

**Company Registration No. 5133159**

**Rocco Forte & Family (Geneva) Limited**

**Report and Financial Statements**

**30 April 2010**



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# **Rocco Forte & Family (Geneva) Limited**

## **Report and financial statements**

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# **Rocco Forte & Family (Geneva) Limited**

## **Report and financial statements**

### **Officers and professional advisers**

#### **Directors**

Sir Rocco Forte  
Stuart Watson (resigned 12 March 2010)  
David Munns (resigned 29 January 2010)  
Richard Power (appointed 29 January 2010) (resigned 01 July 2010)  
Alan Clark (appointed 01 July 2010)

#### **Registered office**

70 Jermyn Street  
London  
SW1Y 6NY

#### **Solicitors**

Forsters LLP  
31 Hill Street  
London  
W1J 5LS

#### **Bankers**

Bank of Scotland  
New Uberior House  
11 Earl Grey Street  
Edinburgh  
EH3 9BN

#### **Auditors**

PKF (UK) LLP  
Farringdon Place  
20 Farringdon Road  
London  
EC1M 3AP

# **Rocco Forte & Family (Geneva) Limited**

## **Directors' report**

The directors present their annual report on the affairs of the Company, together with the accounts and auditors' report for the year ended 30 April 2010

### **Principal activity**

The principal activity of the Company is to hold an investment in a hotel property in Switzerland

### **Business review and future developments**

During the year the company owned 100% of the issued share capital of Societe Anonyme de l'Hotel Richemond, via its 100% subsidiary, which operates L'Hotel Richemond in Geneva. Subsequent to the year end the shares in Societe Anonyme de l'Hotel Richemond were sold. The proceeds from the sale have been used to repay intra-group debt.

### **Results and dividends**

The loss for the year after taxation was £13,352,000 (2009 £2,989,000). The directors do not propose the payment of a dividend (2009 £nil).

### **Directors**

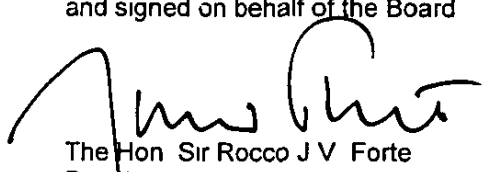
The names of the directors of the Company are stated on page 1, all of whom served throughout the period, except as noted.

### **Disclosure of information**

So far as the directors are aware, there is no information needed by the Company's auditors in connection with preparing their report of which they are unaware, and the directors have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

This report has been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies.

Approved by the Board of Directors  
and signed on behalf of the Board



The Hon Sir Rocco J V Forte  
Director

# **Rocco Forte & Family (Geneva) Limited**

## **Statement of 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 these financial statements the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments 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 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.

# **Independent auditors' report to the members of Rocco Forte & Family (Geneva) Limited**

We have audited the financial statements of Rocco Forte & Family (Geneva) Limited for the year ended 30 April 2010 which comprise the profit and loss account, the statement of total recognised gains and losses, 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 statement of directors' responsibilities, 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 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**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements.

## **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 30 April 2010 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.

## **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 small companies exemptions in preparing the directors' report.

*PKF (UK) LLP*

Stuart Collins, Senior statutory auditor  
for and on behalf of PKF (UK) LLP, Statutory auditors  
London, UK  
1 April 2011

## Rocco Forte & Family (Geneva) Limited

### Profit and loss account Year ended 30 April 2010

	Note	Year ended 30 April 2010 £'000	Year ended 30 April 2009 £'000
Administrative expenses	3	(12,081)	-
<b>Operating loss</b>	3	(12,081)	-
Interest receivable and similar income	2	2,035	2,365
Interest payable and similar charges	2	(3,306)	(5,097)
<b>Loss on ordinary activities before taxation</b>	3	(13,352)	(2,732)
Tax on loss on ordinary activities	4	-	(257)
<b>Loss for the year</b>	9	(13,352)	(2,989)

All amounts relate to continuing activities

## **Rocco Forte & Family (Geneva) Limited**

### **Statement of total recognised gains and losses For the year ended 30 April 2010**

	<b>Notes</b>	<b>2010 £'000</b>	<b>2009 £'000</b>
Loss for the year		(13,352)	(2,989)
Currency translation difference on foreign currency net investments	9	1,611	15,898
Currency translation difference on related borrowings	9	<u>(1,611)</u>	<u>(15,898)</u>
<b>Total recognised gains and losses relating to the year</b>		<u><u>(13,352)</u></u>	<u><u>(2,989)</u></u>



