Abbreviated Accounts

for the year ended 31 January 2006

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Company Information for the year ended 31 January 2006

DIRECTORS:

NR Talbot DMB Snowdon ANH Birkett CJ Malpas C Wilson

SECRETARY:

AG Bailes

REGISTERED OFFICE:

Rocky Bank Lakeside Newby Bridge Cumbria LA12 8AS

REGISTERED NUMBER:

01679025 (England and Wales)

AUDITORS:

EJ Williams & Co

Chartered Accountants and

Registered Auditors 4 Brunswick Street

CARLISLE CA1 1PP

Report of the Directors for the year ended 31 January 2006

The directors present their report with the accounts of the company for the year ended 31 January 2006.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of operating a hotel and related leisure activities.

REVIEW OF BUSINESS

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

DIVIDENDS

The directors do not recommend payment of a dividend (2005: £nil)

FIXED ASSETS

In the opinion of the directors, the market value of the land and buildings of the company is in excess of their book values.

FUTURE DEVELOPMENTS

The swimming pool and leisure facilities have widened the appeal of the hotel to guests. Further increases in services offered to guests are planned.

DIRECTORS

The directors during the year under review were:

NR Talbot DMB Snowdon ANH Birkett CJ Malpas C Wilson

The beneficial interests of the directors holding office on 31 January 2006 in the issued share capital of the company were as follows:

	31.1.06	1.2.05
Ordinary £1 shares		
NR Talbot	35,000	35,000
DMB Snowdon	17,400	17,400
ANH Birkett		-
CJ Malpas	~	-
C Wilson	-	-

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice.

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.

Report of the Directors for the year ended 31 January 2006

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 234ZA of the Companies Act 1985) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

AUDITORS

Pursuant to a shareholders resolution, the company is not obliged to reappoint its auditors annually and EJ Williams & Co will therefore continue in office.

ON BEHALF OF THE BOARD:

A. G. B. 1-

AG Bailes - Secretary

21 November 2006

Report of the Independent Auditors to Yorkcloud Limited Under Section 247B of the Companies Act 1985

We have examined the abbreviated accounts set out on pages five to eighteen, together with the financial statements of Yorkcloud Limited for the year ended 31 January 2006 prepared under Section 226 of the Companies Act 1985.

This report is made solely to the company, in accordance with Section 247B of the Companies Act 1985. Our work has been undertaken so that we might state to the company those matters we are required to state to it in a special auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company, for our work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the abbreviated accounts 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 accounts prepared in accordance with Section 246A(3) of the Act to the Registrar of Companies and whether the abbreviated accounts have been properly prepared in accordance with that provision and to report our opinion to you.

Basis of opinion

We conducted our work in accordance with Bulletin 2006/3 "The Special Auditor's Report on Abbreviated Accounts in the United Kingdom" issued by the Auditing Practices Board. In accordance with that Bulletin 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 accounts and that the abbreviated accounts to be delivered are properly prepared.

Opinion

In our opinion the company is entitled to deliver abbreviated accounts prepared in accordance with Section 246A(3) of the Companies Act 1985, and the abbreviated accounts have been properly prepared in accordance with that provision.

EJ Williams & Co Chartered Accountants and Registered Auditors 4 Brunswick Street CARLISLE CA1 1PP

21 November 2006

Abbreviated Profit and Loss Account for the year ended 31 January 2006

h	Notes	2006 £	2005 £
GROSS PROFIT		2,307,863	2,370,738
Administrative expenses		1,931,101	1,941,265
OPERATING PROFIT	3	376,762	429,473
Interest receivable and similar income		636	204
		377,398	429,677
Amounts written off investments	4	2,104	5,015
		375,294	424,662
Interest payable and similar charges	5	57,962	213,193
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		317,332	211,469
Tax on profit on ordinary activities	6	62,023	41,758
PROFIT FOR THE FINANCIAL YEAR AFTER TAXATION		255,309	169,711

