

Company number 05931998

**CURZON HOTEL PROPERTIES (GP)
LIMITED**

Report and financial statements

**For the 52 week period from
30 December 2013 to 28 December 2014**

TUESDAY



L4LCL4JT

LD2

01/12/2015

#82

COMPANIES HOUSE

CURZON HOTEL PROPERTIES (GP) LIMITED

CONTENTS	Page
Director's report	2
Statement of the director's responsibilities	4
Independent auditors' report	5
Profit and loss account	7
Balance sheet	8
Notes to the accounts	9

CURZON HOTEL PROPERTIES (GP) LIMITED

DIRECTOR'S REPORT

For the 52 week period ended 28 December 2014

The Director presents the report and the audited financial statements for the 52 week period ended 28 December 2014.

COMPANY STATUS AND PRINCIPAL ACTIVITIES

Curzon Hotel Properties (GP) Limited is a limited liability company domiciled and registered in England. The principal activity of the company is the investment in a Limited Partnership (the "Partnership") which owns and sub-leases hotels in the UK. The company also acts as the sole General Partner of the Limited Partnership which was formed on 10 October 2006.

REVIEW OF THE BUSINESS AND FUTURE PROSPECTS

The company's profit for the period was £nil (2013: £nil). The results for the period are set out in the profit and loss account on page 7.

The Director does not recommend payment of a dividend (2013: £nil).

PRINCIPAL RISKS

Competitive risk

The principal business risks and uncertainties facing the company arise from economic conditions in the main geographical market outside London. Business and consumer confidence has a significant impact on the company's level of business and hence profitability.

Liquidity risk and going concern

The Limited Partnership is funded by a mixture of equity and debt. The liquidity requirements are determined by means of regular review. Where surplus funds arise, these are generally placed on a fixed term deposit. Adequate liquidity is maintained at all times to ensure the Limited Partnership can meet its ongoing obligations.

On 7 February 2013, Irish Bank Resolution Corporation Limited ("IBRC"), the original provider of the Limited Partnership's bank loan, was placed into special liquidation. The liquidators were appointed to oversee a valuation and sales process of the loans of IBRC. The Limited Partnership's loan was marketed as part of a larger tranche of debt and was sold to LSREF III Wight Limited ("the Lender") on 16 May 2014. The term of the bank loan expired on 30 June 2012 and as at the year end it was repayable on demand. Notwithstanding this, the Lender has not demanded that the loan be repaid in full and the Limited Partnership continues to meet its interest obligations each quarter.

On 3rd July 2015 the debt held by the Partnership was restructured. The loan payable to the Lender of £206.6m along with related interest and fees of £9.0m was tranching into "good" [£202m] and "bad" debt [£13.6m], supported by the property valuations as per an external third party report. The bad debt was novated to a fellow group company, and the good debt remains a liability of the Partnership. Curzon Finance Sarl loans were assigned to LSREF III Wight Limited during 2015, totalling £10.5m. As part of this restructure, £72.9m of the amounts owed to group undertakings was waived. The Partnership continues to have a £202m debt facility owed to LSREF Wight Limited subsequent to the changes. However the external property valuation obtained during 2015 supports a property valuation in excess of the debt facility, allowing for the company to be confident that all obligations in the foreseeable future will be met as they fall due.

It is the intention of the Director to continue to operate this entity for the foreseeable future. As at the date of signing the financial statements, it is likely that several of the properties will be transferred to a related company, and will be rebranded from a Thistle hotel to another reputable hotel brand.

Currency risk

The Limited Partnership is not exposed to any foreign exchange risk.

CURZON HOTEL PROPERTIES (GP) LIMITED

DIRECTORS' REPORT (CONTINUED)

For the 52 week period ended 28 December 2014

DIRECTORS AND DIRECTORS' INTERESTS

The Directors who held office during the financial period were as follows:

Craig Johnston
Edward Barroll Brown

No Director had any interest in, or rights to subscribe for, shares or debentures in the company.

On 19 January 2015 Edward Barroll Brown resigned as Director, and on 21 April 2015 Craig Johnston resigned. On this same date of 21 April 2015 Mr. Grant Hearn was appointed as Director of the company.

PROVISION OF INFORMATION TO AUDITORS

In so far as the Directors are aware:

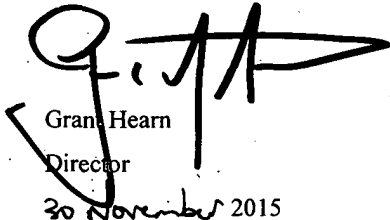
- there is no relevant audit information of which the company's auditors are unaware; and
- each Director has taken all the steps that he ought to have taken as a Director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

In preparing this Directors' Report advantage has been taken of the small companies' exemption.

AUDITORS

BDO LLP have expressed their willingness to continue in office. Under Companies Act 2006 section 487(2) they will automatically be re-appointed as auditors 28 days after these accounts are sent to the members, unless the members exercise their rights under the Companies Act 2006 to prevent their re-appointment.

