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**REGISTRAR OF
COMPANIES**

All Aboard Shops Limited
(Limited by guarantee)

Report and Financial Statements

Year Ended

31 December 1998

BDO

BDO Stoy Hayward
Chartered Accountants



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ALL ABOARD SHOPS LIMITED (Limited by Guarantee)

Annual report and financial statements for the year ended 31 December 1998

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Directors

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Directors

Mrs S Lucas JP
Mrs M Landau

Secretary and registered office

J Pinnick, 5th Floor, Commonwealth House, 1-19 New Oxford Street, London, WC1A 1NF.

Company number

2571767

Accountants

BDO Stoy Hayward, 8 Baker Street, London, W1M 1DA.

ALL ABOARD SHOPS LIMITED (Limited by Guarantee)

Report of the directors for the year ended 31 December 1998

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

Results and dividends

The profit and loss account is set out on page 4 and shows the result for the year.

Principal activities, trading review and future developments

The principal activity of the company is the sale of donated goods through sixteen charity shops. The directors consider the result for the year to be satisfactory.

During the year the company started trading in four new shops. Since the year end, the company has opened three new shops.

During the year the company's shops were used by other charities for their own purposes and they received £229,498 (1997 - £264,717). All the charities concerned were United Kingdom registered charities.

There have been no events since the balance sheet date which materially affect the position of the company.

Significant changes in fixed assets

Movements in fixed assets are disclosed in note 7 to the financial statements.

Year 2000

The directors are reviewing the likely impact of the Year 2000 issue on the company's operations. They do not consider that the business will be affected to any significant extent, nor do they anticipate any material cost being incurred in addressing the issue.

Directors

The directors of the company during the year were:

Mrs S Lucas JP
Mrs M Landau

Both of the directors are members of the company.

ALL ABOARD SHOPS LIMITED (Limited by Guarantee)

Report of the directors for the year ended 31 December 1998

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:

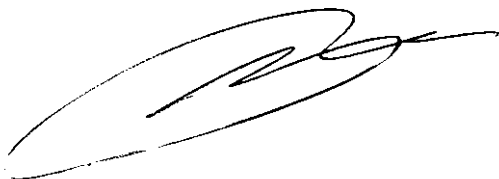
- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare 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.

By order of the Board

J Pinnick

Secretary



Date

28/10/99

ALL ABOARD SHOPS LIMITED (Limited by Guarantee)

Report of the auditors

To the shareholders of All Aboard Shops Limited

We have audited the financial statements on pages 4 to 9 which have been prepared under the accounting policies set out on page 6.

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 December 1998 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.


BDO STOY HAYWARD
*Chartered Accountants
and Registered Auditors*
London

28 October 1999

ALL ABOARD SHOPS LIMITED (Limited by Guarantee)**Profit and loss account for the year ended 31 December 1998**

	Note	1998 £	1997 £
Turnover	2	1,121,392	846,838
Charity allocations		229,498	264,717
		<hr/>	<hr/>
		891,894	582,121
Administrative expenses		892,284	580,328
		<hr/>	<hr/>
		(390)	1,793
Other operating income	3	-	12,600
		<hr/>	<hr/>
Operating (loss)/profit	4	(390)	14,393
Interest receivable		390	1,596
		<hr/>	<hr/>
Profit for the year		-	15,989
Deed of covenant payment		-	(16,000)
		<hr/>	<hr/>
		-	(11)
Accumulated losses brought forward		(7,548)	(7,537)
		<hr/>	<hr/>
Accumulated losses carried forward		(7,548)	(7,548)
		<hr/> <hr/>	<hr/> <hr/>

All amounts relate to continuing activities.

All recognised gains and losses are included in the profit and loss account.

The notes on pages 6 to 9 form part of these financial statements

ALL ABOARD SHOPS LIMITED (Limited by Guarantee)

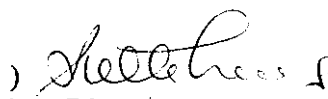
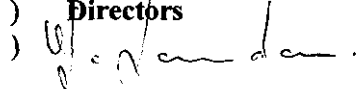
Balance sheet at 31 December 1998

	Note	£	1998	£	£	1997	£
Fixed assets							
Tangible assets	7			7,031			8,964
Current assets							
Debtors	8	306,948			49,529		
Cash at bank		-			66,026		
			306,948		115,555		
Creditors: amounts falling due within one year	9	321,527			132,067		
Net current liabilities				(14,579)			(16,512)
				(7,548)			(7,548)
Reserves							
Profit and loss account				(7,548)			(7,548)

The financial statements were approved by the Board on

Mrs S Lucas

Mrs M Landau


 Directors

 28/10/99

The notes on pages 6 to 9 form part of these financial statements

ALL ABOARD SHOPS LIMITED (Limited by Guarantee)

Notes forming part of the financial statements for the year ended 31 December 1998

1 Accounting policies

There have been no changes in accounting policies during the year.