**Rocco Forte & Family (Geneva) Limited**  
**Company Registration No. 5133159**

**Balance sheet**  
**As at 30 April 2010**

	Note	2010 £'000	2009 £'000
<b>Fixed assets</b>			
Investments	5	91,838	108,986
<b>Net current assets</b>		-	-
<b>Total assets less current liabilities</b>		91,838	108,986
<b>Creditors, amounts falling due after one year</b>	6	(111,476)	(115,272)
<b>Net liabilities</b>		(19,638)	(6,286)
<b>Capital and reserves</b>			
Called up share capital	7	-	-
Share premium account	8	46	46
Foreign exchange reserve	9	2	2
Profit and loss account	9	(19,686)	(6,334)
<b>Shareholder's deficit</b>	10	(19,638)	(6,286)

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 1 April 2011



The Hon Sir Rocco J V Forte  
 Director

# **Rocco Forte & Family (Geneva) Limited**

## **Notes to the accounts Year ended 30 April 2010**

### **1. Accounting policies**

The principal accounting policies are summarised below. They have all been applied consistently throughout the year and the preceding year.

#### **Basis of accounting**

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

#### **Basis of preparation: going concern**

The Company reports net liabilities and losses for the year. The parent company has indicated that it will continue to provide financial support as necessary for the foreseeable future to ensure the Company can meet all liabilities as they fall due. On this basis the directors are satisfied that it is appropriate to prepare these accounts on a going concern basis.

#### **Cash flow statement**

Under the provisions of FRS 1 (Revised), the Company has not prepared a cash flow statement because its ultimate parent company, Rocco Forte & Family (Luxury Hotels) Limited, prepares consolidated accounts. The cash flows of the Company are included in the consolidated cash flow statement.

#### **Exemption from preparation of group accounts**

The Company has taken advantage of section 400 of the Companies Act 2006 and elected not to prepare consolidated accounts as it is included in the consolidated accounts of a larger group. Accordingly these financial statements show company only results and not group.

#### **Foreign currency**

Transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date or, if appropriate, at the forward contract rate. Any gain or loss arising from a change in exchange rates subsequent to the date of the transaction is included as an exchange gain or loss in the profit and loss account.

The results of overseas operations are normally translated at the average rates of exchange during the period and their balance sheets at the rates ruling at the balance sheet date. Exchange differences arising on translation of the opening net assets, and results of overseas operations and on foreign currency borrowings, to the extent that they hedge the Company's investment in such operations, are dealt with through reserves.

#### **Investments**

Fixed asset investments are shown at cost less provision for impairment, in accordance with FRS 11.

#### **Related party disclosures**

As a subsidiary undertaking of Rocco Forte & Family (Luxury Hotels) Limited, the Company has taken advantage of the exemption in FRS 8 "Related Party Disclosures" not to disclose transactions with other wholly owned members of the group headed by Rocco Forte & Family (Luxury Hotels) Limited.

#### **Taxation**

Corporation tax payable is provided on taxable profits at the current rate of taxation. Deferred tax is provided in full on timing differences which result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in tax computations in periods different from those in which they are included in the financial statements. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax balances are not discounted.

## **Rocco Forte & Family (Geneva) Limited**

### **Notes to the accounts Year ended 30 April 2010**

#### **2 Interest**

##### **Interest payable and similar charges**

	<b>Year ended 30 April 2010 £'000</b>	<b>Year ended 30 April 2009 £'000</b>
Interest payable to group undertakings	3,188	4,150
Foreign exchange losses	118	947
	<b>3,306</b>	<b>5,097</b>

##### **Interest receivable and similar income**

Interest receivable for the year was received from other group entities

#### **3. Loss on ordinary activities before taxation**

Auditors remuneration for audit services of the Company for the year of £5,000 (2009 £1,850) has been borne by the parent undertaking, Rocco Forte & Family (Luxury Hotels) Limited

The Company had no employees other than its directors during the year. The directors received no remuneration in respect of services to the Company during the year.

