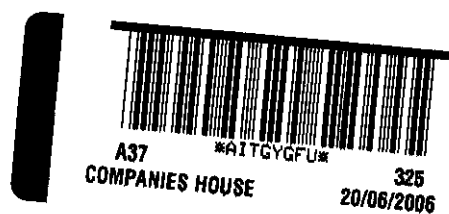


REGISTERED NUMBER: 936695

**REPORT OF THE DIRECTORS AND
UNAUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30TH SEPTEMBER 2005
FOR
SPIC-N-SPAN PROPERTIES LIMITED**



SPIC-N-SPAN PROPERTIES LIMITED

**CONTENTS OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30TH SEPTEMBER 2005**

	Page
Company Information	1
Report of the Directors	2
Chartered Accountants' Report	3
Profit and Loss Account	4
Balance Sheet	5
Notes to the Financial Statements	6
Profit and Loss Account	12

SPIC-N-SPAN PROPERTIES LIMITED
COMPANY INFORMATION
FOR THE YEAR ENDED 30TH SEPTEMBER 2005

DIRECTORS: D A Wheatley
Mrs A Wheatley
G F Wheatley
Mrs P Wheatley Burt

SECRETARY: Mrs A Wheatley

REGISTERED OFFICE: Suite 2, The Sanctuary
23 Oakhill Grove
SURBITON
Surrey
KT6 6DU

REGISTERED NUMBER: 936695

ACCOUNTANTS: T.H. Dowling & Co
Chartered Accountants
Suite 2, The Sanctuary
23, Oakhill Grove
SURBITON, Surrey
KT6 6DU

SPIC-N-SPAN PROPERTIES LIMITED

**REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 30TH SEPTEMBER 2005**

The directors present their report with the financial statements of the company for the year ended 30th September 2005.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of property investment.

REVIEW OF BUSINESS

The results for the year and financial position of the company are as shown in the annexed financial statements.

DIVIDENDS

The company paid two interim dividends during the year totalling £24,425. The directors recommend that no final dividend be paid.

DIRECTORS

The directors during the year under review were:

D A Wheatley
Mrs A Wheatley
G F Wheatley
Mrs P Wheatley Burt

The beneficial interests of the directors holding office on 30th September 2005 in the issued share capital of the company were as follows:

	30.9.05	1.10.04
Ordinary £10 shares		
D A Wheatley	1,390	1,390
Mrs A Wheatley	380	380
G F Wheatley	200	200
Mrs P Wheatley Burt	100	100

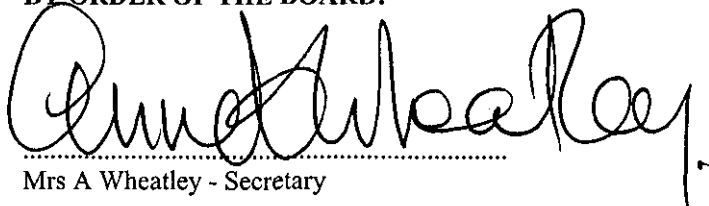
The shareholdings disclosed in respect of the directors include those of their immediate family, where applicable.

In accordance with the Articles of Association, Mrs A Wheatley will retire at the forthcoming Annual General Meeting, and being eligible, will stand for re-election.

CHARITABLE DONATIONS

During the year contributions to charities amounted to £800 (2004- £800)

BY ORDER OF THE BOARD:


.....
Mrs A Wheatley - Secretary

Date: 24th May, 2006

**CHARTERED ACCOUNTANTS' REPORT TO THE BOARD OF DIRECTORS
ON THE UNAUDITED FINANCIAL STATEMENTS OF
SPIC-N-SPAN PROPERTIES LIMITED**

In accordance with our terms of engagement and in order to assist you to fulfil your duties under the Companies Act 1985, we have compiled the financial statements of the company for the year ended 30th September 2005 which comprise the Profit and Loss Account, the Balance Sheet and the related notes from the accounting records and information and explanations you have given to us.