The financial statements have been prepared under the historical cost convention and are in accordance with applicable accounting standards. The following principal accounting policies have been applied:

Turnover

Turnover represents sales to outside customers at invoiced amounts less value added tax.

Depreciation

Depreciation is provided to write off the cost, less estimated residual values, of all fixed assets, over their expected useful lives. It is calculated at the following rates:

Short leasehold	- over the period of the lease
Fixtures, fittings and equipment	- 20% p.a. on written down value

Deferred taxation

Provision is made for timing differences between the treatment of certain items for taxation and accounting purposes, except that no provision is made where it can be reasonably foreseen that such deferred taxation will not be payable in the future.

2 Turnover

Turnover is derived solely from the principal activity of the company and arises in the United Kingdom only.

3 Other operating income

	1998 £	1997 £
Overhead contributions	-	12,600
	<u> </u>	<u> </u>

4 Operating profit

This is arrived at after charging:

Auditors' remuneration	3,500	3,500
Depreciation	1,933	2,294
Operating leases - land and buildings	280,377	172,880
	<u> </u>	<u> </u>

ALL ABOARD SHOPS LIMITED (Limited by Guarantee)

Notes forming part of the financial statements for the year ended 31 December 1998 (Continued)

5 Employees

	1998	1997
	£	£
Staff costs consist of:		
Wages and salaries	347,781	207,773
Social security costs	19,811	7,815
	<u>367,592</u>	<u>215,588</u>

The average weekly number of employees during the year was 33 (1997 - 19).

6 Taxation on loss from ordinary activities

No liability to corporation tax arises due to the availability of losses.

7 Tangible assets

	Short leasehold £	Fixtures, fittings and equipment £	Total £
<i>Cost</i>			
At 1 January 1998 and at 31 December 1998	5,000	34,233	39,233
<i>Depreciation</i>			
At 1 January 1998	3,200	27,069	30,269
Provided for the year	500	1,433	1,933
At 31 December 1998	3,700	28,502	32,202
<i>Net book value</i>			
At 31 December 1998	1,300	5,731	7,031
At 31 December 1997	1,800	7,164	8,964

ALL ABOARD SHOPS LIMITED (Limited by Guarantee)

Notes forming part of the financial statements for the year ended 31 December 1998 *(Continued)*

8 Debtors

	1998	1997
	£	£
Other debtors	23,968	24,816
Prepayments and accrued income	282,980	24,713
	<hr/>	<hr/>
	306,948	49,529
	<hr/> <hr/>	<hr/> <hr/>

All amounts shown under debtors fall due for payment within one year.

9 Creditors: amounts falling due within one year

Bank overdraft and loans	183,724	79,908
Other creditors	90,617	1,088
Creditors for taxation and social security	12,898	7,616
Accruals	34,288	43,455
	<hr/>	<hr/>
	321,527	132,067
	<hr/> <hr/>	<hr/> <hr/>

10 Commitments under operating leases

As at 31 December 1998, the company had annual commitments under non-cancellable operating leases as set out below:

	Land and buildings	
	1998	1997
	£	£
Operating leases which expire:		
Within one year	13,000	-
In two to five years	48,750	13,000
After five years	229,150	174,667
	<hr/>	<hr/>
	290,900	187,667
	<hr/> <hr/>	<hr/> <hr/>

ALL ABOARD SHOPS LIMITED (Limited by Guarantee)

Notes forming part of the financial statements for the year ended 31 December 1998 *(Continued)*

11 Deed of Covenant

The company has entered into a deed of covenant whereby all the company's profits are covenanted to the Board of Deputies Charitable Trust which is a United Kingdom charity (No. 222160). During the year, the company covenanted £Nil (1997 - £16,000) to the Board of Deputies Charitable Trust.

12 Cash flow statement

The directors have taken advantage of the exemption from preparing a cash flow statement available under Financial Reporting Standard 1 "Cash Flow Statements", not to prepare a cash flow statement as they believe that the company is a small entity under sections 246 to 249 of the Companies Act 1985.

13 Basis of preparation

The financial statements have been prepared on a going concern basis. This basis may not be appropriate because at the balance sheet date the company's current liabilities exceeded its current assets by £14,579.

The level of bank borrowing increased during the year to assist in the opening of new stores and the company is reliant upon the continued support of the bank and of the charities with which it runs certain of its shops. The company has reached agreement with these charities that the payments made in the year are in full and final settlement of the liabilities due for the year.

Should the company be unable to continue trading, adjustments would have to be made to reduce the value of assets to their recoverable amount, to provide for any further liabilities which might arise, and to reclassify fixed assets as current assets.