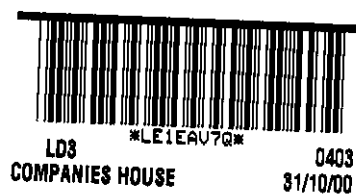


Leisure Park Management (Guildford) Limited

**Directors' report and financial
statements**

Registered number 3337885

31 December 1999



Contents

Directors' report	1
Statement of the Directors' responsibilities	2
Report of the auditors to the members of Leisure Park Management (Guildford) Limited	3
Profit and loss account	4
Balance sheet	5
Notes	6

Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 December 1999.

Results and dividends

The results for the year are set out on page 4. The directors do not recommend any dividend for the year.

Principal activities

The company's principal activity is that of property management.

Directors and directors interests

Directors who held office during the period were as follows:

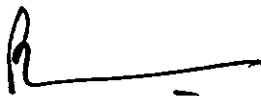
RG Balfour-Lynn
JW Harrison
J Singh
AF Blurton

None of the directors had any interest in the share capital of the company, or any other group undertaking, during the period.

Auditors

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

By order of the Board



Filex Services Limited

Secretary

25 October 2000

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 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;
- 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



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United Kingdom

Report of the auditors to the members of Leisure Park Management (Guildford) Limited

We have audited the financial statements on pages 4 to 7.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the directors' report and, as described on page 2, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

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. 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.

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 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 1999 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

KPMG

KPMG
Chartered Accountants
Registered Auditors

30 October 2000

Profit and loss account

for the year ended 31 December 1999

	Notes	1999 £	1998 £
Turnover	1	34,112	28,834
Administration and operating charges		(34,112)	(28,834)
		<hr/>	<hr/>
Results on ordinary activities before and after taxation	2	-	-
		<hr/>	<hr/>

The company's operations were carried on through the current financial year. There were no discontinued operations during the year.

There were no other recognised gains or losses for the year.

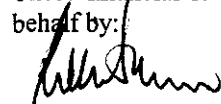
Movements on reserves are set out in note 7.

Balance sheet
 at 31 December 1999

	Notes	1999 £	1998 £
Current assets			
Debtors and prepayments	4	13,031	7,030
Cash at bank		16,072	18,553
		<hr/>	<hr/>
		29,103	25,583
Creditors: amounts falling due within one year	5	(29,101)	(25,581)
		<hr/>	<hr/>
Net assets		2	2
		<hr/>	<hr/>
Capital and reserves			
Called up share capital	6	2	2
Profit and loss account		-	-
		<hr/>	<hr/>
Shareholders' funds	7	2	2
		<hr/>	<hr/>

The directors have taken advantage in the preparation of these financial statements of special exemptions applicable to small companies conferred by Part I of Section 8 in the Companies Act 1985 because, in their opinion, the company is entitled to benefit from those exemptions as a small company.

These financial statements were approved by the board of directors on 28th October 2000, and were signed on its behalf by:



A.F. Blurton
 Director

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.

Turnover

Turnover represents service charges receivable by the company net of Value Added Tax.

Cash flow statement

The company has taken advantage of the provisions within Financial Reporting Standard No1 (revised 1996) not to prepare a cash flow statement as it qualifies as a small company.

2 Operating results

This is stated after charging:

	1999 £	1998 £
Auditors' remuneration - audit work	1,500	1,500

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 period.

4 Debtors

	1999 £	1998 £
Amounts owed by related companies (see notes)	-	2,000
Other debtors	13,031	5,030
	<u>13,031</u>	<u>7,030</u>

Notes (continued)

5 Creditors: amounts falling due within one year

	1999 £	1998 £
Trade creditors	9,868	4,517
Amounts owed to related company	3,970	-
Excess service charges refundable to tenants	-	7,264
Deferred income	-	7,800
Accruals	15,263	4,500
Other creditors	-	1,500
	<u>29,101</u>	<u>25,581</u>

MWB Leisure (Guildford) Limited is a related party of Leisure Park Management (Guildford) Limited since it is ultimately owned by Leisure Parks (General Partners) Limited.

6 Share capital

	1999 £	1998 £
<i>Authorised</i>		
1,000 ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>
<i>Issued and fully paid</i>		
2 ordinary shares of £1 each	<u>2</u>	<u>2</u>

7 Reconciliation of movements on shareholders' funds

	1999 £	1998 £
Opening shareholders' funds of share capital	2	2
Results for the financial period	-	-
	<u>2</u>	<u>2</u>

8 Ultimate parent company

The company is a subsidiary undertaking of MWB Leisure (Guildford) Ltd which is in turn a subsidiary undertaking of Leisure Parks (General Partners) Limited incorporated and registered in the United Kingdom.

Detailed profit and loss account

for the period ended 31 December 1999

	1999		1998	
	£	£	£	£
Service charges received		31,200		36,098
Service charges recoverable/ (refundable)		2,912		(7,264)
Expenditure				
Cleaning	13,692		13,208	
Administration	1,500		1,538	
General maintenance	2,235		3,586	
Management	5,000		5,000	
Electricity	3,154		3,000	
Landscaping	3,553		2,502	
Other	4,978		-	
		<u>(34,112)</u>		<u>(28,834)</u>
Net result for period		<u>-</u>		<u>-</u>

This page does not form part of the statutory accounts.