to £39 0m last year and increased gross profit from 11 2% to 11 7%, reflective of generally favourable economic conditions and increased performance from our management teams. The net addition to the profit and loss account in reserves was £49k after paying £2 3m in bonus payments to the A directors.

We have a strong balance sheet at the year end, with £4 3m of shareholders funds and £2 8m of cash in the bank

DIVIDENDS

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No dividends were paid during the year

FUTURE DEVELOPMENTS

We are forecasting group turnover at £41 0m next year, with a further improvement in gross margin. We plan Opco turnover at around the £32m level, with Ballantyne Homes contributing between £8m and £9m and Propco Developments at £1 0m as it begins trading with its first commercial property development in the year.

Much of the land and contracts required to secure these levels is already in place and with continuing improvement in operational delivery, we see group operating profits in the £1 5m to £2 0m range

Report of the Directors for the Year Ended 31 August 2006

DIRECTORS

The directors during the year under review were

P I Jones

N Kelly

S Epps

N Coulter

J Coombs

- appointed 1 9 05

- appointed 1 9 05

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

| Ordinary £1 shares | 31 8 06 | 1 9 05 or date of appointment if later |
|-----------------------------|---------|---|
| P I Jones | 4,000 | 4,000 |
| N Kelly | 6,000 | 6,000 |
| S Epps | - | - |
| N Coulter | - | - |
| J Coombs | - | • |
| Ordinary B shares £1 shares | | |
| Pijones | - | - |
| N Kelly | - | _ |
| S Epps | 1,428 | |
| N Coulter | 1,428 | - |
| J Coombs | 1,428 | - |

GROUP'S POLICY ON PAYMENT OF CREDITORS

The group's policy is to settle the terms of payment with suppliers when agreeing the terms for each transaction or series of transactions, to seek to ensure that suppliers are aware of the terms of payment, and to abide by these terms of payment as and when satisfied that the supplier has provided the goods or services in accordance with the agreed terms

POLITICAL AND CHARITABLE CONTRIBUTIONS

During the year the group made charitable donations of £600 (2005 £2,000)

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 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,
- 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

The directors are also responsible for the maintenance and integrity of the corporate and financial information included on the company's website

Report of the Directors for the Year Ended 31 August 2006

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 ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the group's auditors are aware of that information

AUDITORS

The auditors, Broomfield & Alexander Limited, will be proposed for re-appointment in accordance with Section 385 of the Companies Act 1985

ON BEHALF OF THE BOARD

S Epps - Secretary

20 November 2006

Report of the Independent Auditors to the Members of Nevrus Limited

We have audited the financial statements of Nevrus Limited for the year ended 31 August 2006 on pages six to twenty two. 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.

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 affairs of the company and the group as at 31 August 2006 and of the loss of the group 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

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Broomfield & Alexander Limited Registered Auditors Chartered Accountants Pendragon House Caxton Place Pentwyn Cardiff CF23 8XE

30 November 2006

Consolidated Profit and Loss Account for the Year Ended 31 August 2006

| | | 200 | 6 | 200 |)5 |
|---|-------|----------------------|------------|--|------------|
| | Notes | £ | £ | £ | £ |
| TURNOVER Continuing operations Acquisitions | | 44,787,429 | 44,787,429 | 9,919,782 27,809,123 37,728,905 | 39,000,787 |
| Discontinued operations | | | | 1 271,882 | |
| Cost of sales | 2 | | 39,529,739 | | 34,615,331 |
| GROSS PROFIT | 2 | | 5,257,690 | | 4,385,456 |
| Net operating expenses | 2 | | 5,347,337 | | 2,718,099 |
| OPERATING (LOSS)/PROFIT Continuing operations Acquisitions Discontinued operations | 4 | (89,647) (89,647) | (89,647) | 732,111 834,028 1,566,139 101,218 | 1,667,357 |
| Interest receivable and similar income | | | 45,359 | | 35,054 |
| | | | (44,288) | | 1,702,411 |
| interest payable and similar charges | 5 | | 83,570 | | 181,462 |
| (LOSS)/PROFIT ON ORDINARY ACTIVITIES TAXATION | ΓIES | | (127,858) | | 1,520,949 |
| Tax on (loss)/profit on ordinary activities | 6 | | (29,114) | | 449,219 |
| (LOSS)/PROFIT FOR THE FINANCIAL Y | EAR | | (98,744) | | 1,071,730 |

TOTAL RECOGNISED GAINS AND LOSSES

The group has no recognised gains or losses other than the loss for the current year and the profit for the previous year

