Company Registration No 3284483

MFK GROUP LIMITED

Report and Financial Statements

28 February 2006

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REPORT AND FINANCIAL STATEMENTS 2006

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REPORT AND FINANCIAL STATEMENTS 2006

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

F Gypps I Dartnall N Dartnall

SECRETARY

I Dartnall

REGISTERED OFFICE

23-25 Gunnels Wood Park Gunnels Wood Road Stevenage Hertfordshire SG1 2BH

BANKERS

Allied Irish Bank (GB) 51 Belmont Road Uxbridge UB8 1RZ

AUDITORS

Lewis Allen & Co Chartered Certified Accountants Kebbell House Delta Gain Carpenders Park WD19 5EF

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the year ended 28 February 2006.

ACTIVITIES

The principal activity of the company for the period under review was that of a holding company. Since the year end, the Group has obtained significant new contracts, which will have a significant impact on the performance of MFK Information Services Limited and Pear Tree Press Limited.

DIRECTORS AND THEIR INTERESTS

The directors who served throughout the period are set out below.

The directors' interests in the share capital of the company were as follows:

	Ordinary Shares of £1 each		Preference sha	ares of 1p each
	28 February 2006	1 March 2005	28 February 2006	1 March 2005
F Gypps	191,211	128,125	1,113,875	365,750
I Dartnall	83,008	53,125	511,125	156,750
N Dartnall	38,281	-	157,500	-
W Price - resigned 31/8/05	-	~	-	-

DISCLOSURE OF INFORMATION TO AUDITOR

To the knowledge and belief of the directors, there is no relevant information that the company's auditor is not aware of, and the directors have taken all the steps necessary to ensure the directors are aware of any relevant information, and to establish that the company's auditor is aware of the information.

AUDITORS

Lewis Allen & Co. were appointed auditors during the year and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

The above report has been prepared in accordance with the special provisions of Part V11 of the Companies Act 1985 relating to small companies.

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

I Dartnall Secretary

2006

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STATEMENT OF 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 as at the end of the financial year 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; and
- 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.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MFK GROUP LIMITED

We have audited the financial statements of MFK Group Limited for the year ended 28 February 2006 which are set out on pages 6 to 20. These financial statements have been prepared under the accounting policies set out therein and the requirements of the Financial Reporting Standard for Smaller Entities.

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 auditor's 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 in the Statement of Director's Responsibilities the company's directors are responsible for the preparation of the 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 Directors Report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all of the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the directors' report and consider the implications for our report if we become aware of any apparent misstatements within it.

BASIS OF 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.

Going Concern

In forming our opinion we have considered the adequacy of the disclosures made in note 1 to the financial statements. In view of its significance we consider that it should be drawn to your attention. Our opinion is not qualified in this respect.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MFK GROUP LIMITED.

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 the company's affairs as at 28 February 2006 and of its loss for the year then ended; and
- have been properly prepared in accordance with the Companies Act 1985.

Lewis Allen & Co

Chartered Certified Accountants and Registered Auditors

Kebbell House

Delta Gain

Carpenders Park

WD19 5EF

21/12/2006

PURSUANT TO SECTION 248(3) OF THE COMPANIES ACT 1985

We have examined the financial statements of the company and each of its subsidiaries for the year ended 28 February 2006.

Basis of opinion

The scope of our work for the purpose of this report was limited to confirming that the Company is entitled to exemption from preparing group financial statements.

Opinion

In our opinion the company is entitled to the exemption from preparing group accounts conferred by Section 248 of the Companies Act 1985.

LEWIS ALLEN & COMPANY

CHARTERED CERTIFIED ACCOUNTANTS AND REGISTERED AUDITORS

Kebbell House Delta Gain Carpenders Park Watford Herts WD19 5EF 21/12/06

PROFIT AND LOSS ACCOUNT Year ended 28 February 2006

	Note	2006	2005
		£	£
TURNOVER - Income from shares in			
Group companies	2	=	_
Administrative expenses - Normal		(435,837)	(230,979)
- Exceptional	3	(109,000)	(39,237)
OPERATING (LOSS)/PROFIT	3	(544,837)	(270,216)
Interest payable and similar charges	5	(18,563)	(60,479)
Interest receivable and similar income	5	286,382	435,457
(LOSS)/PROFIT ON ORDINARY		-	
ACTIVITIES BEFORE TAXATION		(277,018)	104,762
Tax on profit on ordinary activities		-	-
(LOSS)/PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION FOR THE			
FINANCIAL PERIOD		(277,018)	104,762
Dividends – Equity and non-equity	6	-	279,629
RETAINED (LOSS)/PROFIT FOR THE YEAR		(277,018)	384,391

All turnover and expenses are derived from continuing operations.

