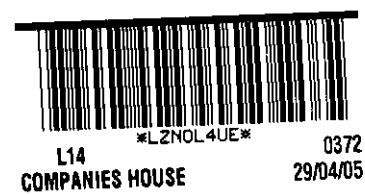


Registered number  
3819472

WY (WOODLAND PARK) LIMITED

Report and Accounts

25 November 2004



**WY (WOODLAND PARK) LIMITED**  
**Report and accounts**  
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**WY (WOODLAND PARK) LIMITED**  
**Company Information**

**Directors**

R C Felton  
J Hands

**Secretary**

Jordans Company Secretaries Limited

**Auditors**

PKF  
Farringdon Place  
20 Farringdon Road  
London  
EC1M 3AP

**Registered office**

The Old Library  
The Drive  
Sevenoaks  
Kent  
TN13 3AB

**Registered number**

3819472

## **WY (WOODLAND PARK) LIMITED**

### **Directors' Report**

The directors present their report and accounts for the period ended 25 November 2004.

#### **Principal activities**

The company's principal activity during the period continued to be that of the ownership and operation of the Woodland Park Hotel.

#### **Review of business**

The results for the period and financial position of the company are as shown in the annexed financial statements.

#### **Dividends**

No dividends will be distributed for the period ended 25 November 2004.

#### **Directors**

The directors who served during the period under review were:

R.C. Felton

J. Hands

The directors holding office at 25 November 2004 did not hold any beneficial interest in the issued share capital of the company or any other company within the group at 27 November 2003 or 25 November 2004, except J Hands, who holds two shares.

#### **Statement of Directors' responsibilities**

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 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 ensuring that the directors' report and other information included in the financial statements is prepared in accordance with company law in the United Kingdom.

The directors are responsible for maintaining 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 PKF as auditors will be put to the forthcoming Annual General Meeting.



J Hands  
Director

## **WY (WOODLAND PARK) LIMITED**

### **Independent auditors' report to the members of WY (WOODLAND PARK) LIMITED**

We have audited the accounts of Wy (Woodland Park) Limited for the period ended 25 November 2004 which comprise the Profit and Loss account, the Balance Sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's 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 and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

#### **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 other information contained in the Annual Report and consider whether it is consistent with the audited financial statements. This other information comprises only the Directors' Report. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

#### **Basis of audit 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.

#### **Opinion**

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 25 November 2004 and of its profit for the period then ended and have been properly prepared in accordance with the Companies Act 1985.

PKF

PKF  
Registered auditors

London

27 April 2005

**WY (WOODLAND PARK) LIMITED****Profit and Loss Account****for the period from 28 November 2003 to 25 November 2004**

	Notes	52 weeks ended 25 November 2004 £	52 weeks ended 27 November 2003 £
<b>Turnover</b>		3,498,253	2,555,495
Cost of sales		(769,103)	(572,230)
<b>Gross profit</b>		<u>2,729,150</u>	<u>1,983,265</u>
Administrative expenses		(2,659,334)	(1,995,889)
<b>Operating profit/(loss)</b>	2	<u>69,816</u>	<u>(12,624)</u>
Interest receivable	4	-	1,682
<b>Profit/(loss) on ordinary activities before taxation</b>		<u>69,816</u>	<u>(10,942)</u>
Tax on profit/(loss) on ordinary activities	5	(33,000)	(12,000)
<b>Retained profit/(loss) for the period</b>	11	<u>36,816</u>	<u>(22,942)</u>

**Continuing operations**

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

**Statement of total recognised gains and losses**

The company has no recognised gains or losses other than the profit/(loss) for the above two periods.

**WY (WOODLAND PARK) LIMITED**  
**Balance Sheet**  
**as at 25 November 2004**

	Notes	25 November 2004 £	27 November 2003 £
<b>Fixed assets</b>			
Tangible assets	6	15,164,351	14,587,736
<b>Current assets</b>			
Stocks	7	19,560	11,192
Debtors	8	187,072	235,235
Cash at bank and in hand		10,042	2,500
		<u>216,674</u>	<u>248,927</u>
<b>Creditors: amounts falling due within one year</b>	9	(3,374,682)	(2,900,136)
<b>Net current liabilities</b>		<u>(3,158,008)</u>	<u>(2,651,209)</u>
<b>Total assets less current liabilities</b>		<u>12,006,343</u>	<u>11,936,527</u>
<b>Provisions for liabilities and charges</b>			
Deferred taxation	5	(292,000)	(259,000)
		<u>11,714,343</u>	<u>11,677,527</u>
<b>Capital and reserves</b>			
Called up share capital	10	10,179,901	10,179,901
Profit and loss account	11	1,534,442	1,497,626
<b>Shareholders' funds</b>	12	<u>11,714,343</u>	<u>11,677,527</u>



J Hands  
Director

Approved by the board on ~~20th~~ April 2005

# WY (WOODLAND PARK) LIMITED

## Notes to the Accounts

for the period from 28 November 2003 to 25 November 2004

### 1 Accounting policies

#### *Fundamental Accounting Concept*

The accounts have been prepared on a going concern basis on the basis of continuing financial support from the immediate parent undertaking Hand Picked Hotels Limited.

