

TRAINSTATION LIMITED

REPORT AND FINANCIAL STATEMENTS

**FOR THE YEAR ENDED
31 DECEMBER 2000**

REGISTERED NUMBER: 3381595



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TRAINSTATION LIMITED

**FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2000**

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TRAINSTATION LIMITED

COMPANY INFORMATION AT 31 DECEMBER 2000

DIRECTORS

P F Bird
S B Turnock
G Street

SECRETARY

S B Turnock

BUSINESS ADDRESS

trainstation Health Club
Atrium House
574 Manchester Road
Bury
BL9 9SW

AUDITORS

Hurst & Company
Chartered Accountants &
Registered Auditors
Lancashire Gate
21 Tiviot Dale
Stockport
SK1 1TD

SOLICITORS

Brabners
1 Dale Street
Liverpool
L2 2ET

PRINCIPAL BANKERS

Barclays Bank
4 Water Street
Liverpool
L69 2RT

TRAINSTATION LIMITED

DIRECTORS' REPORT

The directors present their annual report with the financial statements of the company for the year ended 31 December 2000.

PRINCIPAL ACTIVITIES

The principal activity of the business is that of operation of a chain of quality branded health and fitness clubs.

REVIEW OF THE BUSINESS

The net loss after providing for taxation amounted to £107,859. A third club was opened in Sale, Cheshire on the 3rd of January 2000. The company is expected to return to profitability in the coming financial year.

DIVIDENDS

No dividends were paid during the year and no recommendation is made as to dividends.

FIXED ASSETS

During the year costs of £468,927 were incurred on fixed assets. Full details are given in note 8 to the accounts.

DIRECTORS AND THEIR INTERESTS

The directors in office in the year and their beneficial interests in the company at the balance sheet date and the beginning of the year are shown below.

Mr P F Bird does not hold any shares in the company directly. His beneficial interest arises through his connection with another shareholder - his wife, Mrs D Bird.

Mr S B Turnock holds 22,500 shares in his own name. His beneficial interest also includes the 65,000 shares held by his wife, Mrs J Turnock.

		Number of Shares	
		2000	1999
P F Bird	Ordinary £1 shares	87,500	87,500
S B Turnock	Ordinary £1 shares	87,500	87,500
G Street	Ordinary £1 shares	13,275	13,725

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 as at the end of the financial year 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 maintaining 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.

INTRODUCTION OF THE EUROPEAN CURRENCY

The directors have considered the impact of the introduction of the Euro and are satisfied that there are

TRAINSTATION LIMITED

DIRECTORS' REPORT

no issues which affect the company.

POLITICAL AND CHARITABLE CONTRIBUTIONS

During the year the company made charitable contributions totalling £1,987.

AUDITORS

The auditors, Hurst & Company, will be proposed for re-appointment in accordance with section 385 of the Companies Act 1985.

By order of the board:



.....
S B Turnock
Secretary

Approved by the board:

30 March 2001.

TRAINSTATION LIMITED

AUDITORS' REPORT TO THE SHAREHOLDERS

We have audited the financial statements on pages 5 to 19 which have been prepared under the historical cost convention and on the basis of accounting policies set out on page 8.

RESPECTIVE RESPONSIBILITIES OF THE DIRECTORS AND AUDITORS

As described in the directors' report, 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 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 as to whether 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 as at 31 December 2000 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.


Hurst & Company
Chartered Accountants &
Registered Auditors
Lancashire Gate
21 Tiviot Dale
Stockport
SK1 1TD

Date:30/3/01.....

TRAINSTATION LIMITED**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2000**

	Notes	2000 £	1999 £
TURNOVER		3,235,541	1,823,471
Cost of sales		281,380	149,677
GROSS PROFIT		2,954,161	1,673,794
Administrative expenses		2,905,710	1,697,060
		48,451	(23,266)
Other operating income		40	11
OPERATING PROFIT / (LOSS)	2	48,491	(23,255)
Investment income and interest receivable	3	-	1,989
Interest payable and similar charges	4	(156,350)	(93,014)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(107,859)	(114,280)
Tax on loss on ordinary activities	6	-	-
LOSS ON ORDINARY ACTIVITIES AFTER TAXATION		(107,859)	(114,280)
Dividends including non-equity interests	7	(29,250)	-
ACCUMULATED LOSS FOR THE FINANCIAL YEAR	17	(137,109)	(114,280)

Continuing operations

The company took a lease on a site in Sale, Cheshire and built a club on this site during the year ended 31 December 1999. The club opened on the 3rd January 2000. Any income included in the year ended 31 December 1999 is not material and therefore has been included within continuing operations.

