

REGISTRAR OF
COMPANIES
90873

THE CARLISLE RACECOURSE COMPANY LIMITED

NOTICE OF ANNUAL GENERAL MEETING,
REPORT OF THE DIRECTORS
AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31ST DECEMBER 1994

David Coates & Co
Chartered Accountants
Hexham



THE CARLISLE RACECOURSE COMPANY LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Eighty Seventh Annual General Meeting of the Company will be held at the Racecourse Grandstand, Carlisle at 11.00am on Friday 30th June 1995 to transact the following business:-

AGENDA

- 1) To read the minutes of the last Annual General Meeting
- 2) To receive and adopt the Directors' Report and audited financial statements for the year ended 31st December 1994.
- 3) To re-elect directors.
- 4) To authorise and fix directors' fees
- 5) To confirm the dividend.
- 6) To re-appoint David Coates & Co as auditors and authorise the directors to fix their remuneration.
- 7) To transact any other business of an Annual General Meeting.

By Order of the Board



MRS A BLISS
Secretary
Grandstand Office
The Racecourse
Durdar Road
Carlisle CA2 4TS

5th June 1995

Note: Any member of the company entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and on a poll vote on their behalf. A proxy need not also be a member of the company.

THE CARLISLE RACECOURSE COMPANY LIMITED

INDEX TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST DECEMBER 1994

	Page
Company Information	1
Report of the Directors	2-3
Report of the Auditors	4
Profit and Loss Account	5
Balance Sheet	6
Notes to the Financial Statements	7-12

THE CARLISLE RACECOURSE COMPANY LIMITED

COMPANY INFORMATION
FOR THE YEAR ENDED 31ST DECEMBER 1994

DIRECTORS:

T E Robinson (Chairman and
Managing Director)
A D B Duff
D I Osborne
Mrs A Bliss
James Westoll
Mrs R C Carr

SECRETARY:

Mrs A Bliss

REGISTERED NUMBER:

90873 (England and Wales)

REGISTERED OFFICE:

Blackwell House
Blackwell
Carlisle
CA2 4TS

AUDITORS:

David Coates & Co
Chartered Accountants
and Registered Auditors
5/7 Eastgate
Hexham
Northumberland
NE46 1BH

BANKERS:

Barclays Bank PLC
English Street Business Centre
33 English Street
Carlisle
CA3 8JS

THE CARLISLE RACECOURSE COMPANY LIMITED

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31ST DECEMBER 1994

The directors present their report with the financial statements of the company for the year ended 31st December 1994.

Results and Dividends

The profit for the year amounted to £55,862 (1993 £109,713).

The directors recommend a dividend of £3,640 on the ordinary shares. A profit of £52,222 is therefore retained.

Shareholders will be asked to confirm this action at the Annual General Meeting.

Principal Activity

The principal activity of the company continued to be that of Racecourse Proprietors.

Review of the Business and Future Developments

Once again I am happy to report a very successful year for the company.

The profits for the year increased significantly despite losing three profitable meetings due to weather conditions and ignoring the 'windfall' dividend from Satellite Information Services in the previous year.

1995 is staying up well although we have had very poor weather in the first few months of the year. Our meeting on June 1st recorded an increase of 51% in attendance over the same meeting last year.

June 5th sees the start of the almost complete refurbishment of the Red Rum Bar area, with the addition of a new ladies' and disabled persons' toilet block which is most necessary now that more and more ladies seem to be visiting the races. The cost of the scheme is in the region of £200,000 which is largely funded by an interest free loan from the Horserace Betting Levy Board repayable over five years.

We shall continue to maintain the course to the highest standard and carry on with our ongoing maintenance of the land and buildings.

I would like to express my thanks to Mrs Ann Bliss for her tireless work throughout the year and to our new Head Groundsman, Tony Wootten, who, during his first full year in charge, made significant improvements to the condition of the track.

Finally, I would like to thank your Board of Directors for their help and support throughout the year.