#### *Accounting convention*

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

#### *Turnover*

Turnover represents net invoiced sales of goods and services, excluding value added tax, all of which is generated through the operation of the hotel.

#### *Depreciation*

Depreciation is provided on all tangible fixed assets, other than freehold land and assets in the course of construction, at rates calculated to write off the cost less estimated residual value, of each asset evenly over its expected useful life, as follows:

Freehold buildings core	50 years
Freehold buildings surface finishes and services	20 years
Plant and machinery	4 to 25 years

#### *Stocks*

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

#### *Financial Reporting Standard Number 1*

Exemption has been taken from preparing a cash flow statement on the grounds that the company is a wholly owned subsidiary undertaking.

#### *Deferred taxation*

Deferred tax is provided on material timing differences between the incidence of income and expenditure for taxation and accounts purposes using the full provision basis set out in Financial Reporting Standard 19.

#### *Related party transactions*

The company has taken advantage of the exemptions in FRS 8 in connection with the disclosure of transactions with other group undertakings.

#### *Leasing*

Rentals paid under operating leases are charged to income on a straight line basis over the lease term.

#### *Pensions*

The company operates a defined contribution pension scheme. Contributions are charged to the profit and loss account as they become payable in accordance with the rules of the scheme.



**WY (WOODLAND PARK) LIMITED****Notes to the Accounts****for the period from 28 November 2003 to 25 November 2004**

<b>2 Operating profit</b>	<b>2004</b>	<b>2003</b>
	<b>£</b>	<b>£</b>
This is stated after charging/(crediting):		
Depreciation of owned fixed assets	591,992	363,750
Profit on disposal of tangible asset	-	(2,062)
Other operating leases	1,701	67
Auditors' remuneration - audit fees	<u>2,600</u>	<u>2,600</u>

<b>3 Staff costs</b>	<b>2004</b>	<b>2003</b>
	<b>£</b>	<b>£</b>
Wages and salaries	1,012,672	835,247
Social security costs	68,750	71,489
Other pension costs	<u>15,507</u>	<u>13,532</u>
	<u>1,096,929</u>	<u>920,268</u>

None of the directors received any remuneration for the period (2003: £nil).

<b>Average number of employees during the year</b>	<b>Number</b>	<b>Number</b>
Hotel operations	33	32
Administration	<u>6</u>	<u>6</u>
	<u>39</u>	<u>38</u>

<b>4 Interest receivable</b>	<b>2004</b>	<b>2003</b>
	<b>£</b>	<b>£</b>
Other interest	<u>-</u>	<u>1,682</u>

<b>5 Taxation</b>	<b>2004</b>	<b>2003</b>
	<b>£</b>	<b>£</b>
<b>Current year charge</b>		
Corporation tax	-	-
Total current tax	<u>-</u>	<u>-</u>
Deferred taxation	33,000	12,000
Total tax	<u>33,000</u>	<u>12,000</u>

**WY (WOODLAND PARK) LIMITED****Notes to the Accounts****for the period from 28 November 2003 to 25 November 2004****5 Taxation (continued)**

	2004	2003
	£	£
<b>Factors affecting tax charge for the period</b>		
Profit/(loss) on ordinary activities before tax	<u>69,816</u>	<u>(10,942)</u>
Profit/(loss) on ordinary activities multiplied by standard rate of corporation tax (30%)	20,945	(3,283)
<i>Explained by:</i>		
Expenses not deductible for tax purposes	14,305	514
Capital allowances for period in excess of depreciation	(42,782)	(88,638)
Losses carried forward for future offset	<u>7,532</u>	<u>91,407</u>
<b>Total current tax</b>	<u>-</u>	<u>-</u>
 <b>Deferred tax</b>	 £	
At 28 November 2003	(259,000)	
Charged to profit and loss	(33,000)	
At 25 November 2004	<u>(292,000)</u>	
 Deferred tax is analysed as follows:		
Short term timing differences	1,500	
Losses	104,000	
Accelerated capital allowances	<u>(397,500)</u>	
	<u>(292,000)</u>	

The company has not provided for capital gains tax which would arise on the sale of land and buildings for their carrying values. At the period end this liability is estimated at £1,018,000 (2003 £1,247,000).