There are no recognised gains and losses for the current year other than the loss for the year. Accordingly, no statement of total recognised gains and losses is given

BALANCE SHEET 28 February 2006

	Note	2006 £	2005 £
FIXED ASSETS Investments	7	5,213,074	5,214,074
		5,213,074	5,214,074
CURRENT ASSETS Debtors Cash at bank and in hand	8	26,344 -	397,067 -
		26,344	397,067
CREDITORS: amounts falling due within one year	9	(2,581,840)	(2,791,781)
NET CURRENT LIABILITIES		(2,555,496)	(2,394,714)
TOTAL ASSETS LESS CURRENT LIABILITIES		2,657,578	2,819,360
CREDITORS: amounts falling due after more than one year	10	(265,330)	(150,096)
		2,392,248	2,669,264
CAPITAL AND RESERVES			
Called up share capital Share Premium account Capital Redemption Reserve Profit and loss account	12 13 13	330,325 1,797,168 200 264,555	330,325 1,797,168 200 541,571
SHAREHOLDERS' FUNDS	13	2,392,248	2,669,264
Attributable to:			
Equity interests Non-equity interests		2,392,248 -	914,356 1,754,908
		2,392,248	2,669,264
			<u> </u>

These financial statements have been prepared in accordance with the special provisions of Part V11 of the Companies Act 1985 relating to small companies.

Approved by the Board and authorised for issue on

2006

Signed on behalf of the Board of Directors

I J Dartnall

21/12/06

CASH FLOW STATEMENT 28 February 2006

	Note	2006 £	2005 £
Net cash inflow from operating activities	1	271,857	205,016
Returns on investments and servicing of finance Interest paid		(18,563)	(60,479)
Non-equity dividends paid		-	-
Net cash outflow from returns on investments and servicing of finance		253,294	144,537
(Decrease)/increase in cash in the year		253,294	144,537

NOTES TO THE CASH FLOW STATEMENT 28 February 2006

1. RECONCILIATION OF OPERATING PROFIT TO NET CASH FROM OPERATING ACTIVITIES

	2006	2005
	£	£
Operating(loss)/ profit	(544,837)	(270,216)
Management charges	286,382	435,457
(Increase)/Decrease in debtors	370,723	(74,800)
Increase/(Decrease) in creditors	158,589	114,575
Depreciation	-	-
Loss on disposal of fixed assets	1,000	
Net cash flow from operating activities	271,857	205,016

2. ANALYSIS OF CHANGES IN NET DEBT

	At 1 Ma	A	t 28 February	
	2005 £	Cashflow £	Other £	2006 £
Overdraft	(234,227)	221,528	-	(12,699)
	(234,227)	221,528	-	(12,699)
	 			
Debt due within one year	(112,800)	75,000	-	(37,800)
Debt due after one year	(150,096)	(43,234)		(193,330)
	(262,896)	31,766	-	(231,130)
				
Total	(497,123)	253,294	-	(243,829)

3. RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET DEBT

	2006	2005
	£	£
(Decrease)/increase in cash in the period	253,294	144,537
Repayments of loans	-	-
Hire purchase repayments	•	-
	_	
Change in net debt	253,294	144,537
Net debt on 1st March 2005	(497,123)	(641,660)
Net debt at 28 February 2006	(243,829)	(497,123)
	=	

NOTES TO THE ACCOUNTS Year ended 28 February 2006

1. ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable accounting standards. The particular accounting policies adopted are described below:

Accounting convention

The financial statements are prepared under the historical cost convention.

Compliance with accounting standards

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which has been applied consistently.

Consolidation

As permitted by Section 248 Companies Act 1985, consolidated accounts have not been prepared as the Group qualifies as a medium size group. The company's financial statements present the results of itself and are not consolidated to represent the Group.

Investments

Investments held as fixed assets are stated at cost.

Deferred Taxation

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantially enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

Going concern

The directors have prepared the accounts on the going concern basis and consider that this appropriate given the expected continuing support of the Group's bankers and other providers of finance.