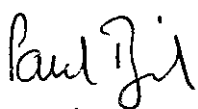

Total recognised gains and losses

The company has no recognised gains or losses other than the loss for the above two financial years.

TRAINSTATION LIMITED**BALANCE SHEET
AT 31 DECEMBER 2000**

	Notes	£	2000 £	£	1999 £
FIXED ASSETS					
Tangible assets	8		4,075,578		4,064,436
CURRENT ASSETS					
Stocks	9	41,382		45,944	
Debtors	10	84,006		225,169	
Cash at bank and in hand		2,769		2,550	
			128,157		273,663
CREDITORS: amounts falling due within one year	11	(1,280,695)		(1,443,727)	
NET CURRENT LIABILITIES			(1,152,538)		(1,170,064)
TOTAL ASSETS LESS CURRENT LIABILITIES			2,923,040		2,894,372
CREDITORS: amounts falling due after more than one year	12		(1,168,027)		(1,282,250)
NET ASSETS			1,755,013		1,612,122
CAPITAL AND RESERVES					
Called up share capital	15		349,537		349,237
Share premium account	16		2,439,959		2,160,259
Profit and loss account	17		(1,034,483)		(897,374)
TOTAL SHAREHOLDERS' FUNDS	18		1,755,013		1,612,122

The financial statements were approved by the board of directors on 30 March 2001 and signed on its behalf by:

P F Bird )
) Directors
 G Street )

The notes on pages 8 to 19 form part of these financial statements.

TRAINSTATION LIMITED**CASH FLOW STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2000**

	Notes	2000 £	1999 £
Net cash inflow from operating activities	2	182,356	354,800
Returns on investments and servicing of finance	22	(156,350)	(91,025)
Capital expenditure	22	41,528	(2,334,198)
Cash inflow / (outflow) before use of liquid resources and financing		67,534	(2,070,423)
Financing	22	27,519	2,031,235
INCREASE / (DECREASE) IN CASH IN THE YEAR		95,053	(39,188)

**RECONCILIATION OF NET CASH FLOW TO
MOVEMENT IN NET DEBT**

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INCREASE / (DECREASE) IN CASH IN THE YEAR	95,053	(39,188)
Cash (outflow) / inflow from movement in debt and lease financing	252,481	(838,485)
Change in net debt resulting from cash flows	347,534	(877,673)
New hire purchase contracts	(246,464)	-
Movement in debt in the year	101,070	(877,673)
Net debt at 1 January 2000	(1,857,924)	(980,251)
Net debt at 31 December 2000	(1,756,854)	(1,857,924)

The notes on pages 8 to 19 form part of these financial statements.

TRAINSTATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2000

1. STATEMENT OF ACCOUNTING POLICIES

The financial statements have been prepared under the historical cost convention and are in accordance with applicable accounting standards.

Turnover

Turnover represents the total invoice value, excluding value added tax, of goods sold and services rendered during the year. Annual subscriptions paid in advance are deferred and released to the profit and loss account over the period of the subscription, in order to match the income with costs. The subscriptions are non refundable.

Depreciation of tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its useful life, commencing when each club first opens under the **trainstation** brand:

Short leasehold building / tenants improvements	Over the term of the lease
Equipment, fixtures and tools	10% - 33.3% on cost

Leasing and hire purchase commitments

Assets held under finance leases and hire purchase contracts are capitalised in the balance sheet and are depreciated over the shorter of the lease period and their estimated useful lives. The interest element of the rental obligations is charged to the profit and loss account over the period of the lease and rerepresents a constant proportion of the balance of the capital repayments outstanding. The related obligations, net of future finance charges, are included within creditors.

