

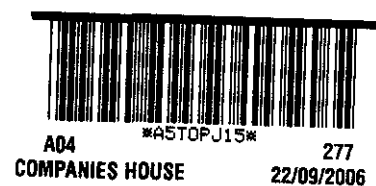
COMPANIES HOUSE

**Active Motto PLC**  
**Financial Statements**  
**For the Year Ended**  
**30 April 2006**

**Company Registration Number 4730724**

**CHAMPION**

Chartered Accountants & Registered Auditors  
1 Worsley Court  
High Street  
Worsley  
Manchester  
M28 3NJ



# **Active Motto PLC**

## **Financial Statements**

**Year Ended 30 April 2006**

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# **Active Motto PLC**

## **Officers and Professional Advisers**

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### **The Board of Directors**

I W Currie  
M H Burrill

### **Company Secretary**

M H Burrill

### **Registered Office**

3 Ralli Courts  
West Riverside  
Manchester  
M3 5FT

### **Auditor**

Champion  
Chartered Accountants  
& Registered Auditors  
1 Worsley Court  
High Street  
Worsley  
Manchester  
M28 3NJ

### **Solicitors**

Wacks Caller  
Steam Packet House  
76 Cross Street  
Manchester  
M2 4JU

# Active Motto PLC

## The Directors' Report

Year Ended 30 April 2006

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The directors have pleasure in presenting their report and the financial statements of the company for the year ended 30 April 2006.

### PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The company is a cash shell which continues to look for companies and businesses which are seeking admission to trade on AIM, the market operated by the London Stock Exchange plc.

### RESULTS AND DIVIDENDS

The company's financial position at the end of the year is shown in the attached financial statements.

The company has not yet commenced trading.

The directors have not recommended a dividend.

### FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The company has yet to commence trading and therefore the directors consider that, at the present time, the company is not exposed to any risk including interest rate risk, liquidity risk or currency risk.

### THE DIRECTORS AND THEIR INTERESTS IN THE SHARES OF THE COMPANY

The directors who served the company during the year together with their beneficial interests in the shares of the company were as follows:

	Class of share	At 30 April 2006	At 1 May 2005
I W Currie	Ordinary shares of £0.00005 each	6,976,332	6,278,699
	Ordinary shares of £1 each	-	-
M H Burrill	Ordinary shares of £0.00005 each	254,066	254,066
	Ordinary shares of £1 each	-	-

In addition, R I Hughes who is a connected person with I W Currie, both being partners in Zeus Capital, together hold 50,000 redeemable shares and R I Hughes personally holds 6,976,332 ordinary shares.

### DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice.

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 year. In preparing those financial statements, the directors are required to:

- select suitable accounting policies, as described on page 7, 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; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

# Active Motto PLC

## The Directors' Report *(continued)*

### Year Ended 30 April 2006

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The directors are responsible for keeping proper accounting records that 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. The directors 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.

In so far as the directors are aware:

- there is no relevant audit information of which the company's auditors are unaware; and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

#### AUDITOR

A resolution to re-appoint Champion as auditor for the ensuing year will be proposed at the annual general meeting in accordance with section 385 of the Companies Act 1985.

Registered office:  
3 Ralli Courts  
West Riverside  
Manchester  
M3 5FT

Signed by order of the directors



M H Burrill  
Company Secretary

Approved by the directors on 21 July 2006

# Active Motto PLC

## Independent Auditor's Report to the Shareholders

Year Ended 30 April 2006

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We have audited the financial statements of Active Motto PLC for the year ended 30 April 2006 on pages 5 to 8 which have been prepared on the basis of the accounting policies set out on page 7.

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 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 as a body, for our audit work, for this report, or for the opinions we have formed.

### RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITOR

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 (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, and whether the information given in the Directors' Report is consistent with the financial statements. We also 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 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 International Standards on Auditing (UK and Ireland) 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.

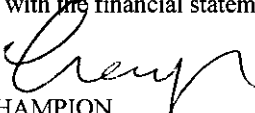
### OPINION

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 30 April 2006 and have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' Report is consistent with the financial statements.

