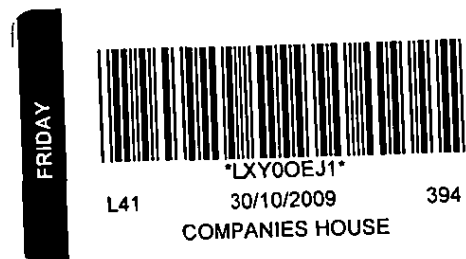


HARBOUR CLUB OPERATIONS 1999 LIMITED

Annual Report & Financial Statements

For the year ended 31 December 2008

Registered Number 3194001



REGISTERED OFFICE 40-44 Coombe Road
New Malden
Surrey
KT3 4QF

HARBOUR CLUB OPERATIONS 1999 LIMITED DIRECTORS' REPORT

The Directors present their annual report and the financial statements of the Company for the year ended 31 December 2008.

Principal Activities

The Company did not trade during the current or preceding financial year.

Financial Results and Dividends

The loss on ordinary activities after taxation amounted to £nil (2007:£nil). This retained loss was transferred to reserves. The directors do not recommend the payment of a dividend (2007:£nil).

Financial Risk

The Company does not have any financial instruments other than short term debtors and creditors.

Future Prospects

The directors have no plans for the Company to trade in the future.

Directors and their Interests in the Share Capital of the Company

The Directors who served throughout the year were as follows:-

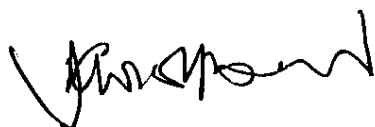
David George Holben (Secretary)	
Kevan Peter Doyle	
Christopher Ian Jessop	(Resigned 31 August 2008)
Gregory John Hyatt	(Appointed 3 November 2008)

No Director had any interest in the share capital of the Company or any other group company.

Auditors

The Company has taken advantage of the elective resolutions under section 252 and 386 of the Companies Act 1985 to dispense with the requirements to hold an Annual General Meeting, to lay the reports and accounts before the Company in general meeting and to re-appoint auditors.

BY ORDER OF THE BOARD



David G Holben
Secretary
30 October 2009

HARBOUR CLUB OPERATIONS 1999 LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the financial statements. The directors have chosen to prepare the financial statements for the Company in accordance with United Kingdom Generally Accepted Accounting Practice (UK GAAP). Company law requires the directors to prepare such financial statements for each financial year which give a true and fair view, in accordance with UK GAAP, of the state of affairs of the Company and of the profit and loss for that period and comply with UK GAAP and the Companies Act 1985. 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; and
- 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 the system of internal control, for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

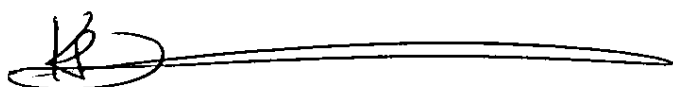
HARBOUR CLUB OPERATIONS 1999 LIMITED
Balance Sheet
at 31 December 2008

	Notes	2008 £'000	2007 £'000
CURRENT ASSETS			
Debtors	4	31,102	31,102
		31,102	31,102
CREDITORS: Amounts falling due within one year	5	(23,507)	(23,507)
NET ASSETS		7,595	7,595
CAPITAL AND RESERVES			
Called up share capital	6	10	10
Profit and loss account	7	7,585	7,585
TOTAL SHAREHOLDERS' FUNDS		7,595	7,595

- a) For the year ended 31 December 2008 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 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, 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 year, and of its profit and loss for the financial year in accordance with Section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.

In the current and preceding financial year the Company received no income and incurred no expenditure and therefore made neither profit nor loss. Consequently, no profit and loss statement is presented.

These financial statements were approved by the board of Directors on 30 October 2009 and signed on its behalf by:



KP Doyle
 Director

HARBOUR CLUB OPERATIONS 1999 LIMITED

Notes to the Accounts

for the year ended 31 December 2008

1. ACCOUNTING POLICIES

The principal accounting policies are summarised below. They have been applied consistently throughout the current and preceding year.

Basis of Preparation

The financial statements have been prepared under the historical cost convention, and in accordance with applicable law and accounting standards in the United Kingdom.

Current Taxation

Current tax, including UK corporation tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

2. OPERATING PROFIT

No Director received any remuneration for their qualifying services to the Company during the the current or preceding financial year. The Company had no employees in the current or preceding year.

3. TAX ON LOSS ON ORDINARY ACTIVITIES

(I) TAX ON LOSS ON ORDINARY ACTIVITIES

	2008 £'000	2007 £'000
Current tax:		
UK Corporation tax	-	-
Group relief	-	-
	-	-

(II) FACTORS AFFECTING TAX CHARGE FOR THE CURRENT YEAR

	2008 £000	2007 £000
Loss on ordinary activities before taxation	-	-
Tax on profit on ordinary activities at standard UK corporation tax rate of 28.5% (2007 – 30%)	-	-
Effects of :		
Expenses not deductible for tax purposes	-	-
Imputed interest income	123	(608)
Group relief not paid for	(123)	608
Current tax charge for the year	-	-

HARBOUR CLUB OPERATIONS 1999 LIMITED**Notes to the Accounts****for the year ended 31 December 2008****4. DEBTORS**

	2008	2007
	£'000	£'000
Amounts owed from parent undertakings	10	10
Amounts owed from fellow subsidiary undertakings	31,092	31,092
	<u>31,102</u>	<u>31,102</u>

5. CREDITORS – AMOUNTS FALLING DUE WITHIN ONE YEAR

	2008	2007
	£'000	£'000
Amounts due to fellow subsidiary undertakings	23,507	23,507
	<u>23,507</u>	<u>23,507</u>

6. CALLED UP SHARE CAPITAL

	2008	2007
	£'000	£'000
Authorised, allotted, issued and fully paid: 10,000 Ordinary shares of £1 each	10	10

7. RESERVES

	Profit and loss account
	£'000
Balance at 1 January 2008	7,585
Retained loss for the year	-
Balance at 31 December 2008	<u>7,585</u>

2. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2008	2007
	£'000	£'000
Shareholders' funds at 1 January and 31 December	<u>7,595</u>	<u>7,595</u>

HARBOUR CLUB OPERATIONS 1999 LIMITED

Notes to the Accounts

for the year ended 31 December 2008

9. ULTIMATE PARENT UNDERTAKING

The Company's immediate parent undertaking is Marina Health & Fitness Limited. The Company's ultimate parent undertaking is Nuffield Health, a company incorporated in the UK and limited by guarantee and a registered charity number 205533. Copies of the Financial Statements of Nuffield Health are available from Companies House, Crown Way, Maindy, Cardiff, C14 3UZ on payment of the appropriate fee.