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'AND INTERNATIONAL LIMITED
DIRECTORS' REPORT
FOR THE YEAR ENDED 5 APRIL 2008

FINANCIAL STATEMENTS

The Directors presents their report and unaudited financial statements for the year ended 5 April 2008.

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 and of the profit and loss of the company for that year. In preparing those financial statements, the directors are required to:-

- * **Select suitable accounting policies and apply them consistently**
- * **Make judgements and estimates that are reasonable and prudent**
- * **State whether applicable 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 company will continue in the business.**

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company to enable them to ensure that the accounts 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.

PRINCIPAL ACTIVITY

The principal activity in the year under review was the provision of the Xpand brand name to other companies and assisting and supporting the growth of these companies.

RESULTS & DIVIDENDS

The trading profit for the year after taxation was as shown on page 3. The directors do not recommend payment of a dividend.

XPAND INTERNATIONAL LIMITED
DIRECTORS' REPORT
FOR THE YEAR ENDED 5 APRIL 2008

REVIEW OF THE BUSINESS

The results for this year are considered by the directors to be satisfactory.

DIRECTORS

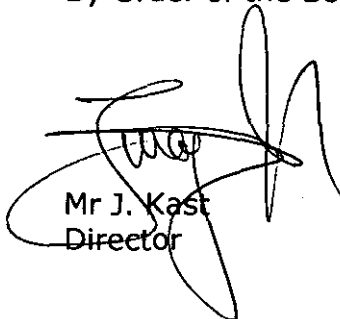
The Directors who served throughout the year were:

- Mr J. M. Kast
- Mr P. Christian Donders

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

By Order of the Board

24 November 2008



Mr J. Kast
Director

XPAND INTERNATIONAL LIMITED
PROFIT & LOSS ACCOUNT
FOR THE YEAR ENDED 5 APRIL 2008

	Note	<u>2008</u> £	<u>2007</u> £
Turnover	2	14,141	1,071
Cost of Sales		290	1,923
		-----	-----
Gross Profit/(Loss)		13,851	(852)
Administrative Expenses		2,977	1,003
		-----	-----
Operating Profit/(Loss)	3	10,874	(1,855)
Interest receivable		234	67
		-----	-----
Profit/(Loss) on Ordinary Activities before taxation		11,108	(1,788)
Taxation on Profit on Ordinary Activities	4	1,865	6
		-----	-----
Profit/(Loss) for the financial year		9,243	(1,794)
Retained Profit Brought forward		1,356	3,150
		-----	-----
Retained Profit Carried Forward		10,599	1,356
		=====	=====

All amounts relating to continuing activities.

All recognised gains and losses have been included in the Profit and Loss account.

The notes on pages 6 to 8 form part of these financial statements.

XPAND INTERNATIONAL LIMITED
BALANCE SHEET
AS AT 5 APRIL 2008

	Note	2008	2007
		£	£
Fixed Assets			
Investments	5	5,217	5,217
Current Assets			
Stock		3,000	3,305
Debtors	6	-	-
Cash at Bank & in Hand		10,947	1,476
		-----	-----
		13,947	4,781
Creditors: Amounts falling due within one year	7	2,565	2,642
		-----	-----
Net Current Assets		11,382	2,139
		-----	-----
Total Assets Less Current Liabilities		16,599	7,356
Creditors: Amount falling due after more than one year		-	-
		-----	-----
Net Assets		16,599	7,356
		=====	=====
Capital and Reserves			
Called up Share Capital	8	6,000	6,000
Profit and Loss Account		10,599	1,356
		-----	-----
Shareholders Funds		16,599	7,356
		=====	=====

The Balance Sheet is continued on page 5.

The notes on pages 6 to 8 form part of these financial statements.

