

Company Number: 2794881

GREEN VALET LIMITED

Financial Statements

for the year ended 28th February 2001



GREEN VALET LIMITED

Company Information

Company No: 2794881

Chairman

Michael O Feilden

Registered Office

3rd Floor
Royal Victoria House
51-55 The Pantiles
Tunbridge Wells, Kent
TN2 5TD

Directors

Robin A Pegna
Malcolm J Bradshaw
Michael O Feilden
Simon R Banks
Jonathan F Layton

Secretary

Malcolm J Bradshaw

Auditors

Brebner Allen & Trapp
Royal Victoria House
51-55 The Pantiles
Tunbridge Wells
Kent
TN2 5TD

Bankers

Lloyds TSB
95 - 97 Regent Street
Gonville Place
Cambridge
CB2 1BQ

Page No.

1 and 2	Directors' Report
3	Auditors' Report
4	Profit and Loss Account
5	Balance Sheet
6 to 14	Notes to the Financial Statements

The directors submit their report together with the audited financial statements for the year ended 28th February 2001.

Directors' Statement

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 loss for that year. 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;

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 the financial statements comply with the Companies Act 1985. {director: gender} 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.

Results and Dividends

The loss on the ordinary activities of the company before taxation amounted to £143,256. After deducting taxation, the deficit of £143,256 has been transferred from reserves.

The directors do not recommend a dividend.

Principal Activity and Business Review

The principal activity of the company continued to be that of the development, production and sale of automated vending machines in the commercial cleaning market, together with ongoing servicing and product supply.

The directors are disappointed with the results for the year but are still confident that the financial situation of the company will improve.

Financing

On 12th December 2000 the Company created 4,000,000 Ordinary 'B' shares of 2.5p each which rank pari passu in all respects with the existing shares.

On 5th February 2001 66,400 Ordinary shares of 25p each and on 12th February 2001 834,350 Ordinary 'A' shares of 10p each and 4,000,000 Ordinary 'B' shares of 2.5p each were issued at par to raise funds for working capital requirements.

GREEN VALET LIMITED**Directors' Report****for the year ended 28th February 2001****Directors and their Interests**

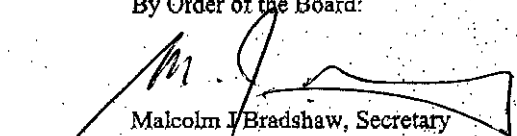
The directors who served during the year and their beneficial interests in the share capital of the company were as follows:

	Ordinary	Ordinary	Ordinary	Ordinary
	2001	'A'	'B'	2000
	No.	No.	No.	No.
Robin A Pegna	184,998	-	-	184,998
Malcolm J Bradshaw	429,006	-	40,000	429,006
Michael O Feilden	140,002	-	200,000	140,002
Simon R Banks (resigned 13.12.00)	-	-	-	20,001
Jonathan F Layton (appointed 1.2.01)	-	50,000	400,000	-

Auditors

The Auditors, Brebner Allen & Trapp Chartered Accountants, have indicated that they are willing to be reappointed at the forthcoming Annual General Meeting.

By Order of the Board:



Malcolm J Bradshaw, Secretary

June 17 2002

Auditors' Report to the Shareholders

on the Financial Statements for the year ended 28th February 2001

We have audited the financial statements on pages 4 to 14, which have been prepared under the historical cost convention and the accounting policies set out on page 6.

Respective responsibilities of the directors and auditors

As described on page 1 the company's directors are responsible for the preparation of the financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

Basis of Opinion

We conducted our audit in accordance with 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 information and explanations which we consider 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, 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 at 28th February 2001 and of its loss for the year there ended and have been properly prepared in accordance with the Companies Act 1985.



Brebner Allen & Trapp
Chartered Accountants
and Registered Auditors

Royal Victoria House,
51-55 The Pantiles,
Tunbridge Wells,
Kent. TN2 5TD.

20th June 2002

GREEN VALET LIMITED**Profit and Loss Account****for the year ended 28th February 2001**

	Notes	2001 £	2000 £
Turnover	2	439,935	362,651
Cost of sales		(308,417)	(144,528)
Gross profit		131,518	218,123
Administrative expenses		(265,100)	(268,027)
Operating loss	3	(133,582)	(49,904)
Interest receivable	4	2	1
Interest payable	5	(9,676)	(9,100)
Loss on ordinary activities before Taxation		(143,256)	(59,003)
Retained loss brought forward		(1,123,700)	(1,064,697)
Retained loss carried forward		<u>(1,266,956)</u>	<u>(1,123,700)</u>

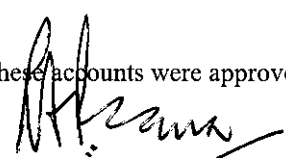
All amounts relate to continuing activities.