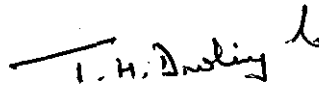
This report is made to the company's Board of Directors, as a body, in accordance with the terms of our engagement. Our work has been undertaken so that we might compile the financial statements that we have been engaged to compile, report to the company's Board of Directors that we have done so, and state those matters that we have agreed to state to them in this 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 Board of Directors, as a body, for our work or for this report.

We have carried out this engagement in accordance with technical guidance issued by the Institute of Chartered Accountants in England & Wales and have complied with the ethical guidance laid down by the Institute relating to members undertaking the compilation of financial statements.

You have acknowledged on the Balance Sheet as at 30th September 2005 your duty to ensure that the company has kept proper accounting records and to prepare financial statements that give a true and fair view under the Companies Act 1985. You consider that the company is exempt from the statutory requirement for an audit for the year.

We have not been instructed to carry out an audit of the financial statements. For this reason, we have not verified the accuracy or completeness of the accounting records or information and explanations you have given to us and we do not, therefore, express any opinion on the financial statements.

T.H. Dowling & Co
Chartered Accountants
Suite 2, The Sanctuary
23, Oakhill Grove
SURBITON, Surrey
KT6 6DU

T.H. Dowling

Date: 26th May, 2006

SPIC-N-SPAN PROPERTIES LIMITED
PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 30TH SEPTEMBER 2005

		<u>2005</u>	<u>2004</u>
	Notes	£	£
OPERATING INCOME	2	24,635	26,934
Administrative expenses		<u>39,712</u>	<u>32,469</u>
OPERATING LOSS	4	(15,077)	(5,535)
Interest receivable and similar income	5	<u>1,885</u>	<u>1,834</u>
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(13,192)	(3,701)
Tax on loss on ordinary activities	6	<u>-</u>	<u>309</u>
LOSS FOR THE FINANCIAL YEAR AFTER TAXATION		(13,192)	(4,010)
Dividends	7	<u>24,425</u>	<u>24,425</u>
		(37,617)	(28,435)
Retained profit brought forward		<u>653,006</u>	<u>681,441</u>
RETAINED PROFIT CARRIED FORWARD		<u><u>£615,389</u></u>	<u><u>£653,006</u></u>

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current and previous years.

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the losses for the current and previous years.

The notes form part of these financial statements

SPIC-N-SPAN PROPERTIES LIMITED

**BALANCE SHEET
30TH SEPTEMBER 2005**

		<u>2005</u>		<u>2004</u>	
	Notes	£	£	£	£
FIXED ASSETS:					
Tangible assets	8		551,848		559,713
Investments	9		<u>48,864</u>		<u>75,314</u>
			600,712		635,027
CURRENT ASSETS:					
Debtors	10	4,768		4,214	
Cash at bank	11	<u>53,604</u>		<u>54,206</u>	
		58,372		58,420	
CREDITORS: Amounts falling due within one year	12	<u>16,695</u>		<u>13,441</u>	
NET CURRENT ASSETS:			<u>41,677</u>		<u>44,979</u>
TOTAL ASSETS LESS CURRENT LIABILITIES:			<u>£642,389</u>		<u>£680,006</u>
CAPITAL AND RESERVES:					
Called up share capital	14		27,000		27,000
Profit and loss account			<u>615,389</u>		<u>653,006</u>
SHAREHOLDERS' FUNDS:	16		<u>£642,389</u>		<u>£680,006</u>

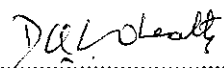
The company is entitled to exemption from audit under Section 249A(1) of the Companies Act 1985 for the year ended 30th September 2005.

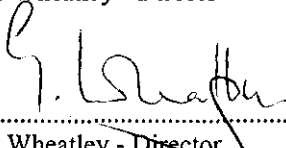
The members have not required the company to obtain an audit of its financial statements for the year ended 30th September 2005 in accordance with Section 249B(2) of the Companies Act 1985.

The directors acknowledge their responsibilities for:

- ensuring that the company keeps accounting records which comply with Section 221 of the Companies Act 1985 and
- preparing financial statements which give a true and fair view of the state of affairs of the company as at the end of each financial year and of its profit or loss for each financial year in accordance with the requirements of Section 226 and which otherwise comply with the requirements of the Companies Act 1985 relating to financial statements, so far as applicable to the company.

