

REGISTERED NUMBER: 05749162 (England and Wales)

**ACG JOINT COMPANY LIMITED**  
**REPORT OF THE DIRECTORS AND**  
**FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 MARCH 2008**



**Hardie Caldwell LLP**

MEMBERSHIP FIRM OF THE INSTITUTE OF CHARTERED ACCOUNTANTS

Glasgow

**POTOMAC CAPITAL LIMITED**

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FOR THE YEAR ENDED 31 MARCH 2008**

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**ACG JOINT COMPANY LIMITED**

**COMPANY INFORMATION  
FOR THE YEAR ENDED 31 MARCH 2008**

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**DIRECTORS:**

K W Phippen  
W H McInteer

**SECRETARY:**

S Hurrell

**REGISTERED OFFICE:**

79 High Street  
Eton  
Windsor  
Berkshire  
SL4 6AF

**REGISTERED NUMBER:**

05749162 (England and Wales)

**AUDITORS:**

Hardie Caldwell LLP  
Citypoint 2  
25 Tyndrum Street  
Glasgow  
G4 0JY

## **ACG JOINT COMPANY LIMITED**

### **REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 MARCH 2008**

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The directors present their report with the financial statements of the company for the year ended 31 March 2008.

#### **PRINCIPAL ACTIVITY**

The principal activity of the company in the year under review was that of property development and the holding of investments in trading companies.

#### **DIRECTORS**

The directors shown below have held office during the whole of the period from 1 April 2007 to the date of this report.

K W Phippen  
W H McInteer

#### **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The directors are responsible for preparing the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to 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 these 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.

#### **STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS**


So far as the directors are aware, there is no relevant audit information (as defined by Section 234ZA of the Companies Act 1985) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

#### **AUDITORS**

Hardie Caldwell LLP, Chartered Accountants, were appointed as auditors of the company. As permitted by Section 386 of the Companies Act 1985 the company has dispensed with the requirement to re-appoint auditors annually.

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

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



W H McInteer - Director

30 January 2009

## **REPORT OF THE INDEPENDENT AUDITORS TO THE SHAREHOLDERS OF ACG JOINT COMPANY LIMITED**

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We have audited the financial statements of ACG Joint Company Limited for the year ended 31 March 2008 on pages five to ten. These financial statements have been prepared under the accounting policies set out therein and the requirements of the Financial Reporting Standard for Smaller Entities (effective January 2007).

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**

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out on page two.

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 Report of the Directors 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 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 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.

**REPORT OF THE INDEPENDENT AUDITORS TO THE SHAREHOLDERS OF  
ACG JOINT COMPANY LIMITED**

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**Opinion**

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities, of the state of the company's affairs as at 31 March 2008 and of its profit for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Report of the Directors is consistent with the financial statements.



Hardie Caldwell LLP  
Citypoint 2  
25 Tyndrum Street  
Glasgow  
G4 0JY

30 January 2009

**ACG JOINT COMPANY LIMITED**

**PROFIT AND LOSS ACCOUNT  
FOR THE YEAR ENDED 31 MARCH 2008**

		Year Ended 31.3.08		Period 20.3.06 to 31.3.07	
	Notes	£	£	£	£
<b>TURNOVER</b>			795,000		430,635
Cost of sales			94,570		391,554
<b>GROSS PROFIT</b>			700,430		39,081
Administrative expenses exceptional items		-		1,621,647	
Administrative expenses		48,456		144,886	
			48,456		1,766,533
			651,974		(1,727,452)
Other operating income			1,600		2,845
<b>OPERATING PROFIT/(LOSS)</b>	2		653,574		(1,724,607)
Gain on fundamental reorganisation			-		4,243,174
			653,574		2,518,567
Interest receivable and similar income			1,262		539
			654,836		2,519,106
Interest payable and similar charges			-		48
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>			654,836		2,519,058
Tax on profit on ordinary activities	3		57,332		(373,323)
<b>PROFIT FOR THE FINANCIAL YEAR AFTER TAXATION</b>			597,504		2,892,381

The notes form part of these financial statements

**ACG JOINT COMPANY LIMITED**

**BALANCE SHEET  
31 MARCH 2008**

	Notes	2008 £	2007 £
<b>FIXED ASSETS</b>			
Investments	5	625,000	1,284,295
<b>CURRENT ASSETS</b>			
Stocks		-	89,091
Debtors	6	2,127,013	1,502,772
Cash at bank		7,207	26,222
		<u>2,134,220</u>	<u>1,618,085</u>
<b>CREDITORS</b>			
Amounts falling due within one year	7	<u>64,332</u>	<u>9,996</u>
<b>NET CURRENT ASSETS</b>		<u>2,069,888</u>	<u>1,608,089</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u><u>2,694,888</u></u>	<u><u>2,892,384</u></u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	8	3	3
Profit and loss account	9	<u>2,694,885</u>	<u>2,892,381</u>
<b>SHAREHOLDERS' FUNDS</b>		<u><u>2,694,888</u></u>	<u><u>2,892,384</u></u>

These financial statements 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 2007).