CONTINUING OPERATIONS

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

TOTAL RECOGNISED GAINS AND LOSSES

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

Abbreviated Balance Sheet 31 January 2006

		200)6	200)5
-W 1000	Notes	£	£	£	£
FIXED ASSETS Tangible assets Investments	7 8		3,696,181 165,121		3,694,198 173,737
			3,861,302		3,867,935
CURRENT ASSETS Stocks Debtors Cash in hand	9 10	68,586 208,965 1,846		54,813 185,703 1,521	
		279,397		242,037	
CREDITORS Amounts falling due within one year	11	1,495,301		1,812,655	
NET CURRENT LIABILITIES			(1,215,904)		(1,570,618)
TOTAL ASSETS LESS CURRENT LIABILITIES			2,645,398		2,297,317
CREDITORS Amounts falling due after more than of year	one 12		(746,059)		(658,310)
PROVISIONS FOR LIABILITIES	16		(264,685)		(259,662)
NET ASSETS			1,634,654		1,379,345
CAPITAL AND RESERVES Called up share capital Share premium Profit and loss account	17 18 18		92,400 57,600 1,484,654		92,400 57,600 1,229,345
SHAREHOLDERS' FUNDS	22		1,634,654		1,379,345

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

The financial statements were approved by the Board of Directors on 21 November 2006 and were signed on its behalf by:

C Wilson - Director

Cash Flow Statement for the year ended 31 January 2006

		200	6	200	5
	Notes	£	£	£	£
Net cash inflow from operating activities	1		624,266		305,518
Returns on investments and servicing of finance	2		(185,515)		(77,305)
Taxation			(41,674)		(18,197)
Capital expenditure and financial investment	2		(69,194)		(88,455)
Equity dividends paid			-		(50,820)
			327,883		70,741
Financing	2		130,613		(261,530)
Increase/(Decrease) in cash in the	period		458,496		(190,789)
Reconciliation of net cash flow to movement in net debt	3				
Increase/(Decrease) in cash in the period Cash outflow		458,496		(190,789)	
from decrease in debt and lease financing		199,387		269,530	
Change in net debt resulting from cash flows			657,883		78,741
Movement in net debt in the period Net debt at 1 February	l		657,883 (1,369,778)		78,741 (1,448,519)
Net debt at 31 January			<u>(711,895)</u>		<u>(1,369,778</u>)

Notes to the Cash Flow Statement for the year ended 31 January 2006

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

	2006 £	2005 £
Operating profit	376,762	429,473
Depreciation charges	73,823	68,004
Profit on disposal of fixed assets	-	(2,706)
Increase in stocks	(13,773)	(7,443)
Increase in debtors	(23,262)	(52,387)
Increase/(Decrease) in creditors	210,716	(129,423)
Net cash inflow from operating activities	624,266	305,518

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

Returns on investments and servicing of finance Interest received Interest paid Interest element of hire purchase payments	2006 £ 8,131 (192,956) (690)	2005 £ 204 (76,957) (552)
Net cash outflow for returns on investments and servicing of finance	<u>(185,515)</u>	<u>(77,305</u>)
Capital expenditure and financial investment Purchase of tangible fixed assets Purchase of fixed asset investments Sale of tangible fixed assets Sale of fixed asset investments Net cash outflow for capital expenditure and financial investment	(75,806) 6,612 (69,194)	(87,142) (18,489) 17,176 ————————————————————————————————————
Financing New loans in year Loan repayments in year HP capital repayments in year New HP in year Net cash inflow/(outflow) from financing	359,779 (224,443) (4,723) ————————————————————————————————————	(266,685) (6,631) 11,786 (261,530)

Notes to the Cash Flow Statement for the year ended 31 January 2006

3. ANALYSIS OF CHANGES IN NET DEBT

Neteck	At 1/2/05 £	Cash flow £	At 31/1/06 £
Net cash: Cash at bank and in hand Bank overdraft	1,521 (<u>638,309</u>)	325 458,171	1,846 (180,138)
	(636,788)	458,496	(178,292)
Debt: Hire purchase Debts falling due	(11,628)	4,723	(6,905)
within one year Debts falling due	(199,933)	(44,007)	(243,940)
after one year	(521,429)	238,671	(282,758)
	(732,990)	199,387	(533,603)
Total	(1,369,778)	657,883	(711,895)

Notes to the Abbreviated Accounts for the year ended 31 January 2006

1. ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention.