(cont)

REPORT OF THE DIRECTORS (CONT)
FOR THE YEAR ENDED 31ST DECEMBER 1994

Directors and their Interests

The Directors at 31st December 1994 and their interests in the share capital of the company were as follows:-

	31/12/94	31/12/93
T E Robinson (Chairman & Managing Director)	180	180
A D B Duff	180	180
D I Osborne	-	-
Mrs A Bliss (Administration Director)	-	-
Mr James Westoll (Jnr)	380	380
Mrs R C Carr	-	-

Mrs A Bliss retires from the board by rotation and, being eligible, offers herself for re-election.

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 company's affairs and of the profit or loss of the company for that period. In preparing these financial statements the directors are required to:-

- a) select suitable accounting policies and apply them consistently;
- b) make judgements and estimates that are reasonable and prudent and;
- c) 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 also responsible for keeping 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 financial statements comply with the Companies Act 1985.

They are also responsible for safeguarding the assets of the company and hence taking reasonable steps for the prevention and detection of fraud and other irregularities.

Auditors

David Coates & Co have expressed their willingness to continue in office as auditors and in accordance with Section 385 of the Companies Act 1985 and a resolution proposing their re-appointment will be submitted at the Annual General Meeting.

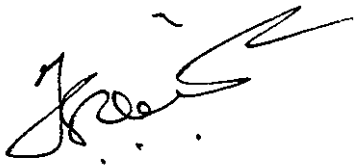
Small Company Exemptions

In preparing this report, the directors have taken advantage of the special exemptions applicable to small companies conferred by Part II of Schedule 8 to the Companies Act 1985.

On behalf of the Board

T E ROBINSON
Chairman and Managing Director

5th June 1995



REPORT OF THE AUDITORS TO THE MEMBERS OF
THE CARLISLE RACECOURSE COMPANY LIMITED

FINANCIAL ACCOUNTS FOR THE YEAR ENDED 31ST DECEMBER 1994

We have audited the financial statements on pages 5 to 12 which have been prepared under the historical cost convention and on the basis of 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 the 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 an 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 as at 31st December 1994 and of its profit for the year then ended and have been properly prepared in accordance with the provisions of the Companies Act 1985 applicable to small companies.



David Coates . Co.

David Coates & Co
Chartered Accountants and Registered Auditors
5/7 Eastgate
Hexham

5th June 1995

THE CARLISLE RACECOURSE COMPANY LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST DECEMBER 1994

	Note	£	£	1993 £
TURNOVER	2		1,008,939	1,128,622
External Charges			760,256	899,629
			-----	-----
			248,683	228,993
Staff Costs		85,690		94,886
Depreciation		18,103		17,324
Other Operating Charges		68,680		65,689
		-----		-----
			172,473	177,899
OPERATING PROFIT	3		76,210	51,094
Income from Investments	1g		-	94,505
Interest Received			1,619	553
Interest Payable			(576)	(4,553)
			-----	-----
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION			77,253	141,599
Tax on Profit on Ordinary Activities	4		(21,391)	(31,886)
			-----	-----
PROFIT FOR THE FINANCIAL YEAR			55,862	109,713
Dividends			(3,640)	(4,186)
			-----	-----
PROFITS RETAINED FOR THE FINANCIAL YEAR	14		£52,222	£105,527
			=====	=====

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

There were no recognised gains and losses for 1994 or 1993 other than the profit attributable to the shareholders for the year ended 31st December 1994 of £52,222 and the profit of £105,527 for the year ended 31st December 1993.

THE CARLISLE RACECOURSE COMPANY LIMITED

BALANCE SHEET AS AT 31ST DECEMBER 1994

	Notes	£	£	1993 £
FIXED ASSETS				
Tangible Assets	5		352,168	361,832
Investments	6		25	25
			-----	-----
			352,193	361,857
CURRENT ASSETS				
Debtors	7	66,957		24,303
Cash at Bank and In Hand		63,193		57,469
		-----		-----
		130,150		81,772
CREDITORS: Amounts Falling due Within One Year	8	72,376		90,293
		-----		-----
NET CURRENT ASSETS/(LIABILITIES)			57,774	(8,521)
			-----	-----
TOTAL ASSETS LESS CURRENT LIABILITIES			409,967	353,336
CREDITORS: Amounts Falling due After More than One Year				
H B L B Loan	9		(18,000)	(24,000)
PROVISIONS FOR LIABILITIES AND CHARGES	10		-	(819)
			-----	-----
			£391,967	£328,517
			=====	=====
GRANT ACCOUNT	11		10,854	-
CAPITAL AND RESERVES				
Called Up Share Capital	12		9,100	9,100
Grant Reserve	13		171,852	171,478
Profit and Loss Account	14		200,161	147,939
			-----	-----
			£391,967	£328,517
			=====	=====

