Registration number: 3541009

Triple Juicy Limited

Directors' report and financial statements

for the year ended 31st October 2002

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0226 27/02/04

Geo. Little, Sebire & Co. Chartered Accountants

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Directors' report for the year ended 31st October 2002

The directors present their report and the financial statements for the year ended 31st October 2002.

Principal activity

The principal activity of the company was that of fashion footwear designers and consultants.

Directors and their interests

The directors who served during the year and their interests in the company are as stated below:

	Ore	inary shares
	31/10/02	01/11/01
L. J. C Bryan	-	-
P. D. Bueno De Mesquita	-	٠ -
C. De Mesquita	-	-
N. J. Nicholaou	-	-
B. H. Pedersen	-	~

The interests of the directors L. J. C Bryan, P. D. Bueno De Mesquita and N. J. Nicholaou are dealt with in the accounts of the ultimate holding company.

Charitable contributions

During the year the company contributed £233 to local and registered charities.

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 the affairs of the company and of the profit or loss of the company for that year. In preparing these the directors are required to:

- select suitable accounting policies and 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

Geo. Little, Sebire & Co. have agreed to offer themselves for re-appointment as auditors of the company.

This report is prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

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Directors' report for the year ended 31st October 2002

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This report was approved by the Board on 27/2 A and signed on its behalf by

L. J. C Bryan

Director

Independent auditors' report to the shareholders of Triple Juicy Limited

We have audited the financial statements of Triple Juicy Limited for the year ended 31st October 2002 which comprise the profit and loss account, the balance sheet and the related notes. These financial statements have been prepared in accordance with the Financial Reporting Standard for Smaller Entities (effective June 2002), under the historical cost convention and the accounting policies set out therein.

This report is made solely to the company's members, 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 for our audit work, for this report, or the opinions we have formed.

Respective responsibilities of directors and auditors

As described in the statement of directors' responsibilities the company's directors are responsible for the preparation of the 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 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 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.

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Independent auditors' report to the shareholders of Triple Juicy Limited continued

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Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31st October 2002 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Geo. Little, Sebire & Co.

Chartered Accountants and

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Registered auditors

Victoria House

64 Paul Street

London

EC2A 4TT

Date: 2-12/04

Profit and loss account for the year ended 31st October 2002

		2002	2001
	Notes	£	£
Turnover	2	890,510	1,308,258
Administrative expenses		(773,332)	(707,884)
Operating profit	3	117,178	600,374
Other interest receivable and similar income Interest payable and similar charges		25,450 (12,076)	743 (912)
Profit on ordinary activities before taxation Tax on profit on ordinary activities	5	130,552 (45,000)	600,205 (193,000)
Profit on ordinary activities after taxation		85,552	407,205
Dividends paid		(100,000)	(214,800)
(Loss)/retained profit for the year		(14,448)	192,405
Retained profit/(loss) brought forwa	ırd	74,584	(117,821)
Retained profit carried forward		60,136	74,584

Balance sheet as at 31st October 2002

		200	2	200	1
	Notes	£	£	£	£
Fixed assets					
Intangible assets	6		(8,205)	••	(16,951)
Tangible assets	7		24,902		30,669
			16,697		13,718
Current assets					
Debtors	8	419,507		1,226,024	
Cash at bank and in hand		112,217		3,533	
		531,724		1,229,557	
Creditors: amounts falling					
due within one year	9	(487,285)		(1,167,691)	
Net current assets			44,439		61,866
Net assets			61,136		75,584
Capital and reserves					
Called up share capital	10		1,000		1,000
Profit and loss account			60,136		74,584
Shareholders' funds			61,136		75,584
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The financial statements are prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies and in accordance with the Financial Reporting Standard for Smaller Entities (effective June 2002).

The financial statements were approved by the Board on 27/2/31, and signed on its behalf by

L. I. C. Remon

L. J. C Bryan Director

The notes on pages 7 to 11 form an integral part of these financial statements.

Notes to the financial statements for the year ended 31st October 2002

1. Accounting policies

1.1. Accounting convention

The financial statements are prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective June 2002).

1.2. Turnover

Turnover represents the total value, excluding value added tax, of royalties receivable during the year.

1.3. Goodwill

Goodwill represents the difference between the fair value of the consideration paid on acquisition of a trade and the fair value of its seperable net assets at the date of acquisition. Goodwill is amortised in accordance with the recoverability of the total net assets acquired.

