

SC 27054

Report and Accounts

*Number One Leicester
Square Limited*

31 December 1998



Number One Leicester Square Limited

Registered No. 27054

DIRECTORS

J P G Naylor

J D Wittich

A G Guy

SECRETARY

J D Wittich

AUDITORS

Ernst & Young

Becket House

1 Lambeth Palace Road

London SE1 7EU

REGISTERED OFFICE

10 George Street

Edinburgh EH2 2DZ

DIRECTORS' REPORT

The directors submit their report and accounts for the year ended 31 December 1998.

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 were as follows:

J P G Naylor
J D Wittich
A G Guy

None of the directors had any interest in the issued share capital of the company. Directors' interests in the share capital and share options of the ultimate parent undertaking are disclosed in the accounts of the parent undertaking, City Centre Restaurants plc.

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; 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 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

A resolution to reappoint Ernst & Young as auditors will be put to the members at the Annual General Meeting.

By order of the board



Secretary

29 OCT 1999

REPORT OF THE AUDITORS
to the members of Number One Leicester Square Limited

We have audited the accounts on pages 4 and 5, which have been prepared under the historical cost convention and on the basis of the accounting policy set out on page 5.

Respective responsibilities of directors and auditors

As described on page 2 the company's directors are responsible for the preparation of the accounts. It is our responsibility to form an independent opinion, based on our audit, on those accounts and to report our opinion to you.

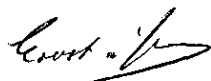
Basis of opinion

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 accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, 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 accounts 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 accounts.

Opinion

In our opinion the accounts give a true and fair view of the state of affairs of the company as at 31 December 1998 and have been properly prepared in accordance with the Companies Act 1985.



Ernst & Young
Registered Auditor
London

29 OCT 1999

Number One Leicester Square Limited

BALANCE SHEET

at 31 December 1998

	Note	1998 £	1997 £
CREDITORS: amounts falling due within one year			
Amounts due to 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)

Approved by the board of directors on 29th October 1999

A. Wittich

Director

Number One Leicester Square Limited

NOTES TO THE ACCOUNTS

at 31 December 1998

1. ACCOUNTING POLICY

Accounting convention

The accounts have been prepared under the historical cost convention and in accordance with applicable accounting standards.

2. SHARE CAPITAL

	1998 £	1997 £
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 preference 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 1998.

3. ULTIMATE PARENT UNDERTAKING

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

Copies of the group accounts of City Centre Restaurants plc can be obtained from the Secretary at 56-62 Wilton Road, London SW1V 1DE.