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**COMPANY NUMBER 4144915** 

# LONGBOROUGH CAPITAL PLC CONSOLIDATED REPORT AND ACCOUNTS FOR THE YEAR ENDED 31 JANUARY 2007

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### LONGBOROUGH CAPITAL PLC COMPANY INFORMATION

**DIRECTORS:** 

M Dı Nello

B W D Ripley

**SECRETARY:** 

Oxford Corporate Services Ltd

R E Sims

**COMPANY NUMBER:** 

4144915

**REGISTERED OFFICE:** 

7 Petworth Road

Haslemere Surrey GU27 2JB

**AUDITORS:** 

Horwath Clark Whitehill LLP

Chartered Accountants & Registered Auditors

Aquis House

49-51 Blagrave Street

Reading RG1 1PL

### LONGBOROUGH CAPITAL PLC DIRECTORS' REPORT FOR THE YEAR ENDED 31 JANUARY 2007

The directors have pleasure in presenting their report and the accounts of the group for the year ended 31 January 2007

#### STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare accounts for each financial year which give a true and fair view of the group and company's state of affairs at the end of the period and the profit or loss of the group for that period. In preparing those accounts the directors are required to

- · select suitable accounting policies and then apply them consistently,
- · make judgements and estimates that are reasonable and prudent,
- state whether applicable accounting standards have been followed, subject to any material departures
  disclosed and explained in the financial statements,
- prepare the accounts on the going concern basis unless it is inappropriate to assume 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 accounts 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 or other irregularities. The directors are responsible for ensuring that the Directors' Report and other information included in the annual report is prepared in accordance with company law in the United Kingdom.

#### **DIRECTORS**

The directors who served during the year were

M Di Nello B W D Ripley R E Sims (resigned 27 February 2008) H C Bellingham (resigned 26 February 2008)

No right to subscribe for shares or debentures in the company was granted to, or exercised by, the directors during the year

R E Sims has options over 100,000 shares in the capital of Environmental Recycling Technologies Plc, a shareholder of Longborough Capital Plc

#### PROVISION OF INFORMATION TO AUDITORS

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that

- so far as that director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the Company's auditors in connection with preparing their report and to establish that the Company's auditors are aware of that information

### LONGBOROUGH CAPITAL PLC DIRECTORS' REPORT FOR THE YEAR ENDED 31 JANUARY 2007

#### **RESULTS AND DIVIDENDS**

The loss for the year, after taxation, amounted to £113,295 (2006 £705,173)

The directors do not recommend the payment of a dividend

#### **REVIEW OF BUSINESS AND FUTURE DEVELOPMENTS**

The company was always intended as an industrial conglomerate. We intended to take new and enterprising technologies, nurture them and ultimately spin them off. As it happens the bulk of our activities have been concentrated in the United States of America. As a result we decided ultimately to spin our US subsidiaries off into an American listed vehicle and so accepted the offer to take a majority stake in LBOC Corporation. Whilst certain intellectual property resides in the main plc, all trading activities of the Group are now conducted through this principal listed American subsidiary LBOC Corporation. Clearly the principal opportunity and risk for us is the shareholding in LBOC Corporation, which is a pink sheet NASDAQ listed company.

The main KPI for the company is return on investment from its subsidiaries but to date there has been no such return (partly due to the lack of accounting information received from the subsidiaries)

#### **PRINCIPAL ACTIVITIES**

The principal activity of the group in the year under review was the acquisition and exploitation of innovative intellectual property rights whether by way of ownership or licence and with particular regard to the automotive industry

#### **CREDITORS POLICY**

The group's policy is to pay suppliers within their credit terms

#### **AUDITORS**

In accordance with Section 385 of the Companies Act 1985, a resolution proposing the appointment of Horwath Clark Whitehill LLP as auditors to the company will be put to the Annual General Meeting

Approved by the Board on and signed on its behalf by -

3 September 2008

Oxford Corporate Services Ltd

Secretary

### INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF LONGBOROUGH CAPITAL PLC

We have audited the group and parent company financial statements (the "financial statements") of Longborough Capital plc for the year ended 31 January 2007 which comprise the Group Profit and Loss Account, the Group and Company Balance Sheet, the Group Cashflow Statement, the Group Statement of Total Recognised Gains and Losses and the related notes. 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 shareholders, 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 shareholders 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 shareholders as a body, for our audit work, for this report, or for the opinion 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 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 whether, in our opinion, the information given in the directors' report is consistent with the financial statements.

