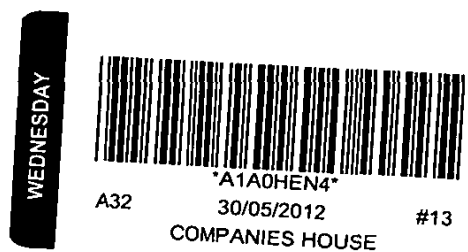


Registered number 02343303

BIOCONTROL SYSTEMS LIMITED
FINANCIAL STATEMENTS
31 DECEMBER 2011

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BIOCONTROL SYSTEMS LIMITED

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BIOCONTROL SYSTEMS LIMITED

COMPANY INFORMATION

Directors	C Feldsine P Feldsine
Company number	02343303
Registered office	12 York Gate Regent's Park London NW1 4QS
Auditor	Blick Rothenberg Chartered Accountants & Statutory Auditor 12 York Gate Regent's Park London NW1 4QS

BIOCONTROL SYSTEMS LIMITED
DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2011

The directors present their report and the financial statements for the year ended 31 December 2011

Principal activity

The principal activity of the company during the year was the provision of food hygiene services

Directors

The directors who served during the year were

C Feldsine
P Feldsine

Provision of information to auditor

Each of the persons who are directors at the time when this directors' report is approved has confirmed that

- so far as that director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the company's auditor in connection with preparing its report and to establish that the company's auditor is aware of that information

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006

This report was approved by the board and signed on its behalf



P Feldsine
Director

Date 09/05/2012

BIOCONTROL SYSTEMS LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2011

The directors are responsible for preparing the directors' 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 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 judgments 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 adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the 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 company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

BIOCONTROL SYSTEMS LIMITED
INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF BIOCONTROL
SYSTEMS LIMITED
FOR THE YEAR ENDED 31 DECEMBER 2011

We have audited the financial statements of Biocontrol Systems Limited for the year ended 31 December 2011, set out on pages 6 to 11. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (effective April 2008) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

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.

Respective responsibilities of directors and auditor

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. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the directors' report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2011 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

BIOCONTROL SYSTEMS LIMITED
INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF BIOCONTROL
SYSTEMS LIMITED
FOR THE YEAR ENDED 31 DECEMBER 2011

Matters on which we are required to report by exception

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, or returns adequate for our audit have not been received from branches not visited by us, or
- the 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, or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption in preparing the directors' report



Ross Fabian (Senior statutory auditor)

for and on behalf of
Blick Rothenberg

Chartered Accountants
Statutory Auditor

12 York Gate
Regent's Park
London
NW1 4QS

14 May 2012

BIOCONTROL SYSTEMS LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2011

	Note	2011 £	2010 £
Turnover		380,896	344,777
Cost of sales		(126,780)	(141,964)
Gross profit		254,116	202,813
Administrative expenses		(238,980)	(213,006)
Operating profit/(loss)	2	15,136	(10,193)
Interest receivable and similar income		63	64
Profit/(loss) on ordinary activities before taxation		15,199	(10,129)
Tax on profit/(loss) on ordinary activities	3	-	-
Profit/(loss) for the financial year	9	15,199	(10,129)

The notes on pages 8 to 11 form part of these financial statements

BIOCONTROL SYSTEMS LIMITED

REGISTERED NUMBER 02343303

**BALANCE SHEET
AS AT 31 DECEMBER 2011**

	Note	£	2011 £	£	2010 £
Fixed assets					
Tangible assets	4		293		218
Current assets					
Debtors	5	78,993		62,774	
Cash at bank		314,298		286,400	
		<u>393,291</u>		<u>349,174</u>	
Creditors: amounts falling due within one year	6	<u>(386,792)</u>		<u>(357,799)</u>	
Net current assets/(liabilities)			<u>6,499</u>		<u>(8,625)</u>
Net assets			<u>6,792</u>		<u>(8,407)</u>
Capital and reserves					
Called up share capital	8		1,010,000		1,010,000
Profit and loss account	9		<u>(1,003,208)</u>		<u>(1,018,407)</u>
Shareholders' funds/(deficit)			<u>6,792</u>		<u>(8,407)</u>

The financial statements have been prepared in accordance with the special provisions relating to companies subject to the small companies regime within Part 15 of the Companies Act 2006 and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008)

The financial statements were approved and authorised for issue by the board and were signed on its behalf by


P Feldsine
Director

Date 09/05/2012

The notes on pages 8 to 11 form part of these financial statements.