The financial statements include transactions up to and including the nearest Saturday to 31 January of each year.

Turnover

Turnover is the total amount receivable by the company for goods supplied and services provided, excluding VAT and trade discounts.

Tangible fixed assets

No depreciation is provided on the company's freehold buildings as the directors consider that the lives of these assets are so long and residual values, based on prices prevailing at the time of acquisition, are sufficiently high that any depreciation would be immaterial. The directors consider that the aggregate of their residual values is at least equal to the aggregate of their book values. Depreciation of all other tangible assets is calculated to write down the cost less estimated residual value by instalments over their expected useful lives. The rates and periods generally applicable are:

Plant in buildings	5% reducing balance
Motor vehicles	25% reducing balance
Fixtures and fittings	20% reducing balance

Stocks

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

Deferred tax

Deferred tax is provided on the liability method to take account of timing differences between the treatment of certain items for accounts purposes and their treatment for tax purposes. Tax deferred is accounted for in respect of all material timing differences. The company has not adopted a policy of discounting deferred tax assets and liabilities.

Hire purchase and leasing commitments

Assets obtained under hire purchase contracts or finance leases are capitalised in the balance sheet. Those held under hire purchase contracts are depreciated over their estimated useful lives. Those held under finance leases are depreciated over their estimated useful lives or the lease term, whichever is the shorter.

The interest element of these obligations is charged to the profit and loss account over the relevant period. The capital element of the future payments is treated as a liability.

Rentals paid under operating leases are charged to the profit and loss account on a straight line basis over the period of the lease.

Pensions

The company operates a defined contribution pension scheme. Contributions payable for the year are charged in the profit and loss account.

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2. STAFF COSTS

	2005
£	£
1,908,888	1,547,930
165,088	131,361
25,193	127,025
2,099,169	1,806,316
	1,908,888 165,088 25,193

Notes to the Abbreviated Accounts - continued for the year ended 31 January 2006

2. STAFF COSTS - continued

	The average monthly number of employees during the year was as follows:	2006	2005
	Management Staff	28 118	25 115
		146	140
3.	OPERATING PROFIT		
	The operating profit is stated after charging/(crediting):		
	Hire of plant and machinery Depreciation - owned assets Depreciation - assets on hire purchase contracts Profit on disposal of fixed assets Auditors' remuneration	2006 £ 10,490 69,384 4,439 	2005 £ 8,893 66,390 1,614 (2,706) 3,825
	Directors' emoluments Directors' pension contributions to money purchase schemes	417,876 9,000	212,009 83,028
	The number of directors to whom retirement benefits were accruing was as	follows:	
	Money purchase schemes	1	2
	Information regarding the highest paid director is as follows:	2006	2005
	Emoluments etc Pension contributions to money purchase schemes	£ 186,401	£ 122,999 6,000
4.	AMOUNTS WRITTEN OFF INVESTMENTS	2006	2005
	Share of loss of partnership (see note 8)	£ 2,104	£ <u>5,015</u>
5.	INTEREST PAYABLE AND SIMILAR CHARGES	2006 £	2005 £
	Bank interest Other loan interest Interest payable Hire purchase	52,276 4,996 690	74,837 133,750 4,054 552
		57,962	213,193

Notes to the Abbreviated Accounts - continued for the year ended 31 January 2006

6. TAXATION

Analysis of the tax charge The tax charge on the profit on ordinary activities for the year was as fol	lows:	
, the cancer and provide an example of the control	2006 £	2005 £
Current tax: UK corporation tax	57,000	21,994
Adjustments in respect of prior periods		19,861
Total current tax	57,000	41,855
Deferred tax:		
Deferred tax - current year	5,023	18,881
Deferred tax - prior year		<u>(18,978</u>)
Total deferred tax	5,023	(97)

Factors affecting the tax charge

Tax on profit on ordinary activities

The tax assessed for the year is lower than the standard rate of corporation tax in the UK. The difference is explained below:

41,758

62,023

	2006 £	2005 £
Profit on ordinary activities before tax	<u>317,332</u>	211,469
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 19% (2005 - 19%)	60,293	40,179
Effects of: Expenses not deductible for tax purposes Capital allowances for period in excess of depreciation Adjustments in respect of prior periods	2,130 (5,423)	1,649 (19,834) 19,861
		
