

TRIANGLE GRP S.A. INDEPENDENT AUDIT REPORT DECEMBER 31, 2008

Russell Bedford



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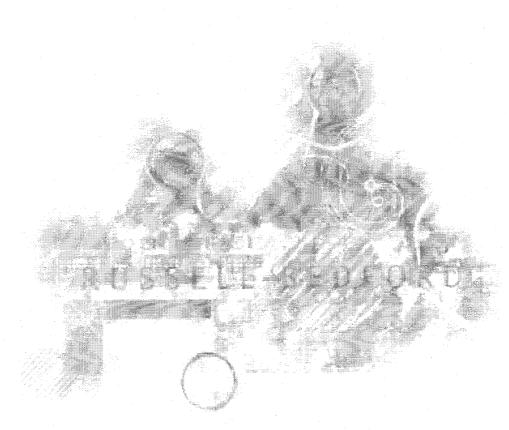
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### TRIANGLE GRP S.A. REPORT BY THE INDEPENDENT AUDIT TEAM DECEMBER 31, 2008

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Pinto Garcés



**INDEPENDENT AUDIT REPORT** 

Quito, October 27, 2009

To the Shareholders of TRIANGLE GRP S.A.

- We have audited the accompanying general balance sheet of TRIANGLE GRP SA at December 31<sup>st</sup>, 2008 and the corresponding statements of Income; Statement of Changes in Assets and cash flows for the year ending on such date. These financial statements are the responsibility of the Company's Administration. Our responsibility is to express an opinion on these financial statements based on our audit.
- 2. We conducted our audit in accordance with auditing standards generally accepted in Ecuador. These standards require that an audit is designed and carried out to obtain reasonable assurance whether the financial statements do not contain misleading or inaccurate data statements of significant character. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements submitted. It also includes assessing of the accounting principles used and of significant estimates made by management, as well an evaluation of the overall presentation of such financial statements. We believe that our audit provides reasonable basis for expressing an opinion.
- 3. Until the date of emission of the report, financial statements at December 31<sup>st</sup>, 2007, are out of balance in relatsent o the balances sheets submitted to the Internal Revenue Service (SRI), and we have been unable to verify the details with those opening accounts at January 1<sup>st</sup>, 2008. In 2007, an appraisement was made of the property field, plant and equipment of which we can not give any opinion o comment, because it is not for the period for which we were hired. The values of the financial statements at December 31<sup>st</sup>, 2007 shall be considered only for comparative purposes.
- In our opinion, the financial statements mentioned below show, in a reasonable way, important issues of the financial situation of TRIANGLE GRP SA. as for December 31<sup>st</sup> 2008, the results of its operations, the changes in their shareholder's equity and the cash flow for year finished this date, in conformity with accounting principles generally accepted in Ecuador.

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- **5.** At the date of issuance of this report, the Ecuadorian economy is going through a difficult situation resulting from the financial crisis that erupted worldwide in the second half of 2008. Ecuador's economy could deteriorate in 2009 if:
  - a) Oil prices do not recover their average value of 2007,
  - b) Remittances sent by migrants to Ecuador continue to fall,

c) The country's trade balance shows significant deficits and,

d) The financial deficit for the Country and the lack of credit for Ecuadorian companies continue. At the date of issuance of the accompanying financial statements we do not know the effects that might emerge from this difficult economic crisis in Ecuador. Therefore the accompanying financial statements should be read talking this factors into consideration.

ussell Bedford Ecuador.

Pinto & Garcés Asociados Cía. Ltda. RUSSELL BEDFORD ECUADOR R.N.A.E. No. 337

Pinto Garcés

Ramiro Pinto Socio Licencia Profesional No. 17-352



# TRIANGLE GRP S.A. **BALANCE SHEETS** AT DECEMBER 31st 2008 and 2007 (Expressed in U.S. dollars)

	Notes		2.008	2.007
ASSETS				
CURRENT ASSETS	,			
			• • • 1	27.020
Cash and Banks			-	27.838
Accounts Receivable				
Customers	3		98.107	200.658
Less: Provision for uncollectible accounts			-1.585	-8.410
Shareholder Accounts Receivable	4		126.799	-
Other Accounts Receivable	5		2.543	-
Total Accounts Receivable		USD\$	225.863	192.248
Advance Payments	6		99.530	22.560
Inventory	7		54.006	46.783
TOTAL CURRENT ASSETS		USD\$	379.399	289.429
PROPERTY, PLANT AND EQUIPMENT				
Not depreciable	8		1.202.350	1.202.350
Depreciable	9.00		3.366.543	3.234.160
Less: Accumulated Depreciation			-362.898	-297.474
TOTAL PROPERTY, PLANT AND EQUI	PMENT	USD\$	4.205.995	4.139.036
TOTAL ASSETS		USD\$	4.585.394	4.428.465

