



# VOLVERE PLC

**REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED  
31 DECEMBER 2005**

**Company Registration No. 04478674**

**Volvere plc**

**Report and financial statements**

**31 December 2005**

**REPORT AND FINANCIAL STATEMENTS 2005**

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## **OFFICERS AND PROFESSIONAL ADVISERS**

### **DIRECTORS**

#### **Lord Kalms of Edgware**

##### **Non-Executive Chairman**

Lord Kalms (74) is Non-Executive Chairman of Volvere plc and of NMT Group PLC. He grew the Dixons Group into the UK's leading electrical retailer with a turnover of £4.9 billion and nearly 34,000 employees. He stood down as Chairman of Dixons in 2002 and has been appointed President of the Group. In 1996 he was knighted in recognition of his services to electrical retailing. He was a governor of Dixons City Technology College in Bradford and was Chairman of Kings' Healthcare NHS Trust (1993-1996). He was Treasurer of the Conservative Party (2002/3) and a founder of Business for Sterling. Lord Kalms holds several honorary degrees and other academic awards in recognition of his commercial and industrial achievements.

#### **Jonathan Lander**

##### **Chief Executive Officer**

Jonathan (38) is Chief Executive Officer of Volvere plc. He is a Director of NMT Group PLC and is CEO of Dawnay, Day Lander Limited ("DDL"), a London-based technology venture capital and advisory firm he founded with Dawnay, Day International Limited in 1998. After five years at Credit Suisse First Boston and S.G. Warburg, Jonathan was a founder member of the Nomura Technology Group in London in 1995. Through DDL he has been an early investor in a number of technology companies including Domainnames.com (now part of Verisign Inc. in the US) and Interactive Prospect Targeting Limited, a successful Internet direct marketing company. In 2000 he was listed as one of the UK's top ten Internet investors (Sunday Business). Jonathan has an MA in Law from Cambridge University.

#### **Nick Lander**

##### **Chief Operating & Financial Officer and Company Secretary**

Nick (39), who qualified as a Chartered Accountant with Coopers & Lybrand in 1990, is Chief Operating & Financial Officer of Volvere plc and a Director of NMT Group PLC. Nick was Managing Director of Vectra Group Limited from acquisition in 2003 until 2005. He is a Chief Operating Officer of Dawnay, Day Lander Limited ("DDL"). He has worked for a number of public companies in both financial and operational roles. Prior to joining DDL, he held the positions of Corporate Development Director at Clyde Blowers PLC and Deputy Managing Director at Clyde Materials Handling Limited. Prior to joining Clyde Blowers PLC, Nick spent 6 years with APV plc (now part of Invensys PLC), latterly as Managing Director of a subsidiary business.

#### **Richard Kalms**

##### **Business Development Director**

Richard (51) is Business Development Director of Volvere plc. He has a degree in Accounting and Finance from the London School of Economics and spent the early part of his career at the Dixons Group, working for the Retail, Finance and Property divisions. His roles at Dixons included Joint Managing Director of the Property division and Group Director of Corporate Affairs. After leaving Dixons he spent six years as a director of Union Pictures Limited, a TV and Film production company. From 2000 until 2006 Richard was a director of Dawnay, Day Lander Limited.

**OFFICERS AND PROFESSIONAL ADVISERS (CONTINUED)**

**Neil Ashley**

**Non-Executive Director**

Neil (69) is a Non-Executive Director of Volvere plc and the Non-Executive Chairman of its subsidiary undertaking, Vectra Group Limited. Neil was the Chairman of Amey plc from a management buy-in in 1989 until his retirement in May 2001. This period included Amey's flotation on the Official List of the London Stock Exchange in 1994. From November 2000 until April 2003 he was Chairman of the Oxford Radcliffe Hospitals Trust, one of the ten largest NHS Trusts in the UK. He is Chairman of Energy Power Resources Limited, Heritage Commercial Property Group and BPO Group Limited. He is a former Chairman of the CBI Southern Region, is a Governor of Oxford Brookes University and was a member of the Medical Sciences Board of Oxford University until 2003.