Current tax charge	57,000	41,855

Notes to the Abbreviated Accounts - continued for the year ended 31 January 2006

7. TANGIBLE FIXED ASSETS

	Fixtures			
	Freehold property £	and fittings £	Motor vehicles £	Totals £
COST	•			
At 1 February 2005	3,575,078	866,293	70,070	4,511,441
Additions	53,147	22,659		75,806
At 31 January 2006	3,628,225	888,952	70,070	4,587,247
DEPRECIATION				
At 1 February 2005	101,408	705,660	10,175	817,243
Charge for year	22,191	36,658	14,974	73,823
At 31 January 2006	123,599	742,318	25,149	891,066
NET BOOK VALUE				
At 31 January 2006	3,504,626	146,634	44,921	3,696,181
At 31 January 2005	3,473,670	160,633	59,895	3,694,198

Assets held under hire purchase contracts originally cost £19,370 (2005: £19,370) and have a net book value of £13,317 (2005: £17,756).

8. FIXED ASSET INVESTMENTS

	2006 £	2005 £
Participating interests Loans to undertakings in which the	15,943	17,947
company has a participating interest	149,178	155,790
	165,121	173,737

Additional information is as follows:

	Interest in other participating interests £
COST At 1 February 2005 Additions Share of loss of partnership	17,947 100 <u>(2,104</u>)
At 31 January 2006	15,943
NET BOOK VALUE At 31 January 2006	15,943
At 31 January 2005	17,947

Notes to the Abbreviated Accounts - continued for the year ended 31 January 2006

8. FIXED ASSET INVESTMENTS - continued

At 1 February 2005 Repayment in year	Loans to other participating interests £ 155,790 (6,612)
At 31 January 2006	149,178

The participating interest represents the cost of the company's partnership capital investment in Fine Food Marketing LLC, a limited liability company organised under the laws of the State of New York, USA. The capital investment is \$200,000 being 133.2 units of membership interest (38.2%). No income was received in the year and the share of the loss to date of \$176,036 (£107,003) has been recognised; \$3,787 (£2,104) in the year. Fine Food Marketing LLC and its wholly owned subsidiary Chelsea Market Baskets Limited trade as importers and distributors of gourmet food products and gift baskets. The company has also subscribed for 100 shares (being 33% of the issued share capital) in FIHotels.com Limited.

The loans are unsecured and interest free with no fixed repayment date.

9. STOCKS

٥.	o o o o o o o o o o o o o o o o o o o	2006	2005
	Stock	£ <u>68,586</u>	£ 54,813
10.	DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		2006	2005
	Total delice.	£	£
	Trade debtors Other debtors	157,478	147,898
	Prepayments and accrued income	9,724 41,763	1,805 36,000
	repayments and accided income	41,703	30,000
		208,965	185,703
11.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	2006 £	2005 £
	Bank loans and overdrafts (see note 13)	392,513	836,606
	Other loans (see note 13)	31,565	1,636
	Hire purchase contracts (see note 14)	3,604	4,747
	Payments on account	143,336	138,522
	Trade creditors	312,656	249,329
	Amounts owed to participating interests	100	
	Corporation tax	57,000	41,674
	Social security and other taxes	204,224	148,271
	Accruals and deferred income	350,303	<u>391,870</u>
		1,495,301	1,812,655

13.

Notes to the Abbreviated Accounts - continued for the year ended 31 January 2006

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

Bank loans (see note 13) Other loans (see note 13) Hire purchase contracts (see note 14) Amounts owed to group undertakings	2006 £ 258,997 23,761 3,301 460,000	2005 £ 495,321 26,108 6,881 130,000 658,310
LOANS		
An analysis of the maturity of loans is given below:		
Amounts falling due within one year or on demand: Bank overdrafts Bank loans Building Society loan Pension scheme loan	2006 £ 180,138 212,375 1,786 29,779	2005 £ 638,309 198,297 1,636 ———————————————————————————————————
	424,010	000,242
Amounts falling due between one and two years: Bank loans Building Society loan	197,248 1,786 199,034	198,296 1,636 199,932
Amounts falling due between two and five years: Bank loan Building Society loan	61,749 5,359 67,108	297,025 4,908 301,933
Amounts falling due in more than five years:		
Repayable by instalments Building Society loan	<u>16,616</u>	19,564

