SV 2006

SANTE VERTE LIMITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2006

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MAGEE GAMMON

Chartered Accountants 19 North Street Ashford Kent TN24 8LF

REPORT OF THE DIRECTORS

FOR THE YEAR ENDED 31ST DECEMBER 2006

The Directors present their report together with the audited Financial Statements for the year ended 31st December 2006.

PRINCIPAL ACTIVITY

The principal activity of the Company during the year was that of supply of alternative natural health and beauty products.

REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS

The Company relocated in 2004 to acquire more space, moving from being a tenant in a 450 square metre rented property to a 2,100 square metre wholly owned building. The year has been one of consolidation with the high margin Sante-Verte range for the dietary supplement division and expansion of the pharmacy market.

In 2006 there has been an investment in the sales force and the sales team now comprises eight exclusive representatives. Thus the Directors are satisfied with the financial position of the Company and are able to look to the future with optimism.

DIRECTORS AND THEIR INTERESTS

The Directors and their interests in the shares of the Company were:-

Ordin	ary Shares of £1 each 31st December 2006	Ordinary Shares of £1 each 31st December 2005
Class of Share M Estienne (appointed 3 July 2007)	<u>'A'</u>	<u>'A'</u>
J Theron(appointed 17 May 2006 and resigned 3 July 2	2007) —	
V Hassett (resigned 19 May 2006)	,	<u></u>
C Nowak (resigned 24 April 2006)	*****	
		ANA

Mrs Hassett has a beneficial interest in the issued share of the company by virtue of her holding of 99.3% of the issued share capital in Natural Distribution (Holdings) Ltd, the ultimate parent company.

DIVIDENDS

No dividends were paid or proposed during the financial year. The Directors do not recommend the payment of any dividends in respect of the year.

POST BALANCE SHEET EVENTS

There have been no events occurring since the end of the year which have materially altered the Company's position as represented within these Financial Statements.

REPORT OF THE DIRECTORS (Continued)

FOR THE YEAR ENDED 31ST DECEMBER 2006

DIRECTORS' RESPONSIBILITIES

The Directors are responsible for preparing the Annual 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).

The Financial Statements are required by law to 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 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;
- follow applicable accounting standards subject to any material departures disclosed and explained in the financial statements.

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 that the Financial Statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the Company and hence for taking any reasonable steps for the prevention and detection of fraud and other irregularities.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the Directors are aware, there is no relevant audit information (as defined by Section 234ZA of the Companies Act 1985) of which the Company's Auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director to make himself or herself aware of any relevant audit information and to establish that the Company's Auditors are aware of that information.

AUDITORS

During the year Magee Gammon Corporate Limited were appointed as auditors of the Company. Magee Gammon Corporate Limited have indicated their willingness to remain in office and, accordingly, a resolution for their reappointment will be proposed at the Annual General Meeting.

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

registered Office,	
Unit E	BY ORDER OF THE BOARD
Foster Road	
Ashford	
Kent	
TN24 0SH	M Estienne – Director
04 July 0007	

24 July 2007

Registered Office:

INDEPENDENT AUDITORS REPORT

TO THE MEMBERS OF

SANTE VERTE LIMITED

We have audited the Financial Statements of Sante Verte Limited for the year ended 31st December 2006 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. These Financial Statements have been prepared under the historical cost convention and the accounting policies set out therein. The Financial Statements of Sante Verte Limited for the year ended 31st December 2005 were unaudited.

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 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 Auditors

As described in the Statement of Directors Responsibilities the Directors of the Company are responsible for the preparation of the Financial Statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Our responsibility is to audit the Financial Statements in accordance with relevant 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 to you 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 transactions with the Company is not disclosed.

We read the Directors Report and consider the implications for our report if we become aware of any apparent misstatements within it.