Consolidated Balance Sheet 31 August 2006

| | | 200 | 6 | 200 | 5 |
|-------------------------------------|-------|------------------------|-----------|------------|-----------|
| | Notes | £ | £ | £ | £ |
| FIXED ASSETS | | | | | |
| Intangible assets | 8 | | 2,845,259 | | 3,003,330 |
| Tangible assets | 9 | | 235,989 | | 377,429 |
| Investments | 10 | | · - | | - |
| | | | 3,081,248 | | 3,380,759 |
| CURRENT ASSETS | | | | | |
| CURRENT ASSETS | 11 | 4 000 700 | | 2 222 4 45 | |
| Stocks Debtors | 12 | 4,236,792 5,688,058 | | 2,232,145 | |
| Cash at bank | 12 | | | 3,556,011 | |
| Cash at bank | | 2,803,482 | | 2,666,246 | |
| CREDITORS | | 12,728,332 | | 8,454,402 | |
| Amounts falling due within one year | 13 | 11,424,313 | | 7,490,607 | |
| NET CURRENT ASSETS | | | 1,304,019 | | 963,795 |
| TOTAL ASSETS LESS CURRENT | | | | | |
| LIABILITIES | | | 4,385,267 | | 4,344,554 |
| CREDITORS | | | | | |
| Amounts falling due after more than | one | | | | |
| year | 14 | | 10,718 | | 20,745 |
| NET ASSETS | | | 4,374,549 | | 4,323,809 |
| | | | | | |
| CAPITAL AND RESERVES | | | | | |
| Called up share capital | 18 | | 14,284 | | 10,000 |
| Share premium | 19 | | 145,200 | | 10,000 |
| Merger reserve | 19 | | 3,235,370 | | 3,383,095 |
| Profit and loss account | 19 | | 979,695 | | 930,714 |
| . The and too dooding | | | | | |
| SHAREHOLDERS' FUNDS | 23 | | 4,374,549 | | 4,323,809 |
| | | | | | |

The financial statements were approved by the Board of Directors on 20 November 2006 and were signed on its behalf by

P I Jones - Director

N Kally Director

Company Balance Sheet 31 August 2006

| | | 200 | 6 | 200: | 5 |
|-------------------------------------|-------|-----------|-------------|-----------|---|
| | Notes | £ | £ | £ | £ |
| FIXED ASSETS | _ | | | | |
| Intangible assets | 8 | | - | | |
| Tangible assets | 9 | | 4 000 405 | | 74,057 |
| Investments | 10 | | 4,009,465 | | 4,009,465 ———— |
| | | | 4,009,465 | | 4,083,522 |
| CURRENT ASSETS | | | | | |
| Debtors | 12 | 1,441,106 | | 1,268,095 | |
| Cash at bank | | 42,492 | | 7,017 | |
| | | 1,483,598 | | 1,275,112 | |
| CREDITORS | | 1,405,530 | | 1,270,112 | |
| Amounts falling due within one year | 13 | 3,115,503 | | 1,780,076 | |
| NET CURRENT LIABILITIES | | | (1,631,905) | | (504,964) |
| TOTAL ASSETS LESS CURRENT | | | | | |
| LIABILITIES | | | 2,377,560 | | 3,578,558 |
| CREDITORS | | | | | |
| Amounts falling due after more than | one | | | | |
| year | 14 | | - | | 20,745 |
| NET ASSETS | | | 2,377,560 | | 3,557,813 |
| | | | | | ======================================= |
| CAPITAL AND RESERVES | | | | | |
| Called up share capital | 18 | | 14,284 | | 10,000 |
| Share premium | 19 | | 145,200 | | |
| Merger reserve | 19 | | 3,530,820 | | 3,530,820 |
| Profit and loss account | 19 | | (1,312,744) | | 16,993 |
| SHAREHOLDERS' FUNDS | 23 | | 2,377,560 | | 3,557,813 |
| | | | | | |

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 March 2000)

The financial statements were approved by the Board of Directors on 20 November 2006 and were signed on its behalf by

N Kelly - Director

P I Jones - Director

Cash Flow Statement for the Year Ended 31 August 2006

| | | 200 | 06 | 200 | 5 |
|---------------------------------|-------|-----|-------------|-----|-------------|
| | Notes | £ | £ | £ | £ |
| Net cash (outflow)/inflow | | | | | |
| from operating activities | 1 | | (1,419,185) | | 4,041,393 |
| Returns on investments and | | | | | |
| servicing of finance | 2 | | (38,211) | | (146,408) |
| Taxation | | | (216,020) | | (381,324) |
| Capital expenditure | 2 | | 9,968 | | (346,271) |
| Acquestions and dianopals | 2 | | | | 784,960 |
| Acquisitions and disposals | 2 | | | | 764,900 |
| | | | (1,663,448) | | 3,952,350 |
| Financing | 2 | | 1,800,684 | | (1,494,291) |
| Increase in cash in the period | | | 137,236 | | 2,458,059 |
| morozoo iii ozon iii tile penod | | | | | |

