

REGISTERED NUMBER
3286143
England and Wales

BEECH VIEW HOLDINGS LIMITED
ANNUAL REPORT AND ACCOUNTS
31 DECEMBER 2001



BEECH VIEW HOLDINGS LIMITED

FINANCIAL STATEMENTS - 31 DECEMBER 2001

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BEECH VIEW HOLDINGS LIMITED

GENERAL INFORMATION - 31 DECEMBER 2001

DIRECTORS

P M Slowe
Mrs A Slowe
J Pickering

SECRETARY

Mrs L Newman

REGISTERED OFFICE

Gerrard House
Station Road
East Preston
West Sussex
BN16 1AW

REGISTERED NUMBER 3286143

AUDITORS

Caroline A Vickery FCA
Allangate House
Station Road
Rustington
West Sussex
BN16 3BA

BEECH VIEW HOLDINGS LIMITED

REPORT OF THE DIRECTORS

The directors present their annual report and financial statements of the company for the year ended 31 December 2001.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was as a holding company.

DIRECTORS

The directors in office in the year and their beneficial interest in the company's issued share capital were as follows:

	31 December 2001		1 January 2001	
	5.5% Preference Shares	Ordinary Shares	5.5% Preference Shares	Ordinary Shares
P M Slowe	NIL	27,751	NIL	27,751
Mrs A Slowe	NIL	2	NIL	2
J Pickering	NIL	NIL	13,000	NIL

The directors have no interest in the shares of any other group company, including rights to subscribe for shares.

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.

BEECH VIEW HOLDINGS LIMITED

REPORT OF THE DIRECTORS (CONTD)

AUDITORS

The auditors, Caroline A Vickery FCA, will be proposed for appointment in accordance with Section 385 of the Companies Act 1985.

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

Signed on behalf of the board of the director



P M SLOWE
Director

Approved by the Board:

27 May 2002

INDEPENDANT AUDITORS' REPORT TO THE SHAREHOLDERS OF BEECH VIEW LIMITED

We have audited the financial statements of Beech View Limited on pages 6 to 13. These financial statements have been under the historical cost convention as modified by the revaluation of freehold land and buildings and the accounting policies set out on page 8.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

The directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards are set out in the Statement of Directors' Responsibilities on page 3.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards

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 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 AUDIT OPINION

We conducted our audit in accordance with United Kingdom Auditing Standards issued by the Auditing Practices Board. An audit included the 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 31 December 2001 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Caroline A Vickery FCA

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CAROLINE A VICKERY FCA
Chartered Accountants and Registered Auditors
Allangate House
Station Road
Rustington
West Sussex

27 May 2002

BEECH VIEW HOLDINGS LIMITED**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2001**

	Notes	2001 £	2000 £
TURNOVER	2	171,580	89,500
Cost of sales		(NIL)	(NIL)
GROSS PROFIT		<u>171,580</u>	<u>89,500</u>
Administrative expenses		(111,346)	(82,541)
OPERATING PROFIT/(LOSS) on ordinary activities before taxation	3	<u>60,234</u>	<u>6,959</u>
TAXATION	4	(8,255)	NIL
PROFIT/(LOSS) for the financial year after taxation		<u>51,979</u>	<u>6,959</u>
DIVIDENDS	5	(1,436)	(1,436)
RETAINED PROFIT/(LOSS) for the financial year		<u>50,543</u>	<u>5,523</u>
RETAINED PROFIT/(LOSS) at 1 January 2001		<u>67,864</u>	<u>62,341</u>
RETAINED PROFIT/(LOSS) at 31 December 2001		<u>£118,407</u> =====	<u>£67,864</u> =====

BEECH VIEW HOLDINGS LIMITED**BALANCE SHEET
AS AT 31 DECEMBER 2001**

	Notes	2001 £	2000 £
FIXED ASSETS			
Tangible assets	6	40,357	23,144
Investments	7	70,450	70,450
		<u>110,807</u>	<u>93,594</u>
CURRENT ASSETS			
Debtors	8	115,456	73,876
Cash at bank and in hand		NIL	NIL
		<u>115,456</u>	<u>73,876</u>
CREDITORS: amounts falling due within one year	9	(55,854)	(30,467)
NET CURRENT ASSETS/(LIABILITIES)		59,602	43,409
CREDITORS: amounts falling due after more than one year	10	(NIL)	(4,137)
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>£170,409</u> =====	<u>£132,866</u> =====
CAPITAL AND RESERVES			
Called up share capital	12	52,002	65,002
Profit and loss account		118,407	67,864
SHAREHOLDERS FUNDS		<u>£170,409</u> =====	<u>£132,866</u> =====

The financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 applicable to small companies.

