

Reg. No. 3200400

Company Registration No. 3200400 (England and Wales)

TOP CROWN LEISURE LIMITED

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2001**



RICHARD PLACE DOBSON
CHARTERED ACCOUNTANTS



TOP CROWN LEISURE LIMITED



COMPANY INFORMATION

Directors	M P Hopper V M H Administrators Limited (Appointed 7 February 2002)
Secretary	A Lalani
Company number	3200400
Registered office	Trenythor Manor, Tywardreath Par Cornwall PL24 2TS
Auditors	Richard Place Dobson 29 High Street Crawley West Sussex RH10 1BQ
Bankers	Allied Irish Bank (GB) 14 The Avenue Southampton SO17 1XF
Solicitors	Amhurst Brown Colombotti 2 Duke Street St James London SW1Y 6BJ

TOP CROWN LEISURE LIMITED



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TOP CROWN LEISURE LIMITED



DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2001

The directors present their report and financial statements for the year ended 31 December 2001.

Principal activities

The principal activity of the company is that of the business of hotel and property management. The company acquired the business as a management company of the timeshare site at the Hever Golf and Country Club Hotel.

Directors

The following directors have held office since 1 January 2001:

M P Hopper

V M H Administrators Limited

(Appointed 7 February 2002)

Director's interests

The director's interest in the shares of the company was as stated below:

	Ordinary shares of £ 1 each	
	31 December 2001	1 January 2001
M P Hopper	-	-

Auditors

In accordance with section 385 of the Companies Act 1985, a resolution proposing that Richard Place Dobson be reappointed as auditors of the company will be put to the Annual General Meeting.

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 of the profit or loss of the company 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;
- 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 safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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

By order of the board

A Lalani

Secretary

11/12/02

TOP CROWN LEISURE LIMITED



INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF TOP CROWN LEISURE LIMITED

We have audited the financial statements of Top Crown Leisure Limited on pages 3 to 8 for the year ended 31 December 2001. These financial statements have been prepared in accordance with the Financial Reporting Standard for Smaller Entities (effective June 2002), under the historical cost convention and the accounting policies set out therein.

Respective responsibilities of the directors and auditors

As described in the statement of directors' responsibilities on page 1 the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

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 the directors' report and consider the implications for our report if we become aware of any apparent misstatements within it.


Basis of audit opinion

We conducted our audit in accordance with United Kingdom 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 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 the company's affairs as at 31 December 2001 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.


Richard Place Dobson

Chartered Accountants
Registered Auditor

30/12/02
29 High Street
Crawley
West Sussex
RH10 1BQ

TOP CROWN LEISURE LIMITED



PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2001

		2001	2000
	Notes	£	£
Turnover		553,645	147,807
Administrative expenses		(522,608)	(254,539)
Profit/(loss) on ordinary activities before taxation	2	31,037	(106,732)
Tax on profit/(loss) on ordinary activities	3	-	-
Profit/(loss) on ordinary activities after taxation	9	31,037	(106,732)

TOP CROWN LEISURE LIMITED

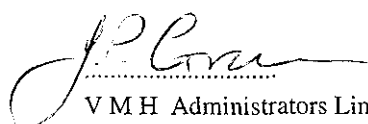


BALANCE SHEET AS AT 31 DECEMBER 2001

	Notes	2001 £	£	2000 £	£
Fixed assets					
Tangible assets	4		33,135		24,869
Current assets					
Debtors	5	26,763		40,360	
Cash at bank and in hand		2,370		853	
		<u>29,133</u>		<u>41,213</u>	
Creditors: amounts falling due within one year	6	<u>(123,668)</u>		<u>(133,804)</u>	
Net current liabilities			<u>(94,535)</u>		<u>(92,591)</u>
Total assets less current liabilities			<u>(61,400)</u>		<u>(67,722)</u>
Creditors: amounts falling due after more than one year	7		<u>(14,285)</u>		<u>(39,000)</u>
			<u>(75,685)</u>		<u>(106,722)</u>
Capital and reserves					
Called up share capital	8		10		10
Profit and loss account	9		<u>(75,695)</u>		<u>(106,732)</u>
Shareholders' funds			<u>(75,685)</u>		<u>(106,722)</u>

These financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies and with the Financial Reporting Standard for Smaller Entities (effective June 2002).

