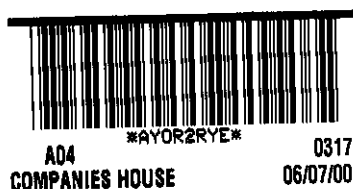


**TOLLMAN HUNDLEY HOTELS (U.K.)
LIMITED**

FINANCIAL STATEMENTS

FOR

31st DECEMBER 1999



HARGREAVES, BROWN & BENSON

Chartered Accountants
2 Derby Street
Colne
Lancashire
BB8 9AD

TOLLMAN HUNDLEY HOTELS (U.K.) LIMITED

OFFICERS AND PROFESSIONAL ADVISERS

The board of directors

M. Tollman
B. Tollman

Company secretary

M. Tollman

Auditors

Hargreaves, Brown & Benson
Chartered Accountants

2 Derby Street
Colne
Lancashire
BB8 9AD

TOLLMAN HUNDLEY HOTELS (U.K.) LIMITED

THE DIRECTORS' REPORT

YEAR ENDED 31st DECEMBER 1999

The directors present their annual report together with the unaudited accounts of the company for the year ended 31st December 1999. The company is dormant and has not traded during the year.

THE DIRECTORS AND THEIR INTERESTS IN SHARES OF THE COMPANY

The directors who served the company during the year were as follows:

M. Tollman
B. Tollman

The company is a wholly owned subsidiary and the interests of group directors are disclosed in the accounts of the parent company.

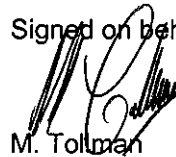
DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company at the end of the year and of the profit or loss for the year then ended.

In preparing those financial statements, the directors are required to select suitable accounting policies, and then apply them on a consistent basis, making judgements and estimates that are prudent and reasonable. The directors must also 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 to enable them to ensure that the financial statements comply with the Companies Act 1985. The directors 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.

Signed on behalf of the directors



M. Tollman
Director

Approved by the directors on 14th June 2000

TOLLMAN HUNDLEY HOTELS (U.K.) LIMITED

BALANCE SHEET

31st DECEMBER 1999

	Note	1999 £	1998 £
CURRENT ASSETS			
Debtors	2	100,000	100,000
TOTAL ASSETS		<u>100,000</u>	<u>100,000</u>
CAPITAL AND RESERVES			
Called-up equity share capital	4	100,000	100,000
SHAREHOLDER'S FUNDS		<u>100,000</u>	<u>100,000</u>

The company was dormant (within the meaning of section 250 of the Companies Act 1985) throughout the year ended 31st December 1999. These financial statements were approved by the directors on the 14th June 2000 and are signed on their behalf by:

M. Tollman

The notes on page 4 form part of these financial statements.

TOLLMAN HUNDLEY HOTELS (U.K.) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31st DECEMBER 1999

1. DORMANT STATUS

The company was dormant (within the meaning of section 250 of the Companies Act 1985) throughout the year ended 31st December 1999. The company has not traded during the year or during the preceding financial year. During these periods, the company received no income and incurred no expenditure and therefore made neither profit or loss.

2. DEBTORS

	1999 £	1998 £
Other debtors	<u>100,000</u>	<u>100,000</u>

3. RELATED PARTY TRANSACTIONS

Balances with related parties

Amounts owed by group undertakings	100,000	100,000
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The related party is a subsidiary of the ultimate holding company (see note 5)

4. SHARE CAPITAL

Authorised share capital:

	1999 £	1998 £
100,000 Ordinary shares of £1 each	<u>100,000</u>	<u>100,000</u>

Allotted, called up and fully paid:

	1999 £	1998 £
Ordinary share capital	<u>100,000</u>	<u>100,000</u>

5. ULTIMATE PARENT COMPANY

The immediate parent company is Mountbatten Limited, incorporated in the British Virgin Islands. The company regards The Travel Corporation Limited, registered in the British Virgin Islands, as its ultimate holding company.