

FORTE CATERING LIMITED
DIRECTORS' REPORT AND ACCOUNTS
31 January 1993
Registered No : 234336



FORTE CATERING LIMITED

DIRECTORS' REPORT

The Directors present herewith their Annual Report and Statement of Accounts for the year ended 31 January 1993.

ACTIVITIES

The main activity of the Company was that of the ownership and management of catering and allied business companies.

During the year the Company has not traded but was in receipt of dividends from its investments in group undertakings.

RESULTS AND DIVIDENDS

The profit on ordinary activities before taxation for the year ended 31 January 1993 was £4,410,936 (1992: profit £29,198,785).

The Directors do not recommend the payment of a dividend in respect of the year ended 31 January 1993 (1992 : £55,000,000).

DIRECTORS AND THEIR INTERESTS

The following were Directors of the Company during the year ended 31 January 1993:

Mr RJV Forte	
Mr GB Chlandetti	
Mr AJ Forte	(Resigned 6 October 1992)
Mr AE Engel	(Resigned 11 September 1992)
Mr RA Burness	
Mr AL Monnickendam	
Mr PM Clack	

Those Directors who are not also directors of Forte Plc had interests in that company's share capital as follows:

	As at 31 January 1993		As at 1 February 1992	
	25p Ordinary Shares	Share Options	25p Ordinary Shares	Share Options
Mr RA Burness	3,593,468	29,595	3,032,444	19,595
Mr AL Monnickendam	2,283	150,865	2,283	150,256
Mr PM Clack	8,349	57,865	7,968	57,912

During the year ended 31 January 1993 the Directors were granted, and exercised the following share options:

	Granted		Exercised	
	Share save	Executive	Share save	Executive
Mr RA Burness				
Mr AL Monnickendam	7,885	:	:	:
Mr PM Clack	7,085	:	:	:

The undermentioned directors are also directors of Forte Plc and as such their interests in that company are not required to be recorded in this company's Register of Directors' Interests:

Mr RJV Forte
Mr GB Chlandetti

AUDITORS

The auditors, Price Waterhouse, have expressed their willingness to continue in office and a resolution for their re-appointment will be submitted at the Annual General Meeting.

By Order of the Board

PJ Wilson
Secretary

166 High Holborn
London WC1V 6TT

10th September 1993

AUDITORS' REPORT TO THE MEMBERS OF
FORTE CATERING LIMITED

We have audited the financial statements on pages 3 to 7 in accordance with Auditing Standards.

In our opinion the financial statements give a true and fair view of the state of the Company's affairs at 31 January 1993 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Price Waterhouse

Price Waterhouse
Chartered Accountants
And Registered Auditor

10 September 1993

Southwark Towers
32 London Bridge Street
London
SE1 9SY

FORTE CATERING LIMITED

PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 JANUARY 1993

	<u>Notes</u>	<u>1993</u> <u>£</u>	<u>1992</u> <u>£</u>
Amounts written off Investments		-	(19,999)
Income from shares in Group Undertakings		<u>4,410,936</u>	<u>29,218,784</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE AND AFTER TAXATION	2,4	4,410,936	29,198,785
DIVIDENDS		-	(55,000,000)
PROFIT/(LOSS) FOR THE YEAR	10	<u>4,410,936</u>	<u>(25,801,215)</u>

The annexed notes on page 6 to 7 form a part of these accounts.

FORTE CATERING LIMITED

BALANCE SHEET AS AT 31 JANUARY 1993

	Notes	1993 £	1992 £
FIXED ASSETS			
Investments in subsidiary undertakings	5	<u>183,934,034</u>	<u>169,866,792</u>
CURRENT ASSETS			
Debtors	6	58,753,356	54,342,419
CREDITORS - Amounts falling due within one year	7	—	<u>55,000,000</u>
Net Current Assets/(Liabilities)		<u>58,753,356</u>	<u>(657,581)</u>
Total Assets Less Current Liabilities		242,687,390	169,211,211
CREDITORS - amounts falling due after more than one year	8	<u>(56,633,508)</u>	<u>(1,633,608)</u>
		<u>186,053,882</u>	<u>167,577,603</u>
CAPITAL AND RESERVES			
Called up share capital	9	1,732,735	1,732,735
Share premium account	10	1,986,857	1,986,857
Revaluation reserve	10	175,955,179	161,889,758
Profit and loss account	10	<u>6,379,111</u>	<u>1,968,253</u>
		<u>186,053,882</u>	<u>167,577,603</u>

The annexed notes on pages 6 to 7 form a part of these accounts.

Debtors include amounts recoverable after one year of £54,342,420 (1992: £25,123,635).

DIRECTOR



Approved by the Board of Directors on

10th September 1993

FORTE CATERING LIMITED

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES
FOR THE YEAR ENDED 31 JANUARY 1993.

	<u>1993</u> £	<u>1992</u> £
Profit for the financial year	4,410,936	29,198,785
Unrealised surplus on revaluation of investments	<u>14,065,343</u>	<u>6,461,381</u>
Total recognised gains and losses	<u>18,476,279</u>	<u>35,660,166</u>

NOTE OF HISTORICAL COST PROFITS AND LOSSES
FOR THE YEAR ENDED 31 JANUARY 1993

	<u>1993</u> £	<u>1992</u> £
Reported profit on ordinary activities before taxation	4,410,936	29,198,785
Realisation of investment revaluation (losses)/profits of previous years	<u>(78)</u>	<u>1,996,243</u>
Historical cost profit on ordinary activities before taxation	<u>4,410,858</u>	<u>31,195,028</u>
Historical cost profit/(losses) for the year retained after taxation and dividends.	<u>4,410,858</u>	<u>(23,804,972)</u>

RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS
FOR THE YEAR ENDED 31 JANUARY 1993.

