REGISTRAP OF COMPANIES

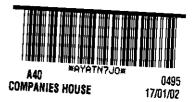
# Havana Holdings (UK) Limited

Report and Financial Statements

Year Ended

30 September 2000





# Report and financial statements for the year ended 30 September 2000

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Directors

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# **Directors**

M A Cairns J O'Shea S Moatassem J Rea A F Winterbottom

# Secretary and registered office

S Moatassem, Media House, 4 Stratford Place, London, W1N 9AE.

# Company number

3513344

### **Auditors**

BDO Stoy Hayward, 8 Baker Street, London, W1U 3LL.

### Report of the directors for the year ended 30 September 2000

The directors present their first report together with the audited financial statements for the year ended 30 September 2000.

### Results and dividends

The profit and loss account is set out on page 5 and shows the result for the year.

The directors do not recommend an ordinary dividend.

### Principal activities, trading review and future developments

The principal activity of the group consists of ownership of, and investments in hotels.

The company trades as an investment holding company. The company's principal investment is the Churchill Inter-Continental Hotel, Portman Square, London.

The directors were satisfied with the results in 2000 and they anticipate that they will achieve similar results in 2000.

# Charitable and political contributions

During the year the group made charitable donations of £1,500 (1999 - £50).

#### **Directors**

The directors of the company during the year and their interests in the ordinary share capital of the company were:

M A Cairns

J O'Shea

S Moatassem

J Rea

A F Winterbottom

No director had any beneficial interest in the ordinary shares of the company at any time during the year.

# **Employment of disabled persons**

The nature of the group's business is such that the duties of the majority of employees can only be performed by able-bodied people. Disabled people are not discriminated against when applying for suitable posts. Every effort is made to transfer employees becoming disabled to suitable posts within the groups.

# Employee involvement

The group's communications with employees are conducted informally through the established supervisory structure.

# Report of the directors for the year ended 30 September 2000 (Continued)

# 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 the group and of the profit or loss of the group for that year. 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 departure 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 the group 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.

#### **Auditors**

BDO Stoy Hayward have expressed their willingness to continue in office and a resolution to re-appoint them will be proposed at the annual general meeting.

By order of the Board

S Moatassem

Secretary

Date 5 December 2001

### Report of the independent auditors

## To the shareholders of Havana Holdings (UK) Limited

We have audited the financial statements of Havana Holdings (UK) Limited on pages 5 to 19 which have been prepared under the accounting policies set out on pages 10 and 11.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Directors' Report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

### Basis of opinion

We conducted our audit in accordance with United Kingdom 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.

# Report of the independent auditors (Continued)

# Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 30 September 2000 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

**BDO STOY HAYWARD** 

850 Ste 1/

Chartered Accountants and Registered Auditors London

5 December 2001

HAVANA HOLDINGS (UK) LIMITED

# Consolidated profit and loss account for the year ended 30 September 2000

	Note	Year ended 30 September 2000 £'000	Period ended 30 September 1999 £'000
Turnover	2	27,392	20,506
Raw materials and consumables		(1,282)	(1,045)
Other external changes		(1,476)	(1,130)
Staff costs		(7,006)	(5,246)
Depreciation		(3,780)	(1,366)
Other operating charges		(6,195)	(4,196)
Operating profit	4	7,653	7,523
Interest receivable and similar income		478	494
Interest payable and similar charges	5	(7,855)	(6,121)
Profit on ordinary activities before taxation		276	1,896
Taxation on profit from ordinary activities	6	796	808
(Loss)/profit on ordinary activities after taxation and retained for the year		(520)	1,088

All recognised gains and losses are included in the profit and loss account. All amounts relate to continuing activities.

