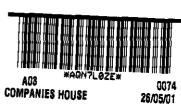
Report and Accounts

For the year ended 30th September 2000

HORWATH BARNETT & TURNER

Chartered Accountants



REPORT AND ACCOUNTS For the year ended 30th September 2000

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DIRECTORS' REPORT

The directors present their report and accounts for the year ended 30th September 2000.

Principal Activity

The company's principal activities during the year were the letting of office space and conference facilities and the provision of tourist attractions.

Directors

The directors of the company during the year were as follows:

D. Fell

Cllr. L. Marshall

T. Nash

Mrs. S. Walters was appointed a director on 15th December 2000.

None of the directors hold shares in the company.

Statement of Directors' Responsibilities

Company law requires the directors to prepare accounts for each financial period which give a true and fair view of the state of affairs of the company and of the profit and loss of the company for that period. In preparing those accounts 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 accounts on the going concern basis unless it is inappropriate to assume 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 accounts 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 or other irregularities.

Auditors

A resolution for the re-appointment of the auditors Horwath Barnett & Turner will be proposed at the Annual General Meeting in accordance with Section 385 of the Companies Act 1985.

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

Signed on behalf of the Board of Directors

Mrs. S. Walters

Secretary

23rd March 2001

REPORT OF THE AUDITORS TO THE SHAREHOLDERS OF MAKING IT! ENTERPRISES LIMITED

We have audited the accounts on pages 3 to 8 which have been prepared under the accounting policies set out on page 5.

Respective Responsibilities of Directors and Auditors

As stated on page 1, the company's directors are responsible for the preparation of accounts. It is our responsibility to form an independent opinion, based on our audit, on those accounts 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 accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, 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 accounts 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 accounts.

Unqualified Opinion

In our opinion the accounts give a true and fair view of the state of the company's affairs as at 30th September 2000 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Horwath Barnett & Turner Chartered Accountants and Registered Auditors Mansfield 23rd March 2001

PROFIT AND LOSS ACCOUNT For the year ended 30th September 2000

| | Note | | 2000 | | 1999 |
|---|------|----------|-------------|---|---------|
| | | £ | £ | £ | £ |
| Turnover | 2 | <u> </u> | 149680 | | 146659 |
| Catering costs and purchases | | | 8828 | | 13820 |
| Gross profit | | | 140852 | | 132839 |
| Selling and distribution costs | | 1462 | | 1467 | |
| Administrative expenses | 3 | 125135 | 126597 | 100281 | 101748 |
| Operating profit | | | 14255 | *************************************** | 31091 |
| Interest receivable | | | 148 | | 179 |
| | | | | | <u></u> |
| Profit on ordinary activities before taxation Taxation | | | 14403 - | | 31270 |
| | | | | | |
| Profit for the financial year | | | 14403 | | 31270 |
| Absorbed loss brought forward | | | (12273) | | (43543) |
| | | | | | |
| Retained profit/absorbed loss carried forward | | | 2130 | | (12273) |
| | | | | | |

The Profit and Loss account contains all the gains and losses recognised in the current and preceding year and the profit for the financial years represents the only movement in shareholders' funds.

BALANCE SHEET
As at 30th September 2000

| | Note | | 2000 | | 1999 |
|--|------|--------|---------|-------------|---------|
| | | £ | £ | £ | £ |
| Fixed assets | 4 | · ···· | 21567 | | 3482 |
| Current assets: | | | | | |
| Stock | 5 | 592 | | 2444 | |
| Debtors | 6 | 16013 | | 19642 | |
| Cash at bank and in hand | | 36030 | | 60530 | |
| | | | | | |
| | | 52635 | | 82616 | |
| Creditors: amounts falling due within one year | 7 | 72071 | | 98370 | |
| | | | | | |
| Net current liabilities | | | (19436) | | (15754) |
| • | | | | | |
| Total assets less current liabilities | | | 2131 | | (12272) |
| | | | | | |
| Capital and Reserves: | | | | | |
| Called up share capital | 9 | | 1 | | 1 |
| Profit and loss account | | | 2130 | | (12273) |
| | | | | | |
| | | | 2131 | | (12272) |
| | | | | | |

These accounts have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

Approved by the Board of Directors on 23rd March 2001

T. Nash Director

ACCOUNTING POLICIES For the year ended 30th September 2000

Basis of Accounts

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

Turnover

a. Licence Fees, Overhead Contributions and Conference Facilities Hire Income

Licence fees, overhead contributions and conference facilities hire income are credited to the Profit and Loss account in the accounting period to which they relate and are stated excluding value added tax.

b. Discovery Centre Takings

Discovery Centre takings represent cafe bar and shop takings excluding value added tax.

