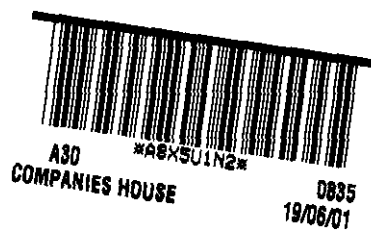


SAGA INVESTMENTS LIMITED
DIRECTORS' REPORT AND ACCOUNTS
31 JANUARY 2001



Company Registration Number: 2755632

SAGA INVESTMENTS LIMITED

DIRECTORS' REPORT

Directors: R M De Haan
T B Bull
S M Howard (appointed 8 May 2000)

Secretary: R J Fraser

Registered Office: The Saga Building, Enbrook Park, Folkestone, Kent, CT20 3SE

The directors present their report for the year ended 31 January 2001.

Principal Activities

The company has not traded during the year.

Directors

The directors of the company during the year ended 31 January 2001 were those listed above. Stuart Howard was appointed 8th May 2000.

Directors' Interests

R M De Haan is a director of the ultimate parent undertaking, Saga Leisure Limited and his interest is set out in the accounts of that company. No other director has an interest in the shares of the company or the ultimate parent undertaking.

By order of the Board



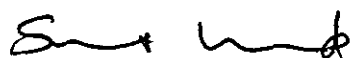
R J Fraser
Secretary
17 May 2001

SAGA INVESTMENTS LIMITED

BALANCE SHEET - 31 JANUARY 2001

	2001	2000
	£	£
DEBTORS		
Amount due from holding company	2	2
TOTAL ASSETS LESS CURRENT LIABILITIES	<u>2</u>	<u>2</u>
SHARE CAPITAL AND RESERVES		
Called up share capital		
Authorised		
100 Ordinary shares of £1 each		
Allotted, called-up and fully paid		
2 Ordinary shares of £1 each	<u>2</u>	<u>2</u>

- (a) For the year ended 31 January 2001 the company was entitled to exemption under section 249AA(1) of the Companies Act 1985.
- (b) Members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 249B(2) of the Companies Act 1985.
- (c) The directors acknowledge their responsibility for:-
- (i) Ensuring the company keeps accounting records which comply with section 221 of the Companies Act 1985; and
- (ii) Preparing accounts which give a true and fair view of the state of affairs of the company as at the end of its financial period, and of its profit or loss for the financial period in accordance with the requirements of section 226 of the Companies Act 1985, and which otherwise comply with the requirements of that Act relating to accounts, so far as applicable to the company.



S M Howard
Director
17 May 2001

SAGA INVESTMENTS LIMITED

NOTES ON THE ACCOUNTS

1 ACCOUNTING CONVENTION

The accounts are prepared under the historical cost convention and in accordance with applicable accounting standards.

2 PROFIT AND LOSS ACCOUNT

No profit and loss account has been prepared as the company has not traded during the year.

3 ULTIMATE HOLDING COMPANY

The accounts of the company have been consolidated in the group accounts of Saga Leisure Limited (the ultimate parent undertaking) and Saga Group Limited, both of which are registered in England.