

Evengain Limited  
FINANCIAL STATEMENTS  
for the year ended  
31 December 2005



# Evengain Limited

## OFFICERS AND PROFESSIONAL ADVISERS

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### DIRECTORS

J A Silks  
D P Bull  
A N Clish  
A B Loch

### SECRETARY

A B Loch

### REGISTERED OFFICE

Coghurst Hall  
Ivyhouse Lane  
Ore  
Hastings  
East Sussex  
TN35 4NP

### AUDITORS

Baker Tilly  
Chartered Accountants  
International House  
Queens Road  
Brighton  
East Sussex  
BN1 3XE

# Evengain Limited

## DIRECTORS' REPORT

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The directors submit their report and financial statements of Evengain Limited for the year ended 31 December 2005.

### PRINCIPAL ACTIVITIES

The principal activity of the company is that of a holding company of a group engaged in the operation of a holiday park and the operation of weighing machines.

### REVIEW OF THE BUSINESS

During the year the company sold its entire investment in The New Walton Pier Company Limited. The profit on disposal of this is shown as an exceptional item on the face of the profit and loss account.

### FUTURE DEVELOPMENTS

On 17 January 2006 the entire issued share capital of the parent, Cinque Ports Leisure Limited, was acquired by CP AcquisitionCo Limited, the ultimate parent of which is CP EquityCo Limited.

### DIRECTORS

The directors who served the company during the year were as follows:

A J Watson  
D P Bull

Neither director holds any shares in the company.

The interests of the directors in the shares of the parent company, Cinque Ports Leisure Limited, as at 31 December 2005 are disclosed in that company's accounts.

J A Sills was appointed as a director on 17 January 2006.  
A N Clish was appointed as a director on 17 January 2006.  
A B Loch was appointed as a director on 17 January 2006.  
A J Watson resigned as a director on 17 January 2006.

### SMALL COMPANY PROVISIONS

This report has been prepared in accordance with the special provisions for small companies under Part VII of the Companies Act 1985.

By order of the board



A B Loch

Company Secretary

# Evengain Limited

## DIRECTORS' RESPONSIBILITIES IN THE PREPARATION OF FINANCIAL STATEMENTS

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The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice.

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:

- a. select suitable accounting policies and then apply them consistently;
- b. make judgements and estimates that are reasonable and prudent;
- c. 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 requirements of 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 AUDITOR'S REPORT TO THE MEMBERS OF EVENGAIN LIMITED

We have audited the financial statements on pages 5 to 10.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

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

The directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) 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 International Standards on Auditing (UK and Ireland).

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 with the company is not disclosed.

We read other information contained in the Annual Report, and consider whether it is consistent with the audited financial statements. This other information comprises only the Directors' Report. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

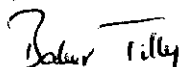
## **Basis of opinion**

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs at 31 December 2005 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

  
BAKER TILLY

Registered Auditor  
Chartered Accountants  
International House  
Queens Road  
Brighton  
East Sussex BN1 3XE

23 October 2006

# Evengain Limited

## PROFIT AND LOSS ACCOUNT

for the year ended 31 December 2005

	<i>Notes</i>	2005 £	2004 £
TURNOVER		—	—
Administrative expenses		29	—
OPERATING LOSS	1	(29)	—
Profit on disposal of discontinued operations	2	876,135	—
		<u>876,106</u>	<u>—</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		876,106	—
Taxation		—	—
RETAINED PROFIT FOR THE FINANCIAL YEAR		<u>876,106</u>	<u>—</u>

The operating loss for the year arises from the company's continuing operations.

No separate Statement of Total Recognised Gains and Losses has been presented as all such gains and losses have been dealt with in the Profit and Loss Account.

# Evengain Limited

## BALANCE SHEET

31 December 2005

	Notes	2005 £	2004 £
FIXED ASSETS			
Investments	3	<u>580,538</u>	<u>661,384</u>
CURRENT ASSETS			
Debtors	4	2,895,518	1,911,815
CREDITORS			
Amounts falling due within one year	5	<u>2,394,278</u>	<u>2,373,777</u>
NET CURRENT ASSETS/(LIABILITIES)		<u>501,240</u>	<u>(461,962)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>1,081,778</u>	<u>199,422</u>
ACCRUALS AND DEFERRED INCOME	6	<u>6,250</u>	<u>-</u>
		<u>1,075,528</u>	<u>199,422</u>
CAPITAL AND RESERVES			
Called up equity share capital	8	2,860	2,860
Other reserves		377	377
Profit and loss account	9	<u>1,072,291</u>	<u>196,185</u>
SHAREHOLDERS' FUNDS	10	<u>1,075,528</u>	<u>199,422</u>

These financial statements have been prepared in accordance with the special provisions for small companies under Part VII of the Companies Act 1985.

