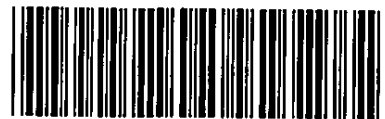


Company Registration No 06374598 (England and Wales)

MOUNTFIELD GROUP PLC
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2009

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COMPANY INFORMATION

Directors	P H Jay Executive Chairman G J Read Chief Executive A J Collins Executive Director
Secretary	P H Jay
Company number	06374598 (England and Wales)
Registered office	3C Sopwith Crescent Wickford Business Park Wickford Essex SS11 8YU
Auditors	Brett Adams 25 Manchester Square London W1U 3PY
Solicitors	Beachcroft 100 Fetter Lane London EC4A 1BN
Registrars	Equiniti Limited Aspect House Spencer Road Lancing West Sussex BN99 6DA
Nominated Adviser and Broker	Arbuthnot Securities Limited Arbuthnot House 20 Ropemaker Street London EC2Y 9AR

CHAIRMAN'S AND CHIEF EXECUTIVE'S STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2009

We are pleased to announce Mountfield Group's preliminary results for the year ended 31 December 2009

2009 proved difficult for the Group with both Mountfield Building Group and Connaught Access Flooring experiencing a dramatic decline in turnover as challenging market conditions persisted. Whilst the Group's performance was in line with those of its competitors, our response has been to evaluate how we can build, develop and return our Group to profitability in 2010. We have done this mainly by looking at new markets where the Group's skills and experience can be applied and by seeking smaller scale contracts from our existing client base.

Results

The market for new Data Centres was considerably weaker during 2009, not only in terms of enquiries, but also the construction of new Data Centres. General construction and fit-out work also suffered due to the difficult economic environment, as a result margins on contracts won were considerably narrower than in recent years. In response to the broader economic conditions, the Group implemented a programme to maximise efficiency gains. The Group is confident that it will see the benefits of these measures as wider economic conditions and the Data Centre market show clear signs of improvement.

Revenue	£10.33m
Loss before tax	£2.43m

The Group's consolidated financial statements have been prepared based upon the reverse acquisition accounting method of consolidation. The effect of this is that Mountfield Building Group Limited has been effectively treated as the acquirer of Mountfield Group Plc, Connaught Access Flooring Limited and Mountfield Land Limited.

The consolidated financial statements therefore include the results of Mountfield Building Group Limited for the years ended 31 December 2008 and 31 December 2009, and the results of the holding company and the other subsidiary companies from the date of acquisition, 16 October 2008 to 31 December 2008 and for the year ended 31 December 2009.

If all of the companies had been part of the Group for the entire year ended 31 December 2008, Group turnover would have amounted to £23.8m and profit before taxation and one-off listing costs (including share based payment costs) would have totalled £2.55m.

Reported turnover for the Group for the year ended 31 December 2009 amounts to £10.33m (2008 £17.44m), and the loss before taxation (including share based payment costs) was £2.43m (2008 profit £1.36m).

Included within the Group loss before taxation is £242,000 (2008 £52,000) in respect of share based payments relating to warrants issued at the time of listing and loans written off of £268,000 (2008 £Nil). Neither of these items will re-occur.

Mountfield Building Group made a pre-tax loss of £1.71m (2008 profit £1.38m) based upon turnover of £5.15m (2008 £16.02m) for the year ended 31 December 2009, after eliminating inter-company trading.

CHAIRMAN'S AND CHIEF EXECUTIVE'S STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2009

Connaught Access Flooring made a pre-tax profit of £369,000 (2008 £1 04m) based upon turnover of £5 18m (2008 £5 85m) for the year ended 31 December 2009

Mountfield Land had no turnover during the year to 31 December 2009 (2008 £Nil) and recorded a loss of £109,000 (2008 £58,000 loss)

Mountfield Group Plc made a pre-tax loss for the year ended 31 December 2009 of £986,000 which included a share-based payment during the year of £242,000 and the loan write off of £268,000 (2008 £816,000 loss including a share based payment of £52,000)

Divisional reviews

Mountfield Group consists of three integrated businesses

Mountfield Building Group Limited ("MBG")

MBG has two divisions, direct contracting and trade contracting services. The former works as the main contractor with end user clients and specialises in the nationwide installation of Data Centres for large companies. The trade contract division delivers specialist building work and multi trade packages and refurbishment for main development contractors.

During 2009 there was a concentration of winning smaller scale contracts from existing clients in order to source revenue but also to keep the relationships active during the period of recession. This was successfully achieved and MBG did not lose any of its core clients during that period. The smaller scale trade contracting contracts included those at Canary Wharf and work for construction and fit-out firm ISG.

Connaught Access Flooring Limited ("Connaught")

Connaught is a provider of flooring systems to both main contractors and corporate end users primarily focused on the Data Centre market. The Company has established itself as one of the few recognised specialists for fitting commercial office space for corporate end users. Connaught followed a similar strategy to that of MBG and was able, in the absence of larger contracts being on offer, to gain turnover from flooring contracts in Birmingham for a large accountancy firm and for a Data Centre in Hartlepool.

Mountfield Land Limited ("ML")

Mountfield Land was set up to source and enhance the value of land before selling its interest. It is not exposed to any financial risk as it does not purchase any sites. ML also sources sites that it believes are suitable for new Data Centres. The premium value that is placed on such sites means that sourcing and developing a new centre would be extremely profitable for the Group. With the Group concentrating on the housing sector generally rather than on social housing in particular, ML is now used to source suitable schemes which MBG will then build out for the respective developers.

Data Centre Market

After a year in which there was little sign of activity in this market it is now showing strong growth in certain areas, such as the banking and the retail sectors. This is driven by companies setting up their own facilities in order to reduce costs rather than outsource them to Data Centres operated by telecommunications companies. The Directors believe that over the next three years there will be further growth in the Data Centre market and that with Mountfield's experience, reputation and contacts, the Group is ideally placed to benefit from this growth.

**CHAIRMAN'S AND CHIEF EXECUTIVE'S STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2009**

Strategy

The Mountfield Group strategy is to continue as a leading player in the Data Centre market while also providing a full range of specialist construction and property services to both the private and public sectors on a nationwide basis. Accordingly, the Group will continue to seek to identify and acquire complementary businesses that can extend the range of services, increase the opportunity for cross selling and leverage its brands across the marketplace. This strategy is focused on positioning the Mountfield Group as a preferred supplier as market confidence returns.

The Group will use the breadth of its services to continue to identify new revenue streams within the trade construction and Data Centre sectors, which is likely to include the housing market.

In addition, the board has decided to extend its reach geographically for potential sources of new business. It is currently at the early stages of negotiation regarding potential opportunities to develop the Group's Data Centre business in Eastern Europe and South Africa.

Outlook

During 2010 the Group has witnessed an improvement in the market in which Group companies operate. In particular, MBG has been approached regarding a number of new Data Centre opportunities and is engaged in negotiations on three of them at the current time.

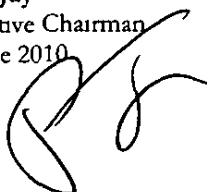
The demand for construction work continues to increase this year and the Group is currently involved in advanced discussions on an umbrella agreement for a large scale leisure project where Mountfield would be the preferred contractor for all small and medium sized building contracts within the development.

Mountfield is also in advanced discussions to support a construction project for the entertainment sector. The contract for this work is expected to be signed in 2010.

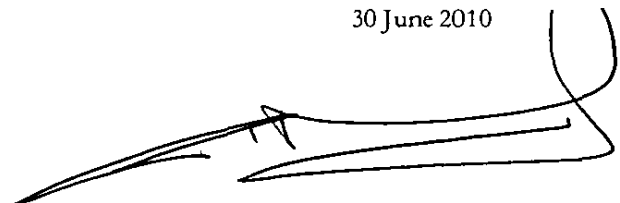
The sharp downturn in revenue and activity that the Group suffered during 2009 required the directors to consider the viability of each part of the Group and its structure. The Directors believe that the resulting changes have made the Group more streamlined, focused and efficient. Furthermore it has helped the Directors to define the Group's strategy which will enable it to capitalise as certain target markets including Data Centres, housing and the wider leisure sector return to growth, which coupled with international opportunities lead the Board to view the remainder of 2010 and beyond with confidence.

On behalf of the board we would like to thank our staff whose dedication has helped the business during these lean times. Their professional approach and success in bringing new skills to the business has meant the Mountfield Group has emerged with considerably greater potential now than ever before and can continue to look forward to a positive future.

Peter Jay
Executive Chairman
30 June 2010



Graham Read
Chief Executive Officer
30 June 2010



DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2009

The directors are pleased to present their annual report and audited financial statements for the year ended 31 December 2009

Principal activities

The principal activities of the Group are the construction and fit-out of Data Centres for the IT industry together with office fit-out and refurbishment

Review of business

A detailed review of the development of the business is contained in the Chairman's and Chief Executive's Statement

Results

The Group made a pre-tax loss of £2,433,362 (2008 – profit £1,360,477) for the year ended 31 December 2009 on turnover of £10,327,407 (2008 - £17,444,169)

At 31 December 2009 the Group had net assets of £10,564,389 (2008 - £11,984,748)

Principal risks

The principal risks and uncertainties facing the Group relate to

Attraction and retention of key employees

The Group's future success is substantially dependent on the continued services and performance of its directors, senior management and other key personnel and its ability to continue to attract and retain highly skilled and qualified personnel

Economic downturn and other macroeconomic factors

The Group's success is substantially dependent on the general level of economic activity and economic conditions in the United Kingdom

Many of the Group's contracts, including renewals or extensions of previous contracts, are awarded through competitive bidding processes. Any downturn in the economy, or any other macroeconomic factor, either in the UK or globally, may reduce the number of contracts coming up for bidding.