# Note of historical cost profits and losses for the year ended 30 September 2000

	Year ended 30 September 2000 £'000	Period ended 30 September 1999 £'000
Reported profit on ordinary activities before taxation	276	1,896
Difference between actual and historical cost depreciation	1,706	-
		<del></del>
Historical cost profit on ordinary activities before taxation	1,982	1,896

# Consolidated balance sheet at 30 September 2000

	Note	2000 £'000	2000 £'000	1999 £'000	1999 £'000
Fixed assets					
Tangible assets	7		147,874		148,278
Current assets					
Stocks	9	507		107	
Debtors	10	4,915		4,480	
Cash at bank and in hand		5,386		10,678	
		10,808		15,265	
Creditors: amounts falling due within one year	11	12,676		12,551	
Net current (liabilities)/assets			(1,868)		2,714
Total assets less current liabilities			146,006		150,992
Creditors: amounts falling due after more than one year	12		(95,464)		99,930
			50,542		51,062
Capital and reserves					
Called up share capital	14		42,500		42,500
Share premium	15		5,000		5,000
Profit and loss account	15		3,042		3,562
Shareholders' funds - equity	16		50,542		51,062

The financial statements were approved by the Board on 5 December 2001

S Moatassem

J O'Shea

) Directors

# Balance sheet at 30 September 2000

	Note	2000 £'000	2000 £'000	1999 £'000	1999 £'000
Fixed assets	O		72.020		72 020
Investments	8		72,838		72,838
Current assets					
Debtors	10	94,436		84,579	
Cash at bank and in hand		2,789		7,315	
		97,225		91,894	
Creditors: amounts falling due within one year	11	37,170		25,468	
Net current assets			60,055		66,426
Total assets less current liabilities			132,893		139,264
Creditors: amounts falling due after more than one year	12		95,464		99,930
			37,429		39,334
			<del></del>		<del></del>
Capital and reserves					
Called up share capital	14		42,500		42,500
Share premium	15		5,000		5,000
Profit and loss account	15		(10,071)		(8,166)
Shareholders' funds - equity	16		37,429		39,334

The financial statements were approved by the Board on 5 December 2001

S Moatassem

) ) Directors

J O'Shea

# Consolidated cash flow statement for the year ended 30 September 2000

	Note	Year ended 30 September 2000 £'000		Period ended 30 September 1999 £'000	
Net cash inflow from Operating activities	21		10,865		8,391
Returns on investments and servicing of finance Interest received Interest paid		478 (6,821)	)	494 (4,881)	1
			(6,343)		(4,387)
Taxation UK Corporation tax			(526)	)	-
Capital expenditure Purchase of tangible fixed assets			(3,788)	)	(2,389)
Cash outflow before use of liquid resources and financing			208		1,615
Management of liquid resources  Cash held on short term deposit	23		5,735		1,125
Financing Bank loans repaid New bank loan acquired Discounted loan notes repaid		(5,500 <u>)</u> -	)	4,500 (9,500)	)
			(5,500)		(5,000)
Decrease in cash			(443)	)	(2,260)

# Notes forming part of the financial statements for the year ended 30 September 2000

### 1 Accounting policies

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:

#### Consolidation

The consolidated financial statements incorporate the financial statements of Havana Holdings (UK) Limited and all of its subsidiaries. The results of companies acquired are included in the profit and loss account from the date of acquisition.

In accordance with the exemption allowed in Section 230 (3) of Companies Act 1985, a separate profit and loss account dealing with the results of the company has not been prepared. The group profit for the year includes a loss of £1,905,000 (1999 – loss of £2,746,000) which is dealt with in the financial statements of the company.

### Revaluation of land and buildings

FRS15 requires fixed assets which are carried at revalued amounts to be shown at their current value at the balance sheet date. To achieve this freehold and long leasehold land and buildings are subject to a full valuation every 5 years with an interim valuation carried out in the third year of this cycle.

The profit or loss on disposal of revalued properties is calculated by reference to net book value and any realised revaluation surplus is transferred to the profit and loss account through reserves.

# Depreciation

Depreciation is provided to write of the cost or valuation, less estimated residual values, of all tangible fixed assets, except for investment properties and freehold land evenly over their expected useful lies. It is calculated at the following rates:

Long leasehold land and buildings - 50 years Fixtures, fittings, tools and equipment - 4 to 12 years

#### Stocks

Stocks are valued at the lower of cost and net realisable value.

### Deferred taxation

Provision is made for timing differences between the treatment of certain items for taxation and accounting purposes, to the extent that it is probable that a liability or asset will crystallise.