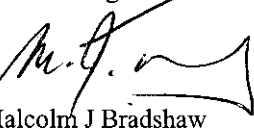
There have been no recognised gains or losses, other than the results for the financial year, and all profits or losses have been accounted for on an historical cost basis.

GREEN VALET LIMITED**Balance Sheet****as at 28th February 2001**

	Notes	2001 £	2001 £	2000 £	2000 £
Fixed Assets					
Intangible fixed assets	9		30,000		40,000
Tangible fixed assets	10		12,417		23,911
Investments	11		400		400
			<u>42,817</u>		<u>64,311</u>
Current Assets					
Stock	12	27,613		36,958	
Debtors	13	209,759		102,138	
Cash at bank and in-hand		29		7,611	
		<u>237,401</u>		<u>146,707</u>	
Creditors:					
Amounts falling due within one year	14	(196,688)		(176,895)	
Net Current Assets/(Liabilities)			<u>40,713</u>		<u>(30,188)</u>
Total Assets Less Current Liabilities			<u>83,530</u>		<u>34,123</u>
Creditors:					
Amounts falling due after more than one year	15		(35,198)		(42,570)
			<u>48,332</u>		<u>(8,447)</u>
Capital and Reserves					
Share capital	18		1,315,288		1,115,253
Profit and loss account	21		(1,266,956)		(1,123,700)
			<u>48,332</u>		<u>(8,447)</u>

These accounts were approved by the board on . *June 17 2002*


Robin A Pegna


Malcolm J Bradshaw

Directors

1 Principal Accounting Policies***Accounting Convention***

The Financial Statements have been prepared under the historical cost convention.

Turnover

Turnover is the total amount receivable by the company for goods supplied and services provided, excluding VAT and trade discounts.

Depreciation

Depreciation is calculated to write down the cost, less estimated residual value, of all tangible fixed assets over their expected useful lives. The rates generally applicable are:

Fixtures, fittings and equipment	25% straight line
Plant and machinery	25% straight line
Motor vehicles	25/30% straight line

Investments

Investments are included at cost/cost less amounts written off. Profits or losses arising from disposals of fixed asset investments are treated as part of the result from ordinary activities.

Intangible Fixed Assets

Intangible fixed asset is to be amortised on a straight-line basis over its estimated useful economic life of five years from 1st March 1999.

Stocks

Stocks are stated at the lower of cost and net realisable value. Cost is computed on a first in first out basis. The cost of work in progress and finished goods includes all production overheads and depreciation and the attributable proportion of indirect overheads based on the normal level of activity. Net realisable value is based on estimated selling price less the estimated cost of disposal.

Deferred Taxation

Deferred tax is provided for under the liability method using the tax rates estimated to arise when the timing differences reverse and is accounted for to the extent that it is probable that a liability or asset will crystallise. Unprovided deferred tax is disclosed as a contingent liability.

Debit balances arising in respect of advanced corporation tax on dividends payable or proposed are carried forward to the extent that they are expected to be recoverable.

Contribution to Pension Funds

The pension costs charged against profits represent the amount of the contributions payable to the scheme in respect of the accounting period.

Leased Assets

Assets held under finance leases and hire purchase contracts are capitalised in the Balance Sheet and depreciated over their expected useful lives. The interest element of leasing payments represents a constant proportion of the capital balance outstanding and is charged to the Profit and Loss Account over the period of the lease.

All other leases are regarded as operating leases and the payments made under them are charged to the Profit and Loss Account on a straight-line basis over the lease term.

2 Turnover

The turnover and operating loss for the year was derived from the company's principal activity and was carried out wholly in the UK.

3 Operating Loss

The operating loss is stated after charging or crediting:

	2001	2000
	£	£
Amounts payable to the auditors in respect of audit services	2,800	5,200
Depreciation - owned assets	10,874	1,111
Depreciation - assets held under hire purchase or finance lease contracts	2,297	11,552
Amortisation of intangible assets	10,000	10,000
	<u>10,000</u>	<u>10,000</u>

4 Interest Receivable

	2001	2000
	£	£
Deposit interest receivable	2	1
	<u>2</u>	<u>1</u>

5 Interest Payable

	2001	2000
	£	£
Bank loans and overdrafts	8,124	7,653
Hire purchase & finance lease interest	1,552	1,447
	<u>9,676</u>	<u>9,100</u>