The competitive bidding processes present a number of additional risks, including the incurring of substantial cost and managerial time to prepare bids and proposals for contracts that the Group may not ultimately win. The Group may face additional competition in the bidding process either from existing competitors or new market entrants.

Reliance on key customers and clients

The business of the Group is dependent upon the continuing contracts that it has, and relationships that it has developed, with certain customers

Whilst signed contracts are in place with key customers, the successful completion and timing of contracted projects are not guaranteed and are susceptible to external factors outside of the control of the Group. Similarly, contracted projects may in some circumstances be susceptible to delays or variation by customers or be affected by unforeseen changes in circumstances relating to the market, technology, legislation, economic or other business factors. This may affect the cashflow and subsequent performance of the Group.

Reliance on Subcontractors

The Group utilises subcontractors on a project-by-project basis to meet contractual obligations. Such projects will rely on the subcontractors performing their duties and obligations, not only in terms of timely delivery but also in terms of their performance obligations. Any such non-performance may result in time and cost over-runs on the Group's projects and reduce the value of its returns.

Key performance indicators

The directors use a number of performance indicators which are used to manage the business but, as with most businesses the focus in the Statement of Comprehensive Income at the top level is on sales, margins, staff numbers and overheads compared to budget and the prior year. In the Statement of Financial Position the focus is on managing working capital.

Financial instruments

Details of the Group's financial risk management objectives and policies are included in note 18 to the financial statements.

Dividends

The Directors do not propose payment of any dividends for the year ended 31 December 2009.

Purchase of own shares

A shareholder transferred 7,500,000 shares back to the company on 1 January 2009 for £nil consideration. The shares are held as treasury shares. The company has the right to re-issue these shares at a later date. All shares issued by the company were fully paid.

At 31 December 2009, a total of 7,500,000 shares (2008 Nil) were held as treasury shares. This represents 4.4% (2008 0%) of issued share capital.

Directors

The directors who served during the year were

P H Jay

G J Read

A J Collins

R R Patel (resigned 11 June 2010)

The Rt Hon Sir Jeremy Hanley KCMG (resigned 30 September 2009)

Creditor payment policy

The Group's current policy concerning the payment of trade creditors is to

- a) settle the terms of payment with suppliers when agreeing the terms of each transaction,
- b) ensure that suppliers are made aware of the terms of payment by inclusion of the relevant terms in contracts, and
- c) pay in accordance with the Group's contractual and other legal obligations

At the year end trade creditors represented 84 days' expenses

Going Concern

The Directors have prepared and reviewed financial forecasts and the cash flow requirements to meet the Group and the Company's financial objectives. The Directors are satisfied that, taking into account the current cash resources and facilities available to the business and its future cash requirements, it is appropriate to prepare accounts on a going concern basis.

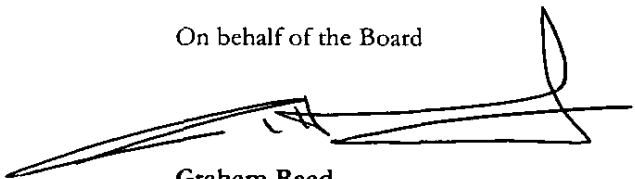
Disclosure of information to auditors

Each of the directors who are in office at the date when this report is approved has confirmed that, as far as they are aware, there is no relevant audit information of which the auditors are unaware. Each of the directors have confirmed that they have taken all the steps that they ought to have taken as directors to make themselves aware of any relevant audit information and to establish that the auditors are aware of such information.

Auditors

A resolution proposing the reappointment of Brett Adams as auditors will be put to the members at the next Annual General Meeting.

On behalf of the Board



Graham Read
Director
30 June 2010

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Annual Report, 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. The directors are required to prepare financial statements for the Group, and have chosen to prepare the Company financial statements, in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union.

International Accounting Standard 1 requires that financial statements present fairly for each financial year the company's financial position, financial performance and cash flows. This requires the faithful representations of the effects of transactions, other events and conditions in accordance with the definitions and recognition criteria for assets, liabilities, income and expenses set out in the International Accounting Standards Board's "Framework for the preparation and presentation of financial statements". In virtually all circumstances a fair presentation will be achieved by compliance with all applicable IFRSs. A fair presentation also requires the directors to

- select suitable accounting policies and apply them consistently,
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information, and
- provide additional disclosures when compliance with the specific requirements in IFRSs is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance.

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 the Group and to 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 the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Financial statements are published on the Group's website in accordance with legislation in the United Kingdom governing the preparation and dissemination of financial statements, which may vary from legislation in other jurisdictions. The maintenance and integrity of the Group's website is the responsibility of the directors. The directors' responsibility also extends to the ongoing integrity of the financial statements contained therein. The work carried out by the auditors does not involve consideration of these matters and, accordingly, the auditors accept no responsibility for any changes that may occur to the financial statements after they are initially presented on the website.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MOUNTFIELD GROUP PLC

We have audited the financial statements of Mountfield Group plc for the year ended 31 December 2009 which comprise the Group and Parent Company Statement of Financial Position, the Group Statement of Comprehensive Income, the Group and Parent Company Statement of Cash Flows, the Group and Parent Company Statement of Changes in Equity and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union and as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

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 auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page 11, 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 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 Group's and Parent 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.

Opinion on financial statements

In our opinion:

- the financial statements give a true and fair view of the state of the Group's and the Parent Company's affairs as at 31 December 2009 and of the Group's loss for the year then ended,
- the Group financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union,
- the Parent Company financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union and as applied in accordance with the provisions of the Companies Act 2006, and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

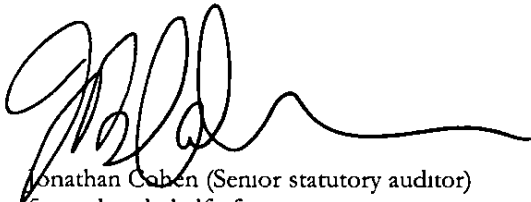
Opinion on other matters prescribed by the Companies Act 2006

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

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 by the Parent Company, or returns adequate for our audit have not been received from branches not visited by us, or
- the Parent Company 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

A handwritten signature in black ink, appearing to be 'Jonathan Cohen', with a long horizontal flourish extending to the right.

Jonathan Cohen (Senior statutory auditor)
for and on behalf of

Brett Adams
Chartered Accountants
Statutory Auditor
25 Manchester Square
London W1U 3PY

30 June 2010

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2009**

	Notes	2009 £	2008 £
Revenue	3	10,327,407	17,444,169
Cost of sales		(9,915,477)	(14,689,825)
Gross profit		411,930	2,754,344
Administrative expenses	4	(2,175,176)	(1,453,980)
Negative goodwill		-	126,308
Share based payments	12	(241,665)	(52,357)
Loans written off		(267,777)	-
Operating (loss)/profit		(2,272,688)	1,374,315
Net finance costs	4	(160,674)	(13,838)
(Loss)/profit before income tax		(2,433,362)	1,360,477
Income tax credit/(expense)	5	596,011	(187,610)
Total comprehensive (loss)/income for the year		(1,837,351)	1,172,867
(Loss)/earnings per share			
- basic (p)	6	(108)	1 55
- diluted (p)	6	(108)	1 54

All amounts relate to continuing operations

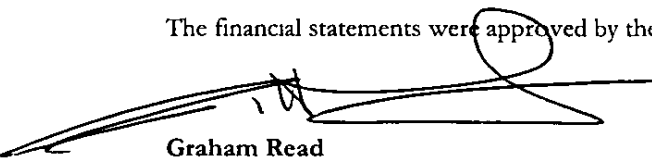
As permitted by Section 408 of the Companies Act 2006, no separate Statement of Comprehensive Income is presented in respect of Mountfield Group Plc. Its loss for the year ended 31 December 2009 was £856,666 (2008 - £192,494)

The notes on pages 16 to 41 form part of these financial statements

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2009

	Notes	2009 £	2008 £
ASSETS			
Non-current assets			
Intangible assets	7	15,816,529	15,816,529
Property, plant and equipment	8	188,828	193,349
Deferred income tax assets	15	425,040	-
		<u>16,430,397</u>	<u>16,009,878</u>
Current assets			
Inventories	9	125,924	135,480
Trade and other receivables	10	3,366,770	4,328,004
Cash and cash equivalents	11	699,865	2,178,667
		<u>4,192,559</u>	<u>6,642,151</u>
TOTAL ASSETS		<u>20,622,956</u>	<u>22,652,029</u>
EQUITY AND LIABILITIES			
Share capital and reserves			
Issued share capital	12	171,311	169,558
Share premium		492,074	318,500
Share based payments reserve		294,022	52,357
Merger reserve		12,951,180	12,951,180
Reverse acquisition reserve		(2,856,756)	(2,856,756)
Retained earnings		(487,442)	1,349,909
TOTAL EQUITY		<u>10,564,389</u>	<u>11,984,748</u>
Current liabilities			
Trade and other payables	13	3,985,842	4,317,056
Short-term borrowings	14	690,175	170,325
Finance lease liabilities	14	18,845	6,920
Income tax		38,031	731,630
		<u>4,732,893</u>	<u>5,225,931</u>
Non-current liabilities			
Loan notes	14	5,306,318	5,419,737
Finance lease liabilities	14	19,356	10,079
Provision for deferred taxation	15	-	11,534
TOTAL LIABILITIES		<u>10,058,567</u>	<u>10,667,281</u>
TOTAL EQUITY AND LIABILITIES		<u>20,622,956</u>	<u>22,652,029</u>