#### Leased assets

Annual rentals on operating leases are charged to the profit and loss account on a straight line basis over the lease term.

Notes forming part of the financial statements for the year ended 30 September 2000 (Continued)

### 1 Accounting policies (Continued)

### Pensions

Pension costs in respect of the group's defined benefit scheme are charged to the profit and loss account so as to spread the cost of pensions over the service lives of the employees in the scheme. Variations from the regular cost are spread over the remaining service lives of current employees in the scheme. The pension cost is assessed in accordance with the advice of a qualified actuary.

### Discounted loan notes

The finance cost of discounted loan notes is calculated at a constant rate on the carrying amount such that the value of the initial proceeds from the loan notes and accrued interest will equal the value at which the loan notes are to be redeemed at the date of maturity.

# Liquid resources

Liquid resources consist of amounts on deposit with a maturity of up to twelve months.

### 2 Turnover

Turnover represents the invoiced value of goods and services, exclusive of VAT, provided to customers of The Churchill Inter-Continental Hotel, Portman Square, London. All revenue is generated in the United Kingdom.

The directors consider the whole of the activities of the group to constitute a single class of business.

Notes forming part of the financial statements for the year ended 30 September 2000 (Continued)

3	Directors and employees		
	- •	Year ended	Period ended
		30 September	30 September
		2000	1999
		£'000	£'000
	Staff costs consist of:		
	Wages and salaries	6,179	4,892
	Social security costs	460	322
	Other pension costs	367	93
	omer pension cont		
		7,006	5,307
	The everyon number of everylaring during the everyon 249 (1)	000 273)	<del></del>
	The average number of employees during the year was 348 (1)	999 – 372).	
	The directors received fees of £82,545 ( 1999 - £61,113) during	ig the year.	
4	Operating profit		
	1 01	Year ended	Period ended
		30 September	
		2000	1999
		£'000	£'000
	This is arrived at after charging:	2 000	2000
	inis is difficed at arter charging.		
	Depreciation on fixed assets	3,780	1,366
	Hire or other assets - operating leases	475	506
	Auditors' remuneration - audit services	41	23
	- non-audit services	41	6
	- non-addit services	-	
5	Interest payable and similar charges		
-	I^	Year ended	Period ended
		30 September	
		2000	1999
		£'000	£'000
		x.000	£ 000
	Bank loans	6,821	4,896
	Interest on amounts owed to parent undertaking	1,034	1,225
		7,855	6,121
		,	,

Notes forming part of the financial statements for the year ended 30 September 2000 (Continued)

6	Taxation on profit from ordinary activities			ear ended Per September 30 S 2000 £'000	
	UK corporation tax in respect of current year			796	808
7	Tangible assets - group	Long leasehold land and buildings £'000	Operating equipment £'000	Fixtures, fittings and equipment £'000	Total £'000
	Cost At 1 October 1999 Additions Transfers Disposals	142,308 2,828 1,916	398	17,948 960 (1,916) (2,568)	160,654 3,788 - (2,966)
	At 30 September 2000	147,052	-	14,424	161,476
	Depreciation At 1 October 1999 Provided for the year Disposals	2,356	-	12,375 1,424 (2,553)	12,375 3,780 (2,553)
	At 30 September 2000	2,356	-	11,246	13,602
	Net book value At 30 September 2000	144,696		3,178	147,874
	At 30 September 1999	142,308	398	5,573	148,278

Notes forming part of the financial statements for the year ended 30 September 2000 (Continued)

8	Fixed asset investments  Company	2000 £'000	1999 £'000
	Cost and net book value On acquisition and 30 September 2000	72,838	72,838

The investments are unlisted. Further details of subsidiary undertakings included in the group are shown in note 17.

