

INCOMEGAIN LIMITED  
REPORT AND FINANCIAL STATEMENTS  
30th APRIL, 1995

Peter Seaton & Co.,  
Chartered Accountants,  
118/119, Newgate Street,  
London, EC1A 7AE.



INCOMEGAIN LIMITED

REPORT AND FINANCIAL STATEMENTS

AT 30th APRIL, 1995

**DIRECTORS**

D. E. Albert  
Mrs A. L. Blackmore  
A. Ellis  
A. C. Field  
B. H. Hord  
L. J. Rumjahn  
A. W. Scott-Harden

**SECRETARY**

M. G. Hardy

**BANKERS**

Royal Bank of Scotland Plc.,  
Piccadilly Circus Branch,  
48, Haymarket,  
London,  
SW1Y 4SE.

**AUDITORS**

Peter Seaton & Co.,  
118/119, Newgate Street,  
London,  
EC1A 7AE.

**SOLICITORS**

Stringer Saul,  
293, Regent Street,  
London,  
W1R 7PD.

**REGISTERED OFFICE**

Marcol House,  
293, Regent Street,  
London,  
W1R 7PD.

INCOMEGAIN LIMITED  
REPORT OF THE DIRECTORS

The Directors present herewith their report, together with the audited financial statements of the company for the year ended 30th April 1995.

**PRINCIPAL ACTIVITY**

The principal activity of the company is property investment.

**RESULTS AND DIVIDENDS**

The profit for the year after taxation was £6,939. The directors do not recommend the payment of a dividend.

**REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS**

The company intends to continue to develop its principle activity.

**DIRECTORS AND THEIR INTERESTS**

The directors who held office throughout the year and their interests in the share capital of the company were as follows:

	Ordinary Shares of £1 each
	£
A. C. Field	43,750
B. H. Hord	-
L. J. Rumjahn	-
D. E. Albert	-
A. W. Scott-Harden	-
A. Ellis	-
Mrs A. L. Blackmore	-

The interests of Messrs. B. Hord, L. Rumjahn, D. Albert, A. W. Scott-Harden, A. Ellis and Mrs A. L. Blackmore in the shares of the parent company, Goodweight Limited are disclosed in the financial statements of that Company.

**DIRECTORS' RESPONSIBILITIES**

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;
- follow applicable accounting standards, 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.

INCOMEGAIN LIMITED

REPORT OF THE DIRECTORS (Continued)

AUDITORS

As the Company has dispensed with the annual obligation to reappoint auditors, Peter Seaton & Co., will continue to act as auditors to the company.

Approved by the Board of Directors  
and signed on behalf of the Board



Date 5th July 1995

Secretary  
Director

AUDITORS REPORT TO THE SHAREHOLDERS OF  
INCOMEGAIN LIMITED

We have audited the financial statements on pages 4 to 8 which have been prepared under the historical cost convention and the accounting policies set out on page 6.

**Respective Responsibilities of Directors and Auditors**

As described on page 1, the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

**Basis of Opinion**

We conducted our audit in accordance with Auditing Standards 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 of the state of the company's affairs as at 30th April 1995 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 company is entitled for the year ended 30th April 1995 to the exemption conferred by Section 248 of the Companies Act 1985 from the requirement to prepare group accounts.



PETER SEATON & CO.

Chartered Accountants

Registered Auditors

118/119 Newgate Street  
London  
EC1A 7AE

7<sup>th</sup> July 1995

INCOMEGAIN LIMITED  
PROFIT AND LOSS ACCOUNT  
FOR THE YEAR ENDED 30th APRIL, 1995

	<u>Notes</u>	<u>1995</u> £	<u>1994</u> £
TURNOVER	1	45,000	12,746
Administrative expenses		41,145	38,934
OPERATING PROFIT/(LOSS)	3	3,855	(26,188)
Interest receivable	4	3,084	2,300
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION		6,939	(23,888)
TAX ON PROFIT/(LOSS) ON ORDINARY ACTIVITIES	5	-	-
PROFIT/(LOSS) ON ORDINARY ACTIVITIES AFTER TAXATION		6,939	(23,888)
RETAINED LOSS BROUGHT FORWARD		(38,496)	(14,608)
RETAINED LOSS CARRIED FORWARD		£ (31,557)	£ (38,496)

**CONTINUING OPERATIONS**

None of the company's activities were acquired or discontinued during the above two financial years.

**TOTAL RECOGNISED GAINS AND LOSSES**


The company has no recognised gains or losses other than the profit or loss for the above two financial years.

