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**ALBEMARLE TRUST PLC**  
**REPORT OF THE DIRECTORS AND**  
**FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 OCTOBER 2004**



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**for the Year Ended 31 October 2004**

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**ALBEMARLE TRUST PLC**

**COMPANY INFORMATION**  
for the Year Ended 31 October 2004

**DIRECTORS:**

R M Britten-Long  
D R Curtis

**SECRETARY:**

J M Bottomley

**REGISTERED OFFICE:**

20 Upper Grosvenor Street  
London  
W1K 7PB

**REGISTERED NUMBER:**

03393617 (England and Wales)

**AUDITORS:**

Levy Blair  
Chartered Accountants  
Registered Auditors  
London  
EC1N 8LF

## **ALBEMARLE TRUST PLC**

### **REPORT OF THE DIRECTORS** **for the Year Ended 31 October 2004**

The directors present their report with the financial statements of the company for the year ended 31 October 2004.

#### **PRINCIPAL ACTIVITY**

The principal activity of the company in the year under review was that of dealing in listed and unlisted shares.

#### **REVIEW OF BUSINESS**

The results for the year and financial position of the company are as shown in the annexed financial statements.

#### **DIVIDENDS**

No dividends will be distributed for the year ended 31 October 2004.

#### **DIRECTORS**

The directors during the year under review were:

R M Britten-Long  
D R Curtis

The directors holding office at 31 October 2004 did not hold any beneficial interest in the issued share capital of the company at 1 November 2003 or 31 October 2004.

Mr. R M Britten-Long and his family have controlling interests in a company which owns 50% of the issued capital of Laird Strategic Limited, the parent company.

#### **COMPANY'S POLICY ON PAYMENT OF CREDITORS**

It is the company's policy to settle the terms of payment with suppliers when agreeing the terms of the transaction, to ensure that suppliers are aware of these terms and to abide by them.

There were no trade creditors at the period end.

#### **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 and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to

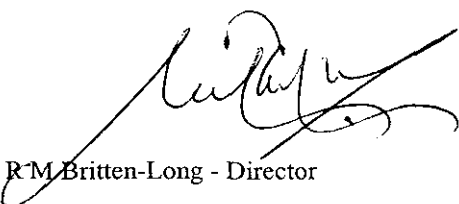
- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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.

#### **AUDITORS**

The auditors, Levy Blair, will be proposed for re-appointment in accordance with Section 385 of the Companies Act 1985.

#### **ON BEHALF OF THE BOARD:**



R M Britten-Long - Director

23 May 2005

## **REPORT OF THE INDEPENDENT AUDITORS TO THE SHAREHOLDERS OF ALBEMARLE TRUST PLC**

We have audited the financial statements of Albemarle Trust Plc for the year ended 31 October 2004 on pages four to eight. These financial statements have been prepared under the historical cost convention and the accounting policies set out therein.

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 auditors' 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 on page two the company's directors are responsible for the preparation of financial statements in accordance with applicable law and United Kingdom Accounting Standards.

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 Report of the Directors 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 Report of the Directors 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 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.

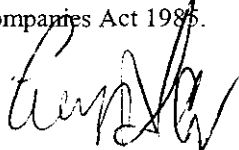
We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

### **Going concern**

The financial statements have been prepared on a going concern basis, the validity of which is dependent on the continuing financial support of the creditors. In view of the significance of this matter we consider that disclosure made in the notes to the financial statements should be drawn to your attention. Our opinion is not qualified in this respect.

### **Opinion**

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31 October 2004 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Levy Blair  
Chartered Accountants  
Registered Auditors  
London  
EC1N 8LF

23 May 2005

**ALBEMARLE TRUST PLC**

**PROFIT AND LOSS ACCOUNT**  
for the Year Ended 31 October 2004

		2004	2003
	Notes	£	£
<b>TURNOVER</b>	2	(106,953)	(100,141)
Administrative expenses		4,399	5,935
<b>OPERATING LOSS</b>	4	(111,352)	(106,076)
Provision against group loans	5	12,320	(60,500)
		(99,032)	(166,576)
Interest receivable and similar income		-	41
<b>LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		(99,032)	(166,535)
Tax on loss on ordinary activities	6	-	-
<b>LOSS FOR THE FINANCIAL YEAR AFTER TAXATION</b>		(99,032)	(166,535)
Deficit brought forward		(675,711)	(509,176)
<b>DEFICIT CARRIED FORWARD</b>		<u>£(774,743)</u>	<u>£(675,711)</u>

**CONTINUING OPERATIONS**

None of the company's activities were acquired or discontinued during the current and previous years.

**TOTAL RECOGNISED GAINS AND LOSSES**

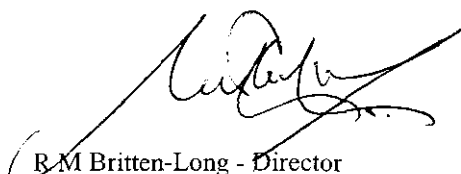
The company has no recognised gains or losses other than the losses for the current and previous years.