# 9 Stocks

	Gi	Group		ipany
	2000	1999	2000	1999
	£'000	£'000	£'000	£'000
Consumables	10	9	-	-
Goods for resale	99	98	-	-
Operating equipment	398		-	-
	<del></del>		······································	
	507	107	-	-
			<del></del>	

# 10 Debtors

/cbto13	G	roup	Con	npany
	2000	1999	2000	1999
	£'000	£'000	£'000	£'000
Trade debtors	3,380	2,971	-	-
Due from parent undertaking	566	566	566	566
Due from subsidiary undertakings	-	-	93,317	83,402
Other debtors	701	693	553	611
Prepayments and accrued income	268	250	-	-
	4.04.			04.580
	4,915	4,480	94,436	84,579
		<u></u>	<del></del>	

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

Notes forming part of the financial statements for the year ended 30 September 2000 (Continued)

11	Creditors: amounts falling due within one ye	ear			
	_	Gr	oup	Com	ipany
		2000 £'000	1999 £'000	2000 £'000	1999 £'000
	Bank loans (secured – see note 12)	5,500	5,500	5,500	5,500
	Amounts owed to subsidiary undertakings	-	-	31,403	19,683
	Trade creditors	3,097	4,329	-	<u>.</u>
	Taxation and social security	1,296	771	_	_
	Corporation tax	1,078	808	-	-
	Other creditors	576	262	-	-
	Accruals and deferred income	1,129	881	267	285
		12,676	12,551	37,170	25,468

# 12 Creditors: amounts falling due after more than one year

	Group		Company	
	2000	1999	2000	1999
	£'000	£'000	£'000	£'000
Amounts owed to parent undertaking Bank loan (secured)	13,964	12,930	13,964	12,930
	81,500	87,000	81,500	87,000
	95,464	99,930	95,464	99,930

Amounts owed to the parent undertaking consist of discounted loan notes of £9,500,000 repayable in 2007 and £10,500,000 repayable in 2004. The loan notes were issued for a redemption value of £19,800,000 and £17,100,000 respectively. Interest of £2,259,000 has been accrued on these balances in accordance with Financial Reporting Standard 4.

The bank loan is secured by a fixed and floating charge over the assets of the group.

The repayments on this loan are as follows:

	2000 £'000	1999 £'000
Within one to two years Within two to five years After five years	5,500 12,000 69,500	5,500 16,650 70,350
	87,000 	92,500

Notes forming part of the financial statements for the year ended 30 September 2000 (Continued)

13	Deferred taxation	2000 Unprovided £'000	2000 Provided £'000	1999 Unprovided £'000	1999 Provided £'000
	Group				
	Decelerated capital allowances	(114)	-	(92)	-
	Unrelieved tax losses carried forward	(8,197)	_	(6,773)	-
	Revaluation reserve	26,746	_	26,888	-
	Interest payable	(833)	-	(833)	-
		17,602	-	19,190	-
				<del></del>	

# Company

There is no unprovided deferred tax at company level.

14 Share capital			Auth	orised	
	-	2000	1999	2000	1999
		Number	Number	£'000	£'000
	Ordinary shares of £1 each	100,000,000	100,000,000	100,000	100,000
			Allotted, called	up and fully pa	id
		2000	1999	2000	1999
		Number	Number	£'000	£'000
	Ordinary shares of £1 each	42,500	42,500	42,500	42,500

# 15 Reserves

An analysis of movements on reserves is given below:

,	Gro	oup	Com	pany
	2000 £'000	1999 £'000	2000 £'000	1999 £'000
Share premium At 1 October 1999 and at 30 September 2000	5,000	5,000	5,000	5,000
Profit and loss account At 1 October 1999 and at 30 September 2000 Profit/(loss) for the year	3,562 (520)	2,474 1,088	(8,166) (1,905)	(5,420) (2,746)
At 30 September 2000	3,042	3,562	(10,071)	(8,166)

Notes forming part of the financial statements for the year ended 30 September 2000 (Continued)

#### 16 Reconciliation of movements in shareholders' funds

	Group		Company	
	2000	1999	2000	1999
	£'000	£'000	£'000	£'000
(Loss)/profit/ for the year	(520)	1,0 <b>88</b>	(1,905)	(2,746)
New share capital subscribed	-	-		-
Opening shareholders' funds	51,062	49,974		42,080
Closing shareholders' funds	50,542	51,062	37,429	39,334