**David Buchler**

**Non-Executive Director**

David (54) has some 30 years experience in the field of corporate turnaround. He was a partner at Arthur Andersen prior to becoming a founding partner of Buchler Phillips, the UK's leading financial recovery and restructuring specialist which was acquired by the Kroll - O'Gara Company, the world's leading risk mitigation firm, in 1999. Until 2003, he was Chairman of Kroll for Europe and Africa. He is a former President of R3, the association of business recovery and turnaround professionals, and until 2006 was Non-Executive Vice-Chairman of Tottenham Hotspur Football Club. He is currently Chairman of Langbar PLC and Baltimore PLC.

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PO Box 42  
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Oxon, OX14 1GU

**SOLICITORS**

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London  
EC2M 4YH

**AUDITORS**

Deloitte & Touche LLP  
Chartered Accountants  
Reading

**CHAIRMAN'S STATEMENT**

I am pleased to report on the results for the year ended 31 December 2005.

Last year I reported that the changes we made to Vectra's management following the turnaround would free Group management from Vectra's day-to-day operations and permit an increased focus on originating follow-on corporate transactions. As a result 2005 saw us increase our investment in NMT Group PLC and the appointment of three Volvere directors to the NMT board. In addition, we completed the acquisition of Sira Test and Certification and, following the year end, completed a further complementary acquisition.

**OUTLOOK**

Trading in Vectra remains stable, Sira is performing strongly and I am encouraged by the further acquisitions made in 2006. I believe the Group is well placed to create and seize new opportunities in the year ahead.

Lord Kalms of Edgware  
Chairman

28 April 2006

## **CHIEF EXECUTIVE'S STATEMENT**

I am pleased to report that 2005 saw the Group expand both its operating and investment activities.

In pursuit of the strategy set out when Volvere was admitted to AIM, we increased our stake in NMT Group PLC ('NMT'), a company that we considered to have a poor financial performance and where an activist investor such as Volvere could bring about a change of management and enhance value for shareholders. As a result, over the period and continuing we increased our stake in NMT and were successful in removing that company's board with the support of like-minded shareholders. At the year end we controlled 26.05% of NMT and have subsequently increased this to 29.9%.

On 29 September 2005 we acquired Sira Test and Certification ('Sira'), a business which is complementary to our existing subsidiary, Vectra. Sira's services are driven by UK and European legislation for improving safety in hazardous environments. Since the year end we have also acquired a further certification business (known as Sira Environmental) operating in the environmental market and a software development and security solutions business.

We are intending to create value through NMT, Vectra and both Sira businesses.

## **OPERATING REVIEW**

### **Vectra**

Vectra's turnover for the year ended 31 December 2005 was £9,898,000 (2004: £10,501,000), which was lower than we had anticipated due principally to a reduction in volumes in our Property consulting business. As a result we scaled back our activities in that area accordingly.

I am pleased to report that each of our core areas enjoyed a productive year. Our Nuclear business delivered a robust performance with workflows becoming more predictable in the second half of the year. Our Oil and Gas business performed well with the high oil price continuing to stimulate investment in the oil sector. The Transportation business, which serves principally United Kingdom and Dutch clients, performed well. Our expectation is that each of these businesses will perform strongly in 2006 and we are recruiting further consulting staff to support growth.

### **Sira Test and Certification**

During the year we entered the product and personnel certification market with our purchase of Sira Test and Certification ("Sira") for a consideration of £1.4m, of which £1.1m was payable in cash and £0.3m in shares. Sira operates in the highly regulated potentially explosive atmosphere market, certifying products for use in such environments, the manufacturing processes therein and the personnel operating them. We believe this business is capable of growth and we have opened a second office in the United Kingdom as part of our strategy to achieve that. I am pleased to report that Sira's turnover for the 3 months post acquisition was £658,000 and its operating profit before Group management and other service charges (which are provided by Vectra) and goodwill amortisation was £107,000. This represents a significant contribution to the Group and current trading suggests that this level of profitability will be broadly sustained.