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 Accounting Practice, of the state of the affairs of the Company as at 31st December 2006 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

In our opinion the information given in the Report of the Directors is consistent with the Financial Statements,

19 North Street Ashford Kent TN24 8LF

24 July 2007

MAGEE GAMMON CORPORATE LIMITED

Mar E LA B

Chartered Accountants Registered Auditors

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31ST DECEMBER 2006

	NOTE	2006	2005
TURNOVER		5,514,153	4,729,557
Cost of Sales		4,011,212	2,977,101
GROSS PROFIT		1,502,941	1,752,456
Administrative Expenses		1,486,008	1,707,174
Other Operating Income		56,100	-
OPERATING PROFIT	2	73,033	45,282
Interest Payable and Similar Charges	3	50,967	24,306
Interest Receivable and Similar Income	4	_	270
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		22,066	21,246
Tax on Profit on Ordinary Activities	6	5,739	6,257
RETAINED PROFIT FOR THE FINANCI.	AL YEAR	£16,327	£14,989
STATEMENT OF RETAINED EARNINGS	<u>s</u>		
Profit and Loss Account at start of Year		32,200	17,211
Retained Profit for the Financial Year		16,327	14,989
Profit and Loss Account at end of Year		£48,527	£32,200

All the above amounts are in respect of continuing activities

There are no other recognised or unrecognised gains or losses included in these Financial Statements

The accompanying notes form an integral part of these Financial Statements

BALANCE SHEET

AS AT 31ST DECEMBER 2006

	NOTE	2	2006	2	2005
FIXED ASSETS					
Tangible Assets	7		125,740		148,315
CURRENT ASSETS					
Stocks Debtors Cash at Bank and in Hand	8 9	418,124 1,008,379 25,655		272,844 730,235 21,704	
CREDITORS: Amounts falling due within one year	10	1,452,158		1,024,783	
•		1,429,328		1,034,659	
NET CURRENT ASSETS/(LIABILITIES)			22,830		(9,876)
TOTAL ASSETS LESS CURRENT LIAB	ILITIES		148,570		138,439
CREDITORS: Amounts falling due after more than one year	11		100,042		106,238
NET ASSETS			£48,528		£32,201
CAPITAL AND RESERVES Called Up Share Capital Profit and Loss Account	12		1 48,527		1 32,200
Shareholders Funds	13		£48,528	_	£32,201
				-	

These Financial Statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

Approved by the Director on 24 July 2007

M Estienne - Director

The accompanying notes form an integral part of these Financial Statements

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST DECEMBER 2006

1. ACCOUNTING POLICIES

The Company's Financial Statements have been prepared in accordance with Accounting Standards. The principal accounting policies are as follows:—

Basis of Accounting

The Financial Statements are prepared under the historical cost convention.

Turnover

Turnover is based on sales and work executed or invoiced during the period, net of Value Added Tax.

Depreciation

Depreciation is provided on all tangible fixed assets, at annual rates calculated to write off the cost, less estimated residual value, of each asset evenly over its expected useful life as follows:—

Plant and Machinery at 25% Reducing Balance Fixtures, Fittings and Office Equipment at 15–25% Reducing Balance

Deferred Taxation

Provision for Deferred Taxation is made under the liability method only to the extent that it is probable that a liability will become payable in the foreseeable future.

Stock and Work in Progress

Stock and Work in Progress are stated at the lower of cost or net realisable value. Cost includes all expenditure incurred in the normal course of business in bringing the Stock and Work in Progress to its present location and condition at the Balance Sheet date. Net realisable value comprises the estimated selling price after allowing for all further costs of disposal or completion.

Foreign Currencies

Transactions in foreign currencies are translated into sterling at average monthly rates of exchange prevailing throughout the financial year. Assets and liabilities in foreign currencies are translated into sterling at rates of exchange ruling at the Balance Sheet date. All exchange differences are dealt with in the Profit and Loss Account.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Continued)

FOR THE YEAR ENDED 31ST DECEMBER 2006

1. ACCOUNTING POLICIES (Continued)

Hire Purchase and Finance Lease Obligations

Assets financed by hire purchase or leasing agreements are included in the Balance Sheet at cost, less accumulated depreciation. The interest element on these obligations is charged to the Profit and Loss Account on a straight line basis over the life of each agreement. Operating lease rentals are charged to the Profit and Loss Account as incurred.

