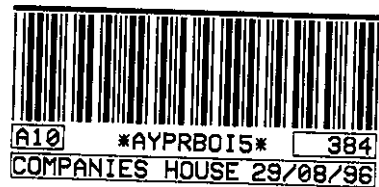


**ADVISER (168) LIMITED**

**Report and Financial Statements**

**31st October 1995**



**REPORT AND FINANCIAL STATEMENTS 1995**

<b>CONTENTS</b>	<b>Page</b>
Officers and professional advisers	1
Directors' report	2
Statement of directors' responsibilities	3
Auditors' report	4
Profit and loss account	5
Balance sheet	6
Notes to the accounts	7

**REPORT AND FINANCIAL STATEMENTS 1995**

**OFFICERS AND PROFESSIONAL ADVISERS**

**DIRECTORS**

P D Morley  
J F Greengrass

**SECRETARY**

PD Morley

**REGISTERED OFFICE**

64 Queen Street  
London  
EC4R 1AD

**AUDITORS**

Ernst & Young  
Wessex House  
19 Threefield Lane  
Southampton  
SO14 3QB

## **DIRECTORS' REPORT**

The directors present their annual report and the audited financial statements for the year ended 31 October 1995.

### **ACTIVITIES**

The company is a property holding company letting property to a leisure resort.

### **BUSINESS REVIEW AND RESULTS**

The company made a profit for the year of £4,020 (1994: £1,572).

### **DIVIDENDS AND TRANSFERS TO RESERVES**

The directors do not recommend the payment of a dividend (1994: Nil). Retained profits of £4,020 (1994: £1,572) have been transferred to reserves.

### **FIXED ASSETS**

Details of fixed assets owned during the year are stated in note 5.

### **DIRECTORS**

The present directors are shown on page 1 and both served throughout the year.

### **DIRECTORS' INTERESTS IN SHARES OF GROUP COMPANIES**

No director had any interest in the shares of the company.

The interest of P D Morley and J F Greengrass in group companies are disclosed in the directors report of the ultimate parent company, Levellight Limited.

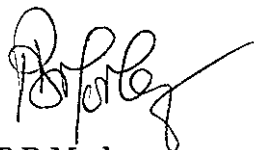
### **DIRECTORS' AND OFFICERS' LIABILITY**

Directors' and officers' liability insurance has been purchased by the parent company during the year.

### **AUDITORS**

A resolution to appoint Ernst & Young as auditors will be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors  
and signed on behalf of the Board



P D Morley

Director

15 August 1996

## 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 affairs of the company as at the end of the financial year and of the profit or loss for the company for that year. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed;

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, for safeguarding the assets of the company and for the prevention and detection of fraud and other irregularities.



P D Morley

Director

15 August 1996

# ERNST & YOUNG

## ADVISER (168) LIMITED

### AUDITORS' REPORT TO THE MEMBERS

We have audited the financial statements on pages 5 to 9 which have been prepared under the accounting policies set out on page 7.

#### Respective responsibilities of Directors and Auditors

As described on page 3 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.

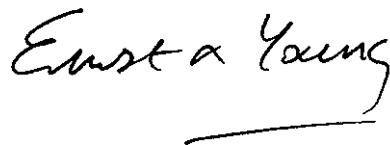
#### Basis of opinion

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 judgments made by the directors in the preparation 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 October 1995 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



**Ernst & Young**

Chartered Accountants  
Registered Auditor  
Wessex House  
19 Threefield Lane  
Southampton  
SO14 3QB

*19 August*

1996

**PROFIT AND LOSS ACCOUNT**

Year ended 31 October 1995

	Note	Year ended 31 October 1995 £	Year ended 31 October 1994 £
Turnover	2	5,656	3,200
Cost of Sales		(1,628)	(1,628)
		<hr/>	<hr/>
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>	3	4,028	1,572
Tax on profit on ordinary activities	4	(8)	-
		<hr/>	<hr/>
<b>PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION</b>		4,020	1,572
<b>Profit and loss account brought forward</b>		<hr/> (711)	<hr/> (2,283)
<b>Profit and loss account carried forward</b>	8	<hr/> <hr/> 3,309	<hr/> <hr/> (711)

All results derive from continuing operations.

There are no recognised gains and losses for the current financial year and preceding financial year other than as stated in the profit and loss account.

