

Carp (E)

Annual report and financial statements
for the year ended 31 December 2004

Registered number 4074184



Directors and advisors

Directors

E A C Spencer-Churchill, Lord
M N Jonas

Secretary

A P Bradshaw

Auditors

Ernst & Young LLP
No. 1 Colmore Square
Birmingham
B4 6HQ

Solicitors

Clifford Chance LLP
10 Upper Bank Street
London
E14 5JJ

Registered Office

Beechwood Place
Wenman Road
Thame
Oxfordshire
OX9 3XA

Registered Number

4074184

Directors' report for the year ended 31 December 2004

The directors present their report and the audited financial statements for the year ended 31 December 2004.

Principal activity

The company is dormant and has not traded during the year.

Results and future developments

The Company has not traded during the year or during the preceding year. The directors do not propose the payment of a dividend in relation to the year ended 31 December 2004 (2003: £Nil).

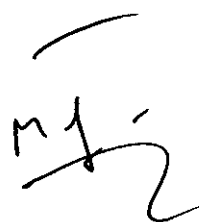
Directors and their interests

The directors who held office during the year are as follows:

H Briggs (resigned 31 August 2004)
E A C Spencer-Churchill, Lord
M N Jonas

Neither of the directors at 31 December 2004 had any interests in the shares of the Company. The interests of Messrs Spencer-Churchill and Jonas in the shares of Sun CP Topco Limited, the ultimate parent company, are disclosed in the financial statements of that company.

By order of the Board

A handwritten signature in black ink, appearing to be 'M N Jonas', written over a horizontal line.

Director

Carp (E)

Statement of directors' responsibilities in respect of the financial statements

Company law requires the directors to prepare financial statements for each financial period 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; 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 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.

Independent auditors' report to the members of Carp (E)

We have audited the company's financial statements for the year ended 31 December 2004 which comprise the Profit and Loss Account, Balance Sheet and the related notes 1 to 13. These financial statements have been prepared on the basis of 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 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 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

As described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards.

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 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 affairs of the company as at 31 December 2004 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.


Ernst & Young LLP
Registered Auditor
Birmingham

21 OCTOBER 2005

Carp (E)

Profit and loss account for the year ended 31 December 2004

	Note	Year ended 31 December 2004	37 week period ended 31 December 2003
		£	£
Turnover	1	-	15,524,000
Cost of sales		-	(2,715,000)
Gross profit		-	12,809,000
Net operating expenses		-	(13,248,000)
Other income	2	-	4,420,000
Operating profit	3	-	3,981,000
Profit on disposal of fixed assets		-	2,118,000
Profit on disposal of trade and business assets		-	46,187,000
Profit on ordinary activities before interest and taxation		-	52,286,000
Interest payable and similar charges	4	-	(4,277,000)
Profit on ordinary activities before taxation		-	48,009,000
Tax on profit on ordinary activities	8	-	1,446,000
Profit for the financial period		-	49,455,000
Dividends and appropriations	9	-	(149,714,000)
Loss retained for the financial period	12	-	(100,259,000)

All activities are derived from discontinued operations.

The Company has no recognised gains and losses other than those included in the results above and therefore no separate statement of total recognised gains and losses has been presented.

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Balance sheet as at 31 December 2004

	Note	31 December 2004	31 2003
		£	£
Current assets			
Debtors	10	2	2
Net assets		2	2
Capital and reserves			
Called up share capital	11	2	2
Profit and loss account	12	-	-
Equity total shareholders' funds		2	2

Director

2005

Carp (E)

Notes to the financial statements for the year ended 31 December 2004

1 Principal accounting policies

The financial statements have been prepared in accordance with applicable Accounting Standards in the United Kingdom. A summary of the more important accounting policies, which have been applied consistently, is set out below.

Basis of accounting

The financial statements have been prepared in accordance with the historical cost convention.

Basis of consolidation

The company is not required to prepare group accounts under s.228 of the Companies Act 1985. The company is included in the consolidated accounts of Sun CP Topco Limited. The accounts show information relating to the company as an individual undertaking and not as a group.

Investments

Investments held as fixed assets are stated at cost.

Dividends received from investments are brought to account in the profit and loss account when received.

Cash flow statement

The Company has taken advantage of the exemption permitted by Financial Reporting Standard No. 1 (revised 1996) whereby a cash flow statement need not be prepared by a wholly owned subsidiary of an ultimate parent company which itself publishes a consolidated cash flow.

Revenue recognition

Revenue relates to rental income in relation to holidays commenced during the period and other income, primarily in relation to on-village leisure, retail and food and beverage spend, after the deduction of value added tax. Other income is recognised when provision of the related product or service is undertaken.

Deferred taxation

Deferred taxation is accounted for to recognise timing differences between the recognition of gains and losses in the financial statements and their recognition for taxation purposes. Full provision is made for deferred tax assets and liabilities arising from timing differences between the recognition of gains and losses in the financial statements and their recognition for taxation purposes.

A deferred tax liability is recognised if transactions result in the Company having an obligation to pay more tax in future periods. Where transactions or events that have occurred before the balance sheet date give the Company the right to pay less tax in future a deferred tax asset will only be recognised to the extent that it is considered to be more likely than not it will be recovered. Deferred tax balances are not discounted.