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The accompanying notes are an integral part of the financial statements

Ing: Avinash Mokate **General Manager** 

C.P.A. ANDREA VILLARREAL REG. NAC. 17-3005 Lcda. Andrea Villareal

**General Accountant** 

# TRIANGLE GRP S.A. GENERAL BALANCE SHEETS AT DECEMBER 31st 2008 and 2007 (Expressed in U.S. dollars)

	Notes	· .	2008	2007
LIABILITIES	÷.,			
CURRENT LIABILITIES			·	
Accounts Payable				
Suppliers	10		155.389	135.646
Advances Received	10		155.585	155.040
Overdraft			72.192	
Other Accounts Payable			561	80.625
Social Benefits	11		48.969	1.211
Public Institutions	12		38.711	10.568
	~~		50.777	
Total Accounts Payable		USD\$	315.978	228.050
		-		
TOTAL CURRENT LIABILITIES		USD\$	315.978	228.050
LONG-TERM LIABILITIES	•		-	<b>-</b> *
TOTAL LIABILITIES		USD\$	315.978	228.050
EQUITY				-
Capital	13		50.400	50.400
Future Contribution Capitalization			530.182	530.182
Legal Reserve			10.020	10.020
Assets Valuation Reserve	14		3.602.400	3.602.400
Cumulative results			7.413 .	- 661
Profit for the year			69.000	8.074
TOTAL EQUITY		USD\$	4.269.416	4.200.416
		-		<u> </u>
TOTAL LIABILITIES AND EQUITY		USD\$	4.585.394	4.428.466
			-	
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The accompanying notes are an integral p	art of the f	financial st	atenients.	4
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Mr. Avinash Mokate		C.1	A/ANUMENT VI	
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General Manager

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General Accountant

# TRIANGLE GRP S.A. INCOME STATEMENT AT DECEMBER 31st 2008 and 2007 (Expressed in U.S. dollars)

	Notes		2.008	2.007
Sales	15		1.550.273	730.087
(-) Cost of Sales	16		932.921	407.885
Gross Profit on Sales		USD\$	617.352	322.202
n an				
Less: Operational Expenses				
Administrative Expenses	17		482.929	280.056
Depreciation Expense			65.423	33.736
Operational Profit		USD\$	69.000	8.410
Income before Workers Participation	and		<u></u>	
Income Tax		USD\$	69.000	8.410
Less:				
Workers Participation			-	-
Income Tax		<u>`</u>		-
PROFIT FOR THE YEAR	· · ·	USD\$	69.000	8.410

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The accompanying notes are an integral part of the financial statements.

Mr. Avinash Mokate General Manager

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C.P.A. ANDREA VILLARREAL

C.P.A. ANDREA VILLAROUS REG NAC. 17-3009 Lcdz. Andrea Villareal General Accountant

#### TRIANGLE GRP S.A. STATEMENT OF CHANGES IN EQUITY AT DECEMBER 31st 2008 and 2007 (Expressed in U.S. dollars)

				1 ( ) ( ) ( ) ( ) ( ) ( ) ( ) ( ) ( ) (			
	Social Capital	Legal Reserve	Other Reserves	Future Contribution	Cumulative Results	Profit for the Year	TOTAL
Opening balance at January 01, 2008 U	J <b>SD\$</b> 50.40	10.020	3.602.400	530.182	(661)	8.074	4.200.416
Transfer period 2007 results					8.074	(8.074)	· ·
Period 2008 Results			4.			69.000	69.000
Balance at December 31, 2008 U	JSD\$ 50.4	10.020	3.602.400	530,182	7.413	69.000	4.269.41
				/			
					aver Villani)		
The accompanying notes are an integral	part of the financ	al statements.		Via 1001 7-110	REA VILLARRE		
	16	tote		REG	NAC. 17-3009		