2. **OPERATING PROFIT**

3.

Operating Profit is stated after charging/(crediting):-	<u>2006</u> £	2005 £
Auditors Remuneration Directors Emoluments	6,000 —	_
(Profit)/Loss on Foreign Exchange	(15,148)	34,034
Operating Lease Rentals — Land and Buildings Depreciation of Tangible Fixed Assets	165,742	184,682
- owned assets	25,214	29,190
assets held under Hire Purchase Obligati	ons 13,205	17,608
Employees		
Staff costs during the year amounted to :-	2006	2005
Wages and Salaries	377,530	371,285
Social Security Costs	33,307	32,570
Pensions Costs	760	567
	£411,597	£404,422
The average number of employees during the year was as f	follows :	***************************************
	2006	2005
Directors	1	2
Staff	23	22
	24	24
INTEREST PAYABLE AND SIMILAR CHARGES		
INTEREST FATABLE AND SIMILAR CHARGES	2006	2005
Bank Loan and Overdraft Interest	47,771	21,388
Hire Purchase and Finance Lease Interest	3,196	2,918
	£50,967	£24,306
		Western Control of the Control of th

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Continued)

FOR THE YEAR ENDED 31ST DECEMBER 2006

4. INTEREST RECEIVABLE AND SIMILAR INCOME

20062005£270

5. PENSION COSTS

Bank Interest Received

The company operates a defined contribution pension scheme. The pension cost charge represents contributions payable by the company to the fund and amounted to £760 (2005: £567).

6. TAX ON PROFIT ON ORDINARY ACTIVITIES

,	2006	2005
Corporation Tax		
U K Corporation Tax for the Year at Current Rates	£5,739	£6,257

A net deferred tax liability of £7,093 (2005: £7,806) arising from timing differences in connection with capital allowances and trading losses carried forward has not been provided in these accounts.

The tax assessed for the year is lower than the standard rate of corporation tax in the UK (30%). The differences are explained below.

	<u>2006</u>	2005
Profit on Ordinary Activities before Taxation	£22,066 ======	£21,246
Taxation on Profit on Ordinary Activities at UK standard rate of 30%	6,620	6,374
Effects of: Depreciation in excess of capital allowances Expenses not deductible for tax purposes Relief due to lower rate bands	1,126 1,315 ERR	79 6,929 (7,125)
Total actual amount of tax	ERR	£6,257

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Continued)

FOR THE YEAR ENDED 31ST DECEMBER 2006

7. TANGIBLE FIXED ASSETS

	Fittings and		
	Office	Plant and	
	Equipment	Machinery	TOTAL
COST:	***************************************		
At 1st January 2006	168,375	36,957	205,332
Additions	15,844	00,007	15,844
	10,011	***************************************	15,044
At 31st December 2006	184,219	36,957	221,176
	,		
DEPRECIATION:			
At 1st January 2006	48,708	8,309	57,017
Charge for the Year	31,257	7,162	38,419
•	01,207	7,102	30,419
At 31st December 2006	79,965	15,471	95,436
	, 0,000	10,771	93,430
NET BOOK VALUE :			
The state of the s			
At 31st December 2006	£104,254	£21,486	£125,740
		~E1,7700	~120,740
At 31st December 2005	£119,667	£28,648	£148,315
	2.10,007	220,040	2170,010

Included in Fixed Assets above are assets with a book value of £39,620 (2005 : £52,825) which are being acquired under Hire Purchase Obligations. Depreciation of £13,205 (2005: £17,608) has been charged on those assets during the year.