We have, since the year end, added to our certification activities through the acquisition of Sira Environmental, which provides monitoring and conformity assessment solutions to the water quality and emissions monitoring markets in respect of both people and products. I am confident that our certification activities generally will enhance further our financial performance significantly. As part of the Sira Environmental acquisition we acquired a software development and security solutions business, Meerkat, which is developing video management software for use by the security services.

## **EMPLOYEES**

The level of professionalism, motivation and dedication of our staff continues to be our strength in all our businesses. We remain committed to developing an environment where individuals are challenged and rewarded for their success.

**CHIEF EXECUTIVE'S STATEMENT**

**ACQUISITIONS AND FUTURE STRATEGY**

The investment in NMT is significant and we are focused on ensuring that this investment results in value for shareholders. Our acquisitions of Sira and Sira Environmental are an excellent platform for expanding our certification and similar activities and we are seeking complementary acquisitions to them. Vectra is beginning to show early signs of growth and is operating in relatively robust market sectors. Accordingly, I am encouraged by the outlook for the Group.

Jonathan Lander  
Chief Executive

28 April 2006



## **FINANCIAL REVIEW**

This Financial Review covers the Group's performance during the year ended 31 December 2005. It should be read in conjunction with the Chairman's and Chief Executive's statements.

### **ACCOUNTING POLICIES AND BASIS OF PREPARATION**

The financial statements have been prepared in accordance with UK Generally Accepted Accounting Standards and the Group's principal accounting policies, which are set out in note 1 of the Notes to the Financial Statements below. The Group has applied robust and transparent accounting policies throughout the year. The Group carries out regular reviews of its accounting policies in accordance with the requirement of Financial Reporting Standard ("FRS") 18 "Accounting Policies".

### **TURNOVER AND OPERATING PERFORMANCE**

Turnover in the year was £10,626,000 (2004: £10,501,000) of which £658,000 arose from the acquisition of Sira Test and Certification ("Sira") in September 2005.

The Group's operating loss of £159,000 was significantly lower than 2004 (loss £301,000) reflecting the contribution from Sira and lower central overheads coupled with management fees charged to the Group's associated undertaking for the provision of management services. The improved operating performance was offset partially by a reduced amount of negative goodwill realised relating to the Vectra acquisition of £24,000 (2004: £60,000) and after amortisation of goodwill relating to the Sira acquisition of £16,000 (2004: nil).

The Group's loss before tax for the year was £63,000 (2004: loss £211,000). The increased shareholding in NMT Group PLC ("NMT") and the appointment of three Volvere directors to its board has resulted in that company becoming an associated undertaking with effect from 14 September 2005 and the Group's share of its operating loss, interest, exceptional items and tax for the period since that date are shown on the face of the Group's Profit and Loss Account. The fair value of the Group's share of the underlying net assets acquired in NMT was less than the cost of the investment and this has resulted in £135,000 of negative goodwill relating to this investment being realised on consolidation in the year (2004: nil).

The gross margin for the Group as a whole was slightly improved at 46% for the year (2004: 45%), reflecting the contribution of Sira and the provision of management services to NMT. Margins in Vectra remained broadly constant between the first half and second half of the year and were 1% lower than 2004 as a whole.

Vectra's operating loss before group management charges was £48,000 (2004: £43,000), stated after restructuring costs of £58,000 (2004: £98,000). Vectra's turnover was £9,898,000 (2004: £10,501,000) reflecting reduced activity in the property consulting business. Overhead costs were reduced overall and the effect of the reduced volumes was neutralised.

The performance of Sira has been encouraging since the acquisition. In the three month period since the acquisition the business generated a profit before tax, goodwill and group management and other service charges (from Vectra) of £107,000.