Avinash Mokate

**General Manager** 

Leda. Andrea Villareal **General Accountant** 

# TRIANGLE GRP S.A. STATEMENT OF CASH FLOW AT DECEMBER 31st 2008 and 2007 (Expressed in U.S. dollars)

CASH FLOW FROM OPERATING ACTIVITIES:		
Revenue for the year	69.000	
ADJUSMTMENTS TO RECONCILE PROFIT TO CASH		
NET CAPITAL PROVIDED:		
Depreciation	65.423	
Customer Accounts Receivable	102.551	
Supplies Customers	-6.825	
Accounts Receivable EE.RR	-126.799	
Other Accounts Receivable	20.017	
Advance Payments	-99.530	
Inventories	-7.224	
Suppliers payables	19.743	- -
Advances Received	156	
Other Accounts Payable	-7.872	
Public Institutions	28.143	
Social Benefits	47.758	
NET CASH USED IN OPERATING ACTIVITIES		104.544

### CASH FLOWS FROM INVESTING ACTIVITIES:

Acquisitions of property, plant and equipment

-132.382

-132.382

# NET CASH USED IN INVESTING ACTIVITIES

Net decrease in cash and cash equivalents	USD	-27.838
Cash and cash equivalents at beginning of year	USD	27.838
Cash and cash equivalents at end of year	USD	, 0

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The accompanying notes are an integral part of the financial statements.

Cali Avinash Mokate

General Manager

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C.P.A. ANDREA VILLARREAL Lcore God NAC illa 7e3005 General Accountant

### NOTE 1. CORPORATE PURPOSE

The object of the Company is providing consultancy services for installation, organization, operation, business management we needed and may in this activity will provide financial advice, legal, administrative, economic, market, personnel training and in general for all kinds of services required. Besides marketing, importation, exportation, distribution, rental of agricultural products.

#### NOTE 2. ACCOUNTING POLICIES APPLIED

#### a. Basis of Presentation

The financial statements have been prepared on the historical cost, according to generally accepted accounting principles and Ecuadorian Accounting Standards enacted by the National Federation of Accountants of Ecuador and authorized by the Superintendency of Companies.

#### **b.** Currency

The Ecuadorian Government in 2000 issued the Basic Law of Economic Transformation of Ecuador and announced the dollarization, so since then the currency unit in the Republic of Ecuador is the U.S. dollar.

#### c. Bad debt provision

At 31 December 2008, the Company's provision for 1% of its accounts receivable to cover potential risks of bad debts.

#### d. Property, Plant and Equipment

Owned property, plant and equipment are recorded at cost, for the period 2007 carried out a re-evaluation of property.

#### e. Social Benefits Provision

In the period 2008, the Company maintains a roster of employees was carried out providing some social benefits, such as bonuses, reserve funds and contributions to IESS, as provided in the provisions of the Labor Code.

#### f. Employee Participation in Profit and Provision for Income Tax.

The annual profit of the company must recognize the 15% stake to workers and 25% of income tax in accordance with the Law.

#### g. Equity

The assets of the company is comprised of: social capital, future contribution caps, legal reserve, by Valuation reserve, retained earnings and profit or loss.

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# NOTE 3. CLIENTS

This account consists of:

Detail	2	2008	
Customers 3.1		98.107	200.658
Total	USD\$	98.107	200.658

**3.1** Applies to securities receivable to forty-two (42) customers according to the following details:

Detail		2008
ARASHA FLOWER		421
AZERIFLOR		2.030
BIGI BLUMEN IMPORT	[	2.070
CAMELLIA		10.382
DTS FLORAL GROUP		1.508
D'FLORES Y BULBOS ALFA S.A		569
ECUADORIAN ROSES		44
ECUAROSE TRADING	l i	9.202
EKUAFLOR	· ·	1.349
EUROFLOR		196
FD EXPORTS	1.	420
FLOWERS EXPRESS S.R.L.		13.267
FLOWEX BV	ł	1 38
FRESSKO INTERNATIONAL		4 50
HOLLAND FLOWER MARKET INC		882
IMPEX FLOWERS		116
IMPORT FLOWERS SERVICES		294
INTERNATIONAL FLOWERS	}	326
INTI ECUADOR	1	174
JETTY		1.523
JOHANNES JACOBUS MARIA ZUIJDE		96
L&B FLOWERS	1	573
LAY ROSSE	ļ	196
LOLITA SANCHEZ		645
LUXUS BLUMEN		276
MARKFLOWERS		1.153
MAYESH	•	1.328
METZ		848
MONICANNA		486
000 "BEST FLORA"		870
OZ IMPORT - DFG ECUADOR		3.885
PLANTY FLOWERS.		225
PREESMAN		37.557
Q&S FLOWERS		50
ROZA TRADING CORP		131
SILVA FLOWERS		2.088
SKIFF FLOWERS	1. A 1. A	218
SOKOL FARMS INC		102
	[	232
VIVA SERVICIO		181
		163
ZIGZAG GROUP		1.450
Total	USD \$ —	98.107
rvtar		30.10/

