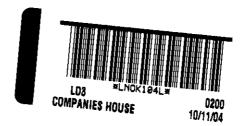
REPORT AND FINANCIAL STATEMENTS

31 December 2003



Kindlance Limited DIRECTORS AND OFFICERS

DIRECTORS

ID Rosenberg Esq Mrs JB Rosenberg

SECRETARY

Marie Hancock

REGISTERED OFFICE

2 Bloomsbury Street London WC1B 3ST

Kindlance Limited DIRECTORS' REPORT

The directors submit their report and the financial statements of Kindlance Limited for the year ended 31 December 2003.

PRINCIPAL ACTIVITIES

The principal activity of the company during the year was the provision of mortgages.

REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS

The directors are satisfied with the results for the year and the financial position at the year end. The business is trading out and the directors have no plans to provide any further mortgages.

DIVIDENDS

The company is precluded from the payment of a dividend.

DIRECTORS

The following directors have held office since 1 January 2003:

ID Rosenberg Esq Mrs JB Rosenberg

DIRECTORS' INTERESTS IN SHARES

Directors' interests in the shares of the company, including family interests, were as follows:

Ordinary shares of £1 each 31.12.03 31.12.02

ID Rosenberg Esq Mrs JB Rosenberg

100 10

100

100

By order of the board

Marie Hancock

Secretary

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DIRECTORS' RESPONSIBILITIES IN THE PREPARATION OF FINANCIAL STATEMENTS

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:

- a. select suitable accounting policies and then apply them consistently;
- b. make judgements and estimates that are reasonable and prudent;
- c. 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 requirements of 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.

PROFIT AND LOSS ACCOUNT

for the year ended 31 December 2003

	Notes	2003 £	2002 £
TURNOVER	I	6,332	9,535
Cost of sales		(4,347)	(2,112)
Gross profit		1,985	7,423
Other operating expenses (net)		(8,062)	(15,962)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION	2	(6,077)	(8,539)
Taxation	4	-	-
RETAINED LOSS FOR THE YEAR	10	(6,077)	(8,539)

The operating loss for the year arises from the company's continuing operations.

No separate statement of Total Recognised Gains and Losses has been presented as all such gains and losses have been dealt with in the profit and loss account.

BALANCE SHEET

31 December 2003

	Notes	2003 £	2002 £
FIXED ASSETS		2	2
Tangible assets	5	-	41
CURRENT ASSETS			
Debtors due within one year	6	4,707	6,434
Debtors due after more than one year	6	19,993	64,551
Cash at bank and in hand		1,969	1,484
		26,669	72,469
CREDITORS: Amounts falling due within one year	7	(2,350)	(14,873)
NET CURRENT ASSETS		24,319	57,596
TOTAL ASSETS LESS CURRENT LIABILITIES		24,319	57,637
CREDITORS: Amounts falling due after more than one year	8	(57,349)	(84,590)
TOTAL ASSETS LESS CURRENT LIABILITIES		(33,030)	(26,953)
CAPITAL AND RESERVES			
Called up share capital	9	100	100
Profit and loss account	10	(33,130)	(27,053)
A TOTAL MARK 1000 MODOWAY	10	(55,150)	(27,033)
SHAREHOLDERS' FUNDS	11	(33,030)	(26,953)
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For the year ended 31 December 2003 the company was entitled to the exemption from the requirement to have an audit under the provisons of s 249A(1), Companies Act 1985. No notice has been deposited with the company under s249B(2) of that Act requiring an audit to be carried out. The directors acknowledge their responsibility for:

a. Ensuring that the company keeps accounting records in accordance with s221, Companies Act 1985; and
 b. Preparing financial statements which give a true and fair view of the state of affairs of the company as at the end of its financial year, and of its result for the year then ended in accordance with the requirements of s226, Companies Act 1985, and which otherwise comply with the requirements of the Act so far as they are applicable to the company.

Approved by the board on 25 October 2004

J Rosenberg

Director

Kindlance Limited ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The financial statements have been prepared under the historical cost convention.

GOING CONCERN

The company relies on the continued support of the director and continue to adopt the going concern concept in preparing the financial statements.

TANGIBLE FIXED ASSETS

Depreciation is provided on all tangible fixed assets other than freehold land at rates calculated to write each asset down to its estimated residual value evenly over its expected useful life, as follows:-

Computer equipment

25% straight line.

TURNOVER

Turnover represents interest received by the company in respect of mortgages held by clients during the year.

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2003

1	TURNOVER		
	The company's turnover were all derived from its principal activity. All s Kingdom.	sales were mad	le in United
2	(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	2003 £	2002 £
	(Loss)/profit on ordinary activities before taxation is stated after charging:		-
	Depreciation and amounts written off tangible fixed assets: owned assets	41	43
3	EMPLOYEES	2003 No.	2002 No.
	The average weekly number of persons (including directors) employed by the company during the year was:	140.	110.
	Office and management	3	3
		2003 £	2002 £
	Staff costs for the above persons: Wages and salaries Social security costs	2,493 1,411	7,063 948
		3,904	8,011
4	TAXATION	2003 £	2002 £
	Current tax: UK corporation tax on profits of the period	-	
	Factors affecting tax charge for period:	2003 £	2002 £
	The tax assessed for the period is higher than the standard rate of corporation tax in the UK (30%). The differences are explained below: Loss on ordinary activities before tax	(6,077)	(8,539)
	Loss on ordinary activities multiplied by standard rate of corporation tax in the UK 19% (2003: 19%) Effects of:	(1,155)	(1,622)
	Capital allowances in excess of depreciation Losses carried forward	8 1,147	13 1,609
	Tax charge for period	-	-
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NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2003

5	TANGIBLE FIXED ASSETS		Office equipment £
	Cost or valuation 1 January 2003 and 31 December 2003		4,352
	Depreciation 1 January 2003 Charged in the year		4,311 41
	31 December 2003		4,352
	Net book value 31 December 2003		-
	31 December 2002		41
6	DEBTORS	2003 £	2002 £
	Due within one year: Trade debtors	4,707	6,434
	Due in more than one year: Trade debtors	19,993	64,551
	Trade debtors relate to capital repayments in respect of the secured loans made parties. The terms of the loans range from 15 years to 25 years.	ie by the co	empany to third
7	CREDITORS: Amounts falling due within one year	2003 £	2002 £
	Accruals and deferred income	2,350	14,873
8	CREDITORS: Amounts falling due after more than one year	2003 £	2002 £
	Directors' loan account	57,349	84,590
9	SHARE CAPITAL	2003 £	2002 £
	Authorised: 1,000 ordinary shares of £1 each	1,000	1,000
	Allotted, issued and fully paid: 100 ordinary shares of £1 each	100	100

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2003

10	PROFIT AND LOSS ACCOUNT	2003 £	2002 £
	1 January 2003 Loss for the financial year	(27,053) (6,077)	(18,514) (8,539)
	31 December 2003	(33,130)	(27,053)
11	RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS	2003 £	2002 £
	Loss for the financial year Opening shareholders' funds	(6,077) (26,953)	(8,539) (18,414)
	Closing shareholders' funds	(33,030)	(26,953)

12 ULTIMATE CONTROLLING PARTY

The ultimate controlling party is JB Rosenberg.