The financial statements were approved by the board on 30 June 2010


Graham Read
Director

The notes on pages 16 to 41 form part of these financial statements

**CONSOLIDATED CASH FLOW STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2009**

	Notes	2009 £	2008 £
Cash flows from operating activities			
Operating (loss)/profit		(2,272,688)	1,374,315
Adjusted for			
Depreciation		54,933	18,776
Loss on disposal of fixed asset		138	-
Loans written off		267,777	-
Share based payment		241,665	52,357
Negative goodwill		-	(126,308)
Decrease in inventories		9,556	243
Decrease in receivables		827,277	1,107,589
Decrease in payables		(474,577)	(1,068,193)
Cash (used in)/generated by operating activities		(1,345,919)	1,358,779
Finance costs		(17,650)	(8,106)
Finance income		339	40,679
Taxation paid		(667,983)	(99,969)
Net cash (outflow)/inflow from operating activities		(2,031,213)	1,291,383
Cash flows from investing activities			
Purchase of equipment		(21,904)	(8,671)
Costs of acquisition		-	(783,817)
Cash acquired on acquisition		-	1,653,603
Net cash (outflow)/inflow from investing activities		(21,904)	861,115
Cash flows from financing activities			
Proceeds from issue of shares		175,327	-
Finance lease rentals		(7,443)	(6,920)
Repayment of non-convertible loan notes		(113,419)	(80,263)
Repayment of loans		-	(60,467)
Net cash flows from financing activities		54,465	(147,650)
Net (decrease)/increase in cash and cash equivalents		(1,998,652)	2,004,848
Cash and cash equivalents brought forward		2,008,342	3,494
Cash and cash equivalents carried forward	11	9,690	2,008,342

The notes on pages 16 to 41 form part of these financial statements

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2009**

	Share capital £	Share premium £	Share based payments reserve £	Merger reserve £	Reverse acquisition reserve £	Retained earnings £	Total £
At 1 January 2008	100	-	-	-	-	177,042	177,142
Shares issued in the period for cash	32,238	-	-	-	-	-	32,238
Shares issued on conversion of loan notes	6,500	318,500	-	-	-	-	325,000
Shares issued on acquisition	130,820	-	-	12,951,180	-	-	13,082,000
Reverse acquisition	(100)	-	-	-	(2,856,756)	-	(2,856,856)
Share based payments	-	-	52,357	-	-	-	52,357
Total comprehensive income	-	-	-	-	-	1,172,867	1,172,867
At 31 December 2008	169,558	318,500	52,357	12,951,180	(2,856,756)	1,349,909	11,984,748
Shares issued in period to settle creditor	1,753	173,574	-	-	-	-	175,327
Share based payments	-	-	241,665	-	-	-	241,665
Total comprehensive income	-	-	-	-	-	(1,837,351)	(1,837,351)
At 31 December 2009	171,311	492,074	294,022	12,951,180	(2,856,756)	(487,442)	10,564,389

The merger reserve exists as a result of the acquisitions of Mountfield Building Group Limited, MBG Construction Limited, Connaught Access Flooring Holdings Limited and Mountfield Land Limited. The merger reserve represents the difference between the nominal value of the share capital issued by the Company and the fair value of those shares at the date of acquisition.

The notes on pages 16 to 41 form part of these financial statements.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2009**

1 Accounting policies

1.1 General information

Mountfield Group plc is a company incorporated in England and Wales. The registered number of the Company is 06374598. The address of its registered office is 3C Sopwith Crescent, Wickford Business Park, Wickford, Essex SS11 8YU.

1.2 IFRS compliance and adoption

Statement of compliance with IFRS

These financial statements have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union (IFRSs), IFRIC Interpretations and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS.

The adoption of these standards has not resulted in any changes to the Group's accounting policies and has not affected amounts reported in prior years.

The financial statements have been prepared under the historical cost convention and a summary of the more important accounting policies is set out below.

Sources of estimation uncertainty

The preparation of financial statements under IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. Estimates and assumptions are reviewed on an ongoing basis and any revision to estimates or assumptions are recognised in the period in which they are revised and in future periods affected.

Significant judgements

Areas comprising critical judgement that may significantly impact earnings and financial position are:

Goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which the goodwill has been allocated. The value in use calculation requires the Company to estimate future cashflows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value. The carrying amount of goodwill at the balance sheet date was £15.8 million. Details regarding the goodwill carrying value and assumptions used in carrying out the impairment reviews are provided in note 7.

Receivables

The Group reviews the net recoverable value of its accounts receivables on a periodic basis to provide assurance that recorded accounts receivables are stated net of any required provision for impairment. Factors that could impact recoverability include the financial propriety of customers and related economic trends. Changes in these factors that differ from management's estimates can result in an adjustment to the carrying value and amounts charged to income in specific periods. More details on gross balances and provisions made are included in note 10.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2009**

1.2 IFRS compliance and adoption (continued)

Accounting for construction contracts

In accordance with IAS 11 "Construction Contracts", management is required to estimate total expected contract costs and the percentage of contract completion in determining the appropriate revenue and profit to recognise in the period. The Group uses the work of expert professional Chartered Surveyors to determine accurately the level of work that has been completed by the year-end. The Group also has appropriate control procedures to ensure that all estimates are determined on a consistent basis and are subject to appropriate review and authorisation.

Deferred taxation

The Group provides for deferred taxation using the liability method. Deferred tax assets are recognised in respect of tax losses where the Directors believe that it is probable that future profits will be relieved by the benefit of tax losses brought forward. The Board considers the likely utilisation of such losses by reviewing budgets and medium term plans for each taxable entity within the Group. If the actual profits earned by the Group's taxable entities differ from the budgets and forecasts used then the value of such deferred tax assets may differ from that shown in these financial statements.

Presentation and functional currency

The financial statements are presented in pounds sterling, which is the Group's functional currency.

1.3 Adoption of pronouncements by the IASB and IFRIC

New and amended IFRSs and interpretations applied by the Group

The following new standards and amendments to standards are mandatory for the first time for the financial year beginning 1 January 2009:

International Accounting Standards (IAS/IFRSs)

IFRS 8	Operating Segments
IAS 1 (revised)	Presentation of Financial Statements
IAS 16 (revised)	Property, Plant and Equipment
IAS 19 (revised)	Employee Benefits
IAS 32 (revised)	Financial Instruments: Presentation
IAS 36 (revised)	Impairment of Assets
IAS 39 (revised)	Financial Instruments: Recognition and Measurement

International Financial Reporting Interpretations Committee (IFRIC)

IFRIC 15	Agreements for the Construction of Real Estate
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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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1.3 Adoption of pronouncements by the IASB and IFRIC

New and amended IFRSs and interpretations not applied by the Group

A number of new standards and interpretations have been issued by the International Accounting Standards Board and International Financial Reporting Interpretations Committees with effective dates after the date of this financial information. Those that are relevant to the Group are as follows:

<i>International Accounting Standards (IAS/IFRSs)</i>	<i>Effective Date</i>
IFRS 2 (amended) Group cash-settled share-based payment transactions	1 January 2010
IFRS 3 (revised) Business combinations	1 July 2009
IFRS 8 (revised) Operating Segments	1 January 2010
IFRS 9 Financial Instruments – Classification and Measurement	1 January 2013
IAS 1 (revised) Presentation of Financial Statements	1 January 2010
IAS 7 (revised) Statement of Cash Flows	1 January 2010
IAS 17 (revised) Leases	1 January 2010
IAS 24 (revised) Related Party Disclosures	1 January 2011
IAS 32 (revised) Financial Instruments Presentation	1 February 2010
IAS 36 (revised) Impairment of Assets	1 January 2010
IAS 39 (revised) Financial Instruments Recognition and Measurement	1 January 2010
IFRIC 17 Distribution of non-cash assets to owners	1 July 2009
IFRIC 18 Transfers of assets from customers	1 July 2009
IFRIC 19 Extinguishing financial liabilities with equity instruments	1 July 2010

The Directors do not anticipate that the adoption of these standards and interpretations in future periods will have a material impact on the Group's financial statements in the period of initial application. The company will apply relevant new standards from their effective date subject to endorsement by the European Union.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2009**

14 Basis of consolidation

Subsidiaries

The Group financial statements consolidate the financial statements of the Company and all its subsidiaries. Subsidiaries include all entities over which the Group has the power to govern financial and operating policies. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity. Subsidiaries are consolidated from the date on which control commences until the date that control ceases. Intra-group transactions are eliminated in preparing the Consolidated Financial Statements.

A list of the significant investments in subsidiaries, including the name, country of incorporation and proportion of ownership interest is given in note 2 to the Company's separate financial statements.

Business combinations and goodwill

On 16 October 2008, Mountfield Group plc ("the Company") acquired the entire issued share capital of Mountfield Building Group Limited, which has one wholly owned subsidiary, MBG Construction Limited (the "MBG Group") acquired in August 2008. The consideration of £7,622,000 was satisfied by the issue of 51,220,000 Ordinary Shares of 0.1p each at a price of 10p per share and by the issue of £2,500,000 unsecured non-convertible loan notes.

