
TLLC CMPROPCO8 LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2013

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TLLC CMPROPCO8 LIMITED

COMPANY INFORMATION

DIRECTORS	S L Gumm N M Leslau
COMPANY SECRETARY	S L Gumm
REGISTERED NUMBER	4592829
REGISTERED OFFICE	Cavendish House 18 Cavendish Square London W1G 0PJ
INDEPENDENT AUDITORS	BDO LLP 2 City Place Beehive Ring Road Gatwick West Sussex RH6 0PA

TLLC CMPROPC08 LIMITED

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TLLC CMPROPCO8 LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 MARCH 2013**

The directors present their report and the financial statements for the year ended 31 March 2013

PRINCIPAL ACTIVITIES

The principal activity of the company is an intermediate holding company within a property investment group operating in the United Kingdom

DIRECTORS

The directors who served during the year were

S L Gumm
N M Leslau

PROVISION OF INFORMATION TO AUDITORS

Each of the persons who are directors at the time when this directors' report is approved has confirmed that

- so far as that director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the company's auditors in connection with preparing their report and to establish that the company's auditors are aware of that information

AUDITORS

BDO LLP have expressed their willingness to continue in office

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006

This report was approved by the board on 13 December 2013 and signed on its behalf



S L Gumm
Director

TLLC CMPROPC08 LIMITED

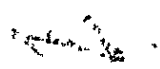
**DIRECTORS' RESPONSIBILITIES STATEMENT
FOR THE YEAR ENDED 31 MARCH 2013**

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 these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and accounting estimates that are reasonable and prudent,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping 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.



TLLC CMPROPC08 LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TLLC CMPROPC08 LIMITED

We have audited the financial statements of TLLC CMpropco8 Limited for the year ended 31 March 2013, which comprise the profit and loss account, the balance sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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 explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

OPINION ON FINANCIAL STATEMENTS

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 March 2013 and of its loss for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

OPINION ON OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

TLLC CMPROPCO8 LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TLLC CMPROPCO8 LIMITED

MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit, or
- the directors were not entitled to take advantage of the small companies' exemption in preparing the directors' report and financial statements



Russell Field (senior statutory auditor)

for and on behalf of

BDO LLP

Statutory auditor

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127)

2 City Place
Beehive Ring Road
Gatwick
West Sussex
RH6 0PA

13 December 2013

TLLC CMPROPCO8 LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 MARCH 2013**

	Note	2013 £	2012 £
Administrative expenses		<u>(6,581,274)</u>	<u>(15)</u>
OPERATING LOSS		(6,581,274)	(15)
Interest receivable and similar income	4	1,003,773	1,154,755
Amounts written off investments		(2,900,000)	-
Interest payable and similar charges	5	<u>(999,712)</u>	<u>(1,150,679)</u>
(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		(9,477,213)	4,061
Tax on (loss)/profit on ordinary activities	6	<u>-</u>	<u>-</u>
(LOSS)/PROFIT FOR THE FINANCIAL YEAR	12	<u>(9,477,213)</u>	<u>4,061</u>

All amounts relate to continuing operations

There were no recognised gains and losses for 2013 or 2012 other than those included in the profit and loss account

The notes on pages 7 to 11 form part of these financial statements

TLLC CMPROPCO8 LIMITED
REGISTERED NUMBER 4592829

BALANCE SHEET
AS AT 31 MARCH 2013

	Note	2013 £	2012 £
FIXED ASSETS			
Investments	7	1	2,900,001
CURRENT ASSETS			
Debtors	8	18,071,550	25,298,768
CREDITORS amounts falling due within one year	9	(14)	-
NET CURRENT ASSETS		<u>18,071,536</u>	<u>25,298,768</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>18,071,537</u>	<u>28,198,769</u>
CREDITORS amounts falling due after more than one year	10	(24,567,631)	(25,217,650)
NET (LIABILITIES)/ASSETS		<u>(6,496,094)</u>	<u>2,981,119</u>
CAPITAL AND RESERVES			
Called up share capital	11	1,200,001	1,200,001
Profit and loss account	12	(7,696,095)	1,781,118
SHAREHOLDERS' (DEFICIT)/FUNDS	13	<u>(6,496,094)</u>	<u>2,981,119</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 13 December 2013


S L Gumm
 Director

The notes on pages 7 to 11 form part of these financial statements

TLLC CMPROPCO8 LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2013**

7. FIXED ASSET INVESTMENTS

	Investments in subsidiary companies £
Cost or valuation	
At 1 April 2012	2,900,001
Write down in the year	(2,900,000)
	<u>1</u>
At 31 March 2013	<u>1</u>

The company owns the entire issued share capital of TLLC CMsubpropco8 Limited, a company incorporated in England and Wales that undertakes property investment activities

A charge over the company's assets, including the above investment, has been granted to the group's lenders as part of the security for bank borrowings provided to Prestbury Hotels Limited, the immediate parent company

The carrying value of the investments at 31 March 2013 is stated after provisions against cost totalling £2,900,000 (2012 £nil)

8 DEBTORS

	2013 £	2012 £
Due after more than one year		
Amounts owed by group undertakings	18,071,550	25,298,768
	<u>18,071,550</u>	<u>25,298,768</u>

The amounts owed by group undertakings are unsecured, bear interest at 8% and have no fixed repayment date. The above amounts include interest accrued of £12,973,731 (2012 £11,969,958). The balance is shown net of provisions amounting to £6,581,111 (2012 £nil). The provisions have been charged to administrative expenses in the company's profit and loss account and reflect the directors' opinion of their recoverability.