In preparing these financial statements, the directors have taken advantage of the special exemptions applicable to small companies conferred by Part 1 of Schedule 8 to the Companies Act 1985, on the grounds that in their opinion, the Company is entitled to the benefits of those exemptions because it meets the qualifying conditions for small companies as stated in Section 247 of the Companies Act 1985.

..... T E ROBINSON (Director)

..... MRS A BLISS (Director)

5th June 1995

THE CARLISLE RACECOURSE COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST DECEMBER 1994

1. ACCOUNTING POLICIES

a. Accounting Convention

The financial statements have been prepared under the historical cost convention. The principal policies which the directors have adopted within that convention are set out below.

b. Financial Reporting Standard Number 1

Exemption has been taken from preparing a cash flow statement on the grounds that the company qualifies as a small company.

c. Depreciation

Depreciation is provided on all tangible fixed assets, at rates calculated to write off the cost, less estimated residual value of each asset evenly over its expected useful life as follows:-

Freehold Buildings - Over 50 years
All Other Fixed Assets - Over 10 years

The cost of fixed assets, for depreciation purposes, is taken as the cost after taking into account capital grants received from the Horserace Betting Levy Board.

d. Deferred Taxation

Provision is made at current rates for taxation deferred in respect of all material timing differences except to the extent that in the opinion of the directors, there is reasonable probability that the liability will not arise in the foreseeable future.

e. Capital Grants

Capital grants are received from the Horserace Betting Levy Board ("HBLB") in respect of capital expenditure.

Capital grants received are taken to the grant account. Credits are made to the profit and loss account by equal annual instalments over a period of 30 years which, on average, matches the period over which the relevant fixed assets are depreciated. An amount equal to the credits so made, is transferred from the profit and loss account to the grant reserve. Previously capital grants received were deducted from the cost of the assets to which they related. The nature of the capital grants have not changed however, this policy has been amended on the grounds of improved financial reporting.

f. Pensions

The company operates a defined contribution pension scheme. Contributions are charged to the profit and loss account as they become payable in accordance with the rules of the scheme.

g. Income from Investments

Shown gross before taxation. Previously shown net after taxation on profit on ordinary activities. This policy has been amended on the grounds of improved financial reporting.

THE CARLISLE RACECOURSE COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONT)
FOR THE YEAR ENDED 31ST DECEMBER 1994

2. TURNOVER

Turnover, which is stated net of value added tax, represents amounts received from third parties.

Turnover is attributable to the one continuing activity, ie. income from holding race meetings and associated activities. It arose wholly in the UK.

Pre tax profit is all attributable to the holding of race meetings and associated activities.

3. OPERATING PROFIT

This is stated after charging/(crediting):-

	1994	1993
Auditors Remuneration	2,400	2,200
Depreciation of Owned Fixed Assets	18,103	17,324
Directors Remuneration	42,415	45,416
Transfer to Grant Reserve	374	-
Amortisation of Capital Grants	(374)	-

4. TAXATION ON PROFIT ON ORDINARY ACTIVITIES

The charge based on the profits for the year comprises of:-

	1994	1993
Based on the profit for the year:-		
UK Corporation Tax at 25%	22,210	12,955
Release from Deferred Taxation Account	(819)	(305)
Tax Credits attributable to		
Dividends Received	-	19,236
	-----	-----
	£21,391	£31,886
	=====	=====

The transfer from deferred taxation represents the excess depreciation charged in these financial statements over the Capital Allowances claim.