As a result of these transactions, the former shareholders of MBG Group became the majority shareholders in the Company. Accordingly, the substance of the transaction was that MBG Group acquired the Company in a reverse acquisition.

Under IFRS 3 'Business Combinations', the acquisition of MBG Group has been accounted for as a reverse acquisition. As a consequence of applying reverse acquisition accounting, the comparative figures for the period ended 31 December 2008 comprise those of Mountfield Building Group Limited plus those of the other acquired entities from 16 October 2008.

The acquisitions of Connaught Access Flooring Limited, MBG Construction Limited and Mountfield Land Limited are accounted for using the purchase method. The cost of the acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree plus any costs directly attributable to the business combination.

Goodwill

Goodwill on acquisition of subsidiaries represents the excess of the cost of acquisition over the fair value of the Group's share of the net identifiable assets and contingent liabilities acquired. Identifiable assets are those which can be sold separately or which arise from legal rights regardless of whether those rights are separable. Goodwill on acquisition of subsidiaries is included in intangible assets. Goodwill is not amortised but tested annually for impairment or when trigger events occur, and is carried at cost less accumulated impairment losses.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2009**

1.5 Revenue recognition

Revenue is stated exclusive of VAT and consists of sales of services to third parties

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Retentions are recognised throughout the life of a contract and are deducted from the sales invoice.

Revenue relating to contracts includes the amount initially agreed in the contract plus any variations in contract work and incentive payments to the extent that it is probable they will result in revenue and can be reliably measured. As soon as the outcome of the contract can be measured reliably, revenue and expense is recognised in the statement of comprehensive income on a stage of completion basis. The stage of completion is determined by reference to a survey of work performed. Any losses are recognised immediately in the statement of comprehensive income as soon as they are foreseen.

1.6 Contract work in progress

Revenue from fixed price construction contracts is recognised on the percentage of completion method, measured by reference to the percentage of contract costs incurred for work performed to date to the estimated total contract costs or the proportion of the value of work done to the total value of work under the contract, except where these would not be representative of the stage of completion. Full provision is made for all known or expected losses on individual contracts immediately once such losses are foreseen.

1.7 Amounts recoverable on long term contracts

Profit on long term contracts is taken as the work is carried out if the final outcome can be assessed with reasonable certainty. The profit included is calculated on a prudent basis to reflect the proportion of the work carried out at the year end, by recording turnover and related costs as contract activity progresses. Turnover is calculated as that proportion of total contract value which costs incurred to date bear to total expected costs for that contract. Revenues derived from variations on contracts are recognised only when they have been accepted by the customer. Full provision is made for losses on all contracts in the year in which they are first foreseen.

Amounts which are recoverable on long-term contracts are shown within debtors under the heading 'Amounts Recoverable on Contracts' which have not yet been invoiced and are stated net of discounts allowed.

1.8 Share-based payments

The Group makes equity-settled share-based payments to its employees and directors. The fair value of options and warrants granted is recognised as an employee expense with a corresponding increase in equity. The fair value is measured at grant date and spread over the period during which the employees become unconditionally entitled to the options. The fair value of the options and warrants granted is measured based on the Black-Scholes framework, taking into account the terms and conditions upon which the instruments were granted. At each balance sheet date, the Company revises its estimate of the number of options and warrants that are expected to become exercisable.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2009**

1 9 Retirement benefits: Defined contribution schemes

Contributions to defined contribution pension schemes are charged to the statement of comprehensive income in the year to which they relate

1 10 Impairment

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. Assets that have an indefinite useful life, for example goodwill, are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation or depreciation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

1 11 Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation.

Property, plant and equipment is depreciated over the estimated useful life of the asset, as follows:

Freehold land	Not depreciated
Freehold buildings	2% per annum straight line
Leasehold improvements	Over the period of the lease
Fixtures, fittings and equipment	10% per annum reducing balance
Plant and equipment	20% - 25% per annum straight line
Motor vehicles	20% - 25% per annum straight line

1 12 Leasing

A lease is classified as a finance lease if it transfers substantially all the risks and rewards of ownership. All other leases are classified as operating leases. Classification is made at the inception of the lease.

Assets obtained under finance leases are capitalised as property, plant and equipment and depreciated over the shorter of the lease term and their useful lives. Obligations under such arrangements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the profit and loss account so as to produce constant periodic rates of charge on the net obligations outstanding in each period.

Rentals paid under operating leases are charged to the statement of comprehensive income as incurred on a straight line basis over the lease term.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2009**

1 13 Inventories

Inventories are valued at the lower of cost and net realisable value after making due allowance for obsolete and slow-moving items. Cost includes direct materials, direct labour and those overheads that have been incurred in bringing the inventory to its present location and condition.

1 14 Financial Instruments

Financial assets and financial liabilities are recognised on the consolidated statement of financial position when it becomes a party to the contractual provisions of the instrument.

The financial instruments, excludes current receivables and payables, comprise cash or overdraft and unsecured non-convertible loan notes. The directors consider the fair value not to be materially different to the carrying value for the financial instruments. During the years under review, the Group did not enter into derivative transactions and did not undertake trading in any financial instruments.

1 15 Contingent deferred consideration payments

Contingent deferred consideration payments are not included in the cost of acquisition at the time of initially accounting for the investment where the deferred consideration payment is not probable or cannot be measured reliably. If the contingent consideration subsequently becomes probable and can be measured reliably, the additional consideration is treated as an adjustment to the cost of the initial investment.

1.16 Trade and other receivables

Trade receivables are recognised at fair value less any provision for impairment. A provision for impairment is made when collection of the full amount is no longer probable. Bad debts are written off when identified. The fair value of trade and other receivables are equivalent to their book values as set out in the financial information.

1 17 Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at bank and in hand, demand deposits and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

For the purpose of the cash flow statement, cash and cash equivalents consist of cash and cash equivalents net of outstanding bank overdrafts.

1 18 Financial liabilities and equity

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2009**

1 19 Share capital

The Company has one class of ordinary share, which carries no rights to fixed income. All ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All shares rank equally with regard to the Company's residual assets.

Ordinary shares issued by the Company are classified as equity and recorded at fair value on initial recognition received, net of direct issue costs.

1 20 Trade and other payables

Trade payables are initially recognised at fair value and subsequently at amortised cost. The fair value of the trade and other payables are equivalent to their book values as set out in the financial information.

1 21 Income tax expense

The taxation charge represents the sum of current tax and deferred tax.

The current tax charge is based on the taxable loss/profit for the period using the tax rates that have been enacted or substantially enacted by the balance sheet date. Taxable profit differs from the net profit as reported in the statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible.

1.22 Deferred taxation

Deferred tax is provided using the liability method, in respect of temporary differences between the carrying amount of the assets and liabilities and their tax base. Deferred tax is recognised in the statement of comprehensive income, except when the tax relates to items charged or credited directly in equity, in which case the tax is also recognised in equity.

Deferred tax assets are recognised only when it can be regarded as probable that there will be suitable taxable profits in the foreseeable future against which the deductible temporary difference can be utilised. Deferred tax is determined using tax rates that are expected to apply in the periods in which the asset is realised or liability settled, based on tax rates and laws that have been enacted or substantially enacted by the balance sheet date.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2009**

2 Segmental reporting

Segment information is presented in respect of the Group's business segments, which are based on the Group's management and internal reporting structure as at 31 December 2009. Segmental reporting has been amended to be in accordance with IFRS 8, and comparative figures restated.

The chief operating decision-maker has been identified as the Board of Directors (the Board). The Board reviews the Group's internal reporting in order to assess performance and allocate resources. Management have determined the operating segments based on these reports and on the internal report's structure.

Segment performance is evaluated by the Board based on revenue and profit before tax (PBT). Segment results include items directly attributable to a segment as well as those that can be allocated on a reasonable basis, such as centrally managed costs relating to individual segments and costs relating to land used in more than one individual segment.

Given that income taxes and certain corporate costs are managed on a centralized basis, these items are not allocated between operating segments for the purposes of the information presented to the Board and are accordingly omitted from the analysis below.

The Group comprises the following segments:

Construction and fit-out

Direct contracting and trade contracting services and a provider of flooring systems to both main contractors and corporate end users.

Land sourcing

Sourcing land and enhancing value.

Segmental operating performance

	2009		2008	
	Segmental revenue	PBT	Segmental revenue	PBT
	£'000	£'000	£'000	£'000
Construction and fit-out	10,324	(1,338)	17,558	1,578
Land sourcing	-	(109)	-	(58)
	10,324	(1,447)	17,558	1,520
Inter-segmental revenue and unallocated costs	3	(986)	(114)	(160)
	10,327	(2,433)	17,444	1,360

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2009**

2 Segmental reporting (continued)

Business segments assets and liabilities

	2009		2008	
	Segmental assets £'000	Segment liabilities £'000	Segmental assets £'000	Segment liabilities £'000
Construction and fit-out	4,622	4,312	7,842	4,529
Land sourcing	37	10	1	11
	<u>4,659</u>	<u>4,322</u>	<u>7,843</u>	<u>4,540</u>
Unallocated assets and liabilities	15,964	5,737	14,809	6,127
	<u>20,623</u>	<u>10,059</u>	<u>22,652</u>	<u>10,667</u>

Unallocated assets consist of Goodwill, trade and other receivables and cash held by the Parent Company. Unallocated liabilities consist of trade and other payables and interest bearing loans owed by the Parent Company.

