REGISTRAR



CASTLE LEISURE LIMITED

ANNUAL REPORT

52 WEEKS ENDED 31 DECEMBER 1995

Registered Number 118558

PANNELL KERR FORSTER CHARTERED ACCOUNTANTS

ANNUAL REPORT

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DIRECTORS' REPORT

The directors present their annual report, together with the financial statements for the 52 weeks ended 31 December 1995.

1 RESULTS AND DIVIDENDS

The profit for the financial period after tax amounted to £1,226,115.

Preference dividends of £150 were paid during the period.

An interim ordinary dividend of £65,797 was paid on 1 October 1995. The directors recommend that a final ordinary dividend of £83,451 be paid for the period on 1 June 1996. £1,076,717 has been transferred to reserves.

2 REVIEW OF THE BUSINESS

The company's principal activity for the period under review was the operation of bingo clubs and the provision of electronic entertainment and catering services within them.

Satisfactory profit progress was made in the period.

In the current period, Newport purpose built greenfield site will be opened and a further new build greenfield site will be developed at Merthyr Tydfil. The directors anticipate a period of consolidation at a time of intensifying competition.

3 DIRECTORS

The directors at the end of the period and their interests in the share capital of the company were as follows:

	Ordinary shares of £1 each At 31 December At 2 January 1995 1995		Preference shares of £10 each	
			At 31 December 1995 and 2 January 1995	
David Hunter Andrews	23,609	23,609	-	
Mrs Mary Hunter Yapp	16,527	16,527	84	
Jeffrey Charles Harris	24,200	9,200	-	
Francis Keith Edwards	10,545	10,545	-	
David Scott Andrews	1,362	1,362	-	
Mrs Diane Elizabeth Stockford (appointed 6 March 1995)	-	_ *	-	

^{*} At the date of her appointment.

4 FIXED ASSETS

Changes in fixed assets are shown in note 9 to the financial statements.

5 CHARITABLE DONATIONS

During the period the company made charitable donations of £2,275.

6 EMPLOYEE INVOLVEMENT

Regular meetings are held with employees at which the position of the company is fully discussed.

DIRECTORS' REPORT

7 EMPLOYMENT OF DISABLED PERSONS

It is the policy of the company to give full and sympathetic consideration to the employment, training, career development and promotion of disabled persons including those becoming disabled after their employment has commenced.

8 AUDITORS

The auditors Pannell Kerr Forster, Chartered Accountants, have signified their willingness to continue in office. A resolution to reappoint them will be proposed at the annual general meeting.

BY ORDER OF THE BOARD

J 6 Horris

J C HARRIS

Director

11 March 1996

STATEMENT OF DIRECTORS' RESPONSIBILITIES

52 WEEKS ENDED 31 DECEMBER 1995

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 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;
- 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 safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

We have audited the financial statements on pages 5 to 15 which have been prepared under the accounting policies set out on page 8.

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. 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 of the state of affairs of the company as at 31 December 1995 and of its profit for the 52 weeks then ended and have been properly prepared in accordance with the Companies Act 1985.

Cardiff

11 March 1996

PANNELL KERR FORSTER

Chartered Accountants Registered Auditors

PROFIT AND LOSS ACCOUNT

52 WEEKS ENDED 31 DECEMBER 1995

	Notes	52 weeks ended 31 December 1995 £	53 weeks ended 1 January 1995 £
TURNOVER		8,439,669	7,085,840
COST OF SALES		(1,631,986)	(1,215,408)
GROSS PROFIT		6,807,683	5,870,432
NET OPERATING EXPENSES	2	(4,832,488)	(4,177,385)
OPERATING PROFIT		1,975,195	1,693,047
DIVIDEND RECEIVABLE		3,000	3,000
PROFIT ON ORDINARY ACTIVITIES BEFORE INTERI	EST	1,978,195	1,696,047
INTEREST PAYABLE	5	(241,552)	(143,312)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXAT	ION 6	1,736,643	1,552,735
TAX ON PROFIT ON ORDINARY ACTIVITIES	7	(510,528)	(517,315)
PROFIT FOR THE FINANCIAL PERIOD		1,226,115	1,035,420
DIVIDENDS	8	(149,398)	(113,975)
RETAINED PROFIT FOR THE FINANCIAL PERIOD	17	1,076,717	921,445

All amounts relate to continuing operations.