ON BEHALF OF THE BOARD:


.....
D A Wheatley - Director


.....
G F Wheatley - Director

Approved by the Board on 24th May, 2006

The notes form part of these financial statements

SPIC-N-SPAN PROPERTIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30TH SEPTEMBER 2005

1. ACCOUNTING POLICIES

Basis of preparing the financial statements

The financial statements have been prepared in accordance with applicable accounting standards except for the departures set out below in respect of tangible fixed assets and in note 9 with regard to the investment properties

Accounting convention

The financial statements have been prepared under the historical cost convention.

Financial Reporting Standard Number 1

Exemption has been taken from preparing a cash flow statement on the grounds that the company qualifies as a small company.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Long Leasehold property	- not provided
Computer Equipment	- 33% on cost
Fixtures & Fittings	- 20% on cost
Motor vehicles	- 25% on cost
Office equipment	- 25% on cost

The freehold and leasehold properties have not been revalued and consequently have not been depreciated as the directors do not consider that the benefit obtained would justify the expense incurred. This is not in accordance with the Statement of Standard Accounting Practice No. 12.

A long lease is a lease with more than 50 years unexpired at the balance sheet date.

Deferred tax

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

2. OTHER OPERATING INCOME

	2005	2004
	£	£
Rents less outgoing	<u>24,635</u>	<u>26,934</u>

3. STAFF COSTS

	2005	2004
	£	£
Wages and salaries	16,400	16,400
Social security costs	<u>3,100</u>	<u>3,119</u>
	<u>19,500</u>	<u>19,519</u>

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

	2005	2004
Office management	<u>4</u>	<u>4</u>

SPIC-N-SPAN PROPERTIES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30TH SEPTEMBER 2005**

4. OPERATING LOSS

The operating loss is stated after charging:

	2005	2004
	£	£
Depreciation - owned assets	7,866	11,085
Loss on disposal of fixed assets	<u>8,642</u>	<u>-</u>
Directors' emoluments	<u>32,833</u>	<u>32,833</u>

5. INTEREST RECEIVABLE AND SIMILAR INCOME

	2005	2004
	£	£
Interest receivable	1,880	1,834
Sundry income	<u>5</u>	<u>-</u>
	<u>1,885</u>	<u>1,834</u>

6. TAXATION

Analysis of the tax charge

The tax charge on the loss on ordinary activities for the year was as follows:

	2005	2004
	£	£
Current tax:		
UK corporation tax	<u>-</u>	<u>309</u>
Tax on loss on ordinary activities	<u>-</u>	<u>309</u>

Factors affecting the tax charge

The tax assessed for the year is higher than the standard rate of corporation tax in the UK. The difference is explained below:

	2005	2004
	£	£
Loss on ordinary activities before tax	<u>(13,192)</u>	<u>(3,701)</u>
Loss on ordinary activities multiplied by the standard rate of corporation tax in the UK of 0% (2004 - 0%)	-	-
Effects of:		
Tax arising on dividend paid after 1st April 2004	<u>-</u>	<u>309</u>
Current tax charge	<u>-</u>	<u>309</u>

The company has no charge to corporation tax in the current year (2004 - £309). There are losses available to be carried forward of approximately £534. (2004 - Nil)

SPIC-N-SPAN PROPERTIES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30TH SEPTEMBER 2005**

7. DIVIDENDS

	2005 £	2004 £
Equity shares:		
First interim -ordinary shares (11th January 2005) shares of each	17,000	17,000
Second interim-ordinary shares (6th June 2005)	<u>7,425</u>	<u>7,425</u>
	<u><u>24,425</u></u>	<u><u>24,425</u></u>

8. TANGIBLE FIXED ASSETS

	Long Leasehold property	Computer Equipment	Fixtures & Fittings
	£	£	£
COST:			
At 1st October 2004	550,977	7,002	8,873
Disposals	<u>-</u>	<u>-</u>	<u>(400)</u>
At 30th September 2005	<u><u>550,977</u></u>	<u><u>7,002</u></u>	<u><u>8,473</u></u>
DEPRECIATION:			
At 1st October 2004	-	4,584	8,668
Charge for year	-	1,611	200
Eliminated on disposals	<u>-</u>	<u>-</u>	<u>(400)</u>
At 30th September 2005	<u>-</u>	<u><u>6,195</u></u>	<u><u>8,468</u></u>
NET BOOK VALUE:			
At 30th September 2005	<u><u>550,977</u></u>	<u><u>807</u></u>	<u><u>5</u></u>
At 30th September 2004	<u><u>550,977</u></u>	<u><u>2,417</u></u>	<u><u>206</u></u>

