

Company Registration No. 29480

William Hill Leisure Limited

Report and Financial Statements

27 December 2005



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William Hill Leisure Limited

Report and financial statements 2005

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William Hill Leisure Limited

Report and financial statements 2005

Officers and professional advisers

Directors

Mr T D Singer
Mr I J Spearing
Mr S Wasani

Secretary

Ms S Anderson

Registered Office

15 Mark Lane
Leeds LS1 8LB

Auditors

Deloitte & Touche LLP
Chartered Accountants
London

William Hill Leisure Limited

Directors' report

The directors present their report and audited financial statements for the 52 week period ended 27 December 2005.

Principal activity

The Company acts as an intermediate holding company. It did not trade during the current or preceding financial period. The Company is a subsidiary of William Hill PLC, which together with other subsidiaries of that company forms the William Hill Group of companies ("the Group").

Review of business developments and future activities

The Company's affairs and result for the financial period are shown in the attached financial statements.

The directors do not recommend payment of a dividend for the period (28 December 2004 – £nil).

The Company is not expected to trade in the foreseeable future.

Directors

The present membership of the Board of Directors is set out on page 1.

The directors who served throughout the period and subsequently are:

Mr T D Singer
Mr I J Spearing
Mr S Wasani

The directors' interests in the shares and rights to subscribe for shares in the Company's ultimate parent company (William Hill PLC) are disclosed in the financial statements of William Hill Organization Limited. Neither the directors nor the secretary had any interests in the share capital of the Company or any other Group company (except as disclosed in the accounts of William Hill Organization Limited) at any time during the period.

Terms of payment

The Company has made no trade purchases during the current financial period and therefore the number of creditor days outstanding is not presented.

Adoption of International Financial Reporting Standards (IFRS)

The Group will adopt IFRS as the primary basis for reporting for the 52 week period ending 26 December 2006. It does not expect the adoption of IFRS to have a material impact on the reporting of financial performance as compared to results prepared in accordance with UK GAAP.

The Company has evaluated the benefits of adopting IFRS and does not currently consider it beneficial to move away from producing financial statements under UK GAAP. This decision will be reassessed from time to time.

William Hill Leisure Limited

Directors' report (continued)

Auditors

Deloitte & Touche LLP have expressed their willingness to continue in office as auditors and a resolution to re-appoint them will be proposed at the forthcoming Annual General Meeting.

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



S Anderson
Secretary
23 October 2006

William Hill Leisure Limited

Statement of directors' responsibilities

United Kingdom company law requires the directors to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the Company as at the end of the financial period 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;
- state whether applicable accounting standards have been followed; and
- 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 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 the system of internal control, for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Independent auditors' report to the members of William Hill Leisure Limited

We have audited the financial statements of William Hill Leisure Limited for the 52 weeks ended 27 December 2005 which comprise the balance sheet and the related notes 1 to 10. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the Company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As described in the statement of directors' responsibilities the Company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view, in accordance with the relevant financial reporting framework, 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 other transactions is not disclosed.

We read the directors' report and the other information contained in the annual report for the above period as described in the contents section and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements.

Basis of audit opinion

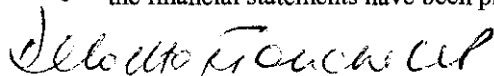
We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the 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, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the Company's affairs as at 27 December 2005; and
- the financial statements have been properly prepared in accordance with the Companies Act 1985.



Deloitte & Touche LLP

Chartered Accountants and Registered Auditors

London

26 October 2006

William Hill Leisure Limited

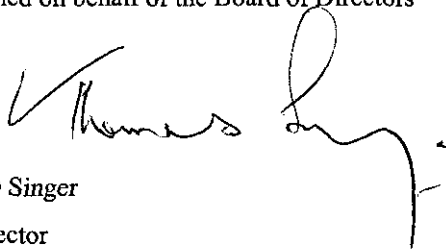
Balance sheet 27 December 2005

| | Notes | 27 December 2005 £'000 | 28 December 2004 £'000 |
|-------------------------------------------------------|-------|------------------------------|------------------------------|
| Fixed assets | | | |
| Investments | 5 | - | - |
| Current assets | | | |
| Debtors | 6 | 1,648 | 1,650 |
| Creditors: amounts falling due within one year | 7 | (9) | (11) |
| Net assets | | <u>1,639</u> | <u>1,639</u> |
| Capital and reserves | | | |
| Called up share capital | 8 | 428 | 428 |
| Profit and loss account | 9 | <u>1,211</u> | <u>1,211</u> |
| Equity shareholders' funds | | <u>1,639</u> | <u>1,639</u> |

The Company has not traded and has made neither profit nor loss nor any recognised gain or loss in the financial periods ended 27 December 2005 and 28 December 2004, and accordingly no profit and loss account or statement of total recognised gains and losses is presented.