Lease payments under operating leases, where substantially all the risks and benefits remain with the lessor, are charged as expenses in the periods in which they are incurred.

TRAINSTATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2000

2. OPERATING PROFIT

Operating profit is stated:	2000	1999
	£	£
After charging:		
Depreciation of fixed assets	193,794	107,068
Auditors' remuneration	5,850	3,850
Hire of equipment	177,023	101,506
Operating lease rentals		
Land and buildings	182,316	105,807
Plant and machinery	17,340	13,607
Exceptional items:		
Exceptional items (see below)	85,706	-

Reconciliation of operating profit to net cash inflow from operating activities

	2000	1999
	£	£
Operating profit	48,491	(23,255)
Depreciation	193,794	107,068
Decrease in stocks	4,562	(29,101)
Decrease in debtors	141,163	(140,410)
Decrease in creditors	(205,653)	440,496
Net cash inflow from operating activities	182,357	354,798

The exceptional items are in respect of costs relating to the following:

- 1) Costs associated with finding and investigating the potential for two new club sites. These projects have now been aborted. The costs incurred were £57,600 (1999: nil).
- 2) Change in the VAT treatment of certain income giving rise to a liability of £28,106 (1999: nil)

3. INVESTMENT INCOME AND INTEREST RECEIVABLE

	2000	1999
	£	£
Interest received and receivable		
Bank interest	-	1,989

TRAINSTATION LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2000****4. INTEREST PAYABLE AND SIMILAR CHARGES**

	2000 £	1999 £
On bank loans and overdrafts	126,543	75,249
Lease finance charges and hire purchase interest	26,545	17,583
Other interest	3,262	182
	<u>156,350</u>	<u>93,014</u>

5. INFORMATION ON DIRECTORS AND EMPLOYEES

	2000 £	1999 £
Staff costs		
Wages and salaries	1,256,885	782,490
Social security costs	92,477	56,296
	<u>1,349,362</u>	<u>838,786</u>

	2000 No.	1999 No.
The average number of employees during the year was made up as follows:		
Management and administration	16	11
Other	112	67
	<u>128</u>	<u>78</u>

	2000 £	1999 £
Directors' emoluments		
Remuneration for management services	<u>203,094</u>	<u>173,835</u>

	2000 £	1999 £
Details of highest paid director's emoluments		
Emoluments (excluding pension contributions)	<u>96,000</u>	<u>88,006</u>

6. TAX ON LOSS ON ORDINARY ACTIVITIES

There is no liability to corporation tax in the year, due to tax losses.

TRAINSTATION LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2000****7. DIVIDENDS PAID OR PROPOSED**

	2000 £	1999 £
On preference shares:		
Final dividend proposed and dividends accrued		
Preference shares of 1 pence each (see note 15)	29,250	-

8. TANGIBLE FIXED ASSETS

	Land and buildings £	Fixtures and fittings £	Total £
Cost:			
At 1 January 2000	3,693,139	522,632	4,215,771
Additions and transfers	181,190	287,737	468,927
Disposals and transfers	(50,724)	(213,615)	(264,339)
At 31 December 2000	3,823,605	596,754	4,420,359
Depreciation:			
At 1 January 2000	100,167	51,169	151,336
Charge for year	108,163	85,631	193,794
On disposals	-	(348)	(348)
At 31 December 2000	208,330	136,452	344,782
Net book value:			
At 31 December 2000	3,615,275	460,302	4,075,578
At 31 December 1999	3,588,782	475,654	4,064,436
		2000 £	1999 £
Analysis of net book value of land and buildings:			
Long leasehold		1,855,108	1,874,702
Short leasehold		1,760,167	1,714,080
		3,615,275	3,588,782

TRAINSTATION LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2000****8. TANGIBLE FIXED ASSETS - (continued)**

Included above are assets held under finance leases or hire purchase contracts as follows:

	2000 £	1999 £
Net book values:		
Office furniture and fittings	<u>341,208</u>	<u>101,892</u>
Depreciation charge for the year:		
Office furniture and fittings	<u>33,597</u>	<u>11,529</u>

Net obligations under finance leases and hire purchase contracts are secured on the assets acquired.