The financial statements were approved by the Board of Directors on 30 January 2009 and were signed on its behalf by:



W H McInteer - Director

The notes form part of these financial statements



ACG JOINT COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2008

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 2007).

**Turnover**

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

**Stocks**

Stocks, which comprise development sites are stated at cost.

**Deferred tax**

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

**Foreign currencies**

Transactions in foreign currencies are recorded using an average rate for the period being an approximation of the exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date.

**Investments**

Investments held as fixed assets are stated in the balance sheet at cost less any provision for impairment.

2. OPERATING PROFIT/(LOSS)

The operating profit (2007 - operating loss) is stated after charging:

	Year Ended 31.3.08 £	Period 20.3.06 to 31.3.07 £
Auditors' remuneration	6,000	6,000
Pension costs	-	2,100
	<u>        </u>	<u>        </u>
Directors' emoluments and other benefits etc	-	-
	<u>        </u>	<u>        </u>

3. TAXATION

**Analysis of the tax charge/(credit)**

The tax charge/(credit) on the profit on ordinary activities for the year was as follows:

	Year Ended 31.3.08 £	Period 20.3.06 to 31.3.07 £
Current tax:		
UK corporation tax	57,332	(373,323)
	<u>        </u>	<u>        </u>
Tax on profit on ordinary activities	57,332	(373,323)
	<u>        </u>	<u>        </u>

**ACG JOINT COMPANY LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS - continued  
FOR THE YEAR ENDED 31 MARCH 2008**

**4. DIVIDENDS**

	Year Ended 31.3.08 £	Period 20.3.06 to 31.3.07 £
Ordinary shares of £1 each		
Final	<u>795,000</u>	<u>-</u>

**5. FIXED ASSET INVESTMENTS**

	Interest in associate undertakings £	Unlisted investments £	Totals £
<b>COST</b>			
At 1 April 2007	625,000	659,295	1,284,295
Reclassification/transfer	-	(659,295)	(659,295)
At 31 March 2008	<u>625,000</u>	<u>-</u>	<u>625,000</u>
<b>NET BOOK VALUE</b>			
At 31 March 2008	<u>625,000</u>	<u>-</u>	<u>625,000</u>
At 31 March 2007	<u>625,000</u>	<u>659,295</u>	<u>1,284,295</u>

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

**Associated Company**

**Life Works Community Limited**

Nature of business: Addiction recovery centre.

	% holding
Class of shares:	
Ordinary	49.44

	2008 £	2007 £
Aggregate capital and reserves	393,068	631,565
Profit/(Loss) for the year/period	<u>43,339</u>	<u>(242,874)</u>

A further 3.95% is held by another company with the same ultimate controlling party.

**ACG JOINT COMPANY LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS - continued  
FOR THE YEAR ENDED 31 MARCH 2008**

**6. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2008 £	2007 £
Amounts owed by group undertakings	1,848,899	1,401,338
Other debtors	278,114	101,434
	<u>2,127,013</u>	<u>1,502,772</u>

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

	2008 £	2007 £
Taxation and social security	57,332	-
Other creditors	7,000	9,996
	<u>64,332</u>	<u>9,996</u>

**8. CALLED UP SHARE CAPITAL**

Authorised:				
Number:	Class:	Nominal value:	2008 £	2007 £
1,000	Ordinary	£1	<u>1,000</u>	<u>1,000</u>
Alotted, issued and fully paid:				
Number:	Class:	Nominal value:	2008 £	2007 £
3	Ordinary	£1	<u>3</u>	<u>3</u>

**9. RESERVES**

	Profit and loss account £
At 1 April 2007	2,892,381
Profit for the year	597,504
Dividends	(795,000)
At 31 March 2008	<u>2,694,885</u>

**10. RELATED PARTY DISCLOSURES**

The company has taken advantage of the exemption available to wholly owned subsidiaries under Financial Reporting Standard Number 8, Related Parties, not to provide details of transactions with other group undertakings.

**ACG JOINT COMPANY LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS - continued**  
**FOR THE YEAR ENDED 31 MARCH 2008**

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**11. ULTIMATE CONTROLLING PARTY**

The ultimate parent undertaking is Aspen Capital Group Limited, a company incorporated in Great Britain and registered in England and Wales.

Group accounts may be obtained from:  
Aspen Capital Group Limited  
79 High Street  
Eton  
Windsor  
Berkshire  
SL4 6AF