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NUMBER ONE LEICESTER SQUARE LIMITED

Report and Accounts

31 December 2003



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28/10/04

Number One Leicester Square Limited

Registered No. SC27054

DIRECTORS

Andrew Page
Stephen Critoph
Robert Morgan

COMPANY SECRETARY

Robert Morgan

REGISTERED OFFICE

56-62 Wilton Road
London SW1V 1DE

Number One Leicester Square Limited

DIRECTORS' REPORT

The directors present their report and the accounts for the year ended 31 December 2003.

RESULTS AND DIVIDENDS

The company did not trade during the year and, accordingly, no profit and loss account has been prepared. The directors do not recommend the payment of a dividend.

DIRECTORS AND THEIR INTERESTS

The directors during the year ended 31 December 2003 were as follows:

Andrew Page

Andrew G. Guy (resigned 17 November 2003)

Robert Morgan (appointed 17 November 2003)

Stephen Critoph was appointed as a director of the company on 27 September 2004.

None of the directors held any interests in the ordinary shares of the company during the year.

The interests in shares and in options over shares in The Restaurant Group plc (the ultimate parent company, formerly named City Centre Restaurants plc) for directors who were not directors of The Restaurant Group plc, but were directors of the company at 31 December 2003 are as follows:

	31 December 2003	31 December 2002 (or date of appointment, if later)
<i>Robert Morgan (appointed 17 November 2003)</i>		
Shares held in The Restaurant Group plc	-	-
Options @ 60.5p	50,000	50,000
Options @ 67.7p	100,000	100,000
Mirror Options @ 67.7p *	50,000	50,000

* Under the terms of the 2003 City Centre Restaurants plc Executive Mirror Option Scheme, an option holder may exercise either the mirror option or the original option over which the mirror option has been granted, but not both.

The interests of the other directors, who were all directors of The Restaurant Group plc, in the shares of the ultimate parent undertaking, The Restaurant Group plc, are shown in the accounts of that company. Options granted to these directors to purchase ordinary shares in The Restaurant Group plc are also shown in the accounts of that company.

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS

Company law requires the directors to prepare accounts 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 accounts, 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 accounts; and
- Prepare the accounts 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 accounts comply with the Companies Act 1985. They are 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



28/10/04

Robert Morgan
Company Secretary

Number One Leicester Square Limited

BALANCE SHEET At 31 December 2003

	Note	31 December 2003 £	31 December 2002 £
CREDITORS: amounts falling due within one year			
Amount owed by parent undertaking		(238,422)	(238,422)
CAPITAL AND RESERVES			
Called up share capital – equity	2	33,000	33,000
Called up share capital – non-equity	2	7,000	7,000
Profit and loss account		(278,422)	(278,422)
SHAREHOLDERS' FUNDS			
Equity		(245,422)	(245,422)
Non-equity		7,000	7,000
		(238,422)	(238,422)


For the year ended 31 December 2003 the company was dormant.

The company was entitled to exemption from an audit for the year ended 31 December 2003 under section 249AA (1) of the Companies Act 1985.

The members of the company have not required the company to obtain an audit for the year ended 31 December 2003 in accordance with sub section 249B(2) of the Companies Act 1985.

The directors acknowledge their responsibility for ensuring that the company keeps accounting records which comply with section 221, the Companies Act 1985, and 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, the Companies Act 1985, and which otherwise comply with the requirements of this Act relating to accounts, so far as applicable to the company.

Approved by the board of directors on 28/10/04



Robert Morgan
Director

NOTES TO THE ACCOUNTS

At 31 December 2003

1. ACCOUNTING POLICY

Accounting convention

The accounts have been prepared under the historical cost convention and in accordance with applicable accounting standards. The financial statements have been prepared on a going concern basis, notwithstanding the deficiency of net assets, as the parent company has agreed to provide ongoing support to allow the company to meet its liabilities as and when they fall due.

2. SHARE CAPITAL

	31 December 2003 £	31 December 2002 £
Authorised allotted, called up and fully paid:		
Equity share capital		
33,000 ordinary shares of £1 each	33,000	33,000
Non-equity share capital		
7,000 6% cumulative preference shares of £1 each	7,000	7,000
	<u>40,000</u>	<u>40,000</u>

The company can, on giving six months notice in writing prior to any preference share dividend date, redeem any of the cumulative preferences shares.

The holders of the cumulative preference shares are not entitled to vote at meetings of the company unless their dividends are at least three years in arrears or the meeting is convened for reducing capital, passing an extraordinary resolution to the effect that the company cannot continue in business by reason of its liabilities, to sanction the sale or amalgamation of the undertaking or where proposals directly affect the rights and privileges of the preference shares.

The holders of the cumulative preference shares have waived their cumulative unpaid dividends up to 31 December 2003.

3. ULTIMATE PARENT UNDERTAKING

The Restaurant Group plc (formerly named City Centre Restaurants plc), which is registered in Great Britain (Registered No. 30343), is the immediate and ultimate parent undertaking and is the parent undertaking of the smallest and the largest group for which group accounts are prepared.

Copies of the group accounts of The Restaurant Group plc can be obtained from the Company Secretary at 20 Irving Street, London WC2H 7AU.