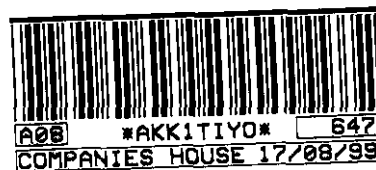


REGISTERED NUMBER: 2223247 (England and Wales)

ABBREVIATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 OCTOBER 1998
FOR
FLOWER OF MAY HOLIDAY PARKS LIMITED



FLOWER OF MAY HOLIDAY PARKS LIMITED

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for the Year Ended 31 October 1998**

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FLOWER OF MAY HOLIDAY PARKS LIMITED

COMPANY INFORMATION
for the Year Ended 31 October 1998

DIRECTORS:	J G Atkinson Mrs E Atkinson
SECRETARY:	Mrs E Atkinson
REGISTERED OFFICE:	Medina House 2 Station Avenue Bridlington East Yorkshire YO16 4LZ
REGISTERED NUMBER:	2223247 (England and Wales)
AUDITORS:	Lloyd Dowson & Co Chartered Accountants and Registered Auditors Medina House 2 Station Avenue Bridlington YO16 4LZ Registered No.6550691
BANKERS:	Yorkshire Bank plc 24 Huntriss Row Scarborough North Yorkshire YO11 2EG
SOLICITORS:	Atha Summers & Co Marton Chambers 59 Westborough Scarborough North Yorkshire YO11 1TS

FLOWER OF MAY HOLIDAY PARKS LIMITED

REPORT OF THE DIRECTORS for the Year Ended 31 October 1998

The directors present their report with the financial statements of the company for the year ended 31 October 1998.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of a leisure and caravan park operator. In addition, the company operates a public house and a farm.

REVIEW OF BUSINESS

The results for the year and financial position of the company are as shown in the annexed financial statements.

During the year under review, the company continued to invest in improvements to all of its parks.

DIVIDENDS

No dividends will be distributed for the year ended 31 October 1998.

FIXED ASSETS

The directors consider that, due to the high standards which they implement in the upkeep and maintenance of the company's caravan parks, the market value of the company's freehold land and buildings is in excess of their net book value shown in the financial statements.

No revaluation has been made in the financial statements, and no provision has been made for the possible tax effect of realising a higher value than that shown.

FUTURE DEVELOPMENTS

The company intends to continue the programme of improvements to its recently acquired parks, whilst maintaining the high standard at the other parks.

DIRECTORS

The directors during the year under review were:

J G Atkinson
Mrs E Atkinson

The beneficial interests of the directors holding office on 31 October 1998 in the issued share capital of the company were as follows:

	31.10.98	1.11.97
Ordinary £1 shares		
J G Atkinson	50	50
Mrs E Atkinson	50	50

DONATIONS

During the year, the company made U.K. charitable donations totalling £500.

YEAR 2000

The directors have performed a detailed review of the possible impact on its' business of the millenium computer dating problem. Where necessary, computer hardware and software has already been replaced. The directors believe that all of its systems are now year 2000 compliant. Compliance costs are not significant and are to be written off to the profit and loss account.

FLOWER OF MAY HOLIDAY PARKS LIMITED

**REPORT OF THE DIRECTORS
for the Year Ended 31 October 1998**

STATEMENT OF 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 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 to 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.

AUDITORS

Lloyd Dowson & Co have expressed a willingness to continue in office and a resolution proposing their re-appointment will be put to the board at the forthcoming Annual General Meeting in accordance with the Companies Act.

ON BEHALF OF THE BOARD:



Mrs E Atkinson - SECRETARY

Dated:11/8/99.....