GREEN VALET LIMITED**Notes to the Financial Statements****for the year ended 28th February 2001****6 Directors and Employees**

Staff costs during the year were as follows:

	2001	2000
	£	£
Wages and salaries	140,742	124,817
Social security costs	12,743	10,771
Pension and life assurances	1,805	1,803
	<u>155,290</u>	<u>137,391</u>

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

	2001	2000
	Number	Number
Administration	<u>9</u>	<u>9</u>

Remuneration in respect of directors was as follows:

	2001	2000
	£	£
Aggregate amount of emoluments paid in respect of qualifying services	68,065	65,205
Aggregate value of company contributions to money purchase pension schemes	570	570
	<u>68,635</u>	<u>65,775</u>

Other directors disclosures in respect of qualifying services:

	2001	2000
	Number	Number
The number of directors to whom retirement benefits are accruing under money purchase pension schemes	<u>1</u>	<u>1</u>

7 Taxation

There is no charge or liability to taxation due to the results for the year and past taxation losses.

8 Pensions - Defined Contribution Scheme

The company operates a defined contribution pension scheme for the benefit of the directors. The assets of the scheme are administered by trustees in a fund independent from those of the company.

9 Intangible Fixed Assets

	Intellectual Property Rights £
Cost	
At 29th February 2000	50,000
At 28th February 2001	<u>50,000</u>
Amortisation	
At 29th February 2000	10,000
Provided during the year	10,000
At 28th February 2001	<u>20,000</u>
Net Book Value	
At 28th February 2001	<u>30,000</u>
At 28th February 2000	<u>40,000</u>

GREEN VALET LIMITED

Notes to the Financial Statements

for the year ended 28th February 2001

10 Tangible Fixed Assets

	Fixtures, fittings & equipt £	Plant and machinery £	Motor vehicles £	Total £
Cost				
At 29th February 2000	11,628	10,103	44,460	66,191
Additions	1,177	-	500	1,677
At 28th February 2001	12,805	10,103	44,960	67,868
Depreciation				
At 29th February 2000	7,977	10,103	24,200	42,280
Charged for the year	1,688	-	11,483	13,171
At 28th February 2001	9,665	10,103	35,683	55,451
Net Book Value				
Owned assets	3,140	-	5,470	8,610
Leased assets	-	-	3,807	3,807
At 28th February 2001	3,140	-	9,277	12,417
Owned assets	3,651	-	-	3,651
Leased assets	-	-	20,260	20,260
At 28th February 2000	3,651	-	20,260	23,911

11 Fixed Asset Investments

	Shares in Associated Undertaking £
Cost	
At 29th February 2000	400
At 28th February 2001	400
Net Book Value	
At 28th February 2001	400
At 29th February 2000	400

The investment is in G V Rentals Limited, a company registered in England and Wales. Green Valet Limited holds 40% of the issued ordinary share capital of G V Rentals Limited. The principal activity of G V Rentals Limited is that of renting industrial machinery. For the year ended 31st October 2000 G V Rentals Limited sustained a loss of £31,641 and at 31st October 2000 its net assets were £181,425.

GREEN VALET LIMITED

Notes to the Financial Statements

for the year ended 28th February 2001

12	Stocks	2001	2000
		£	£
	Finished goods	27,613	36,958

13	Debtors	2001	2000
		£	£
	Trade debtors	122,943	72,125
	Prepayments and accrued income	12,720	30,013
	Called up share capital not paid	74,096	-
		209,759	102,138

Trade debtors includes £70292 (2000 : £24947) due from G V Rentals Limited.

14	Creditors: Amounts falling due within one year	2001	2000
		£	£
	Bank loans and overdrafts	52,426	27,596
	Net obligations under hire purchase and finance lease contracts	2,373	6,786
	Trade creditors	39,475	40,521
	Amounts owed to related undertaking	83,510	30,326
	Other taxes and social security	9,291	34,693
	Other creditors	1,780	21,898
	Accruals and deferred income	7,833	15,075
		196,688	176,895

Obligations under hire purchase and finance lease contracts are secured on the assets concerned.

The bank loans and overdraft are secured by a mortgage debenture dated 31st March 1995 over the business assets of the company.

15	Creditors: Amounts falling due after one year	2001	2000
		£	£
	Bank loans	35,000	40,000
	Net obligations under hire purchase and finance lease contracts	198	2,570
		35,198	42,570

The bank loans are secured by a mortgage debenture dated 31st March 1995 over the business assets of the company.