In addition we report to you if, in our opinion, 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 other transactions is not disclosed

We read other information contained in the Annual Report, and consider whether it is consistent with the audited financial statements. The other information comprises only the directors' report. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information beyond that referred to in this paragraph.

### INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF LONGBOROUGH CAPITAL PLC

#### **BASIS OF AUDIT OPINION**

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board, except that the scope of our work was limited as explained below

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 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. However, the evidence available to us was limited due to the following reasons.

- We were unable to obtain evidence to support the recoverability of the sums due from shareholders in respect of unpaid share capital amounting to £645,100. Should these amounts not be recovered the debtors, share capital and share premium would need to be reduced by £645,100.
- We have been unable to gain sufficient audit evidence to support the going concern basis assumed in the financial statements. Disclosure has been made in note 1a) to the financial statements concerning this issue. However, the key facts are as follows.
  - the group incurred a net loss of £113,295 during the year ended 31 January 2007 and
  - at that date, the group's current liabilities exceeded its current assets by £693,876
  - This position assumes the recovery of the share capital debtor of £645,100 referred to above
  - o If this amount proves not to be recoverable the group's net current liabilities would be £1,338,976

These conditions, along with the other matters explained in note 1 to the financial statements, indicate the existence of a material uncertainty which may cast significant doubt about the company's ability to continue as a going concern. The financial statements do not include the adjustments that would result if the company was unable to continue as a going concern. The impact of not preparing the accounts on a going concern basis is more fully explained in note 1a)

#### **INDEPENDENT AUDITORS' REPORT** TO THE SHAREHOLDERS OF LONGBOROUGH CAPITAL PLC

#### **BASIS OF AUDIT OPINION continued**

We have been unable to obtain accounts from any of the company's subsidiary undertakings for the year ended 31 January 2007 Consequently we have not been able to confirm the accuracy of any amounts included in the entity's own accounts relating to balances due to or from its subsidiaries. Specifically these include a loan of £250,000 due from Global Technologies Inc., the value of the investment itself in the subsidiaries which is included in the company's balance sheet at £16.954, and creditors due to subsidiary companies of £7,954. In the absence of the accounts of other financial information to support the treatment of the loan we have been unable to form an opinion on the recoverability of the loan debt and its current market value. Neither have we been able to establish whether any further accounting adjustments are required

In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements

#### Adverse opinion

As more fully explained in note 1 b) to the accounts 'Basis of Consolidation' we were unable to obtain financial information for the company's subsidiaries (Global Technologies Inc, Corrosion Control Inc and Advanced Digital Components Inc) for the year ended 31 January 2007 As a result the group accounts were consolidated using year ended 31 January 2006 accounts in respect of the subsidiaries and the 31 January 2007 accounts of the parent company

In view of the failure to provide the accounting information required in order to prepare accurate consolidated accounts and the consequent failure to prepare accurate consolidated accounts, and also in view of the possible effect of limitations in evidence available to, as set out above, in our opinion the financial statements do not give a true and fair view of the state of the company's affairs, in accordance with United Kingdom Generally Accepted Accounting Practice, as at 31 January 2007 and of its loss for the year ended

Further, in our opinion the financial statements have not been properly prepared in accordance with the Companies Act 1985

In respect solely of the limitations in our work referred to above

we have not received all the information and explanations that we considered necessary for the purpose of our audit

Notwithstanding our adverse opinion on the accounts, in our opinion the information given in the directors' report is consistent with the financial statements

15th September 2008 Horwath Clark Whilehill LE

Reading

HORWATH CLARK WHITEHILL LLP Chartered Accountants and Registered Auditors

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#### LONGBOROUGH CAPITAL PLC GROUP PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 JANUARY 2007

		<del>-</del>	
	Notes	2007 £	2006 £
TURNOVER	2	-	-
Cost of sales		<u> </u>	•
GROSS PROFIT		-	-
Administrative expenses		(113,295)	<u>(663,420</u> )
OPERATING LOSS		(113,295)	(663,420)
Interest payable			(41,753)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(113,295)	<u>(705,173</u> )
TAX ON PROFIT ON ORDINARY ACTIVITIES			
RETAINED LOSS AFTER INTEREST AND TAXATION		£ (113,295)	<u>£ (705,173</u> )
All amounts relate to continuing operations			
STATEMENT OF TOTAL RECOGNISED GAINS AND LOS	SES		
		2007 £	2006 £
Loss for the financial year Exchange (loss)/gain		(113,295) 	(705,173) <u>(29,643</u> )
Total recognised gains and losses for the year		(113,295)	<u>(734,816)</u>
Total gains and losses recognised since last annual report		£ (113,295)	£ (734,816)