Approved and signed by order of the board by



Grant Hearn
Director
30 November 2015

Registered Office: 11-14 Grafton Street, London W1S 4EW

CURZON HOTEL PROPERTIES (GP) LIMITED

STATEMENT OF DIRECTOR'S RESPONSIBILITIES

For the 52 week period ended 28 December 2014

The Director is responsible for preparing the Director's Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Director to prepare financial statements for each financial year. Under that law the Director has 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 Director must not approve the financial statements unless he is 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 Director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The Director is 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. He is 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.

CURZON HOTEL PROPERTIES (GP) LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CURZON HOTEL PROPERTIES (GP) LIMITED

For the 52 week period ended 28 December 2014

We have audited the financial statements of Curzon Hotel Properties (GP) Limited for the 52 week period ended 28 December 2014 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 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 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 director and auditors

As explained more fully in the statement of Director's responsibilities, the Director is 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 Financial Reporting Council (FRC'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 FRC'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 28 December 2014 and of its result for the 52 week period 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.

CURZON HOTEL PROPERTIES (GP) LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CURZON HOTEL PROPERTIES (GP) LIMITED

For the 52 week period ended 28 December 2014

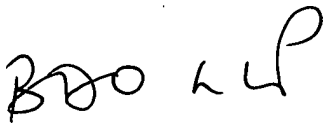
Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the Director's Report for the financial period 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 director's remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the Director was not entitled to prepare the financial statements and the Director's Report in accordance with the small companies' regime and to take the exemption from the requirement to prepare a strategic report.



Gary Hanson (senior statutory auditor)
For and on behalf of BDO LLP, statutory auditor
London
United Kingdom

1 December 2015

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

CURZON HOTEL PROPERTIES (GP) LIMITED

PROFIT AND LOSS ACCOUNT

For the 52 week period ended 28 December 2014

	Notes	Period from 30 December 2013 to 28 December 2014 £	Period from 31 December 2012 to 29 December 2013 £
Investment loss – share of partnership loss		-	-
Profit on ordinary activities before and after taxation		<u>-</u>	<u>-</u>

All recognised gains and losses in the current and prior year are included within the profit and loss account.

All results relate to continuing operations and the company's principal activity which is solely conducted in the United Kingdom.

The accompanying notes on pages 9 to 12 form an integral part of these financial statements.

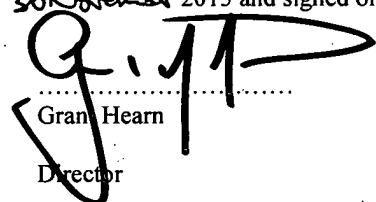
CURZON HOTEL PROPERTIES (GP) LIMITED**BALANCE SHEET****For the 52 week period ended 28 December 2014**

Company number 05931998

	Notes	28 December 2014 £	29 December 2013 £
Fixed assets			
Investments	3	10	10
		<hr/>	<hr/>
Current assets			
Debtors	4	2	2
Creditors: amounts falling due in less than one year	5	(10)	(10)
Net current liabilities		<hr/> (8) <hr/>	<hr/> (8) <hr/>
Total assets less current liabilities		<hr/> 2 <hr/>	<hr/> 2 <hr/>
Net assets		<hr/> 2 <hr/>	<hr/> 2 <hr/>
Capital and reserves			
Share capital	6	2	2
Profit and loss account	7	-	-
Shareholders' funds	8	<hr/> 2 <hr/>	<hr/> 2 <hr/>

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

These financial statements were approved by the board of Director and authorised for issue on 30 November 2015 and signed on its behalf by:


Gran Hearn
Director

The accompanying notes on pages 9 to 12 form an integral part of these financial statements.

CURZON HOTEL PROPERTIES (GP) LIMITED

NOTES TO THE ACCOUNTS

For the 52 week period ended 28 December 2014

1 ACCOUNTING POLICIES

Basis of accounts preparation

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

Accounting convention

The financial statements are prepared under the historical cost convention, and on the going concern basis, in accordance with applicable United Kingdom accounting standards. The particular accounting policies adopted are described below.

Investments

Fixed asset investments are shown at cost less provision for impairment. Current asset investments are stated at the lower of cost and net realisable value.

Cashflow Statement

A cashflow statement has not been included in these financial statements as the company qualified for exemption as a small entity under the Companies Act 2006.

Taxation

Current tax, including UK corporation tax is provided at amounts expected to be paid (or recovered) using the rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except that:

- deferred tax is not recognised on timing differences arising on revalued properties unless the company has entered into a binding sale agreement and is not proposing to take advantage of rollover relief; and
- the recognition of deferred tax assets is limited to the extent that the company anticipates making sufficient taxable profits in the future to absorb the reversal of the underlying timing differences.
- deferred tax balances arising from underlying timing differences in respect of tax allowances on industrial buildings are reversed if and when all conditions for retaining those allowances have been met.

Deferred tax balances are not discounted.