| Reconciliation of net cash flow to movement in net funds 3 | | | | |
|--|-------------|--------------------------|-----------|--------------------------|
| Increase In cash in the period Cash (inflow)/outflow | 137,236 | | 2,458,059 | |
| from (increase)/decrease in debt and lease financing | (1,677,119) | | 1,934,091 | |
| Change in net funds resulting from cash flows | | (1,539,883) | | 4,392,150 |
| Movement in net funds in the period Net funds/(debt) at 1 September | | (1,539,883) 2,177,306 | | 4,392,150 (2,214,844) |
| Net funds at 31 August | K | 637,423 | | 2,177,306 |

Notes to the Cash Flow Statement for the Year Ended 31 August 2006

1 RECONCILIATION OF OPERATING (LOSS)/PROFIT TO NET CASH (OUTFLOW)/INFLOW FROM OPERATING ACTIVITIES

| Year ended 31 August 2006 | | | |
|--|-----------------|-------------------|---|
| | Continuing £ | Discontinued £ | Total £ |
| Operating (loss)/profit | (89,647) | - | (89,647 |
| Depreciation charges | 315,462 | - | 315,462 |
| Increase in stocks | (2,004,647) | _ | (2,004,647 |
| Increase in debtors | (2,132,047) | _ | (2,132,047 |
| Increase/(Decrease) in creditors | 2,491,694 | _ | 2,491,694 |
| | | | |
| Net cash outflow from continuing operating activities Net cash inflow from discontinued operating activities | (1,419,185) | | |
| , - | | | |
| Net cash outflow from operating activities | | | (1,419,185 |
| Year ended 31 August 2005 | | | |
| • | Continuing | Discontinued | Total |
| | £ | £ | £ |
| Operating (loss)/profit | 1,566,139 | 101,218 | 1,667,357 |
| Depreciation charges | 260,517 | 955 | 261,472 |
| Profit on disposal of fixed assets | (5,161) | - | (5,161 |
| Decrease in stocks | 2,316,500 | 47,514 | 2,364,014 |
| Decrease in debtors | 4,098,054 | 32,254 | 4,130,308 |
| Increase/(Decrease) in creditors | (4,198,958) | (177,639) | (4,376,597 |
| mideaser(Dediease) in dieditors | (4,150,930) | (177,039) | (4,370,387 |
| Net cash inflow from continuing operating activities Net cash inflow from discontinued operating activities | 4,037,091 | 4,302 | |
| Net cash inflow from operating activities | | | 4,041,393 |
| ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN | N THE CASH FLOW | / STATEMENT | |
| | | 2006 | 2005 |
| | | £ | 2003 £ |
| Returns on investments and servicing of finance | | | |
| Interest received | | 45,359 | 35,054 |
| Interest paid | | (80,955) | (178,323 |
| Interest element of hire purchase payments | | (2,615) | (3,139 |
| interest element of thre purchase payments | | (2,013) | (3,133 |
| Net cash outflow for returns on investments and servicing | ng of finance | (38,211) | (146,408 ———————————————————————————————————— |
| Capital expenditure | | | |
| Purchase of tangible fixed assets | | (27.002) | /202 125 |
| | | (37,093) | (383,135 |
| | | 47,061 | 36,864 |
| Sale of tangible fixed assets | | | |
| - | | 9,968 | (346,271 |
| Net cash inflow/(outflow) for capital expenditure | | 9,968 | (346,271 |
| Net cash inflow/(outflow) for capital expenditure Acquisitions and disposals Purchase of subsidiary undertaking | | 9,968 | <u></u> |
| Net cash inflow/(outflow) for capital expenditure Acquisitions and disposals Purchase of subsidiary undertaking Cash acquired with subsidiary | | 9,968 | (468,585 |
| Net cash inflow/(outflow) for capital expenditure Acquisitions and disposals Purchase of subsidiary undertaking Cash acquired with subsidiary undertaking | | 9,968 | (468,585 |
| Net cash inflow/(outflow) for capital expenditure Acquisitions and disposals Purchase of subsidiary undertaking Cash acquired with subsidiary undertaking Share capital | | 9,968 | (468,585 1,263,345 (9,800 |
| Net cash inflow/(outflow) for capital expenditure Acquisitions and disposals Purchase of subsidiary undertaking Cash acquired with subsidiary undertaking | | 9,968 | (346,271) (468,585) 1,263,345 (9,800) 784,960 |

