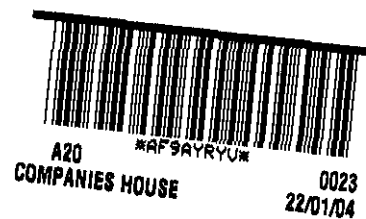


Town Centre Car Parks plc
Annual report and accounts
for the year ended 30 June 2003

Registered Number 3385312



Town Centre Car Parks plc
Annual report and accounts
for the year ended 30 June 2003

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Town Centre Car Parks plc

Directors and Advisors for the year ended 30 June 2003

Directors

I A Ziff
E M Ziff
T J Crawford
R A Lewis
J T Sutcliffe

Secretary

J T Sutcliffe

Independent Auditors

PricewaterhouseCoopers LLP
Benson House
33 Wellington Street
Leeds
LS1 4JP

Bankers

Lloyds TSB Bank plc
The Royal Bank of Scotland plc
Yorkshire Bank

Registered Office

Town Centre House
The Merrion Centre
Leeds
LS2 8LY

Registered Number

3385312

Town Centre Car Parks plc

Directors' report for the year ended 30 June 2003

The directors have pleasure in submitting the annual report and accounts of the company for the year ended 30 June 2003.

Principal activity

The principal activity of the company is car park management.

Results and dividends

The results are set out in the profit and loss account on page 5.

The loss before tax for the year was £74,892 (2002: £118,283) and after a tax charge of £393,353 (2002: tax credit £30,266) leaves a loss for the year of £468,245 (2002: £88,017).

Payment of a final dividend of £1,090,424 is proposed (2002: £nil).

Directors and their interests

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

I A Ziff

E M Ziff

T J Crawford

R A Lewis

J T Sutcliffe

None of the directors have any beneficial interests in the share capital of the company. All the directors at the year end are directors of Town Centre Securities PLC, the ultimate parent undertaking, and their interests in the share capital of group companies are disclosed in that company's financial statements.

Statement of 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 the affairs of the company at the balance sheet date and of the result of the company for that year.

The directors confirm that suitable accounting policies have been used and applied consistently. They also confirm that reasonable and prudent judgements and estimates have been made in preparing the financial statements for the year ended 30 June 2003 and that applicable accounting standards have been followed.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and 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.

Town Centre Car Parks plc

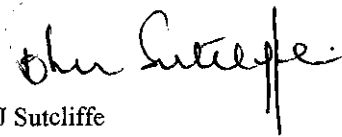
Directors' report for the year ended 30 June 2003 (Continued)

Auditors

Following the conversion of PricewaterhouseCoopers to a Limited Liability Partnership (LLP), PricewaterhouseCoopers resigned 10 February 2003 and the directors appointed its successor, PricewaterhouseCoopers LLP, as auditors.

The auditors PricewaterhouseCoopers LLP have expressed their willingness to continue in office and a resolution for the appointment of PricewaterhouseCoopers LLP as auditors of the company is to be proposed at the Annual General Meeting.

By order of the Board



J Sutcliffe
Secretary

10 September 2003

Town Centre Car Parks plc

Independent auditors' report to the members of Town Centre Car Parks plc

We have audited the financial statements which comprise the profit and loss account, the balance sheet and the related notes.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable United Kingdom law and accounting standards are set out in the statement of directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards issued by the Auditing Practices Board. This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 is not disclosed.

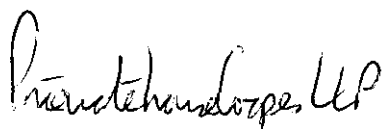
Basis of audit opinion

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 at 30 June 2003 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
Leeds

10 September 1993

Town Centre Car Parks plc

Profit and loss account for the year ended 30 June 2003

| | Note | 2003 £ | 2002 £ |
|-----------------------------------|------|--------------------|------------------|
| Administrative expenses | | 6,145 | 10,970 |
| Operating loss | 2 | (6,145) | (10,970) |
| Interest payable | 3 | (68,747) | (107,313) |
| Loss before taxation | | (74,892) | (118,283) |
| Taxation | 4 | (393,353) | 30,266 |
| Loss after taxation | | (468,245) | (88,017) |
| Equity dividends - final proposed | | (1,090,424) | - |
| Retained loss for the year | 9 | (1,558,669) | (88,017) |

There were no recognised gains and losses other than as reflected in the above profit and loss account and, therefore, no separate statement of total recognised gains and losses has been presented.

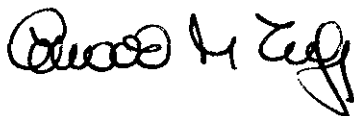
There is no material difference between the reported loss and that calculated on an historical cost basis.

Town Centre Car Parks plc

Balance sheet as at 30 June 2003

| | Note | 2003 £ | 2002 £ |
|---|------|-------------------|-------------------|
| Current assets | | | |
| Debtors | 5 | 23,071,344 | 24,494,626 |
| Creditors: amounts falling due within one year | | | |
| Bank overdraft and loans | 6 | (2,216,940) | (2,076,815) |
| Other creditors | 7 | (5,854,402) | (5,859,140) |
| | | (8,071,342) | (7,935,955) |
| Net assets | | 15,000,002 | 16,558,671 |
| Capital and reserves | | | |
| Called up share capital | 8 | 50,000 | 50,000 |
| Share premium account | 9 | 14,950,002 | 14,950,002 |
| Profit and loss account | 9 | - | 1,558,669 |
| Total shareholders' funds – equity interests | | 15,000,002 | 16,558,671 |

The financial statements on pages 5 to 10 were approved by the board of directors on 10 September 2003 and were signed on its behalf by:



E M Ziff

Director

Town Centre Car Parks plc

Notes to the financial statements for the year ended 30 June 2003

1 Accounting policies

The accounts have been prepared under the historical cost convention, the accounting policies set out below and in accordance with applicable accounting standards.

