WATERMELON INVESTMENTS PLC ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2018

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COMPANY INFORMATION

Directors

Mr R K Allen

Mr W J Barker

Secretary

Mr G P May

Company number

06739917

Registered office

4th Floor

36 Spital Square

London E1 6DY

Auditor

Alwyns LLP Crown House 151 High Road Loughton Essex IG10 4LG

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STRATEGIC REPORT

FOR THE YEAR ENDED 30 JUNE 2018

The directors present the strategic report for the year ended 30 June 2018.

Fair review of business and developments

During the year the group continued in its preparatory work in order to make investments in freeholds producing ground rent income and the provision of associated services. This involved both looking for suitable finance and investment opportunities.

However due to the Government recently asking the Law Commission to review the legal structure for freehold ground rents the directors have adopted a cautious approach to the market which has delayed the sourcing of finance and deployment of investment funds.

Principal risks and uncertainties

The directors believe the major risk and uncertainty continues to be the unavailability of appropriate finance in order to fund the proposed investment in freeholds.

Key performance indicators

Given the activity of the group during the year there were no specific relevant key performance indicators.

On behalf of the board

Mr W J Barker

Director

24 December 2018

DIRECTORS' REPORT

FOR THE YEAR ENDED 30 JUNE 2018

The directors present their annual report and financial statements for the year ended 30 June 2018.

Principal activities

The intention of the group remains the investment in freehold ground rents and to provide ancillary services. On 10 March 2018 the company changed its name to Watermelon Investments Plc.

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

Mr R K Allen Mr W J Barker

Results and dividends

The results for the year are set out on page 7.

No interim dividends were paid. The directors do not recommend payment of a final dividend.

Financial instruments

There are no material risks to the group's use of financial instruments.

Auditor

Alwyns LLP continued to act as auditor to the group and in accordance with section 485 of the Companies Act 2006, a resolution proposing that they be re-appointed will be put at a General Meeting.

Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the auditor of the company is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the auditor of the company is aware of that information.

On behalf of the board

Mr W J Barker

Director

24 December 2018

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 30 JUNE 2018

The directors are responsible for preparing the Annual Report and 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). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the group and company, and of the profit or loss of the group 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 accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group's and company's transactions and disclose with reasonable accuracy at any time the financial position of the group and company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the group and company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF WATERMELON INVESTMENTS PLC

Opinion

We have audited the financial statements of Watermelon Investments Plc (the 'parent company') and its subsidiaries (the 'group') for the year ended 30 June 2018 which comprise the group statement of comprehensive income, the group balance sheet, the company balance sheet, the group statement of changes in equity, the company statement of changes in equity, the group statement of cash flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the group's and the parent company's affairs as at 30 June 2018 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
 and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may
 cast significant doubt about the group's or the parent company's ability to continue to adopt the going
 concern basis of accounting for a period of at least twelve months from the date when the financial
 statements are authorised for issue.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF WATERMELON INVESTMENTS PLC

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of our audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the group and the parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report and the directors' report.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit
 have not been received from branches not visited by us; or
- · the parent company financial statements are not in agreement with the accounting records and returns; or
- · certain disclosures of directors' remuneration specified by law are not made; or
- · we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group's and the parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: http://www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF WATERMELON INVESTMENTS PLC

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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.

Hlwgrs LLP

David Stanley (Senior Statutory Auditor) for and on behalf of Alwyns LLP

Chartered Accountants Statutory Auditor

24 December 2018

Crown House 151 High Road Loughton Essex IG10 4LG

GROUP STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 JUNE 2018

			
	Notes	2018 £	2017 £
Administrative expenses		(36,953)	(37,939)
Tax on loss	6	-	-
Loss for the financial year		(36,953)	(37,939)

Loss for the financial year is all attributable to the owners of the parent company.

Total comprehensive income for the year is all attributable to the owners of the parent company.

GROUP BALANCE SHEET

AS AT 30 JUNE 2018

	Notes	2018 . £	£	2017 £	7 £
Fixed poets					
Fixed assets Goodwill	7		92,853		127,672
Current assets					
Debtors	11	13,128		13,128	
Creditors: amounts falling due within					
one year	12	(50,922)		(48,788)	
Net current liabilities			(37,794)		(35,660)
Total assets less current liabilities			55,059		92,012
Capital and reserves					
Called up share capital	14		114,132		114,132
Share premium account			715,556		715,556
Profit and loss reserves			(774,629)		(737,676)
Total equity			55,059		92,012

The financial statements were approved by the board of directors and authorised for issue on 24 December 2018 and are signed on its behalf by:

Mr W J Barker **Director**

COMPANY BALANCE SHEET

AS AT 30 JUNE 2018

		2018	3	2017	
	Notes	£	£	£	3
Fixed assets Investments	8		184,097		184,097
Current assets Debtors	11	3,128		3,128	
Creditors: amounts falling due within one year	12	(50,922)		(48,788)	
Net current liabilities			(47,794)		(45,660)
Total assets less current liabilities			136,303		138,437
Capital and reserves					
Called up share capital	14		114,132		114,132
Share premium account			715,556		715,556
Profit and loss reserves			(693,385)		(691,251)
Total equity			136,303		138,437

As permitted by s408 Companies Act 2006, the company has not presented its own profit and loss account and related notes. The company's loss for the period was £2,134 (2017 - £3,120 loss).

