(Company No. 02842813)

REPORT AND ACCOUNTS 31 MARCH 1996

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COMPANIES HOUSE 28/01/97

REPORT OF THE DIRECTORS

Directors: R.J.G. Lowe D.A. Jones

The directors submit their report and the accounts of the company for the year ended 31st March 1996.

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 or 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;
- comply with applicable accounting standards subject to any material departures disclosed and explained in the accounts;
- prepare the accounts 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 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 and other irregularities.

PRINCIPAL ACTIVITY

The company is dormant and has been since incorporation.

INCORPORATION

The company was incorporated on 5th August 1993.

ISSUE OF SHARES

On incorporation 2 ordinary shares of £1 each were issued to provide the initial working capital of the company.

REPORT OF THE DIRECTORS (continued)

DIRECTORS

The names of the current directors are stated at the head of this report.

AUDITORS

Advantage is taken of section 388A of the Companies Act 1985 and no auditors have yet been appointed.

By Order of the Board

Registered Office:

Eagle House, 110 Jermyn Street London SW1Y 6RH

D.A. Jones Secretary

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24 January 1997

BALANCE SHEET AS AT 31 MARCH 1996

CURRENT ASSETS	1996 and 1995 £
Unpaid calls on share capital	2
	_
NET CURRENT ASSETS	2
CAPITAL AND RESERVES	=
Called up share capital Profit and loss account	2
	-
	_
	2
	=

The directors confirm that:-

- a) The company was entitled to the exemption under section 250 of the Companies Act 1985 from the requirement to prepared audited accounts.
- b) The company is dormant and has been since incorporation.

Approved by the Board on **24** January 1997 and signed on its behalf by:

D.A. Jones - Director

NOTES TO THE ACCOUNTS

31ST MARCH 1996

1. **ACCOUNTING POLICIES**

Basis of accounting

The accounts have been prepared under the historical cost convention.

2. PROFIT AND LOSS ACCOUNT

The Company has not traded, made profit or losses, nor incurred any liability during the period ended 31 March 1996. Therefore no Profit & Loss account has been produced.

3. CALLED UP SHARE CAPITAL

1996 and 1995

Authorised

100 Ordinary shares of £1 each

£100

Allotted and called up

2 Ordinary shares of £1 each

£ 2

On incorporation 2 ordinary shares of £1 each were issued to provide the initial working capital of the company.

4. **PARENT UNDERTAKING**

The company is a wholly owned subsidiary of Southampton Leisure Holdings PLC (formerly Secure Retirement PLC).