Share of partnership income

This income is derived from the company's share of the revenue and revaluation gains and losses generated by The Curzon Hotel Properties Limited Partnership (CHPLP). Losses are recognised to the extent they offset income derived in prior periods.

On the basis that the company equity accounts for its share of CHPLP by recognising its share of revenues as stated above, it has taken the exemption from the requirements of the Partnerships and Unlimited Companies (Accounts) Regulations 1993 (SI 1993/1820) as amended by SI 2005 No 1987 The Partnership and Unlimited Companies (Accounts) (Amendment) Regulations 2005 to file financial statements for those Limited Partnerships.

CURZON HOTEL PROPERTIES (GP) LIMITED

NOTES TO THE ACCOUNTS (CONTINUED) For the 52 week period ended 28 December 2014

1 ACCOUNTING POLICIES (CONTINUED)

Going concern

The financial statements have been prepared on a going concern basis which is dependant on the continued support of the intermediate parent company Curzon Hotel Investments Limited.

On 7 February 2013, Irish Bank Resolution Corporation Limited ("IBRC"), the original provider of the Limited Partnership's bank loan, was placed into special liquidation. The liquidators were appointed to oversee a valuation and sales process of the loans of IBRC. The Limited Partnership's loan was marketed as part of a larger tranche of debt and was sold to LSREF III Wight Limited ("the Lender") on 16 May 2014.

On 3rd July 2015 the debt held by the Partnership was restructured. The loan payable to the Lender of £206.6m along with related interest and fees of £9.0m was tranching into "good" [£202m] and "bad" debt [£13.6m], supported by the property valuations as per an external third party report. The bad debt was novated to a fellow group company, and the good debt remains a liability of the Partnership. Curzon Finance Sarl loans were assigned to LSREF III Wight Limited during 2015, totalling £10.5m. As part of this restructure, £72.9m of the amounts owed to group undertakings was waived. The Partnership continues to have a £202m debt facility owed to LSREF Wight Limited subsequent to the changes. However the external property valuation obtained during 2015 supports a property valuation in excess of the debt facility, allowing for the company to be confident that all obligations in the foreseeable future will be met as they fall due.

It is the intention of the Director to continue to operate this entity for the foreseeable future. As at the date of signing the financial statements, it is likely that several of the properties will be transferred to a related company, and will be rebranded from a Thistle hotel to another reputable hotel brand.

2 STAFF COSTS

No staff are employed apart from the Director, who does not receive emoluments as Director of the company.

3 FIXED ASSETS

	Total £
Cost or valuation: At 30 December 2013 and at 28 December 2014	10
Net book value: At 30 December 2013 and at 28 December 2014	10

Other investment	Principal activity	Owned %
The Curzon Hotel Properties Limited Partnership	Hotel Ownership	1

CURZON HOTEL PROPERTIES (GP) LIMITED

NOTES TO THE ACCOUNTS (CONTINUED)

For the 52 week period ended 28 December 2014

4	DEBTORS:	28 December 2014	29 December 2013
		£	£
	Amounts falling due in less than one year		
	Other debtors	2	2
		<u>2</u>	<u>2</u>
		<u>2</u>	<u>2</u>
5	CREDITORS: AMOUNTS DUE IN LESS THAN ONE YEAR	28 December 2014	29 December 2013
		£	£
	Other creditors	10	10
		<u>10</u>	<u>10</u>
6	CALLED UP SHARE CAPITAL	28 December 2014	29 December 2013
		£	£
	Authorised:		
	100 Ordinary shares of £1 each	100	100
		<u>100</u>	<u>100</u>
	Allotted, called up and fully paid:		
	2 Ordinary shares of £1 each	2	2
		<u>2</u>	<u>2</u>
7	RESERVES	28 December 2014	29 December 2013
		£	£
	Profit and loss account	-	-
		<u>-</u>	<u>-</u>
8	RECONCILIATION OF MOVEMENT IN SHAREHOLDERS FUNDS	Period from	Period from
		30 December 2013	31 December 2012
		to 28 December 2014	to 29 December 2013
		£	£
	Profit for the financial period	-	-
		<u>-</u>	<u>-</u>
	Net addition to shareholders' funds	-	-
	Opening shareholders' funds	2	2
		<u>2</u>	<u>2</u>
	Closing shareholders' funds	<u>2</u>	<u>2</u>

9 RELATED PARTY TRANSACTIONS

During the period the company acted as the general partner of The Curzon Hotel Properties Limited Partnership. Related party transactions arising as a result of acting on behalf of the partnership are disclosed in the financial statements of the partnership.

CURZON HOTEL PROPERTIES (GP) LIMITED

NOTES TO THE ACCOUNTS (CONTINUED)

For the 52 week period ended 28 December 2014

10 CONTROLLING PARTIES

The immediate controlling party is Curzon Hotels Holdings Limited, a company registered in the British Virgin Islands. The ultimate controlling party subsequent to the restructuring is LS XXXVII Charitable Trust, a trust registered in Ireland.