FLOWER OF MAY HOLIDAY PARKS LIMITED
REPORT OF THE AUDITORS TO
FLOWER OF MAY HOLIDAY PARKS LIMITED
UNDER SECTION 247B OF THE COMPANIES ACT 1985

We have examined the abbreviated financial statements on pages five to seventeen, together with the full financial statements of the company for the year ended 31 October 1998 prepared under Section 226 of the Companies Act 1985.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the abbreviated financial statements in accordance with Section 246A of the Companies Act 1985. It is our responsibility to form an independent opinion as to whether the company is entitled to deliver abbreviated financial statements prepared in accordance with Section 246A(3) of the Act to the Registrar of Companies and whether the financial statements to be delivered are properly prepared in accordance with that provision and to report our opinion to you.

Basis of opinion

We have carried out the procedures we consider necessary to confirm, by reference to the financial statements, that the company is entitled to deliver abbreviated financial statements and that the abbreviated financial statements to be delivered are properly prepared. The scope of our work for the purpose of this report did not include examining or dealing with events after the date of our report on the full financial statements.

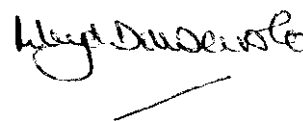
Opinion

In our opinion the company is entitled to deliver abbreviated financial statements prepared in accordance with Section 246A(3) of the Companies Act 1985, and the abbreviated financial statements on pages five to seventeen are properly prepared in accordance with that provision.

Lloyd Dowson & Co
Chartered Accountants
and Registered Auditors
Medina House
2 Station Avenue
Bridlington YO16 4LZ
Registered No.6550691

Dated:

11/8/99



FLOWER OF MAY HOLIDAY PARKS LIMITED

ABBREVIATED PROFIT AND LOSS ACCOUNT
for the Year Ended 31 October 1998

		31.10.98		31.10.97	
	Notes	£	£	£	£
GROSS PROFIT			2,064,923		1,985,919
Administrative expenses			1,081,408		1,022,850
OPERATING PROFIT	4		983,515		963,069
Disposal of investment in Burtree Parks Limited			-		(341,270)
			983,515		621,799
Income from investments		-		367,930	
Interest receivable and similar income		37,370		22,187	
			37,370		390,117
			1,020,885		1,011,916
Interest payable and similar charges	5		198,301		138,412
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION			822,584		873,504
Tax on profit on ordinary activities	6		284,775		231,003
PROFIT FOR THE FINANCIAL YEAR AFTER TAXATION			537,809		642,501
Dividends	7		-		294,344
			537,809		348,157
Retained profit brought forward			2,613,488		2,265,331
RETAINED PROFIT CARRIED FORWARD			<u>£3,151,297</u>		<u>£2,613,488</u>

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current and previous years.

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profits for the current and previous years.

The notes form part of these financial statements

FLOWER OF MAY HOLIDAY PARKS LIMITED

ABBREVIATED BALANCE SHEET
31 October 1998

		31.10.98		31.10.97	
	Notes	£	£	£	£
FIXED ASSETS:					
Tangible assets	8		6,611,016		6,441,578
CURRENT ASSETS:					
Stocks	9	188,440		278,532	
Debtors	10	282,372		461,073	
Cash at bank and in hand		410,237		667,347	
		<u>881,049</u>		<u>1,406,952</u>	
CREDITORS: Amounts falling due within one year	11	<u>2,397,209</u>		<u>3,045,046</u>	
NET CURRENT LIABILITIES:			<u>(1,516,160)</u>		<u>(1,638,094)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES:			5,094,856		4,803,484
CREDITORS: Amounts falling due after more than one year	12		<u>1,943,459</u>		<u>2,189,896</u>
			<u><u>£3,151,397</u></u>		<u><u>£2,613,588</u></u>
CAPITAL AND RESERVES:					
Called up share capital	16		100		100
Profit and loss account			<u>3,151,297</u>		<u>2,613,488</u>
Shareholders' funds	18		<u><u>£3,151,397</u></u>		<u><u>£2,613,588</u></u>

These abbreviated financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to medium-sized companies.