### **LOSS PER SHARE**

The basic and diluted loss per share was 1.64p (2004: 5.82p). During the year the Group continued the operation of a share option scheme in which all staff are entitled to participate, subject to certain conditions.

### **NEGATIVE GOODWILL**

Negative goodwill arising on the acquisition of Vectra has been capitalised as an intangible asset and credited to the profit and loss account during the period in so far as the assets acquired have been consumed or realised as cash. In the year an amount of £24,000 (2004: £60,000) was credited to the profit and loss account. Negative goodwill arising on the consolidation of the Group's associated undertaking, NMT Group PLC, has been credited to the profit and loss account (£135,000; 2004: nil).

### **POSITIVE GOODWILL**

Positive goodwill arising on the acquisition of Sira has been capitalised as an intangible asset during the period. In the period an amount of £1,301,000 was capitalised. This is being amortised over 20 years, with a charge in the first period following acquisition of £16,000.

## **FINANCIAL REVIEW**

### **CASH MANAGEMENT**

During the year the Group refinanced its holding in NMT by entering into a Contract for Difference ("CFD"). The proceeds received from entering into the CFD, less the cash placed on deposit as security for the CFD provider, has been treated as debt. The overall debt position relating to this at the year end was £578,000. Cash balances at the year end totalled £1,144,000 (2004: £3,003,000) reflecting the investments made in NMT and the acquisition of Sira.

### **HEDGING**

It is not the Group's policy to enter into derivative instruments to hedge interest rate risk.

### **DIVIDENDS**

In accordance with the policy set out in our prospectus on our admission to AIM, the Board does not currently intend to recommend payment of a dividend and prefers to retain profits as they arise for investment in future opportunities.

Nick Lander

Chief Operating & Financial Officer

28 April 2006

## **DIRECTORS' REPORT**

The directors present their annual report and the audited financial statements for the year ended 31 December 2005.

### **ACTIVITIES**

The Company is a holding company that identifies and invests in undervalued and distressed businesses and provides management services to those businesses. During the year the Company invested a total of £1.3m in NMT Group PLC and acquired the business and assets of Sira Test and Certification Limited for £1.46m in September 2005. Sira Test and Certification provides certification and other services in respect of products, processes and people associated with hazardous environments. Vectra Group Limited, which was owned throughout the year, provides safety, risk and other consulting and field services to clients in, and regulators of, regulated industries.

### **BUSINESS REVIEW**

A detailed review of the Group's performance is included in the Chairman's and Chief Executive's Statements.

### **RESULTS AND DIVIDENDS**

Details of the results for the year are shown in the profit and loss account and related notes.

The directors do not recommend the payment of a dividend.

### **SUPPLIER PAYMENT POLICY**

The Group does not follow any specified code or standard on payment practice. However, it is the Group's policy to negotiate terms with its suppliers and to ensure that they are aware of the terms of payment when business is agreed. It is the Group's policy to make prompt payment to those suppliers meeting their obligations. The Group period end trade creditors represented approximately 78 days (Company 145 days).

### **DIRECTORS**

The directors who served during the year are as follows:

Lord Kalms of Edgware  
Jonathan Lander  
Nick Lander  
Richard Kalms  
Neil Ashley  
David Buchler

The directors' interests in the shares of the company are as detailed below:

	<b>Number of Ordinary Shares 2005</b>	<b>Number of A Shares 2005</b>	<b>Number of B Shares 2005</b>	<b>Number of Ordinary Shares 2004</b>	<b>Number of A Shares 2004</b>	<b>Number of B Shares 2004</b>
Lord Kalms of Edgware	250,000	2,630	2,630	250,000	2,630	2,630
Neil Ashley	250,000	2,630	2,630	250,000	2,630	2,630
David Buchler	28,985	-	-	28,985	-	-
Richard Kalms	250,000	5,265	5,265	250,000	5,265	5,265
Jonathan Lander	100,000	14,500	14,500	100,000	14,500	14,500
Nick Lander	25,000	7,315	7,315	25,000	7,315	7,315