**WY (WOODLAND PARK) LIMITED****Notes to the Accounts****for the period from 28 November 2003 to 25 November 2004****6 Tangible Fixed Assets**

	Freehold land and buildings £	Plant and machinery £	Assets in course of construction £	Total £
<b>Cost</b>				
At 28 November 2003	9,273,259	3,821,147	3,367,945	16,462,351
Additions	-	877,054	319,806	1,196,860
Transfers	-	3,687,751	(3,687,751)	-
Disposals	(5,032)	(1,041,156)	-	(1,046,188)
At 25 November 2004	<u>9,268,227</u>	<u>7,344,796</u>	<u>-</u>	<u>16,613,023</u>
<b>Depreciation</b>				
At 28 November 2003	364,525	1,510,090	-	1,874,615
Charge for the period	47,378	544,614	-	591,992
On disposals	-	(1,017,935)	-	(1,017,935)
At 25 November 2004	<u>411,903</u>	<u>1,036,769</u>	<u>-</u>	<u>1,448,672</u>
<b>Net book value</b>				
At 25 November 2004	<u>8,856,324</u>	<u>6,308,027</u>	<u>-</u>	<u>15,164,351</u>
At 27 November 2003	<u>8,908,734</u>	<u>2,311,057</u>	<u>3,367,945</u>	<u>14,587,736</u>

Included in freehold land and buildings is freehold land of £1,747,968 (2003: £1,753,000) which is not depreciated.

**7 Stocks**

	2004 £	2003 £
Goods for resale	<u>19,560</u>	<u>11,192</u>

**8 Debtors**

	2004 £	2003 £
Trade debtors	166,927	105,620
Amounts due from fellow subsidiary undertakings	-	7,540
Other debtors	14,687	115,874
Prepayments and accrued income	5,458	6,201
	<u>187,072</u>	<u>235,235</u>

**WY (WOODLAND PARK) LIMITED****Notes to the Accounts****for the period from 28 November 2003 to 25 November 2004**

<b>9 Creditors: amounts falling due within one year</b>	<b>2004</b>	<b>2003</b>
	<b>£</b>	<b>£</b>
Bank loans and overdrafts	-	8,063
Payments in advance	161,869	131,812
Trade creditors	247,048	507,354
Amounts due to immediate parent undertaking	2,798,692	2,220,323
Amounts due to fellow subsidiary undertakings	265	1,834
Other taxes and social security costs	134,100	-
Other creditors	3,049	2,272
Accruals and deferred income	29,659	28,478
	<u>3,374,682</u>	<u>2,900,136</u>

<b>10 Share capital</b>	<b>2004</b>	<b>2003</b>	<b>2004</b>	<b>2003</b>
	<b>No</b>	<b>No</b>	<b>£</b>	<b>£</b>
Authorised:				
Ordinary shares of £1 each	20,000,000	20,000,000	20,000,000	20,000,000
Allotted, issued and fully paid:				
Ordinary shares of £1 each	10,179,901	10,179,901	<u>10,179,901</u>	<u>10,179,901</u>

<b>11 Profit and loss account</b>	<b>2004</b>	<b>2003</b>
	<b>£</b>	<b>£</b>
At 28 November 2003	1,497,626	1,520,568
Retained profit/(loss)	36,816	(22,942)
At 25 November 2004	<u>1,534,442</u>	<u>1,497,626</u>

<b>12 Reconciliation of movement in shareholders' funds</b>	<b>2004</b>	<b>2003</b>
	<b>£</b>	<b>£</b>
At 28 November 2003	11,677,527	11,700,469
Profit/(loss) for the financial period	36,816	(22,942)
At 25 November 2004	<u>11,714,343</u>	<u>11,677,527</u>

## **WY (WOODLAND PARK) LIMITED**

### **Notes to the Accounts**

**for the period from 28 November 2003 to 25 November 2004**

#### **13 Capital commitments**

The amounts contracted for but not provided for in the accounts amount to £Nil (2003 £786,759). This amount related to the refurbishment of the hotel property.

#### **14 Contingent liability**

The company has granted a fixed and floating charge over the company and all property and assets, present and future, as part of the group's banking arrangements. The amount owed by the Hand Picked Hotels group, as at 25 November 2004 was £54,057,276 (2003: £61,250,000).

#### **15 Ultimate Parent Company**

The company's ultimate parent undertaking is Benfica Limited, which is registered in the Isle of Man. The company's immediate parent is Hand Picked Hotels Limited a company registered in England and Wales. The largest and smallest group, in whose financial statements the results of the company will be consolidated is Hand Picked Hotels Limited. The consolidated accounts of Hand Picked Hotels Limited will be available to the public and will be obtainable in due course from the Registrar of Companies, Companies House, Crown Way, Cardiff.

The controlling party is Mr G Hands.