ON BEHALF OF THE BOARD:

E Atkinson

Mrs E Atkinson - DIRECTOR

Approved by the Board on 11/8/99

The notes form part of these financial statements

FLOWER OF MAY HOLIDAY PARKS LIMITED

CASH FLOW STATEMENT
for the Year Ended 31 October 1998

		31.10.98		31.10.97	
	Notes	£	£	£	£
Net cash inflow from operating activities	1		645,996		1,342,193
Returns on investments and servicing of finance	2		(163,069)		195,520
Taxation			(279,885)		(132,173)
Capital expenditure and financial investment	2		(173,516)		(3,747,505)
Equity dividends paid			(294,344)		-
			(264,818)		(2,341,965)
Financing	2		7,708		2,369,209
(Decrease)/Increase in cash in the period			<u>£(257,110)</u>		<u>£27,244</u>
Reconciliation of net cash flow to movement in net debt	3				
(Decrease)/Increase in cash in the period			(257,110)	27,244	
Cash inflow from increase in debt			<u>(7,708)</u>	<u>(2,369,208)</u>	
Change in net debt resulting from cash flows			(264,818)		(2,341,964)
Movement in net debt in the period			(264,818)		(2,341,964)
Net debt at 1 November 1997			<u>(3,089,063)</u>		<u>(747,099)</u>
Net debt at 31 October 1998			<u>£(3,353,881)</u>		<u>£(3,089,063)</u>

The notes form part of these financial statements

FLOWER OF MAY HOLIDAY PARKS LIMITED

NOTES TO THE CASH FLOW STATEMENT
for the Year Ended 31 October 1998

1. RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES

Year ended 31 October 1998

	<i>Continuing</i>	<i>Discontinued</i>	<i>Total</i>
	£	£	£
Operating profit	-	-	983,515
Depreciation charges	102,022	-	102,022
Loss on sale of fixed assets	1,416	-	1,416
Profit on sale of fixed assets	(5,927)	-	(5,927)
Decrease in stocks	90,092	-	90,092
Increase in debtors	(26,857)	-	(26,857)
(Decrease)/Increase in creditors	(498,265)	-	(498,265)
Net cash outflow from continuing operating activities	(337,519)		
Net cash inflow from discontinued operating activities		-	
Net cash inflow from operating activities			<u>645,996</u>

Year ended 31 October 1997

	<i>Continuing</i>	<i>Discontinued</i>	<i>Total</i>
	£	£	£
Operating profit	(303,079)	(4,838,037)	963,069
Depreciation charges	129,495	-	129,495
Loss on sale of fixed assets	-	14,442	14,442
Profit on sale of fixed assets	(30,259)	(67,362)	(97,621)
Increase in stocks	(205,747)	-	(205,747)
Increase in debtors	(53,489)	(19,892)	(73,381)
(Decrease)/Increase in creditors	567,364	44,572	611,936
Net cash inflow from continuing operating activities	104,285		
Net cash outflow from discontinued operating activities		(4,866,277)	
Net cash inflow from operating activities			<u>1,342,193</u>

The notes form part of these financial statements

FLOWER OF MAY HOLIDAY PARKS LIMITED

NOTES TO THE CASH FLOW STATEMENT
for the Year Ended 31 October 1998

2. ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT

	31.10.98 £	31.10.97 £
Returns on investments and servicing of finance		
Interest received	37,179	22,588
Interest paid	(200,248)	(121,412)
Dividends received	-	294,344
	<u> </u>	<u> </u>
Net cash (outflow)/inflow for returns on investments and servicing of finance	<u>(163,069)</u>	<u>195,520</u>
 Capital expenditure and financial investment		
Purchase of tangible fixed assets	(303,079)	(4,838,037)
Cash payments - investmt purch	-	(461,270)
Sale of tangible fixed assets	89,563	1,551,802
Cash receipts - investmt sales	40,000	-
	<u> </u>	<u> </u>
Net cash outflow for capital expenditure	<u>(173,516)</u>	<u>(3,747,505)</u>
 Financing		
New loan taken out in year	-	2,500,000
Loan repayments in year	(259,935)	(121,405)
Amount introduced by directors	294,344	-
Amount withdrawn by directors	(26,701)	(9,386)
	<u> </u>	<u> </u>
Net cash inflow from financing	<u>7,708</u>	<u>2,369,209</u>

