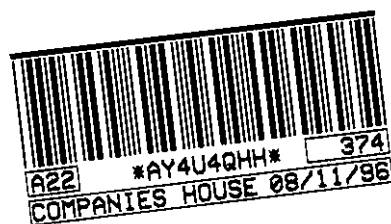


Parking Management (Investments) Limited

Directors' report and financial statements

29 March 1996

Registered number 954968



Parking Management (Investments) Limited

Directors' report and financial statements

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Parking Management (Investments) Limited

Directors' report

The directors present their annual report and the audited financial statements for the period ended 29 March 1996.

Principal activities

The principal activity of the company is the letting of a property held as an investment.

Business review

The trading results are shown in the profit and loss account on page 5.

Changes in fixed assets

The changes in fixed assets are dealt with in note 6 on page 9.

Proposed dividend and transfer to reserves

The directors do not recommend the payment of a dividend in respect of the period ended 29 March 1996 (1995: £270,000). The proposed transfer to reserves is £39,999 (1995: transfer from reserves £230,140).

Directors and directors' interests

The directors who held office during the period were as follows:

RF Hobson	(resigned 30 November 1995)
Sir Donald Gosling	(resigned 30 November 1995)
G Layton	(resigned 30 November 1995)
RD Makenzie	(appointed 15 June 1995)
JGF Flack	
JE Prangnell	(appointed 30 November 1995)

None of the directors had a beneficial interest in the shares of the company other than through their holdings in the shares of the ultimate holding company, National Parking Corporation Limited, which are dealt with in the financial statements of that company.

During the period, insurance was maintained by the holding company covering the directors of the company against the possibility of liabilities in relation to the activities of the company.

Taxation

In the opinion of the directors, the company is a 'close company' within the meaning of the Income and Corporation Taxes Act 1988.

Parking Management (Investments) Limited

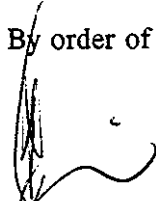
Directors' report *(continued)*

Auditors

Our auditors, KPMG, have indicated to the directors that a limited liability company KPMG Audit Plc is to undertake part of their audit business. Accordingly a resolution is to be proposed at the annual general meeting for the appointment of KPMG Audit Plc as auditors of the company.

In accordance with s386 of the Companies Act 1985 a resolution is to be proposed at the annual general meeting to dispense with the obligation to appoint auditors annually.

By order of the board



K Mair
Secretary

21 Bryanston Street
London W1A 4NH

16 September 1996

Parking Management (Investments) Limited

Statement of directors' responsibilities

Company law requires the directors to prepare financial statements 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 for that period. 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;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 1985. They have a general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



PO Box 695
8 Salisbury Square
London
EC4Y 8BB

Report of the auditors to the members of Parking Management (Investments) Limited

We have audited the financial statements on pages 5 to 11.

Respective responsibilities of directors and auditors

As described on page 3 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, 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 as at 29 March 1996 and of its profit for the period then ended and have been properly prepared in accordance with the Companies Act 1985.


KPMG
Chartered Accountants
Registered Auditors

16 September 1996

Parking Management (Investments) Limited

Profit and loss account for the period ended 29 March 1996

	<i>Note</i>	52 weeks ended 29 March 1996 £	53 weeks ended 31 March 1995 £
Turnover	<i>1</i>	398,000	398,000
Cost of sales		(338,300)	(338,300)
Gross profit		59,700	59,700
Interest payable and similar charges		-	(139)
Profit on ordinary activities before taxation		59,700	59,561
Tax on profit on ordinary activities	<i>4</i>	(19,701)	(19,701)
Profit for the financial period		39,999	39,860
Dividend	<i>5</i>	-	(270,000)
Retained profit/(loss) for the financial period		39,999	(230,140)
Retained profit brought forward		37,537	267,677
Retained profit carried forward	<i>11</i>	77,536	37,537

There are no recognised gains or losses other than the profit for the financial period.

The results for the period ended 29 March 1996 reflect the continuing operations of the company.

The notes on pages 7 to 11 form part of these financial statements.

Parking Management (Investments) Limited

Balance sheet
at 29 March 1996

	Note	29 March 1996		31 March 1995	
		£	£	£	£
Fixed assets					
Tangible assets	6		485,000		485,000
Current assets					
Debtors: due after one year	7	-		67,500	
Debtors: due within one year	7	210,196		438,637	
		210,196		506,137	
Creditors: amounts falling due within one year	8	(132,658)		(468,598)	
Net current assets			77,538		37,539
Net assets			562,538		522,539
Capital and reserves					
Called up share capital	9		2		2
Revaluation reserve	10		485,000		485,000
Profit and loss account			77,536		37,537
Shareholders' funds	11		562,538		522,539

These financial statements were approved by the board of directors and signed on their behalf on 16 September 1996 by:


JE Prangnell
Director

The notes on pages 7 to 11 form part of these financial statements.

Parking Management (Investments) Limited

Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards, under the historical cost accounting rules adjusted for the revaluation of investment property and on a going concern basis.

Turnover

Turnover represents rental income receivable.

Leasehold properties

Leasehold properties which are held on a long-term basis are regarded as investment properties and, in accordance with Statement of Standard Accounting Practice 19, are stated in the accounts at directors' valuation based on open market value. Surpluses and deficits on revaluation are taken to the revaluation reserve. On disposal the excess of sale proceeds over valuation is treated as the surplus on sale with a transfer of the related revaluation surplus from the revaluation reserve to the profit and loss account reserve.