### **NOTE 4. ACCOUNTS RECEIVABLE SHAREHOLDERS**

In this account records amounts paid by the Company, for the car-related greenhouses, their details are as follows:

Detail		2008	2007
Pessman		126.799	-
Total	USD\$	126.799	_

### NOTE 5. OTHER ACCOUNTS RECEIVABLE

This account consists of:

Detail		2008
Loans and advances employees Advances suppliers		143 2.400
Total	USD\$	2.543

### **NOTE 6. ADVANCE PAYMENTS**

This account consists of:

Detail	2	008	2007
TAXES			
Advance Income Tax		30.479	
Withholding taxes		3.587	
Tax Credit for Value Added Tax		63.352	22.560
Value Added Tax Paid		2.112	
Total		99.530	22.560

#### **NOTE 7. INVENTORY**

The account **Inventories** at 31 December 2008 is comprised as follows:

Detail	20	2008	
Chemicals	÷ .	25.016	11.128
Materiales		6.180	35.611
Fuels		-	44
Product Inventory		22.810	-
Total	USD\$	54.006	46.783

#### **NOTE 8. Non-depreciable**

The account **"Non-depreciable assets"** corresponds to two (2) field, the same as forming a single body located on the road Tabacundo-Tupigachi, in the period 2007 been undertaken to reevaluate the real estate and the account is increased USD \$ 1'202.350.00. Ing. Jorge Sanchez, appraisal No. JIS 15.07 S.C.R.N.P. PA 040/SB No. 2005-044.

### NOTE 9. DEPRECIABLE

The account "**Property, Plant and Equipment - Depreciable**" of the Company are recorded at cost and details are as follows:

Cost	Balance to 01/01/2008	Purchases	Balance to 31/12/2008	J
Buildinas	132.000	37.115	169.115	
Office Machines	152.000	541	541	
Machinery and Equipment	62.600	9.530	72.130	
Furniture and Appliances	82.343	646	82.989	
Greenhouse & Facilities	706.600	- 040	706.600	
Computer Hardware	2.936		2.936	
Plants	2.247.681	84.551	2.332.232	
Subtotal	3.234.160	132.382	3.366.543	
Accumulated depreciation	Balanceto	Expenses	Balance to	· %
	01/01/2008	· · · · · · · · · · · · · · · · · · ·	31/12/2008	Deprec.
Buildings	(5.782)	(26.811)	(32.593)	10%
Office Machines	-	(17)	(17)	
Machinery and Equipment	(5.877)	(6.737)	(12.613)	
Furniture and Appliances	(7.724)	(8.278)	(16.003)	
Greenhouse & Facilities	(277.130)	(21.473)	· · · · · · · · · · · · · · · · · · ·	
Computer Hardware	(961)	(979)	(1.939)	20%
Plants		(1.128)	(1.128)	10%
Subtotal	(297.474)	(65.423)	(362.898)	

### NOTE 10. SUPPLIERS

They correspond to obligations of chemicals, fertilizers and materials for their production details are as follows:

Detail		2008	2007
Cash Purchases and Services Rendered Active Providers 10	.1	42.441 112.948	- 135.646
Total	USD\$	155.389	135.646

**10.1** Applies to securities payable to twenty-four (24) providers according to the following details:

Detail	2008
	670
AGRITOP	670
AGROSITEMAS	2.354
AGROVISION	338
AMC	625
CORPCULTIVOS	23.522
CORRUEMPAQUE	7.066
ECUAQUIMICA	3.363
FANNY GARCIA	5.336
FERROSIN	767
FLEXART	221
FLORAGROVET	11.471
FLOREMPAQUE	44.995
HORTICOOP	5.892
IMPORAGRIFLOR	1.844
JOSE JUAN CALUGUILLIN	107
LA ESPERANZA	329
LA PANTERA	1.126
LA YAPA	218
PILVICSA	326
OKISS	735
QUIMIROSBURG	882
REPRESENTACIONES ANDINAS	2 5 2
SOLUCIONES AGRICOLAS	132
SUPORTNET	378
Total	USD \$ 112.948

## NOTE 11. SOCIAL BENEFITS

This account is comprised of those that the Company has obligations to its employees, its details are as follows:

Detail		2008	2007
15% Accounts Payable Workers		-	1.211
Salaries Payable		35,939	-
XIII Salary		3.380	· •
XIV Salary		9.650	
Total	USDS	48.969	1.211