The notes form part of these financial statements

FLOWER OF MAY HOLIDAY PARKS LIMITED

**NOTES TO THE CASH FLOW STATEMENT
for the Year Ended 31 October 1998**

3. ANALYSIS OF CHANGES IN NET DEBT

	At 1.11.97 £	Cash flow £	At 31.10.98 £
Net cash:			
Cash at bank and in hand	667,347	(257,110)	410,237
	<u>667,347</u>	<u>(257,110)</u>	<u>410,237</u>
Debt:			
Debts falling due within one year	(1,566,514)	(254,145)	(1,820,659)
Debts falling due after one year	(2,189,896)	246,437	(1,943,459)
	<u>(3,756,410)</u>	<u>(7,708)</u>	<u>(3,764,118)</u>
Total	<u>(3,089,063)</u>	<u>(264,818)</u>	<u>(3,353,881)</u>
Analysed in Balance Sheet			
Cash at bank and in hand	667,347		410,237
Debts falling due within one year	(1,566,514)		(1,820,659)
Debts falling due after one year	(2,189,896)		(1,943,459)
	<u>(3,089,063)</u>		<u>(3,353,881)</u>

The notes form part of these financial statements

FLOWER OF MAY HOLIDAY PARKS LIMITED
NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS
for the Year Ended 31 October 1998

1. ACCOUNTING POLICIES

Accounting convention

The financial statements are prepared under the historical cost convention and are in accordance with applicable Accounting Standards.

Turnover

Turnover represents net invoiced sales of goods, excluding value added tax.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Freehold land and buildings	- Nil (see below)
Hire fleet	- 25% on reducing balance
Equipment	- 15% on reducing balance
Motor vehicles	- 25% on reducing balance

In the directors' opinion the residual value of freehold land and buildings is at least equal to their cost, if not greater, because of the company's policy to continually maintain and improve its' properties. As a result, depreciation charged on such properties in the financial statements is nil.

Stocks

Stock is valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

Deferred taxation

Provision is made at current rates for taxation deferred in respect of all material timing differences except to the extent that, in the opinion of the directors, there is reasonable probability that the liability will not arise in the foreseeable future.

Grants received

In accordance with the requirements of Statement of Standard Accounting Practice number 4, grants received are credited to the profit and loss account to be matched against expenditure incurred.

2. ANALYSIS OF OPERATIONS

	Continuing £	31.10.98 Discontinued £	Total £
Cost of sales	1,036,945	-	1,036,945
Gross profit	2,019,977	-	2,019,977
Net operating expenses:			
Administrative expenses	1,081,408	-	1,081,408
Other operating income	(44,946)	-	(44,946)
	1,036,462	-	1,036,462

FLOWER OF MAY HOLIDAY PARKS LIMITED
NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS
for the Year Ended 31 October 1998

2. ANALYSIS OF OPERATIONS - continued

	Continuing £	31.10.97 Discontinued £	Total £
Cost of sales	<u>1,096,984</u>	<u>1,381</u>	<u>1,098,365</u>
Gross profit	<u>1,873,671</u>	<u>57,206</u>	<u>1,930,877</u>
Net operating expenses:			
Administrative expenses	1,022,850	-	1,022,850
Other operating income	<u>(55,042)</u>	<u>-</u>	<u>(55,042)</u>
	<u>967,808</u>	<u>-</u>	<u>967,808</u>

The total figures for continuing operations include the following amounts relating to acquisitions:

