

# WILLOW STREET HOTEL LIMITED ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2009

Company Registration Number 3850699

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# **RSM Tenon Limited**

Sumner House St Thomas's Road Chorley Lancashire PR7 1HP

# ABBREVIATED ACCOUNTS

# YEAR ENDED 31 DECEMBER 2009

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# THE DIRECTORS' REPORT

#### YEAR ENDED 31 DECEMBER 2009

The directors present their report and the financial statements of the company for the year ended 31 December 2009

#### Principal activities and business review

The principal activity of the company during the year is operation of a hotel in London trading as "The Hoxton"

During the course of the year the company continued to operate the hotel, turnover increased by 8.3%, profitability increased by 18.7% before tax

The company bought the business and assets of Room (Hoxton) Limited from the administrators Zolfo Cooper on 20th January 2009

Room (Hoxton) Limited had been operating the bar and restaurant in the hotel under a lease agreement, the company operated these facilities itself until a new lease was granted to the Soho House group on 18th May 2009. This was the main reason for the increase in turnover over the prior year.

The company incurred a bad debt of £23,310 due to the non payment of rent by Room (Hoxton) limited

During the year the company increased the number of corporate accounts that buy room night's midweek and increased weekend occupancy by selling rooms to more European visitors

The directors have declared a dividend of £1,000,000 and at the year end the company had shareholders funds of £2,075,441. The directors therefore believe the company's position to be satisfactory especially as the company's total assets exceed its current liabilities by £14,802,595.

The directors have assessed the main risk facing the company as being a return to recession which could affect the trading results of the company

The directors believe that the quality of the product and customer service will help mitigate these risks and hope to see continued growth and satisfactory trading results in the coming year

#### Results and dividends

The profit for the year, after taxation, amounted to £2,615,162 Particulars of dividends proposed are detailed in note 7 to the financial statements

# THE DIRECTORS' REPORT (continued)

# YEAR ENDED 31 DECEMBER 2009

# Financial risk management objectives and policies

The company currently finances its operations through bank borrowings to fund start-up construction activities

The management's objectives are to

- retain sufficient liquid funds to enable it to meet its day to day obligations as they fall due whilst maximising returns on surplus funds,
- minimise the company's exposure to fluctuating interest rates when seeking new borrowings,
- match the repayment schedule of any external borrowings or overdrafts with the expected future cash flows expected to arise from the company's trading activities

Hedge accounting is not used by the company

As all the companies funds are invested in sterling bank deposit accounts and its borrowings are all obtained from standard bank loan accounts there is no price risk exposure

The company's funds are held primarily in short term variable rate deposit accounts. The directors believe that this gives them the flexibility to release cash resources at short notice and also allows them to take advantage of changing conditions in the finance markets as they arise

The company also has a bank loan facility on which interest is charged at a variable rate. This financing structure enables the directors of the company to take advantage of any falls in interest rates for variable borrowings, whilst retaining some certainty over interest payments on the fixed borrowings.

#### **Directors**

The directors who served the company during the year were as follows

Mr S C S Beecham Mr A T Brooker Mr G F Miller Mr P Newborough Ms A Harris

# **Directors' responsibilities**

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they 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, 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' REPORT (continued)

#### YEAR ENDED 31 DECEMBER 2009

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. 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.

In so far as the directors are, individually, aware

- there is no relevant audit information of which the company's auditor is unaware, and
- the directors have taken all steps that they ought to have taken to make themselves aware of any
  relevant audit information and to establish that the auditor is aware of that information

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

#### **Auditor**

Our auditors have changed their name to RSM Tenon Audit Limited and will sign the audit report in their new name

RSM Tenon Audit Limited are deemed to be re-appointed under section 487(2) of the Companies Act 2006

Registered office 81 Great Eastern Street London EC2A 3HU

Mr A T Brooker Company Secretary

Signed by order of the directors

Approved by the directors on

26th April 2010

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WILLOW STREET HOTEL LIMITED

# YEAR ENDED 31 DECEMBER 2009

We have examined the abbreviated accounts set out on pages 5 to 16, together with the financial statements of Willow Street Hotel Limited for the year ended 31 December 2009 prepared under Section 396 of the Companies Act 2006