The financial statements were approved by the Board on 11 October 2002



V M H Administrators Limited
Director

For and on behalf of
HTC NOMINEES LIMITED

TOP CROWN LEISURE LIMITED



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2001

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective June 2002).

The director has received a letter confirming continuing financial support from the immediate parent company, Atlas Resorts and Management Limited. Based on this support, the director anticipates that the company will have sufficient resources to meet its financial obligations as they fall due. On this basis the director has prepared the financial statements on the going concern basis. The financial statements do not include any adjustments that would result from the non availability of parental support.

1.2 Turnover

Turnover represents amounts receivable for goods and services net of VAT and trade discounts.

1.3 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Fixtures, fittings & equipment 20% straight line

2	Operating profit/(loss)	2001	2000
		£	£
	Operating profit/(loss) is stated after charging:		
	Depreciation of tangible assets	9,840	6,217
	Auditors' remuneration	2,500	2,250
		<u> </u>	<u> </u>
3	Taxation		
	Current tax charge	<u> </u>	<u> </u>

The company has estimated losses of £ 85,507 (2000 : £ 112,949) available for carry forward against future trading profits.

On the basis of these financial statements no provision has been made for corporation tax.

TOP CROWN LEISURE LIMITED



NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2001

4 Tangible fixed assets

	Plant and machinery etc £
Cost	
At 1 January 2001	31,086
Additions	18,106
	<hr/>
At 31 December 2001	49,192
	<hr/>
Depreciation	
At 1 January 2001	6,217
Charge for the year	9,840
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At 31 December 2001	16,057
	<hr/>
Net book value	
At 31 December 2001	33,135
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At 31 December 2000	24,869
	<hr/>

5 Debtors

	2001 £	2000 £
Trade debtors	7,340	9,780
Amounts owed by group undertakings and undertakings in which the company has a participating interest	1,450	1,750
Other debtors	17,973	28,830
	<hr/>	<hr/>
	26,763	40,360
	<hr/>	<hr/>

6 Creditors: amounts falling due within one year

	2001 £	2000 £
Bank loans and overdrafts	9,475	17,276
Trade creditors	31,571	68,010
Taxation and social security	25,372	4,936
Other creditors	57,250	43,582
	<hr/>	<hr/>
	123,668	133,804
	<hr/>	<hr/>

TOP CROWN LEISURE LIMITED



NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2001

7	Creditors: amounts falling due after more than one year	2001 £	2000 £
	Amounts owed to group undertakings	14,285	39,000

Analysis of loans

Wholly repayable within five years

14,285	39,000
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8 Share capital

2001 £	2000 £
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Authorised

1,000 Ordinary shares of £ 1 each

1,000	1,000
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Allotted, called up and fully paid

10 Ordinary shares of £ 1 each

10	10
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9 Statement of movements on profit and loss account

Profit and loss account

£

Balance at 1 January 2001

(106,732)

Retained profit for the year

31,037

Balance at 31 December 2001

(75,695)

10 Financial commitments

At 31 December 2001 the company had annual commitments under non-cancellable operating leases as follows:

	2001 £	2000 £
Expiry date:		
Between two and five years	31,476	16,630

11 Control

The immediate parent company is Atlas Resorts and Management Limited, a company registered in the British Virgin Islands, and the ultimate parent company is R.M.I.Gibraltar Limited, a company registered in Gibraltar.

TOP CROWN LEISURE LIMITED



NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2001

12 Related party transactions

The company repaid £4,095 to its immediate holding company, Atlas Resorts and Management Limited, in the year. The balance due at 31 December 2001 was £14,285(2000-£39,000).

Trenythorpe Estates Limited, a fellow subsidiary company charged the company £11,438 in respect of management charges in the year. Trenythorpe Estates Limited owed the company £1,750 at 31 December 2001(2000-£1,750).

The freehold property that the company manages is owned by Route Limited, a fellow subsidiary. The amount of rent payable by the company is £Nil.