

Center Parcs Spa Division Holdings Limited
Financial statements
for the 18 month period ended 20 April 2006

Registered Number: 5268258



Center Parcs Spa Division Holdings Limited

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for the 18 month period ended 20 April 2006

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Center Parcs Spa Division Holdings Limited

Directors and advisors

Directors

A M Robinson

M P Dalby

Secretary

P Richmond

Auditors

PricewaterhouseCoopers LLP

Donington Court

Pegasus Business Park

Castle Donington

East Midlands

DE74 2UZ

Solicitors

Simmons & Simmons

City Point

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London

EC2Y 9SS

Registered Office

One Edison Rise

New Ollerton

Newark

Notts

NG22 9DP

Registered Number

5268258

Center Parcs Spa Division Holdings Limited

Directors' report for the 18 month period ended 20 April 2006

The directors present their report and the audited financial statements of the Company for the 18 month period ended 20 April 2006.

Change of name

The Company was incorporated on 25 October 2004 as GW1236 Limited.

On 15 December 2004, the one ordinary share in issue was acquired by Center Parcs (UK) Group plc and the Company changed its name to Center Parcs Spa Division Holdings Limited.

Principal activity

The principal activity of the Company is to act as an intermediate holding company.

Results, dividends and future developments

The results for the period are set out in the profit and loss account on page 4. The Directors do not propose the payment of a dividend for the period.

The directors do not expect there to be any significant change in the Company's principal activity in the foreseeable future.

Group restructuring

On 18 April 2006 a scheme of arrangement document dated 24 March 2006 to enable the acquisition of the entire issued and to be issued ordinary share capital of Center Parcs (UK) Group plc was approved by the shareholders of that Company.

The Scheme was sanctioned by the Court on 10 May and the effective date of the acquisition of Center Parcs (UK) Group by Forest Bidco Limited was 12 May 2006.

From this date the directors consider Forest Cayco Limited to be the ultimate parent of the Company.

Directors and their interests

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

GW Incorporations Limited	(appointed 25 October 2004, resigned 15 December 2004)
A M Robinson	(appointed 15 December 2004)
M P Dalby	(appointed 15 December 2004)

The beneficial interests of the directors at 20 April 2006 in the shares of Center Parcs (UK) Group plc are disclosed in the financial statements of that Company

There are no other interests in the shares or debentures of group companies requiring notification to the Company.

Center Parcs Spa Division Holdings Limited

Directors' report for the 18 month period ended 20 April 2006 (continued)

Statement of directors' responsibilities

The directors are required by UK Company law to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the Company as at the end of the financial period and of the profit or loss and total recognised gains or losses of the Company for that period.

The directors confirm that appropriate accounting policies have been used and applied consistently, and reasonable and prudent judgements and estimates have been made, in the preparation of the financial statements for the 18 month period ended 20 April 2006. The directors also confirm that applicable accounting standards have been followed and that the going concern basis is appropriate.

The directors are responsible for keeping proper accounting records that 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 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. They are also responsible for taking such steps as would be expected to avail themselves of any relevant audit information and to establish that the auditors of the Company are aware of that information.

The directors confirm that these financial statements comply with the aforementioned requirements and that, as far as they are aware, there is no relevant audit information of which the auditors are unaware.

By order of the Board

A large, stylized handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke extending to the right.

M P Dalby
Director
22 August 2006

Center Parcs Spa Division Holdings Limited

Independent auditors' report to the members of Center Parcs Spa Division Holdings Limited

We have audited the financial statements which comprise the profit and loss account, the balance sheet and the related notes.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable United Kingdom law and 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 issued by the Auditing Practices Board. This report, including the opinion, has been prepared for and only for the Company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or in to whose hands it may come save where expressly agreed by our prior consent in writing.

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 is not disclosed.

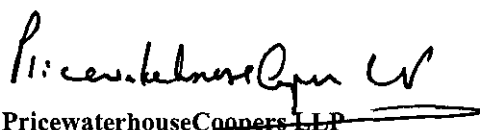
Basis of audit opinion

We conducted our audit in accordance with 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 at 20 April 2006 and of the loss for the period then ended and have been properly prepared in accordance with the Companies Act 1985.



PricewaterhouseCoopers LLP

Chartered Accountants

East Midlands

21 August 2006

Center Parcs Spa Division Holdings Limited

Profit and loss account for the 18 month period ended 20 April 2006

	Note	18 month period ended 20 April 2006 £'000
Turnover		-
Cost of sales		-
Gross profit		-
Administrative expenses		(304)
Loss on ordinary activities before taxation	2	(304)
Tax on loss on ordinary activities		-
Loss for the financial period	7	(304)

All amounts relate to continuing activities.

There is no difference between the operating loss and the loss for the financial period stated above and their historical cost equivalents.