These financial statements were approved by the directors on the 23/10/06 and are signed on their behalf by:

Director



# Evengain Limited

## ACCOUNTING POLICIES

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### BASIS OF ACCOUNTING

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

### CONSOLIDATION

The company was, at the end of the year, a wholly-owned subsidiary of another company incorporated in the EEC and in accordance with section 228 of the Companies Act 1985, is not required to produce, and has not published, consolidated accounts.

### CASH FLOW STATEMENT

The directors have taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) from including a cash flow statement in the financial statements on the grounds that the company is small.

### FIXED ASSETS

All fixed assets are initially recorded at cost.

### DEFERRED TAXATION

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantially enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

### INVESTMENTS

Investments held as fixed assets are stated at cost less any provision for impairment. Investments held as current assets are stated at the lower of cost and net realisable value.



# Evengain Limited

## NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2005

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### 1 OPERATING LOSS

Audit fees relating to Evengain Limited have been borne by the parent company, Cinque Ports Leisure Limited.

### 2 PROFIT ON DISPOSAL OF DISCONTINUED OPERATIONS

	2005 £	2004 £
Disposal of discontinued operations:		
Profit on sale of The New Walton Pier Company Limited	<u>876,135</u>	<u>—</u>

### 3 INVESTMENTS

	Subsidiaries £
Cost	
At 1 January 2005	661,384
Disposals	<u>(80,846)</u>
At 31 December 2005	<u>580,538</u>
Net book value	
At 31 December 2005	<u>580,538</u>
At 31 December 2004	<u>661,384</u>

# Evengain Limited

## NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2005

### 3 INVESTMENTS *(continued)*

Subsidiary undertakings, associated undertakings and other investments:

The principal undertakings in which the company's interest at the period end is 20% or more are as follows:

	Class of share capital held	Proportion of share capital held	Nature of business
Subsidiary undertakings			
Sotuta Limited	Ordinary	100%	Holiday site operator
WSG Operating Company Limited	Ordinary	100%	Weighing machine operator

Unless otherwise stated, the following figures have been extracted from audited financial statements for the period ended 31 December 2005:

	Aggregate share capital and reserves 31 December 2005	31 December 2004
Subsidiary undertakings	£	£
Sotuta Limited	9,376,561	9,035,000
WSG Operating Company Limited	762,258	696,329

	Profit for the year ended 31 December 2005	31 December 2004
Subsidiary undertakings	£	£
Sotuta Limited	371,565	438,667
WSG Operating Company Limited	65,929	132,498

### 4 DEBTORS

	2005	2004
	£	£
Amounts owed by group undertakings	2,885,176	1,911,815
VAT recoverable	4,474	—
Other debtors	5,868	—
	<u>2,895,518</u>	<u>1,911,815</u>

### 5 CREDITORS: Amounts falling due within one year

	2005	2004
	£	£
Amounts owed to group undertakings	<u>2,394,278</u>	<u>2,373,777</u>

### 6 ACCRUALS AND DEFERRED INCOME

	2005	2004
	£	£
Falling due within one year:		
Accruals and deferred income	<u>6,250</u>	<u>—</u>

# Evengain Limited

## NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2005

### 7 RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption conferred by Financial Reporting Statement 8 "Related party disclosures" not to disclose transactions with members of the group headed by Cinque Ports Leisure Limited on the grounds that at least 90% of the voting rights in the company are controlled within that group and the company is included in consolidated financial statements.

### 8 SHARE CAPITAL

	2005 £	2004 £
Authorised:		
50,000 Ordinary shares of £0.10 each	<u>5,000</u>	<u>5,000</u>
	2005 £	2004 £
Allotted, called up and fully paid:		
28,598 Ordinary shares of £0.10 each	<u>2,860</u>	<u>2,860</u>

### 9 PROFIT AND LOSS ACCOUNT

	2005 £	2004 £
At 1 January 2005	196,185	196,185
Retained profit for the financial year	876,106	—
At 31 December 2005	<u>1,072,291</u>	<u>196,185</u>

### 10 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2005 £	2004 £
Profit for the financial year	876,106	—
Opening shareholders' equity funds	<u>199,422</u>	<u>199,422</u>
Closing shareholders' equity funds	<u>1,075,528</u>	<u>199,422</u>

### 11 CONTINGENT LIABILITY

Evengain Limited has entered into a guarantee, jointly with the other members of the Evengain group, of the bank loan of the parent company, Cinque Ports Leisure Limited, which amounted to £18.6 million at the year end.

### 12 ULTIMATE PARENT COMPANY AND PARENT UNDERTAKING OF LARGER GROUP

The largest and smallest group in which the results of the company are consolidated is that headed by Cinque Ports Leisure Limited, incorporated in England and Wales. The consolidated accounts of this company are available to the public and may be obtained from Coghurst Hall, Ivyhouse Lane, Ore, Hastings, East Sussex, TN35 4NP. No other group accounts include the results of the company.