The company has no recognised gains or losses other than the profit for the year.

BALANCE SHEET

31 DECEMBER 1995

	Notes	31 December 1995 £	1 January 1995 £
FIXED ASSETS			
Tangible assets	9	13,472,270	10,054,555
CURRENT ASSETS			
Stock	10	53,374	38,801
Debtors Cash at bank and in hand	11	243,113 74,959	111,969 74,984
CREDITORS		371,446	225,754
Amounts falling due within one year	12	(3,304,725)	(3,121,448)
NET CURRENT LIABILITIES		(2,933,279)	(2,895,694)
TOTAL ASSETS LESS CURRENT LIABILITIES		10,538,991	7,158,861
CREDITORS Amounts falling due after more than one year	12	(3,364,933)	(1,103,372)
PROVISIONS FOR LIABILITIES AND CHARGES			
Deferred taxation	14	(202,137)	(210,685)
DEFERRED INCOME	15	(193,280)	(202,880)
		(3,760,350)	(1,516,937)
NET ASSETS		6,778,641	5,641,924
CAPITAL AND RESERVES			
Called up share capital	16	244,386	229,386
Profit and loss account Other reserves	17 18	4,060,617 2,473,638	2,983,900 2,428,638
SHAREHOLDERS' FUNDS	19	6,778,641	5,641,924

Approved by the board on 11 March 1996

J 6 Hurris

D H ANDREWS)

J C HARRIS)

Directors

CASH FLOW STATEMENT

	e	22 weeks ended 31 December 1995 £	53 weeks ended 1 January 1995 £
NET CASH INFLOW FROM OPERATING ACTIVITIES (Note 20)		2,532,237	2,344,599
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE:			
Interest paid Dividends received Dividends paid	(227,107) 3,000 (127,132)		(146,880) 3,000 (101,927)
NET CASH OUTFLOW FROM RETURNS ON INVESTMENT AND SERVICING OF FINANCE		(351,239)	(245,807)
CORPORATION TAX PAID		(440,413)	(334,153)
INVESTING ACTIVITIES			
Payments to acquire tangible fixed assets Receipts from sales of tangible fixed assets	(3,907,779) 41,499		(2,495,197) 44,539
NET CASH OUTFLOW FROM INVESTING ACTIVITIES		(3,866,280)	(2,450,658)
NET CASH OUTFLOW BEFORE FINANCING		(2,125,695)	(686,019)
FINANCING			
Issue of ordinary shares New secured loan Repayment of amounts borrowed	60,000 3,055,037 (1,289,088)		21,600 1,534,280 (931,213)
NET CASH INFLOW FROM FINANCING (Note 21)		1,825,949	624,667
(DECREASE) IN CASH AND CASH EQUIVALENTS (Note 22)		(299,746)	(61,352)

52 WEEKS ENDED 31 DECEMBER 1995

1 ACCOUNTING POLICIES

The following accounting policies have been used consistently in dealing with items which are considered material to the company's affairs.

a) Accounting convention

The financial statements set out on pages 5 to 15 are prepared under the historical cost convention as modified by the revaluation of certain properties.

b) Turnover

Turnover represents admission fees, participation fees, gaming machine takings and the sale of food and drink net of bingo taxes and value added tax.

c) Tangible fixed assets and depreciation

Tangible fixed assets, other than freehold property, are depreciated on a straight line basis over their estimated useful lives as follows:

Plant, fixtures, fittings and equipment 10% - 40% Motor vehicles 25%

Investment properties are included at open market value. They are revalued annually in accordance with Statement of Standard Accounting Practice No 19 and the aggregate surplus or deficit is transferred to a revaluation reserve. No depreciation is provided in respect of freehold investment properties. The directors consider that this accounting policy results in the financial statements giving a true and fair view. Depreciation is only one of the many factors reflected in the annual valuation and the amount which might otherwise have been shown cannot be separately identified or quantified.