This report is made solely to the company, in accordance with Section 449 of the Companies Act 2006. 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 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 for our work, for this report, or for the opinions we have formed

# Respective responsibilities of directors and auditor

The directors are responsible for preparing the abbreviated accounts in accordance with Section 445 of the Companies Act 2006. It is our responsibility to form an independent opinion as to whether the company is entitled to deliver abbreviated accounts to the Registrar of Companies and whether the abbreviated accounts have been properly prepared in accordance with the regulations made under that section and to report our opinion to you

We conducted our work in accordance with Bulletin 2008/4 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 445(3) of the Companies Act 2006, and the abbreviated accounts have been properly prepared in accordance with the regulations made under that section

Christopher Moss, Senior Statutory Auditor For and on behalf of

RSM Tenon Audit Limited

Statutory Auditor

Sumner House St Thomas's Road

Chorley Lancashire

PR7 1HP

Date

20/05/10

# ABBREVIATED PROFIT AND LOSS ACCOUNT

# YEAR ENDED 31 DECEMBER 2009

|   | Note | Total<br>£  | 2009<br>Discontinued<br>£ | Continuing<br>£ | 2008<br>Continuing<br>£ |
|---|------|-------------|---------------------------|-----------------|-------------------------|
| Turnover                                      | 2    | 8,987,065   | 731,252                   | 8,255,813       | 8,297,300               |
| Cost of sales                                 |      | (2,305,862) | (556,978)                 | (1,748,884)     | (1,710,508)             |
| Gross profit                                  |      | 6,681,203   | 174,274                   | 6,506,929       | 6,586,792               |
| Administrative expenses                       |      | (2,722,869) | (168,794)                 | (2,554,075)     | (2,572,330)             |
| Operating profit                              | 3    | 3,958,334   | 5,480                     | 3,952,854       | 4,014 462               |
| Interest receivable                           |      | 23,596      |                           |                 | 33,579                  |
| Interest payable and<br>similar charges       | 8    | (223,352)   |                           |                 | (880,795)               |
| Profit on ordinary activities before taxation |      | 3,758,578   |                           |                 | 3,167,246               |
| Tax on profit on ordinary activities          | 9    | (1,143,416) |                           |                 | (73 475)                |
| Profit for the financial year                 |      | 2,615,162   |                           |                 | 3,093,771               |

The company has no recognised gains or losses other than the results for the year as set out above

The notes on pages 7 to 16 form part of these abbreviated accounts

Registered Number 3850699

# ABBREVIATED BALANCE SHEET

# **31 DECEMBER 2009**

|   |          | 200               | 9            | 200            |              |
|---|----------|-------------------|--------------|----------------|--------------|
| N   | Note     | £                 | £            | £              | £            |
| Fixed assets  | 9        |                   | 13,474,505   |                | 14,019,125   |
| Tangible assets Investments                             | 10       |                   | 13,474,503   |                | 2            |
|   |          |                   |              |                |              |
|   |          |                   | 13,474,507   |                | 14,019,127   |
| Current assets  |          | 20 700            |              | <i>33</i> ,871 |              |
| Stocks  | 11<br>12 | 32,708<br>632,606 |              | 295,213        |              |
| Debtors  Cash at bank and in hand                       | 12       | 4,243,824         |              | 1,418,258      |              |
| Cash at bank and in hand                                |          | 1,2 ,0,02 ,       |              |                |              |
|   |          | 4,909,138         |              | 1,747,342      |              |
| Creditors: Amounts falling due within one year          | 13       | (3,581,050)       |              | (2,468,242)    |              |
| Net current assets/(liabilities)                        |          |                   | 1,328,088    |                | (720,900)    |
| Total assets less current liabilities                   |          |                   | 14,802,595   |                | 13,298,227   |
| Creditors: Amounts falling due after more than one year | 14       |                   | (11,536,605) |                | (12,771,441) |
| Provisions for liabilities                              | 17       |                   | (1,190,549)  |                | (66,507)     |
| Deferred taxation                                       | 17       |                   | ·            |                |              |
|   |          |                   | 2,075,441    |                | 460,279      |
|   |          |                   |              |                |              |
| Capital and reserves                                    | 21       |                   | 10,000       |                | 10,000       |
| Called-up share capital<br>Profit and loss account      | 22       |                   | 2,065,441    |                | 450,279      |
| Shareholders' funds                                     | 23       |                   | 2,075,441    |                | 460,279      |