Revenue by geographical destination

All revenue is attributable to the United Kingdom market.

Total assets including property, plant and equipment and intangible assets are all held in the UK.

Total group revenue to two customers amounted to £3,014,175. No other customers were individually material in revenue value.

3 Construction contracts

	2009	2008
	£	£
Contract revenue recognised in relation to construction contracts in the year and retentions	<u>10,327,407</u>	<u>17,444,169</u>
For contracts in progress at the balance sheet date		
Aggregate costs incurred to date	8,096,462	16,428,968
Recognised profits to date	2,124,722	4,209,105
Retentions due	<u>229,252</u>	<u>200,310</u>

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2009**

4 Other income and expenses

	2009	2008
	£	£
Net finance costs.		
<i>Finance expenses</i>		
Other loan interest	(143,363)	(54,002)
Interest on finance leases	(571)	(515)
Bank interest	<u>(17,079)</u>	-
Interest paid	(161,013)	(54,517)
<i>Finance income</i>		
Bank interest received	<u>339</u>	40,679
	<u>(160,674)</u>	<u>(13,838)</u>
Administrative expenses include.		
Depreciation of property, plant and equipment		
- owned by the Group	49,209	11,414
- held under finance leases	5,724	7,362
Operating lease rentals - other	84,463	27,846
Auditors' remuneration	<u>40,000</u>	<u>30,000</u>

Auditor remuneration

During the year the Group obtained the following services from the company's auditor

	2009	2008
	£	£
Fees payable to the company's auditor for the audit of the parent company, consolidated accounts and the subsidiaries	<u>40,000</u>	<u>30,000</u>

Average number of employees

	No.	No
The average number of employees (including executive Directors) was	<u>76</u>	<u>85</u>
The split of employees is as follows		
	No	No
Administration	19	15
Cost of sales	45	57
Management	<u>12</u>	<u>13</u>
	<u>76</u>	<u>85</u>

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2009**

4 Other income and expenses (continued)

	2009	2008
	£	£
Wages and salaries	2,601,249	2,598,090
Social security costs	268,973	257,718
Post employment benefits	53,100	53,100
	<u>2,923,322</u>	<u>2,908,908</u>

*Key management personnel
compensation*

Short-term employee benefits	305,013	270,461
Post-employment benefits	53,100	53,100
	<u>358,113</u>	<u>323,561</u>

Directors remuneration

Directors remuneration	2009			2008
	Salaries and fees paid or receivable	Pension contributions	Total	Total
	£	£	£	£
G Read	82,833	53,100	135,933	256,103
A Collins	155,932	-	155,932	50,000
R Patel	24,000	-	24,000	6,000
J Hanley	6,250	-	6,250	2,083
P Jay	34,375	-	34,375	9,375
	303,390	53,100	356,490	323,561

The remuneration as disclosed for G Read includes £Nil (2008 £37,503) of salaries and £17,400 (2008 £17,400) of pension contributions paid to his wife, J Read

5 Income tax

	2009	2008
	£	£
Current tax		
Current tax on income for the period	(159,437)	195,721
Deferred tax		
Deferred tax credit	(436,574)	(8,111)
Income tax (credit)/expense	<u>(596,011)</u>	<u>187,610</u>

Income tax is calculated at 28.0% (2008 – 28.5%) of the estimated assessable (loss)/profit for the year. The differences are reconciled overleaf.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2009**

5 Income tax (continued)

Factors affecting the tax charge

	2009	2008
	£	£
(Loss)/profit before income tax	<u>(2,433,362)</u>	<u>1,360,477</u>
(Loss)/profit before income tax multiplied by standard rate of UK Corporation Tax of 28.0% (2008: 28.5%)	(681,341)	387,736
Effects of		
Expenditure not allowable for tax purposes	28,532	137,874
Depreciation for period in excess of capital allowances	9,347	(4,140)
Tax losses utilised and carried forward	483,112	(302,640)
Negative goodwill	-	(35,998)
Other adjustments	<u>913</u>	<u>12,889</u>
Current tax charge	<u>(159,437)</u>	<u>195,721</u>

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2009**

6 Earnings per share

The basic earnings per share is calculated by dividing the earnings attributable to equity shareholders by the weighted average number of shares in issue. In calculating the diluted earnings per share, share warrants outstanding have been taken into account where the impact of these is dilutive.

The weighted average number of shares in the period were

	2009	2008
	Number	Number
Basic Ordinary Shares of 0.1p each	170,879,375	75,611,034
Dilutive Ordinary Shares from warrants	-	736,776
Total diluted	<u>170,879,375</u>	<u>76,347,810</u>

In the year ended 31 December 2009, the conditions attached to the warrants were not met and as such there is no dilutive effect on the average weighted number of ordinary shares or the diluted earnings per share.

The comparative number of shares for 2008 reflects the shares in issue had Mountfield Building Group Limited been acquired by Mountfield Group Plc on 1 January 2008.

	2009	2008
Earnings attributable to equity share holders of the parent		
Basic (loss)/earnings per share (p)	<u>(1.08)</u>	<u>1.55</u>
Diluted (loss)/earnings per share (p)	<u>(1.08)</u>	<u>1.54</u>

7 Intangible assets

Goodwill
£

Cost

At 1 January 2008	-
Additions	15,816,529
At 31 December 2008	15,816,529
Additions	-
At 31 December 2009	<u>15,816,529</u>

The carrying amount of goodwill all relates to the construction and fit-out segment of the business.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2009**

7 Intangible assets (continued)

Impairment of goodwill

For the purposes of impairment testing of goodwill the carrying value of the cash-generating units ("CGU") (including goodwill) are compared to the recoverable amount of the CGUs and any deficits are provided. The carrying value of the CGUs includes only those assets that can be attributed directly, or allocated on a reasonable and consistent basis.

The recoverable amount of a CGU is determined based on value-in-use calculations. These calculations use pre-tax cash flow projections based on three year financial budgets approved by management. Cash flows beyond the three year period are extrapolated using the estimated growth rates stated below.

The key assumptions used in the value-in-use calculations for each CGU are as follows:

- Terminal value based on between 0% - 3% future growth in cash flows
- Discount rate of 10%

Revenue was based upon actual amounts measured in prior periods which were projected forward in accordance with expected trends.

On the basis of the results of the above analysis there was no impairment of goodwill during the year.

8 Property, plant and equipment	Freehold and leasehold property	Fixtures and fittings	Plant and equipment	Motor vehicles	Total
Cost	£	£	£	£	£
At 1 January 2008	63,375	-	56,735	38,449	158,559
Transfers upon acquisition	109,478	154,868	62,171	55,394	381,911
Additions	128	2,833	1,035	4,675	8,671
At 31 December 2008	172,981	157,701	119,941	98,518	549,141
Additions	8,442	13,462	-	28,646	50,550
Disposals	-	-	-	(7,082)	(7,082)
At 31 December 2009	181,423	171,163	119,941	120,082	592,609
Depreciation					
At 1 January 2008	8,775	-	24,530	12,867	46,172
Transfers upon acquisition	84,846	119,211	55,895	30,892	290,844
Charge for the period	2,434	3,031	4,266	9,045	18,776
At 31 December 2008	96,055	122,242	84,691	52,804	355,792
Charge for the year	12,328	19,620	7,162	15,823	54,933
Disposals	-	-	-	(6,944)	(6,944)
At 31 December 2009	108,383	141,862	91,853	61,683	403,781
At 31 December 2009	73,040	29,301	28,088	58,399	188,828
At 31 December 2008	76,926	35,459	35,250	45,714	193,349

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2009**

8 Property, plant and equipment (continued)

The net book value of property, plant and equipment includes an amount of £45,817 (2008 £22,895) in respect of assets held under finance leases

The net book value of freehold and leasehold property includes an amount of £19,640 (2008 £22,926) in respect of leasehold improvements to a property leased by Connaught Access Flooring Limited

9 Inventories

	2009	2008
	£	£
Inventories	<u>125,924</u>	<u>135,480</u>

10 Trade and other receivables

	2009	2008
	£	£
Trade receivables	474,899	1,087,456
Less Provision for impairment of trade receivable	<u>(5,961)</u>	<u>(37,212)</u>
	468,938	1,050,244
Contract retentions	368,441	518,264
Other receivables	444,168	440,081
Prepayments	66,919	76,562
VAT recoverable	63,340	-
Amounts recoverable on long term contracts	<u>1,954,964</u>	<u>2,242,853</u>
	<u>3,366,770</u>	<u>4,328,004</u>

Based on prior experience and an assessment of the current economic environment, management believes there is no further credit risk provision required in excess of the normal provision for impairment of trade receivables

The average credit period taken on sales is 60 days No interest is charged on overdue receivables There is no material difference between the fair value of receivables and their book value

Amounts recoverable on long-term contracts are stated net of discounts allowed of £4,609 (2008 £44,415)

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2009**

10 Trade and other receivables (continued)

The movement in the provision for impairment of trade receivables is as follows

	£
At 1 January 2008	-
Charged to the statement of comprehensive income	37,212
At 31 December 2008	37,212
Credit to the statement of comprehensive income	(31,251)
At 31 December 2009	5,961

The Group's trade and other receivables that were past due but not impaired relate to a number of individual customers for whom there is no reason to believe that the debt is not recoverable. The ageing of these trade receivables and contract retentions is as follows