Signed on behalf of the board of the director



P M SLOWE

Director

Approved by the board:

27 May 2002

BEECH VIEW HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2001

1. ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective March 2000).

Consolidation

The company and its subsidiaries comprise a small group. The company has therefore taken advantage of the exemption provided by section 248 of the Companies Act 1985 not to prepare group accounts. The financial statements therefore present information about the company as an individual undertaking and not about its group. As permitted by FRS8, transactions between group companies have not been disclosed.

Tangible fixed assets

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Computer equipment - 33.33% per annum straight line basis

Office equipment - 25% per annum reducing balance basis

Motor vehicles - 25% per annum reducing balance basis

It was considered more meaningful to show computer equipment as a separate asset due to the significant value of additions this year i.e.£38,247. As a result, £16,420 cost and £7,167 depreciation, as at 1 January 2001, has been transferred from Office equipment to Computer equipment. The additional charge to depreciation required (to 31 December 2000 and charged in the year end 31 December 2001), to account for the change in the depreciation rate from 25% per annum reducing balance basis to 33.33% per annum straight line basis, is £4,400 .

Leasing and hire purchase

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible fixed assets. Assets acquired by finance lease are depreciated over the shorter of the lease term and their useful lives. Assets acquired by hire purchase are depreciated over their useful lives. Finance leases are those where substantially all of the benefits and risks of ownership are assumed by the company. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the profit and loss account so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

Cash flow

The financial statements do not include a cash flow statement because the company, as a small reporting entity, is exempt from the requirements to prepare such a statement under the Financial Reporting Standard 1 'Cash flow statements'.

Turnover

Turnover represents net invoiced sales of goods and services excluding VAT.

Deferred taxation

Provision is made for taxation deferred as a result of material timing differences between the incidence of income and expenditure for taxation and accounts purposes, using the liability method, only to the extent that, in the opinion of the directors, there is a reasonable probability that a liability or asset will crystallise in the foreseeable future.

BEECH VIEW HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTD)- 31 DECEMBER 2001

2. TURNOVER

Turnover attributable to geographical markets outside the United Kingdom amounted to NIL% (2000 - NIL%).

3. OPERATING PROFIT

The operating profit is stated after charging:

	2001	2000
	£	£
Auditors' remuneration	500	500
Depreciation of tangible fixed assets		
- owned by the company	22,726	5,578
- held under finance leases	1,603	2,138
Directors' emoluments	92,562	79,740
	=====	=====

4. TAXATION

	2001	2000
	£	£
UK Corporation tax	8,224	NIL
Under provision previous year	31	NIL
	<u>£8,255</u>	<u>£NIL</u>
	=====	=====

5. DIVIDENDS

	2001	2000
	£	£
Preference dividend of 4.95p per preference share - paid	1,436	1,436
	=====	=====

BEECH VIEW HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTD)- 31 DECEMBER 2001

6. TANGIBLE FIXED ASSETS

	Computer Equipment £	Office Equipment £	Motor Vehicle £	Total £
Cost				
At 1 January 2001	NIL	35,566	15,250	50,816
Restated	16,420	(16,420)	NIL	NIL
Additions	38,247	3,295	NIL	41,542
Disposals				
At 31 December 2001	<u>54,667</u>	<u>22,441</u>	<u>15,250</u>	<u>92,358</u>
Depreciation				
At 1 January 2001	NIL	18,835	8,837	27,672
Restated	7,167	(7,167)	NIL	NIL
On disposals	NIL	NIL	NIL	NIL
Charge for year	20,032	2,694	1,603	24,329
At 31 December 2001	<u>27,199</u>	<u>14,362</u>	<u>10,440</u>	<u>52,001</u>
Net book values				
At 31 December 2001	<u>£27,468</u>	<u>£8,079</u>	<u>£4,810</u>	<u>£40,357</u>
	=====	=====	=====	=====
At 1 January 2001	<u>£NIL</u>	<u>£16,731</u>	<u>£6,413</u>	<u>£23,144</u>
	=====	=====	=====	=====

Included above are assets held under finance leases or hire purchase contracts amounting to £4,810 (2000 £6,413).