1.4. Tangible fixed assets and depreciation

Depreciation is provided at rates calculated to write off the cost less residual value of each asset over its expected useful life, as follows:

Leasehold properties

10% straight line

Other tangible assets

- 10% - 25% straight line

1.5. Leasing

Rentals payable under operating leases are charged against income on a straight line basis over the lease term.

1.6. Deferred taxation

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

1.7. Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange prevailing at the accounting date. Transactions in foreign currencies are recorded at the date of the transactions. All differences are taken to the Profit and Loss account.

2. Turnover

Turnover attributable to geographical markets outside the United Kingdom amounted to 2% for the year.

Notes to the financial statements for the year ended 31st October 2002

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3.	Operating profit	2002 £	2001 £
	Operating profit is stated after charging/(crediting):	• •	
	Depreciation of intangible assets	(4,136)	(5,601)
	Depreciation of tangible assets	17,174	10,412
	Loss on disposal of tangible fixed assets	4,610	-
	(Profit)/Loss on disposal of intangible assets	(4,610)	13,553
	Auditors' remuneration	14,000	14,000
4.	Directors' emoluments		
		2002	2001
		£	£
	Remuneration and other benefits	145,324	65,989
5.	Tax on profit on ordinary activities		
	Analysis of charge in period	2002	2001
		£	£
	Current tax		
	UK corporation tax at 30% (2001 - 30%)	45,000	193,000
	Total current tax charge	45,000	193,000
	Tax on profit on ordinary activities	45,000	193,000

Notes to the financial statements for the year ended 31st October 2002

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6.	Intangible fixed assets		Goodwill £	Total
	Cost At 1st November 2001 Disposals		(25,888) 6,200	(25,888) 6,200
	At 31st October 2002		(19,688)	(19,688)
	Amortisation At 1st November 2001 On disposals Charge for year		8,937 (1,590) 4,136	(8,937) 1,590 (4,136)
	At 31st October 2002		11,483	(11,483)
	Net book values At 31st October 2002 At 31st October 2001		(8,205) (16,951)	(8,205)
7.	Tangible fixed assets	Land and buildings £	Other tangible assets	Total £
	Cost At 1st November 2001 Additions Disposals	6,200 11,158 (6,200)	36,687 4,859	42,887 16,017 (6,200)
	At 31st October 2002	11,158	41,546	52,704
	Depreciation At 1st November 2001 On disposals Charge for the year	1,590 (1,590) -	10,628	12,218 (1,590) 17,174
	At 31st October 2002		27,802	27,802
	Net book values At 31st October 2002 At 31st October 2001	11,158 ————————————————————————————————————	13,744	24,902 ====================================

Notes to the financial statements for the year ended 31st October 2002

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		2002 £	2001 £
	Trade debtors	12,579	1,003,045
	Amounts owed by group undertakings	16,872	-
	Other debtors	390,056	222,979
		419,507	1,226,024
9.	Creditors: amounts falling due within one year	2002 £	2001 £
	Bank overdraft	5,013	-
	Trade creditors	142,764	103,988
	Amounts owed to group undertaking	-	461,103
	Corporation tax	260,775	326,105
	Other taxes and social security costs	32,558	133,103
	Other creditors	46,175	143,392
		487,285	1,167,691

The bank overdrafts and loans both present and future are secured by a charge over the assets of the company.

10.	Share capital	2002 £	2001 £
	Authorised 1,000 Ordinary shares of £1 each	1,000	1,000
	Allotted, called up and fully paid 1,000 Ordinary shares of £1 each	1,000	1,000

Notes to the financial statements for the year ended 31st October 2002

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11. Financial commitments

At 31st October 2002 the company had annual commitments under non-cancellable operating leases as follows:

	Land and	Land and buildings	
	2002	2001 £	
	£		
Expiry date:			
In over five years	75,000	-	
•			

12. Transactions with directors

The following directors had interest free loans during the year. The movements on these loans are as follows:

	Amoun	Amount owing	
	2002	2001	
	£	£	
P. D. Bueno De Mesquita	-	2,011	
N. J. Nicholaou	-	35,900	
L. J. C Bryan	-	32,903	
-			

Included within administration expenses is rent totalling £15,930 payable to The Honduras Street Partnership, a partnership in which the directors L. J. C Bryan, P. D. Bueno De Mesquita and N. J. Nicholaou have an interest. At the year end £290,227 was owed by the partnership.

13. Ultimate parent undertaking

The ultimate parent undertaking is Vervestone Limited.

14. Controlling party

The ultimate controlling party are the directors L. J. C Bryan, P. D. Bueno De Mesquita and N. J. Nicholaou.