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Notes to the Cash Flow Statement for the Year Ended 31 August 2006

| 2 | ANALYSIS OF CASH FLOWS FOR HEADINGS NETTE | D IN THE CASH FLOW | STATEMENT 2006 £ | - continued 2005 £ |
|---|---|--------------------|---------------------|--------------------------|
| | Financing New loans in year | | 1,681,142 | _ |
| | Loan repayments in year | | - | (1,498,715) |
| | Capital repayments in year | | (29,942) | (5,376) |
| | Share issue | | 149,484 | 9,800 |
| | Net cash inflow/(outflow) from financing | | 1,800,684 | (1,494,291) |
| 3 | ANALYSIS OF CHANGES IN NET FUNDS | | | |
| | | At 1 9 05 £ | Cash flow £ | At 31 8 06 £ |
| | Net cash | 2.000.040 | 407.000 | 0.000.400 |
| | Cash at bank | 2,666,246 | 137,236 | 2,803,482 |
| | | 2,666,246 | 137,236 | 2,803,482 |
| | Debt | (25,785) | 4,022 | (21,763) |
| | Hire purchase Debts falling due | (23,763) | 4,022 | (21,703) |
| | within one year | (463,155) | (1,681,141) | (2,144,296) |
| | | (488,940) | (1,677,119) | (2,166,059) |
| | Total | 2,177,306 | (1,539,883) | 637,423 |

Notes to the Financial Statements for the Year Ended 31 August 2006

ACCOUNTING POLICIES

Accounting convention

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

Basis of consolidation

The consolidated accounts incorporate the accounts of the company and all its subsidiaries

Turnover

Turnover represents amounts invoiced to outside customers, except in respect of contracting activities where turnover represents the value of work carried out during the year including amounts not invoiced

Turnover is recognised on the sale of residential properties when contracts are completed

Turnover excludes value added and similar sales-based taxes

Goodwill

Goodwill arising on consolidation represents the excess of the fair value of the consideration given over the fair value of the identifiable net assets acquired. Goodwill is capitalised, and amortised through the profit and loss account over its useful economic life of 20 years.

Tangible fixed assets

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

Plant & machinery

25-33% on cost

Computer equipment

25%-50% on cost

Fixture & fittings

25% on cost

Motor vehicles

25% on cost

Stocks

Stocks are valued at the lower of cost and net realisable value

Deferred tax

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

Hire purchase and leasing commitments

Assets obtained under hire purchase contracts or finance leases are capitalised in the balance sheet. Those held under hire purchase contracts are depreciated over their estimated useful lives. Those held under finance leases are depreciated over their estimated useful lives or the lease term, whichever is the shorter.

The interest element of these obligations is charged to the profit and loss account over the relevant period. The capital element of the future payments is treated as a liability.

Rentals paid under operating leases are charged to the profit and loss account on a straight line basis over the period of the lease

Pensions

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

Profit recognition on contracting activities

Profit on individual contracts is taken only when their outcome can be foreseen with reasonable certainty, based on the lower of the percentage margin earned to date and that prudently forecast at completion, taking account of agreed claims. Full provision is made for all known or expected losses on individual contracts, taking a prudent view of future income, immediately such losses are foreseen.

Notes to the Financial Statements - continued for the Year Ended 31 August 2006

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| 10. 110 100. 211000 | 7. August 2000 | | |
|---|-----------------------|---------------------------------|--------------------------------|
| ANALYSIS OF OPERATIONS | | 2006 | |
| | Continuing | Discontinued | Total |
| Cost of sales | £ 39,529,739 | £ | £ 39,529,739 |
| Gross profit | 5,257,690 | _ | 5,257,690 |
| Net operating expenses | | | |
| Administrative expenses | 5,347,337 | - | 5,347,337 |
| | Continuing | 2005 Discontinued | Total |
| Cost of sales | £ 33,530,158 | £ 1,085,173 | £ 34,615,331 |
| Gross profit | 4,198,747 | 186,709 | 4,385,456 |
| Net operating expenses | | | |
| Administrative expenses | 2,632,608 | 85,491 | 2,718,099 |
| The total figures for continuing operations include the f | ollowing amounts rel | | |
| Cost of sales | | 2006 £ | 2005 £ 25,168,415 |
| Gross profit | | - | 2,640,708 |
| Net operating expenses | | | |
| Administrative expenses | | - | 1,806,680 |
| STAFF COSTS | | | |
| Wages and salaries (excluding directors) during the ye | ar was as follows | | |
| | | 2006 £ | 2005 £ |
| Wages and salaries Social security Pension costs | | 3,907,590 412,910 116,538 | 3,129,282 331,990 82,183 |
| | | 4,437,038 | 3,543,455 |
| The average monthly number of employees (excluding | directors) during the | year was as follows | |
| Operational staff Administrative staff Labour | | 2006 74 25 26 | 2005 65 20 19 |
| | | | |