7. INVESTMENTS

	Subsidiary Undertakings £
Cost	
At 1 January 2001 and 31 December 2001	<u>£70,450</u>
	=====

BEECH VIEW HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTD)- 31 DECEMBER 2001

Subsidiary undertakings

The company's investment in its subsidiary company represents the cost of acquisition of the whole of the ordinary share capital of Teaching Abroad Limited, a company registered in England and Wales, which provides the arranging of facilities for English Teaching Abroad.

At 31 December 2001, the aggregate of the share capital and reserves of Teaching Abroad Limited amounted to £12,941 (2000 £(35,862)) and the profit for the year to that date was £48,803 (2000 £8,119).

The company's investment in its subsidiary company represents the cost of acquisition of the whole of the ordinary share capital of Projects Abroad Limited, a company registered in England and Wales, which provides the arranging of facilities for English Teaching Assistance Abroad.

At 31 December 2001, the aggregate of the share capital and reserves of Projects Abroad Limited amounted to £65,033 (2000 £44,684) and the profit for the year to that date was £20,349 (2000 £7,828).

The company's investment in its subsidiary company represents the cost of acquisition of the whole of the ordinary share capital of Teaching Abroad Travel Limited, a company registered in England and Wales, which provides training services overseas for young executives.

At 31 December 2001, the aggregate of the share capital and reserves of Teaching Abroad Travel Limited (previously Executive Developments Abroad Limited) amounted to £17,736 (2000 £6,302) and the profit for the year to that date was £11,434 (2000 £3,000).

8. DEBTORS

	2001	2000
	£	£
Amounts owed by group undertakings	115,456	73,876
Others	NIL	NIL
	<u>£115,456</u>	<u>£73,876</u>
	=====	=====

BEECH VIEW HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTD)- 31 DECEMBER 2001

9. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2001	2000
	£	£
Amounts owed to group undertakings	42,882	22,227
Net obligations under finance leases and hire purchase contracts	4,137	2,255
Corporation tax	8,224	NIL
Other creditors	611	5,985
	<u>£55,854</u>	<u>£30,467</u>
	=====	=====

Included within other creditors is an amount of £NIL (2000 £5,237) relating to social security and other taxes. Of the creditors falling due within and after more than one year, the net obligations under finance leases and hire purchase contracts totalling £4,137 (2000 £6,392) are secured.

10. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	2001	2000
	£	£
Net obligations under hire purchase contract	NIL	£4,137
	=====	=====

11. DEFERRED TAXATION

	2001	2000
	£	£
Balance at 1 January 2001 and 31 December 2001	NIL	NIL
	=====	=====
The potential liability for deferred taxation not provided was as follows:		
Accelerated capital allowances:		
Balance at 1 January 2001	1,896	
Increase in year	3,817	
	<u>£5,713</u>	
	=====	
Balance at 31 December 2001		

The potential balance at 1 January 2001 has been restated from £9,482 to £1,896, due to an incorrect calculation.

BEECH VIEW HOLDINGS LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTD)- 31 DECEMBER 2001****12. CALLED UP SHARE CAPITAL**

	2001 £	2000 £
Authorised 300,000 ordinary shares of £1 each	300,000 =====	300,000 =====
Allotted, called up and fully paid At 1 January 2001 - 65,002 ordinary shares of £1 each	65,002	65,002
Repaid in year - 13,000 5.5% convertible preference shares of £1 each	(13,000)	NIL
At 31 December 2001	<u>£52,002</u> =====	<u>£65,002</u> =====

13. RELATED PARTIES

The controlling party is P Slowe by virtue of his ownership of the majority of the issued ordinary share capital in the company.