**BALANCE SHEET**

As at 31 October 1995

	Note	1995 £	1994 £
<b>FIXED ASSETS</b>			
Tangible assets	5	<u>74,314</u>	<u>75,942</u>
<b>CREDITORS: amounts falling due after more than one year</b>			
Amounts owed to parent company	6	<u>(71,003)</u>	<u>(76,651)</u>
		<u>3,311</u>	<u>(709)</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	7	2	2
Profit and loss account		<u>3,309</u>	<u>(711)</u>
<b>EQUITY SHAREHOLDERS FUNDS</b>	8	<u>3,311</u>	<u>(709)</u>

These financial statements were approved by the Board of Directors on 15 August 1996.

Signed on behalf of the Board of Directors



P D Morley

Director



**NOTES TO THE ACCOUNTS**

Year ended 31 October 1995

**1. ACCOUNTING POLICIES**

The financial statements are prepared in accordance with applicable accounting standards. The particular accounting policies adopted are described below.

**Accounting convention**

The financial statements are prepared under the historical cost convention.

The company is dependent on the continuing support of its parent company Vacation Care International Ltd which has undertaken to provide this support and accordingly, the financial statements have been prepared on a going concern basis.

**Tangible fixed assets**

Depreciation is provided in equal instalments over the estimated useful life of the assets and is calculated on the cost of the assets.

The following rate is used:

Freehold buildings	2% per annum
--------------------	--------------

**Deferred taxation**

Deferred taxation is provided on timing differences arising from the different treatment of items for statutory accounts and taxation purposes, which are expected to reverse in the future, calculated at rates at which it is estimated that the tax will arise.

**Cash flow statements**

The ultimate parent company, Levellight Limited, has prepared a cash flow statement in accordance with Financial Reporting Standard No. 1 and accordingly the company has applied the exemptions contained within the standard and has not produced a separate cash flow statement.

**2. TURNOVER**

Turnover is derived solely from the company's principal activity and arises in European countries other than the UK.

**3. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION**

	1995	1994
	£	£
Profit on ordinary activities before taxation is after charging:		
Depreciation	1,628	1,628

Auditors remuneration was paid by the immediate parent company, Vacation Care International Limited.

During the year no directors received emoluments from the company (1994 : £Nil). There are no employees of the company.

**NOTES TO THE ACCOUNTS**  
**Year ended 31 October 1995**

**4. TAX ON PROFIT ON ORDINARY ACTIVITIES**

	1995 £	1994 £
UK Corporation tax at 25% based on the profit for the year	-	-
Adjustment in respect of prior years : Corporation tax	8	-
	<u>8</u>	<u>-</u>

There is no taxation charge for the year due to group relief made available for no consideration.

**5. TANGIBLE FIXED ASSETS**

	Freehold land and buildings £
<b>Cost</b>	
At 1 November 1994 and 31 October 1995	<u>81,421</u>
<b>Depreciation</b>	
At 1 November 1994	5,479
Charge for the year	1,628
At 31 October 1995	<u>7,107</u>
<b>Net book value</b>	
At 31 October 1995	<u>74,314</u>
At 31 October 1994	<u>75,942</u>

No value is separately ascribed to the land.

**6. CREDITORS**

Amounts falling after more than one year:

The parent company loan is unsecured and has no fixed repayment terms.

**7. CALLED UP SHARE CAPITAL**

	1995 £	1994 £
Authorised, allotted and fully paid: 2 ordinary shares of £1 each	<u>2</u>	<u>2</u>

**NOTES TO THE ACCOUNTS**  
**Year ended 31 October 1995**

**8. COMBINED RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS AND STATEMENT OF MOVEMENTS ON RESERVES**

	Issued share capital £	Profit and loss account £	Total 1995 £	Total 1994 £
Balance at 1 November	2	(711)	(709)	(2,281)
Profit for year	-	4,020	4,020	1,572
Balance at 31 October	<u>2</u>	<u>3,309</u>	<u>3,311</u>	<u>(709)</u>

**9. ULTIMATE PARENT COMPANY**

The company is a wholly owned subsidiary of Vacation Care International Limited which is registered in England and Wales. The ultimate parent company is Levellight Limited, registered in England and Wales. Copies of the group financial statements can be obtained from 48-50 Sheen Lane, London, SW14 8LP.