

Company Registration Number SC180488

AMOVA LIMITED
FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31 MARCH 2004



AMOVA LIMITED
FINANCIAL STATEMENTS
YEAR ENDED 31 MARCH 2004

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AMOVA LIMITED

OFFICERS AND PROFESSIONAL ADVISERS

The Board of Directors

M D Clarke
J C Lamont

Company Secretary

M J McGrath

Registered Office

Thornhall House
Dalkeith
Midlothian
EH22 2NQ

Auditors

Chiene & Tait, CA
61 Dublin Street
Edinburgh
EH3 6NL

AMOVA LIMITED
THE DIRECTORS' REPORT
YEAR ENDED 31 MARCH 2004

The directors have pleasure in presenting their report and the financial statements of the company for the year ended 31 March 2004.

Principal activities

The principal activity of the company during the year was trading in and development of property.

Post balance sheet events

On 3 December 2004 there was a share transfer which transferred the entire share capital of Sedserio Limited to Amova Limited. Further details are given at note 6 to the financial statements.

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:

	Ordinary Shares of £1 each	
	At	At
	31 March 2004	1 April 2003
M D Clarke	—	—
J C Lamont	—	—
	<u> </u>	<u> </u>

Directors' responsibilities

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 at the end of the year and of the profit or loss for the year then ended.

In preparing those financial statements, the directors are required to select suitable accounting policies, as described on page 6, and then apply them on a consistent basis, making judgements and estimates that are prudent and reasonable. The directors must also 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. 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.

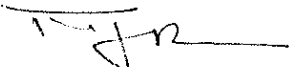
Auditors

A resolution to re-appoint Chiene & Tait, CA as auditors for the ensuing year will be proposed at the annual general meeting in accordance with section 385 of the Companies Act 1985.

Small company provisions

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

Signed by order of the directors



M J McGrath
Company Secretary

Approved by the directors on 6/1/2005

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS

YEAR ENDED 31 MARCH 2004

We have audited the financial statements on pages 4 to 7 which have been prepared in accordance with the *Financial Reporting Standard for Smaller Entities (effective June 2002)*, under the *historical cost convention* and the accounting policies set out on page 6.

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 opinions 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 the financial statements in accordance with applicable law and United Kingdom Accounting Standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

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 if, in our opinion, the Directors' Report is not consistent with the financial statements, if 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 transactions with the company 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 United Kingdom Auditing Standards 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 of the state of the company's affairs as at 31 March 2004 and of its profit for the year then ended, and have been properly prepared in accordance with the Companies Act 1985.

CHIENE & TAIT, CA
Registered Auditors
61 Dublin Street
Edinburgh
EH3 6NL



20 January 2005

AMOVA LIMITED**PROFIT AND LOSS ACCOUNT****YEAR ENDED 31 MARCH 2004**

	Note	2004 £	2003 £
Turnover		270,922	28,082
Cost of sales		—	685
Gross profit		270,922	27,397
Administrative expenses		13,896	6,749
Other operating income		—	(57,157)
Operating profit		257,026	77,805
Interest receivable		1,336	4,315
Interest payable		(96,698)	—
Profit on ordinary activities before taxation		161,664	82,120
Tax on profit on ordinary activities		31,316	15,603
Retained profit for the financial year		130,348	66,517
Balance brought forward		137,751	71,234
Balance carried forward		<u>268,099</u>	<u>137,751</u>

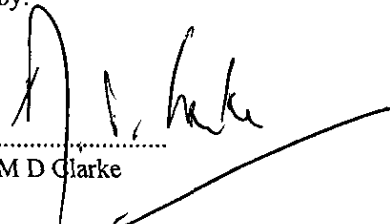
The notes on pages 6 to 7 form part of these financial statements.


AMOVA LIMITED**BALANCE SHEET****31 MARCH 2004**

	Note	£	2004 £	2003 £
Current assets				
Stocks		3,422,326		363,344
Debtors	2	97,249		5,057
Cash at bank		74,117		99,653
		<u>3,593,692</u>		<u>468,054</u>
Creditors: amounts falling due within one year	3	<u>1,253,593</u>		<u>20,303</u>
Net current assets			<u>2,340,099</u>	<u>447,751</u>
Total assets less current liabilities			<u>2,340,099</u>	<u>447,751</u>
Creditors: amounts falling due after more than one year	4		<u>1,762,000</u>	<u>—</u>
			<u>578,099</u>	<u>447,751</u>
Capital and reserves				
Called-up equity share capital	5		310,000	310,000
Profit and loss account			<u>268,099</u>	<u>137,751</u>
Shareholders' funds			<u>578,099</u>	<u>447,751</u>

These financial statements have been prepared in accordance with the special provisions for small companies under Part VII of the Companies Act 1985 and with the Financial Reporting Standard for Smaller Entities (effective June 2002).

These financial statements were approved by the directors on the 6/1/2005 and are signed on their behalf by:


.....
M D Clarke


.....
J C Lamont

The notes on pages 6 to 7 form part of these financial statements.

AMOVA LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2004

1. Accounting policies

Basis of accounting

The financial statements have been prepared under the historical cost convention, and in accordance with the Financial Reporting Standard for Smaller Entities (effective June 2002).

Turnover

Turnover represents rental income receivable.

Fixed assets

All fixed assets are initially recorded at cost.

Stocks

Stock is valued at the lower of cost and net realisable value. Cost includes property costs and net realisable value is based on estimated selling price less estimated costs of disposal.

Deferred taxation

Deferred tax is provided on the liability method to take account of timing differences between the treatment of certain items for accounts purposes and the treatment for tax purposes. Tax deferred is accounted for in respect of all material timing differences.

2. Debtors

	2004 £	2003 £
Trade debtors	4,984	5,057
Other debtors	92,265	—
	<u>97,249</u>	<u>5,057</u>

3. Creditors: amounts falling due within one year

	2004 £	2003 £
Amounts owed to group undertakings	50,000	—
Corporation tax	30,808	15,603
Other taxation	7,511	—
Other creditors	1,165,274	4,700
	<u>1,253,593</u>	<u>20,303</u>

Included within other creditors is a loan for £564,516 (2003: £nil) from The Buccleuch Estates Limited. The principal amount and all accrued interest is repayable on disposal of the property.

4. Creditors: amounts falling due after more than one year

	2004 £	2003 £
Bank loans and overdrafts	<u>1,762,000</u>	<u>—</u>

During the year the company funded the purchase of property with a bank loan. The loan is wholly repayable within two years, though the directors may repay the loan earlier should the property be disposed of prior to this. The bank holds a preferred security over the property and its associated assets. The Buccleuch Estates Limited has also granted a guarantee for the amount of the loan in favour of the bank.

AMOVA LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2004

5. Share capital

Authorised share capital:

	2004 £	2003 £
310,000 Ordinary shares of £1 each	<u>310,000</u>	<u>310,000</u>

Allotted, called up and fully paid:

	2004 No	£	2003 No	£
Ordinary shares of £1 each	<u>310,000</u>	<u>310,000</u>	<u>310,000</u>	<u>310,000</u>

At the year end the company was under the control of the Deloraine Trust which owned 52% of the share capital of the company.

6. Post Balance Sheet Events

On 3 December 2004 there was a share for share exchange which transferred the shares in Sedserio Limited to Amova Limited. Amova Limited issued 137,600 ordinary shares of £1 each for the 137,600 ordinary shares of £1 each which represented the entire share capital of Sedserio Limited.

At 31 March 2004, there is a creditor for £50,000 which was due to be paid to Sedserio Limited and is disclosed in note 3.