Other freehold properties are stated at 1991 valuation with subsequent additions at cost. No depreciation is provided as the amount is not considered to be material and it is company policy to maintain properties to modern standards. In all other respects the company complies with Statement of Standard Accounting Practice No 12 relating to depreciation.

d) Stock

Stock is stated at the lower of cost and net realisable value.

e) Deferred taxation

Provision is made for deferred taxation on:

- i) timing differences, using the liability method to the extent that it is probable that a liability will become payable in the foreseeable future;
- ii) the potential gain which would arise if the investment properties were sold at the valuation included in the financial statements.

f) Grants

Capital grants are credited to deferred grants and amortised in the profit and loss account over the estimated lives of the qualifying assets. Revenue grants are credited in the profit and loss account in the period in which the relevant expenditure is incurred.

g) Pensions

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

2	NET OPERATING EXPENSES	52 weeks ended 31 December 1995 £	53 weeks ended 1 January 1995 £
	Administrative expenses Other operating income - rental income - other	4,927,505 (81,952) (13,065)	4,256,106 (78,721)
		4,832,488	4,177,385
3	STAFF PARTICULARS	£	£
	Wages, salaries, fees and commissions Social security costs Other pension costs	2,487,915 180,056 94,526 2,762,497	2,209,355 164,513 90,580 2,464,448
	The average weekly number of persons employed during the period was made up as follows:	Number	Number
	Bingo clubs - full-time - part-time Administration	124 152 14 290	138 143 13 294
4	DIRECTORS' REMUNERATION	£	£
	Fees Salaries and commissions as directors Pension contributions	21,816 428,383 50,802	21,816 387,082 43,731
		501,001	452,629
	Pensions to former directors	20,670	18,657
	Emoluments (excluding pension contributions) included the following:	£	£
	Chairman	100,535	92,748
	Highest paid director	220,823	197,187

NOTES TO THE FINANCIAL STATEMENTS

4	DIRECTORS' REMUNERATION (Continued) The emoluments of the directors (excluding pension contributions) fell in the following ranges: £ 25,001 - £ 30,000 £ 30,001 - £ 35,000	52 weeks ended 31 December 1995 Number	53 weeks ended 1 January 1995 Number
	£ 35,001 - £ 40,000	-	1
	£ 40,001 - £ 45,000 £ 90,001 - £ 95,000	1	-
	£ 100,001 - £ 105,000	1	1
	£ 195,001 - £ 200,000	-	1
	£220,001 - £225,000	1	-
			
5	INTEREST PAYABLE	£	£
	On loans and bank overdrafts wholly repayable within five years Interest on other loans	129,819 111,733	143,312
		241,552 ———	143,312
6	PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		
	Profit on ordinary activities before taxation is stated after charging/(crediting) the following:	£	£
	Directors' remuneration (note 4)	501,001	452,629
	Auditors' remuneration - audit fee	8,000	8,000
	- other Staff costs (note 3)	996	11,430
	Depreciation	2,762,497 463,176	2,464,448
	Profit on disposal of tangible fixed assets	(14,611)	348,420 (21,138)
	Directors' fees includes £7,272 (1994 - £7,272) paid to third parties for making av Mr D S Andrews.	ailable the s	ervices of
		52 weeks ended 31 December 1995	53 weeks ended 1 January 1995
7	TAX ON PROFIT ON ORDINARY ACTIVITIES	£	£
	Corporation tax on the profit for the period at 33% Deferred taxation	491,000 (3,000)	440,000
	Adjustment in respect of previous periods	488,000 22,528	551,000 (33,685)
		510,528	517,315

