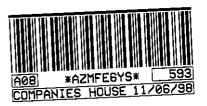


Grant Thornton &

SPEEDWELL CAVERN LIMITED

FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31 JANUARY 1998



FINANCIAL STATEMENTS

For the year ended 31 January 1998

Company registration number:

1113961

Registered office:

Speedwell Cavern Winnats Pass Castleton Sheffield S30 2WA

Directors:

Mrs K Harrison Mrs J H Harrison

Secretary:

Mrs J H Harrison

Bankers:

National Westminster Bank plc

Solicitors:

Bell and Buxton

Auditors:

Grant Thornton Registered auditors Chartered accountants 28 Kenwood Park Road

Sheffield S7 1NG

FINANCIAL STATEMENTS

For the year ended 31 January 1998

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REPORT OF THE DIRECTORS

The directors present their report together with financial statements for the year ended 31 January 1998.

Principal activities

The company operates principally as a proprietor of gift shops and the Speedwell Cavern.

Business review

The directors have worked hard to reduce the company's cost base and strengthen margins. This has improved the company's profitability and the directors are confident that this will be continued.

There was a profit for the year after taxation amounting to £124,667 (1997: profit £16,494). The directors do not recommend payment of a dividend and the profit has therefore been transferred to reserves.

Directors

The present membership of the Board is set out below. All directors served throughout the year.

The interests of the directors in the shares of the company as at 31 January 1998 and 1 February 1997, were as follows:

	Ore	dinary shares
		of £1 each
	31 January	1 February
	1998	1997
Mrs K Harrison	1,500	1,500
Mrs J H Harrison	1,500	1,500

Directors' responsibilities for the financial statements

Company law requires the directors to prepare financial statements for each financial year 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 maintaining proper accounting records, for safeguarding the assets of the company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

REPORT OF THE DIRECTORS

Auditors

Grant Thornton offer themselves for reappointment as auditors in accordance with section 385 of the Companies Act 1985.

BY ORDER OF THE BOARD

Mrs J/H Harrison

Secretary

1 June 1998

REPORT OF THE AUDITORS TO THE MEMBERS OF

SPEEDWELL CAVERN LIMITED

We have audited the financial statements on pages 4 to 12 which have been prepared under the accounting policies set out on page 4.

Respective responsibilities of directors and auditors

As described on page 1 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 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 31 January 1998 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

GRANT THORNTON
REGISTERED AUDITORS
CHARTERED ACCOUNTANTS

SHEFFIELD
1 June 1998

PRINCIPAL ACCOUNTING POLICIES

BASIS OF PREPARATION

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

The principal accounting policies of the company have remained unchanged from the previous year and are set out below.

TURNOVER

Turnover is the total amount receivable by the company for goods supplied and services provided, excluding VAT and trade discounts.

DEPRECIATION

Depreciation is calculated to write down the cost of all tangible fixed assets by the reducing balance method over their expected useful lives. The rates generally applicable are:

Freehold buildings	5%
Boats and equipment	15%
Motor vehicles	15%
Fixtures and fittings	15%

INVESTMENTS

Investments are included at cost.

STOCKS

Stocks are stated at the lower of cost and net realisable value.

DEFERRED TAXATION

Deferred tax is provided using the tax rates estimated to arise when the timing differences reverse and is accounted for to the extent that it is probable that a liability or asset will crystallise. Unprovided deferred tax is disclosed as a contingent liability.

Debit balances arising in respect of advance corporation tax on dividends payable or proposed are carried forward to the extent that they are expected to be recoverable.

CONTRIBUTIONS TO PENSION FUNDS

Defined contribution scheme

The pension costs charged against profits represent the amount of the contributions payable to the scheme in respect of the accounting period.

LEASED ASSETS

Assets held under finance leases and hire purchase contracts are capitalised in the balance sheet and depreciated over their expected useful lives. The interest element of leasing payments represents a constant proportion of the capital balance outstanding and is charged to the profit and loss account over the period of the lease.

PROFIT AND LOSS ACCOUNT

For the year ended 31 January 1998

	B.T.	1000	
	Note	1998 £	1997 £
Turnover	. 1	705,448	680,059
Cost of sales		(408,276)	(445,579)
Gross profit		297,172	234,480
Administrative expenses		(133,305)	(207,926)
Operating profit		163,867	26,554
Net interest	2	(5,340)	(10,029)
Profit on ordinary activities before taxation	1	158,527	16,525
Tax on profit on ordinary activities	4	(33,860)	(31)
Profit for the financial year	14	124,667	16,494

There were no recognised gains or losses other than the profit for the financial year.

BALANCE SHEET AT 31 JANUARY 1998

	Note	1998 £	1997 £
Fixed assets		_	
Tangible assets	5	122,969	123,871
Investments	6	987	987
		123,956	124,858
Current assets	a	103 330	105 316
Stocks	7	182,230	185,216
Debtors	8	12,193 125,183	10,990 4,916
Cash at bank and in hand		125,165	4,910
		319,606	201,122
Creditors: amounts falling due within one year	9	(92,067)	(52,657)
Net current assets		227,539	148,465
Total assets less current liabilities		351,495	273,323
Creditors: amounts falling due after more			
than one year	10	(43,617)	(95,012)
Provisions for liabilities and charges	11	(4,900)	-
		302,978	178,311
Capital and reserves	13	3,000	3,000
Called up share capital	14	299,978	175,311
Profit and loss account	177		
Shareholders' funds	15	302,978	178,311

The financial statements were approved by the Board of Directors on 1 June 1998.