The notes on pages 10 to 17 form part of these accounts

#### LONGBOROUGH CAPITAL PLC BALANCE SHEET 31 JANUARY 2007

	Notes		OUP		IPANY
		2007	2006	2007	2006
		£	£	£	£
FIXED ASSETS					
Goodwill	6	6,144	6,144	-	_
Investments	7	-	<b>-</b>	16,954	10,000
Intangible assets	8	262,798	262,798	-	•
Tangible assets	9	136,865	<u>158,106</u>	<u>99,130</u>	<u>120,372</u>
		405,807	427,048	116,084	130,372
CURRENT ASSETS					
Cash		7,770	10,357	5,464	8,048
Debtors	10	727,246	<u>724,979</u>	<u>899,749</u>	<u>897,482</u>
		735,016	735,336	905,213	905,530
CREDITORS. Amounts					
falling due within one year	11	(1,428,892)	<u>(1.337,158</u> )	(297,287)	(197,599)
NET CURRENT					
ASSETS/(LIABIITIES)		(693,876)	<u>(601,822</u> )	<u>607,926</u>	<u>707,931</u>
TOTAL ASSETS LESS					
CURRENT LIABILITIES		£ (288,069)	£ (174,774)	£ 724,010	£ 838,303
CAPITAL AND RESERVES					
Called up share capital	12	80,700	80,700	80,700	80,700
Share premium account	13	1,036,400	1,036,400	1,036,400	1,036,400
Profit and loss account	13	<u>(1,405,169)</u>	<u>(1,291,874</u> )	(393.090)	(278,797)
SHAREHOLDERS' FUNDS	13	£ (288,069)	£ (174,774)	£ 724,010	£ 838,303
Approved by the Board on and signed on its behalf by -	3	5-ept-em	ber 2009	3	

M Durante

#### LONGBOROUGH CAPITAL PLC GROUP CASHFLOW STATEMENT 31 JANUARY 2007

	Notes	2007 £	2006 £
Net cash (outflow)/inflow from operating activities	16	(2,587)	(4,540)
Capital expenditure and financial investments Payments to acquire licences Payments to acquire fixed assets  Cash outflow in capital expenditure and financial investments		<u>:</u>	(8,532) <u>(46,610)</u> <u>(55,142</u> )
Net cash outflow before financing			(59,682)
Financing Share capital issued			
	17	£ (2,587)	<u>£ (59,682</u> )

The notes on pages 10 to 17 form part of these financial statements

#### 1 ACCOUNTING POLICIES

#### a) Basis of Accounting

The financial statements have been prepared under the historical cost convention and are prepared in accordance with applicable accounting standards

The Financial Statements have been prepared on a going-concern basis, although the group made a loss for the year of £113,295 (2006 £705,173) and, at that date, the group's current liabilities exceeded its current assets by £693,876 (2006 £601,822). This basis presumes the continued and adequate financial support of the company's shareholders on which the group is dependent. The directors believe that the group will be able to obtain sufficient finance from its shareholders to enable it to continue trading for the foreseeable future. Should the group be unable to continue trading adjustments would have to be made to reduce the value of the assets to their recoverable amount, to provide for any further liabilities which might arise, and to reclassify fixed assets and long-term liabilities as current assets and liabilities.

#### b) Basis of Consolidation

Since 31 January 2006 it has not been possible for the company to obtain any accounting information from any of its subsidiaries. These group accounts have therefore been prepared on the basis of consolidating the accounts of Longborough Capital PLC for the year ended 31 January 2007 together with those of its subsidiaries as at the last available date of 31 January 2006. Intragroup sales and profits are eliminated on consolidation and all amounts for sales and profit relate to external transactions only. Acquisition method of accounting is used for the preparation of the group accounts. The profit and loss account on page 7 represents the profit and loss account of Longborough Capital PLC only (less minor consolidation adjustments) as it is not possible to obtain the individual profit and loss accounts of the subsidiaries.