# 17 Subsidiary undertakings

The company's subsidiaries, owned directly or indirectly and included within the consolidated financial statements are as follows:

Name	Principal activities	Description and proportion of shares held	Country of registration
Primeairo Limited	Holding company	100% ordinary shares	England
International Hoteliers (UK) Limited	Hotel owning company	100% ordinary shares	England
Churchill Group Limited	Hoteliers	100% ordinary shares 100% deferred shares	England

# 18 Pension scheme

A subsidiary company, Churchill Group Limited, operates a pension scheme in the United Kingdom called the Churchill Staff Benefits Plan which is a funded defined benefit plan. The assets of the scheme are excluded from these accounts and held in separate Trustee Administered Funds.

The company's pension costs are calculated in accordance with the advice of an independent qualified actuary using the Attained Age Method. The latest formal Actuarial Valuation of the Scheme was carried out as at 6 April 1999. The principal assumptions adopted in the valuation were that, over the long term the annual rate of return on investments would be 9.0% and salary increases would be 6% per annum.

The net market value of the assets of the scheme at the last valuation date were £7,497,000. The actuarial value of these assets on an "on-going" basis was not sufficient to cover the liabilities of the schemes by £2,168,000. The total pension cost of the company in the year was £93,000 after a reduction in the pension cost of £36,000 resulting from the amortisation of the surplus (1999 - £36,000 after a reduction in the cost of £134,000 resulting from the amortisation of the surplus).

Notes forming part of the financial statements for the year ended 30 September 2000 (Continued)

# 19 Commitments under operating leases

At 30 September 2000, the group had annual commitments under non-cancellable operating leases as set out below:

	Land a	nd buildings
	2000	1999
	£'000	£'000
Operating leases which expire:		
Within one year	-	40
After five years	25	476
	-pm <sub>1</sub> = -	
	25	516

# 20 Related party transactions

The trading operations of the Churchill Inter-Continental Hotel are managed by Inter-Continental Hotel & Resorts. During the year the group was charged, licence fees of £550,053 (1999 - £413,054) and Global reservation fees of £78,233 (1999 - £36,021) and credited with management fees of £49,735 (1999 - £76,000) by Inter-Continental Hotels & Resorts. At 30 September 1999 £257,463 (1999 - 341,596) was owed to them.

# 21 Reconciliation of operating profit to net cash inflow from operating activities

	Year ended 30 September	Period ended 30 September
	2000	1999
	£'000	£'000
Operating profit	7,653	7,523
Depreciation	3,780	1,366
Increase in debtors	(435)	(887)
(Decrease)/increase in creditors	(145)	360
(Increase)/decrease in stock	(2)	29
Loss on disposal of fixed assets	14	-
	10,865	8,391

Notes forming part of the financial statements for the year ended 30 September 2000 (Continued)

22	Reconciliation of net cash inflow to
	movement in net debt

novement in net debt	Year ended 30 September 2000 £'000		Period ended 30 September 1999 £'000	
Increase/(decrease) in cash in the year Cash outflow from decrease/	443		(2,260)	
(increase) in debt Cash inflow from increase in liquid	5,500		5,000	
resources	(5,735)	1	(1,125)	
Change in net debt resulting from cash Other non-cash movements	flows	208 (1,034)		1,615 (1,225)
Movement in net debt in the year Net debt at 1 October 1999		(826) (94,752)		390 (95,142)
Net debt at 30 September 2000		(95,578)		(94,752)

# 23 Analysis of changes in net debt

·	At 1 October 1999 £'000	Cash flow £'000	Other non-cash movements £'000	At 30 September 2000 £'000
Cash in hand and at bank	1,641	443	-	2,084
Debt due within one year Debt due after one year	(5,500) (99,930)	5,500	(1,034)	(5,500) (95,464)
Short term deposits	9,037	(5,735)	-	3,302
	(94,752)	208	(1,034)	(95,578)

# 24 Ultimate parent company

At 30 September 2000 the company's immediate parent company was Havana Investments Limited, a company incorporated under the terms of the States of Jersey.

The ultimate controlling party is unknown.