52 WEEKS ENDED 31 DECEMBER 1995

8	DIVIDENDS			52 weeks ended 31 December 1995	ended 1
	Interim - paid 1 October 1995 29p per ordinary share (1995 - 23.5p) Final proposed 34.5p per ordinary share (1995 - 27p) Preference dividend paid - 6%			65,797 83,451 150	52,566 61,259 150
				149,398	113,975
9	FIXED ASSETS - TANGIBLE	Freeho	old property	Plant equipme and	ent
	Cost or valuation	Trading £	Investmen £		s Total £
	At 2 January 1995 Additions Disposals	8,544,902 3,472,397	115,000	2,572,551 435,382 144,155	11,232,453 3,907,779 (144,155)
	At 31 December 1995	12,017,299	115,000	2,863,778	14,996,077
	Accumulated depreciation				
	At 2 January 1995 Charge Disposals		- - -	1,177,898 463,176 (117,267)	1,177,898 463,176 (117,267)
	At 31 December 1995	-	-	1,523,807	1,523,807
	Net book amount			_	
	At 31 December 1995	12,017,299	115,000	1,339,971	13,472,270
	At 1 January 1995	8,544,902	115,000	1,394,653	10,054,555

On a historical cost basis freehold trading properties would be valued at a cost of £9,761,913 (1995 - £6,289,516) and £15,713 (1995 - £15,713) for freehold investment properties.

The valuation of freehold investment properties is reviewed annually by $Mr \ J \ F$ Andrews, a Chartered Surveyor who was a director of the company until his retirement on 31 December 1994.

		31 December 1995	1 January 1995
10	STOCK	£	£
	Goods purchased for resale	53,374	38,801

52 WEEKS ENDED 31 DECEMBER 1995

11	DEBTORS			31 December 1995 £	1 January 1995 £
	Other debtors Prepayments and accrued income			103,879 139,234	1,670 110,299
				243,113	111,969
12	CREDITORS	due with	ts falling in one year 1 er January 1995 £	after than 31	falling due more one year 1 or January 1995 £
	Bank loans and overdraft (note 13) Trade creditors Corporation tax Other taxation and social security Proposed dividends Other creditors Accruals	1,270,121 619,936 488,726 173,225 83,525 187,293 481,899	1,466,012 281,008 410,063 391,975 61,259 127,944 383,187 3,121,448	3,364,933	1,103,372

Other creditors include a loan from the S. Andrews Estate in which certain directors have an interest. The loan amounting to £165,000 (1995 - £125,000) is unsecured, repayable on demand and bore interest at 7% per annum during the period under review.

		31	1
		Decembe	r January
		1995	1995
13	BANK LOANS AND OVERDRAFT	£	£
	Bank loans	4,204,933	2,438,984
	Bank overdraft	430,121	130,400
		4,635,054	2,569,384
			
	The bank loans are repayable by reference to the balance sheet date		
	as follows:	£	£
	Within one year	840,000	1,335,612
	Between one and two years	840,000	1,020,613
	Between two and five years	2,520,000	82,759
	After more than five years	4,933	-
		4,204,933	2,438,984

The bank loans and overdraft are secured by a first charge on certain freehold property of the company. The bank loans bear interest at a rate of 1.5% above the bank's base rate.

52 WEEKS ENDED 31 DECEMBER 1995

14	PROVISION FOR LIABILITIES AND CHARGES	31 December 1995 £	1 January 1995 £
	The deferred taxation provision comprises:		
	Accelerated capital allowances Other timing differences	326,000 (103,000)	256,000 (30,000)
	Unrelieved advance corporation tax	223,000 (20,863)	226,000 (15,315)
		202,137	210,685
			Deferred taxation
	The movement in deferred taxation comprises:		£
	At 2 January 1995 Charged to profit and loss		226,000 (3,000)
	At 31 December 1995		223,000

The provision for deferred taxation on the potential gain which would arise if the freehold trading properties were sold at the valuation in the financial statements is approximately £488,000 (1995 - £503,000).