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Notes to the Financial Statements - continued for the Year Ended 31 August 2006

OPERATING (LOSS)/PROFIT

The operating loss (2005 - operating profit) is stated after charging/(crediting)

| | | 2006 | 2005 |
|---|--|------------|----------------|
| | | £ | £ |
| | Hire of plant and machinery | 897,284 | 1,046,200 |
| | Depreciation - owned assets | 142,248 | 88,236 |
| | Depreciation - assets on hire purchase contracts | 15,144 | 15,165 |
| | Profit on disposal of fixed assets | 450.034 | (5,161) |
| | Goodwill amortisation | 158,071 | 158,071 |
| | Auditors' remuneration | 22,050 | 21,800 |
| | Auditors' remuneration for non audit work | 8,665 | 31,200 |
| | Operating lease rentals = | 111,757 | 60,467 |
| | Directors' emoluments | 2,845,606 | 594,747 |
| | | 80,056 | 62,633 |
| | Directors' pension contributions to money purchase schemes | 80,030 | |
| | The number of directors to whom retirement benefits were accruing was as follows | | |
| | Money purchase schemes | 5 | 3 |
| | money parameter out to make | = | |
| | Information regarding the highest paid director is as follows | | |
| | miorination regarding the mg. reac paid an estat to de remarks | 2006 | 2005 |
| | | £ | £ |
| | Emoluments etc | 1,627,394 | 268,507 |
| | Pension contributions to money purchase schemes | 24,000 | 25,500 |
| | = | , | |
| | The company does not operate a long term incentive scheme | | |
| 5 | INTEREST PAYABLE AND SIMILAR CHARGES | | |
| • | | 2006 | 2005 |
| | | £ | £ |
| | Bank interest | 80,955 | 92,323 |
| | Other interest | _ | 86,000 |
| | Hire purchase | 2,615 | 3,139 |
| | · | | 404 400 |
| | | 83,570 | 181,462 ——— |
| ^ | TAXATION | | |
| 6 | TAXATION (| | |
| | Analysis of the tax (credit)/charge | | |
| | The tax (credit)/charge on the loss on ordinary activities for the year was as follows | ; | |
| | • • • • • • • • • • • • • • • • • • • | 2006 | 2005 |
| | | £ | £ |
| | Current tax | 00 01- | |
| | UK corporation tax | 26,615 | 449,219 |
| | Overprovision prior years | (55,860) | - |
| | Underprovision prior year | 131 | - |
| | | | |
| | Tax on (loss)/profit on ordinary activities | (29,114) | 449,219 |
| | ten en versjipten en et enter jieren er | | ===== |
| | | | |

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Notes to the Financial Statements - continued for the Year Ended 31 August 2006

6 TAXATION - continued

Factors affecting the tax (credit)/charge

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

| | 2006 £ | 2005 £ |
|---|---------------|-----------------|
| (Loss)/profit on ordinary activities before tax | (127,858) | 1,520,949 |
| (Loss)/profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 30% (2005 - 30%) | (38,357) | 456,285 |
| Effects of Other Tax losses | <u>.</u> | 740 (89,267) |
| Expenses not deduction for tax (including goodwill amortisation) | (2,732) | 68,751 |
| Capital allowances for period in excess of depreciation Expensive lease cars | 11,169 806 | 9,004 3,706 |
| | | |
| Current tax (credit)/charge | (29,114) | 449,219 ———— |

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 $\pounds(1,329,737)$ (2005 - $\pounds(10,730)$)

8 INTANGIBLE FIXED ASSETS

| Group | | Goodwill £ |
|--|---|--------------------|
| COST At 1 September 2005 and 31 August 2006 | | 3,161,401 |
| AMORTISATION At 1 September 2005 Amortisation for year | | 158,071 158,071 |
| At 31 August 2006 | | 316,142 |
| NET BOOK VALUE At 31 August 2006 | - | 2,845,259 |
| At 31 August 2005 | | 3,003,330 |