The financial statements were approved by the board of directors and authorised for issue on 24 December 2018 and are signed on its behalf by:

Mr W J Barker

Director

Company Registration No. 06739917

GROUP STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2018

	Share capital	Share premium account	Profit and loss reserves	Tota!
	£	£	£	£
Balance at 1 July 2016	114,132	715,556	(699,737)	129,951
Period ended 30 June 2017: Loss and total comprehensive income for the				
period	-		(37,939)	(37,939)
Balance at 30 June 2017	114,132	715,556	(737,676)	92,012
Year ended 30 June 2018:			(20, 052)	(20.050)
Loss and total comprehensive income for the year			(36,953)	(36,953)
Balance at 30 June 2018	114,132	715,556	(774,629)	55,059

COMPANY STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2018

	Share capital £	Share premium account £	Profit and loss reserves £	Total £
Balance at 1 July 2016	114,132	715,556	(688,131)	141,557
Period ended 30 June 2017: Loss and total comprehensive income for the period			(3,120)	(3,120)
Balance at 30 June 2017	114,132	715,556	(691,251)	138,437
Year ended 30 June 2018: Loss and total comprehensive income for the year			(2,134)	(2,134)
Balance at 30 June 2018	114,132	715,556	(693,385)	136,303

GROUP STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 30 JUNE 2018

	Notes	2018 £	2017 £
Net cash outflow from operating activities	16	-	-
Net cash used in investing activities		-	· -
Net cash used in financing activities		-	-
Net increase in cash and cash equiv	alents		<u> </u>
Cash and cash equivalents at beginning	g of year	-	-
Cash and cash equivalents at end of	year		-

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2018

1 Accounting policies

Company information

Watermelon Investments Plc ("the company") is a public limited company, limited by shares, domiciled and incorporated in England and Wales. The registered office is 4th Floor, 36 Spital Square, London, E1 6DY.

The group consists of Watermelon Investments Plc and all of its subsidiaries.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest pound.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

The company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The company has therefore taken advantage of exemptions from the following disclosure requirements for parent company information presented within the consolidated financial statements:

- Section 7 'Statement of Cash Flows' Presentation of a statement of cash flow and related notes and disclosures:
- Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instrument Issues' —
 Carrying amounts, interest income/expense and net gains/losses for each category of financial
 instrument'
- · Section 33 'Related Party Disclosures' Compensation for key management personnel.

1.2 Basis of consolidation

In the parent company investments in subsidiaries are accounted for at cost less impairment.

The consolidated financial statements incorporate those of Watermelon Investments Plc and all of its subsidiaries (ie entities that the group controls through its power to govern the financial and operating policies so as to obtain economic benefits). Subsidiaries acquired during the year are consolidated using the purchase method. Their results are incorporated from the date that control passes.

All financial statements are made up to 30 June 2018. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by other members of the group.

All intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

In accordance with section 408 Companies Act 2016 the financial statements omit the individual profit and loss account of Watermelon Investments Plc.

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2018

1 Accounting policies

(Continued)

1.3 Going concern

At the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

1.4 Intangible fixed assets - goodwill

Goodwill represents the excess of the cost of acquisition of a business over the fair value of net assets acquired. It is initially recognised as an asset at cost and is subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is considered to have a finite useful life and is amortised on a systematic basis over its expected life.

1.5 Fixed asset investments

Equity investments are measured at fair value through profit or loss, except for those equity investments that are not publicly traded and whose fair value cannot otherwise be measured reliably, which are recognised at cost less impairment until a reliable measure of fair value becomes available.

In the parent company financial statements, investments in subsidiaries are initially measured at cost and subsequently measured at cost less any accumulated impairment losses.

A subsidiary is an entity controlled by the group. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

1.6 Cash at bank and in hand

Cash at bank and in hand are basic financial assets and include cash in hand and deposits held at call with banks

1.7 Financial instruments

The group has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the group's balance sheet when the group becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset and the net amounts presented in the financial statements when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Impairment of financial assets

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2018

1 Accounting policies

(Continued)

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the group transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities.

Basic financial liabilities, including creditors and loans are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Derecognition of financial liabilities

Financial liabilities are derecognised when the group's contractual obligations expire or are discharged or cancelled.

