

MWB Leisure (Maidstone (2)) Limited

**Directors' report and financial
statements**

Registered number 03297461

31 December 2005



Directors' report and financial statements

Contents

Directors' report	1
Statement of the directors' responsibilities	2
Report of the independent auditors to the members of MWB Leisure (Maidstone (2)) Limited	3
Balance sheet	4
Profit and loss account	4
Notes	5-6

Directors' report

The directors present their annual report and the audited financial statements for the year to 31 December 2005.

Principal activities and business review

The company has not actively traded throughout the year and consequently the company has made neither a profit nor a loss. The company has therefore not prepared a profit or loss account.

Directors and directors' interests

The directors who held office during the year were as follows:

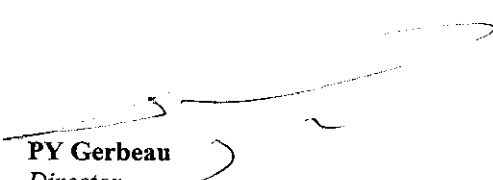
PY Gerbeau	
L Coral	(resigned 21 February 2005)
A J Martin	(appointed 16 November 2005)
A D Evans	(appointed 16 November 2005)
M Barber	
X Pullen	(appointed 21 February 2005)

None of the directors who held office at the end of the financial year had any disclosable interest in the shares of the company or any other group undertaking.

Auditors

In accordance with Section 385 of the Companies Act 1985, a resolution for the re-appointment of KPMG LLP as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

By order of the board


PY Gerbeau
Director

23 June 2006

Statement of the 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 and of the profit or loss 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, subject to any material departures disclosed and explained in the financial statements; 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 the maintenance of 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the group and to prevent and detect fraud and other irregularities.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MWB LEISURE (MAIDSTONE (2)) LIMITED

We have audited the financial statements of MWB Leisure (Maidstone (2)) Limited for the year ended 31 December 2005 which comprise the Balance Sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

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

As described in the Statement of Directors' Responsibilities on page 2, the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

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 other transactions 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 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 judgments 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 UK Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2005 and of its result for the year then ended; and
- have been properly prepared in accordance with the Companies Act 1985.

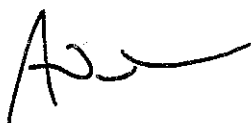
KPMG LLP
KPMG LLP
Chartered Accountants
Registered Auditor
23 June 2006

KPMG
PO Box 69
8 Salisbury Square
London
EC4Y 8BB

Balance sheet
at 31 December 2004

	<i>Note</i>	2005 £	2004 £
Debtor	4	2	2
Net assets		2	2
Capital and reserves			
Called up share capital	5	2	2
Shareholders' funds	6	2	2

These financial statements were approved by the board of directors on 23 June 2006, and were signed on its behalf by:



AD Evans
Director

Profit and loss account

During the above financial year the company has been dormant. There have been no significant accounting transactions of the company to be entered in its accounting records and accordingly no profit and loss account has been prepared.

Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

Basis of preparation

The financial statements have been prepared on a going concern basis, in accordance with applicable accounting standards and under historical cost accounting rules.

The company is exempt from the requirement of Financial Reporting Standard No 1 (revised) to prepare a cash flow statement and of the Financial Reporting Standard No 2 to prepare group accounts as it is entitled to the exemption available in the legislation for small groups when filing accounts.

2 Profit and loss account

During the financial year the company did not trade and received no income and incurred no expenditure. Consequently, during the year the company made neither a profit nor a loss.

3 Remuneration of directors and staff

None of the directors received any remuneration for their services. The company did not employ any staff in the year.

4 Debtors

	2005 £	2004 £
Due from parent undertaking	2	2
	<u>2</u>	<u>2</u>

5 Called up share capital

	2005 £	2004 £
<i>Authorised</i>		
Ordinary shares of £1 each	1,000	1,000
	<u>1,000</u>	<u>1,000</u>
<i>Allotted, called up and fully paid</i>		
Ordinary shares of £1 each	2	2
	<u>2</u>	<u>2</u>

Notes (continued)

6 Reconciliation of movements in shareholders' funds

	2005	2004
	£	£
Opening and closing shareholders' funds	2	2
	<u>2</u>	<u>2</u>

7 Ultimate parent undertaking

The company is a wholly owned subsidiary of Leisure Parks (General Partners) Limited, a company registered in England and Wales. The ultimate parent undertaking is X-Leisure (General Partner) Limited, a company registered in England and Wales.