	<u>1993</u> £	<u>1992</u> £
Profit for the financial year	4,410,936	29,198,785
Dividends	<u>-</u>	<u>(55,000,000)</u>
Transfer from/(to) profit and loss account	4,410,936	(25,801,215)
Unrealised surplus on revaluations of investments	<u>14,065,343</u>	<u>6,461,381</u>
Net addition to/(deduction) from shareholders' funds	18,476,279	(19,339,834)
Opening shareholders' funds	<u>167,577,603</u>	<u>186,917,437</u>
Closing shareholders' funds	<u>186,053,882</u>	<u>167,577,603</u>

FORTE CATERING LIMITED

NOTES TO THE ACCOUNTS - 31 JANUARY 1993

1 ACCOUNTING POLICIES

(a) Basis Of Preparation

The accounts have been prepared in accordance with applicable accounting standards, and comply with the requirements of FRS 3 - Reporting Financial Performance.

(b) Turnover

The Company has no sales, its main operation is that of a parent company and it does not trade in its own right.

(c) Investments in subsidiary undertakings

Investments in subsidiary undertakings are stated in the balance sheet at 31 January 1993 at a valuation arrived at by reference to the cost of shares less amounts written off plus net retained profits of subsidiaries arising between acquisition and 31 January 1993.

2 PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

Auditors' remuneration has been dealt with in the accounts of another group undertaking.

No amounts were paid in respect of non-audit services.

3 EMOLUMENTS OF DIRECTORS

The salaries of the Chairman and other Directors were paid by another group undertaking and no remuneration was paid or is payable to them by Forte Catering Limited (1992: £nil).

4 TAXATION

The Company has no liability to Corporation Tax (1992: £nil).

5 FIXED ASSETS - INVESTMENTS IN SUBSIDIARY UNDERTAKINGS

Shares at cost or valuation

£

At 1 February 1992

169,888,791

Surplus on revaluation

14,065,343

Disposals

(20,100)

At 31 January 1993

183,934,034

Amounts written off

£

At 1 February 1992

19,999

Disposals

(19,999)

At 31 January 1993

nil

Net Book Amounts

At 31 January 1993

183,934,034

At 31 January 1992

169,868,792

Analysis of cost or valuation

£

At 1993 valuation

183,878,534

At cost

55,500

183,934,034

Assets included at valuation would have been included on an historical cost basis at £8,455,605 (1992: £8,455,783).

Group accounts have not been prepared as the Company is a wholly owned subsidiary undertaking of Forte Plc. In the opinion of the Directors the value of the Company's aggregate investment in its subsidiary undertakings is not less than the amount at which they are stated in the balance sheet.

The principal subsidiary undertakings of the Company at 31 January 1993 are listed below. The Company owns all the issued ordinary shares and all are registered in England, except as otherwise noted.

	Nature of business
Forte's (Bournemouth) Limited	Catering
Forte's Service Areas Limited	Holding company
+ Forte Welcome Break Limited	Catering
GMMS Limited	Non-trading
* National Sporting Club Limited	Licensing
* Motorway Services Limited	Catering
(91.67% owned by Forte Welcome Break Limited)	
Garland Inns Limited	Holding company
* This company is an indirect subsidiary undertaking of Forte Catering Limited.	
+ The Company owns 100% of the issued ordinary share capital of Forte Welcome Break Limited, 51.7% directly and 48.3% indirectly. The company owns none of the issued redeemable share capital of Forte Welcome Break Limited.	

FORTE CATERING LIMITED

NOTES TO THE ACCOUNTS - 31 JANUARY 1993 (continued)

6	DEBTORS	<u>1993</u> £	<u>1992</u> £
	Amounts falling due within one year:		
	Dividends receivable from group undertakings	4,410,936	29,218,784
	Amounts falling due after more than one year:		
	Amount due from group undertakings	<u>54,342,420</u>	<u>25,123,635</u>
		<u>58,753,356</u>	<u>54,342,419</u>

7	CREDITORS - amounts falling due within one year:	<u>1993</u> £	<u>1992</u> £
	Proposed Dividend	-	<u>55,000,000</u>

8	CREDITORS - amounts falling due after more than one year	<u>1993</u> £	<u>1992</u> £
	Amount owed to group undertakings	56,633,508	1,632,626
	Corporation tax	-	<u>982</u>
		<u>56,633,508</u>	<u>1,633,608</u>

9	CALLED UP SHARE CAPITAL		
	Called up share capital in both 1993 and 1992 was as follows:		
		<u>Authorised</u> £	<u>Allotted and fully paid</u> £
	Cumulative preference shares of £1 each (5.25% plus related tax credit)	100,000	100,000
	Ordinary shares of 25p each	<u>2,200,000</u>	<u>1,632,735</u>
		<u>2,300,000</u>	<u>1,732,735</u>

The dividend in respect of the cumulative preference shares was waived.

10	RESERVES	<u>Share premium account</u> £	<u>Revaluation Reserve</u> £	<u>Profit and loss account</u> £
	At 1 February 1992	1,986,857	161,889,758	1,968,253
	Profit for the year	-	-	4,410,936
	Surplus on revaluation of subsidiaries	-	14,065,343	-
	Revaluation deficit on sale of investments	-	<u>78</u>	<u>(78)</u>
	At 31 January 1993	<u>1,986,857</u>	<u>175,955,179</u>	<u>6,379,111</u>

11	ULTIMATE PARENT COMPANY	
	The ultimate parent company is Forte Plc, which is registered in England.	
	Copies of the group accounts can be obtained at the following address: 166 High Holborn, London WC1V 6TT.	