REGISTERED NUMBER 04772930

ANNUAL REPORT AND

FINANCIAL STATEMENTS

FOR THE PERIOD

21 MAY 2003 TO 31 MAY 2004

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BREATHE MARKETING LIMITED CONTENTS OF THE FINANCIAL STATEMENTS

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COMPANY INFORMATION

FOR THE PERIOD ENDED 31 MAY 2004

DIRECTOR Geoffrey Richard Hocking

SECRETARY Michael James Hocking

REGISTERED OFFICE 8 Hunters Close

Caversham Reading RG4 7XE

REGISTERED NUMBER 04772930 (England and Wales)

ACCOUNTANT Alpha Accountants Limited

23 Felixstowe Close

Lower Earley Reading Berkshire RG6 3UF

BANKERS HSBC

6 Market Place Henley-on-Thames

Oxfordshire RG9 2AN

REPORT OF THE DIRECTORS

PERIOD ENDING 31 MAY 2004

The director presents his report with the accounts of the company for the period from 21 May 2003 to 31 May 2004.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was the provision of graphic design and marketing services.

REVIEW OF BUSINESS

A summary of the results of the year's trading is given on page 5 of the accounts.

EVENTS SINCE THE END OF THE YEAR

There have been no other significant events since the end of the year.

DIRECTORS

The director in office during the period and his beneficial interests in the company's issued ordinary share capital is as follows.

31 May 2004

Geoffrey Richard Hocking

100%

STATEMENT OF DIRECTOR'S RESPONSIBILITIES

Company law requires the directors to prepare financial statements for each financial period 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;
- follow applicable accounting standards, subject to any material departures disclosed and explained in the accounts:
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business;

The director is 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 accounts comply with the Companies Act 1985. He is also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention of fraud and other irregularities.

In preparing the above report, the Director has taken advantage of special exemptions applicable to small companies provided by Part 11 of Schedule 8 to the Companies Act 1985.

Signed on behalf of the Board

Hocking - Director 14. March 2005

PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDING 31 MAY 2004

	Notes	<u>2004</u>
		£
TURNOVER	2	139,779
COST OF SALES		<u>18,753</u>
GROSS PROFIT		121,026
Administrative Expenses		<u>112,142</u>
OPERATING PROFIT	3	8,884
Interest received & paid		-
PROFIT on ordinary activities before taxation		8,884
TAXATION	4	-
PROFIT/LOSS on ordinary activities after taxation		8,884
DIVIDENDS	5	4,000
RETAINED PROFIT AT 31 MAY 2004		4,884

CONTINUING OPERATIONS

Turnover and operating profit derive wholly from continuing operations.

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profit or loss for the period.

The notes on pages 8 to 9 form part of these accounts

BREATHE MARKETING LIMITED BALANCE SHEET 31 MAY 2004

Notes			£
6			8,274
7	38,620 (<u>2,960)</u> 35,660		
8	<u>38,950</u>		
		(3,290)	
NT LIABILITIES		,	4,984
9			100 <u>4,884</u> 4,984
	6 7 8 NT LIABILITIES	6 7 38,620 (2,960) 35,660 8 38,950 NT LIABILITIES	6 7 38,620 (2,960) 35,660 8 38,950 (3,290) NT LIABILITIES

BALANCE SHEET

31 MAY 2004

For the period ending 31 May 2004, the company was entitled to exemption from audit under section 249A(1) Companies Act 1985; and no notice has been deposited under section 249B(2). The director acknowledges his responsibility for ensuring that the company keeps accounting records which comply with section 221 (of the Act) and preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the period and of its profit or loss for the financial period in accordance with the requirements of section 226 and which otherwise comply with the requirements of the Companies Act 1985, so far as applicable to the company.

The director has taken advantage of special exemptions conferred by Part 1 of Schedule 8 to the Companies Act 1985 applicable to small companies in the preparation of the accounts and have done so on the grounds that, in their opinion, the company qualifies as a small company.

Signed on behalf of the Board of Directors

Mr G Hocking - Director

Approved by the Board on .! 4. March 2005

The notes on pages 8 to 9 form part of these accounts.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 31 MAY 2004

1. ACCOUNTING POLICIES

(a) Basis of accounting

The accounts have been prepared under the historical cost convention.

(b) Turnover

Turnover represents net invoiced sales of £139,779

(c) Tangible fixed assets

Depreciation is provided on fixed assets on the reducing balance method in order to write down the cost over the estimated useful life at the following rates:

Office Furniture & Equipment

25%

Computer Equipment

50%

2. TURNOVER

The turnover and profit before taxation is attributable to the principal activities of the company, all being from the United Kingdom.

3. OPERATING PROFIT

The operating profit is stated after charging:

2004

Directors' emoluments

For services as director

4.818

Other emoluments

. . . .

Depreciation

3,884

4. TAXATION

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

Corporation tax based on the adjusted results of the period.

Nil

5. DIVIDEND

An interim dividend of £ 40 per share was declared and paid on 28 February 2004 to shareholders registered on that date.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 31 MAY 2004

6. TANGIBLE FIXED ASSETS

		Furniture & Equipment	Computer Equipment	Total		
	Cost	8,778	3,379	12,158		
	Depreciation	2,195	1,690	3,884		
	Net Book Value	6,584	1,689	8,274		
7.	DEBTORS Trade debtors Sundry Debtors Prepayments		33,294 3,576 1,750			
			38,620			
8.	CREDITORS AMOUNTS FALLING DUE WITHIN ON	NE YEAR				
	Vat - customs & excise Paye & NI Other creditors Directors loan account		6,134 9,140 5,328 <u>18,348</u> 38,950			
9.	CALLED UP SHARE CAPITAL Authorised Ordinary shares of £1 each		100			
	Allotted Called up and fully paid Ordinary shares of £1 each		100			
10.	0. RECONCILIATION OF MOVEMENTS ON SHAREHOLDERS' FUNDS					
	Opening shareholders' funds 1 M Issued share capital Profit for the financial year after Dividends		0 100 8,884 <u>4,000</u>			
	Closing shareholders' funds at 31	May 2004	<u>4,884</u>			