These abbreviated accounts have been prepared in accordance with the special provisions for medium-sized companies under section 445(3) of the Companies Act 2006

These abbreviated accounts were approved by the directors and authorised for issue on 26 April 2010 and are signed on their behalf by

Mr S C S Beecham Chairman

The notes on pages 7 to 16 form part of these abbreviated accounts

# NOTES TO THE ABBREVIATED ACCOUNTS

# YEAR ENDED 31 DECEMBER 2009

# 1. Accounting policies

# Basis of accounting

The financial statements have been prepared under the historical cost convention, and in accordance with applicable accounting standards

#### Turnover

The turnover shown in the profit and loss account represents amounts receivable during the period, exclusive of Value Added Tax. The company has derived its turnover from the operation of a hotel in London.

#### Fixed assets

Fixed assets are recorded at cost, less accumulated depreciation

The cost of tangible fixed assets represents the actual purchase price paid, including directly attributable costs incurred in bringing an asset into full working order. Cost includes amortised issue costs and directly attributable costs up to the date of opening for trade.

#### Depreciation

Depreciation is calculated so as to write off the cost of an asset, net of anticipated disposal proceeds, over the useful economic life of that asset as follows

| Long leasehold buildings                | 2%<br>6 67% |
|---|-------------|
| Plant & machinery Fixtures and fittings | 10%         |
| Computer equipment                      | 33 3%       |

All the above categories of asset are depreciated on a straight line basis

# Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete items. Cost represents the purchase price of goods for resale

# Pension costs

The company operates a defined contribution pension scheme for certain employees. The assets of the scheme are held separately from those of the company. The annual contributions payable are charged to the profit and loss account.

#### **Deferred taxation**

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more or a right to pay less tax in the future have occurred by the balance sheet date with certain limited exceptions

Deferred tax is calculated on an undiscounted basis at the tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date

Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will result in a reduction in tax payable in the foreseeable future

# NOTES TO THE ABBREVIATED ACCOUNTS

# YEAR ENDED 31 DECEMBER 2009

# 1 Accounting policies (continued)

#### **Financial instruments**

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

#### **Borrowings**

Borrowings are carried at their net issue proceeds plus finance costs less amounts paid. Finance costs, which comprise interest and issue costs, are allocated over the period of the borrowings to achieve a constant rate on the carrying amount.

#### Investments

Fixed asset investments are stated at cost less any provision for diminution in value

#### **Financing costs**

Interest costs are taken to the profit and loss account on an accrued basis. Costs in respect of the issue of debt are initially deducted from debt and amortised over the period of the loan Amortisation costs were allocated to assets under the course of construction until the date of opening for trade

#### Consolidation

In the opinion of the directors, the company and its subsidiary undertaking comprise of a medium group. The company has taken advantage of the exemption provided by Section 405 of the Companies Act 2006 not to prepare group accounts on the grounds that the subsidiary company is immaterial.

#### 2. Operating profit

Operating profit is stated after charging

|                                    | 2009    | 2008            |
|------------------------------------|---------|-----------------|
|                                    | 3       | £               |
| Depreciation of owned fixed assets | 631,501 | 667,853         |
| Loss on disposal of fixed assets   | 4,421   | 65 <del>9</del> |
| Auditor's remuneration             | 7.600   | 8,450           |
| Vaditor a remanciation             |         | السبح المغف يوك |

#### 3. Discontinued operations

The hotel's restaurant was contracted to a third party throughout 2008 and up to 20 January in the current year. From 20 January 2009 to 18 May 2009, the company took the restaurant in house. Since 18 May 2009, the restaurant has been contracted to Soho House UK Limited. The results of this in house restaurant activity have been shown as a discontinued activity in the current year.