8. STOCK

8.	STOCK		
		2006	2005
	Finished Goods	418,124	272,844
		£418,124	£272,844
9.	DEBTORS		
		2006	2005
	Trade Debtors	675,183	473,845
	Amounts due from Group Undertakings	135,534	·
	Other Loans		22,290
	Other Debtors	149,275	99,550
	Prepayments	48,387	134,550
		£1,008,379	£730,235

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Continued)

FOR THE YEAR ENDED 31ST DECEMBER 2006

10. CREDITORS: Amounts falling due within one year

,	2006	2005
Bank Loans and Overdrafts	35,892	_
Trade Creditors	443,237	373,304
Due to Group Undertakings	_	58,349
Other Loans	_	26,410
Corporation Tax	5,739	6.257
Other Taxes and Social Security Costs	73,442	45,095
Obligations under Hire Purchase	6,238	39,609
Other Creditors	823,933	438,131
Accruals	40,847	47,504
	£1,429,328	£1,034,659

The Hire Purchase obligations are secured on the assets concerned.

The Bank Loans and Overdrafts are secured by a cross guarantee between Natural Distribution (Holdings) Limited and Sante Verte Limited together with a limited personal guarantee of £220,000 provided by Mrs V Hassett and Mrs M Estienne.

Other Creditors includes an invoice discounting account which is secured by a charge over the Trade Debtors of the Company.

11. CREDITORS: Amounts falling due after more than one year

	<u>2006</u>	2005
Due to Group Undertakings Obligations under Hire Purchase	100,042	100,000 6,238
	£100,042	£106,238

Obligations under Hire Purchase are all repayable between one and five years. The Hire Purchase obligations are secured on the assets concerned.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Continued)

FOR THE YEAR ENDED 31ST DECEMBER 2006

12. CALLED UP SHARE CAPITAL

	2006	2005
Authorised: -	Name A Market Philippy County	******************************
20,000 'A' Ordinary Shares of £1 each	20,000	20,000
20,000 'B' Ordinary Shares of £1 each	20,000	20,000
20,000 'C' Ordinary Shares of £1 each	20,000	20,000
20,000 'D' Ordinary Shares of £1 each	20,000	20,000
20,000 'E' Ordinary Shares of £1 each	20,000	20,000
	£100,000	£100,000
Allotted, Issued and Fully Paid:-		The state of the s
1 'A' Ordinary Shares of £1 each	1	1
	٤1	£1

^{&#}x27;A', 'B' and 'C' shares are voting shares and 'D' and 'E' are non-voting shares but otherwise have the same rights and rank pari passu. The one share in issue was allotted and fully paid following incorporation.

13. SHAREHOLDERS FUNDS

	2006	2005	
Profit for the Financial Year (after Taxation)	16,327	14,989	
Net addition to shareholders funds Opening shareholders funds	16,327 32,201	14,989 17,212	
Closing shareholders funds	£48,528	£32,201	

14. CAPITAL COMMITMENTS

The Company had no capital commitments at the Balance Sheet date.

15. OPERATING LEASE COMMITMENTS

At 31st December 2006 the Company had annual commitments under operating leases as set out below:—

Operating leases which expire: - within one year - within two to five years	Land and			2006	2005
	Buildings	Other		Total	Total
	150,000		_	150,000	
			_	_	150,000
	£150,000			£150,000	£150,000

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Continued)

FOR THE YEAR ENDED 31ST DECEMBER 2006

16. **RELATED PARTY TRANSACTIONS**

During the year to 31st December 2006, the Company received goods and services from related parties (either by common shareholding and / or directorship) as noted below. All transactions were conducted at arms length and in the normal course of business.

Natural Distribution Limited

During the year the company paid £16,242 (2005: £10,000) on behalf of Natural Distribution Limited in respect of liabilities of this company. This company was dissolved on 14th November 2006.

The balance outstanding at the year end date, due to Natural Distribution Limited amounted to £Nil (2005: £26,410).

Wisdom of Nature Limited

The total value of goods and services supplied during the period to Wisdom of Nature Limited amounted to £62,351 (2005: £203,499).

Management charges of £56,100 were also received from Wisdom of Nature Limited during the year (2005: £Nil).

