ANNUAL REPORT

52 WEEKS ENDED 29 DECEMBER 1996

Registered Number 118558





ANNUAL REPORT

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DIRECTORS' REPORT

The directors present their annual report, together with the financial statements for the 52 weeks ended 29 December 1996.

1 RESULTS AND DIVIDENDS

The profit for the financial period after tax amounted to £1,256,042.

Preference dividends of £150 were paid during the period.

An interim ordinary dividend of £92,177 was paid on 1 October 1996. The directors recommend that a final ordinary dividend of £104,011 be paid for the period on 1 June 1997.

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 consolidation of profit was made in the period.

In the current period, the directors anticipate a period of consolidation at a time of continued strong 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		Preference shares of £10 each
	At 29 December 1996	At 31 December 1995	At 29 December 1996 and 31 December 1995
David Hunter Andrews	23,609	23,609	-
Mrs Mary Hunter Yapp	16,527	16,527	84
Jeffrey Charles Harris	24,200	24,200	-
Francis Keith Edwards	10,545	10,545	-
David Scott Andrews	1,662	1,362	-
Mrs Diane Elizabeth Stockford	-	-	-

4 CHARITABLE DONATIONS

During the period the company made charitable donations of £725.

5 EMPLOYEE INVOLVEMENT

Regular meetings are held with employees at which the position of the company is fully discussed. The company has been accredited with the 'Investors in People Award'.

6 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.

DIRECTORS' REPORT

7 EQUAL OPPORTUNITY

It is the policy of the company that there shall be no discrimination in respect of sex, colour, religion, race, nationality or ethnic origin and that equal opportunity shall be given to all employees.

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 C HARRIS

Director

24 February 1997

STATEMENT OF DIRECTORS' RESPONSIBILITIES

52 WEEKS ENDED 29 DECEMBER 1996

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 16 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 29 December 1996 and of its profit for the 52 weeks then ended and have been properly prepared in accordance with the Companies Act 1985.

Cardiff

24 February 1997

PANNELL KERR FORSTER

Chartered Accountants Registered Auditors

PROFIT AND LOSS ACCOUNT

	Notes	52 weeks ended 29 December 1996 £	52 weeks ended 31 December 1995 £
TURNOVER		10,101,345	8,439,669
COST OF SALES		(2,200,953)	(1,728,987)
GROSS PROFIT		7,900,392	6,710,682
NET OPERATING EXPENSES	2	(5,782,467)	(4,735,487)
OPERATING PROFIT	3	2,117,925	1,975,195
PROFIT ON DISPOSAL OF TANGIBLE FIXED ASSETS	6	74,545	-
DIVIDEND RECEIVABLE		-	3,000
PROFIT ON ORDINARY ACTIVITIES BEFORE INTERES	ST	2,192,470	1,978,195
INTEREST PAYABLE	7	(441,987)	(241,552)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	ON	1,750,483	1,736,643
TAX ON PROFIT ON ORDINARY ACTIVITIES	8	(494,441)	(510,528)
PROFIT FOR THE FINANCIAL PERIOD		1,256,042	1,226,115
DIVIDENDS (including non equity)	9	(196,338)	(149,398)
RETAINED PROFIT FOR THE FINANCIAL PERIOD	18	1,059,704	1,076,717
All amounts relate to continuing operations.			
The company has no recognised gains or losses other than the	profit for the per	iod.	
NOTE OF HISTORICAL COST PROFIT AND LOSSES			
Reported profit on ordinary activities before taxation		1,750,483	1,736,643
Realisation of freehold property revaluation gains of previous	periods	62,774	-
Historical cost profit on ordinary activities before taxation		1,813,257	1,736,643
Historical cost profit for the period retained after taxation and	dividends	1,122,478	1,076,717