**DIRECTORS' REPORT**

Dawnay, Day Lander Limited, a company of which Jonathan Lander, Nick Lander and Richard Kalms are directors, held 250,000 Ordinary shares which are not included in the above. Jonathan Lander owns 42.6% of Dawnay, Day Lander Limited on a fully diluted basis. Neil Ashley is a Trustee of the Ashley Grandchildren's 2003 Settlement, whose holding is not included above and which is registered in the name of Chiltern Trust Company Limited, whose holding is detailed in the Substantial Shareholdings section below.

No directors exercised options during the year.

**SUBSTANTIAL SHAREHOLDINGS**

As at 21 April 2006 the company had been notified of the following interests in 3 per cent or more of its issued share capital (excluding directors):

Shareholder	Number of Ordinary Share	% of Enlarged Issued Ordinary Share Capital	Number of A Shares	% of Issued A Shares	Number of B Shares	% of Issued B Shares
Friedman, Billings Ramsey International Limited	500,000	13.2	5,165	10.3	5,165	10.3
Pershing Keen Nominees Limited	489,475	12.9	Nil	Nil	Nil	Nil
State Street Nominees Limited	282,000	7.4	Nil	Nil	Nil	Nil
Dawnay, Day Lander Limited	250,000	6.6	Nil	Nil	Nil	Nil
Chiltern Trust Company Limited	250,000	6.6	1,250	2.5	1,250	2.5
Chase Nominees Limited	217,020	5.7	Nil	Nil	Nil	Nil
Nutraco Nominees Limited	180,000	4.7	Nil	Nil	Nil	Nil
Sira Environmental Certification Limited	148,148	3.9	Nil	Nil	Nil	Nil
Dawnay, Day International Limited	10,525	0.3	10,525	21.1	10,525	21.1

**CORPORATE GOVERNANCE**

The Board gives careful consideration to the principles of corporate governance as set out in the Combined Code of Corporate Governance issued by the London Stock Exchange in July 2003 (the "Revised Combined Code"). However, the Company is small and it is the opinion of the Directors that not all the provisions of the Revised Combined Code are relevant or desirable for a Company of Volvere's size.

The Company has established an Audit Committee and a Remuneration Committee, with formal terms of reference, which comprise of the non-executive directors. The Board meets regularly and has ultimate responsibility for the management of the Company.

**DONATIONS**

There were no charitable donations made in the year (2004: nil).

**POST BALANCE SHEET EVENT**

On 29 March 2006 the Group acquired the business and certain assets of Sira Environmental Certification Limited ('Sira Environmental'), as well as some of the business and assets of Sira Technology Limited (the 'Meerkat' business). The consideration payable for the business and assets of Sira Environmental and Meerkat was £30,000 in cash. The fair value of the net assets acquired is estimated £80,000. As part of this transaction, the Group acquired the remaining one third share in Sira Certification Service.

**Volvere plc**

**DIRECTORS' REPORT**

**AUDITORS**

Deloitte & Touche LLP have expressed their willingness to continue in office as auditors and a resolution to appoint them will be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors on 28 April 2006  
and signed on behalf of the Board

Nick Lander  
Company Secretary

## **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

United Kingdom 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 the group as at the end of the financial year and of the profit or loss of the group for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed; and
- 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 enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for the system of internal control, for safeguarding the assets of the company, and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

## **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF VOLVERE PLC**

We have audited the financial statements of Volvere plc for the year ended 31 December 2005 which comprise the consolidated profit and loss account, the balance sheets, the consolidated cash flow statement and the related notes 1 to 25. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, 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 members 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 members 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 United Kingdom law and accounting standards. Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

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 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 other transactions is not disclosed.

We read the directors' report and the other information contained in the annual report for the above year as described in the contents section and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements.

