

Register.

**FELIXSTOWE INTERNATIONAL
E-WHA LIMITED**

**REPORT & ACCOUNTS
YEAR ENDED 31 AUGUST 2002.**

REGISTERED NO:- 3028676



**FELIXSTOWE INTERNATIONAL
E-WHA LIMITED**

Directors:

J. Lee
P.W. Lee
E.C. Lee

**Secretary and
Registered Office**

J. Lee
Maybush Lane
Felixstowe Suffolk. IP11 7NA.

Company No:

3028676.

Auditor:

P.J. Seal FCA. Norwich

Bankers:

Barclays Bank plc.
P.O. Box 1.
32 Bridge Street. Banbury.
Oxfordshire. OX16 8PS.

**FELIXSTOWE INTERNATIONAL
E-WHA LIMITED**

REPORT OF THE DIRECTORS

YEAR TO 31st AUGUST 2002.

The Directors submit their Annual Report and Audited Accounts for the year ended 31st August 2002.

PRINCIPAL ACTIVITY

The principal activity of the Company during the year has been the operation of Felixstowe International College providing educational services to foreign students.

REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS

Details of the results of the year show a loss for the year of £22690. (2001 profit £16797.)

On 6th January 1999 the Company entered into a Creditors Voluntary Agreement with its Creditors as it was considered by the Directors that such an arrangement was in the best interests of the Creditors, as the alternative was for the Company to be placed in liquidation.

The Directors took steps, following the approval of the CVA on 6th January 1999 to ensure that both operating costs are controlled and student numbers increase to a level at which profitability can be achieved.

FIXED ASSETS

The movements in tangible fixed assets during the year are set out in Note 7 to the Accounts.

FELIXSTOWE INTERNATIONAL E-WHA LIMITED**REPORT OF THE DIRECTORS (CONTINUED)****DIRECTORS AND THEIR INTERESTS**

The Directors who served during the year are detailed on Page 1 and the interests in the shares of the Company of those serving at the end of the year were as follows;

	At 31.8.02 Ordinary Shares of £1 each	At 31.8.01 Ordinary Shares at £1 each
J. Lee	10,000	10,000.

AUDITOR

Mr. P.J. Seal FCA. has expressed a willingness to continue in office.

By order of the Board.



Company Secretary

14 June 2003

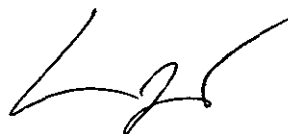
**FELIXSTOWE INTERNATIONAL
E-WHA LIMITED**

STATEMENT OF DIRECTORS RESPONSIBILITIES

Company Law requires the Directors to prepare accounts 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 accounts, 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 accounts.

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 accounts 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.



Director

**FELIXSTOWE INTERNATIONAL
E-WHA LIMITED**

REPORT OF THE AUDITOR TO THE MEMBERS

I have audited the accounts on pages 7 to 13 which have been prepared under the Historical Cost Convention and the accounting policies set out on pages 9 and 10.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1983. My audit work has been undertaken so that I might state to the company's members those matters that I am required to state to them in an auditors report and for no other purpose

To the fullest extent permitted by law I do not assume responsibility to anyone other than the company and the company's members as a body for my audit work for this report or for the opinions I have formed.

Respective Responsibilities of Directors and Auditors.

As described on page 4 the Company's Directors are responsible for the preparation of accounts in accordance with applicable law and United Kingdom accounting standards.

My responsibility is to audit the accounts in accordance with relevant legal and regulatory requirements and United Kingdom auditing standards.

I report to you my opinion as to whether the accounts give a true and fair view and are properly prepared in accordance with the Companies Act 1985. I also report to you if, in my opinion, the report of the Directors is not consistent with the accounts, if the Company has not kept proper accounting records, if I have not received all the information and explanations I require for my audit, or if information specified by law regarding Directors remuneration and transactions with the company is not disclosed.

I read the report of the Directors and consider the implications for my report if I become aware of any apparent mis-statement within it.

**FELIXSTOWE INTERNATIONAL E-WHA LIMITED
REPORT OF THE AUDITOR TO THE MEMBERS (CONTINUED)**

Basis of Opinion

I conducted my 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 accounts. It also includes an assessment of the significant estimates and judgements made by the Directors in the preparation of the accounts, and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

I planned and performed my audit so as to obtain all the information and explanations which I considered necessary in order to provide me with sufficient evidence to give reasonable assurance that the accounts are free from material mis-statement, whether caused by fraud or other irregularity or error. In forming my opinion I also evaluated the overall adequacy of the presentation of information in the accounts.

