

**EUSTON HOLDINGS LIMITED**

**REPORT AND ACCOUNTS**

**FOR THE YEAR ENDED 31 DECEMBER 1996**



The Company's registered number is 2465642

**EUSTON HOLDINGS LIMITED**  
**REPORT OF THE DIRECTORS**

The directors present their report on the affairs of the Company together with the accounts and auditors' report for the year ended 31 December 1996.

**Principal activities and business review**

The Company's principal activities are the ownership and operation of the railway line from Meldon Quarry to its junction with the Exeter to Barnstaple line.

**Results and dividends**

The Company made a loss on ordinary activities in the year of £80,000 (1995 profit: £14,000).

**Directors and their interests**

The directors who served during the year are as shown below:-

P Bowden  
M J Booth  
K Foley

K Foley resigned as a director of the Company on 28 February 1997

The interests of each director who held office at 31 December 1996 in the share capital of CAMAS plc, the ultimate holding company, are shown below. All interests are beneficial.

Ordinary Shares	At 1 January 1996 and 31 December 1996
P Bowden	-
M J Booth	-
K Foley	-

**CAMAS Executive Share Option Scheme**

	At 1 January and 31 December 1996	Exercise Price	Date from which exercisable	Expiry Date
P Bowden	64,090	79.2p	8 June 1997	8 June 2004
	<u>132,625</u>	72.0p	10 May 1998	10 May 2005
	<u>196,715</u>			
M J Booth	25,325	79.2p	8 June 1997	8 June 2004
	<u>66,933</u>	72.0p	10 May 1998	10 May 2005
	<u>92,258</u>			
K Foley	24,549	79.2p	8 June 1997	8 June 2004
	<u>15,122</u>	72.0p	10 May 1998	10 May 2005
	<u>39,671</u>			

**EUSTON HOLDINGS LIMITED**  
**REPORT OF THE DIRECTORS**

**Directors and their interests (continued)**

**CAMAS Sharesave Scheme**

	At 1 January and 31 December 1996	Exercise Price	Date from which exercisable	Expiry Date
P Bowden	-			
M J Booth	3,264	63.4p	1 Sept 1999	29 Feb 2000
	<u>1,232</u>	56.0p	1 Dec 2000	31 May 2001
	<u>4,496</u>			
K Foley	-			

**Option criteria**

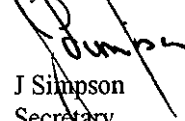
- i) The exercise of all options granted under the CAMAS Executive Share Option Scheme are subject to the achievement of the required performance target which requires that the growth in earnings per share over a period of three consecutive financial years exceeds the increase in the Index of Retail Prices (all items).
- ii) No options were exercised or lapsed during the year.
- iii) During the period 1 January 1997 to 27 March 1997 there was no change in the interests of the directors shown above.
- iv) Apart from the above and service contracts, no director has had any material interest in any contract with the Company, the ultimate holding company or fellow subsidiary undertakings requiring disclosure under the Companies Act 1985.
- v) CAMAS plc share price at 31 December 1996 was 73p and ranged from 65p to 97p during the year.

**Auditors**

KPMG resigned as auditors of the Company during the year and KPMG Audit Plc were appointed by the directors to fill the vacancy. This appointment was confirmed by the Company at an Extraordinary General Meeting.

In accordance with Section 386 of the Companies Act 1985 an elective resolution has been filed in order to dispense with the requirement to appoint auditors annually.

By order of the Board

  
J Simpson  
Secretary

Regent House  
Rodney Road  
Cheltenham  
Gloucestershire  
GL50 1HX

27 March 1997

## EUSTON HOLDINGS LIMITED

### **Statement of directors' responsibilities in respect of the accounts**

The Companies Act 1985 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 for that period. In preparing the 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, subject to any material departures disclosed and explained in the accounts; and
- prepare the accounts 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 accounts 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.

## EUSTON HOLDINGS LIMITED

### **Report of the Auditors KPMG Audit Plc to the members of Euston Holdings Limited**

We have audited the accounts on pages 6 to 10.

#### *Respective responsibilities of directors and auditors*

As described on page 4 the Company's directors are responsible for the preparation of accounts. It is our responsibility to form an independent opinion, based on our audit, on those accounts 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 accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, 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 accounts 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 accounts.