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Notes to the financial statements for the year ended 31 December 2004 (continued)

1 Principal accounting policies (continued)

Fixed assets

The cost of tangible fixed assets includes directly attributable costs.

Depreciation is provided on the cost of all fixed assets (except freehold land and assets in the course of construction), so as to write off the cost of tangible fixed assets, less their residual value, on a straight line basis over the expected useful economic life of the assets concerned, using the following rates:

Freehold buildings	-	2.5%
Leasehold land and buildings	-	2.5% or by equal instalments over the period of the lease, whichever is the greater.
Installations	-	6.67%
Equipment/Fixtures and fitting	-	14%
Computer equipment	-	25%
Motor vehicles	-	25%

Goodwill and intangible assets

Any difference between the cost of acquisition and the fair value of identifiable assets and liabilities is reflected as goodwill on the balance sheet. This goodwill is written off over 20 years, which is the directors' assessment of its useful economic life.

Foreign currencies

Assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. The resulting profit or loss, together with realised profits and losses arising during the period on the settlement of overseas assets and liabilities, are included in the trading results.

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Notes to the financial statements for the year ended 31 December 2004 (continued)

2 Other income

On 4 April 2002, a fire within central plaza of the Elveden village destroyed the vast majority of the non-accommodation buildings on site. The other income of £4,420,000 recognised in the period ended 31 December 2003 (2004: £nil), reflects the element of insurance proceeds relating to business interruption in the period.

3 Operating profit

	Year ended 31 December 2004	37 week period ended 31 December 2003
	£	£
Operating profit is stated after charging:		
Depreciation of tangible fixed assets	-	1,872,000
Employee costs (note 7)	-	5,577,000
Amortisation of goodwill	-	504,000

The auditors' remuneration is borne by Sun CP Properties Limited, a fellow group company.

4 Interest payable and similar charges

	Year ended 31 December 2004	37 week period ended 31 December 2003
	£	£
Interest payable on:		
Other loans	-	3,601,000
Amortisation of issue costs	-	676,000
	-	4,277,000

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Notes to the financial statements for the year ended 31 December 2004 (continued)

5 Directors' emoluments

The directors received no remuneration in respect of their services to the Company in the year (2003: £Nil).

6 Employee information

The average monthly number of persons (including executive directors) employed by the Company during the period prior to the disposal of the trade and business assets on 26 September 2003 was:

	Year ended 31 December 2004	37 week period ended 31 December 2003
	Number	Number
Leisure, food & retail	-	844
Administration	-	116
Housekeeping, technical & estate services	-	489
	-	1,449

7 Employee costs

	Year ended 31 December 2004	37 week period ended 31 December 2003
	£	£
Wages and salaries	-	5,139,000
Social security costs	-	322,000
Other pensions costs	-	116,000
	-	5,577,000

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Notes to the financial statements for the year ended 31 December 2004 (continued)

8 Tax on profit on ordinary activities

	Year ended 31 December 2004	37 week period ended 31 December 2003
	£	£
Current tax:		
UK corporation tax on profit for the year	-	-
Deferred tax:		
Origination and reversal of timing differences (ACA and other):	-	(1,446,000)
Total deferred tax	-	(1,446,000)
Tax credit on profit on ordinary activities	-	(1,446,000)

The tax assessed for the year is different to the standard rate of corporation tax in the UK (30%). The differences are explained below:

	Year ended 31 December 2004	37 week period ended 31 December 2003
	£	£
Profit on ordinary activities before taxation	-	48,009,000
Profit on ordinary activities multiplied by standard rate in the UK 30%	-	14,402,000
Effects of:		
Depreciation in excess of capital allowances	-	(529,000)
Expenses not allowable for tax purposes	-	589,000
Non-taxable profit on disposal of fixed assets	-	(293,000)
Non-taxable profit on disposal of trade and business assets	-	(13,856,000)
Losses utilised	-	(313,000)
Current tax charge for the period	-	-

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Notes to the financial statements for the year ended 31 December 2004 (continued)

9 Share dividends and appropriations

	Year ended 31 December 2004	37 week period ended 31 December 2003
	£	£
Interim dividend on ordinary shares	-	149,714,000

10 Debtors

	31 December 2004	31 December 2003
	£	£
Amounts owed by group undertakings	2	2

11 Called up share capital

	31 December 2004	31 December 2003
	£	£
Authorised		
120,000,000 ordinary shares of £1 each	120,000,000	120,000,000
Allotted, called up and fully paid		
2 ordinary shares of £1 each	2	2

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Notes to the financial statements for the year ended 31 December 2004 (continued)

12 Reconciliation of movements in shareholders' funds

	31 December 2004	31 December 2003
	£	£
Profit for the financial period	-	49,455,000
Dividends and appropriations	-	(149,714,000)
Net change in shareholders' funds	-	(100,259,000)
Shareholders' funds brought forward	-	100,259,000
Shareholders' funds carried forward	-	-

13 Ultimate parent company and controlling party

The equity share capital in the Company is owned 50% by Carp (UK) 3A Limited and 50% by Carp (O) Limited, both companies being registered in England & Wales.

The ultimate parent company is Sun CP Topco Limited, a company registered in England and Wales. The largest and smallest group of which the Company is a member and for which group accounts are drawn up is that of Sun CP Topco Limited. Copies of these accounts are available from the Registered Office detailed on page 1.