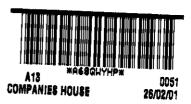
CINQUE PORTS LEISURE LIMITED ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 30 APRIL 2000



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DIRECTORS' REPORT FOR THE YEAR ENDED 30 APRIL 2000

The directors present their report and financial statements for the year ended 30 April 2000.

Principal activities and review of the business

The principal activity of the company and of the group continued to be that of the operation of caravan parks and holiday villages.

The results for the year and the financial position at the year end were considered satisfactory by the directors who expect continued growth in the foreseeable future.

The directors are also pursuing a strategy of growth by aquisition and since the balance sheet date the company has purchased several caravan parks. The addition of these sites will significantly increase the overall size of the company. Further details are in note 23.

Results and dividends

The results for the year are set out on page 4.

An interim ordinary dividend was paid amounting to £30,000. The directors do not recommend payment of a final dividend.

Directors

The following directors have held office since 1 May 1999:

D P Bull

A J Watson

Directors' interests

The directors' beneficial interests in the shares of the company were as stated below:

	Ordinary shares of £ 1 each			
	30 April 2000	1 May 1999		
D P Bull	825	650		
A J Watson	825	1,000		
	Preference sha	res of £ 1 each		
	30 April 2000	1 May 1999		
D P Bull	-	400		
A J Watson	-	-		
	Red. Preference sha	res of £ 1 each		
	30 April 2000	1 May 1999		
D P Bull	-	-		
A J Watson	-	-		

Auditors

McPherson & Partners were appointed auditors to the company and in accordance with section 385 of the Companies Act 1985, a resolution proposing that they be re-appointed will be put to the Annual General Meeting.

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 30 APRIL 2000

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 of the company for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;

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- 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 to enable them to ensure that the financial statements 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.

On behalf of the board

A J Watson
Director

22 February 2001

AUDITORS' REPORT TO CINQUE PORTS LEISURE LIMITED UNDER SECTION 247B OF THE COMPANIES ACT 1985

We have examined the abbreviated accounts set out on pages 4 to 18, together with the financial statements of the company for the year ended 30 April 2000 prepared under section 226 of the Companies Act 1985.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the abbreviated accounts in accordance with section 246A of the Companies Act 1985. It is our responsibility to form an independent opinion as to whether the company is entitled to deliver abbreviated accounts prepared in accordance with section 246A(3) of the Act to the registrar of companies and whether the accounts to be delivered are properly prepared in accordance with that provision and to report our opinion to you.

Basis of opinion

We have carried out the procedures we considered necessary to confirm, by reference to the financial statements, that the company is entitled to deliver abbreviated accounts and that the abbreviated accounts to be delivered are properly prepared. The scope of our work for the purpose of this report did not include examining or dealing with events after the date of our report on the financial statements.

Opinion

In our opinion the company is entitled to deliver abbreviated accounts prepared in accordance with section 246A(3) of the Companies Act 1985, and the abbreviated accounts on pages 4 to 18 are properly prepared in accordance with that provision.

McPherson & Partners

Mellow Hole

Chartered Accountants
Registered Auditor

22 February 2001

23 St Leonards Road Bexhill-on-Sea East Sussex TN40 1HH

ABBREVIATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 APRIL 2000

	Notes	2000 £	1999 £
Gross profit		4,824,924	4,095,301
Administrative expenses		(2,383,928)	(2,562,646)
Operating profit	2	2,440,996	1,532,655
Other interest receivable and similar income Interest payable and similar charges	3	32,031 (741,473)	19,435 (865,204)
Profit on ordinary activities before taxation		1,731,554	686,886
Tax on profit on ordinary activities	4	(414,260)	(214,799)
Profit on ordinary activities after taxation		1,317,294	472,087
Dividends	5	(30,000)	-
Retained profit for the year	16	1,287,294	472,087