# NOTES TO THE ABBREVIATED ACCOUNTS

# YEAR ENDED 31 DECEMBER 2009

# 4 Particulars of employees

The average number of staff employed by the company during the financial year amounted to

|   | 2009      | 2008      |
|---|-----------|-----------|
|   | No        | No        |
| Number of sales staff                         | 3         | 3         |
| Number of administrative staff                | 21        | 20        |
| Number of management staff                    | 10        | 10        |
| Number of restaurant staff                    | 22        | -         |
| 110111201                                     |           | 33        |
|   | 56        |           |
| The aggregate payroll costs of the above were | •         |           |
|   | 2009      | 2008      |
|   | £         | £         |
| Wages and salaries                            | 1,171,728 | 907,533   |
| Social security costs                         | 112,399   | 90,718    |
| Other pension costs                           | 8,295     | 10,469    |
| · ·   | 1,292,422 | 1,008,720 |
|   |           |           |

No directors received emoluments through the company during the year

#### 5. Pensions

The company operates a defined contribution pension scheme. The pension cost charge for the period represents contributions payable by the company to the scheme and amounted to £8,295 (2008 £10,469).

# 6. Interest payable and similar charges

|    |  | 2009<br>£ | 2008<br>£ |
|----|--|-----------|-----------|
|    | Interest payable on bank borrowing             | 223,352   | 880,795   |
| 7. | Taxation on ordinary activities                |           |           |
|    | (a) Analysis of charge in the year             |           |           |
|    |  | 2009<br>£ | 2008<br>£ |
|    | In respect of the year                         |           |           |
|    | UK Corporation tax                             | 19,374    | 6,968     |
|    | Deferred tax                                   |           |           |
|    | Origination and reversal of timing differences | 1,124,042 | 66,507    |
|    | Tax on profit on ordinary activities           | 1,143,416 | 73,475    |

# NOTES TO THE ABBREVIATED ACCOUNTS

# YEAR ENDED 31 DECEMBER 2009

# 7. Taxation on ordinary activities (continued)

# (b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 21% (2008 - 21%)

|   | 2009<br>£ | 2008<br>£  |
|---|-----------|------------|
| Profit on ordinary activities before taxation     | 3,758,578 | 3,167,246  |
| Profit on ordinary activities by rate of tax      | 789,301   | 665,122    |
| Effects of Non taxable income                     | •         | (1,444)    |
| Capital allowances for period in excess of        | (28,421)  | (68,511)   |
| depreciation Permanently disallowable expenditure | 4,522     | 2,179      |
| Income adjustments                                | 8,379     | •          |
| Tax chargeable at different rates                 | -         | (84)       |
| Chargeable gain                                   | 2,646     | -          |
| Utilisation of losses                             | (757,053) | (590, 294) |
| Total current tax (note 6(a))                     | 19,374    | 6,968      |

# (c) Factors that may affect future tax charges

The company has losses carried forward of £Nil (2008 £3,600,000)

#### 8. Dividends

| Equity dividends  | 2009<br>£ | 2008<br>£    |
|---|-----------|--------------|
| Proposed at the year-end (recognised as a liability) Equity dividends proposed on ordinary shares | 1,000,000 | salota salah |

A dividend of £10 (2008 £Nil) per share was proposed in the year on the A Ordinary shares and B Ordinary shares. The dividends are included within creditors at the year end