#### *Opinion*

In our opinion the accounts give a true and fair view of the state of affairs of the Company as at 31 December 1996 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



KPMG Audit Plc  
Chartered Accountants  
Registered Auditor  
London

27 March 1997

EUSTON HOLDINGS LIMITED  
PROFIT AND LOSS ACCOUNT  
FOR THE YEAR ENDED 31 DECEMBER 1996

	Note	1996 £'000	1995 £'000
Turnover - continuing operations	1	115	120
Other external charges		<u>(234)</u>	<u>(99)</u>
(Loss)/profit on ordinary activities before taxation - continuing operations		(119)	21
Taxation on (loss)/profit on ordinary activities	3	<u>39</u>	<u>(7)</u>
(Loss)/profit for the year	8	<u><u>(80)</u></u>	<u><u>14</u></u>

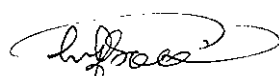
The notes on pages 8 to 10 inclusive form part of these accounts.

The Company has no recognised gains or losses other than the loss for the year.

EUSTON HOLDINGS LIMITED  
BALANCE SHEET  
AT 31 DECEMBER 1996

	Note	1996 £'000	1995 £'000
FIXED ASSETS			
Tangible assets	4	-	-
CURRENT ASSETS			
Debtors	5	98	65
CREDITORS: Due within one year	6	(165)	(52)
NET CURRENT (LIABILITIES)/ASSETS		(67)	13
TOTAL ASSETS LESS CURRENT LIABILITIES		(67)	13
CAPITAL AND RESERVES			
Called up share capital	7	-	-
Profit and loss account	8	(67)	13
Shareholders' funds - equity		(67)	13

The accounts on pages 6 to 10 were approved by the Board of Directors on 27 March 1997 and signed on its behalf by:-



M J Booth  
Director  
27 March 1997

The notes on pages 8 to 10 inclusive form part of these accounts.

# EUSTON HOLDINGS LIMITED

## NOTES TO THE ACCOUNTS

### 1: ACCOUNTING POLICIES

#### Basis of Accounting

The accounts are prepared under the historical cost convention and in accordance with applicable UK accounting standards. The accounts are prepared on the going concern basis as a consequence of the continuing support of the ultimate holding company.

#### Tangible Fixed Assets

Tangible fixed assets comprise the freehold branch railway line and its buildings.

The tangible fixed assets have been written down to their estimated recoverable amount to the business.

#### Turnover

Turnover is the amount derived from the provision of services falling within the Company's ordinary activities, excluding value added tax.

### 2: EMPLOYEES AND DIRECTORS

- (a) The Company employed no personnel during the year nor the prior year.
- (b) No directors received emoluments in respect of services rendered to the Company during the year (1995: £nil).

### 3: TAXATION

Tax on profit on ordinary activities

	1996 £'000	1995 £'000
UK corporation tax at 33% on taxable profit for the year		
Corporation tax	-	7
Group relief surrendered to holding company	(39)	-
	<u>(39)</u>	<u>7</u>



EUSTON HOLDINGS LIMITED  
NOTES TO THE ACCOUNTS

4: TANGIBLE FIXED ASSETS

	Freehold land and buildings £'000
Cost	
At 1 January and 31 December 1996	525
Depreciation	
At 1 January and 31 December 1996	525
Net book value at 31 December 1996	-
Net book value at 31 December 1995	-

5: DEBTORS

	1996 £'000	1995 £'000
Amount due from group undertaking	59	65
Group relief surrendered to holding company	39	-
	98	65

6: CREDITORS: Due within one year

Amount due to group undertaking	7	-
Other creditors	158	52
	165	52

7: SHARE CAPITAL

	1996 £	1995 £
Authorised, allotted, called up and fully paid: 100 ordinary shares of £1 each	100	100

EUSTON HOLDINGS LIMITED  
NOTES TO THE ACCOUNTS

8: RESERVES

	Profit and loss account £'000
At 1 January 1996	13
Loss for the year	(80)
	<hr/>
At 31 December 1996	(67)
	<hr/> <hr/>

9: MOVEMENT IN SHAREHOLDERS FUNDS

	1996 £'000	1995 £'000
Opening shareholders' funds	13	(1)
(Loss)/profit for the year	(80)	14
	<hr/>	<hr/>
Closing shareholders' funds	(67)	13
	<hr/> <hr/>	<hr/> <hr/>

10: CASH FLOW STATEMENT

In accordance with Financial Reporting Standard (FRS) No. 1 (Revised), the Company has not included a cash flow statement as part of these accounts because the Company is a wholly owned subsidiary undertaking of a UK parent undertaking which fully complies with the FRS.

11: ULTIMATE HOLDING COMPANY

The Company is a subsidiary undertaking CAMAS UK Limited, incorporated in Great Britain and registered in England and Wales.

The largest and smallest group in which the results of the Company are consolidated is that headed CAMAS plc. The consolidated accounts of this group are available to the public and may be obtained from:

The Company Secretary  
CAMAS plc,  
Regent House,  
Rodney Road,  
Cheltenham,  
Gloucestershire.  
GL50 1HX