BALANCE SHEET

29 DECEMBER 1996

		29 December 1996	31 December 1995
FIXED ASSETS	Notes	£	£
Tangible assets	10	17,363,699	13,472,270
CURRENT ASSETS			
Stock	11	72,648	53,374
Debtors Cash at bank and in hand	12	149,089 211,719	243,113 74,959
CREDITORS		433,456	371,446
Amounts falling due within one year	13	(2,952,882)	(3,304,725)
NET CURRENT LIABILITIES		(2,519,426)	(2,933,279)
TOTAL ASSETS LESS CURRENT LIABILITIES		14,844,273	10,538,991
CREDITORS Amounts falling due after more than one year	13	(6,273,931)	(3,364,933)
PROVISIONS FOR LIABILITIES AND CHARGES			
Deferred taxation	15	(302,997)	(202,137)
DEFERRED INCOME	16	(429,000)	(193,280)
		(7,005,928)	(3,760,350)
NET ASSETS		7,838,345	6,778,641
CAPITAL AND RESERVES			
Called up share capital Profit and loss account Other reserves	17 18 19	244,386 5,183,095 2,410,864	244,386 4,060,617 2,473,638
SHAREHOLDERS' FUNDS	20	7,838,345	6,778,641

G Hamis Approved by the board on 24 February 1997

D H ANDREWS

J C HARRIS

Directors

CASH FLOW STATEMENT

	er	weeks ded 29 ecember 1996 £	52 weeks ended 31 December 1995 £
NET CASH INFLOW FROM OPERATING ACTIVITIES (Note 21)		2,895,633	2,532,237
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE			
Interest paid Dividends received Dividends paid	(438,927) (175,852)		(227,107) 3,000 (127,132)
NET CASH OUTFLOW FROM RETURNS ON INVESTMENT AND SERVICING OF FINANCE		(614,779)	(351,239)
CORPORATION TAX PAID		(502,735)	(440,413)
INVESTING ACTIVITIES			-
Payments to acquire tangible fixed assets Receipts from sales of tangible fixed assets Grant received	(4,608,406) 238,170 250,000		(3,907,779) 41,499 -
NET CASH OUTFLOW FROM INVESTING ACTIVITIES		(4,120,236)	(3,866,280)
NET CASH OUTFLOW BEFORE FINANCING		(2,342,117)	(2,125,695)
FINANCING			
Issue of ordinary shares New secured loan Repayment of amounts borrowed	3,748,998 (840,000)		60,000 3,055,037 (1,289,088)
NET CASH INFLOW FROM FINANCING (Note 22)		2,908,998	1,825,949
INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (Note 2:	3)	566,881	(299,746)

52 WEEKS ENDED 29 DECEMBER 1996

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 16 have been prepared in accordance with applicable accounting standards using 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 Motor vehicles

10% - 40% 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 income 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.

		52 weeks ended 29 December 1996	52 weeks ended 31 December 1995
2	NET OPERATING EXPENSES	£	£
	Administrative expenses Other operating income - rental income - other	5,898,947 (86,575) (29,905)	4,830,504 (81,952) (13,065)
		5,782,467	4,735,487
3	OPERATING PROFIT		
	Operating profit is stated after charging/(crediting) the following:	£	£
	Directors' remuneration (note 5) Auditors' remuneration - audit fee - other	511,537 8,400 3,600	501,001 8,000 996
	Staff costs (note 4) Depreciation Profit on disposal of tangible fixed assets	3,376,377 559,498 (6,146)	2,762,497 463,176 (14,611)
	Directors' fees includes £7,272 (1995 - £7,272) paid to third parties for makin Mr D S Andrews.	ng available the	e services of
4	STAFF PARTICULARS	£	£
	Wages, salaries, fees and commissions Social security costs Other pension costs	3,048,180 223,698 104,499	2,487,915 180,056 94,526
		3,376,377	2,762,497
	The average monthly number of persons employed during the period was made up as follows:	Number	Number
	Bingo clubs - full-time - part-time	194	124
	- part-time Administration	198 14	152 14
		406	290

5	DIRECTORS' REMUNERATION	52 weeks ended 29 December 1996 £	52 weeks ended 31 December 1995 £
	Fees Salaries and commissions as directors Pension contributions	21,816 434,817 54,904	21,816 428,383 50,802
	Pensions to former directors	21,087	20,670
	Emoluments (excluding pension contributions) included the following:	£	£
	Chairman	100,818	100,535
	Highest paid director	217,719	220,823
	The emoluments of the directors (excluding pension contributions) fell in the following ranges:	Number	Number
	£ 25,001 - £ 30,000 £ 30,001 - £ 35,000 £ 40,001 - £ 45,000 £ 50,001 - £ 55,000 £ 100,001 - £ 105,000 £ 215,001 - £ 220,000 £ 220,000 - £ 225,000	2 1 - 1 1 1	2 1 1 - 1
6	PROFIT ON DISPOSAL OF TANGIBLE FIXED ASSETS	£	£
	Profit on disposal of Porth club	74,545	-
	No tax is payable on the disposal due to the availability of rollover relief.		
7	INTEREST PAYABLE	£	£
	On loans and bank overdrafts wholly repayable within five years Interest on other loans	22,817 419,170	129,819 111,733
		441,987	241,552