# Rocco Forte & Family (Geneva) Limited

## Notes to the accounts Year ended 30 April 2010

### 4. Tax on loss on ordinary activities

	Year ended 30 April 2010 £'000	Year ended 30 April 2009 £'000
UK corporation tax at 28% (2009 28%) – consortium relief	-	-
Over provision in respect of prior periods	-	257
Deferred tax		
Origination and reversal of timing differences	-	-
Total tax charge / (credit)	-	257

There are no recognised deferred tax assets or liabilities as at 30 April 2010

There are unprovided deferred tax assets as at 30 April 2010 as follows

	2010 £'000	2009 £'000
Tax losses available	1,008	1,008
Unprovided provision for deferred tax asset	1,008	1,008

The difference between the total current tax shown and the amount calculated by applying the standard rate of UK corporation tax to the loss before tax is as follows

	2010 £'000	2009 £'000
Loss on ordinary activities before tax	(13,352)	(2,732)
Tax at 28% (2009 28%)	(3,739)	(765)
Effects of		
Group relief surrendered	-	765
Adjustments in respect of prior periods	-	257
Utilisation of tax losses and tax losses carried forward	356	-
Expenses not deductible for tax purposes	3,383	-
Current tax charge / (credit) for the year	-	257

# Rocco Forte & Family (Geneva) Limited

## Notes to the accounts Year ended 30 April 2010

### 5 Fixed asset investments

	Shares in subsidiary undertakings £'000	Loans to subsidiary undertakings £'000	Total £'000
<b>Cost and net book value</b>			
At 1 May 2009	34,516	74,470	108,986
Interest	-	2,036	2,036
Repayments - capital	-	(7,615)	(7,615)
Repayments - interest	-	(1,098)	(1,098)
Write-down in investments	(12,081)	-	(12,081)
Foreign exchange movement	503	1,107	1,610
At 30 April 2010	22,938	68,900	91,838

Subsequent to the year end the investment in Societe Anonyme de l'Hotel Richemond was disposed of. Carrying values have been fully written down to reflect the fair value of the intra-group loans and investments. The proceeds from the sale have been used to repay intra-group debt.

The Company has investments in the following subsidiaries

Subsidiary undertaking	Country of incorporation and principal business	Principal activity	Holding %
Rocco Forte & Family (Geneva) SA*	Switzerland	Hotel investment	100%
Societe Anonyme de l'Hotel Richemond	Switzerland	Hotel operation	100%
* Held directly			

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

	2010 £'000	2009 £'000
Amounts owed to ultimate parent company – due within five years	111,476	115,272
	111,476	115,272

Amounts due to the ultimate parent company bear interest at Swiss Franc LIBOR plus a margin of 2.0%, and are repayable on 30 April 2015.

# Rocco Forte & Family (Geneva) Limited

## Notes to the accounts Year ended 30 April 2010

### 7 Called up share capital

	2010 £'000	2009 £'000
Allotted, called up and fully paid 46 ordinary shares of £1	-	-

### 8 Share premium account

	£'000
At 1 May 2009 and at 30 April 2010	46

### 9. Reserves

	Foreign exchange reserve £'000	Profit and loss account £'000
At 1 May 2009	2	(6,334)
Loss for the year	-	(13,352)
Currency translation difference on foreign currency net investments	1,611	-
Currency translation difference on related borrowings	(1,611)	-
At 30 April 2010	2	(19,686)

### 10 Reconciliation of movements in shareholder's deficit

	2010 £'000	2009 £'000
Loss for the year	(13,352)	(2,989)
Currency translation difference on foreign currency net investments	1,611	15,898
Currency translation difference on related borrowings	(1,611)	(15,898)
Net increase to shareholder's deficit	(13,352)	(2,989)
Opening shareholder's deficit	(6,286)	(3,297)
Closing shareholder's deficit	(19,638)	(6,286)

### 11. Contingent liabilities

The Company is party to a group loan facility over which the Group's bankers have a cross guarantee secured by way of a fixed and floating charge on all the assets of the group companies. The amount outstanding on this facility at 30 April 2010 was £196,691,000 (2009 £191,780,000)

## **Rocco Forte & Family (Geneva) Limited**

### **Notes to the accounts Year ended 30 April 2010**

#### **12. Ultimate parent company and controlling party**

The Company's immediate and ultimate parent company and controlling party is Rocco Forte & Family (Luxury Hotels) Limited, a company registered in England and Wales. This is also the largest and the smallest group in which the results of the Company are consolidated. Copies of the group financial statements of Rocco Forte & Family (Luxury Hotels) Limited are publicly available.