SPIC-N-SPAN PROPERTIES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30TH SEPTEMBER 2005**

8. TANGIBLE FIXED ASSETS - continued

	<u>Motor vehicles</u>	<u>Office equipment</u>	<u>Totals</u>
	£	£	£
COST:			
At 1st October 2004	47,930	6,129	620,911
Disposals	<u>-</u>	<u>-</u>	<u>(400)</u>
At 30th September 2005	<u>47,930</u>	<u>6,129</u>	<u>620,511</u>
DEPRECIATION:			
At 1st October 2004	42,197	5,748	61,197
Charge for year	5,723	332	7,866
Eliminated on disposals	<u>-</u>	<u>-</u>	<u>(400)</u>
At 30th September 2005	<u>47,920</u>	<u>6,080</u>	<u>68,663</u>
NET BOOK VALUE:			
At 30th September 2005	<u>10</u>	<u>49</u>	<u>551,848</u>
At 30th September 2004	<u>5,733</u>	<u>380</u>	<u>559,713</u>

9. FIXED ASSET INVESTMENTS

Investments (neither listed nor unlisted) were as follows:

	2005 £	2004 £
Investment in shares		
Quoted (Market value £64,900 – 2004 £79,650)	28,000	54,386
Unquoted	2,586	2,586
Freehold ground rents at cost	78	142
Investment property	<u>18,200</u>	<u>18,200</u>
	<u>48,864</u>	<u>75,314</u>

In the opinion of the Directors the cost which would be incurred to obtain a valuation of the investment property cannot be reasonably justified and therefore no market valuation of the property has been carried out. This is not in accordance with Statement of Standard Accounting Practice No 19.

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

	2005 £	2004 £
Trade debtors	300	-
Other debtors	120	256
Prepayments	<u>4,348</u>	<u>3,958</u>
	<u>4,768</u>	<u>4,214</u>

SPIC-N-SPAN PROPERTIES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30TH SEPTEMBER 2005**

11. CASH AT BANK

The bank balances can be analysed as follows:

	2005	2004
	£	£
Current account	-	461
Business call account	14,261	11,052
Close Bros deposit	22,953	26,939
AMC Bank	16,390	15,754
	<u>53,604</u>	<u>54,206</u>

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

	2005	2004
	£	£
Bank loans and overdrafts (see note 13)	472	-
Trade creditors	1,306	231
Other creditors	12,037	9,687
Social security & taxes	2,065	2,439
Taxation	-	309
Accruals	<u>815</u>	<u>775</u>
	<u>16,695</u>	<u>13,441</u>

13. LOANS AND OVERDRAFTS

An analysis of the maturity of loans and overdrafts is given below:

	2005	2004
	£	£
Amounts falling due within one year or on demand:		
Bank overdrafts	<u>472</u>	<u>-</u>

14. CALLED UP SHARE CAPITAL

Authorised, allotted, issued and fully paid:

Number:	Class:	Nominal value:	2005	2004
			£	£
2,700	Ordinary	£10	<u>27,000</u>	<u>27,000</u>

15. RELATED PARTY DISCLOSURES

The company is under the control of Mr D A Wheatley who is the managing director and controlling shareholder.

SPIC-N-SPAN PROPERTIES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30TH SEPTEMBER 2005**

16. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2005	2004
	£	£
Loss for the financial year	(13,192)	(4,010)
Dividends	<u>(24,425)</u>	<u>(24,425)</u>
Net reduction of shareholders' funds	(37,617)	(28,435)
Opening shareholders' funds	<u>680,006</u>	<u>708,441</u>
Closing shareholders' funds	<u>642,389</u>	<u>680,006</u>
 Equity interests	 <u>642,389</u>	 <u>680,006</u>