	2009	2008
	£	£
<u>Trade receivables</u>		
Three to six months	44,167	117,619
Six to nine months	4,593	31,242
Nine to twelve months	34,930	3,528
More than twelve months	105,540	68,908
	<u>189,230</u>	<u>221,297</u>
<u>Contract retentions</u>		
Three to six months	17,795	34,584
Six to nine months	6,584	4,641
Nine to twelve months	29,361	166
More than twelve months	15,841	13,114
	<u>69,581</u>	<u>52,505</u>

11 Cash and cash equivalents

	2009	2008
	£	£
Cash at bank and in hand	<u>699,865</u>	<u>2,178,667</u>

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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11 Cash and cash equivalents (continued)

Cash at bank and in hand earns interest at floating rates based on daily bank deposit rates

The Group currently has a bank overdraft facility of £500,000 with Barclays Bank Plc, which is secured by a fixed charge over the book debts and property of the Group and a floating charge over all other assets of the Group and a director's limited guarantee for £500,000

For the purpose of the cash flow statement, cash and cash equivalents comprise the following at 31 December 2009

	2009 £	2008 £
Cash at bank and in hand	699,865	2,178,667
Bank overdraft	<u>(690,175)</u>	<u>(170,325)</u>
	<u>9,690</u>	<u>2,008,342</u>

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2009**

12 Share capital

	2009 £	2008 £
Authorised:		
1,000,000,000 Ordinary shares of 0 1p each	<u>1,000,000</u>	<u>1,000,000</u>
Issued		
171,311,587 Ordinary shares of 0 1p each		
(2008 169,558,520 Ordinary shares of 0 1p each)	<u>171,311</u>	<u>169,558</u>

On 31 March 2009 the Company issued 1,753,267 Ordinary shares of 0 1p each at a price of 10p per share in settlement of fees owed to an adviser to the Company

Own shares held

A shareholder transferred 7,500,000 shares back to the company on 1 January 2009 for £nil consideration. The shares are held as treasury shares. The company has the right to re-issue these shares at a later date. All shares issued by the company were fully paid.

At 31 December 2009, a total of 7,500,000 shares (2008 Nil) were held as treasury shares. This represents 4.4% (2008 0%) of issued share capital.

Warrants

Details of the warrants outstanding during the period are as follows:

	Number	Weighted average exercise price £
Outstanding at 1 January 2009	10,000,000	0.07
Warrants granted in period	-	
Outstanding at 31 December 2009	<u>10,000,000</u>	

As at 31 December 2009 the warrants outstanding were exercisable as follows:

Date of grant	Exercise dates	Price £
27 October 2008	30 October 2009 and 29 October 2014	0.10
27 October 2008	30 October 2009 and 29 October 2014	0.05
	<u>10,000,000</u>	

No warrants were exercised during the period.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2009**

12 Share capital (continued)

At the date of issue, the warrants were valued using the Black–Scholes option pricing model. The fair value per option granted and the assumptions used in the calculation were as follows:

	Exercise price 10p	Exercise price 5p
Expected volatility	50.6%	50.6%
Expected life	3.5 years	3.5 years
Risk free interest rate	2.93%	2.93%
Expected dividend yield	-	-
Possibility of ceasing employment before vesting	-	-
Fair value per option	<u>3.0p</u>	<u>4.0p</u>

The charge to the statement of comprehensive income for share based payments during the year ended 31 December 2009 was £241,665 (2008: £52,357).

13 Trade and other payables (current)

	2009	2008
	£	£
Trade payables	2,898,179	3,327,191
Other payables	219,206	28,050
Accruals	421,722	401,734
Other taxes and social security costs	446,735	560,081
	<u>3,985,842</u>	<u>4,317,056</u>

The average credit taken for trade purchases is 84 days. The directors consider that the carrying amount of trade payables approximates their fair value.

14 Borrowings

	2009	2008
	£	£
Current		
Bank overdrafts	690,175	170,325
Net obligations under finance lease	18,845	6,920
	<u>709,020</u>	<u>177,245</u>
Non-current		
Unsecured non-convertible loan notes	5,306,318	5,419,737
Net obligations under finance leases	19,356	10,079
	<u>6,034,694</u>	<u>5,607,061</u>

On 16 October 2008 the Company issued £2,500,000 unsecured non-convertible loan notes to the vendors of Mountfield Building Group Limited and £3,000,000 unsecured non-convertible loan notes to the vendors of Connaught Access Flooring Holdings Limited as part of the consideration for the acquisition of the entire share capital of each company. Repayments of £113,419 (2008: £80,263) were made against the loan notes in the period.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2009**

14 Borrowings (continued)

The loan notes are non-transferable and are redeemable at such time as the Company may decide, taking into account its present and anticipated financial needs but in any event not later than 30 June 2011. However, the loan note holders have agreed to extend the repayment to 30 June 2012. The loan notes carry interest at a rate of 2 per cent above the base rate of Barclays Bank plc per annum.

During the year, the effective interest rate was 2.78%.

	2009 £	2008 £
Non-current borrowings		
Analysis		
Repayable between one and five years	<u>5,325,674</u>	<u>5,429,816</u>
	2009 £	2008 £
Net obligations under finance leases		
Analysis		
Repayable within one year	18,845	6,920
Repayable between one and five years	<u>19,356</u>	<u>10,079</u>
	38,201	16,999
Included in liabilities falling due within one year	<u>(18,845)</u>	<u>(6,920)</u>
	<u>19,356</u>	<u>10,079</u>

15 Deferred taxation

	2009 £	2008 £
Deferred tax analysis		
Deferred tax losses	(427,495)	-
Deferred tax expense relating to origination and reversal of temporary differences	<u>2,455</u>	<u>11,534</u>
	<u>(425,040)</u>	<u>11,534</u>
Movement in deferred tax during the year		
At 1 January 2009	11,534	-
Credit for the year	(436,574)	(8,111)
Deferred tax asset acquired with subsidiary undertaking	-	19,645
At 31 December 2009	<u>(425,040)</u>	<u>11,534</u>

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2009**

16 Capital commitments

There were no capital commitments at the year-end date

17 Operating lease commitments

Commitments under non-cancellable operating leases expiring:

	Property	
	2009	2008
	£	£
Between two and five years	<u>34,281</u>	<u>29,568</u>

18 Financial instruments

Capital risk management

The Group manages its capital to ensure its ability to continue as a going concern and to maintain an optimal capital structure to reduce cost of capital. The capital structure of the Group comprises equity attributable to equity holders of the Company consisting of issued ordinary share capital, reserves and retained earnings as disclosed in Consolidated Statement of Changes in Equity and cash and cash equivalents as disclosed in Note 11.

The Group maintains or adjusts its capital structure through the payment of dividends to shareholders, issue of new shares and buy-back of existing shares.

Categories of financial instruments

	2009	2008
	£	£
Financial assets		
<u>Loans and receivables at amortised cost including cash and cash equivalents</u>		
Cash and cash equivalents	699,865	2,178,667
Trade and other receivables	<u>3,366,770</u>	<u>4,328,004</u>
Total	<u>4,066,635</u>	<u>6,506,671</u>
Financial liabilities		
<u>Financial liabilities at amortised cost</u>		
Trade and other payables	3,985,842	4,317,056
Unsecured non-convertible loan notes	5,306,318	5,419,737
Secured borrowings	<u>728,376</u>	<u>187,324</u>
Total	<u>10,020,536</u>	<u>9,924,117</u>
Net	<u>(5,953,901)</u>	<u>(3,417,446)</u>

Cash and cash equivalents

This comprises cash and short-term deposits held by the Group. The carrying amount of these assets approximates their fair value.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2009**

18 Financial instruments (continued)

General risk management principles

The Group's activities expose it to a variety of risks including market risk (interest rate risk), credit risk and liquidity risk. The Group manages these risks through an effective risk management programme and through this programme, the Board seeks to minimise potential adverse effects on the Group's financial performance. The directors have an overall responsibility for the establishment of the Group's risk management framework. A formal risk assessment and management framework for assessing, monitoring and managing the strategic operational and financial risks of the Group is in place to ensure appropriate risk management of its operations.

The following represent the key financial risks that the Group faces:

Market risk

The Group's activities expose it primarily to the financial risk of interest rates.

Interest rate risk

The Group's interest rate exposure arises mainly from its interest bearing borrowings. Contractual agreements entered into at floating rates expose the entity to cash flow risk. Interest rate risk also arises on the Group's cash and cash equivalents.

Credit risk

The Group's principal financial assets are trade and other receivables and bank balances and cash.

The credit risk on liquid funds is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

The Group's credit risk is primarily attributable to trade receivables. The Group has a policy of assessing credit worthiness of potential and existing customers before entering into transactions. There is ongoing credit evaluation on the financial condition of accounts receivable using independent ratings where available or by assessment of the customer's credit quality based on its financial position, past experience and other factors. The Group manages the collection of its receivables through its post completion project monitoring procedures and ongoing contract with customers so as to ensure that any potential issues that could result in non-payment of the amounts due are addressed as soon as identified.