The disposal of certain assets relates to their refinancing. Assets to the value of £263,190 were sold and then leased back under hire purchase contracts. No profit or loss arose on the sale of the assets.

9. STOCKS

	2000 £	1999 £
Finished goods and goods for resale	<u>41,382</u>	<u>45,944</u>

10. DEBTORS

	2000 £	1999 £
Other debtors	21,790	139,117
Prepayments and accrued income	<u>62,216</u>	<u>86,052</u>
	<u>84,006</u>	<u>225,169</u>

11. CREDITORS: amounts falling due within one year

	2000 £	1999 £
Bank loans and overdrafts	471,007	518,334
Net obligations under finance leases and hire purchase contracts	113,089	46,140
Trade creditors	177,816	438,533
Other taxes and social security costs	111,555	35,285
Other creditors	28,337	57,948
Accruals and deferred income	349,641	347,487
Proposed dividend	<u>29,250</u>	<u>-</u>
	<u>1,280,695</u>	<u>1,443,727</u>

TRAINSTATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2000

11. CREDITORS: amounts falling due within one year - (continued)

Bank overdrafts amounting to £271,007 (1999 £365,841) are secured by a Debenture dated 8 June 1999 (regulated by a Deed of Priority between Barclays Bank Plc and Carlsberg Tetley Brewing Limited).

The Barclays Treasury Loan amounting to £1,125,211 (1999: £1,125,211) is secured by a first legal charge dated 8 June 1999 on the company's premises at Wrexham Road, Chester, the Waterfront, Southport and the Brooklands Club, Sale.

The treasury loan is repayable in instalments of £50,000 per quarter for 4 quarters, and then rising to £62,500 per quarter, after a repayment holiday of 18 months from the date of the drawdown of the loan.

The treasury loan is secured by a first charge dated 7 June 1999 on Barclays Life policies upon the lives of Paul Francis Bird and Stephen Barry Turnock.

Included within other creditors is an amount due to Carlsberg Tetley Brewing Limited amounting to £139,898 (£150,000 in 1999). This is secured by a fixed and floating charge over the assets of the company. The loan is split into two equal amounts of £75,000, one half of the loan being repayable in instalments of £625 per month over 10 years, the other half being written off to barrelage discounts received from Carlsberg Tetley Brewing Limited.

Other creditors includes amounts due to directors of nil (1999:£16,000).

12. CREDITORS: amounts falling due after more than one year

	2000	1999
	£	£
Bank loans and overdrafts	925,211	1,125,211
Other loans	132,398	136,250
Net obligations under finance leases and hire purchase contracts	110,418	20,789
	<u>1,168,027</u>	<u>1,282,250</u>

TRAINSTATION LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2000****13. BORROWINGS**

	2000 £	1999 £
The company's borrowings are repayable as follows		
Up to one year and on demand	478,507	532,084
Between one and two years	257,500	219,548
Between two and five years	697,711	658,644
After five years	102,398	383,269
	<u>1,536,116</u>	<u>1,793,545</u>
Wholly repayable within five years	<u>1,433,718</u>	<u>1,410,276</u>
Included in current liabilities	<u>478,507</u>	<u>532,084</u>

14. OBLIGATIONS UNDER FINANCE LEASES AND HIRE PURCHASE CONTRACTS

	2000 £	1999 £
The company's net obligations under finance leases and hire purchase contracts are repayable as follows:		
Within one year or on demand	113,089	46,140
Between one and two years	93,745	20,251
Between two and five years	16,673	538
	<u>223,507</u>	<u>66,929</u>
Included in current liabilities	<u>(113,089)</u>	<u>(46,140)</u>
	<u>110,418</u>	<u>20,789</u>

TRAINSTATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2000

15. SHARE CAPITAL

	2000 £	1999 £
Authorised:		
Equity interests:		
188,725 Ordinary shares of £1 each	188,725	188,725
154,412 'A' Ordinary shares of £1 each	154,412	154,412
	<u>343,137</u>	<u>343,137</u>
Non-equity interests:		
450,000 Preference shares of 1 pence each	4,500	4,500
1,900,000 'A' Preference shares of 0.1 pence each	1,900	1,900
	<u>349,537</u>	<u>349,537</u>
Allotted, called up and fully paid:		
Equity interests:		
188,725 Ordinary shares of £1 each	188,725	188,725
154,412 'A' Ordinary shares of £1 each	154,412	154,412
	<u>343,137</u>	<u>343,137</u>
Non-equity interests:		
450,000 Preference shares of 1 pence each	4,500	4,500
1,900,000 'A' Preference shares of 0.1 pence each	1,900	1,600
	<u>349,537</u>	<u>349,237</u>

On 29 September 2000, 300,000 'A' preference shares of 0.1 pence each, were issued for a consideration of £300,000.

The holders of the A ordinary shares may at any time, subject to certain provisions, convert the whole of their A ordinary shares into a like number of ordinary shares.

Subject to certain provisions, the preference shares shall be redeemed, for the sum of £1 each, in the proportions and on the dates set out below :

Redemption date	Number of shares redeemable
31 July 2002	150,000
31 July 2003	150,000
31 July 2004	150,000

Subject to certain provisions, the 'A' preference shares shall be redeemed for the sum of £1.15 each, in the proportions and on the dates set out below:

Redemption date	Number of shares redeemable
31 July 2002	190,000
31 December 2002	190,000
31 July 2003	190,000
31 December 2003	190,000
31 July 2004	190,000
31 December 2004	190,000
31 July 2005	190,000
31 December 2005	190,000
31 July 2006	190,000
31 December 2006	190,000

TRAINSTATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2000

15. SHARE CAPITAL - (continued)

Any shares not redeemed upon the due date shall be redeemed forthwith upon redemption becoming permissible under the Act.

Rights to dividends:

The profits of the company available for distribution shall be used to pay dividends in the following order of priority :

- first, in paying to the holders of the preference shares a dividend of 6.5 pence per share per annum for the period from 1 January 2000 to 31 December 2000 and these dividends have been provided in the accounts as the directors believe the company will be in a position to pay the dividend in the foreseeable future, 8.5 pence per share per annum for the period from 1 January 2001 to 30 June 2002 and 10.5 pence per share per annum from and after July 2002, accruing from 1 January 2000; in paying the holders of the 'A' preference shares a dividend of 10.5 pence per share per annum, accruing from 1 January 2001 and payable half yearly on 30 June and 31 December each year, the first payment to be made on 30 June 2002;

- second, in paying to the holders of the A ordinary shares as a class in respect of each financial year of the company a dividend equal to 10% of net profit, accruing from the date of subscription:

- third, in paying to the holders of the A ordinary shares in respect of each financial year of the company a dividend per share equivalent to and calculated by dividing the excess benefits by the number of ordinary shares held by relevant directors on the last day of the relevant financial year, accruing from the commencement of the relevant financial year in which the excess benefits are paid:

- fourth, in paying to the holders of the ordinary shares, subject to certain conditions, such amount as the directors may determine up to the amount of the participating dividend paid on each A ordinary share. Dividends do not accrue on ordinary shares.

Priority and amounts receivable on a winding-up :

On a return of assets on liquidation or capital reduction or otherwise, the assets of the company remaining after the payment of its liabilities shall be applied in the following order of priority :

- first, in paying to the holders of the preference shares and the 'A' preference shares £1 per share together with a sum equal to any arrears or accruals of the preference dividend and the 'A' preference dividend calculated down to the date of the return of capital;

- second, in paying to the holders of the A ordinary shares £2.449 per share together with a sum equal to any arrears or accruals of the dividends on the A ordinary shares calculated down to the date of the return of capital;

- third, in paying to the holders of ordinary shares £2.449 per share; and

- the balance of such assets shall be distributed amongst the holders of the A ordinary shares and ordinary shares in proportion to the amounts paid up or credited as paid up on the A ordinary shares and ordinary shares held by them respectively.

Voting rights :

The ordinary shares and A ordinary shares carry one vote per share. The preference shares and 'A' preference shares do not carry any votes.