# NOTES TO THE ABBREVIATED ACCOUNTS

# YEAR ENDED 31 DECEMBER 2009

| 9. | Tan | gible | fixed | assets |
|----|-----|-------|-------|--------|
|----|-----|-------|-------|--------|

|                        | Long<br>leasehold<br>property<br>£ | Plant &<br>Machinery<br>£ | Fixtures & fittings £ | Equipment<br>£  | Total<br>£ |
|------------------------|------------------------------------|---------------------------|-----------------------|-----------------|------------|
| Cost                   |                                    | 1 200 050                 | 4 072 222             | 451,057         | 15,558,885 |
| At 1 January 2009      | 11,899,455<br>30,211               | 1,236,050                 | 1,972,323<br>38,309   | 23,637          | 92,157     |
| Additions<br>Disposals | 30,211                             | _                         | -                     | (10,937)        | (10,937)   |
| At 31 December 2009    | 11,929,666                         | 1,236,050                 | 2,010,632             | 463,757         | 15,640,105 |
| Depreciation           |                                    |                           |                       |                 |            |
| At 1 January 2009      | 553,727                            | 192,446                   | 451,069               | 342,518         | 1,539,760  |
| Charge for the year    | 242,601                            | 82,444                    | 199,211               | 107,245         | 631,501    |
| On disposals           | _                                  | <del>-</del>              |                       | (5,661)         | (5 661)    |
| At 31 December 2009    | 796,328                            | 274,890                   | 650,280               | 444,102         | 2,165,600  |
| Net book value         |                                    |                           |                       |                 | 40 474 505 |
| At 31 December 2009    | 11,133,338                         | <b>961,160</b>            | 1,360,352             | 19, <b>6</b> 55 | 13,474,505 |
| At 31 December 2008    | 11,345,728                         | 1,043,604                 | 1,521,254             | 108,539         | 14,019,125 |

#### 10. Investments

Net book value

| subsidiary<br>undertakings<br>£ |
|---------------------------------|
| 2                               |
| 2                               |

Shares in

Cost
At 1 January 2009 and 31 December 2009

At 31 December 2009 and 31 December 2008

The remains away 100% of the issued share capital of the company listed below

| The company owns 100% of the issued share ca        | apital of the company listed belo | )W        |
|---|-----------------------------------|-----------|
|   | 2009<br>£                         | 2008<br>£ |
| Aggregate capital and reserves                      |                                   |           |
| WS Hotels Properties (Shoreditch) Limited (dormant) | 2                                 | 2         |
|   |                                   |           |

# 11. Stocks

| Consumable stores | <b>2009</b><br>£<br>32,708 | 2008<br>£<br>33,871 |
|-------------------|----------------------------|---------------------|
|-------------------|----------------------------|---------------------|

# NOTES TO THE ABBREVIATED ACCOUNTS

# YEAR ENDED 31 DECEMBER 2009

| 12. | Debtors  |   |                                     |
|-----|--|---|-------------------------------------|
|     |  | 2009  | 2008                                |
|     |  | £   | £                                   |
|     | Trade debtors  | 72,160  | 30,529                              |
|     | Amounts due from WS Hotels Limited   | 296,250   | _                                   |
|     | Other debtors  | 500   | 500                                 |
|     | • • · · · · · · · · · · · · · · · · · ·  | 263,696   | 264,184                             |
|     | Prepayments and accrued income   |   |                                     |
|     |  | 632,606   | 295,213                             |
|     | The debtors above include the following amou   | nts falling due after more than o                                     | ne year                             |
|     |  | 2009  | 2008                                |
|     |  | £   | £                                   |
|     | A the due from MC Hotele Limited   | 271,897   | ~ _                                 |
|     | Amounts due from WS Hotels Limited   | 211,001   |                                     |
| 13. | Creditors: Amounts falling due within one  | year  |                                     |
|     |  | 2009  | 2008                                |
|     |  | £   | £                                   |
|     | Bank loans   | 1,235,058   | 1,235 280                           |
|     | <del>- •</del> • • • • • • • • • • • • • • • • • •   | 237,532   | 175,219                             |
|     | Trade creditors Amounts owed to WS Hotels Limited  | 13,748  | 12,303                              |
|     |  | 18,931  | 6,968                               |
|     | Corporation tax  | 242,988   | 231,737                             |
|     | Other taxation   | 10  | 10                                  |
|     | Shares classed as financial liabilities  | 1,000,000   | -                                   |
|     | Dividends payable  | 199,499   | 184,086                             |
|     | Other creditors  | 633,284   | 622,639                             |
|     | Accruals and deferred income   | 633,284   |                                     |
|     |  | 3,581,050   | 2 468,242                           |
| 14  | Creditors: Amounts falling due after more  | than one year   |                                     |
| •   |  |   | 2008                                |
|     |  | 2009  | 2008                                |
|     |  | £   | £                                   |
|     | Bank loans   | 11,536,605  | 12,771,441                          |
|     | The following aggregate liabilities disclosed is are due for repayment after more than five ye | under creditors falling due after<br>ears from the balance sheet date | more than one year                  |
|     |  | 2009  | 2008                                |
|     |  | £   | £                                   |
|     | Bank loans   | 6,904,558   | 7,833,109                           |
|     | Daily Idalia   | e substanti republication   | general Mary and Art - 1881 - 1872. |
|     |  |   |                                     |

