

NORTHERN RACING LIMITED

Report and Financial Statements

31 December 1997



Deloitte & Touche Colmore Gate 2 Colmore Row Birmingham B3 2BN



DIRECTORS' REPORT

The directors present their annual report and the audited consolidated financial statements for the year ended 31 December 1997.

PRINCIPAL ACTIVITY

The group carries on business as racecourse and estate owner.

BUSINESS REVIEW AND FUTURE PROSPECTS

The investments in High Gosforth Park Limited and Uttoxeter Leisure and Development Company Limited are progressing well and the directors look forward to continued success in the future.

On 5 February 1998, Northern Racing became a 81% shareholder in Brighton Racecourse Company Limited. This company will operate Brighton Racecourse.

DIVIDENDS AND TRANSFERS TO RESERVES

The directors do not recommend the payment of a dividend (1996 - £nil). The profit for the year of £180,014 (1996 - loss of £17,290) has been added to the deficit on the profit and loss account.

DIRECTORS AND THEIR INTERESTS

The following were directors of the company during the year:

S W Clarke C C A Glossop P E Doona

J Gerard-Pearse

None of the directors had any interests in the shares of the company or its subsidiaries. The relevant interest of Mr S W Clarke in the shares of the ultimate parent company are disclosed in that company's directors' report.

AUDITORS

Deloitte & Touche have expressed their willingness to continue in office as auditors and a resolution to reappoint them is to be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors and signed on behalf of the Board

P. Doora.

P E DOONA

Secretary



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 the group as at the end of the financial year and of the profit or loss of the group 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
- state whether applicable accounting standards have been followed
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group will continue in business.

The directors are responsible for keeping proper accounting records, for safeguarding the assets of the group and for taking reasonable steps for the prevention and detection of fraud and other irregularities.



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AUDITORS' REPORT TO THE MEMBERS OF

NORTHERN RACING LIMITED

We have audited the financial statements on pages 4 to 17 which have been prepared under the accounting policies set out on page 8.

Respective responsibilities of directors and auditors

As described on page 2 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 and the group'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 affairs of the company and the group as at 31 December 1997 and of the profit of the group for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Chartered Accountants and Registered Auditors

Deloitte + Touche

11 September 1998



Aberdeen, Belfast, Birmingham, Bracknell, Bristol, Cambridge, Cardiff, Crawley, Edinburgh, Glasgow, Leeds, Leicester, Liverpool, London, Manchester, Milton Keynes, Newcastle upon Tyne, Nottingham, St Albans and Southampton.



CONSOLIDATED PROFIT AND LOSS ACCOUNT Year ended 31 December 1997

	Note	1997 £	1996 £
TURNOVER	1	3,655,784	3,314,017
Cost of sales		(1,875,902)	(1,860,101)
Gross profit		1,779,882	1,453,916
Administrative expenses		(1,287,404)	(1,325,653)
OPERATING PROFIT	3	492,478	128,263
Dividends receivable Interest payable and similar charges	4	33,129 (247,231)	30,814 (164,959)
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION		278,376	(5,882)
Tax on profit/(loss) on ordinary activities	5	(79,000)	1,190
PROFIT/(LOSS) ON ORDINARY ACTIVITIES AFTER TAXATION		199,376	(4,692)
Equity minority interest	17	(19,362)	(12,598)
RETAINED PROFIT/(LOSS) FOR THE FINANCIAL YEAR	16	180,014	(17,290)

All activities derive from continuing operations.

There are no recognised gains or losses other than the profit/(loss) for the current and preceding financial year. Accordingly, no statement of total recognised gains and losses is given.