ALBEMARLE TRUST PLC

**BALANCE SHEET**  
31 October 2004

		2004		2003	
	Notes	£	£	£	£
<b>FIXED ASSETS:</b>					
Investments	7		1		1
<b>CURRENT ASSETS:</b>					
Investments	8	118,938		225,891	
Cash at bank		94		104	
		<u>119,032</u>		<u>225,995</u>	
<b>CREDITORS: Amounts falling due within one year</b>	9	<u>147,195</u>		<u>155,126</u>	
<b>NET CURRENT (LIABILITIES)/ASSETS:</b>			<u>(28,163)</u>		<u>70,869</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES:</b>			<u>£(28,162)</u>		<u>£70,870</u>
<b>CAPITAL AND RESERVES:</b>					
Called up share capital	10		67,584		67,584
Share premium	11		678,997		678,997
Profit and loss account			<u>(774,743)</u>		<u>(675,711)</u>
<b>SHAREHOLDERS' FUNDS:</b>	14		<u>£(28,162)</u>		<u>£70,870</u>

ON BEHALF OF THE BOARD:



R M Britten-Long - Director

Approved by the Board on 23 May 2005

**NOTES TO THE FINANCIAL STATEMENTS**  
for the Year Ended 31 October 2004

**1. ACCOUNTING POLICIES**

**Accounting convention**

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

The financial statements have been prepared on a going concern basis, the validity of which is dependent on the continuing support of the creditors.

**Turnover**

Turnover represents income from investments and net gains and losses on investments.

**Deferred tax**

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

**Financial Reporting Standard Number 1**

Exemption has been taken from preparing a cash flow statement on the grounds that the holding company prepares a consolidated cash flow statement.

**Investments**

Investments are included at the lower of cost and net realisable value. Profits or losses arising from disposals are treated as part of turnover.

**Group accounts**

The accounts present information about the company as an individual undertaking and not about its group, as the company has taken advantage of the exemption provided by section 248 of the Companies Act 1985.

**2. TURNOVER**

The turnover and profit before taxation are attributable to the one principal activity of the company.

**3. STAFF COSTS**

The only persons employed by the company during the year were the directors.

**4. OPERATING LOSS**

The operating loss is stated after charging:

	2004	2003
	£	£
Auditors' remuneration	940	1,763
	<u>          </u>	<u>          </u>
Directors' emoluments	-	-
	<u>          </u>	<u>          </u>

**5. EXCEPTIONAL ITEMS**

Provision against group loans.

**6. TAXATION**

**Analysis of the tax charge**

No liability to UK corporation tax arose on ordinary activities for the year ended 31 October 2004 nor for the year ended 31 October 2003.



**NOTES TO THE FINANCIAL STATEMENTS**  
for the Year Ended 31 October 2004

**7. FIXED ASSET INVESTMENTS**

The company's investments at the balance sheet date in the share capital of unlisted companies include the following:

**PTP Nominees Limited**

Nature of business: nominee company.

Class of shares:	%
Ordinary	holding 100.00

	2004	2003
	£	£
Aggregate capital and reserves	1	1
	=	=

The company was dormant throughout the current and previous year.

Investments (neither listed nor unlisted) were as follows:

	2004	2003
	£	£
Investment in subsidiary	1	1
	=	=

**8. CURRENT ASSET INVESTMENTS**

	2004	2003
	£	£
At book value		
AIM & OFEX	28,938	28,891
Unquoted	90,000	197,000
At market value		
AIM & OFEX	28,938	41,390
Unquoted	90,000	197,000

**9. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2004	2003
	£	£
Other creditors	752	752
Related party balances	139,000	139,000
Accrued expenses	7,443	15,374
	<u>147,195</u>	<u>155,126</u>

**NOTES TO THE FINANCIAL STATEMENTS**  
for the Year Ended 31 October 2004

**10. CALLED UP SHARE CAPITAL**

Authorised: Number:	Class:	Nominal value:	2004 £	2003 £
10,000,000	Ordinary shares	5p	<u>500,000</u>	<u>500,000</u>
Allotted, issued and fully paid: Number:	Class:	Nominal value:	2004 £	2003 £
1,351,677	Ordinary shares	5p	<u>67,584</u>	<u>67,584</u>

**11. SHARE PREMIUM**

	2004 £	2003 £
Brought forward	<u>678,997</u>	<u>678,997</u>

**12. ULTIMATE PARENT COMPANY**

The company's ultimate parent undertaking is Laird Strategic Limited, a company incorporated in England.

**13. RELATED PARTY DISCLOSURES**

As a 95.7% owned subsidiary of Laird Strategic Limited, the company is exempt from the requirements of FRS 8 to disclose transactions with that company.

As at 31 October 2004, amounts due to the following related parties:

	Relationship	2004 £	2003 £
Laird Promotions and Services Limited	Mr. R M Britten-Long is the director	76,000	76,000
Mr. R M Britten-Long	Company director	63,000	63,000

**14. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS**

	2004 £	2003 £
Loss for the financial year	<u>(99,032)</u>	<u>(166,535)</u>
<b>Net reduction of shareholders' funds</b>	<b>(99,032)</b>	<b>(166,535)</b>
Opening shareholders' funds	<u>70,870</u>	<u>237,405</u>
<b>Closing shareholders' funds</b>	<b><u>(28,162)</u></b>	<b><u>70,870</u></b>
Equity interests	<u>(28,162)</u>	<u>70,870</u>