There are two bank loans included above. The interest rate on one bank loan of £175,797 is 1.25% over bank base rate and monthly repayments are £5,631 including interest. The interest rate on the other bank loan of £295,575 is 1.75% over bank base rate and the monthly repayments are £14,547. The bank loans are secured by legal mortgages over the company's freehold properties. There is a building society loan of £25,547 with interest of 0.5% over the society's commercial variable rate and a pension scheme loan of £29,779 with interest at 3% over bank base rate.

Notes to the Abbreviated Accounts - continued for the year ended 31 January 2006

14. OBLIGATIONS UNDER HIRE PURCHASE CONTRACTS AND LEASES

	Hi purci conti	hase
	2006	2005
	£	£
Net obligations repayable:		
Within one year	3,604	4,747
Between one and five years	<u>3,301</u>	6,881
	<u>6,905</u>	11,628

The following operating lease payments are committed to be paid within one year:

	Land and buildings		Other operating leases	
Expiring:	2006 £	2005 £	2006 £	2005 £
Between one and five years In more than five years	58,170 21,000	51,420 21,000	23,589	17,839
	79,170	72,420	23,589	17,839

15. **SECURED DEBTS**

The following secured debts are included within creditors:

	2006	2005
	£	£
Bank overdrafts	180,138	638,309
Bank loans	471,372	693,618
Building Society loan	25,547	27,744
Hire purchase contracts	6,905	11,628
	683,962	1,371,299

The bank loans and overdrafts and Building Society loan are secured by a charge over the assets of the company.

16. PROVISIONS FOR LIABILITIES

	2006 £	2005 £
Deferred tax	044.054	000 704
Accelerated capital allowances Losses carried forward	244,354 20,331	239,731
	264,685	259,662

Notes to the Abbreviated Accounts - continued for the year ended 31 January 2006

16. PROVISIONS FOR LIABILITIES - continued

	Balance at 1 Movement in	February 2005 the year			Deferred tax £ 259,662 5,023
	Balance at 31	1 January 2006			264,685
17.	CALLED UP	SHARE CAPITAL			
	Authorised:				
	Number:	Class:	Nominal value:	2006 £	2005 £
	100,000	Ordinary	£1	100,000	100,000
		ed and fully paid:			
	Number:	Class:	Nominal value:	2006 £	2005 £
	92,400	Ordinary	£1	92,400	92,400
18.	RESERVES				
			Profit	-	
			and loss account	Share premium	Totals
			£	£	£
				~	-
	At 1 February		1,229,345	57,600	1,286,945
	Profit for the	year	255,309		<u>255,309</u>
	At 31 January	y 2006	1,484,654	57,600	1,542,254

19. PENSION COMMITMENTS

The company operates defined contribution pension schemes for the benefit of the directors and staff. The assets of the schemes are administered by trustees in funds independent from those of the company. The total contributions paid in the year amounted to £25,193 (2005: £127,025).

20. TRANSACTIONS WITH DIRECTORS

During the year the company rented rooms in a house adjacent to the hotel owned by a director for £5,000 (2005: £5,000).

21. RELATED PARTY DISCLOSURES

During the year the company incurred a management fee of £10,000 from JRB Holdings Limited which is the parent undertaking of Modelbarn Limited, a 33.5% shareholder in the company. At 31 January 2006 the total amount owing to JRB Holdings Limited was £460,000 (2005: £130,000). The loan has no fixed repayment term.

The details of movements on the company's partnership capital investment in and loans to Fine Food Marketing LLC, a limited liability company organised under the laws of the State of New York, USA are shown in note 9.

Notes to the Abbreviated Accounts - continued for the year ended 31 January 2006

22. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2006 £	2005 £
Profit for the financial year	255,309	169,711
Net addition to shareholders' funds Opening shareholders' funds	255,309 1,379,345	169,711 1,209,634
Closing shareholders' funds	1,634,654	1,379,345
Equity interests	_1,634,654	1,379,345