### **BASIS OF AUDIT OPINION**

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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, in accordance with United Kingdom Generally Accepted Practice, of the state of the group's and the individual company's affairs as at 31 December 2005 and of the group's loss for the year ended; and
- the financial statements have been properly prepared in accordance with the Companies Act 1985.

**Deloitte & Touche LLP**  
**Chartered Accountants and Registered Auditors**  
**Reading**

28 April 2006

**CONSOLIDATED PROFIT AND LOSS ACCOUNT**  
**Year ended 31 December 2005**

	Note	Continuing operations			
		Existing £000	Acquisitions £000	Total Year ended 31 December 2005 £000	Year ended 31 December 2004 £000
<b>TURNOVER</b>	2	9,968	658	10,626	10,501
Cost of sales		(5,524)	(267)	(5,791)	(5,787)
<b>GROSS PROFIT</b>		4,444	391	4,835	4,714
Administrative expenses					
– before goodwill		(4,694)	(308)	(5,002)	(5,075)
– realisation of negative goodwill		24	-	24	60
– amortisation of positive goodwill		-	(16)	(16)	-
		(4,670)	(324)	(4,994)	(5,015)
<b>OPERATING (LOSS)/PROFIT</b>		(226)	67	(159)	(301)
Share of operating loss in associate				(89)	-
Negative goodwill arising in respect of associate				135	-
Finance income - interest receivable					
– Group				59	90
– share of associate				21	-
Cost of fundamental reorganisation – share of associate	5			(30)	-
<b>LOSS ON ORDINARY ACTIVITIES BEFORE TAX</b>	2			(63)	(211)
Tax on loss on ordinary activities	6			3	-
<b>LOSS ON ORDINARY ACTIVITIES AFTER TAX, BEING LOSS FOR THE YEAR TRANSFERRED FROM RESERVES</b>	17			(60)	(211)
<b>LOSS PER ORDINARY SHARE :</b>					
- Basic	8			(1.64p)	(5.82p)
- Diluted	8			(1.64p)	(5.82p)

All results are derived from continuing operations.

There are no recognised gains or losses other than the result for the current and preceding financial years. Accordingly, no statement of total recognised gains and losses is given.



**Volvere plc**

**BALANCE SHEETS**  
**31 December 2005**

	Note	2005		2004	
		Group £000	Company £000	Group £000	Company £000
<b>FIXED ASSETS</b>					
Intangible fixed assets - positive goodwill	9	1,285	-	-	-
- negative goodwill	9	(66)	-	(90)	-
Tangible fixed assets	10	218	-	153	-
Investments	11,12,13	1,535	3,619	192	2,316
		<u>2,972</u>	<u>3,619</u>	<u>255</u>	<u>2,316</u>
<b>CURRENT ASSETS</b>					
Debtors	14	3,663	1,997	2,790	78
Cash at bank and in hand		1,144	389	3,003	1,964
		<u>4,807</u>	<u>2,386</u>	<u>5,793</u>	<u>2,042</u>
<b>CREDITORS: amounts falling due within one year</b>	15	<u>(3,688)</u>	<u>(848)</u>	<u>(2,208)</u>	<u>(225)</u>
<b>NET CURRENT ASSETS</b>		<u>1,119</u>	<u>1,538</u>	<u>3,585</u>	<u>1,817</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>4,091</u>	<u>5,157</u>	<u>3,840</u>	<u>4,133</u>
<b>CAPITAL AND RESERVES</b>					
Called up share capital	16	50	50	50	50
Share premium account	17	361	361	50	50
Profit and loss account	17	3,680	4,746	3,740	4,033
<b>EQUITY SHAREHOLDERS' FUNDS</b>	18	<u>4,091</u>	<u>5,157</u>	<u>3,840</u>	<u>4,133</u>

These financial statements were approved by the Board of Directors on 28 April 2006.

Signed on behalf of the Board of Directors

Jonathan Lander  
Director

Nick Lander  
Director