The Group already has a strong pipeline of contracts for the year ending 28 February 2007. On the basis of cash flow information the group will continue to meet its obligations as and when they fall due.

The projections make certain assumptions related to the timing and amount of cash receipts from sales and inherently there can be no certainty in relation to these matters. The financial statements do not include any adjustments that would result from the withdrawal of the overdraft and other financial facilities by the Groups' bankers and other providers of finance or an adverse change to the timing and amount of cash receipts for its sales.

NOTES TO THE ACCOUNTS Year ended 28 February 2006

1. ACCOUNTING POLICIES (continued)

2. TURNOVER

Turnover represents income received from the company's principal activity which is the holding of investments in subsidiary companies.

3. OPERATING PROFIT/(LOSS)/

Operating (loss)/ profit is stated after charging:	2006 £	2005 £
Depreciation – owned assets		-
Auditors' remuneration – audit fees	3,300	3,300
Asset Disposal	-	-
Exceptional expense	109,000	39,237

164,778

185,675

Exceptional expense relates to a payment and provision made under a guarantee for a subsidiary in receivership and the write-off of share capital of a subsidiary company.

4. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

The directors of the parent company received remuneration from group companies as follows:

	2006 £	2005 £
Directors' remuneration	₹.	ı.
Aggregate emoluments	187,885	226,907
Pension contributions	-	437
	187,885	227,344
The company contributes to a defined contribution pension sch	eme for no director (2005: one).	
Remuneration of the highest paid	2006	2005
director:	£	£
Remuneration	66,614	72,640
Pension contributions	-	437
	66,614	73,077
Staff costs during the year (including directors)		
, , , , ,	2006	2005
	£	£
Wages and salaries	149,428	168,420
Social security costs	15,350	17,255
		105.655

The average number of persons employed by the company during the year was 4 (2005: 5)

NOTES TO THE ACCOUNTS Year ended 28 February 2006

5.	INTEREST PAYABLE	2006 £	2005 £
	Bank loans and overdrafts	18,563	60,479
	INCOME RECEIVABLE	_	
	Inter company management charges	286,382	435,457
6.	DIVIDENDS	2006 £	2005 £
	Proposed dividend no longer required	-	279,629
7.	INVESTMENTS HELD AS FIXED ASSETS		
	Investment in group companies	2006 £	2005 £
	Cost		
	At 1 March 2005	5,214,074	5,214,074
	Additions Disposals	(1,000)	-
	At 28 February 2006	5,213,074	5,214,074

NOTES TO THE ACCOUNTS Year ended 28 February 2006

The investments in group companies at 28 February 2006 are as follows:

Name of company	Country of Incorporation	Proportion of ordinary shares held:		Principal activity
	incor portation	Directly	Indirectly	ucurny
Amity Company Ltd	Isle of Man	100%	-	Intermediate parent company
MFK Information Services Ltd	Great Britain	-	100%	Information Processing
Mendip Communications Ltd	Great Britain	•	100%	Dormant
Pear Tree Press Ltd	Great Britain	-	100%	Printing and Imaging
Microset (UK) Limited	Great Britain	-	100%	Dormant
Petam Bookbinding Co Ltd	Great Britain	100%	-	Bookbinding

The results of the subsidiary companies for the year ended 28 February 2006 and their capital and reserves at 28 February 2006 are as follows:

	Retained Profit/(loss For the Year ended 28 Februar 2006 £	Capital and reserves at
Name of Company		
Amity Company Limited	-	1,350,368
MFK Information Services Limited	(101,408)	(76,506)
Mendip Communications Limited	•	559,454
Pear Tree Press Limited	(30,632)	28,032
Microset (UK) Limited	` <u>-</u>	•
Petam Bookbinding Company Limited	70,788	156,994

