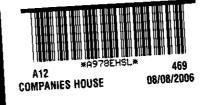
Abbreviated Unaudited Accounts for the Year Ended 31 May 2006

for

Justfone Ltd



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Company Information for the Year Ended 31 May 2006

DIRECTORS:

T Ford

S A Brown

SECRETARY:

T Ford

REGISTERED OFFICE:

1-3 Sandgate

Berwick Upon Tweed Northhumberland TD15 1EW

REGISTERED NUMBER:

3926817 (England and Wales)

ACCOUNTANTS:

The James Rosie Partnership

Chartered Accountants

Riverside House Ladhope Vale Galashiels TD1 1BT

Abbreviated Balance Sheet 31 May 2006

31.5.05				31.5.06	
£	£		Notes	£	£
		FIXED ASSETS:			
	985	Tangible assets	2		15,718
		CURRENT ASSETS:			
_		Stocks		324	
45,862		Debtors		32,564	
27,374		Cash at bank and in hand		37,402	
73,236				70,290	
,		CREDITORS: Amounts falling			
80,576		due within one year		82,120	
	(7,340)	NET CURRENT LIABILITIES:			(11,830)
		TOTAL ASSETS LESS CURRENT			
	(6,355)	LIABILITIES:			3,888
		CREDITORS: Amounts falling			
	559,638	due after more than one year			398,550
	£(565,993)				£(394,662)
		CAPITAL AND RESERVES:			
	10,000	Called up Share Capital	3		10,000
	(575,993)	Profit & Loss Account			(404,662)
	£(565,993)	SHAREHOLDERS' FUNDS:			£(394,662)
					-

The company is entitled to exemption from audit under Section 249A(1) of the Companies Act 1985 for the year ended 31 May 2006.

The members have not required the company to obtain an audit of its financial statements for the year ended 31 May 2006 in accordance with Section 249B(2) of the Companies Act 1985.

The directors acknowledge their responsibilities for:

- (a) ensuring that the company keeps accounting records which comply with Section 221 of the Companies Act 1985 and
- (b) preparing financial statements which give a true and fair view of the state of affairs of the company as at the end of each financial year and of its profit or loss for each financial year in accordance with the requirements of Section 226 and which otherwise comply with the requirements of the Companies Act 1985 relating to financial statements, so far as applicable to the company.

Abbreviated Balance Sheet 31 May 2006

These abbreviated accounts have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies and with the Financial Reporting Standard for Smaller Entities (effective January 2005).

T Ford - Director

Notes to the Abbreviated Accounts for the Year Ended 31 May 2006

1. ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective January 2005).

Turnover

Turnover represents net invoiced sales of goods, excluding value added tax.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life or, if held under a finance lease, over the lease term, whichever is the shorter.

Office Equipment

- 33% on cost and

20% on cost

Motor Vehicles

- 25% on reducing balance

Deferred tax

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

Research and development

Expenditure on research and development is written off in the year in which it is incurred.

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

Hire purchase and leasing commitments

Rentals payable under operating leases are charged to the profit and loss account on a straight line basis over the periods of the leases.

Going Concern

The company has invested in research and product development and, the business is expecting to enter a period of growth. However the nature of the business is such that there is considerable uncertainty over the volume of sales and the timing of cash flows. At present, the company meets its day to day working capital requirements through cash balances, and the availability of funding from the directors. The directors have reviewed the expected results for the period ending 12 months from the date of approval of these financial statements. On the basis of these projections and the continued availability of director funding it is considered appropriate to prepare the financial statements on the going concern basis.

Notes to the Abbreviated Accounts for the Year Ended 31 May 2006

2. TANGIBLE FIXED ASSETS

TANGIBEE TIMED ASSETS			Total
		-	£
COST:			16.556
At 1 June 2005			46,556
Additions			18,898
At 31 May 2006			65,454
DEPRECIATION:			
At 1 June 2005			45,572
Charge for year			4,164
At 31 May 2006			49,736
NET BOOK VALUE:			
At 31 May 2006			15,718
At 31 May 2005			985
CALLED UP SHARE CAPITAL			
CALLED UT SHARE CAPITAL			
Authorised, allotted, issued and fully paid:			
Number: Class:	Nominal	31.5.06	31.5.05
	value:	£	£

4. RELATED PARTY DISCLOSURES

Ordinary Shares

3.

10,000

On 12 June 2003, Holders Technology plc sold all its 8,500 shares in the company to Mr Timothy Ford (Director). As a result of this sale Holders Technology plc ceased to be the company's parent, and the controlling party became Mr Ford.

£1

10,000

10,000

Under the terms of an agreement between Holders Technology plc and Mr Ford, the indebtedness of the company to Holders Technology plc, totalling £424,500, was rescheduled.

During the current year, the balance of the loan has been written off by Holders Technology plc.

Chartered Accountants' Report to the Board of Directors on the Unaudited Financial Statements of Justfone Ltd

The following reproduces the text of the report prepared for the directors in respect of the company's annual unaudited financial statements, from which the unaudited abbreviated accounts (set out on pages two to five) have been prepared.

In accordance with our terms of engagement and in order to assist you to fulfil your duties under the Companies Act 1985, we have prepared the financial statements of the company for the year ended 31 May 2006 on pages three to nine from the accounting records and information and explanations supplied to us.

This report is made to the company's Board of Directors, as a body, in accordance with the terms of our engagement. Our work has been undertaken to enable us to prepare the financial statements on behalf of the company's Board of Directors 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 Board of Directors, as a body, for our work or for this report.

We have carried out this engagement in accordance with best practice guidance issued by the Institute of Chartered Accountants of Scotland and have complied with the ethical guidance laid down by the Institute relating to members undertaking the preparation of financial statements.

You have acknowledged on the Balance Sheet as at 31 May 2006 your duty to ensure that the company has kept proper accounting records and to prepare financial statements that give a true and fair view under the Companies Act 1985. You consider that the company is exempt from the statutory requirement for an audit for the year.

We have not been instructed to carry out an audit of the financial statements. For this reason, we have not verified the accuracy or completeness of the accounting records or information and explanations you have given to us and we do not, therefore express any opinion on the financial statements.

The James Rosie Partnership Chartered Accountants Riverside House Ladhope Vale Galashiels TD1 1BT

Date: 3rd August 2006