ABBREVIATED BALANCE SHEET AS AT 30 APRIL 2000

		2	000	1	1999	
	Notes	£	£	£	£	
Fixed assets						
Intangible assets	6		87,000		104,925	
Tangible assets	7		19,183,937		17,496,920	
Investments	8		559,882		559,882	
			19,830,819		18,161,727	
Current assets						
Stocks	9	1,787,827		1,307,673		
Debtors	10	897,410		1,516,187		
Cash at bank and in hand		32,165		208,464		
		2,717,402		3,032,324		
Creditors: amounts falling due within	11					
one year		(6,313,231)		(6,779,589)		
Net current liabilities			(3,595,829)		(3,747,265)	
Total assets less current liabilities			16,234,990		14,414,462	
Creditors: amounts falling due after						
more than one year	12		(5,585,080)		(6,855,655)	
Provisions for liabilities and charges	13		(336,793)		(195,788)	
			10,313,117		7,363,019	
						
Capital and reserves						
Called up share capital	15		1,650		2,050	
Revaluation reserve	16		7,760,665		6,097,461	
Profit and loss account	16		2,550,802		1,263,508	
Shareholders' funds	17		10,313,117		7,363,019	

These abbreviated accounts have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to medium-sized companies.

The financial statements were approved by the Board on 22 February 2001

A J Watson Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 30 APRIL 2000

		2000 £		1999 £
Net cash inflow from operating activities		1,859,107		2,389,189
Returns on investments and servicing of finance				
Interest received	32,031		19,435	
Interest paid	(741,473)		(865,204)	
Net cash outflow for returns on investments and servicing of finance		(709,442)		(845,769)
Taxation		(239,999)		(133,093)
Capital expenditure Payments to acquire intangible assets Payments to acquire tangible assets Receipts from sales of tangible assets	- (206,281) 512,827		(55,000) (2,850,073)	
Net cash inflow/(outflow) for capital expenditure		306,546		(2,905,073)
Equity dividends paid		(30,000)		-
Net cash inflow/(outflow) before management of liquid resources and financing		1,186,212		(1,494,746)
Financing			2.452.002	
New long term bank loan Other new long term loans	-		2,452,603 211,559	
Repayment of long term bank loan	(1,403,317)		(881,323)	
Repayment of other long term loans	(93,938)		-	
Capital element of hire purchase contracts	(67,064)		(46,170)	
Net cash outflow from financing		(1,564,319)	_	1,736,669
Increase/(decrease) in cash in the year		(378,107)		241,923

NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 30 APRIL 2000

1	Reconciliation of operating profit to net caractivities	sh inflow from o	perating	2000	1999
				£	£
	Operating profit			2,440,996	1,532,655
	Depreciation of tangible assets			204,600	228,306
	Amortisation of intangible assets			17,925	17,925
	(Profit)/loss on disposal of tangible assets			(434,064)	239
	Increase in stocks			(480,154)	(256,395)
	Decrease/(increase) in debtors			618,777	(171,121)
	(Decrease)/Increase in creditors within one ye			(649,978)	841,792
	Increase in provisions for liabilities and charge	es		141,005	195,788
	Net cash inflow from operating activities			1,859,107	2,389,189
2	Analysis of net debt	1 May 1999	Cash flow	Other non- cash changes	30 April 2000
		£	£	£	£
	Net cash:				
	Cash at bank and in hand	208,464	(176,299)		32,165
	Bank overdrafts	-	(201,808)		(201,808)
		208,464	(378,107)		(169,643)
	Debt:				
	Finance leases	(80,535)	67,064	(101,295)	(114,766)
	Debts falling due within one year	(1,695,010)	214,411	_	(1,480,599)
	Debts falling due after one year	(6,833,290)	1,282,844	-	(5,550,446)
		(8,608,835)	1,564,319	(101,295)	(7,145,811)
	Net debt	(8,400,371)	1,186,212	(101,295)	(7,315,454)
					<u> </u>
3	Reconciliation of net cash flow to moveme	nt in net debt		2000	1999
				£	£
	(Decrease)/increase in cash in the year			(378,107)	(241,923)
	Cash outflow/(inflow) from decrease/(increase	e) in debt and leas	e financing	1,564,319	1,837,964
	Change in net debt resulting from cash flows			1,186,212	1,596,041
	New finance lease			(101,295)	-
	Movement in net debt in the year			1,084,917	(1,494,746)
	Opening net debt			(8,400,371)	(6,905,625)
				(7,315,454)	(8,400,371)

NOTES TO THE ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 30 APRIL 2000

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention modified to include the revaluation of freehold land and buildings.

