

Secretary

R.A.Richman FCCA

Registered office

42 Portman Square
London W1H 0EN

REPORT OF THE DIRECTORS

The directors present their annual report and financial statements for the year ending 31st December, 1996. The company received no income nor incurred any expenses during the year.

DIRECTORS

The directors of the company in office at the end of the year were as follows:-

Mrs S.C.Ellen (Appointed 28.5.96)
E. W. Gillespie
A. N. M. Gould

None of the directors who held office at the end of the year had any interest in the shares of the company.

Mr M.J.Carmichael resigned as a director on 31st March 1996.

AUDITORS

At the Annual General Meeting of the Company held on 15th December 1992 the following resolution was passed as a Special Resolution:

"In accordance with Section 250 (4) of the Companies Act 1989, the Company being a dormant company within the meaning of that section, section 384 of the Companies Act 1989 shall not apply."

Accordingly no Auditors were appointed at that or subsequent Annual General Meetings, and none will be appointed while the Company remains dormant.

By Order of the Board

R.A. Richman

Secretary



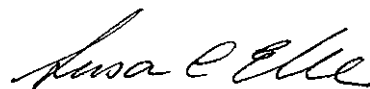
KEMPTON PARK HOLDING COMPANY LIMITED

BALANCE SHEET AT 31ST DECEMBER 1996

<u>Note</u>	<u>1996</u>	<u>1995</u>
	£	£
Long term loan to group company	774,095	774,095
	=====	=====
Financed by:		
Share capital:		
Authorised, allotted, called-up and fully paid:		
33,600 ordinary shares of £5 each	168,000	168,000
Reserves	606,095	606,095
	-----	-----
	774,095	774,095
	=====	=====

The company was, within the meaning of Section 250 of the Companies Act 1989, dormant throughout the year.

These accounts were approved by the board of directors on 21/3/97,



Managing Director

KEMPTON PARK HOLDING COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS

1. ACCOUNTING POLICY

The financial statements have been prepared under the historical cost convention.

2. ACTIVITIES AND PROFIT AND LOSS ACCOUNT

The company has not traded during either the current or previous year. Accordingly, no profit and loss account has been prepared, and no directors' remuneration is payable.

3. ULTIMATE HOLDING COMPANY

The company's ultimate holding company is The Jockey Club, a company incorporated in the United Kingdom by Royal Charter. The Jockey Club does not prepare group accounts. The smallest group of which this company is a member and for which group accounts are prepared is headed by Racecourse Holdings Trust Limited, a company registered in England and Wales. Copies of its group accounts are available from its registered office at 42 Portman Square, London. W1H 0EN

The company's immediate parent company is Racecourse Investments Limited, a company registered in England and Wales.