Deferred taxation

Deferred tax is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Deferred tax assets are recognised to the extent that it is regarded, as more likely than not, that they will be recovered. Deferred tax assets and liabilities are not discounted.

Cash flow statement

The company is a wholly-owned subsidiary of Town Centre Securities PLC and the results and cash flows of the company are included in the consolidated financial statements of that company. Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS 1 (revised 1996).

2 Operating loss

None of the directors received any emoluments in respect of their services to the company during the year (2002:£nil). The company had no other employees in the year to 30 June 2003.

Auditors remuneration was borne by the ultimate parent undertaking

3 Interest payable

| | 2003 | 2002 |
|----------------------------|---------------|----------------|
| | £ | £ |
| Loan note interest payable | 68,747 | 107,313 |

Town Centre Car Parks plc
Notes to the financial statements for the year ended 30 June 2003

4 Taxation

| | 2003 | 2002 |
|------------------------------------|-----------|---------|
| | £ | £ |
| Current year: | | |
| Corporation tax at 30% (2002: 30%) | 22,465 | 33,485 |
| Prior years: | | |
| Corporation tax | (415,818) | (3,219) |
| | (393,353) | 30,266 |

The current tax credit for the year differs to the standard rate of corporation tax in the UK (30%). The differences are explained below:

| | 2003 | 2002 |
|---|-----------|---------|
| | £ | £ |
| Loss on ordinary activities before tax | 74,892 | 118,283 |
| Loss on ordinary activities multiplied by the standard rate in the UK 30% (2002: 30%) | 22,465 | 35,485 |
| Effects of: | | |
| Adjustments in respect of prior periods | (415,818) | (3,219) |
| Permanent differences | - | (2,000) |
| Current tax (charge)/credit for the year | (393,353) | 30,266 |

5 Debtors

| | 2003 | 2002 |
|-----------------------------------|------------|------------|
| | £ | £ |
| Amount due within one year | | |
| Other debtors and prepayments | - | 2,811 |
| Corporation tax | 58,055 | 388,102 |
| Amount owed by parent undertaking | 23,013,289 | 24,103,713 |
| | 23,071,344 | 24,494,626 |

Town Centre Car Parks plc
Notes to the financial statements for the year ended 30 June 2003

6 Bank overdraft and loans (amounts due within one year)

| | 2003 £ | 2002 £ |
|----------------|------------------|------------------|
| Loan notes | - | 2,001,197 |
| Bank overdraft | 2,216,940 | 75,618 |
| | 2,216,940 | 2,076,815 |

7 Other creditors (amounts due within one year)

| | 2003 £ | 2002 £ |
|----------------------------------|------------------|------------------|
| Accruals and other creditors | 4,402 | 9,140 |
| Amount due to parent undertaking | 5,850,000 | 5,850,000 |
| | 5,854,402 | 5,859,140 |

8 Share capital

| | 2003 £ | 2002 £ |
|--|-----------|-----------|
| Authorised ordinary shares of £1 each | 50,000 | 50,000 |
| Allotted and fully paid ordinary shares of £1 each | 50,000 | 50,000 |

9 Reserves

| | Share premium £ | Profit and loss account £ |
|----------------------------|-----------------------|---------------------------------|
| Balance at 1 July 2002 | 14,950,002 | 1,558,669 |
| Retained loss for the year | - | (1,558,669) |
| At 30 June 2003 | 14,950,002 | - |

Town Centre Car Parks plc

Notes to the financial statements for the year ended 30 June 2003

10 Reconciliation of movements in equity shareholder's funds

| | 2003 £ | 2002 £ |
|--------------------------------------|-------------|------------|
| Loss for the year | (1,558,669) | (88,017) |
| Net reduction to shareholders' funds | (1,558,669) | (88,017) |
| Opening shareholders' funds | 16,558,671 | 16,646,688 |
| Closing shareholders' funds | 15,000,002 | 16,558,671 |

11 Guarantees

The company, together with its fellow subsidiary companies, has entered into an unlimited joint and several guarantee, securing the indebtedness of Town Centre Securities PLC and subsidiary companies to two of the groups bankers. The Town Centre Securities PLC group had indebtedness at 30 June 2003 amounting to £29,280,000 (2002: £40,816,000) in relation to this arrangement.

12 Ultimate parent undertaking and related party transactions

The company's ultimate parent undertaking is Town Centre Securities PLC, a company registered in England and which prepares group accounts. The company exercised the exception under FRS 8 for transactions between the company and other undertakings in the Town Centre Securities PLC group not to be disclosed. Copies of the group accounts can be obtained by writing to:

The Secretary
Town Centre Securities PLC
Town Centre House
The Merrion Centre
Leeds
LS2 8LY