CONSOLIDATED BALANCE SHEET 31 December 1997

	Note	£	1997 £	£	1996 £
FIXED ASSETS		~	-	~	~
Goodwill	7		106,842		133,554
Tangible assets	8		11,623,180		10,526,735
			11,730,022		10,660,289
CURRENT ASSETS					
Stocks	9	8,482		9,971	
Debtors	10	448,184		372,591	
Investments at cost - Unquoted		1,188		1,188	
Cash at bank and in hand		14,678		15,402	
		472,532		399,152	
CREDITORS: amounts falling due		··- ,		***,***	
within one year	11	(2,131,320)		(1,399,532)	
NET CURRENT LIABILITIES			(1,658,788)		(1,000,380)
TOTAL ASSETS LESS CURRENT					
TOTAL ASSETS LESS CURRENT LIABILITIES			10,071,234		9,659,909
CREDITORS					7,007,707
CREDITORS: amounts falling due after more than one year	10		(2.00=0.40)		
arter more than one year	12		(3,997,040)		(3,850,800)
			6,074,194		5,809,109
DEFERRED INCOME	14		1,850,390		1,782,667
CAPITAL AND DEFICIENCY					
Called up share capital	15	1,152,250		1,152,250	
Capital reserve	16	2,962,734		2,962,734	
Profit and loss account - deficiency	16	(181,407)		(361,421)	
EQUITY SHAREHOLDERS' FUNDS	18		3,933,577		3,753,563
EQUITY MINORITY INTEREST	17		200 227		
- Committed and the second	1/		<u>290,227</u>		<u>272,879</u>
			6,074,194		5,809,109

These financial statements were approved by the Board of Directors on 10 September 1998 Signed on behalf of the Board of Directors



P E DOONA

Director



BALANCE SHEET 31 December 1997

	Note	£	1997 £	£	1996 £
FIXED ASSETS Investments	6		3,534,671		3,534,671
CURRENT ASSETS Debtors	10	7,976		50,090	
CREDITORS: amounts falling due within one year	11	(1,041,978)		(887,158)	
NET CURRENT LIABILITIES			(1,034,002)		(837,068)
TOTAL ASSETS LESS CURRENT LIABILITIES			2,500,669		2,697,603
CREDITORS: amounts falling due after more than one year	12		(2,000,000)		(2,000,000)
			500,669		697,603
CAPITAL AND DEFICIENCY					
Called up share capital Profit and loss account - deficiency	15 16		1,152,250 (651,581)		1,152,250 (454,647)
EQUITY SHAREHOLDERS' FUNDS			500,669		697,603

These financial statements were approved by the Board of Directors on 10 September 1998 Signed on behalf of the Board of Directors

P. Doona.

P E DOONA

Director



CONSOLIDATED CASH FLOW STATEMENT Year ended 31 December 1997

	Note	£	1997 £	£	1996 £
Cash flow from operating activities	19		1,021,648		544,149
Returns on investments and servicing of finance Interest paid Dividends paid to minority interests Dividends received		(247,231) (2,014) 33,129		(164,959) (2,014) 30,814	
Net cash outflow from returns on investments and servicing of finance			(216,116)		(136,159)
Taxation			-		-
Capital expenditure and financial investment Purchase of tangible fixed assets			(1,362,578)		(955,526)
Cash outflow before use of liquid resources and financing			(557,046)		(547,536)
Financing Increase in debt	20		413,660		212,408
Decrease in cash in the year			(143,386)		(335,128)
			·		
Reconciliation of net cash flow to movement in net debt	20		1997 £		1996 £
Decrease in cash in the year			(143,386)		(335,128)
Cash inflow from increase in debt			(413,660)		(212,408)
Change in net debt resulting from cash flows being movement in net debt in the year			(557,046)		(547,536)
Net debt at 1 January			(4,397,632)		(3,850,096)
Net debt at 31 December			(4,954,678)		(4,397,632)



1. ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable accounting standards. The particular accounting policies adopted are described below.

Accounting convention

The financial statements are prepared under the historical cost convention.

Basis of consolidation

The groups financial statements consolidate the results of the company and its subsidiaries for the year ended 31 December 1997. Consolidated accounts are presented for the first time in the year ended 31 December 1997.

Turnover

Turnover represents income derived directly and indirectly from race meetings plus other miscellaneous income from the use of the racecourse facilities and estate revenue.

Goodwil

Goodwill, representing the excess of the consideration over the assessed fair value of net assets acquired is capitalised and amortised over 8 years. Negative goodwill, representing consideration below the assessed fair value of net assets acquired is held as a capital reserve.

Investments

Investments held as fixed assets are stated at cost.

Tangible fixed assets

Freehold and long leasehold land and buildings are shown at the directors' valuation as disclosed in the subsidiary company's accounts.

Depreciation of fixed assets is calculated to write off the cost or valuation of the assets in equal annual instalments over their estimated useful lives as follows:-

Freehold buildings 29

Long leasehold land and buildings

Fixtures and fittings

Motor vehicles

Term of lease
10 or 20%
25%

Freehold land is not depreciated.

Stocks

Stocks are stated at the lower of cost and net realisable value. Cost represents the purchase price of goods for resale.