Notes to the Financial Statements - continued for the Year Ended 31 August 2006

9 TANGIBLE FIXED ASSETS

 $\sqrt{}$

| Group | Improvements | | Fixtures | | |
|---|--------------------|------------------------------|---|--|--------------------------------|
| | to property | Plant and machinery £ | and fittings £ | Computer equipment | Totals £ |
| COST At 1 September 2005 Additions Disposals | 149,527 - - | 125,019 (116,270) | 87,402 6,426 | 208,236 56,587 | 570,184 63,013 (116,270) |
| At 31 August 2006 | 149,527 | 8,749 | 93,828 | 264,823 | 516,927 |
| DEPRECIATION At 1 September 2005 Charge for year Eliminated on disposal | 13,776 42,836 | 48,033 28,522 (69,209) | 12,311 10,874 | 118,635 75,160 | 192,755 157,392 (69,209) |
| At 31 August 2006 | 56,612 | 7,346 | 23,185 | 193,795 | 280,938 |
| NET BOOK VALUE At 31 August 2006 | 92,915 | 1,403 | 70,643 | 71,028 | 235,989 |
| At 31 August 2005 | 135,751 | 76,986 | 75,091 | 89,601 | 377,429 |
| Fixed assets, included in the | above, which are h | | urchase contract Plant and machinery £ | s are as follows Computer equipment £ | Totals £ |
| COST At 1 September 2005 Additions Disposals | | | 45,495 (45,495) | 25,920 | 45,495 25,920 (45,495) |
| At 31 August 2006 | | | - | 25,920 | 25,920 |
| DEPRECIATION At 1 September 2005 Charge for year Eliminated on disposal | | | 29,066 11,374 (40,440) | 3,770 | 29,066 15,144 (40,440) |
| At 31 August 2006 | | | - | 3,770 | 3,770 |
| NET BOOK VALUE At 31 August 2006 | | | | 22,150 | 22,150 |
| At 31 August 2005 | | | 16,429 | <u></u> | 16,429 |

Notes to the Financial Statements - continued for the Year Ended 31 August 2006

9 TANGIBLE FIXED ASSETS - continued

10

| Company | | _ | _ | |
|---|---------------------------|------------------------------|--------------------|------------------------------|
| | | Plant and machinery | Computer equipment | Totals £ |
| COST | | £ | £ | Z. |
| At 1 September 2005 Disposals | | 116,270 (116,270) | 3,869 | 120,139 (116,270) |
| At 31 August 2006 | | | 3,869 | 3,869 |
| DEPRECIATION At 1 September 2005 Charge for year Eliminated on disposal | | 43,603 25,606 (69,209) | 2,479 1,390 | 46,082 26,996 (69,209) |
| At 31 August 2006 | | <u>-</u> | 3,869 | 3,869 |
| NET BOOK VALUE At 31 August 2006 | | - | - | - |
| At 31 August 2005 | | 72,667 | 1,390 | 74,057 |
| Fixed assets, included in the above, whi | ch are held under hire pu | rchase contract | s are as follows | Plant and machinery £ |
| COST At 1 September 2005 Disposals | | | | 45,495 (45,495) |
| At 31 August 2006 | | | | |
| DEPRECIATION At 1 September 2005 Charge for year Eliminated on disposal | | | | 29,066 11,374 (40,440) |
| At 31 August 2006 | | | | |
| NET BOOK VALUE At 31 August 2006 | | | | - |
| At 31 August 2005 | | | | 16,429 |
| FIXED ASSET INVESTMENTS | | | | |
| Company | | | | Unlisted |
| | | | | investments |
| COST At 1 September 2005 and 31 August 2006 | | | | 4,009,465 |
| NET BOOK VALUE At 31 August 2006 | | | | 4,009,465 |
| At 31 August 2005 | | | | 4,009,465 |

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continued

Notes to the Financial Statements - continued for the Year Ended 31 August 2006

10 FIXED ASSET INVESTMENTS - continued

The group or the company's investments at the balance sheet date in the share capital of companies include the following

Subsidiaries

| Opco Lin | nited |
|----------|-------|
|----------|-------|

Nature of business General Construction

Class of shares holding
Ordinary shares 100 00

Ballantyne Homes Limited

Nature of business Building & Selling of residential property

Class of shares holding
Ordinary shares 100 00

Propco Developments Limited

Nature of business Property Development

Class of shares holding Ordinary shares 100 00

11 STOCKS

| | | TOGP |
|--------|-----------|-----------|
| | 2006 | 2005 |
| | £ | £ |
| Stocks | 4,236,792 | 2,232,145 |
| | | |