Amortisation of leasehold properties

In accordance with Statement of Standard Accounting Practice 19, no amortisation is provided in respect of leasehold investment properties with sixty years or more to run. This may be a departure from the treatment of the Companies Act concerning the depreciation of fixed assets. However, the property concerned is not held for consumption but for investment, and the directors consider that systematic annual depreciation would be inappropriate and that the accounting policy adopted is therefore necessary for the accounts to give a true and fair view.

Deferred taxation

Provision for deferred taxation is made, using the liability method, at the appropriate rates of taxation on timing differences to the extent that it is considered that such taxation liabilities may crystallise in the foreseeable future.

No provision for deferred taxation is made in respect of surpluses on revaluation of properties as disposal is not foreseen.

Cash flow statement

Under Financial Reporting Standard 1, the company is exempt from the requirement to prepare a cash flow statement on the grounds that it is a wholly-owned subsidiary undertaking.

2 Auditors' remuneration

The auditors' remuneration is borne by the holding company.

Parking Management (Investments) Limited

Notes (continued)

3 Directors' and employees' emoluments

None of the directors received any emoluments from the company during the period (1995:nil).

There were no employees during the period (1995:nil)

4 Taxation

	52 weeks ended 29 March 1996 £	53 weeks ended 31 March 1995 £
UK corporation tax at 33 % (1995:33%) on the profit for the period on ordinary activities	<u>19,701</u>	<u>19,701</u>

The full amount of deferred tax for which no provision has been made is:

	52 weeks ended 29 March 1996 £	53 weeks ended 31 March 1995 £
Surplus on revaluation of investment property	<u>160,050</u>	<u>160,050</u>

5 Dividends

	52 weeks ended 29 March 1996 £	53 weeks ended 31 March 1995 £
On ordinary shares period to 31 March 1995:		
Final dividend, net of advance corporation tax - paid	-	270,000
Period to 29 March 1996	-	-
	<u>-</u>	<u>270,000</u>

Parking Management (Investments) Limited

Notes (continued)

6 Tangible assets

Long term
leasehold
property
£

Valuation

At 29 March 1996 and 31 March 1995

485,000

The historic cost of investment properties at valuation at 29 March 1996 is £nil (1995:£nil).

The investment property at valuation has been valued at 29 March 1996 on the basis of open market value for existing use by qualified members of The Royal Institute of Chartered Surveyors who are employed by the holding company.

If the leasehold property had been depreciated over sixty years, using the value at which it is stated in the accounts, an additional charge of £8,083 (1995:£8,083) would have been required in the period.

7 Debtors

	29 March 1996 £	31 March 1995 £
Debtors: due after one year		
ACT recoverable on dividends	-	67,500
Debtors: due within one year		
Amounts owed by group company	70,061	354,062
Prepayments	84,575	84,575
ACT recoverable on dividends	55,560	-
	<u>210,196</u>	<u>438,637</u>

Parking Management (Investments) Limited

Notes (continued)

8	Creditors: amounts falling due within one year	29 March 1996	31 March 1995
		£	£
	Trade creditors	-	99,500
	Amount owed to group company	17,490	275,224
	Corporation tax payable	7,761	19,701
	ACT payable	-	67,500
	Other taxation	2,612	2,591
	Accruals and deferred income	104,795	4,082
		<u>132,658</u>	<u>468,598</u>
9	Share capital	29 March 1996	31 March 1995
		£	£
	<i>Authorised</i>		
	100 ordinary shares of £1 each	<u>100</u>	<u>100</u>
	<i>Allotted, called up and fully paid</i>		
	2 ordinary shares of £1 each	<u>2</u>	<u>2</u>
10	Revaluation reserve		£
	Balance at 29 March 1996 and 31 March 1995		<u>485,000</u>
11	Reconciliation of movements in shareholders' funds	29 March 1996	31 March 1995
		£	£
	Profit for the financial period	39,999	39,860
	Dividends	-	(270,000)
		<u>39,999</u>	<u>(230,140)</u>
	Net addition to/(reduction in) shareholders' funds	39,999	(230,140)
	Opening shareholders' funds	<u>522,539</u>	<u>752,679</u>
	Closing shareholders' funds	<u>562,538</u>	<u>522,539</u>

Parking Management (Investments) Limited

Notes (continued)

12 Contingent liabilities

Under a group registration the company is jointly and severally liable for Value Added Tax due by other group companies. At 29 March 1996 this contingent liability amounted to £29,226 (1995:£1,988,076).

13 Commitments

At 29 March 1996 the company had minimum annual commitments under non-cancellable operating leases of land and buildings only of:

	29 March 1996 £	31 March 1995 £
Operating leases which expire:		
Over five years	<u>338,300</u>	<u>338,300</u>

14 Ultimate parent company and parent undertaking of larger group of which the company is a member

The company is a subsidiary of National Car Parks Limited, a company registered in England.

The largest group in which the results of the company are consolidated is that headed by National Parking Corporation Limited, the ultimate parent company, which is registered in England. The smallest group in which they are consolidated is National Car Parks Limited. Group accounts for these companies can be obtained from 21 Bryanston Street, London W1A 4NH.