

ALLTOWNER LIMITED

Report of the Directors

Registered in England number 2117350

The directors herewith present their report together with the unaudited financial statement for the year ended 31st December 2002.

Activities

The principal activity of the company is that of holding legal title to property situated at The Swan Holiday Club, Mi Jardin, Torremar, Benalmadena, Malaga, Spain. The property is held by the company for the benefit of the holders of timeshare membership certificates who are members of Swan Holiday at Mi Jardin, a club formed with the object of securing occupation rights of the property for its members. The legal title to the property was transferred to the company in accordance with the Constitution of the Club and as laid out in a Trust Deed, dated 1st September 1988, between the Trustee and the founder members of Swan Holiday at Mi Jardin, Swan Leisure International Limited and Swan Holiday Club Limited. The Trustee at the date of the accounts was First National Trustco (UK) Limited.

No income has accrued to the company during the year. All expenditure in relation to the management and maintenance of the company is borne by the management company, Heritage Resorts Limited, on behalf of the members of Swan Holiday at Mi Jardin.

Directors

The directors of the company throughout the year were:-

Paul Frederick Francis Gardner-Bougaard (Resigned 31st May 2002)

Philip Michael Broomhead (Resigned 31st May 2002)

Maurice James Postlethwaite (Appointed 31st May 2002)

Mark Alan Muller (Appointed 31st May 2002)

No director was interested during the year in any contract in relation to the business of the company.

Secretary

The secretary of the company throughout the year was:-

FNTC (Secretaries) Limited

Directors' Responsibilities

The directors are required by UK company law to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company as at the end of the financial year and of the profit or loss for that year. In preparing the 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 a going concern basis unless it is inappropriate to presume that the company will continue in business.

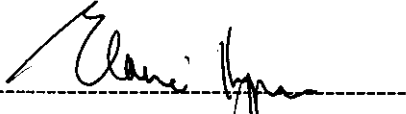
The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements of the company comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.



Auditors

The company is exempt from audit under the provisions of the Companies Act 1985 (Audit Exemption) Regulations 1994.

By order of the Board on the 24th February 2003.



Secretary

For and on behalf of FNTC (Secretaries) Limited.


Registered in England number 2117350

| | Note | 2002 £ | 2001 £ |
|-----------------------------|------|--------------|--------------|
| ASSETS | | | |
| Land and Buildings | 2 | - | - |
| Cash in Hand | | 2 | 2 |
| | | <u>-----</u> | <u>-----</u> |
| | | £ 2 | £ 2 |
| | | <u>=====</u> | <u>=====</u> |
| CAPITAL AND RESERVES | | | |
| Share Capital | 4 | 2 | 2 |
| | | <u>-----</u> | <u>-----</u> |
| | | £ 2 | £ 2 |
| | | <u>=====</u> | <u>=====</u> |

1. **Accounting Policies**
The financial statements have been prepared under the historical cost convention with the exception of property which is shown at valuation.
2. Alltowner Limited holds legal title to property situated at Swan Holiday at Mi Jardin, The Swan Holiday Club, MI Jardin, Torremar, Benalmadena, Malaga, Spain. The property was transferred to the company in accordance with the terms of the Constitution and Trust Deed of Swan Holiday at Mi Jardin and the company holds no occupational rights or residual beneficial interest in the property. The property is therefore shown at nil value.
3. The company has not traded nor derived income from any activity during the year and any expenses attributable to the company have been met by third parties. No Profit and Loss Account has therefore been prepared. There are no recognized gains or losses.
4. The authorized share capital is £100, divided into 100 ordinary shares of £1 each, two of which have been issued and fully paid. The issued shares in the company are held by the Trustee First National Trustco (UK) Limited on behalf of the members from time to time of Swan Holiday at Mi Jardin.
5. There has been no movement in shareholders' funds during the year.
6. **Statements by the directors required under the Companies Act 1985 (Audit Exemption) Regulations 1994**
The company was entitled to the exemption conferred by subsection (1) of section 249A for the year ended 31st December 2002.
No notice has been deposited under subsection (2) of section 249B in relation to the accounts for the year ended 31st December 2002.
The directors acknowledge their responsibilities for
 - (i) ensuring that the company keeps accounting records which comply with section 221 of the Companies Act 1985, and
 - (ii) preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the financial year and of its profit or loss for the financial year in accordance with the requirements of section 226 and which otherwise comply with the requirements of the Act relating to accounts, so far as applicable to the company.

Approved on behalf of the Board on the 24th February 2003.

Mrs. Rathbun



Directors