12 DEBTORS AMOUNTS FALLING DUE WITHIN ONE YEAR

| | Group | | Con | npany |
|---|-----------|-------------|-----------|-----------|
| | 2006 | 2005 | 2006 | 2005 |
| | £ | £ | £ | £ |
| Trade debtors | 373,987 | 1,042,097 | - | - |
| Social security and other taxes | 287,724 | 144,875 | - | - |
| Amounts recoverable on contracts | 3,026,513 | 1,230,100 | - | - |
| Other debtors | 1,470,089 | 1,007,994 | 295,679 | 29,850 |
| Amounts due from group undertakings | - | - | 1,133,686 | 1,229,686 |
| Directors' current accounts (see note 22) | 11,741 | 7,109 | 11,741 | 7,109 |
| Prepayments | 518,004 | 123,836 | - | 1,450 |
| | 5,688,058 | 3,556,011 | 1,441,106 | 1,268,095 |
| | | | | |

13 CREDITORS AMOUNTS FALLING DUE WITHIN ONE YEAR

| | Group | | Company | |
|---|------------|-----------|-----------|-----------|
| | 2006 | 2005 | 2006 | 2005 |
| | £ | £ | £ | £ |
| Bank loans and overdrafts (see note 15) | 2,144,296 | 463,155 | - | - |
| Hire purchase contracts (see note 16) | 11,045 | 5,040 | - | 5,040 |
| Trade creditors | 767,204 | 1,062,817 | - | - |
| Corporation tax | 37,175 | 282,309 | - | 25,916 |
| Social security and other taxes | 380,061 | 165,421 | 219,320 | 21,238 |
| Other creditors | 42,823 | 13,307 | 2,383 | 50 |
| Sub contractor creditors | 1,290,237 | 975,559 | - | - |
| Advance progress applications | • | 705,105 | - | - |
| Amounts due to group | | | | |
| undertakings | - | - | 2,879,513 | 1,608,332 |
| Accruals & deferred income | 6,751,472 | 3,817,894 | 14,287 | 119,500 |
| | 11,424,313 | 7,490,607 | 3,115,503 | 1,780,076 |
| | | | | |

Group

Notes to the Financial Statements - continued for the Year Ended 31 August 2006

| 14 | CREDITORS AMOUNTS FALLING DUE AFTER I | | | C | |
|----|---|------------------------------|---------------------|------------------|---------------------|
| | Hire purchase contracts (see note 16) | Group 2006 £ 10,718 | 2005 £ 20,745 | 2006 £ - | 2005 £ 20,745 |
| | | | | | |
| 15 | LOANS | | | | |
| | An analysis of the maturity of loans is given below | | | | |
| | | | | Gro | |
| | | | | 2006 £ | 2005 £ |
| | Amounts falling due within one year or on demand | | | | |
| | Bank loans | | | 2,144,296 | 463,155 |
| 16 | OBLIGATIONS UNDER HIRE PURCHASE CONTI | DACTE AND LE | ACEC | | |
| 10 | | KACIS AND LE | ASES | | |
| | Group | | | Hir | e |
| | | | | purch contra | |
| | | | | 2006 | 2005 |
| | Net obligations repayable | | | £ | £ |
| | Within one year | | | 11,045 10,718 | 5,040 20,745 |
| | Between one and five years | | | - | |
| | | | | 21,763 ——— | 25,785 |
| | Company | | | | |
| | . , | | | Hırı purch | |
| | | | | contra | acts |
| | | | | 2006 £ | 2005 £ |
| | Net obligations repayable | | | | 5,040 |
| | Within one year Between one and five years | | | - | 20,745 |
| | | | | | 25,785 |
| | | | | | |
| | The following operating lease payments are commi | tted to be paid v | within one year | - | |
| | Group | t and a | | O41- | |
| | | Land ar building | | Oth opera | |
| | | | | leas | |
| | | 2006 £ | 2005 £ | 2006 £ | 2005 £ |
| | Expiring Within one year | _ | 20,320 | 13,521 | 18,978 |
| | Between one and five years | 35,000 | 35,000 | 6,566 | 44,017 |
| | | 35,000 | 55,320 | 20,087 | 62,995 |

Notes to the Financial Statements - continued for the Year Ended 31 August 2006

16 OBLIGATIONS UNDER HIRE PURCHASE CONTRACTS AND LEASES - continued

Company

| | Othe operal lease | ting |
|--------------------------|-------------------------|-----------|
| Europe | 2006 £ | 2005 £ |
| Expiring Within one year | - | 9,798 |

17 SECURED DEBTS

The following secured debts are included within creditors

| | Group | | Company | |
|-------------------------|-----------|---------|---------|--------|
| | 2006 | 2005 | 2006 | 2005 |
| | £ | £ | £ | £ |
| Bank loans | 2,144,296 | 463,155 | - | - |
| Hire purchase contracts | 21,763 | 25,785 | - | 25,785 |
| | | | | |
| | 2,166,059 | 488,940 | - | 25,785 |
| | | | | ==== |

