

TPD Investments Limited

Directors' report and financial statements

Registered number 05997318

For the year ended 31 March 2010

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Directors' report

The directors present their report and audited financial statements of TPD Investments Limited ('the Company') for the year ended 31 March 2010

Principal activity

The principal activity of the Company is that of a holding company

Business review

The Company has met the requirements of the Companies Act 2006 to obtain exemption from the presentation of an enhanced business review

Results and dividends

The attached financial statements show a loss before taxation for the year ended 31 March 2010 of £3,458,034 (2009 £3,535,690)

The directors do not recommend the payment of a dividend (2009 £nil)

Directors

The directors who held office during the year and up until the date of this report were as follows

A Matyas
Dr E Wojakowski
I Robertson (Deceased 30 08 2010)
N Smith (Appointed 01 10 2010)

Directors' and officers' liability insurance

Tonstate Metropole Hotels Limited purchase and maintain on behalf of the Company, liability insurance for its directors and officers as permitted by Section 233 of the Companies Act 2006

Political and charitable donations

The Company made no political or charitable donations during the year (2009 £nil)

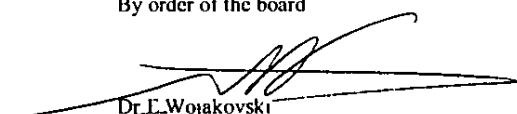
Auditors

Pursuant to section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and KPMG LLP will therefore continue in office

Statement as to disclosure of information to auditors

The directors who were in office on the date of approval of these financial statements have confirmed, as far as they are aware, that there is no relevant audit information of which the auditors are unaware. Each of the directors have confirmed that they 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 it has been communicated to the auditor

By order of the board



Dr E Wojakowski
Director

3 Park Place
St James's
London
SW1A 1LP

21 Dec 2010

Statement of directors' responsibilities in respect of the Directors' Report and the financial statements

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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice)

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 the period. In preparing these 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,
- 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 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities



KPMG LLP
15 Canada Square
Canary Wharf, London
E14 5GL

Independent auditors' report to the members of TPD Investments Limited

We have audited the financial statements of TPD Investments Limited for the year ended 31 March 2010 set out on page 5 to 11. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK 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 directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 2, 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 (APB'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 APB's web-site at www.frc.org.uk/apb/scope/UKNP.

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 31st March 2010 and of its loss for the year then ended,
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matters 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.



Independent auditor's report to the members of TPD Investments Limited *(continued)*

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

Mark Summerfield (Senior Statutory Auditor)
For and on behalf of KPMG LLP, Statutory
Chartered Accountants
London

21 Dec 2010

Profit and Loss Account
for the year ended 31 March 2010

| | <i>Note</i> | Year ended 31 March 2010 | Year ended 31 March 2009 |
|--|-------------|-------------------------------------|-------------------------------------|
| | | £ | £ |
| Administrative expenses | | <u>(5,000)</u> | <u>(5 000)</u> |
| Operating loss | 2 | (5,000) | (5 000) |
| Interest payable | 4 | <u>(3,453,034)</u> | <u>(3 530 690)</u> |
| Loss on ordinary activities before taxation | | (3,458,034) | (3,535 690) |
| Tax on loss on ordinary activities | 5 | <u>-</u> | <u>-</u> |
| Loss for the financial year | | <u>(3,458,034)</u> | <u>(3 535 690)</u> |

All activities shown above are derived entirely from continuing operations

There were no recognised gains or losses in either the current or prior period except as shown above. Consequently, a statement of total recognised gains and losses has not been prepared.

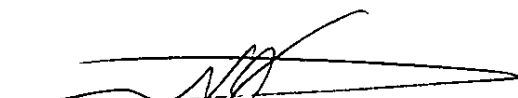
The notes on pages 7 to 11 form an integral part of these financial statements.