Deferred taxation

Deferred taxation is provided at the anticipated tax rates on differences arising from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the financial statements to the extent that it is probable that a liability or asset will crystallise in the future.

Capital grants

Capital grants may be received from the Horserace Betting Levy Board ("HBLB") or from other third parties in respect of capital expenditure.

Capital grants received are taken to the grant account. Credits are made to the profit and loss account by equal annual instalments over the period which the relevant assets are depreciated.





2. DIRECTORS AND EMPLOYEES

(a) Directors

One director received remuneration of £990 (1996 - £11,110) from the company during the year.

(b) Staff

		1997	1996
	Aviona co municipal de la companya d	No.	No.
	Average number of persons employed	_	_
	Management Administration	7	7
	Other staff	5	5
	Other staff	20	20
		32	32
			
		£	£
	Staff costs during the year		
	Wages and salaries	653,620	588,488
	Social Security costs	66,510	63,100
	Other pension costs	13,514	9,541
		733,644	661,129
3.	OPERATING PROFIT		
		1997	1996
		£	£
	Operating profit is after charging/(crediting):	_	-
	Depreciation of tangible fixed assets	266,133	247,190
	Amortisation of goodwill	26,712	26,712
	Amortisation of capital grants	(44,777)	(40,079)
	Auditors' remuneration	(.,,)	(.0,0,5)
	Audit services	10,300	10,300
	Non audit services	4,825	2,360
	Rents receivable	(165,158)	(196,542)
	Hire of plant and machinery	5,167	7,088



4. INTEREST PAYABLE AND SIMILAR CHARGES

	1997 £	1996 £
Interest on bank overdraft and loans	228,623	149,309
Interest on loan notes	13,828	15,091
Other interest	4,780	559
	247,231	164,959
Interest as leaves as 11 or 6	W 1 0 6 500 (100 6 00 500)	

Interest on loans repayable after five years by instalments totalled £6,500 (1996 - £2,700).

5. TAX ON PROFIT/(LOSS) ON ORDINARY ACTIVITIES

	1997 £	1996 £
Corporation tax 31.5% (1996 - 33%) based on the profit/(loss) for the year Prior year adjustment	79,000	- (1,190)
	79,000	(1,190)

6. INVESTMENT IN SUBSIDIARIES

At cost	Company £
At 1 January 1997 and 31 December 1997	3,534,671

The investment represents:

Subsidiary name	Proportion of shares held	Nature of principal business
High Gosforth Park Limited Uttoxeter Leisure and Development Company Limited	100.0% 92.4%	Racecourse management Racecourse management

Both are registered in England and Wales. The Directors consider that the investments are worth at least the amount stated.



7. GOODWILL

	Group £
Cost	
At 1 January 1997 and 31 December 1997	213,690
Amortisation	
At 1 January 1997	80,136
Charge for the year	26,712
At 31 December 1997	106,848
Net book value	
At 31 December 1997	106,842
At 31 December 1996	133,554
	======

8. TANGIBLE FIXED ASSETS

Group	Freehold land and buildings £	Long leasehold property £	Fixtures and fittings £	Motor vehicles £	Total £
Cost					
At 1 January 1997	5,665,747	4,919,411	577,112	12,250	11,174,520
Additions	1,167,450	127,805	67,323		1,362,578
At 31 December 1997	6,833,197	5,047,216	644,435	12,250	12,537,098
Accumulated depreciation					
At 1 January 1997	134,041	147,999	358,213	7,532	647,785
Charge for the year	101,759	83,597	78,214	2,563	266,133
At 31 December 1997	235,800	231,596	436,427	10,095	913,918
Net book value					
At 31 December 1997	6,597,397	4,815,620	208,008	2,155	11,623,180
At 31 December 1996	5,531,706	4,771,412	218,899	4,718	10,526,735
					

Details of the valuation of freehold land and buildings and leasehold land and buildings can be obtained from the financial statements of High Gosforth Park Limited and Uttoxeter Leisure and Development Company Limited.