	31.10.98 £	31.10.97 £
Cost of sales	<u>-</u>	<u>449,053</u>
Gross profit	<u>-</u>	<u>876,663</u>
Net operating expenses:		
Administrative expenses	-	184,878
Other operating income	<u>-</u>	<u>(8,625)</u>
	<u>-</u>	<u>176,253</u>

3. STAFF COSTS

	31.10.98 £	31.10.97 £
Wages and salaries	351,471	310,997
Social security costs	<u>22,368</u>	<u>17,934</u>
	<u>373,839</u>	<u>328,931</u>

The average monthly number of employees during the year was as follows:

	31.10.98	31.10.97
Office & management	8	11
Site workers	<u>47</u>	<u>41</u>
	<u>55</u>	<u>52</u>

FLOWER OF MAY HOLIDAY PARKS LIMITED
NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS
for the Year Ended 31 October 1998

4. OPERATING PROFIT

The operating profit is stated after charging/(crediting):

	31.10.98	31.10.97
	£	£
Hire of plant and machinery	3,680	7,666
Depreciation - owned assets	102,022	129,495
Profit on disposal of fixed assets	(4,511)	(83,179)
Auditors' remuneration	7,500	7,500
Non-audit work	3,381	2,329
	<u>14,525</u>	<u>12,274</u>

5. INTEREST PAYABLE AND SIMILAR CHARGES

	31.10.98	31.10.97
	£	£
Bank interest	-	5,024
Bank loan interest	196,873	132,395
Other interest	1,428	993
	<u>198,301</u>	<u>138,412</u>

6. TAXATION

The tax charge on the profit on ordinary activities for the year was as follows:

	31.10.98	31.10.97
	£	£
UK corporation tax	211,189	225,268
Adjustments to previous years	-	5,735
Tax attributable to franked investment income(prior year)	73,586	-
	<u>284,775</u>	<u>231,003</u>

UK corporation tax has been charged at 31% (1997 - 31.83%).

Marginal rate Corporation Tax relief is given as appropriate.

7. DIVIDENDS

	31.10.98	31.10.97
	£	£
Equity shares:		
Final - ordinary shares	-	294,344
	<u>-</u>	<u>294,344</u>

FLOWER OF MAY HOLIDAY PARKS LIMITED

**NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS
for the Year Ended 31 October 1998**

8. TANGIBLE FIXED ASSETS

	Freehold land and buildings	Hire fleet	Equipment	Motor vehicles	Totals
	£	£	£	£	£
COST:					
At 1 November 1997	5,898,671	390,636	660,801	72,240	7,022,348
Additions	257,128	-	46,143	42,270	345,541
Disposals	-	(68,790)	(2,390)	(37,226)	(108,406)
At 31 October 1998	6,155,799	321,846	704,554	77,284	7,259,483
DEPRECIATION:					
At 1 November 1997	-	212,274	332,659	35,837	580,770
Charge for year	-	31,692	55,930	14,400	102,022
Eliminated on disposals	-	(17,198)	(974)	(16,153)	(34,325)
At 31 October 1998	-	226,768	387,615	34,084	648,467
NET BOOK VALUE:					
At 31 October 1998	6,155,799	95,078	316,939	43,200	6,611,016
At 31 October 1997	5,898,671	178,362	328,142	36,403	6,441,578

9. STOCKS

	31.10.98	31.10.97
	£	£
Goods for resale	188,440	278,532

**10. DEBTORS: AMOUNTS FALLING
DUE WITHIN ONE YEAR**

	31.10.98	31.10.97
	£	£
Trade debtors	26,906	50,923
Other debtors	80,000	186,866
Prepayments & accrued income	135,551	71,053
ACT recoverable	-	73,586
Tax repayment due	39,915	39,915
Indemnified tax liability	-	38,730
	282,372	461,073

Included in other debtors is £40,000 (1997 - £80,000) which is recoverable in more than one year.