BIOCONTROL SYSTEMS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2011

1. Accounting policies

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008)

1.2 Going concern

The company has adequate financial resources and as a consequence, the directors believe that the company is well placed to manage its business risks successfully. After making inquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence and meet its liabilities as they fall due for the foreseeable future. The company has also received a letter of continued financial support from its parent company. Accordingly, the directors continue to adopt the going concern basis in preparing the financial statements.

1.3 Turnover

Turnover comprises revenue recognised by the company in respect of goods supplied during the year, exclusive of Value Added Tax.

1.4 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Plant & machinery	-	-	20% straight line	-
Fixtures & fittings	-	-	20% straight line	-

1.5 Pensions

Contributions to individuals' personal pension schemes are charged to the profit and loss account as they fall due.

1.6 Deferred taxation

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation.

A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax assets and liabilities are calculated using the tax rates enacted or substantively enacted by the balance sheet date and which are expected to apply in the periods in which the timing differences are expected to reverse.

Deferred tax assets and liabilities are not discounted.

BIOCONTROL SYSTEMS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2011

1. Accounting policies (continued)

1.7 Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date

Transactions in foreign currencies are translated into sterling at the rate ruling on the date of the transaction

Exchange gains and losses are recognised in the profit and loss account

1.8 Financial instruments

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 entity after deducting all of its financial liabilities

2. Operating profit/(loss)

The operating profit/(loss) is stated after charging/(crediting)

	2011 £	2010 £
Depreciation of tangible fixed assets		
- owned by the company	148	1,129
Auditor's remuneration	5,678	5,918
Pension costs	11,313	9,920
Foreign currency gains	-	(17,592)
	<u> </u>	<u> </u>

During the year, no director received any emoluments (2010 - £NIL)

3. Taxation

	2011 £	2010 £
UK corporation tax charge on profit/ (loss) for the year	<u> </u>	<u> </u>

BIOCONTROL SYSTEMS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2011

3. Taxation (continued)

Factors that may affect future tax charges

The company has estimated tax losses of £966,000 (2010 £980,000) available for carry forward against future trading profits

There is a potential deferred tax asset of approximately £193,000 (2010 £196,000), which has not been recognised in the financial statements due to the uncertainty concerning the timescale as to its recoverability

It is anticipated that the deferred tax asset will be recovered when the company makes sufficient taxable profits

During the year, as a result of the change in UK small companies corporation tax rate from 21% to 20% that was substantively enacted on 20 July 2010 and that was effective from 1 April 2011, the relevant potential deferred tax balances have been remeasured

4. Tangible fixed assets

	Plant & machinery £
Cost	
At 1 January 2011	9,579
Additions	223
At 31 December 2011	<u>9,802</u>
Depreciation	
At 1 January 2011	9,361
Charge for the year	148
At 31 December 2011	<u>9,509</u>
Net book value	
At 31 December 2011	<u>293</u>
At 31 December 2010	<u>218</u>

5 Debtors

	2011 £	2010 £
Trade debtors	71,722	55,569
Other debtors	7,271	7,205
	<u>78,993</u>	<u>62,774</u>

BIOCONTROL SYSTEMS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2011

6. Creditors:
Amounts falling due within one year

	2011 £	2010 £
Trade creditors	7,267	2,717
Amounts owed to group undertaking	336,603	324,882
Social security and other taxes	19,945	18,747
Other creditors	22,977	11,453
	<u>386,792</u>	<u>357,799</u>

7. Related party transactions

The company has taken advantage of the exemption contained in FRS8 "Related Party Disclosures" from disclosing transactions with entities which are part of the group

8. Share capital

	2011 £	2010 £
Allotted, called up and fully paid		
1,010,000 Ordinary shares of £1 each	<u>1,010,000</u>	<u>1,010,000</u>

9. Reserves

	Profit and loss account £
At 1 January 2011	(1,018,407)
Profit for the year	15,199
At 31 December 2011	<u>(1,003,208)</u>

10 Ultimate parent undertaking and controlling party

The immediate and ultimate parent undertaking is Biocontrol Systems Inc , a company incorporated in the United States of America Group financial statements are prepared but are not available to the public

In the opinion of the directors the immediate controlling party is Biocontrol Systems Inc

C Feldsine and P Feldsine are the ultimate controlling party