JH Harrison

Director

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 January 1998

1	TURNOVER AND PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		
	The turnover and profit before taxation are attributable to the company's principle activity.		
	The profit on ordinary activities is stated after:	1998 £	1997 £
	Auditors' remuneration	3,800	3,800
	Depreciation Tangible fixed assets, owned Tangible fixed assets, held under finance leases and hire purchase contracts	6,584 8,288	9,335 7,825
2	NET INTEREST		
		1998 £	1997 £
	On bank overdraft	-	2,237
	Finance charges in respect of finance leases Other interest payable	2,115 5,769	2,168 5,810
	Other interest receivable and similar income	7,884 (2,544)	10,215 (186)
		5,340	10,029
3	DIRECTORS AND EMPLOYEES		
	Staff costs during the year were as follows:	1998 £	1997 £
	Wages and salaries Social security costs Other pension costs	213,225 12,168 3,075	272,143 21,695 15,950
		228,468	309,788
	The average number of employees of the company during the year was 40 (1997:40).		
	Remuneration in respect of directors was as follows:	1998 £	1997 £
	Management remuneration	28,048	71,485
	During the year no directors (1997: 1) participated in money purchase pension schemes.	-	

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 January 1998

TAX ON PROFIT ON ORDINARY ACTIVITIES

The tax charge is based on the profit for the year and represents:	

	£	£
UK Corporation tax at 21.5% (1997: nil) Deferred taxation (note 12)	32,600 1,326	31

Adjustments in respect of prior periods: Corporation tax

(66)	-
33,860	31

1998

1997

5 TANGIBLE FIXED ASSETS

4

	Freehold land and buildings £	Boats and equipment	Motor vehicles £	Fixtures and fittings £	Total £
Cost	_	-	-	_	
At 1 February 1997	76,050	12,695	85,646	123,606	297,997
Additions	•	-	33,586	556	34,142
Disposals	-	-	(33,858)	-	(33,858)
At 31 January 1998	76,050	12,695	85,374	124,162	298,281
Depreciation					
At 1 February 1997	38,115	10,964	28,059	96,988	174,126
Provided in the year	1,897	260	8,639	4,076	14,872
Eliminated on disposals	-	-	(13,686)	-	(13,686)
At 31 January 1998	40,012	11,224	23,012	101,064	175,312
Net book amount at 31 January 1998	36,038	1,471	62,362	23,098	122,969
Net book amount at 31 January 1997	37,935	1,731	57,587	26,618	123,871

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 January 1998

	The figures stated above include assets held under finance leases and similar hire purchase cont	racts, as follows	:
			Motor vehicles £
	Net book amount at 31 January 1998		18,051
	Net book amount at 31 January 1997		55,250
6	FIXED ASSETS INVESTMENTS		
		1998 £	1997 £
	Listed investments at cost	987	987
	The aggregate market value of these investments at 31 January 1998 was £3,099 (1997: £3,134	1).	
7	STOCKS		
		1998 £	1997 £
	Goods for resale	182,230	185,216
8	DEBTORS		
		1998 £	1997 £
	Prepayments and accrued income	12,193	10,990

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 January 1998

9 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	1998 £	1997 £
Bank loans and overdrafts	-	713
Corporation tax	28,960	_
Social security and other taxes	19,693	20,744
Loans from directors	33,200	10,002
Other creditors and accruals	5,203	7,311
Amounts due under finance leases	5,011	13,887
	92,067	52,657

The bank overdraft is secured by a legal mortgage over the freehold property, South View Cottage, Cross Street, Castleton, and land at Castle Street, Castleton.

10 CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	1998	1997
	£	£
Loans from directors	43,617	90,000
Amounts due under finance leases	-	5,012
	43,617	95,012
Borrowings are repayable as follows:	1998	1997
	£	£
Within one year		
Bank and other borrowings	33,200	10,715
Finance leases	5,011	13,887
After one and within two years		
Other borrowings	33,200	90,000
Finance leases	-	5,012
After two and within five years		
Other borrowings	10,417	-
	81,828	119,614

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 January 1998

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11 PROVISIONS FOR LIABILITIES AND CHARGES

		Deferred taxation £
Provided during the year Movement in advance corporation tax recoverable		1,326 3,574
At 31 January 1998	-	4,900
DEFERRED TAXATION		
Deferred taxation provided for in the financial statements is set out below.		
		ınt provided
	1998 £	1997 £
Accelerated capital allowances Trading losses Recoverable advance corporation tax	4,900 - -	5,022 (1,448) (3,574)
	4,900	-
There is no unprovided deferred tax.	-	
SHARE CAPITAL		
	1998 £	1997 £
Authorised 20,000 ordinary shares of £1 each	20,000	20,000
Allotted, called up and fully paid 3,000 ordinary shares of £1 each	3,000	3,000

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 January 1998

14 RESERVES

15

		Profit and loss account £
At 1 February 1997 Retained profit for the year		175,311
At 31 January 1998	-	299,978
RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS	1000	1007
	1998 £	1997 £
Profit for the financial year Shareholders' funds at 1 February 1997	124,667 178,311	16,494 161,817
Shareholders' funds at 31 January 1998	302,978	178,311

16 CONTINGENT LIABILITIES

There were no contingent liabilities at 31 January 1998 or 31 January 1997.

17 PENSIONS

Defined Contribution Scheme

The company operates a defined contribution pension scheme for the benefit of the directors and senior employees. The assets of the scheme are administered by trustees in a fund independent from those of the company.