THE CARLISLE RACECOURSE COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONT)
FOR THE YEAR ENDED 31ST DECEMBER 1994

5. TANGIBLE FIXED ASSETS

	<u>Freehold Land and Buildings</u>	<u>Safety Expenditure</u>	<u>Plant, Equipment Furniture and Fittings</u>	<u>Total</u>
COST				
At 1st January 1994	332,193	48,543	160,380	541,116
Additions	-	-	6,402	6,402
Construction in Progress *	2,036	-	-	2,036
At 31st December 1994	334,229	48,543	166,782	549,554

DEPRECIATION

At 1st January 1994	59,480	13,344	106,459	179,283
Charge for the Year	3,873	2,354	11,876	18,103
At 31st December 1994	63,353	15,698	118,335	197,386

NET BOOK VALUES

At 31st December 1994	£270,876	£32,845	£48,447	£352,168
At 31st December 1993	£272,713	£35,199	£53,920	£361,832

* Construction in Progress

Hospitality Boxes and Extension to Red Rum Bar Costs to Date	£2,036
---	--------

6. INVESTMENTS

	1994	1993
Unlisted Investments	£20	£20
	==	==

The Company has an interest amounting to 1.264% in the holding by the Racecourse Association Limited of 10% of the issued share capital of Satellite Information Services which it holds in trust for its members on the terms set out in the relevant Trust Deed.

THE CARLISLE RACECOURSE COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONT)
FOR THE YEAR ENDED 31ST DECEMBER 1994

7. DEBTORS

	1994	1993
Trade Debtors	47,559	8,543
Other Debtors	19,398	15,760
	-----	-----
	£66,957	£24,303
	=====	=====

8. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	1994	1993
Trade Creditors	17,921	23,553
Current Corporation Tax	22,210	12,955
Other Creditors	22,605	42,755
Horserace Betting Levy Board	6,000	7,390
Proposed Dividend	3,640	3,640
	-----	-----
	£72,376	£90,293
	=====	=====

9. HORSERACE BETTING LEVY BOARD

The Horserace Betting Levy Board has made interest free loans to the company as follows:-

	<u>Due Within</u> <u>One Year</u>	<u>Due After</u> <u>One Year</u>	<u>Total</u>
Replace Tattersalls Grandstand Roof	£6,000	£18,000	£24,000
	=====	=====	=====

Repayment Terms

By equal instalments of £6,000 on 1st October 1995 - 1997.

10. PROVISIONS FOR LIABILITIES AND CHARGES

	Deferred Taxation	
	1994	1993
At 1st January 1994	819	1,124
Released During the Year	(819)	(305)
	-----	-----
At 31st December 1994	-	£819
	=====	=====

THE CARLISLE RACECOURSE COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONT)
FOR THE YEAR ENDED 31ST DECEMBER 1994

11. GRANT ACCOUNT

	1994	1993
At 1st January 1994	-	3,445
Received during the Year	11,228	-
Released during the Year	(374)	(3,455)
	-----	-----
Balance at 31st December 1994	£10,854	-
	=====	=====

12. CALLED UP SHARE CAPITAL

Authorised		
13,000 Ordinary Shares of £1 each	£13,000	£13,000
	=====	=====
Issued and Fully Paid		
9,100 Ordinary Shares of £1 each	£9,100	£9,100
	=====	=====

13. GRANT RESERVE

At 1st January 1994	171,478	171,478
Transfer from Profit and Loss Account of an amount equal to credits made from the Grant Account	374	-
	-----	-----
Balance at 31st December 1994	£171,852	£171,478
	=====	=====

14. PROFIT AND LOSS ACCOUNT

At 1st January 1994	147,939	42,412
Profit for the Year	52,222	105,527
	-----	-----
At 31st December 1994	£200,161	£147,939
	=====	=====

15. RECONCILIATION OF SHAREHOLDERS FUNDS

At 1st January 1994	157,039	51,512
Profit for the Year	55,862	109,713
Other Recognised Gains and Losses	-	-
Dividends	(3,640)	(4,186)
	-----	-----
At 31st December 1994	£209,261	£157,039
	=====	=====

THE CARLISLE RACECOURSE COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONT)
FOR THE YEAR ENDED 31ST DECEMBER 1994

16. CAPITAL COMMITMENTS

Authorised future Capital Expenditure:-

	1994	1993
Contracted	£187,000	NIL
Not Contracted	NIL	NIL
	=====	===