1.2 Turnover

Turnover represents amounts receivable for goods and services net of VAT and trade discounts.

1.3 Goodwill

Acquired goodwill is written off in equal annual instalments over its estimated useful economic life of 10 years.

1.4 Tangible fixed assets and depreciation

Tangible fixed assets other than freehold land are stated at cost or valuation less depreciation. Depreciation is provided at rates calculated to write off the cost or valuation less estimated residual value of each asset over its expected useful life, as follows:

Land and buildings Freehold See below

Hire fleet 25% & 33% Straight line Plant and machinery 15% Reducing balance Fixtures, fittings & equipment 15% reducing balance Motor vehicles 25% reducing balance

No depreciation is provided on freehold buildings as it is the policy of the company to maintain these so as to extend their useful lives.

1.5 Leasing and hire purchase commitments

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible assets and depreciated over the shorter of the lease term and their useful lives. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the profit and loss account so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

Rentals payable under operating leases are charged against income on a straight line basis over the lease term.

1.6 Investments

Fixed asset investments are stated at cost less provision for diminution in value.

1.7 Stock

Stock is valued at the lower of cost and net realisable value.

1.8 Pensions

The pension costs charged in the financial statements represent the contributions payable by the company during the year in accordance with SSAP 24.

1.9 Deferred taxation

Deferred taxation is provided at appropriate rates on all timing differences using the liability method only to the extent that, in the opinion of the directors, there is a reasonable probability that a liability or asset will crystallise in the foreseeable future.

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 30 APRIL 2000

1 Accounting policies

(continued)

1.10 Group accounts

The financial statements present information about the company as an individual undertaking and not about its group. The company and its subsidiary undertaking comprise a medium-sized group. The company has therefore taken advantage of the exemptions provided by section 248 of the Companies Act 1985 not to prepare group accounts.

2	Operating profit	2000	1999
	On the second to be to be a district to the second of the	£	£
	Operating profit is stated after charging:	47.005	47.005
	Amortisation of intangible assets	17,925	17,925
	Depreciation of tangible assets	204,600	228,306
	Operating lease rentals	21,838	4,478
	Auditors' remuneration	9,500	9,000
			
3	Interest payable	2000	1999
		£	£
	On bank loans and overdrafts	701,722	744,472
	On other loans wholly repayable within 5 years	5,845	17,901
	Hire purchase interest	7,896	11,752
	Other interest	26,010	91,079
	Calci intersec		
		741,473	865,204
		2 <u>====</u>	
4	Taxation	2000	1999
		£	£
	U.K. current year taxation		
	U.K. corporation tax at 30% (1999 - 31%)	414,260	203,517
	Prior years		
	U.K. corporation tax	_	11,282
		414,260	214,799
			====
_	Dividende	2000	1999
5	Dividends	2000 £	1999 £
		T.	Σ.
	Ordinary interim paid	30,000	_
	•		

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 30 APRIL 2000

6	Intangible fixed assets	
		Goodwill £
	Cost	~
	At 1 May 1999 & at 30 April 2000	179,250
	Amortisation	
	At 1 May 1999	74,325
	Charge for year	17,925
	At 30 April 2000	92,250
	Net book value	
	At 30 April 2000	87,000
	At 30 April 1999	104,925

NOTES TO THE ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 30 APRIL 2000

7

,	Tangible fixed assets						
		Land and buildings Freehold	Hire fleet	Plant and machinery	Fixtures, fittings & equipment	Motor vehicles	Total
		£	£	£	£	£	£
	Cost or valuation						
	At 1 May 1999	16,921,838	580,060	201,903	548,962	104,428	18,357,191
	Additions	96,779	33,400	19,600	21,829	136,402	308,010
	Revaluation	1,663,204	-	-	-		1,663,204
	Disposals	(36,821)	-	(12,192)	(44,598)	(22,200)	(115,811)
	At 30 April 2000	18,645,000	613,460	209,311	526,193	218,630	20,212,594
	Depreciation	-					·
	At 1 May 1999	-	439,886	109,369	258,038	52,372	859,665
	On disposals	-	-	(6,356)	(19,081)	(11,611)	(37,048)
	Charge for the year	-	103,942	15,656	41,975	44,467	206,040
	At 30 April 2000	-	543,828	118,669	280,932	85,228	1,028,657
	Net book value			<u></u>	····		
	At 30 April 2000	18,645,000	69,632	90,642	245,261	133,402	19,183,937
	At 30 April 1999	16,921,839	140,175	92,591	288,086	54,229	17,496,920
							

The freehold land and buildings were valued on 30 April 2000, by the directors on an open market value basis.