# NOTES TO THE ABBREVIATED ACCOUNTS

# YEAR ENDED 31 DECEMBER 2009

# 15. Borrowings

| Creditors include finance capital which is due for repay   | yment as follows<br>2009<br>£                    | 2008<br>£  |
|--|--|--|
| Amounts repayable in one year or less or on demand in more than one year but not more than two years in more than two years but not more than five years in more than five years | 1,238,068<br>1,238,068<br>3,404,687<br>6,904,558 | 1,238,068<br>1,238,068<br>3,714,204<br>7,833,109 |
| ·  | 12,785,381                                       | 14,023,449                                       |

#### 16. Security

At 31 December 2009, £12,785,381 (2008 £14,023,449) remained outstanding. The loan is being repaid at £1,238,068 per annum over a total period of 7 years, with a balloon payment of £6,904,558 at maturity. Interest is charged at 1% above the bank's base rate.

In accordance with Financial Reporting Standard 4 - "Capital Instruments", the costs of raising finance are initially netted off debt and then amortised over the life of the loan. On raising this finance, £21,000 of issue costs were deducted from debt. Amortisation of £3,010 (2008–£3,022) has been charged during the year leaving a balance of £13,718 (2008–£16,728) to be amortised in future periods.

#### 17. Deferred taxation

The movement in the deferred taxation provision during the year was

|  | 2009<br>£       | 2008<br>£ |
|--|-----------------|-----------|
| At 1 January 2009  Profit and loss account movement arising during | 66,507<br>a the | •         |
| year   | 1,124,042       | 66,507    |
| At 31 December 2009  | 1,190,549       | 66,507    |

The provision for deferred taxation consists of the tax effect of timing differences in respect of

|  | 2009<br>£                  | 2008<br>£                |
|--|----------------------------|--------------------------|
| Excess of taxation allowances over depreciation fixed assets  Tax losses available | ation on<br>1,190,549<br>- | 1,074,492<br>(1,007,985) |
|  | 1,190,549                  | 66,507                   |

Deferred tax has been calculated at a rate of 28% (2008 28%)

#### 18. Derivatives

The company holds no financial instruments that qualify as derivatives

#### 19. Transactions with the directors

During the year the company paid dividends at a rate of £10 per A Ordinary share and B Ordinary share, amounting to £1,000,000 (2008 £Nil) Dividends of £373,540 (2008 £Nil) were paid to Mr S C S Beecham, a director of the company

# NOTES TO THE ABBREVIATED ACCOUNTS

# YEAR ENDED 31 DECEMBER 2009

# Related party transactions

Mr A T Brooker is a director of the company and has a controlling interest in Crispin Hospitality Developments Limited Included in consultancy fees for the period is£6,918 (2008 £10,434)

Mr S C S Beecham, a director of the company, has an interest in the Pret A Manger Group. At 31 December 2009 the company owed £9,610 (2008 £7,121) and was owed £652 (2008 £314) During the period the company made purchases of £93,670 (2008 £77,586) from the Pret A Manger Group