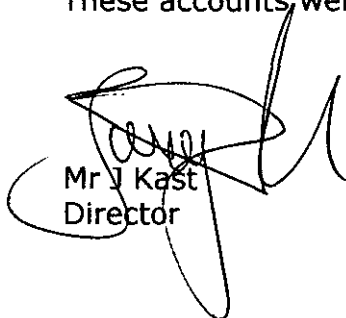
XPAND INTERNATIONAL LIMITED
BALANCE SHEET
AS AT 5 APRIL 2008 (CONT`D)

In preparing these unaudited financial statements advantage has been taken of the exemption under section 249A(1) of the Companies Act 1985. No notice requiring an audit has been deposited by members under section 249B(2).

Company law requires the directors to prepare financial statements for each financial year which give a fair and true view of the state of affairs of the company and of the profit and loss of the company for that year and which comply with the provisions of the Companies Act 1985. 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 the financial statements comply with the Companies Act. They are also responsible for safeguarding the assets of the company and hence taking reasonable steps for the prevention and detection of fraud and other irregularities.

These financial statements have been prepared in accordance with the special provisions relating to small companies within part VII of the Companies Act 1985 and with the Financial Reporting Standard for Smaller Entities (effective January 2007).

These accounts were approved by the Board on 24 November 2008.


Mr J Kast
Director

The notes on pages 6 to 8 form part of these financial statements.

XPAND INTERNATIONAL LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 5 APRIL 2008

1 ACCOUNTING POLICIES

The Financial Statements have been prepared in accordance with the Financial Reporting Standard for Smaller Entities (effective January 2007) under the historical cost convention.

a) Consolidation

The company and its subsidiary undertakings form a small group as defined by statute and therefore the company has taken advantage of the exemption under Section 248 of the Companies Act 1985 not to prepare Group Accounts.

b) Turnover

Turnover consists of Sales net of VAT and discounts as appropriate.

c) Taxation

Corporation tax payable is provided on taxable profits at the current rate.

d) Investments

Fixed Asset investments are shown at cost less provision for impairment. Current Asset investments are stated at the lower of cost and net realisable value.

e) Foreign Currencies

Transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction or, if hedged, at the forward contract rate. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date or, if appropriate, at the forward contract rate. Any gain or loss arising from a change in exchange rates subsequent to the date of the transaction is included as an exchange gain or loss in the profit and loss account.

XPAND INTERNATIONAL LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 5 APRIL 2008
(CONTINUED)

2 TURNOVER

Turnover is related entirely to activities within the United Kingdom.

3 OPERATING PROFIT/(LOSS)

Operating Profit/(Loss) stated after charging: -

	<u>2008</u>	<u>2007</u>
	£	£
Accountants Remuneration	1,193	458
	=====	=====

4 TAXATION

	<u>2008</u>	<u>2007</u>
	£	£
Based on Profit for the year: -		
United Kingdom Corporation Tax	1,865	6
	=====	=====

XPAND INTERNATIONAL LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 5 APRIL 2008
(CONTINUED)

5 INVESTMENTS

	<u>Subsidiary Undertakings</u> £
At 5 April 2007	5,217
Additions	-

At 5 April 2008	5,217
	=====

The company's investment in its subsidiary companies represents 30% of the issued share capital of Xpand UK Limited (£ 900), 30% of the issued share capital of Xpand Switzerland (£ 1,338) and 30% of the issued share capital of Xpand Norge (£2,979). These companies provide training, motivation and vision services.

6 DEBTORS

	<u>2008</u> £	<u>2007</u> £
Trade Debtors	-	-
	=====	=====

7 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	<u>2008</u> £	<u>2007</u> £
Trade Creditors	-	2,442
Other Creditors	700	200
Corporation Tax	1,865	-
	-----	-----
	2,565	2,642
	=====	=====

8 CALLED UP SHARE CAPITAL

	<u>2008</u> £	<u>2007</u> £
Authorised Ordinary Shares of £1 each	6,000	6,000
	=====	=====
Allotted, called up and fully paid Ordinary Share of £1 each	6,000	6,000
	=====	=====

9 TRANSACTIONS WITH DIRECTORS

Mr J Kast, a director, received £776 from Xpand International Limited in relation to Website costs.