#### c) Turnover

Income is recognised when the service has been provided to the customer. Tumover excludes value added tax and sales of fixed assets

#### d) Investments

Fixed assets investments are stated at cost unless, in the opinion of the directors, there has been a permanent diminution in value, in which case an appropriate adjustment is made

#### e) Intangible assets

Intangible assets are stated at cost less amortisation and any provision for impairment Amortisation is provided on intangible assets at rates calculated to write off the cost of each asset over its useful economic life

Licence fee - 20 years Intellectual property - 20 years

#### f) Goodwill

Goodwill is the excess of the purchase price over the fair value of the assets acquired Goodwill is capitalised and amortised over its useful life of 10 years

#### g) Tangible fixed assets and depreciation

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 basis -

Plant and machinery - 15% straight line

#### h) Foreign Currencies

Transactions denominated in foreign currency are translated into sterling at the rate of exchange ruling at the date of the transaction. Assets and liabilities denominated in foreign currencies are translated into sterling at the exchange rates ruling at the balance sheet date. The balance sheets of the overseas subsidiaries are translated at the year end rate.

#### 2. TURNOVER

The turnover and profit before tax is wholly attributable to the group's sole activity

#### 3. STAFF NUMBERS COMPANY (including directors)

The average monthly number of employees during the year was as follows

2007	2006
No	No
5	5

During the year, no directors received any emoluments (2006 £Nil)

#### 4. OPERATING PROFIT

	2007	2005
	£	£
This is stated after charging		
Auditors' remuneration - audit	8,500	7,500
Depreciation of tangible fixed assets	21,241	28,350
Amortisation of goodwill	-	768
Amortisation of intangible fixed assets		<u> 14,576</u>

#### 5. EXCEPTIONAL ITEMS

The company has written off £nil (2006 £41,533) through the consolidated profit and loss account. This relates to differences on the consolidation of the company's subsidiaries for timing differences arising within their accounts.

6.	GOODWILL - GROUP	2007 £	2006 £
	Cost At 1 February 2006 and 31 January 2007	7,680	7,680
	Amortisation At 1 February 2006 and 31 January 2007	1,536	<u>1,536</u>
	NET BOOK VALUE At 31 January 2007	6,144	6,144
	At 31 January 2006	<u>6,144</u>	6,912
7.	INVESTMENTS - COMPANY	2007 £	2006 £
	Global Technologies Inc Advanced Digital Components and Systems Inc International Corrosion Control Inc	6,382 6,572 <u>4,000</u>	3,000 3,000 4,000
		£ 16,954	£ 10,000

At 31 January 2007 all subsidiaries were incorporated in the USA and 100% owned by Longborough Capital plc

On 31 December 2007 Global Technologies Inc and Advanced Digital Components and Systems Inc were reverse merged into LBO Capital Inc. LBO Capital Inc is incorporated in the USA, and is 77% owned by Longborough Capital ptc, with Global Technologies Inc and Advanced Digital Components and Systems Inc being 87% owned by LBO Capital Inc.

#### 8. INTANGIBLE ASSETS - GROUP

	Licences and Intellectual Property £
Cost At 1 February 2006 and 31 January 2007	291,524
Amortisation At 1 February 2006 and 31 January 2007	<u> 28,726</u>
NET BOOK VALUE At 31 January 2007	262,798
At 31 January 2006	<u>262,798</u>

Licences and Intellectual Property relate to tyre pressure monitoring, system powder impression moulding process and transence technology

#### 9. TANGIBLE FIXED ASSETS

**GROUP** 

GROOF	Plant &	Total
	machinery £	£
Cost At 1 February 2006 and at 31 January 2007	188,028	188,028
Depreciation		
At 1 February 2006	29,922	29,922
Charge for the year	21,241	21,241
At 31 January 2007	<u>51,163</u>	<u>51,163</u>
Net book value		
At 31 January 2007	£ 136,865	£ 136,865
At 31 January 2006	£ 158,106	£ 158,106

9	TANGIBLE FIXED ASSETS (CONTINUED)
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COMPANY	Plant &	Total
	machinery £	£
Cost At 1 February 2006 and 31 January 2007	141,614	141,614
<b>Depreciation</b> At 1 February 2006 Charge for the year	21,242 21,242	21,242 21,242
At 31 January 2007	42,484	42,484
Net book value At 31 January 2007	£ 99,130	£ 99,130
At 31 January 2006	£ 120,372	£ 120,372