9. STOCKS

	(roup
	1997	1996
	£	£
Goods held for resale	8,482	9,971

10. DEBTORS

	Group		Company	
	1997	1996	1997	1996
Amounts falling due within one year	£	£	£	£
Trade debtors	200,962	154,183	-	-
Amount due from subsidiary companies	-	-	-	49,622
Other debtors	40,689	40,509	7,976	468
Prepayments and accrued income	206,533	177,899	-	-
	448,184	372,591	7,976	50,090

11. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group		Company	
	1997	1996	1997	1996
	£	£	£	£
Bank overdraft (note 13)	265,590	122,928	796,092	651,813
Loans from Horserace Betting Levy Board (note 13)	480,960	190,200	•	· -
Other loans (note 13)	50,000	38,400	-	_
Unsecured redeemable loan notes (note 13)	176,954	211,894	176,954	211,894
Trade creditors	186,485	173,548	-	,
Amounts due to subsidiary companies		´ -	38,223	-
Corporation tax	79,000	_	-	-
Other tax and social security	78,307	30,152	_	1,662
Other creditors	489	39,302	489	396
Accruals and deferred income	811,521	591,094	30,220	21,393
Proposed dividend	2,014	2,014	-	
	2,131,320	1,399,532	1,041,978	887,158



12. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

		Group		Company	
		1997	1996	1997	1996
		£	£	£	£
	Bank loans (note 13) Loans from Horserace Betting Levy	2,000,000	2,000,000	2,000,000	2,000,000
	Board (note 13)	1,997,040	1,850,800	<u>-</u>	
		3,997,040	3,850,800	2,000,000	2,000,000
13.	BORROWINGS				
		(Group	Co	mpany
		1997	1996	1997	1996
		£	£	£	£
	Bank loans	2,000,000	2,000,000	2,000,000	2,000,000
	Loans from Horserace Betting Levy Board	2,478,000	2,041,000		_,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
	Other loans	50,000	38,400	_	-
	Unsecured redeemable loan notes	176,954	211,894	176,954	211,894
	Bank overdraft	265,590	122,928	796,092	651,813
		4,970,544	4,414,222	2,973,046	2,863,707
	Due within one year	973,504	563,422	973,046	962 707
	Due after one year	3,997,040	3,850,800	2,000,000	863,707 2,000,000
					
		4,970,544	4,414,222	2,973,046	2,863,707
	Analysis of loan repayments Bank loans and overdrafts				
	Within one year or on demand	265,590	122,928	796,092	651,813
	Between one and two years	800,000	800,000	800,000	800,000
	Between two and five years	1,200,000	1,200,000	1,200,000	1,200,000
	Other loans and loan notes	-,,	1,200,000	1,200,000	1,200,000
	Within one year or on demand	707,914	440,494	176,954	211,894
	Between one and two years	495,960	412,600		
	Between two and five years	1,386,080	1,368,400	_	_
	After five years by instalments	115,000	69,800	-	-
		4,970,544	4,414,222	2,973,046	2,863,707



13. BORROWINGS (continued)

(a) Horserace Betting Levy Board

The group has outstanding interest free loans from the Horserace Betting Levy Board to finance course improvements. The balance outstanding at 31 December 1997 totalled £2,478,000 (1996 - loans with outstanding balances £2,041,000). Of the total outstanding at 31 December 1997 £41,000 is unsecured (1996 - £41,000), the remainder is secured.

(b) Other loans

A subsidiary company has negotiated interest free loans from breweries to help finance the refurbishment of race course bars. The loans become repayable if certain barrelage requirements are not met or the bars do not remain open. The balances outstanding at 31 December 1997 total £50,000 (1996 - £38,400) and are unsecured.

(c) Unsecured redeemable loan notes

These are repayable on demand.

(d) Bank overdrafts

The bank overdraft is unsecured.

(e) Bank loan

The bank loan is subject to an interest rate based on LIBOR. The loan is payable by equal annual instalments over five years. The loan is secured by a fixed charge over the property at High Gosforth Park Limited and inter-locking guarantees between Northern Racing Limited, High Gosforth Park Limited and Uttoxeter Leisure and Development Company Limited.

14. DEFERRED INCOME

Grant Account	Group £
At 1 January 1997 Capital grants received during the year	1,782,667 112,500
Capital grants credited to profit and loss account	1,895,167 (44,777)
Balance at 31 December 1997	1,850,390

Under a Capital Works Grant Agreement with the Horserace Betting Levy Board entered into in February 1977 by High Gosforth Park Limited, that company will be liable to refund in part grants made should the racecourse or buildings at Newcastle Racecourse be sold within thirty years of the date of the agreement. A portion of the annual modernisation grants and the Horserace Totalisator Board grant may also be repayable in the event of the High Gosforth Park Limited ceasing its racing activities. The total contingent liability under the above agreements amounted to approximately £193,441 at 31 December 1997 (1996 - £214,665).