#### NOTE 12 .- PUBLIC INSTITUTIONS

Account that is made up of obligations that remain with the Internal Revenue Service (IRS) and the Ecuadorian Social Security Institute (IESS), its detail is as follows:

Detail	2	008	2007
S.R.I.			
Value Added Tax Payable		-	1.280
Value Added Tax Charged		20.011	
Income Tax Payable		-	1.716
Retention Value Added Tax		2.798	-
Withholding taxes payable	Î	1.240	· –
<u>I.E.S.S.</u>			
Posts I.E.S.S.		7.806	7.572
Loans I.E.S.S		716	-
Reserve Funds		6.140	-
Total	USD\$	38.711	10,568

#### NOTE 13. CAPITAL

The Company was incorporated with a capital of S /. 5'000 000.00 (Five million sucres) under the name **Triangle GRP Company Limited**., by public deed on 11 June 1998 before the Thirty-Eighth Notary of the Canton Guayaquil, the Company Abg2008 comprehensive reform and codification of the Bylaws Company called Triangle. Humberto Flores Moya, and entered in the Trade Register on 10 September the same year.

Following the guidelines established by the dollarization system implemented in our country in the period 2000 and according to legal rules issued in the Companies Act, the company by public deed on 8 December 2006, before the Twenty-Fifth Notary of the Canton Guayaquil, Dr. Ivonne Zurita Zambrano, and entered in the Trade Register under the date No.13.428 Guayaquil, thirteen of July two thousand seven, the capital increase, the reform of laws and leave it at USD \$ 50,000.00 (fifty thousand dollars).

During GRP Cia. Ltd., by public deed on 7 April 2008, before the Twenty-Fifth Notary of the Canton Guayaquil, Zurita IVOL Dr. Segundo Zambrano, and entered in the Commercial Register No. 08-G-DEC 0008048 of November 21 2008, for the transformation of the Triangle Company Co. GRP. Ltd. In a corporation under the name Triangle GRP SA with a capital of USD \$ 50,400 (fifty thousand four hundred dollars).

#### NOTE 14 .- asset valuation reserve

Adjustment corresponds to the value of practices, products from the revaluation of land and assets of the Company in the period 2007, which was conducted by Jorge Sanchez, appraisal No. JIS 15.07 S.C.R.N.P. PA 040/SB No. 2005-044.

### NOTE 15. SALES

Account which consists of:

Detail		2008	2007
Revenue Royalties 12%	1.2	169.571	21.155
Revenue Royalties 0%		328.423	238.753
Export earnings		1.052.279	470.178
Total	USD\$ -	1.550.273	730.086

#### NOTE 16. COST OF SALES

The selling cost is broken down as follows:

Detail	· · · · · · · · · · · · · · · · · · ·		2008
Consumer Direct Indirect Materials Direct labor Indirect labor Product in Process Finished Product	16.1 16.2		412.139 85.796 359.636 98.159 (10.115) (12.695)
Total		USD\$	932.920

**16.1** The account "direct consumption" refers to the purchase of chemicals for products in the process.

16.2 The account "Manpower'	' is	composed	as	follows:
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Detail		2008
Salary		239,998
Employer Contribution	1. Sec. 1. Sec	30.211
Thirteenth Salary		2.366
Fourteenth Salary		6.755
Reserve Funds		5.283
Work Clothing and Equipment		3.217
Occasionally Workers		4.582
Drug-Medical Care		1.284
Mobilization		16.538
Closeouts		12.067
Food and Refreshments		37.336
Total	USD\$	359.636

## NOTE 17. ADMINISTRATIVE EXPENSES

Administrative expenses are comprised of:

Detail			2008
Staff Other Expenditure Concepts	17.1		48.709 434.220
Total		USD\$	482.929

**17.1** Other types of expenses account is comprised as follows:

Detail		2008
Professional Fees		13.649
Maintenance and Repair		93.239
Commission to Societies		106.270
Promotion and Publicity		554
Insurance and Reinsurance		3.448
Fuel and Lubricants		3.146
Supplies and Materials		88.104
Services		55.409
Taxes and Contributions		3.148
Other Expenses		67.253
Total	USD\$	434.220

### NOTE 18. TAX SETTLEMENT

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Detail		2008
Net income		67.473
(-) 15% Participation Workers		10.121
Plus: Non-deductible expenses		
Taxable income		57.352
25% income tax caused		14.338
15% income tax caused		
Less: Retention Period		3.587
Advance Income Tax		30.479
Income Tax Payable	USD\$	(19.728)
Income after 15% Workers and Income Tax		43.014
Distribute Net Income	USD\$	43.014
		· · · · ·