FINANCIAL STATEMENTS

30TH MARCH 1997

Registered number: 2817838

A.W. FENN & CO.

CHARTERED CERTIFIED ACCOUNTANTS

Corringham



FINANCIAL STATEMENTS

for the year ended 30th March 1997

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The following page does not form part of the statutory accounts

Detailed trading and profit and loss account

Appendix 1

COMPANY INFORMATION

30th March 1997

INCORPORATED England 14th May 1993

NUMBER 2817838

CHAIRMAN J.A. Hyde Esq.

OTHER DIRECTORS Miss. L.M. Marten

P.J. Binge Esq.
Mrs. E.A. Ferguson
Mrs. E. Kinnaird
Ms. L.J. Martin
P. Edmondson Esq.
Mrs. J. Cameron - Rake

Mrs. V. Wright P. Godbehere Esq. Mrs. L. Wallbank

SECRETARY L.M. Marten

REGISTERED OFFICE 60 Rotherfield Crescent

Brighton BN1 7FP

BANKERS Midland Bank PLC

1 Kings Parade Ditchling Road

Brighton BN1 6JT

AUDITORS A.W. Fenn & Co.

Chartered Certified Accountants

Grover House Grover Walk Corringham Essex SS17 7LS

DIRECTORS' REPORT

30th March 1997

The directors present their report and the audited financial statements for the year ended 30th March 1997.

Principal activity

The principal activity of the company was the provision of training services.

Directors

The directors of the company during the year and their interests in the shares of the company as recorded in the register of directors' interests were as follows

| | 30th March 1997 Ordinary shares | lst April 1996 Ordinary shares |
|---|---------------------------------------|--------------------------------------|
| J.A. Hyde Esq. | 80 | 80 |
| Miss L. M. Marten | 10 | 10 |
| P.J. Binge Esq. (Resigned 30/05/97) | 1 | 1 |
| Mrs E. A. Ferguson | 1 | 1 |
| Mrs E. Kinnaird | 1 | 1 |
| Ms. L.J. Martin | 1 | 1 |
| Mrs. K.G. Jubb | 1 | 1 |
| D. MacDonald Esq. (Appointed 06/05/97) | - | _ |
| P. Edmondson Esq. (Appointed 06/05/97) | - | _ |
| Mrs. J. Cameron - Rake (Appointed 06/05/9 | 97) – | - |
| Mrs. V. Wright (Appointed 06/05/97) | - | _ |
| P. Godbehere Esq. (Appointed 06/05/97) | - | _ |
| Mrs. L. Wallbank (Appointed 06/05/97) | - | _ |

Auditors

A.W. Fenn & Co. have agreed to offer themselves for re-appointment as auditors of the company.

Small company exemptions

This report is prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

On behalf of the board

Longe L.M. Marten

Secretary

60 Rotherfield Crescent Brighton BN1 7FP

Dated 23rd September 1997

THE HOSPITALITY & CATERING TRAINING PARTNERSHIP LIMITED 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 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.

On behalf of the board

J.A. Hyde Chairman

AUDITORS' REPORT

Auditors' report to the shareholders of

The Hospitality & Catering Training Partnership Limited

We have audited the financial statements on pages 5 to 10 which have been prepared under the historical cost convention and the accounting policies set out on page 7.

Respective responsibilities of directors and auditors

As described on page 3, the company's directors are responsible for the preparation of 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 error or other irregularity. 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 30th March 1997 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

A.W. Fenn & Co.
Registered Auditors

A.W. Fenn & Co.
Registered Auditors
Chartered Certified Accountants
Grover House
Grover Walk
Corringham
Essex SS17 7LS.