15	DEFERRED INCOME	£
	At 2 January 1995 Credited in profit and loss	202,880 (9,600)
	At 31 December 1995	193,280

	Allotted, called u		
	Authorised	and fully paid	
		31	1
CALLED UP SHARE CAPITAL		December	January
		1995	1995
	£	£	£
Ordinary shares of £1 each	990,000	241,886	226,886
6% cumulative preference shares of £10 each	10,000	2,500	2,500
	1,000,000	244,386	229,386
	·	CALLED UP SHARE CAPITAL £ Ordinary shares of £1 each 6% cumulative preference shares of £10 each 10,000	CALLED UP SHARE CAPITAL CALLED UP SHARE CAPITAL CALLED UP SHARE CAPITAL $ \begin{array}{cccccccccccccccccccccccccccccccccc$

On 13 October 1995, the company issued, on the exercise of options, 15,000 ordinary shares of £1 each for £60,000 cash.

17	PROFIT AND LOSS ACCOUNT				£	
	At 2 January 1995 Retained profit for the period				2,983,900 1,076,717	
	At 31 December 1995				4,060,617	
18	OTHER RESERVES	Share premium £	Revaluation reserve	Investment revaluation reserve £	1	n Total £
	At 2 January 1995 Shares issued	108,550 45,000	2,207,237	99,287 -	13,564 -	2,428,638 45,000
	At 31 December 1995	153,550	2,207,237	99,287	13,564	2,473,638
19	SHAREHOLDERS' FUNDS				31 December 1995 £	1 January 1995 £
	Equity shareholders' funds Non-equity shareholders' funds				6,776,141 2,500	5,639,424 2,500
					6,778,641	5,641,924
					52 weeks ended 31 December 1995 £	53 weeks ended 1 January 1995 £
The reconciliation of movements in shareholders' funds was as follows:						
	Profit for financial period Dividends				1,226,115 (149,398)	1,035,420 (113,975)
	New share capital subscribed				1,076,717 60,000	921,445 21,600
	Balance at 2 January 1995				1,136,717 5,641,924	943,045 4,698,879
	Balance at 31 December 1995				6,778,641	5,641,924

20	RECONCILIATION OF OPERATING PROFIT TO NET OF FROM OPERATING ACTIVITIES Operating profit Depreciation Profit on disposal of tangible fixed assets Deferred credit - grant (Increase)/decrease in stocks Increase in debtors Increase in creditors	ASH INFL	OW	31 December 1995 £ 1,975,195 463,176 (14,611) (9,600) (14,573) (131,144) 263,794 2,532,237	1 January 1995 £ 1,693,047 348,420 (21,138) (9,600) 6,987 (19,945) 346,828 2,344,599	
		Share capital and share		Share ca		
		premiur 31	n Loans 31	s premiur 1	n Loans 1	
21	ANALYSIS OF CHANGES IN FINANCING	Decemb 1995	er December 1995	oer January 1995	January 1995	
	DURING THE PERIOD	£	£	£	£	
	At 2 January 1995 Cash inflows from financing	337,936 60,000	2,438,984 1,765,949	316,336 21,600	1,835,917 603,067	
	At 31 December 1995	397,936	4,204,933	337,936	2,438,984	
22	ANALYSIS OF CHANGES IN CASH AND CASH EQUIVALENTS DURING THE PERIOD			31 December 1995 £	1 January 1995 £	
	At 2 January 1995			(55,416)	5,936	
	Net cash outflow			(299,746)	(61,352)	
	At 31 December 1995			(355,162)	(55,416)	
23	CASH AND CASH EQUIVALENTS					
	The balance for cash and cash equivalents, as shown in the balance sheet, comprises:			£	£	
	Cash at bank and in hand Bank overdraft			74,959 (430,121)	74,984 (130,400)	
				(355,162)	(55,416)	
24	CAPITAL COMMITMENTS			£	£	
	Amounts contracted but not provided for Amounts authorised but not contracted for			1,100,000 630,000	405,000 35,000	
				1,730,000	440,000	