The maximum exposure to credit risk in respect of the above at 31 December 2009 is the carrying value of financial assets recorded in the financial statements.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2009**

18 Financial instruments (continued)

Liquidity risk

The Group closely monitors its access to bank and other credit facilities in comparison to its outstanding commitments on a regular basis to ensure that it has sufficient funds to meet the obligations of the Group as they fall due

The Board receives regular forecasts which estimate cash flows over the next eighteen months, so that management can ensure that sufficient funding is in place as it is required

Fair value of financial assets and liabilities

The directors consider that there is no significant difference between the book value and fair value of the Group's financial assets and liabilities

19 Pension costs

The group operates a defined contribution pension scheme in respect of the directors and employees. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the group to the fund and amounted to £53,100 (2008 - £53,100)

20 Directors' benefits – advances, credits and guarantees

Andrew Collins and Graham Read have given a guarantee limited to £100,000 in respect of the overdraft facility for Connaught Access Flooring Limited. Graham Read has given a guarantee limited to £500,000 in respect of the overdraft facility of Mountfield Building Group Limited.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2009**

21 Related party transactions

During the year Mountfield Group Plc loaned £Nil (2008 - £50,000) to Neil Hobbs and £Nil (2008 - £50,000) to Chris Baron. Neil Hobbs and Chris Baron were the shareholders of Mountfield Land Limited, a subsidiary of Mountfield Group Plc. In the year to 31 December 2009 both of these amounts were written off through the statement of comprehensive income.

The Company received a loan of £Nil (2008 - £714,889) from Mountfield Building Group Limited, a subsidiary undertaking. At 31 December 2009, £872,563 (2008 - £986,139) was owed to Mountfield Building Group Limited in respect of these transactions and expenses paid of £215,956 (2008 - £986,630) on behalf of the Company by Mountfield Building Group Limited.

During the period the Company received a loan of £625,000 (2008 - £Nil) from Connaught Access Flooring Limited, a subsidiary undertaking. At 31 December 2009 this amount was still outstanding.

As at 31 December 2009, balances remaining unpaid on the unsecured non-convertible loan notes to Graham Read and Andrew Collins amounted to £3,871,045 (2008 - £3,959,868) and £1,478,110 (2008 - £1,459,869) respectively. Interest has been charged on these loans amounting to £104,264 (2008 - £21,096) and £39,099 (2008 - £25,315) respectively. Interest has not been paid and is included in accruals amounting to £125,360 (2008 - £21,096) and £64,414 (2008 - £25,315) respectively.

At 31 December 2009 the following warrants remained outstanding:

	Number	Exercise Price	Date of Grant	Exercise Period
Rakesh Patel	2,500,000	10p	18 September 2008	30 October 2009 and 29 October 2014
Sir Jeremy Hanley	500,000	10p	18 September 2008	30 October 2009 and 29 October 2014

On 11 June 2010, Rakesh Patel's warrants lapsed as he resigned from the Board.

Included in trade payables is an amount of £10,000 (2008 - £20,000) due to Rakesh Patel.

During the year the Group was invoiced £24,000 by Adler Shine for the services of Rakesh Patel as director of Mountfield Group plc.

As at 31 December 2009, £10,700 (2008 - £3,450) was due to Adler Shine.

Rakesh Patel is a partner in Adler Shine.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2009**

21 Related party transactions (continued)

During the year the Group was charged £206,858 (2008 - £253,128) by Beachcroft, solicitors to the company. The company issued 1,753,267 shares in consideration for £175,327 of outstanding fees.

At 31 December 2009, Beachcroft were owed £47,753 (2008 - £146,773).

Peter Jay was a partner in Beachcroft and then a consultant.

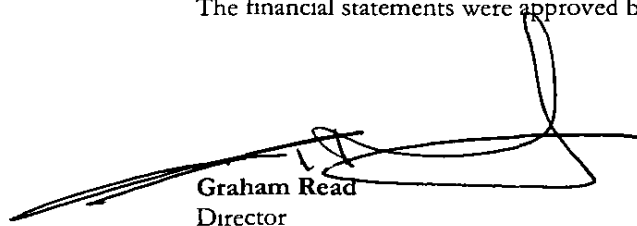
22 Control

In the opinion of the directors, Graham Read, director and shareholder, is the ultimate controlling party.

COMPANY STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2009
Company no. 06374598

	Notes	2009 £	2008 £
ASSETS			
Non-current assets			
Investment in subsidiaries	2	19,365,817	19,365,817
Deferred income tax asset	8	130,117	-
		<u>19,495,934</u>	<u>19,365,817</u>
Current assets			
Other receivables	3	16,695	416,206
Cash and cash equivalents	4	800	6,677
		<u>17,495</u>	<u>422,883</u>
TOTAL ASSETS		<u>19,513,429</u>	<u>19,788,700</u>
EQUITY AND LIABILITIES			
Issued share capital	5	171,311	169,558
Share premium		492,074	318,500
Share based payments reserve		294,022	52,357
Merger reserve		12,951,180	12,951,180
Retained losses		(1,672,598)	(815,932)
TOTAL EQUITY		<u>12,235,989</u>	<u>12,675,663</u>
Current liabilities			
Trade and other payables	6	1,971,092	1,693,270
Income tax		30	30
		<u>1,971,122</u>	<u>1,693,300</u>
Non current liabilities			
Loan notes	7	5,306,318	5,419,737
TOTAL LIABILITIES		<u>7,277,440</u>	<u>7,113,037</u>
TOTAL EQUITY AND LIABILITIES		<u>19,513,429</u>	<u>19,788,700</u>

The financial statements were approved by the board on 30 June 2010


Graham Read
 Director

**COMPANY CASH FLOW STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2009**

	Year ended 31 December 2009	Period ended 31 December 2008
Notes	£	£
Cash flows from operating activities		
Operating loss before interest and tax	(986,783)	(771,320)
Adjusted for		
Share based payments	241,665	52,357
Loans written off	267,777	-
Decrease/(increase) in receivables	131,734	(148,429)
(Decrease)/increase in payables	(276,439)	660,720
Cash used in operating activities	<u>(622,046)</u>	<u>(206,672)</u>
Finance income	-	1,799
Income tax credit	-	30
Net cash outflow from operating activities	<u>(622,046)</u>	<u>(204,843)</u>
Cash flows from investing activities		
Acquisition costs of subsidiary undertakings	-	(783,817)
	<u>-</u>	<u>(783,817)</u>
Cash flows from financing activities		
Proceeds from issue of shares	175,327	32,238
Proceeds from issue of convertible loan note	-	325,000
Loans received from subsidiary undertakings	554,261	986,139
Loans made to related parties	-	(100,000)
Other loans	-	(167,777)
Repayment of non-convertible loan notes	(113,419)	(80,263)
Net cash inflow from financing activities	<u>616,169</u>	<u>995,337</u>
Net (decrease)/increase in cash and cash equivalents	<u>(5,877)</u>	<u>6,677</u>
Cash and cash equivalents brought forward	6,677	-
Cash and cash equivalents carried forward	<u>4 800</u>	<u>6,677</u>

**COMPANY STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2009**

	Share capital	Share premium	Share based payments reserve	Merger reserve	Retained earnings	Total equity
	£	£	£	£	£	£
As at 18 September 2007	-	-	-	-	-	-
Shares issued in period for cash	32,238	-	-	-	-	32,238
Shares issued on conversion of loan notes	6,500	318,500	-	-	-	325,000
Shares issued in period on acquisition	130,820	-	-	12,951,180	-	13,082,000
Share based payment	-	-	52,357	-	-	52,357
Total comprehensive income	-	-	-	-	(815,932)	(815,932)
At 31 December 2008	169,558	318,500	52,357	12,951,180	(815,932)	12,675,663
Shares issued in period for cash	1,753	173,574	-	-	-	175,327
Share based payment	-	-	241,665	-	-	241,665
Total comprehensive income	-	-	-	-	(856,666)	(856,666)
At 31 December 2009	171,311	492,074	294,022	12,951,180	(1,672,598)	12,235,989

The merger reserve exists as a result of the acquisitions of Mountfield Building Group Limited, MBG Construction Limited, Connaught Access Flooring Holdings Limited and Mountfield Land Limited. The merger reserve represents the difference between the nominal value of the share capital issued by the Company and the fair value of those shares at the date of acquisition.

**NOTES TO THE COMPANY FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2009**

1 ACCOUNTING POLICIES

The accounting policies of the Company are shown in the Consolidated Financial Statements on pages 16 to 23

1.1 Investment in subsidiaries

Investments in subsidiaries are stated at cost less any provision for impairment

2 Investments in subsidiaries

**Shares in
subsidiary
undertakings
£**

At 18 September 2007	-
Additions	19,365,817
At 31 December 2008	19,365,817
Additions	-
At 31 December 2009	19,365,817

The following companies are the principal subsidiary undertakings at 31 December 2009 and are all consolidated

Subsidiary undertaking	Country of incorporation	Class	Shares held
Mountfield Building Group Limited	England and Wales	Ordinary	100%
MBG Construction Limited *	England and Wales	Ordinary	100%
Connaught Access Flooring Holdings Limited	England and Wales	Ordinary	100%
Connaught Access Flooring Limited **	England and Wales	Ordinary	100%
Mountfield Land Limited	England and Wales	Ordinary	100%

*Interest held indirectly by Mountfield Building Group Limited

**Interest held indirectly by Connaught Access Flooring Holdings Limited

The principal activity of these undertakings for the last relevant financial year was as follows

Subsidiary undertaking	Principal activity
Mountfield Building Group Limited	Refurbishment and fitting out contracting services
MBG Construction Limited	Construction and refurbishment contractors
Connaught Access Flooring Holdings Limited	Intermediate holding company
Connaught Access Flooring Limited	Specialist flooring contractor
Mountfield Land Limited	To seek land for development of quality homes to suit homebuyers

**NOTES TO THE COMPANY FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2009**

3	Trade and other receivables	2009	2008
		£	£
	Other loans receivable	-	267,777
	Other receivables	-	119,293
	Prepayments	<u>16,695</u>	<u>29,136</u>
		<u>16,695</u>	<u>416,206</u>
	Comprising:		
	Loans and receivables at amortised cost	-	387,070
	Prepayments	<u>16,695</u>	<u>29,136</u>
		<u>16,695</u>	<u>416,206</u>

4	Cash and cash equivalents	2009	2008
		£	£
	Cash at bank	<u>800</u>	<u>6,677</u>

Cash at bank and in hand earns interest at floating rates based on daily bank deposit rates. The fair value of cash and cash equivalents is £800 (2008 - £6,677).