Fundamental Uncertainty

As disclosed in Notes 1 and 14 to the Accounts, the Company on the 6th January 1999 entered into a Creditors Voluntary Arrangement with its Creditors. If the Company does not maintain its financial obligations under the CVA the consequence would be that the going concern basis would no longer be appropriate. This would result both in additional liabilities and a reduction in value in the Company's fixed assets, the amounts of which cannot be quantified. Details of the financial obligations under the CVA are set out in Note 14 to the Accounts. My opinion is not qualified in respect of this matter.

Opinion

In my opinion the accounts give a true and fair view of the state of the Company's affairs as at 31st August 2002 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

P. J. Seal FCA
Registered Auditor
Chartered Accountant

16 June 2003

**FELIXSTOWE INTERNATIONAL
E-WHA LIMITED**

PROFIT AND LOSS ACCOUNT

YEAR ENDED 31st AUGUST 2002.

	<u>Notes</u>	<u>2002</u> £	<u>2001</u> £
Turnover	2.	353645	296368.
Establishment Expenses		(175182)	(144657)
Administrative Expenses		(201268)	(168597)
Operating Loss	3	(22805)	(16886)
Interest Receivable		<u>115</u>	<u>89</u>
		(22690)	(16797)
Interest Payable	4.	<u>-</u>	<u>-</u>
Profit/(Loss) on Ordinary Activities before tax	12	(22690)	(16797).
Corporation Tax		<u>-</u>	<u>-</u>
Profit/(Loss) on Ordinary Activities after tax		(22690)	(16797)
Loss Brought Forward		(760384)	(743587)
Loss Carried Forward		(783074) =====	(760384) =====

The notes on pages 9 to 13. form part of these accounts.

A separate statement of recognised gains and losses has not been prepared as the Company has no recognised gains and losses other than the profit for the year.


**FELIXSTOWE INTERNATIONAL
E-WHA LIMITED.**

**BALANCE SHEET
AS AT 31st AUGUST 2002.**

	Notes	<u>2002</u> £	<u>2001</u> £
FIXED ASSETS			
Tangible Assets	7.	10721	14293
CURRENT ASSETS			
Debtors	8.	5504	9720
Cash at Bank		<u>44357</u>	<u>9910</u>
		49861	19630
CREDITORS			
Amounts falling due within one year	9.	<u>153258</u>	<u>88909</u>
Net Current Liabilities		(103397) =====	(69279) =====
TOTAL ASSETS LESS CURRENT LIABILITIES		(92676)	(54986)
CREDITORS			
Amounts falling due after more than one year	10	<u>(680398)</u>	<u>(695398)</u>
		(773074) =====	(750384) =====
CAPITAL & RESERVES			
Called up share capital	11	10000	10000
Profit and Loss account	12	<u>(783074)</u>	<u>(760384)</u>
		(773074) =====	(750384) =====

The accounts on pages 7 to 13 were approved by the Board of Directors on 16 June 2003 and are signed on its behalf below.

The whole of the deficit on reserves is attributable to equity interests.


 _____ Director

**FELIXSTOWE INTERNATIONAL
E-WHA LIMITED**

NOTES TO THE ACCOUNTS

YEAR ENDED 31st AUGUST 2002.

1. ACCOUNTING POLICIES

a) Basis of Accounting

The Accounts have been prepared in accordance with the Historical Cost Convention. The principal accounting policies which the Directors have adopted within that Convention are set out below. Exemption has been taken from preparing a cash flow statement under FRS 1 on the grounds that the Company qualifies as a small Company.

b) Going Concern

The Accounts have been prepared on the Going Concern Basis on the assumption that the Company will comply with the terms of the Creditors Voluntary Arrangement, the details of which are set out in Note 14 to the Accounts.

The Going Concern basis is on the assumption that the Company will comply with the terms of the CVA. If the Company fails to maintain its financial obligation under the CVA then the Going Concern basis would no longer be appropriate and the fixed assets shown in the accounts may be worth less than book value. They would also have to be re-categorised at realisable value, as current assets.

c) Turnover

Turnover represents amounts invoiced by the Company in respect of services rendered.

d) Depreciation

Depreciation is provided at rates calculated to write off the cost or valuation less estimated residual values of each asset over the expected useful life as follows:

Pre-trading Expenditure	50% on a straight line basis.
Improvements to Leasehold land and buildings	Over the period of the lease.
Fixtures and Fittings	25% on a reducing balance basis.

FELIXSTOWE INTERNATIONAL E-WHA LIMITED

NOTES TO THE ACCOUNTS (CONTINUED)

e) Foreign Currencies

Monetary assets and liabilities denominated in foreign currencies are translated at the rates of exchange ruling at the Balance Sheet date. Transactions in foreign currencies are recorded at the rates ruling at the date of the transactions. All differences are taken to the Profit and Loss account.