10.	DEBTORS	_				
		Gr	oup	Con	Company	
		2007	2006	2007	2006	
		£	£	£	£	
	Amounts due from subsidiary					
	companies	_	•	250,000	250,000	
	Other debtors	82,146	79,879	4,649	2,382	
	Called up share capital not paid	645,100	<u>645,100</u>	645,100	645,100	
		£ 727,246	£ 724,979	£ 899,749	£ 897,482	
11.	CREDITORS: Amounts falling of			0		
			oup		npany	
		2007	2006	2007	2006	
		£	£	£	£	
	Amounts due to subsidiary			7 054	_	
	companies	<u>-</u> -		7,954		
	companies Other creditors	- 741,720	- 741,720	- -		
	companies	741,720 687,172	741,720 595,438	7,954 	- - 197,599	

12.	SHARE CAPITAL	2007	2006
		£	£
	Authorised Ordinary shares of £0 001 each	£ 1,000,000	£ 1,000,000
	Allotted and called up Ordinary shares of £0 001 each	£ 80,700	£ 80,700

#### 13. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

GROUP	Share Capital £	Profit & Loss Account £	Share Premium Account £	Total £
At 1 February 2006 Loss for the period	80,700	(1,291,874) (113,295)	1,036,400	(174,774) (113,295)
At 31 January 2007	£ 80,700	£(1,405,169)	£1,036,400	£ (288,069)
		Profit &	Share	
COMPANY	Share Capital £	Loss Account £	Premium Account £	Total £
At 1 February 2006 Retained loss for the period	Capital	Loss Account	Account	- +

#### 14. PROFIT AND LOSS ACCOUNT

The company has taken advantage of the exemption conferred by Section 230 of the Companies Act 1985 from presenting its own profit and loss account. The result for the year was a loss of £114,293 (2006 £111,895)

#### 15. ULTIMATE CONTROLLING PARTY AND RELATED PARTY TRANSACTIONS

The directors consider Mr M Di Nello to be the ultimate controlling party

Longborough Capital plc owned 100% of the ordinary share capital of Global Technologies Inc (GTI) and 100% of the ordinary share capital of Advanced Digital Components and Systems Inc (ADCS) at the year end Longborough purchased these subsidiaries to exploit the rapidly expanding market requirements for the Tyre Pressure Monitoring systems (TPM)

GTI, incorporated in the US, manufactures and markets intellectual property of Environmental Recycling Technologies Plc (ERT), a global leader in the development of innovative plastics and moulding technologies ADCS, incorporated in the US, is a holder of patent application for the TPM

During the prior year Longborough Capital acquired 100% of the share capital of International Corrosion Control Inc. International Corrosion Control Inc was dormant during the year

ERT has acquired 15% of the ordinary share capital of Longborough for £12,000 on 20 November 2003

During the previous year, GTI agreed to pay £250,000 for the grant of a licence from ERT for the use of its SAW tyre sensor technology. GTI has also agreed to pay 11.5% of all revenues in royalty fees to ERT as a result of this licence. This amount was outstanding at the year end. The licence was transferred to GTI on 22 November 2003.

GTI was granted a licence over the Daimler Chrysler Dodge Dakota tipping truck bed project and was appointed the project manager of the Silkwood Modular Housing Project in Mexico by ERT

Mr M Di Nello is also a shareholder in American Plastic Processing Products Inc (APPP) Included within other creditors is an amount of £741,720 (2006 £741,720) due by the subsidiaries, namely GTI and ADCS to APPP Interest is charged on these loan amounts at 8% per annum and both were due for repayment by 31 December 2006, however as stated earlier in these financial statements the accounts of GTI and ADCS are for the year ended 31 January 2006

At 31 January 2007 Longborough Capital Plc owed £202,187 (2006 £172,187) to Oxford Capital Plc, one of the company's shareholders

### 16. RECONCILIATION OF OPERATING LOSSES TO NET CASH OUTFLOW FOR OPERATING EXPENSES

	2007 £	2006 £
Operating losses	(113,295)	(705,173)
Exchange gain	•	(29,643)
Goodwill amortisation	-	768
Amortisation of intellectual property rights	•	<i>14</i> ,576
Depreciation	21,241	28,350
(Increase) in debtors	(2,267)	(76,837)
Increase in creditors	91,734	763,419
Net cash outflow/inflow from operating activities	£ (2,587)	£ (4,540)

#### 17. ANALYSIS OF NET FUNDS

	At 1 February 2006	Cashflow £	At 31 January 2007 £
	£		
Cash at Bank	10.357	(2,587)	7,770