TRAINSTATION LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2000****16. SHARE PREMIUM ACCOUNT**

	2000 £	1999 £
Equity interests:		
Balance at beginning of year	123,609	123,609
Movements during the year	-	-
Balance at year end	<u>123,609</u>	<u>123,609</u>
Non-equity interests:		
Balance at beginning of year	2,036,650	845,100
Premium on shares issued during the year	299,700	1,191,550
Expenses on issue of shares	(20,000)	-
Balance at year end	<u>2,316,350</u>	<u>2,036,650</u>
Balance at year end	<u>2,439,959</u>	<u>2,160,259</u>

17. PROFIT AND LOSS ACCOUNT

	2000 £	1999 £
Accumulated loss as at 1 January 2000	(897,374)	(783,094)
Loss for the year	(137,109)	(114,280)
Accumulated loss as at 31 December 2000	<u>(1,034,483)</u>	<u>(897,374)</u>

18. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2000 £	1999 £
Loss for the year	(107,859)	(114,280)
Dividends	(29,250)	-
Expenses on issue of shares	(20,000)	-
New share capital subscribed	300	1,200
Premium on shares issued	299,700	1,191,550
Net addition to shareholders' funds	142,891	1,078,470
Opening shareholders' funds	1,612,122	533,652
Closing shareholders' funds	<u>1,755,013</u>	<u>1,612,122</u>
Represented by:-		
Equity interests	(567,737)	(430,628)
Non-equity interests	2,322,750	2,042,750
	<u>1,755,013</u>	<u>1,612,122</u>

TRAINSTATION LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2000****19. REVENUE COMMITMENTS**

At the year end the company was committed to making the following payments during the next year in respect of operating leases with expiry dates as follows:

	Land and buildings		Other	
	2000	1999	2000	1999
	£	£	£	£
Within one year	-	-	41,488	2,151
More than one year and less than five years	-	-	167,970	180,433
More than five years	162,500	169,033	-	-
	<u>162,500</u>	<u>169,033</u>	<u>209,458</u>	<u>182,584</u>

20. CAPITAL COMMITMENTS

	2000	1999
	£	£
Details of capital commitments at the accounting date are as follows:		
Contracted but not provided for in the financial statements	<u>40,000</u>	<u>16,161</u>

21. RELATED PARTY DISCLOSURES

Bank overdrafts amounting to £271,007 (1999 £365,841) are secured by Life Policies in the name of Paul Francis Bird and Stephen Barry Turnock dated 7 June 1999.

22. ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT

	2000	1999
	£	£
Returns on investments and servicing of finance		
Interest received	-	1,989
Interest paid	(129,805)	(75,431)
Interest element of finance lease rental payments	(26,545)	(17,583)
Net cash outflow from returns on investments and servicing of finance	<u>(156,350)</u>	<u>(91,025)</u>

TRAINSTATION LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2000****22. ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT - (continued)**

	2000 £	1999 £
Capital expenditure		
Purchase of tangible fixed assets	(222,463)	(2,334,974)
Receipts from sale of tangible fixed assets	263,991	776
Net cash inflow / (outflow) from capital expenditure	<u>41,528</u>	<u>(2,334,198)</u>
Financing		
Issue of preference share capital	280,000	1,192,750
New long-term loans	-	1,275,211
New short-term loans	97,507	152,493
Repayments of long term loans	(10,102)	-
Capital element of hire purchase contract payments	(89,886)	(32,668)
Repayment of short term loans	(250,000)	(556,551)
Net cash inflow from financing	<u>27,519</u>	<u>2,031,235</u>

23. ANALYSIS OF CHANGES IN NET DEBT

	1999 £	Cash flow £	Other movements £	2000 £
Cash at bank and in hand	2,550	219	-	2,769
Bank overdraft	(365,841)	94,834	-	(271,007)
		95,053		
Debt due within one year	(166,243)	152,493	(193,750)	(207,500)
Debt due after one year	(1,261,461)	10,102	193,750	(1,057,609)
Hire purchase contracts and finance lease agreements	(66,929)	89,886	(246,464)	(223,507)
	<u>(1,857,924)</u>	<u>347,534</u>	<u>(246,464)</u>	<u>(1,756,854)</u>