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

Center Parcs Spa Division Holdings Limited

Balance sheet at 20 April 2006

	Note	2006 £'000
Fixed assets		
Investment	4	60
Creditors: amounts falling due within one year	5	(364)
Net current liabilities		(364)
Net liabilities		(304)
Capital and reserves		
Called up share capital	6	-
Profit and loss account	7	(304)
Deficit on equity shareholders' fund	8	(304)

The financial statements on pages 4 to 9 were approved by the board of directors on 22 August 2006 and were signed on its behalf by:



M P Dalby
Director

Center Parcs Spa Division Holdings Limited

Notes to the financial statements for the 18 month period ended 20 April 2006

1 Principal accounting policies

General information

The Company is a limited liability company incorporated and domiciled in England and Wales. The address of its registered office is One Edison Rise, New Ollerton, Newark, Nottinghamshire, NG22 9DP.

Basis of preparation

The financial statements have been prepared in accordance with applicable Accounting Standards in the United Kingdom. A summary of the more important accounting standards 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.

Due to the fact that this is the Company's first accounting period there are no comparatives included.

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.

Accounting reference date

The Company prepares accounts drawn up to the Thursday nearest 22 April each year as permitted under Companies Act 1985.

Investments

The cost of investments, including loans to associated company, is their purchase cost together with any incremental costs of acquisition. Provision is made against the cost of investments where, in the opinion of the Directors, there is an impairment in the value of the individual investment. In deciding whether an impairment is required, the Directors consider the underlying value inherent in the investment.

Going concern

The Company has received sufficient support from its parent company such that the directors are satisfied that the financial statements of the Company should be prepared on a going concern basis.

Estimation techniques

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenditure during the reported period. Actual amounts could differ from those estimates.

2 Operating loss

The operating loss is stated after charging:

18 month
period ended
21 April 2005
£'000

Wages and salaries (note 3)

304

Auditors remuneration of £136,000 is included within the financial statements of Center Parcs (Operating Company) Limited, a fellow group undertaking. This included £3,000 in respect of the Company.

Center Parcs Spa Division Holdings Limited

Notes to the financial statements for the 18 month period ended 20 April 2006 (continued)

3 Directors and employees

The directors received no remuneration in respect of their services to the Company in the period. During the period the Company had one employee. Employment costs were:

	18 month period ended 20 April 2006 £'000
Wages and salaries	277
Social security costs	27
	304

4 Investments in subsidiaries

	Investment in subsidiary £'000
Cost and net book amount	
As at incorporation	-
Addition	60
As at 20 April 2005	60

On 15 December 2004, the Company acquired 100% of the issued share capital of Chapel Spa Limited (a trading company incorporated in England & Wales) at a total cost of £60,000.

On 28 April 2006, the Company acquired a further 600,000 shares of £1 each in Chapel Spa Limited, thus increasing the cost of investments to £660,000. The carrying value of the investment was subsequently written down by £138,000 to £552,000.

5 Creditors

	2006 £'000
Amounts owed to group undertakings	287
Accruals	77
	364

Center Parcs Spa Division Holdings Limited

Notes to the financial statements for the 18 month period ended 20 April 2006 (continued)

6 Called up share capital

	2006 £'000
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Authorised

100 ordinary shares of £1	-
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Allotted, called up and fully paid

1 ordinary shares of £1	-
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On incorporation, the Company had an authorised share capital of 100 £1 ordinary shares. On 15 December 2004 the one ordinary share in issue was transferred from GW Incorporations Limited to Center Parcs (UK) Group plc.

On 28 April 2006, the Company increased its authorised share capital to 500,000 £1 ordinary shares and issued 299,999 shares to its parent. On 17 May 2006, the Company further increased its authorised share capital to 800,000 £1 ordinary shares and issued a further 300,000 shares to its parent.

7 Reserves

	Profit and loss account £'000
As at incorporation	-
Loss for the financial period	(304)
As at 20 April 2006	(304)

8 Reconciliation of movement in deficit on equity shareholders' fund

	2006 £'000
Issue of subscriber share	-
Loss for the financial period	(304)
As at 20 April 2006	(304)

Center Parcs Spa Division Holdings Limited

Notes to the financial statements for the 18 month period ended 20 April 2006 (continued)

9 Related party transactions

The Company has taken advantage of the exemption under FRS 8 "Related Party Disclosures" not to disclose related party transactions between companies which are 90% owned by the ultimate parent company.

10 Post balance sheet events

On 18 April 2006, a scheme of arrangement document dated 24 March 2006 to enable the acquisition of the entire issued and to be issued ordinary share capital of Center Parcs (UK) Group plc was approved by the shareholders of that Company. The Scheme was sanctioned by the Court on 10 May and the effective date of the acquisition of Center Parcs (UK) Group by Forest Bidco Limited was 12 May 2006.

11 Ultimate parent company and controlling party

At 20 April 2006, the directors regarded the ultimate parent company to be Center Parcs (UK) Group plc, a company registered in England and Wales. Therefore for the 18 month period ended 20 April 2006 the largest and smallest group of which the Company is a member and for which group financial statements are drawn up is that of Center Parcs (UK) Group plc.

The effective date of the acquisition of Center Parcs (UK) Group plc by Forest Bidco Limited was 12 May 2006. From this date the directors consider Forest Cayco Limited to be the ultimate parent of the Company.