The balance outstanding at the year end date due from Wisdom of Nature Limited amounted to £135,534 (2005: £22,290).

Natural Distribution (Holdings) Limited

The total value of goods and services received during the period from Natural Distribution (Holdings) Limited amounted to £150,000 (2005: £150,080).

Management charges of £156,000 were also paid to Natural Distribution (Holdings) Limited during the year (2005: £93,080).

The balance outstanding at the year end date, due to Natural Distribution (Holdings) Limited amounted to £100,042 (2005 : £158,349).

A cross guarantee is in place between Natural Distribution (Holdings) Limited, Natural Distribution Limited and Sante Verte Limited in respect of the banking facilities with Barclays Bank.

Mrs C Lambert

During the year, consultancy fees were paid to Mrs C Lambert totalling £Nil (2005: £19,544). Mrs C Lambert was the sole shareholder of Wisdom of Nature Limited until 31st December 2006, when the total shareholding was sold to Natural Distribution (Holdings) Limited, the parent undertaking of Sante Verte Limited. Mrs C Lambert is also related to Mrs V Hassett.

Mrs V Hassett

Mrs V Hassett was a director of Sante Verte Limited during the year and resigned on 19th May 2006. Mrs V Hassett has provided a personal guarantee, in conjunction with her mother, of £220,000 (2005: £220,000) in respect of the banking facilities with Barclays Bank.

Instar Solutions Limited

Accountancy services were provided by Instar Solutions Limited, a company owned by C Novak, who was a director of the company until 24 April 2006. The services provided by this company during the year ended 31st December 2006 totalled £48,446 (2005: £90,000).

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Continued)

FOR THE YEAR ENDED 31ST DECEMBER 2006

17. PARENT UNDERTAKING

The ultimate parent undertaking of this company at 31st December 2006 is Natural Distribution (Holdings) Limited, a company incorporated in England and Wales

Sante Verte Limited is a wholly owned subsidiary of Natural Distribution (Holdings) Limited.

TRADING AND PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31ST DECEMBER 2006

	20	2006		2005	
TURNOVER		5,514,153		4,729,557	
COST OF SALES Purchases (adjusted for stock) Delivery Costs Packaging Costs Duty Sub-Contract Management Charges Commission	2,116,660 256,034 14,698 174,848 1,160,454 156,000 132,518		1,664,060 228,418 12,090 154,483 757,692 93,080 67,278		
CDOCC BROCK		4,011,212		2,977,101	
GROSS PROFIT	27.3%	1,502,941	37.1%	1,752,456	
Management Charges Received		56,100			
Administration Costs Salaries and Temporary Staff Pension Costs Employment Costs Motor Expenses Travel, Subsistence and Research Costs Telephone Charges Advertising Entertaining Printing and Stationery Postage Vehicle Hire Recruitment Expenses Computer Costs Insurance Rent and Rates Repairs and Maintenance Cleaning Light and Heat Premises expenses Bank Charges Bank Interest Hire Purchase Interest Professional Fees and Consultancy Fees Audit and Accountancy Subscriptions Training Depreciation Sundry Expenses Bad Debt Waiver of Intercompany Loan (Profit) / Loss on Foreign Exchange	377,530 760 33,307 8,048 54,195 46,632 413,227 14,552 34,123 19,553 1,925 14,775 8,131 21,667 203,491 6,866 8,675 20,919 35,060 35,833 47,771 3,196 98,262 1,544 7,684 4,475 38,419 1,671 — (10,168) (15,148)	1,536,975	371,285 567 32,570 12,527 68,840 41,738 432,480 23,098 61,031 24,742 8,390 1,898 10,305 19,555 184,682 8,172 6,908 13,280 32,022 42,205 21,388 2,918 196,034 18,938 1,274 1,659 46,798 141 12,001	1,752,456	
PROFIT FOR THE YEAR		£22,066		***************************************	
		L22,000		£20,976	

This page does not form part of the audited Financial Statements