Bank loans are secured by way of a fixed charge over the freehold land of Ballantyne Homes Limited and Propco Developments Ltd which are included in stock, and also the present and future book and other debts, and other monetary claims of Ballantyne Homes Limited

The hire purchase contracts are secured on the assets to which they relate

18 CALLED UP SHARE CAPITAL

| Number | allotted, issued and fully paid Class | Nominal | 2006 | 2005 |
|--------|--|---------|-------------|--------|
| | | value | £ | £ |
| 10,000 | Ordinary | £1 | 10,000 | 10,000 |
| 4,284 | Ordinary B shares | £1 | 4,284 | - |
| | | | | |
| | | | 14,284 | 10,000 |
| | | | | |

The following fully paid shares were allotted during the year at a premium as shown below

4,284 Ordinary B shares shares of £1 each at £41 per share

Notes to the Financial Statements - continued for the Year Ended 31 August 2006

19 RESERVES

| G | ro | u | p |
|---|----|---|---|
|---|----|---|---|

| Group | Profit and loss | Chara | Moreor | |
|---|---------------------|-----------------------|------------------------|-----------------------|
| | account £ | Share premium £ | Merger reserve £ | Totals £ |
| At 1 September 2005 Deficit for the year Transfer to merger reserve - | 930,714 (98,744) | - | 3,383,095 | 4,313,809 (98,744) |
| Goodwill | 147,725 | - | (147,725) | - |
| Cash share issue | | 145,200 | • | 145,200 |
| At 31 August 2006 | 979,695 | 145,200 | 3,235,370 | 4,360,265 |
| Company | | | | |
| | Profit | | | |
| | and loss | Share | Merger | |
| | account | premium | reserve | Totals |
| | £ | £ | £ | £ |
| At 1 September 2005 | 16,993 | - | 3,530,820 | 3,547,813 |
| Deficit for the year | (1,329,737) | | | (1,329,737) |
| Cash share issue | - | 145,200 | | 145,200 |
| At 31 August 2006 | (1,312,744) | 145,200 | 3,530,820 | 2,363,276 |
| | | | | ••• |

Shares with a total nominal value of £4,284 were issued in the year for a consideration of £180,000 Legal and professional fees totalling £30,516 relating to the share issue have been deducted from the share premium balance, resulting in a balance carried forward of £145,200

20 TRANSACTIONS WITH DIRECTORS

The following loans to directors subsisted during the years ended 31 August 2006 and 31 August 2005

| · · | · · | v | 2006 £ | 2005 £ |
|---|------------|---|-------------|-----------|
| N Kelly | | | | _ |
| Balance outstanding at start of year | | | 7 74 | - |
| Balance outstanding at end of year | | | 5,467 | 774 |
| Maximum balance outstanding during year | | | 5,467 | 774 |
| | | | | = |
| PiJones | $ \wedge $ | | | |
| Balance outstanding at start of year | | | 6,335 | - |
| Balance outstanding at end of year | | | 4,585 | 6,335 |
| Maximum balance outstanding during year | - | | 6,335 | 6,335 |
| | | | === | === |

The directors loan accounts are interest free, unsecured and there are no fixed repayment dates

21 RELATED PARTY DISCLOSURES

No disclosure of transactions with group companies has been given in these accounts as permitted by the exemptions available by FRS 8 Related Party Disclosure

22 ULTIMATE CONTROLLING PARTY

There is no ultimate controlling party

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continued

Notes to the Financial Statements - continued for the Year Ended 31 August 2006

23 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

| Group | | |
|--|--------------------------|------------------------------|
| | 2006 £ | 2005 £ |
| (Loss)/Profit for the financial year | (98,744) | 1,071,730 |
| Merger reserve Issue of share capital Write back of minority interest | 149,484 | 3,530,820 9,800 94,910 |
| Net addition to shareholders' funds Opening shareholders' funds | 50,740 4,323,809 | 4,707,260 (383,451) |
| Closing shareholders' funds | 4,374,549 | 4,323,809 |
| Equity interests | 4,374,549 | 4,323,809 |
| Company | 2006 | 2005 |
| Loss for the financial year | £ (1,329,737) | £ (10,730) |
| Merger reserve | • | 3,530,820 |
| Issue of share capital | 149,484 | 9,800 |
| Net (reduction)/addition to shareholders' funds Opening shareholders' funds | (1,180,253) 3,557,813 | 3,529,890 27,923 |
| Closing shareholders' funds | 2,377,560 | 3,557,813 |
| Equity interests | 2,377,560 | 3,557,813 |
| | | |