FLOWER OF MAY HOLIDAY PARKS LIMITED

**NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS
for the Year Ended 31 October 1998**

**11. CREDITORS: AMOUNTS FALLING
DUE WITHIN ONE YEAR**

	31.10.98	31.10.97
	£	£
Bank loans and overdrafts (see note 13)	175,200	188,698
Trade creditors	142,975	281,852
Directors current accounts	1,645,459	1,377,816
Payments on account	-	313,550
Other creditors	9,975	750
Dividend proposed	-	294,344
Social security & other taxes	43,959	41,848
Corporation tax	210,857	225,268
ACT payable	-	73,586
Tax payable on behalf of group companies	-	19,429
Accruals & deferred income	168,784	227,905
	<u>2,397,209</u>	<u>3,045,046</u>

**12. CREDITORS: AMOUNTS FALLING
DUE AFTER MORE THAN ONE YEAR**

	31.10.98	31.10.97
	£	£
Bank loans (see note 13)	<u>1,943,459</u>	<u>2,189,896</u>

13. LOANS AND OVERDRAFTS

An analysis of the maturity of loans and overdrafts is given below:

	31.10.98	31.10.97
	£	£
Amounts falling due within one year or on demand:		
Bank loans	<u>175,200</u>	<u>188,698</u>
Amounts falling due between one and two years:		
Bank loans	<u>195,200</u>	<u>201,907</u>
Amounts falling due between two and five years:		
Bank loans	<u>705,600</u>	<u>694,549</u>
Amounts falling due in more than five years:		
Repayable by instalments		
Bank loans	<u>1,042,659</u>	<u>1,293,440</u>

The companys' bank loan is repayable by equal installments over a ten year period since its inception in 1997. Interest is charged at the rate of 1.5 percent above Yorkshire Bank Plc base rate.

FLOWER OF MAY HOLIDAY PARKS LIMITED
NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS
for the Year Ended 31 October 1998

14. SECURED DEBTS

The following secured debts are included within creditors:

	31.10.98	31.10.97
	£	£
Bank loans	<u>2,118,659</u>	<u>2,378,594</u>

The company's bank borrowings are secured by specific charges dated 25 February 1997 over the company's freehold land and buildings.

15. PROVISIONS FOR LIABILITIES AND CHARGES

The amounts for which no provision has been made in respect of deferred taxation, are as follows:

	31.10.98	31.10.97
	£	£
Capital allowances in advance of depreciation	<u>140,707</u>	<u>30,144</u>
	<u>140,707</u>	<u>30,144</u>

16. CALLED UP SHARE CAPITAL

Authorised:

Number:	Class:	Nominal value:	31.10.98	31.10.97
			£	£
1,000	Ordinary	£1	<u>1,000</u>	<u>1,000</u>

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	31.10.98	31.10.97
			£	£
100	Ordinary	£1	<u>100</u>	<u>100</u>

17. RELATED PARTY DISCLOSURES

The company is controlled by its two directors, Mr J G Atkinson and Mrs E Atkinson.

The directors have historically loaned the company money on a joint basis. As at 31 October 1998, the balance of the loan account was £1,645,459 (1997 - £1,377,816). The account was never overdrawn during the year. No amounts were written off during the year.

FLOWER OF MAY HOLIDAY PARKS LIMITED

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS
for the Year Ended 31 October 1998

18. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	31.10.98	31.10.97
	£	£
Profit for the financial year	537,809	642,501
Dividends	-	(294,344)
	<hr/>	<hr/>
NET ADDITION TO SHAREHOLDERS' FUNDS	537,809	348,157
Opening shareholders' funds	2,613,588	2,265,431
	<hr/>	<hr/>
CLOSING SHAREHOLDERS' FUNDS	3,151,397	2,613,588
	<hr/>	<hr/>
Equity interests	3,151,397	2,613,588
	<hr/>	<hr/>