Dated: - 23rd September 1997

PROFIT AND LOSS ACCOUNT

for the year ended 30th March 1997

| | Note | 1997 £ | 1996 £ |
|--|------|-----------------------|-----------------------|
| Turnover | 2 | 3,663,086 | 1,127,009 |
| Cost of sales | | (2,734,768) | (838,572) |
| Gross profit | | 928,318 | 288,437 |
| Net operating expenses | | | |
| Distribution costs Administrative expenses | | (34,925) (636,047) | (53,796) (188,959) |
| Operating profit | 3 | 257,346 | 45,682 |
| Interest payable | 5 | (6,372) | (8,581) |
| Profit on ordinary activities before taxation | | 250,974 | 37,101 |
| Taxation | 6 | (58,855) | (8,818) |
| Profit on ordinary activities after taxation retained for the year | 13 | 192,119 | 28,283 |

Movements in reserves are shown in note 13.

None of the company's activities were acquired or discontinued during the above two financial years.

There are no recognised gains and losses in 1997 or 1996 other than the profit for the year.

BALANCE SHEET

at 30th March 1997

| | | | 1997 | | 1996 |
|--|------------|----------------------|---------------|---------|--------------|
| | Note | £ | £ | £ | £ |
| Fixed assets | | | | | |
| Tangible assets | 7 | | 144,896 | | 22,906 |
| Current assets | | | | | |
| Debtors Cash at bank and in hand | 8 | 641,139 | | 216,119 | |
| Creditors: amounts falling due within one year | 9 | 641,412 (564,790) | | 216,499 | |
| Net current assets | | | 76,622 | | 6,493 |
| Total assets less current liabilitie | ∋ 8 | | 221,518 | | 29,399 |
| Capital and reserves | | | | | |
| Called up share capital Profit and loss account | 12 13 | | 95 221,423 | | 95 29,304 |
| Total shareholders' funds | 11 | : | 221,518 | | 29,399 |

These financial statements are prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

The financial statements on pages 5 to 10 were approved by the board of directors on 23rd September 1997 and signed on its behalf by:

J.A. Hyde Chairman

NOTES ON FINANCIAL STATEMENTS

30th March 1997

1 Accounting policies

Basis of accounting

The financial statements have been prepared under the historical cost accounting rules.

The company has taken advantage of the exemption from preparing a cash flow statement conferred by Financial Reporting Standard No. 1 on the grounds that it qualifies as a small company under the Companies Act 1985.

Turnover

Turnover represents the amount derived from the provision of goods and services falling within the company's activities after deduction of trade discounts and value added tax.

Depreciation

Depreciation of fixed assets is calculated to write off their cost or valuation less any residual value over their estimated useful lives as follows:

| Motor vehicles | 25% | on | the | written | down | value |
|-----------------------|-----|----|-----|---------|------|-------|
| Fixtures and fittings | 25% | on | the | written | down | value |

Deferred taxation

Deferred taxation is provided on the liability method in respect of the taxation effect of all timing differences to the extent that tax liabilities are likely to crystallise in the foreseeable future.

Pensions

Defined contribution scheme

Contributions are charged to the profit and loss account as they become payable in accordance with the rules of the scheme.

2 Turnover

In the opinion of the directors, none of the turnover of the company is attributable to geographical markets outside the UK. (1996 nil)

3 Operating profit

| Operating profit is stated after charging | 1997 £ | 1996 £ |
|---|-----------|-----------|
| Auditors' remuneration Depreciation of tangible fixed assets | 6,110 | 3,525 |
| (note 7) owned assets | 33,651 | 4,139 |

NOTES ON FINANCIAL STATEMENTS

30th March 1997

| 4 Directors |
|-------------|
|-------------|

| • | 1997 £ | 1996 £ |
|-----------------------|------------------|-----------|
| Directors' emoluments | 298,536 | 225,839 |

Defined contribution pension scheme

The company operates a defined contribution scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £111,731 (1996 £42,610). Contributions totalling £300 (1996 £0) were payable to the fund at 30th March 1997 and are included in creditors.

