

Report and Accounts

Gala Leisure (1991) Limited

30 September 2005



Gala Leisure (1991) Limited

DIRECTORS

J M Kelly

E M G Roberts

SECRETARY

L Smerdon

AUDITORS

PricewaterhouseCoopers LLP

1 Embankment Place

London

WC2N 6RH

REGISTERED OFFICE

New Castle House

Castle Boulevard

Nottingham

NG7 1FT

Gala Leisure (1991) Limited

DIRECTORS' REPORT

The directors present their report and the audited financial statements of the company for the year ended 30 September 2005. The company is exempt from preparing group financial statements since it is a wholly owned subsidiary of another UK company, and accordingly the financial statements present information about the company as an individual undertaking only.

RESULTS AND DIVIDENDS

The result for the year, after taxation, amounted to £nil (2004 – profit of £1,270,000).

No dividends have been paid or proposed (2004 – nil).

PRINCIPAL ACTIVITY AND BUSINESS REVIEW

The company is a non-trading holding company of inactive subsidiaries.

DIRECTORS AND THEIR INTERESTS

The following served as directors of the company during the period:

J M Kelly

R T N Sowerby (resigned 15 December 2004)

E M G Roberts (appointed 15 December 2004)

No director had any interest in the shares of the company during the period.

The directors are also directors of Gala Group Limited, the ultimate parent company. Their shareholdings and those of their families in Gala Group Limited, at 30 September 2005, are reported in the financial statements of that company.

There are no further directors' interests requiring disclosure under the Companies Act 1985

AUDITORS

A resolution to dispense with the obligation to appoint auditors annually is in place.

By order of the board



L Smerdon

Secretary

Date 01.02.06

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE
ACCOUNTS

Company law requires the directors to prepare accounts for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that year. In preparing those accounts, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed; and
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors confirm that the accounts comply with the above requirements.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the accounts comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITORS' REPORT
to the members of Gala Leisure (1991) Limited

We have audited the financial statements which comprise the profit and loss account, reconciliation of shareholders' funds, balance sheet, and the related notes, which have been prepared under the accounting policies set out in the statement of accounting policies.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable United Kingdom law and accounting standards are set out in the statement of directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards issued by the Auditing Practices Board. This opinion has been prepared for and only for the company's members in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions is not disclosed.

Basis of audit opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs at 30 September 2005 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
London

20 February 2006

Gala Leisure (1991) Limited

PROFIT AND LOSS ACCOUNT for the year ended 30 September 2005

	Notes	2005 £000	2004 £000
Income from shares in subsidiary undertakings	2	-	1,170
Amount owed to group companies written off	2	-	101
Amount written off fixed asset investment	2	-	(1)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		-	1,270
Tax on profit on ordinary activities		-	-
RESULT FOR THE YEAR		-	1,270

All the operations of the company are discontinued.

There are no recognised gains or losses other than the result attributable to the shareholders of the company of £nil in the year ended 30 September 2005 (2004 – profit of £1,270,000).

Gala Leisure (1991) Limited

RECONCILIATION OF SHAREHOLDERS' FUNDS for the year ended 30 September 2005

	2005 £000	2004 £000
Result for the year	-	1,270
Opening shareholders' funds	123,391	122,121
Closing shareholders' funds	123,391	123,391

Gala Leisure (1991) Limited

BALANCE SHEET

as at 30 September 2005

	Notes	2005 £000	2004 £000
FIXED ASSETS			
Investments	2	18,287	18,287
CURRENT ASSETS			
Debtors: amounts due after more than one year	3	126,573	126,573
TOTAL ASSETS		144,860	144,860
CREDITORS: amounts falling due after more than one year	4	(21,469)	(21,469)
NET ASSETS		123,391	123,391
CAPITAL AND RESERVES			
Called up share capital	5	92,395	92,395
Profit and loss account	6	30,996	30,996
EQUITY SHAREHOLDERS' FUNDS		123,391	123,391

The financial statements were approved by the Board of Directors on 01.02.2006

and are signed on its behalf by:

Director 

NOTES TO THE ACCOUNTS
at 30 September 2005

1. ACCOUNTING POLICIES

Basis of preparation

The financial statements are prepared under the historical cost convention, and in accordance with applicable accounting standards and the Companies Act 1985. The financial statements of the company are drawn up for the 52 week period ending on the last Saturday in September and comprise the results of the operations of the company from 26 September 2004 to 24 September 2005.

Cash flow statement and related party disclosures

The company's ultimate parent company is Gala Group Limited, and the company is included in the consolidated financial statements of Gala Group Limited, which are publicly available. Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS 1 (revised 1996). The company is also exempt under the terms of FRS 8 from disclosing related party transactions with entities that are part of the Gala Group Limited group or investees of the Gala Group Limited group.

Investments

Investments are stated at cost less any necessary provision against their carrying value for diminution in value.

Gala Leisure (1991) Limited

NOTES TO THE ACCOUNTS at 30 September 2005

2. INVESTMENTS

	2005 £000	2004 £000
Shares in subsidiaries at cost or valuation:		
At the start of the year	18,287	18,288
Amounts written off	-	(1)
At the end of the year	18,287	18,287

The subsidiary companies at 30 September 2005 were:

Bergenia Limited
Bonningtree Limited
Candess Investments Limited
Essoldo Group Holdings Limited
Essoldo Limited*
Kingsway Entertainments Limited
Moderne Enterprises Winton Limited

* Shares owned by a subsidiary company

The subsidiary companies are 100% owned, incorporated in England and are non-trading.

The company is exempt from preparing group financial statements since it is a wholly owned subsidiary of another UK company (see note 8), and accordingly the financial statements present information about the company as an individual undertaking only. In the opinion of the directors, the value of the subsidiary companies is at least equal to the amount shown above.

Gala Leisure (1991) Limited

NOTES TO THE ACCOUNTS

at 30 September 2005

3. DEBTORS

	2005	2004
	£000	£000
Amounts owed by group companies due after more than one year	126,573	126,573

Amounts owed by group companies are unsecured, have no fixed date of repayment and the directors have confirmed that they do not intend to request payment within the next year. Amounts owed by group companies do not bear interest.

4. CREDITORS: amounts falling due after more than one year:

	2005	2004
	£000	£000
Amounts owed to group companies	21,469	21,469

Amounts owed to group companies are unsecured, have no fixed date of repayment and the directors have received confirmation that the counterparties do not intend to request repayment within the next year. Amounts owed to group companies do not bear interest.

5. SHARE CAPITAL

Authorised:

	Ordinary shares of £1 each	
	No.000	£000
At 30 September 2005 and 30 September 2004	92,500	92,500

Allotted, called up and fully paid:

	Ordinary shares of £1 each	
	No.000	£000
At 30 September 2005 and 30 September 2004	92,395	92,395

Gala Leisure (1991) Limited

NOTES TO THE ACCOUNTS at 30 September 2005

6. RESERVES

	<i>Profit and loss account £000</i>
At 30 September 2005 and 30 September 2004	30,996

7. GUARANTEES

The borrowings of the Gala group are secured on the assets of the company and its fellow subsidiaries.

8. PARENT COMPANY AND CONTROLLING PARTY

The company is a subsidiary of Gala Leisure Limited, a company incorporated in Great Britain.

The largest and only group in which the results of Gala Leisure (1991) Limited are consolidated is that headed by Gala Group Limited. This company is also regarded as the ultimate parent company and controlling party. These consolidated financial statements are available to the public and may be obtained from Gala Group Limited, New Castle House, Castle Boulevard, Nottingham, NG7 1FT.