1 Worsley Court  
High Street  
Worsley  
Manchester  
M28 3NJ

21 July 2006

  
CHAMPION  
Chartered Accountants  
& Registered Auditors

# Active Motto PLC

## Balance Sheet

30 April 2006

	Note	2006 £	£	2005 £	£
<b>Current Assets</b>					
Debtors	3	37,500		37,500	
Cash at bank		<u>13,300</u>		<u>13,300</u>	
			<u>50,800</u>		<u>50,800</u>
<b>Total Assets</b>			<u>50,800</u>		<u>50,800</u>
<b>Capital and Reserves</b>					
Called-up share capital	4		50,800		50,800
<b>Shareholders' Funds</b>	5		<u>50,800</u>		<u>50,800</u>

These financial statements were approved by the directors on the 21 July 2006 and are signed on their behalf by:

I W Currie



The notes on pages 7 to 8 form part of these financial statements.

# Active Motto PLC

## Cash Flow Statement

Year Ended 30 April 2006

	2006		2005	
	£	£	£	£
<b>Financing</b>				
Issue of equity share capital	<u>—</u>		<u>13,299</u>	
<b>Net Cash Inflow from Financing</b>		—		13,299
<b>Increase in Cash</b>		<u>—</u>		<u>13,299</u>

### RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET FUNDS

	2006	2005
	£	£
Increase in cash in the period	<u>—</u>	<u>13,299</u>
Movement in net funds in the period	—	13,299
<b>Net funds at 1 May 2005</b>	<u>13,300</u>	<u>1</u>
<b>Net funds at 30 April 2006</b>	<u>13,300</u>	<u>13,300</u>

### ANALYSIS OF CHANGES IN NET FUNDS

	At 1 May 2005	Cash flows	At 30 Apr 2006
	£	£	£
Net cash:			
Cash in hand and at bank	<u>13,300</u>	<u>—</u>	<u>13,300</u>
<b>Net funds</b>	<u>13,300</u>	<u>—</u>	<u>13,300</u>



# Active Motto PLC

## Notes to the Financial Statements

Year Ended 30 April 2006

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### 1. ACCOUNTING POLICIES

#### Basis of accounting

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

#### Changes in accounting policies

In preparing the financial statements for the current year, the company has adopted the following Financial Reporting Standards:

-FRS 21 'Events after the Balance Sheet date (IAS 10)'; and

-the presentation requirements of 'FRS 25 'Financial Instruments: Disclosure and Presentation (IAS 32)'.

#### FRS 21 'Events after the Balance Sheet date (IAS 10)'

Because the company has not yet commenced trading, this change in accounting policy has had no effect on the results of the company for either the current or previous year.

#### FRS 25 'Financial Instruments: Disclosure and Presentation (IAS 32)'

Because the company has not yet commenced trading, this change in accounting policy has had no effect on the results of the company for either the current or previous year.

#### Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

### 2. PROFIT AND LOSS ACCOUNT

The company did not trade during the year and has made neither a profit nor a loss. No Profit and Loss Account has therefore been prepared.

### 3. DEBTORS

	2006	2005
	£	£
Called up share capital not paid	<u>37,500</u>	<u>37,500</u>

# Active Motto PLC

## Notes to the Financial Statements

Year Ended 30 April 2006

### 4. SHARE CAPITAL

#### Authorised share capital:

	2006 £	2005 £
4,000,000,000 Ordinary shares of £0.00005 each	200,000	200,000
50,000 Redeemable shares of £1 each	50,000	50,000
	<u>250,000</u>	<u>250,000</u>

#### Allotted and called up:

	2006 No	£	2005 No	£
Ordinary shares of £0.00005 each	16,000,000	800	16,000,000	800
Redeemable shares of £1 each	50,000	50,000	50,000	50,000
	<u>16,050,000</u>	<u>50,800</u>	<u>16,050,000</u>	<u>50,800</u>
<b>Equity shares</b>				
Ordinary shares of £0.00005 each	16,000,000	800	16,000,000	800
Redeemable shares of £1 each	50,000	50,000	50,000	50,000
	<u>16,050,000</u>	<u>50,800</u>	<u>16,050,000</u>	<u>50,800</u>

The amounts of paid up share capital for the following categories of shares differed from the called up share capital stated above due to unpaid calls and were as follows:

	2006 £	2005 £
Redeemable shares	<u>37,500</u>	<u>37,500</u>

### 5. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2006 £	2005 £
New ordinary share capital subscribed	—	799
New redeemable share capital subscribed	—	50,000
Net addition to shareholders' funds	—	50,799
Opening shareholders' funds	50,800	1
Closing shareholders' funds	<u>50,800</u>	<u>50,800</u>

### 6. CONTROL

The company was under the control of I W Currie and R I Hughes by virtue of their combined 87% shareholding of the issued ordinary shares of the company.