NOTES TO THE FINANCIAL STATEMENTS

				52 weeks ended 29 December 1996	52 weeks ended 31 December 1995
8	TAX ON PROFIT ON ORDINARY ACTIVIT	IES		£	£
	Corporation tax on the profit for the period at 33 Deferred taxation	3%		430,000 106,000	491,000 (3,000)
	Adjustment in respect of previous periods			536,000 (41,559)	488,000 22,528
				494,441 ———	510,528
9	DIVIDENDS			£	£
	Equity				
	Interim - paid 1 October 1996 38p per ordinary share (1995 - 29p) Final proposed 43p per ordinary share (1995 - 34	l.5p)		92,177 104,011	65,797 83,451
	Non equity			196,188	149,248
	Preference dividend paid - 6%			150	150
				196,338	149,398
10	FIXED ASSETS - TANGIBLE	Freehole	d property	Plant equipment and	_
	Cost or valuation	Trading £	Investment £	vehicles £	Total £
	At 1 January 1996 Additions	12,017,299 3,099,955	115,000	2,863,778	14,996,077
	Disposals	(84,000)	-	1,508,451 (417,025)	4,608,406 (501,025)
	At 29 December 1996	15,033,254	115,000	3,955,204	19,103,458
	Accumulated depreciation		•		
	At 1 January 1996 Charge Disposals	- - -	- - -	1,523,807 559,498 (343,546)	1,523,807 559,498 (343,546)
	At 29 December 1996	-		1,739,759	1,739,759
	Net book amount				
	At 29 December 1996	15,033,254	115,000	2,215,445	17,363,699
	At 31 December 1995	12,017,299	115,000	1,339,971	13,472,270

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NOTES TO THE FINANCIAL STATEMENTS

52 WEEKS ENDED 29 DECEMBER 1996

10 FIXED ASSETS - TANGIBLE (continued)

On a historical cost basis freehold trading properties would be valued at a cost of £12,888,791 (1995 - £9,761,913) 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.

				29	31
				December	December
				1996	1995
11	STOCK			£	£
	Goods purchased for resale			72,648	53,374
					
12	DEBTORS			£	£
	Other debtors			4,211	103,879
	Prepayments and accrued income			144,878	139,234
				149,089	243,113
					
			nts falling	Amounts fa	lling due after
			in one year	more tha	n one year
		29	31	29	31
		December	December	December	December
		1996	1995	1996	1995
13	CREDITORS	£	£	£	£
	Bank loan and overdraft (note 14)	840,000	1,270,121	6,273,931	3,364,933
	Trade creditors	323,381	619,936	-	-
	Corporation tax	379,572	488,726	-	-
	Other taxation and social security	617,797	173,225	-	-
	Proposed dividends	104,011	83,525	-	-
	Other creditors	182,500	187,293	-	_
	Accruals	505,621	481,899	-	-
		2,952,882	3,304,725	6,273,931	3,364,933
					

Other creditors include a loan from the S. Andrews Estate in which certain directors have an interest. The loan amounting to £182,500 (1995 - £165,000) is unsecured, repayable on demand and bore interest at 7% per annum during the period under review.

14	BANK LOAN AND OVERDRAFT	29 December 1996 £	31 December 1995 £
	Bank loan Bank overdraft	7,113,931	4,204,933 430,121
		7,113,931	4,635,054

52 WEEKS ENDED 29 DECEMBER 1996

		29	31
		December	December
14	BANK LOAN AND OVERDRAFT (continued)	1996	1995
		£	£
	The bank loan is repayable by reference to the balance sheet date as follows:		
	Within one year	840,000	940,000
	Between one and two years	840,000	840,000
	Between two and five years	,	840,000
	After more than five years	2,520,000	2,520,000
	Action more than tive years	2,913,931	4,933
		7,113,931	4,204,933

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

15	PROVISIONS FOR LIABILITIES AND CHARGES The deferred taxation provision comprises:	29 December 1996 £	31 December 1995 £
	Accelerated capital allowances Other timing differences	522,000 (193,000)	326,000 (103,000)
	Unrelieved advance corporation tax	329,000 (26,003)	223,000 (20,863)
		302,997 ———	202,137
			Deferred taxation £
	The movement in deferred taxation comprises:		
	At 1 January 1996 Charged to profit and loss account		223,000 106,000
	At 29 December 1996		329,000

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 £460,000 (1995 - £488,000).