For the purposes of the cash flow statement, cash and cash equivalents comprise the following at 31 December 2009:

Cash at bank	<u>800</u>	<u>6,677</u>
--------------	------------	--------------

5	Share capital	2009	2008
		£	£
	Authorised		
	1,000,000,000 Ordinary shares of 0.1p	<u>1,000,000</u>	<u>1,000,000</u>
	Issued		
	171,311,587 Ordinary shares of 0.1p each (2008: 169,558,520 Ordinary shares of 0.1p each)	<u>171,311</u>	<u>169,558</u>

Details of changes in share capital issued are included at note 12 to the Consolidated Financial Statements.

**NOTES TO THE COMPANY FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2009**

6	Trade and other payables	2009	2008
		£	£
	Trade payables	200,352	506,791
	Amounts owed to subsidiary undertakings	1,540,400	986,139
	Other payables	230,340	200,340
		<u>1,971,092</u>	<u>1,693,270</u>
7	Borrowings	2009	2008
		£	£
	Non-current liabilities		
	Unsecured non-convertible loan notes	<u>5,306,318</u>	<u>5,419,737</u>
	Details of the loan notes are included at Note 14 to the Consolidated Financial Statements		
8	Deferred taxation	2009	2008
		£	£
	Deferred tax analysis		
	Deferred tax losses	<u>(130,117)</u>	<u>-</u>
	Movement in deferred tax during the year		
	At 1 January 2009	-	-
	Credit for the year	<u>(130,117)</u>	<u>-</u>
	At 31 December 2009	<u>(130,117)</u>	<u>-</u>
8	Capital Commitments		
	There were no capital commitments at the period end		
9	Contingent liabilities		
	Under the terms of the Group's banking facilities, the Company has provided a cross guarantee to the Group's bankers. At the year end, the net balance due to the Group's bankers was £273,799 (2008 £Nil)		
10	Key management personnel compensation		
	Key management personnel expenses are disclosed in Note 4 to the Consolidated Financial Statements		
11	Directors' benefits – advances, credits and guarantees		
	Directors' benefits – advances, credits and guarantees are disclosed at Note 20 to the Consolidated Financial Statements		
12	Related party disclosures		
	Related party disclosures are detailed at Note 21 to the Consolidated Financial Statement		
13	Financial instruments		
	Details of key risks are included at Note 18 to the Consolidated Financial Statements		

**NOTES TO THE COMPANY FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2009**

Categories of financial instruments

	2009	2008
	£	£
Financial assets		
<u>Loans and receivables at amortised cost including cash and cash equivalents</u>		
Other receivables	16,695	416,206
Cash and cash equivalents	800	6,677
Total	<u>17,495</u>	<u>422,883</u>
Financial liabilities		
<u>Financial liabilities at amortised cost</u>		
Trade and other payables	1,971,092	1,693,270
Unsecured non-convertible loan notes	5,306,318	5,419,737
Total	<u>7,277,410</u>	<u>7,113,007</u>
Net	<u>(7,259,915)</u>	<u>(6,690,124)</u>

MOUNTFIELD GROUP PLC

(the "Company")

(Registered and incorporated in England and Wales with Company number 6374598)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the Company will be held at the offices of Beachcroft LLP, 100 Fetter Lane, London EC4A 1BN on Monday 26th July 2010 at 11 a.m. for the following purposes

Ordinary Business

To consider and if thought fit, to pass the following Resolutions each of which will be proposed as an Ordinary Resolution

- 1 To receive and adopt the Company's annual accounts for the financial year ended 31 December 2009 together with the last directors' report and the auditors' report on those accounts
- 2 To reappoint Brett Adams as auditors to hold office from the conclusion of the meeting to the conclusion of the next meeting at which the accounts are laid before the Company at a remuneration to be determined by the directors

Special Business

To consider and, if thought fit, pass Resolution 3, which will be proposed as an Ordinary Resolution, and Resolution 4 which will be proposed as a Special Resolution

- 3 That, in accordance with section 551 of the Companies Act 2006 (the "2006 Act") the Directors of the Company be and are generally and unconditionally authorised to allot Relevant Securities (as defined in the notes to this resolution)
 - 3 1 up to a maximum nominal amount of £10,000 (in pursuance of the exercise of outstanding warrants granted by the Company prior to the date hereof but for no other purpose),
 - 3 2 up to a maximum nominal amount of £6,000 (in pursuance of the exercise of options to be granted by the Company after the date hereof but for no other purpose),
 - 3 3 up to a maximum nominal amount of £7,500 (in pursuance of the settlement of deferred consideration (if any) payable by the Company under the terms of the Mountfield Land sale and purchase agreement dated 16 October 2008 but for no other purpose),
 - 3 4 up to an aggregate nominal amount of £57,200 (in addition to the authorities conferred in sub-paragraphs 3 1, 3 2 and 3 3 above) representing approximately one third of the Company's current issued share capital,

provided that these authorities, unless duly renewed, varied or revoked by the Company, will expire on the date being fifteen months from the date of the passing of this resolution or, if earlier, the conclusion of the next annual general meeting of the Company to be held after the passing of this resolution, save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted after such expiry and, the Directors may allot Relevant Securities in pursuance of such an offer or agreement notwithstanding that the authority conferred by this resolution has expired

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot relevant securities under section 80 of the Companies Act 1985 but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities

- 4 That, subject to the passing of Resolution 3, the Directors be given the general power to allot equity securities (as defined by section 560 of the 2006 Act) for cash, pursuant to the authority conferred by Resolution 3, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to

- 4 1 the allotment of equity securities in connection with an offer by way of a rights issue
- 4 1 1 to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings, and
- 4 1 2 to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,
- but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any applicable regulatory body or stock exchange,
- 4 2 the allotment (otherwise than pursuant to sub-paragraph 4 1 above) of equity securities on the exercise of outstanding warrants granted by the Company prior to the date hereof,
- 4 3 the allotment (otherwise than pursuant to sub-paragraphs 4 1 and 4 2 above) of equity securities on the exercise of options to be granted by the Company after the date hereof,
- 4 4 the allotment (otherwise than pursuant to sub-paragraphs 4 1, 4 2 and 4 3 above) of equity securities for the settlement of deferred consideration (if any) payable by the Company under the terms of the Mountfield Land sale and purchase agreement dated 16 October 2008 but for no other purpose,
- 4 5 the allotment (otherwise than pursuant to sub-paragraphs 4 1, 4 2, 4 3 and 4 4 above) of equity securities up to an aggregate nominal amount of £57,200 representing approximately one third of the Company's current issued share capital,

provided that the power granted by this resolution will expire on the date being fifteen months from the date of the passing of this resolution or, if earlier, the conclusion of the next annual general meeting of the Company to be held after the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on such date), save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and, the Directors may allot equity securities in pursuance of such an offer or agreement notwithstanding that the authority conferred by this resolution has expired

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 89(1) of the Companies Act 1985 did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities

BY ORDER OF THE BOARD

Peter Jay
Company Secretary

Registered Office
3c Sopwith Crescent
Wickford Business Park
Wickford
Essex
SS11 8YU

30 June 2010

Explanatory Notes

Entitlement to attend and vote

- 1 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at
- 6 p.m. on Saturday 24th July 2010, or,
 - if this Meeting is adjourned, at 6 p.m. on the day two days prior to the adjourned meeting,
- shall be entitled to attend and vote at the Meeting

Appointment of proxies

- 2 If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form
- 3 A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them
- 4 You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to more than one share. To appoint more than one proxy please refer to the notes on the Form of Proxy
- 5 In order to facilitate voting by corporate representatives at the AGM, arrangements will be put in place at the AGM so that (i) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions, and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of appointment letter if the chairman is being appointed as described in (i) above

Appointment of proxy using hard copy proxy form

- 6 The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be
- completed and signed,
 - sent or delivered to Equiniti Registrars, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL, and
 - received by Equiniti Registrars, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL no later than 11 a.m. on Saturday 24th July 2010

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form

Appointment of proxy by joint members

- 7 In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior)

Changing proxy instructions

- 8 To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions, any amended proxy appointment received after the relevant cut-off time will be disregarded

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Equiniti Registrars, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence

Termination of proxy appointments

- 9 In order to revoke a proxy instruction you will need to inform the Company using the following method

By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Equiniti Registrars, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice

The revocation notice must be received by Equiniti Registrars, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL no later than 11 a.m. on Saturday 24th July 2010

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid

Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated

Documents on display

- 10 The following documents will be available for inspection at the registered office of the Company on any weekday (excluding public holidays) during normal office hours from the date of this Notice until the time of the Meeting and for at least 15 minutes prior to the Meeting and during the Meeting

- Copies of the service contracts of executive directors of the Company
- Copies of the letters of appointment of the non-executive directors of the Company