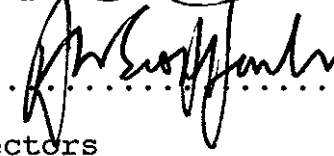
INCOMEGAIN LIMITED  
BALANCE SHEET  
AT 30th APRIL, 1995

	Notes	£	<u>1995</u>	£	£	<u>1994</u>	£
<b>FIXED ASSETS</b>							
Investments	6			2			2
<b>CURRENT ASSETS</b>							
Debtors	7	393,031			404,549		
Cash at bank and in hand		36,894			17,112		
		<u>429,925</u>			<u>421,661</u>		
CREDITORS - amounts falling due within one year	8	11,484			10,159		
NET CURRENT ASSETS			418,441			411,502	
TOTAL NET ASSETS			<u>£ 418,443</u>			<u>£ 411,504</u>	
Financed by:							
<b>CAPITAL AND RESERVES</b>							
Called up share capital	9		450,000			450,000	
Profit and loss account			(31,557)			(38,496)	
	10		<u>£ 418,443</u>			<u>£ 411,504</u>	

These financial statements were approved by the Board of Directors on 5th July 1995.

Signed on behalf of the Board of Directors

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Directors

INCOMEGAIN LIMITED  
NOTES TO THE ACCOUNTS  
AT 30th APRIL, 1995

1. ACCOUNTING POLICIES

**Accounting convention**

The financial statements are prepared under the historical cost convention.

**Turnover**

Turnover relates to management charges received from a subsidiary company.

**Cash Flow Statement**

The company has taken advantage of the exemption in Financial Reporting Standard No.1 from producing a cashflow on the grounds that it is a small company.

**Investments**

Investments held as fixed assets are stated at cost less any provision required for a permanent diminution in value.

**Basis of consolidation**

Group financial statements have not been prepared as the group qualifies as a small group under Section 248 of the Companies Act 1985.

2. INFORMATION REGARDING EMPLOYEES AND DIRECTORS

Directors' emoluments

	<u>1995</u>	<u>1994</u>
Salaries	£ 12,750	£ 12,750

Details of the directors are shown in the directors report. The company has no other employees.

In addition to the directors remuneration the company paid fees to companies controlled by directors of this company of £21,000. (1994-£21,492)

3. OPERATING PROFIT/(LOSS)

This is stated after charging:

	<u>1995</u>	<u>1994</u>
	£	£
Auditors' remuneration	750	750

4. INTEREST RECEIVABLE

	<u>1995</u>	<u>1994</u>
	£	£
Bank interest	3,084	2,300
	£ 3,084	£ 2,300

5. TAX ON PROFIT/(LOSS) ON ORDINARY ACTIVITIES

No charge to Corporation Tax arises due to the availability of losses brought forward. In the opinion of the directors there are corporation tax losses at 30th April, 1995 of £22,000 available for use in future years.



INCOMEGAIN LIMITED  
NOTES TO THE ACCOUNTS  
AT 30th APRIL, 1995

6. INVESTMENTS HELD AS FIXED ASSETS

The company has an investment of £2 in 100% of the issued share capital of Strivesign Limited, a company registered in England and Wales. Strivesign Limited is a property investment company. The net assets of the subsidiary company at 30th April 1995 amounted to £174,034 and it made a profit for the year of £4,205.

7. DEBTORS

	<u>1995</u>	<u>1994</u>
	£	£
Amounts owed by Subsidiary Company	391,842	404,464
VAT Recoverable	964	42
Accrued income	225	43
	<u>£ 393,031</u>	<u>£404,549</u>

No date has been fixed for the repayment of the loan to the subsidiary.

8. CREDITORS

	<u>1995</u>	<u>1994</u>
	£	£
Trade creditors	6,169	200
Other taxes and social security	1,094	1,097
Other creditors	-	-
Accruals	4,221	8,862
	<u>£ 11,484</u>	<u>£ 10,159</u>

9. CALLED UP SHARE CAPITAL

	<u>1995</u>	<u>1994</u>
	£	£
Authorised		
Ordinary shares of £1 each	<u>£ 500,000</u>	<u>£500,000</u>
Allotted and fully paid		
Ordinary shares of £1 each	<u>£ 450,000</u>	<u>£450,000</u>

INCOMEGAIN LIMITED  
NOTES TO THE ACCOUNTS  
AT 30th APRIL, 1995

10. RECONCILIATION OF MOVEMENTS ON SHAREHOLDERS' FUNDS

	<u>1995</u>	<u>1994</u>
Shareholders' funds, 1st May 1994	411,504	435,392
Profit/(Loss) for the financial year on ordinary activities after taxation	6,939	(23,888)
Shareholders' funds, 30th April 1995	<u>£ 418,443</u>	<u>£411,504</u>

11. PARENT COMPANY

The company's parent company is Goodweight Limited, a company registered in England and Wales. Group financial statements are not prepared for this company.

12. CONTINGENT LIABILITY

The Company has given an unlimited guarantee to the providers of loan finance to its subsidiary company. Further details of the subsidiary company are set out in note 6.