16 DEFERRED INCOME	£
At 1 January 1996 Received in the period	193,280 250,000
Credited in profit and loss account At 29 December 1996	(14,280)
At 29 December 1990	429,000

				Authorised	Allotted, called up and fully paid 29 31	
17	CALLED UP SHARE CAPITAL	,		£	December 1996 £	December 1995 £
	Ordinary shares of £1 each 6% cumulative preference shares	of £10 each		990,000 10,000	241,886 2,500	241,886 2,500
				1,000,000	244,386	244,386
18	PROFIT AND LOSS ACCOUNT	3			£	
	At 1 January 1996 Retained profit for the period Realised on the sale of freehold pr	roperty			4,060,617 1,059,704 62,774	
	At 29 December 1996				5,183,095	
19	OTHER RESERVES	Share premium £	Revaluation reserve £	Investment revaluation reserve £	Capital redemption reserve £	Total £
	At 1 January 1996 Realised on the sale of	153,550	2,207,237	99,287	13,564	2,473,638
	freehold property At 29 December 1996	153,550	<u>(62,774)</u> 2,144,463	99,287	13,564	<u>(62,774)</u> 2,410,864
20	SHAREHOLDERS' FUNDS				29 December 1996 £	31 December 1995 £
	Equity shareholders' funds Non equity shareholders' funds				7,835,845 2,500	6,776,141 2,500
					7,838,345	6,778,641

20	SHAREHOLDERS' FUNDS (continued) The reconciliation of movements in shareholders' funds of the reconciliation of movements in shareholders' funds of the reconciliation of the r	vas as follows	;	52 weeks ended 31 December 1996 £	52 weeks ended 31 December 1995 £
	Profit for financial period Dividends			1,256,042 (196,338)	1,226,115 (149,398)
	New share capital subscribed			1,059,704	1,076,717 60,000
	Balance at 1 January 1996			1,059,704 6,778,641	1,136,717 5,641,924
	Balance at 29 December 1996			7,838,345	6,778,641
21	RECONCILIATION OF OPERATING PROFIT TO N FROM OPERATING ACTIVITIES Operating profit Depreciation Profit on disposal of tangible fixed assets Deferred credit - grant Increase in stocks Decrease/(increase) in debtors Increase in creditors	ET CASH IN	IFLOW	29 December 1996 £ 2,117,925 559,498 (6,146) (14,280) (19,274) 94,024 163,886 2,895,633	31 December 1995 £ 1,975,195 463,176 (14,611) (9,600) (14,573) (131,144) 263,794 2,532,237
22	ANALYSIS OF CHANGES IN FINANCING DURING THE PERIOD	Share capit and share premium 29 December 1996 £	Loans 29 December 1996 £	Share capital and share premium 31 December 1995 £	Loans 31 December 1995 £
	At 1 January 1996 Cash inflows from financing	397,936	4,204,933 2,908,998	337,936 60,000	2,438,984 1,765,949
	At 29 December 1996	397,936	7,113,931	397,936	4,204,933
			-		

52 WEEKS ENDED 29 DECEMBER 1996

23 ANALYSIS OF CHANGES IN CASH AND CASH EQUIVALENTS DURING THE PERIOD	29 December 1996 £	31 December 1995 £
At 1 January 1996 Net cash inflow/(outflow)	(355,162) 566,881	(55,416) (299,746)
At 29 December 1996	211,719	(355,162)
24 CASH AND CASH EQUIVALENTS		
The balance for cash and cash equivalents, as shown in the balance sheet, compr	rises: £	£
Cash in hand Cash at bank	119,469 92,250	74,959 (430,121)
	211,719 ======	(355,162)
25 CAPITAL COMMITMENTS	£	£
Amounts contracted but not provided for	227,000	1,100,000

26 RELATED PARTY TRANSACTIONS

During the period the company paid rent of £5,047 and provided accounting and administration services at no cost to S Andrews & Son Limited, a company owned and controlled by Mr J F Andrews a holder of 50,505 ordinary shares of £1 each in Castle Leisure Limited.