5 Interest payable

| | | 1997 £ | 1996 £ |
|---|--|-------------|-----------|
| | Interest payable | 6,372 | 8,581 |
| 6 | Taxation | | |
| | | 1997 | 1996 |
| | Corporation tax on profit on ordinary acti | £ vities | £ |
| | at 24% (1996 25%) | 58,855 | 8,818 |
| | | | |

7 Tangible fixed assets

| Cost | Motor Vehicles £ | Fixtures and Fittings £ | Total £ |
|-----------------------------------|------------------------|----------------------------------|-------------------|
| lst April 1996 Additions | - 61,663 | 27,596 93,978 | 27,596 155,641 |
| 30th March 1997 | 61,663 | 121,574 | 183,237 |
| Depreciation | | *** | |
| 1st April 1996 Charge for year | 15,415 | 4,690 18,236 | 4,690 33,651 |
| 30th March 1997 | 15,415 | 22,926 | 38,341 |
| Net book amount | | | |
| 30th March 1997 | 46,248 | 98,648 | 144,896 |
| 1st April 1996 | - | 22,906 | 22,906 |

NOTES ON FINANCIAL STATEMENTS

30th March 1997

| 8 | Debtors | |
|---|---------|--|
| 0 | Deprors | |
| | | |

| - | Amounts falling due within one year | 1997 £ | 1996 £ |
|---|--|-----------|-----------|
| | Trade debtors Other debtors | 632,348 | 214,097 |
| | other deptors | 8,791 | 2,022 |
| | | 641,139 | 216,119 |
| | | | |
| 9 | Creditors: amounts falling due within one year | | |
| | - | 1997 | 1996 |
| | | £ | £ |
| | Bank overdrafts | 53,040 | 15,905 |
| | Trade creditors | 135,973 | 30,116 |
| | Corporation tax | 59,179 | 9,155 |
| | Other taxation and social security | 222,093 | 38,958 |
| | Other creditors | 94,505 | 115,872 |
| | | 564,790 | 210,006 |
| | | | |

The overdraft is secured.

10 Deferred taxation

| | 1997 | | 1996 | |
|-----------------------------|-----------------------------|------------------------|-----------------------------|------------------------|
| | Potential liability £ | Provision made £ | Potential liability £ | Provision made £ |
| Corporation tax deferred by | | | | |
| capital allowances | - | - | - | _ |
| | | | | |
| | - | - | - | _ |
| | | | | |

The potential liability and provision are based on a corporation tax rate of 25% (1996 25%).

11 Reconciliation of movements in shareholders' funds

| | 1997 £ | 1996 £ |
|--|-----------|-----------|
| Profit for the financial year representing a Net addition to shareholders' funds | 192,119 | 28,283 |
| Opening shareholders' funds | 29,399 | 1,116 |
| Closing shareholders' funds | 221,518 | 29,399 |

NOTES ON FINANCIAL STATEMENTS

30th March 1997

12 Called up share capital

| | * | 1997 | | 1996 | |
|----|-----------------------------------|-----------|---------|-----------|---------|
| | | Number of | | Number of | |
| | | shares | £ | shares | £ |
| | Authorised | | | | |
| | Ordinary share capital | 100,000 | 100,000 | 100,000 | 100,000 |
| | Allotted called up and fully paid | | | | |
| | Ordinary share capital | 95 | 95 | 95 | 95 |
| 13 | Profit and loss account | | | | |
| | | | | | 1997 |
| | | | | | £ |
| | 1st April 1996 | | | | 29,304 |
| | Retained profit for the year | | | | 192,119 |
| | 30th March 1997 | | | | 221,423 |

14 Guarantees and other financial commitments

Financial commitments under non-cancellable operating leases will result in the following payments falling due in the year to 31st March 1998

| | 1997 Plant & Other | 1996 Plant & Other |
|--------------------------|--------------------------|--------------------------|
| Expiring | £ | £ |
| Within two to five years | 9,690 | - |
| | 9,690 | |
| | **** | |

15 Related parties

The company is controlled by J. Hyde Esq. a director.