Interest Receivable

Interest is credited to the Profit and Loss account in the accounting period in which it is receivable.

Leased Assets

Rentals payable under operating leases are charged to the Profit and Loss account on a straight line basis over the lease term.

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 or valuation of fixtures, fittings and equipment less their estimated residual value, over their expected useful lives at a rate of 20% on a straight line basis.

Depreciation is provided at 10% straight line on the cost of leasehold improvements.

Stocks

Stocks are valued at the lower of cost and net realisable value.

NOTES TO THE ACCOUNTS
For the year ended 30th September 2000

1. Parent Undertaking

The company is a wholly owned subsidiary of The Making It Industrial Heritage Trust Limited.

| 3 | Turnover |
|---|----------|
| | |

3.

| 1 th HOVE | 2000 £ | 1999 £ |
|--|-------------|-----------|
| | £ | |
| | | |
| Licence fees and overhead contributions | 107474 | 89947 |
| Conference facilities hire | 38588 | 32568 |
| Discovery Centre takings | 3618 | 24144 |
| | 149680 | 146659 |
| | | |
| Administrative Expenses | | |
| The following amounts are included in administrative expenses: | | |
| | 2000 | 1999 |
| | £ | £ |
| Auditors' remuneration: | | |
| In their capacity as auditors | 1500 | 2500 |
| For their services in preparing the accounts | 1500 | 1950 |
| Directors' remuneration | nil | nil |
| Wages and salaries | 49872 | 48830 |
| Social security costs | 3581 | 2724 |
| Social Security Costs | | |
| Depreciation of owned assets | 4193 | 944 |

During the year the average number of people employed in an administrative capacity on either a full or parttime basis was 11. (1999: 21).

NOTES TO THE ACCOUNTS CONTINUED For the year ended 30th September 2000

| | F7* 1 | 4 4 |
|----|-------|--------|
| 4. | Fixed | Assets |

| 4. | Fixed Assets | | | |
|----|---------------------------|------------------------|--|---------------|
| | | Leasehold improvements | Fixtures, fittings and equipment | Total |
| | | £ | £ | £ |
| | Cost: | | | _ |
| | At 1st October 1999 | - | 4723 | 4723 |
| | Additions in year | 12077 | 10201 | 22278 |
| | | | | |
| | At 30th September 2000 | 12077 | 14924 | 27001 |
| | Depreciation: | | | |
| | At 1st October 1999 | - | 1241 | 1241 |
| | Charge for the year | 1208 | 2985 | 4193 |
| | | | | |
| | At 30th September 2000 | 1208 | 4226 | 5434 |
| | Net book value: | | | |
| | At 30th September 2000 | 10869 | 10698 | 21567 |
| | | | | |
| | At 30th September 1999 | · • | 3482 | 3482 |
| | | | | |
| 5. | Stock | | | |
| | | • | 2000 | 1999 |
| | | | £ | £ |
| | | | | |
| | Goods for resale | | 592 | 2444 |
| 6. | Debtors | • | 1 | |
| | | | 2000 , | 1999 |
| | | | £ | £ |
| | | • | | |
| | Trade debtors | | 10457 | 14518 |
| | Other debtors Prepayments | | 322 | - |
| | 1 repayments | | 5234 | 5124 |
| | | | 465.5 | |
| | | | 16013 | 19642 |
| | | | | |

NOTES TO THE ACCOUNTS CONTINUED For the year ended 30th September 2000

7. Creditors: amounts falling due within one year

| The state of the s | 2000 | 4000 |
|--|-------|-------|
| | 2000 | 1999 |
| | £ | £ |
| | **** | |
| Trade creditors | 5644 | 10497 |
| Amounts owed to group undertakings | 45703 | 57730 |
| Other creditors | 12936 | 18872 |
| Accruals | 3756 | 4267 |
| Other taxation and Social Security | 4032 | 7004 |
| | | |
| | 72071 | 98370 |
| | · | |

8. Operating Lease Commitments

At 30th September 2000 the company had annual commitments of £2238 under non-cancellable operating leases which expire within two to five years. (1999: £3512).

9. Share Capital

| | 2000 £ | 1999 £ |
|---|-----------|-----------|
| Authorised: 1000 ordinary shares of £1 each | 1000 | 1000 |
| Allotted called up and fully paid: | 1000 | 1000 |
| 1 ordinary share of £1 | 1 | 1 |
| | | |