9 CREDITORS.

Amounts falling due within one year

	2013 £	2012 £
Accruals and deferred income	14	-
	<u>14</u>	<u>-</u>

TLLC CMPROPCO8 LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2013**

4 INTEREST RECEIVABLE

	2013 £	2012 £
Interest receivable from group companies	<u>1,003,773</u>	<u>1,154,755</u>

5. INTEREST PAYABLE

	2013 £	2012 £
On loans from group undertakings	<u>999,712</u>	<u>1,150,679</u>

6 TAXATION

	2013 £	2012 £
UK corporation tax charge on (loss)/profit for the year	<u>-</u>	<u>-</u>

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2012 - higher than) the standard rate of corporation tax in the UK of 24% (2012 - 26%) The differences are explained below

	2013 £	2012 £
(Loss)/profit on ordinary activities before tax	<u>(9,477,213)</u>	<u>4,061</u>
(Loss)/profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 24% (2012 - 26%)	<u>(2,274,531)</u>	<u>1,056</u>
Effects of:		
Expenses not deductible for tax purposes	36	-
Changes in provisions not subject to tax	2,275,467	-
Group relief received	(972)	(1,056)
Current tax charge for the year (see note above)	<u>-</u>	<u>-</u>

At present it is not envisaged that any tax will become payable in the foreseeable future, due to the availability of losses within the group of which the company is a member

There is no provided or unprovided deferred taxation

TLLC CMPROPCO8 LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2013**

7. FIXED ASSET INVESTMENTS

	Investments in subsidiary companies £
Cost or valuation	
At 1 April 2012	2,900,001
Write down in the year	(2,900,000)
At 31 March 2013	<u>1</u>

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The carrying value of the investments at 31 March 2013 is stated after provisions against cost totalling £2,900,000 (2012 £nil)

8. DEBTORS

	2013 £	2012 £
Due after more than one year		
Amounts owed by group undertakings	<u>18,071,550</u>	<u>25,298,768</u>

The amounts owed by group undertakings are unsecured, bear interest at 8% and have no fixed repayment date. The above amounts include interest accrued of £12,973,731 (2012 £11,969,958). The balance is shown net of provisions amounting to £6,581,111 (2012 £nil). The provisions have been charged to administrative expenses in the company's profit and loss account and reflect the directors' opinion of their recoverability.

9. CREDITORS

Amounts falling due within one year

	2013 £	2012 £
Accruals and deferred income	<u>14</u>	<u>-</u>

TLLC CMPROPC08 LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2013**

10 CREDITORS

Amounts falling due after more than one year

	2013 £	2012 £
Amounts owed to group undertakings	<u>24,567,631</u>	<u>25,217,650</u>

The amounts owed to group undertakings are unsecured, bear interest at 8% and have no fixed repayment date. The above amounts include interest accrued of £12,939,349 (2012: £11,939,638).

11 SHARE CAPITAL

	2013 £	2012 £
Allotted, called up and fully paid		
1 ordinary share of £1	1	1
1,200,000 convertible deferred shares of £1 each	1,200,000	1,200,000
	<u>1,200,001</u>	<u>1,200,001</u>

Class rights

The rights in relation to the convertible deferred shares are as follows:

The company is entitled to repurchase the shares at a rate of 0.01p per deferred share.

The holders of these shares are:

- Not entitled to receive notice of or attend or vote in general meetings of the company
- Entitled to a fixed dividend payable at a rate of 0.001 pence per deferred share per annum, but to no further participation in the profits of the company
- Entitled to convert the shares into ordinary shares of the company at any time after 1 January 2006 at a rate of 1 ordinary share per 1 convertible deferred share. The converted shares would then rank pari passu with the ordinary shares already in issue.

On a winding up of the company the holders of the convertible deferred shares would be entitled to the nominal value in respect of such shares after the holders of the ordinary shares shall have received £1,000,000 in respect of each share held by them.

No dividends have been declared for either the current or prior year.

12 RESERVES

	Profit and loss account £
At 1 April 2012	1,781,118
Loss for the year	(9,477,213)
At 31 March 2013	<u>(7,696,095)</u>

TLLC CMPROPCO8 LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2013**

13. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	2013	2012
	£	£
Opening shareholders' funds	2,981,119	2,977,058
(Loss)/profit for the year	(9,477,213)	4,061
Closing shareholders' (deficit)/funds	(6,496,094)	2,981,119

14. RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption available to wholly owned subsidiary undertakings under Financial Reporting Standard 8, "Related Party Transactions", not to disclose details of any transactions with entities that are included in the consolidated financial statements of Prestbury Hotel Holdings Limited

15. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The company's immediate parent company is Prestbury Hotels Limited and its ultimate parent company is Prestbury Hotel Holdings Limited. Both of these companies are incorporated in England and Wales. The consolidated accounts of Prestbury Hotel Holdings Limited are available to the public and may be obtained from the company secretary, Cavendish House, 18 Cavendish Square, London W1G 0PJ.

Prestbury Hotel Holdings Limited is a joint venture company and is not controlled by any one individual or entity.

16. CONTINGENT LIABILITIES

The company, along with its current fellow group undertakings, has entered into an agreement with the bankers of Prestbury Hotels Limited, an intermediate parent company, to cross-guarantee the bank loans made to that company. At 31 March 2013 these bank loans amounted to £419,339,955 (2012 £421,129,761).