The revaluation of properties does not represent a timing difference and thus no provision has been made for deferred tax in respect of the revaluation.

Comparable historical cost for the land and buildings included at valuation:

	£
Cost	
At 1 May 1999	10,793,307
Disposals	461,756
At 30 April 2000	10,331,551
Depreciation based on cost	
At 1 May 1999	-
Charge for the year	-
At 30 April 2000	-
Net book value	
At 30 April 2000	10,331,551
	
At 30 April 1999	10,793,307
	

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 30 APRIL 2000

7	Tangible fixed assets	(continued)
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Included above are assets held under finance leases or hire purchase contracts as follows:

	Plant and machinery	Fixtures, fittings & equipment	Motor vehicles	Total
	£	£	£	£
Net book values				
At 30 April 2000	7,500	<u>-</u>	86,351	93,851
At 30 April 1999	-	49,156	36,961	86,117
Depreciation charge for the year				
30 April 2000	2,500		28,328	30,828
30 April 1999	<u> </u>	49,156	12,320	61,476

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 30 APRIL 2000

8 Fixed asset investments

Shares in subsidiary undertakings

£

Cost or valuation

At 1 May 1999 & at 30 April 2000

559,882

Holdings of more than 20%

The company holds more than 20% of the share capital of the following companies:

Company	Country of registration or	Shares held	
	incorporation	Class	%
Subsidiary undertakings			
Absper (Developments) Limited	England	Ordinary	100
Coghurst Hall Holiday Village Limited	England	Ordinary	100
Frenchmans Beach Holiday Village Limited	England	Ordinary	100
Harts Holiday Village Limited	England	Ordinary	100
Marlie Farm Holiday Village Limited	England	Ordinary	100
Cinque Ports Leisure Homes Limited	England	Ordinary	100
Harts Holiday Camps Limited	England	Ordinary	100

The aggregate amount of capital and reserves and the results of these undertakings for the last relevant financial year were as follows:

	Capital and	Profit for the
	reserves	уеаг
Absper (Developments) Limited	1,115,963	81,079
Coghurst Hall Holiday Village Limited	1,000	-
Frenchmans Beach Holiday Village Limited	1,000	-
Harts Holiday Village Limited	1,000	-
Marlie Farm Holiday Village Limited	1,000	-
Cinque Ports Leisure Homes Limited	100	-
Harts Holiday Camps Limited	2	-

All the subsidiaries of the company were dormant throughout the year with the exception of Absper (Developments) Limited whose principal activity is that of Caravan Park operators.

9	Stocks	2000 £	1999 £
	Finished goods and goods for resale	1,787,827	1,307,673

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 30 APRIL 2000

10	Debtors	2000	1999
		£	£
	Trade debtors	267,893	572,458
	Amounts owed by subsidiary undertakings	320,524	678,547
	Other debtors	24,491	43,982
	Prepayments and accrued income	284,502	221,200
		897,410	1,516,187

11	Creditors: amounts falling due within one year	2000	1999
		£	£
	Bank loans and overdrafts	1,373,766	1,695,010
	Payments received on account	194,716	-
	Net obligations under hire purchase contracts	68,132	46,170
	Trade creditors	1,230,330	1,093,766
	Amounts owed to subsidiary undertakings	26,160	26,160
	Corporation tax	377,778	203,517
	Other taxes and social security costs	35,969	39,706
	Directors' current accounts	-	1,159,831
	Other creditors	396,743	80,563
	Accruals and deferred income	2,609,637	2,434,866
		6,313,231	6,779,589