Obligations under hire purchase and finance lease contracts are secured on the assets concerned.

GREEN VALET LIMITED

Notes to the Financial Statements

for the year ended 28th February 2001

16	Obligations Under Hire Purchase & Finance Leases	2001	2000
		£	£
	Obligations under finance leases and hire purchase contracts are analysed as follows:		
	Within one year	2,373	6,786
	Between one and two years	198	2,372
	Between two and five years	-	198
		<u>2,571</u>	<u>9,356</u>

17 Deferred Taxation

Deferred taxation provided and unprovided for in the financial statements is set out below. The amount unprovided represents a contingent liability at the Balance Sheet date and is calculated using a tax rate of 20 %.

	Amount Provided		Amount Unprovided	
	2001	2000	2001	2000
	£	£	£	£
Accelerated capital allowances	-	-	(5,412)	(5,745)
	<u>-</u>	<u>-</u>	<u>(5,412)</u>	<u>(5,745)</u>

18 Share Capital

Authorised	2001	2000
	£	£
10,520,000 Ordinary shares of 25p each (2000: 10,520,000)	2,630,000	2,630,000
5,000,000 Ordinary 'A' shares of 10p each (2000: 5,000,000)	500,000	500,000
4,000,000 Ordinary 'B' shares of 2.5p each (2000: Nil)	100,000	-
	<u>3,230,000</u>	<u>3,130,000</u>
Allotted and partly paid	2001	2000
	£	£
4527412 Ordinary shares of 25p each (2000: 4,461,012)	1,131,853	1,115,253
834,350 Ordinary 'A' shares of 10p each (2000: Nil)	83,435	-
4,000,000 Ordinary 'B' shares of 2.5p each (2000: Nil)	100,000	-
	<u>1,315,288</u>	<u>1,115,253</u>

The ordinary 'A' shares of 10p each and the ordinary 'B' shares of 2.5p each rank pari passu in all respects with the existing shares.

GREEN VALET LIMITED**Notes to the Financial Statements****for the year ended 28th February 2001****Movements during the year**

	Ordinary shares of 25p each	Ordinary 'A' shares of 10p each	Ordinary 'B' shares of 2.5p each	Total
At 29th February 2000	1,115,253	-	-	1,115,253
Issues during the year	16,600	83,435	100,000	200,035
At 28th February 2001	<u>1,131,853</u>	<u>83,435</u>	<u>100,000</u>	<u>1,315,288</u>

On 12th December 2000 the Company created 4,000,000 ordinary 'B' shares of 2.5p each.

On 5th February 2001 66,400 Ordinary shares of 25p each and on 12th February 2001 834,350 Ordinary 'A' shares of 10p each and 4,000,000 Ordinary 'B' shares of 2.5p each were issued at par to raise funds for working capital requirements.

19 Going Concern

The financial statements have been prepared on the going concern basis which is dependent upon the continued support of the bank and in addition the shareholders are to be invited to subscribe for new 2.5p ordinary shares at par and shareholders have already agreed to convert loans and share holdings in G V Rentals Limited, which is 40% owned by this company, into shares in Green Valet Limited.

20 Related Party Transactions

During the year the company sold goods for £64500 (2000 : £209,152) to G V Rentals Limited, a company which has mutual directors and is 40% owned by the company. At the balance sheet date £70,292 was owed by G V Rentals Limited.

Creditors includes £83,510 due to G V Rentals Limited.

During the year the company paid for secretarial services amounting to £Nil (2000 : £5,751) to New Chapter Management, a business managed by R A Pegna, a director and shareholder of Green Valet Limited. At the balance sheet date £Nil was owed to New Chapter Management.

Creditors includes £1475 and £305 due to the directors, M J Bradshaw and R A Pegna respectively.

Control

No one person has control of the company.

21 Reserves

	Profit and Loss Account £
At 29th February 2000	(1,123,700)
Deficit for the year	<u>(143,256)</u>
At 28th February 2001	<u>(1,266,956)</u>

GREEN VALET LIMITED**Notes to the Financial Statements****for the year ended 28th February 2001**

22	Reconciliation of the Movement in Shareholders' Funds	2001	2000
		£	£
	Loss for the financial year	(143,256)	(59,003)
	New share capital subscribed	200,035	130,000
	Purchase of own shares	-	(165,000)
		<hr/>	<hr/>
	Increase / (decrease) in shareholders's fund	56,779	(94,003)
	Opening shareholders's fund	(8,447)	85,556
		<hr/>	<hr/>
	Closing shareholders' fund	<u>48,332</u>	<u>(8,447)</u>