2. TURNOVER

The whole of the Company's turnover during the year arose in the United Kingdom.

3. OPERATING PROFIT

The operating profit (loss) is stated after charging

	<u>2002</u>	<u>2001</u>
Depreciation	3572	4763
Auditors Emoluments	500	340
	=====	=====

4. INTEREST PAYABLE

Loan Interest	-	-
Bank Overdraft Interest	-	-
	=====	=====

5. EMPLOYEES AND DIRECTORS

Staff costs including Directors amounted to:

Wages & Salaries	178065	137551
Social Security costs	9671	8139
Other Pension costs		<u>673</u>
	<u>187736</u>	<u>146363</u>

Directors emoluments were £ 23978. (2001 £26437)

The pension contribution represents payment to The Teachers Pension Fund on behalf of an employee. This fund is administered independantly of the Company.

FELIXSTOWE INTERNATIONAL E-WHA LIMITED

NOTES TO THE ACCOUNTS (CONTINUED)

6. TAXATION	2002	2001
Corporation Tax 20%/10%	-	54

There are unrelieved losses of approximately £650,000.
(2001 £620,000) which are available to set off against future trading profits subject to agreement by the Inland Revenue.

7. TANGIBLE FIXED ASSETS

	Pre-trading Expenditure	Improvements to leasehold land and buildings	Fixtures fittings & equipment	Total
	£	£	£	£
Cost				
At 1.9.01.	27975.	31447.	62730.	122152.
Additions	-	-	-	-
At 31.8.02	<u>27975.</u>	<u>31447.</u>	<u>62730.</u>	<u>122152.</u>
Depreciation				
At 1.9.01	27975.	31443.	48441.	107859.
Additions	-	-	3572.	3572.
At 31.8.02	<u>27975</u>	<u>31443</u>	<u>52013</u>	<u>111431.</u>
Net Book Value				
At 31.8.02	-	4.	10717	10721.
At 31.8.01.	-	4.	14289.	14293.

	2002	2001
8. DEBTORS		
Trade Debtors	<u>5504</u>	<u>9720</u>

9. CREDITORS

Amounts falling due within one year

Bank loans & Overdrafts	-	-
Trade Creditors (post CVA)	4922	3916.
Creditors (pre CVA)	15000.	15000.
Accruals & Deferred Income	133282	69939.
Corporation Tax	<u>54</u>	<u>54.</u>
	<u>153258</u>	<u>88909.</u>

FELIXSTOWE INTERNATIONAL E-WHA LIMITED

NOTES TO THE ACCOUNTS (CONTINUED)

	2002	2001
10 CREDITORS		
Amounts falling due after one year		
Other Creditors (Pre CVA)		
Trade Creditors (Pre CVA)	680398	695398
Tax Creditors (Pre CVA)	<u>-</u>	<u>-</u>
11 SHARE CAPITAL		
Authorised:		
10,000 Ordinary shares of £1 each	<u>10,000</u>	<u>10,000</u>
Allotted, Issued & fully paid:		
10,000 shares of £1 each	<u>10,000</u>	<u>10,000</u>

12 RECONCILIATION OF MOVEMENT IN SHAREHOLDERS FUNDS

	Share Capital	Profit & Loss a/c	Total Share- holders Funds
Balance at 1.09.01.	10000	(760384)	(750384)
Profit/Loss for the Year	-	(22690)	(22690)
Balance at 31.8.02	<u>10000</u>	<u>(783074)</u>	<u>(773074)</u>

13. OPERATING LEASE COMMITMENTS

At 31st August 2001 the Company was committed to making the following payments during the next year in respect of Operating Leases related to land and buildings:

	2002	2001
Leases which expire:		
Within one to two years	-	-
Within two to five years	59352	59352

FELIXSTOWE INTERNATIONAL E-WHA LIMITED**NOTES TO THE ACCOUNTS (CONTINUED)****14 POST BALANCE SHEET EVENTS**

The Company is subject to a Creditors Voluntary Agreement (C.V.A.) which was agreed by 97% of creditors on 6th January 1999. This requires the Company to make three payments per year for five years of £5,000. on 31st January, 30th April, and 30th September to the CVA Supervisors, N. Millar of Baker Tilly (formerly BDO Stoy Hayward) of Ipswich. The first ten instalments have been paid. The proposals should ensure that preferential Creditors will be paid in full and that other Creditors receive 11p in the £1. on the basis of the most recent statement from the C.V.A. supervisor.

15. CONTROLLING PARTY

The Company is under the control of Mrs. J. Lee who owns 100% of the issued share capital.