Grant Thornton \$

MCN. SERV.

KLO COMPANIES HOUSE 0199 01/02/00

FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31 MARCH 1999

FINANCIAL STATEMENTS

For the year ended 31 MARCH 1999

Company registration number:	551145
Registered office:	22 Melton Street Euston Square London NW1 2BW
Directors:	P T McNicholas K M McNicholas C P McNicholas M J Byrne
Secretary:	P M Silverman
Bankers:	Barclays Bank plc London Corporate Banking PO Box 15161 50 Pall Mall London SW1A 1QA
Solicitors:	Titmuss Sainer Dechert 2 Serjeants' Inn London EC4Y 1LT
Auditors:	Grant Thornton Registered auditors Chartered accountants Grant Thornton House Melton Street Euston Square London NW1 2EP

FINANCIAL STATEMENTS

For the year ended 31 MARCH 1999

INDEX	PAGE
Report of the directors	1
Report of the auditors	2
Balance sheet	3
Notes to the financial statements	A - 5

REPORT OF THE DIRECTORS

The directors present their report with the financial statements of the company for the year ended 31 March 1999.

Principal activity

The company has not traded throughout the year to 31 March 1999.

Directors

The directors of the company in office during the year were as follows:

P T McNicholas K M McNicholas C P McNicholas M J Byrne

The directors did not hold any beneficial interest in the issued share capital of the company at 31 March 1999.

Directors' responsibilities for the financial statements

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

- select suitable accounting policies and then apply them consistently
- make judgements and estimates that are reasonable and prudent

The directors are responsible for maintaining proper accounting records for safeguarding the assets of the company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Auditors

The auditors, Orr Shotliff, resigned during the year having confirmed there were no matters relating to their resignation which should be brought to the attention of shareholders or creditors. The Directors appoint Grant Thornton to fill the vacancy arising. As resolution to reappoint Grant Thornton will be proposed a the Annual General Meeting.

BY ORDER OF THE BOARD

P M Silverman Secretary

28 January 2000

REPORT OF THE AUDITORS TO THE MEMBERS OF

MCNICHOLAS LEISURE SERVICES LIMITED

We have audited the financial statements on pages 3 to 5 which have been prepared under the accounting policies set out on page 4.

Respective responsibilities of directors and auditors

As described on page 1 the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

Basis of opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, of evidence relevant to the amounts and disclosures in the financial statements.

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 as at 31 March 1999 and have been properly prepared in accordance with the Companies Act 1985.

GRANT THORNTON REGISTERED AUDITORS

CHARTERED ACCOUNTANTS

LONDON

28 JANUARY 2000

BALANCE SHEET AT 31 MARCH 1999

	Note	1999 £	1998 £
Current assets			
Debtors	2	137,430	137,430
Cash at bank		<u>194,460</u>	<u>194,460</u>
		331,890	331,890
Creditors: amounts falling due within one year	3	(378,255)	(378,255)
Net current liabilities		(46,365)	(46,365)
Total assets less current liabilities		(46,365)	(46,365)
Capital and reserves	4	1 ~ 000	15000
Called up share capital	4 5	15,000	15,000
Capital redemption reserve Profit and loss account	J	14,271 (75,636)	14,271
From and 1055 account		(73,030)	(75,636)
Equity shareholders' funds		(46,365)	(46,365)

The company was dormant (within the meaning of section 250 of the Companies Act 1985) throughout the financial year ended 31 March 1999.

The financial statements were approved by the Board of Directors on 28 January 2000

CMUNICIOLA CP McNicholas) M J Byrne) Director

The accompanying accounting policies and notes form an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 MARCH 1999

1 ACCOUNTING POLICIES

The financial statements have been prepared under the historical cost convention.

2 DEBTORS

		1999 £	1998 £
	Amounts owed by group undertakings	137,430	137,430
3	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		1999 £	1998 £
	Amounts owed to group undertakings Other creditors	370,164 8,091	370,164 8,091
		378,255	378,255
4	CALLED UP SHARE CAPITAL		
		1999 £	1998 £
	Authorised, allotted, issued and fully paid: 15,000 ordinary shares of £1 each	15,000	15,000
5	CAPITAL REDEMPTION RESERVE		
		1999 £	1998 £
	Transfer from revenue reserve on redemption of preference shares	14,271	14,271

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 MARCH 1999

6 ULTIMATE PARENT COMPANY

The holding company is McNicholas Construction (Holdings) Limited, incorporated in England and Wales.