W S Hotels Limited, a company under the control of the directors, charged management charges to the company of £165,116 (2008 £165,946) and consultancy fees of £nil (2008 £25,000) The balance owed at 31 December 2009 was £13,748 (2008 £12,303) Also included in debtors is an amount due from W S Hotels Limited of £296,250 (2008 £Nil) in respect of a loan made during the period. Interest is charged on the loan at 4.5% above the base rate

# 21. Share capitai

# Authorised share capital:

| 82,300 A Ordinary shares of £0 10 each 17,700 B Ordinary shares of £0 10 each 100 Deferred shares of £0 10 each |         | 2009<br>£<br>8.230<br>1,770<br>10 |         | 2008<br>£<br>8,230<br>1,770<br>10 |
|---|---------|-----------------------------------|---------|-----------------------------------|
|   |         | 10,010                            |         | 10                                |
| Allotted and called up:   |         |                                   |         |                                   |
|   | 2009    |                                   | 200     | 8                                 |
|   | No      | £                                 | No      | £                                 |
| 82,300 A Ordinary shares of £0 10 each  | 82,300  | 8,230                             | 82,300  | 8,230                             |
| 17,700 B Ordinary shares of £0 10 each  | 17,700  | 1,770                             | 17,700  | 1,770                             |
|   | 100,000 | 10,000                            | 100.000 | 10,000                            |

# NOTES TO THE ABBREVIATED ACCOUNTS

# YEAR ENDED 31 DECEMBER 2009

# 21. Share capital (continued)

The A Ordinary shares have a right to participate in dividends pari passu with B Ordinary shares, and entitle the holder to attend and vote at any general meeting, holding one vote per share. On winding up the company, the holders of A Ordinary shares are entitled to 70% of the residual capital available after paying up the nominal values of A and B Ordinary shares.

The B Ordinary shares have a right to participate in dividends pari passu with A Ordinary shares, and entitle the holder to attend and vote at any general meeting, holding one vote per share However, holders of B Ordinary shares are not entitled to vote on any resolution concerning the appointment or removal of an investor director, or concerning any claims that may be brought by the company in connection with the investment agreement. On winding up the company, the holders of B Ordinary shares are entitled to the remainder of residual capital after paying up the nominal values of A and B Ordinary shares, and after payment of all amounts payable to the holders of A Ordinary shares as described above

The Deferred shares carry no rights to dividends and no voting rights. On winding up the company, the Deferred shares are entitled to participate pari passu with all other equity shareholders in the residual capital following the payment of all amounts due to the holders of A and B Ordinary shareholders as described above and after paying a sum of £1,000,000 to each holder of equity shares in respect of each equity share. In accordance with FRS 25 - "Financial instruments, disclosure and presentation", the Deferred shares have been assessed as a liability to the company and have been reflected within creditors falling due within one year.

#### 22. Profit and loss account

|  | 2009<br>£                           | 2008<br>£                     |
|--|-------------------------------------|-------------------------------|
| Balance brought forward Profit for the financial year Equity dividends | 450,279<br>2,615,162<br>(1,000,000) | (2 643,492)<br>3,093,771<br>— |
| Balance carried forward  | 2,065,441                           | 450,279                       |

# 23. Reconciliation of movements in shareholders' funds

|   | 2009<br>£                | 2008<br>£   |
|---|--------------------------|-------------|
| Profit for the financial year<br>Equity dividends | 2,615,162<br>(1,000,000) | 3,093,771   |
| Net addition to shareholders' funds/(deficit)     | 1,615,162                | 3,093,771   |
| Opening shareholders' funds/(deficit)             | 460,279                  | (2,633,492) |
| Closing shareholders' funds                       | 2,075,441                | 460,279     |

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# WILLOW STREET HOTEL LIMITED NOTES TO THE ABBREVIATED ACCOUNTS

# YEAR ENDED 31 DECEMBER 2009

# 24. Control

. . . . . .

The directors consider that the company has no controlling party

# 25. Contingent Liabilities

A cross guarantee exists between the company and W S Hotels Limited

The AIB Group (UK) Limited holds a mortgage debenture dated 9 January 2006 over all the assets of the company