These financial statements were approved by the Board of Directors on 23 October 2006.

Signed on behalf of the Board of Directors



T D Singer
Director

William Hill Leisure Limited

Notes to the accounts 52 week period ended 27 December 2005

1. Accounting policies

The significant accounting policies of the Company are as follows and have been applied consistently in both the current and prior periods:

Basis of preparation

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

A cash flow statement, as required by Financial Reporting Standard ("FRS") 1 (Revised) Cash Flow Statements, has not been prepared, as the Company is a wholly owned subsidiary of William Hill PLC, a company incorporated in Great Britain and the consolidated accounts of William Hill PLC include a cash flow statement in the form prescribed by FRS 1 (see note 10).

These financial statements present information about the individual Company and not about its group. The Company has not prepared group accounts as, in accordance with S228 of the Companies Act 1985, the Company is a wholly owned subsidiary of another company incorporated in Great Britain (see note 10).

Fixed asset investments

Investments are stated at cost less provision for any impairment in value.

2. Staff costs

There are no employees of the Company in either the current or preceding financial period.

The directors of the Company are also directors of other trading and holding companies within the Group and it is not practicable to allocate their remuneration for the current or preceding period between their services to each company. Therefore details of their remuneration, for the 52 week period ended 27 December 2005 and 52 week period ended 28 December 2004 are disclosed in the financial statements of William Hill Organization Limited.

| | 52 week period ended 27 December 2005 No. | 52 week period ended 28 December 2004 No. |
|-------------------------------------------------------------------------------|-------------------------------------------------------|-------------------------------------------------------|
| The number of directors who are members of: Defined benefit pension scheme | 3 | 3 |

Disclosures in respect of the defined benefit pension scheme, which has a deficit at 27 December 2005 of £31,772,000 (2004: £38,473,000), are provided in the financial statements of William Hill Organization Limited.

3. Auditors' remuneration

Auditors' remuneration is borne by a fellow subsidiary of William Hill PLC, William Hill Organization Ltd, and is disclosed in the financial statements of that company.

4. Profit & loss account

The Company has not traded and has made neither profit nor loss nor any recognised gain or loss in the financial periods ended 27 December 2005 and 28 December 2004, and accordingly no profit and loss account or statement of total recognised gains and losses is presented.

William Hill Leisure Limited

Notes to the accounts 52 week period ended 27 December 2005

5. Investments held as fixed assets

| | 27 December 2005 £'000 | 28 December 2004 £'000 |
|--------------------------|------------------------------|------------------------------|
| Cost | 14 | 14 |
| Provision for impairment | (14) | (14) |
| Net book value | <u> -</u> | <u> -</u> |

The principal subsidiaries, all of which are wholly owned, incorporated in Great Britain and did not trade throughout the current and preceding period are:

Family Entertainments Limited
Hearsport Limited

6. Debtors

| | 27 December 2005 £'000 | 28 December 2004 £'000 |
|------------------------------------|------------------------------|------------------------------|
| Amounts owed by Group undertakings | 1,648 | 1,650 |
| | <u> </u> | <u> </u> |

7. Creditors: amounts falling due within one year

| | 27 December 2005 £'000 | 28 December 2004 £'000 |
|-----------------|------------------------------|------------------------------|
| Other creditors | 9 | 11 |
| | <u> </u> | <u> </u> |

8. Called up share capital

| | 27 December 2005 £'000 | 28 December 2004 £'000 |
|---------------------------------------------------------|------------------------------|------------------------------|
| Authorised: | | |
| 5,000,000 (2004: 5,000,000) ordinary shares of 10p each | 500 | 500 |
| | <u> </u> | <u> </u> |
| Called up, allotted and fully paid: | | |
| 4,277,550 (2004: 4,277,550) ordinary shares at 10p each | 428 | 428 |
| | <u> </u> | <u> </u> |

9. Profit and loss account

| | |
|--------------------------------------------------|------------------------|
| | £'000 |
| Balance at 29 December 2004 and 27 December 2005 | <u> 1,211</u> |

William Hill Leisure Limited

Notes to the accounts

52 week period ended 27 December 2005

10. Ultimate parent company and related party transactions

The Company is taking advantage of the exemption granted by paragraph 3(c) of FRS 8, Related Party Disclosures, not to disclose transactions with companies within the William Hill PLC Group which are related parties.

At the balance sheet date, the Company's ultimate parent company and controlling party was William Hill PLC, a company incorporated in Great Britain. The Company's immediate parent company and controlling entity is Windsors (Sporting Investments) Limited, a company incorporated in Great Britain.

The parent company of the largest and smallest groups for which group accounts are prepared of which this Company is a member is William Hill PLC, a company incorporated in Great Britain.

Copies of the financial statements of William Hill PLC and Windsors (Sporting Investments) Limited are available from Companies House, Crown Way, Maindy, Cardiff, CF14 3UZ.