NOTES TO THE ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 30 APRIL 2000

12	Creditors: amounts falling due after more than one year	2000 £	1999 £
	Bank loans	5,538,446	6,418,711
	Other loans	-	402,579
	Net obligations under hire purchase contracts	46,634	34,365
		5,585,080	6,855,655
	Analysis of loans		
	Not wholly repayable within five years by instalments:		
	Bank loans	1,509,226	1,883,776
	Wholly repayable within five years	5,509,819	6,632,524
		7,019,045	8,516,300
	Included in current liabilities	(1,480,599)	(1,695,010)
		5,538,446	6,821,290
	Loan maturity analysis In more than one year but not more than two years In more than two years but not more than five years In more than five years	1,156,443 2,872,777 1,509,226	912,956 4,024,558 1,883,776
	The bank loans are held with National Westminster Bank plc and are scharges over the assets of the company. In addition to this a cross g (Developments) Limited.		
	Net obligations under hire purchase contracts		
	Repayable within one year	81,304	57,921
	Repayable between one and five years	54,266	43,160
		135,570	101,081
	Finance charges and interest allocated to future accounting periods	(20,805)	(20,547)
		114,765	80,534
	Included in liabilities falling due within one year	(68,132)	(46,170)
		46,633	34,364

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 30 APRIL 2000

13 Provisions for liabilities and charges

£

	_
Balance at 1 May 1999	195,788
Provision for amounts due	141,005
Balance at 30 April 2000	336,793

Since the year end the company has been required to repurchase some caravans. These accounts reflect the transactions by a provision for the liability to repurchase as shown above and the inclusion of a stock figure of £202,076, resulting in a net charge to the profit and loss account of £134,717.

14 Pension costs

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £200,000 (1999 - £148,000).

15	Share capital	2000 £	1999 £
	Authorised		
	12,000 Ordinary shares of £ 1 each	12,000	12,000
	400 Preference shares of £ 1 each	400	400
	25,000 Red. Preference shares of £ 1 each	25,000	25,000
		37,400	37,400
			
	Allotted, called up and fully paid		
	1,650 Ordinary shares of £ 1 each	1,650	1,650
	- Preference shares of £ 1 each		400
		1,650	2,050

During the year the company redeemed all of the preference shares in issue.

16 Statement of movements on reserves

	Revaluation reserve	Profit and loss account
	£	£
Balance at 1 May 1999	6,097,461	1,263,508
Retained profit for the year	-	1,287,294
Revaluation during the year	1,663,204	-
Balance at 30 April 2000	7,760,665	2,550,802
		=======================================

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 30 APRIL 2000

17	Reconciliation of movements in shareholders' funds	2000	1999
		£	£
	Profit for the financial year	1,317,294	472,087
	Dividends	(30,000)	-
		1,287,294	472,087
	Other recognised gains and losses	1,663,204	-
	Purchase of own shares	(400)	-
	Net addition to shareholders' funds	2,950,098	472,087
	Opening shareholders' funds	7,363,019	6,890,932
	Closing shareholders' funds	10,313,117	7,363,019
18	Directors' emoluments	2000	1999
		£	£
	Emoluments for qualifying services	313,000	263,833
	Company pension contributions to money purchase schemes	200,000	148,000
		513,000	411,833
	The number of directors for whom retirement benefits are accruing under money purchase pension schemes amounted to 2 (1999 - 2).		
	Emoluments disclosed above include the following amounts paid to the highest paid director:		
	Emoluments for qualifying services	159,000	135,167
		=======================================	

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 30 APRIL 2000

19 Employees

Number of employees

The average monthly number of employees (including directors) during the year was:

your was.	2000 Number	1999 Number
Administration	18	17
Other	113	96
Directors	2	2
	133	115
Employment costs		
	£	£
Wages and salaries	1,354,878	1,082,650
Social security costs	110,000	85,451
Other pension costs	200,000	148,000
	1,664,878	1,316,101
		

20 Post balance sheet events

Since the balance sheet date the company has purchased several caravan parks. The purchases have resulted in an increase in fixed assets of £28,700,000 funded by bank loans totalling £28,200,000 and an overdraft facility of £500,000. Interest rates applicable to the loans and overdraft are at normal banking rates.