15. CALLED UP SHARE CAPITAL

			1997	d Company 1996
	Authorised		£	£
	780,000 'A' ordinary shares of £1 each		700 000	790 000
	420,000 'B' ordinary shares of £1 each		780,000 420,000	780,000
	120,000 B ordinary shares of 21 cach		420,000	420,000
			1,200,000	1,200,000
	Allotted and fully paid			
	748,214 'A' ordinary shares of £1 each		748,214	748,214
	404,036 'B' ordinary shares of £1 each		404,036	404,036
			1 162 250	1 150 050
			1,152,250	1,152,250
	A and B shares rank equally in all respects.			
16.	RESERVES			
		Gı	oup	Company
		0.	Profit	Profit
		Capital	and loss	and loss
		Reserve	account	account
		£	£	£
	Balance at 1 January 1997	2 062 724	(2(1,421)	(454.645)
	Retained profit/(loss) for the year	2,962,734	(361,421)	(454,647)
	remained promotiossy for the year		180,014	(196,934)
	Balance at 31 December 1997	2,962,734	(181,407)	(651,581)
			====	
17.	EQUITY MINORITY INTEREST			
				Group
				£
	Balance at 1 January 1997			272,879
	Profit and loss account charge			19,362
	Dividend payable to minority shareholders			(2,014)
	·			
	Balance at 31 December 1997			290,227
18.	RECONCILIATION OF MOVEMENTS IN SHAREHOLDER	C' EHNDC		
10.	RECONCIDIATION OF MOVEMENTS IN SHAREHOLDER	S FUNDS		
			1997	1996
	Due Call 1 N.C. at C.		£	£
	Profit/(loss) for the financial year being net addition			
	to/(reduction from) shareholders' funds		180,014	(17,290)
	Opening shareholders' funds		3,753,563	3,770,853
	Closing shareholders' funds		2 022 577	2 752 562
	Coome of the control		3,933,577	3,753,563
				-



19. RECONCILIATION OF OPERATING PROFIT TO OPERATING CASH FLOWS

			1997	1996
			£	£
	Operating profit		492,478	128,263
	Depreciation		266,133	247,190
	Amortisation of capital grants		(44,777)	(40,079)
	Amortisation of goodwill		26,712	26,712
	Decrease/(increase) in stocks		1,489	(3,369)
	(Increase)/decrease in debtors		(75,728)	31,301
	Increase/(decrease) in creditors		242,841	(198,295)
	Increase in deferred income		112,500	352,426
	Net cash inflow from operating activities		1,021,648	544,149
20.	ANALYSIS OF NET DEBT	At 1 Jan 1997 £	Cash flow £	At 31 Dec 1997 £
	Cash in hand and at bank	15,402	(724)	14,678
	Bank overdrafts	(122,928)	(142,662)	(265,590)
			(143,386)	
	Debt due within one year	(440,494)	(267,420)	(707,914)
	Debt due after one year	(3,850,800)	(146,240)	(3,997,040)
			(413,660)	
	Current asset investments	1,188	•	1,188
	Net debt	(4,397,632)	(557,046)	(4,954,678)
21.	DEFERRED TAX	**************************************		

Unprovided deferred tax can be analysed as follows:

	Group		Company	
	1997	1996	1997	1996
	£	£	£	£
Capital allowances in excess of depreciation	184,174	122,368		-
Other timing differences	(153,920)	(158,851)	(75,388)	(80,252)
Revaluation of properties	987,000	1,050,000	-	-
	1,017,254	1,013,517	(75,388)	(80,252)
				



22. LOSS OF PARENT COMPANY

As permitted by Section 230 of the Companies Act 1985, the profit and loss account of the parent company is not presented as part of these accounts. The loss for the financial year of the parent company was £196,934 (1996 - loss of £159,894).

23. ULTIMATE PARENT COMPANY

The ultimate parent company is Stanley Clarke Leisure Limited which is registered in England and Wales. Copies of the report and accounts of Stanley Clarke Leisure Limited are available from the registered office at Lyndon House, 58/62 Hagley Road, Edgbaston, Birmingham B16 8PE.

There are no related party transactions with other group companies other than group financing arrangements with subsidiary companies.

Stanley Clarke Leisure is controlled by S W Clarke, a director of Northern Racing Limited.