Chiltern Press Limited went into administration on the 6^{th} June 2005

NOTES TO THE ACCOUNTS Year ended 28 February 2006

8. DEBTORS	2006	2005
	£	£
Called up share capital not paid	_	10,000
Amounts due from group undertakings	-	387,067
Prepayments	26,344	-
	26,344	397,067
	_	
9. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
	2006	2005
	£	£
Bank loans and overdrafts	50,499	347,027
Amounts owed to group undertakings	2,310,976	
Corporation tax	-	-
Taxation and social security	3,395	36,913
Trade creditors	88,507	
Accruals and deferred income	54,904	52,141
Other creditors	52,559	-
Directors loans	21,000	
	2,581,840	2,791,781
		<u> </u>
10. CREDITORS: AMOUNTS FALLING DUE AFTER ONE YEAR		
	2006	2005
	£	£
Bank loans	193,330	150,096
Other creditors	72,000	-
	265,330	150,096
11. BORROWINGS		
	2006	2005
Analysis of borrowings:	£	£
Due within one year	37,800	112,800
Due within one to two years	37,800	112,800
Due within two to five years	155,530	37,296
Due after five years	- -	- -
	231,130	262,896

The borrowings are secured by a fixed and floating charge over the assets of the company and other group companies.

The loan is repayable in monthly instalments. Interest is charged at a rate of 2.25% in excess of the bank's base rate.

NOTES TO THE ACCOUNTS Year ended 28 February 2006

12. CALLED UP SHARE CAPITAL

	2006	2005
	£	£
Authorised, called up and allotted:		
206,250 ordinary shares of £1 each	206,250	206,250
106,250 A ordinary shares of £1 each	106,250	106,250
1,260,000 A preference shares of 1p each	12,600	12,600
522,500 B preference shares of 1p each	5,225	5,225
	222.225	222.225
	330,325	330,325

12. CALLED UP SHARE CAPITAL (CONTINUED)

Class rights

Rights to dividend:

A preference shares 9% of subscription price

B preference shares None

A ordinary shares 9% of subscription price (fixed dividend) and 10% of group profits (less the fixed

dividends)

Ordinary shares As approved by members in general meeting (subject to certain conditions)

Redemption rights:

A preference shares Redeemable by the companys at £1 per share in twenty one equal instalments at

six monthly intervals commencing 28 February 2002. Redemption is conditional upon certain Bank covenants being met No redemptions were made during the

year.

B preference shares Redeemable by the company at £1 per share on 28 February 2007

Rights on winding-up or capital reduction:

Payable in the following order after payment of outstanding dividends:

A preference shares
A Ordinary shares
B preference shares
Ordinary shares
Subscription price
Subscription price
Subscription price
Subscription price

A ordinary and

ordinary shares The surplus, as though one class of share.

Voting rights:

A preference shares None B preference shares None

A Ordinary shares One vote per share Ordinary shares One vote per share

NOTES TO THE ACCOUNTS Year ended 28 February 2006

13. RESERVES

Movement in Shareholders' Funds are as follows:

	Share Capital	Share Premium	Capital Redemption	Profit/ n (loss)	Total
	£	£	£	£	£
At 1st March 2005	330,325	1,797,168	200	541,571	2,669,264
Profit for the financial year Redemption of preference	-	-	-	(277,016)	(277,016)
shares Dividends	-	-	-	-	-
At 28th February 2006	330,325	1,797,168	200	264,555	2,392,248

13. RESERVES (CONTINUED)

The total of shareholders' funds comprises:

	2006 £	2005 £
Non-equity interests:		
-A preference shares	1,240,496	1,240,496
-B preference shares	514,412	514,412
	1,754,908	1,754,908
Equity interests	637,340	914,356
		-
	2,392,248	2,669,264

14. CONTINGENT LIABILITIES

The company has entered into an omnibus guarantee and set off agreement with other group companies whereby it guarantees their bank loans and overdrafts. At the 28 February 2006 the aggregate amount of bank loans and overdrafts covered by these guarantees was approximately £1,063,407 (2005: £973,414).

The company's assets are subject to a fixed and floating charge in respect of the guarantee.

The company has also entered into a cross guarantee with other group companies whereby it guarantees their hire purchase liabilities.

The company acts as guarantor for over all the property leases held by the subsidiary companies; MFK Information Services Limited and Pear Tree Press Limited.

NOTES TO THE ACCOUNTS Year ended 28 February 2006

15. RELATED PARTY TRANSACTIONS

During the period the company received dividends totaling £ Nil (2005: £nil) from Amity Company Limited.

At the end of the period the company owed £1,356,487 (2005: £1,356,487) to Amity Company Limited and £796,313 (2005: £743,871) to Pear Tree Press Limited and £129,448 (2005: £230,712) to MFK Information Services Limited and £28,726 (2005: £15,487)) to Petam Bookbinding Co Limited.