1.8 Equity instruments

Equity instruments issued by the group are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the group.

2 Judgements and key sources of estimation uncertainty

In the application of the group's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

3 Operating loss

	2018 £	2017 £
Operating loss for the year is stated after charging:	_	_
Amortisation of intangible assets	34,819	34,819

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2018

4	Auditor's remuneration		
		2018	2017
	Fees payable to the company's auditor and associates:	£	£
	For audit services		
	Audit of the financial statements of the group and company	1,200	1,200

5 Employees

During the current and previous periods the group had no employees apart from the directors. The directors received no remuneration or pension benefits from the group in either period.

6 Taxation

The actual charge for the year can be reconciled to the expected charge based on the profit or loss and the standard rate of tax as follows:

	Year ended 30th June 2018 £	Period ended 30th June 2017 £
Loss before taxation	(36,953)	(37,939)
Expected tax charge based on the standard rate of corporation tax in the UK of 19.00% (2017: 19.75%) Tax losses available to carry forward Amortisation on assets not qualifying for tax allowances	(7,021) 318 6,703	(7,493) 790 6,703
Tax expense for the year	-	

7 Intangible fixed assets

Group	Goodwill £
Cost	L
At 1 July 2017 and 30 June 2018	174,097
Amortisation and impairment	
At 1 July 2017	46,425
Amortisation charged for the year	34,819
At 30 June 2018	81,244
Carrying amount	
At 30 June 2018	92,853
	, ====
At 30 June 2017	127,672

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2018

7 Intangible fixed assets

(Continued)

The company had no intangible fixed assets at 30 June 2018 or 30 June 2017.

The goodwill relates to the acquisition of Reversionary Asset Management Limited on 1 March 2016. Goodwill is being amortised evenly over 5 years.

8 Fixed asset investments

	Group			Company	
		2018	2017	2018	2017
	Notes	£	£	£	£
Investments in subsidiaries	9	-	-	184,097	184,097
				=====	

Movements in fixed asset investments

Company	Shares in group undertakings £
Cost or valuation At 1 July 2017 and 30 June 2018	184,097
Carrying amount At 30 June 2018	184,097 ———
At 30 June 2017	184,097

9 Subsidiaries

At 30 June 2018 the parent company owned 100 ordinary £1 shares of Reversionary Asset Management Limited being the entire issued share capital of that company. The company is incorporated in the UK with the principal activity being that of investment in freehold ground rents and associated services. Reversionary Asset Management Limited owns 1000 ordinary £1000 shares of TSI1 Limited being the entire share capital of that company. TSI 1 Limited is incorporated in the UK and is currently dormant.

10 Financial instruments

	Group 2018 £		Company 2018 £	2017 £
Carrying amount of financial assets				
Debt instruments measured at amortised cost	13,128	13,128	n/a	n/a
				
Carrying amount of financial liabilities				
Measured at amortised cost	50,922	48,788	n/a	n/a
		-		

As permitted by the reduced disclosure framework within FRS 102, the company has taken advantage of the exemption from disclosing the carrying amount of certain classes of financial instruments, denoted by 'n/a' above.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2018

11	Debtors					
			Group		Company	
			2018	2017	2018	2017
	Amounts falling due within one y	/ear:	£	£	£	£
	Other debtors		13,128	13,128	3,128	3,128
12	Creditors: amounts falling due w	vithin one year				
			Group		Company	
			2018	2017	2018	2017
		Notes	£	£	£	£
	Other borrowings	13	37,600	37,600	37,600	37,600
	Other creditors		7,740	5,486	7,740	5,486
	Accruals and deferred income		5,582 ————	5,702 ———	5,582	5,702
			50,922	48,788	50,922	48,788
13	Loans and overdrafts					
			Group		Company	
			2018	2017	2018	2017
			£	£	£	£
	Other loans		37,600	37,600 	37,600	37,600 ———
	Payable within one year		37,600	37,600	37,600	37,600
	,	,				
14	Share capital					
						d company
	Ordinary share capital				2018 £	2017 £
	Issued and fully paid				L	£
	50,113,717 Ordinary shares of 0.01	Ip each			5,012	5,012
	8,800,000 Deferred shares of 1.24				109,120	109,120
					114,132	114,132

The deferred shares have no voting or dividend rights and only have a right to a return of paid up capital in a liquidation after the payment of £100 to each and every ordinary shareholder.

15 Related party transactions

At the balance sheet date net amounts of £20,504 (2017.£18,250) were owed to directors and their families.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2018

Cash generated from group operations	2018	2017
	£	£
Loss for the year after tax	(36,953)	(37,939)
Adjustments for:		
Amortisation and impairment of intangible assets	34,819	34,819
Movements in working capital:		
Increase in creditors	2,134	3,120
Cash absorbed by operations	· · · · · · · · · · · · · · · · · · ·	