Balance Sheet
at 31 March 2010

| | Note | 31 March 2010 £ | 31 March 2009 £ |
|---|------|---------------------|--------------------|
| Fixed assets | | | |
| Investments | 6 | 2 | 2 |
| Current assets | | | |
| Debtors | 7 | 46,640,780 | 62,202,079 |
| Cash at bank and in hand | | - | - |
| | | <u>46,640,780</u> | <u>62,202,079</u> |
| Creditors amounts falling due within one year | 8 | (15,002) | (10,002) |
| Net current assets | | <u>46,625,778</u> | <u>62,192,077</u> |
| Total assets less current liabilities | | <u>46,625,780</u> | <u>62,192,079</u> |
| Creditors amounts falling due after more than one year | 9 | (58,246,404) | (70,354,669) |
| Net liabilities | | <u>(11,620,624)</u> | <u>(8,162,590)</u> |
| Capital and reserves | | | |
| Called up share capital | 10 | 1 | 1 |
| Profit and loss account | 11 | (11,620,625) | (8,162,591) |
| Shareholders' deficit | | <u>(11,620,624)</u> | <u>(8,162,590)</u> |

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

These financial statements were approved by the board of directors on 21 Dec 2010 and were signed on its behalf by


Dr E Wojakowski
Director

Notes

(forming part of the financial statements)

Accounting Policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's financial statements

1 Basis of preparation

The financial statements have been prepared under the historical cost convention and have been drawn up to comply with applicable UK accounting standards

At 31 March 2010 the Company had net liabilities of £11 620 624 (2009 £8,162 590)

The financial statements have been prepared on a going concern basis in view of confirmation from Tonstate (Hotels) Limited, an intermediate holding company, that Tonstate (Hotels) Limited intends to provide such financial support as necessary to enable the Company to meet its ongoing financial obligations as and when they fall due for the foreseeable future and in any event for a period no less than twelve months from the date of signature of these financial statements. The directors have no reason to believe that the related Company will not be in a position to provide the support referred to above

The Company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group

Under FRS 1 the Company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the Company in its own published consolidated financial statements

Investments

Fixed asset investments are shown at cost less provision for diminution in value

Taxation

The charge for taxation is based on the loss for the period and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19

Post-retirement benefits

The Company operates a defined benefit contribution pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. The amount charged to the profit and loss account represents the contributions payable to the scheme in respect of the accounting period

Notes (continued)

2 Loss on ordinary activities before taxation

Loss on ordinary activities before taxation is stated after charging

| | Year ended 31 March 2010 | Year ended 31 March 2009 |
|-------------------------------------|-----------------------------|-----------------------------|
| | £ | £ |
| Audit of these financial statements | 16,000 | 15 000 |

In 2010 and 2009, auditors' remuneration was paid by another group company

The fees paid to the Company's auditors, KPMG LLP and its associates for the services other than the statutory audit of the Company are not disclosed in these financial statements. This is on the basis that such non – audit fees are disclosed in the consolidated accounts of the Company's intermediary parent Tonstate (Hotels) Ltd

3 Staff costs and director's remuneration

The directors of the Company are also directors of other undertakings and the directors' remuneration for the period was paid by other undertakings. The directors do not believe that it is practicable to apportion this amount between services as directors of the Company and their services as directors of fellow subsidiary undertakings.

The Company has no employees other than the directors

4 Interest payable

| | Year ended 31 March 2010 | Year ended 31 March 2009 |
|--|-----------------------------|-----------------------------|
| | £ | £ |
| Other interest payable on long term loan | 3,453,034 | 3 530 690 |

Notes (continued)

5 Taxation

(a) Tax charge

There is no tax charge for the current or prior period

(b) Factors affecting the tax charge for the current period

The current tax charge for the period is lower (2009: lower) than the standard rate of corporation tax in the UK of 28% (2009: 28%). The differences are explained below

| | Year ended 31 March 2010 £ | Year ended 31 March 2009 £ |
|--|----------------------------------|----------------------------------|
| <i>Current tax reconciliation</i> | | |
| Loss on ordinary activities before tax | (3,458,034) | (3,535,690) |
| Current tax at 28 % (2009: 28%) | (968,249) | (989,993) |
| <i>Effects of</i> | | |
| Expenses not deductible for tax purposes | 686,849 | 988,593 |
| Group relief surrendered | 281,400 | 1,400 |
| Total current tax charge (see above) | - | - |

(c) Factors affecting the future tax charge

The rate of taxation is expected to follow the standard rate of UK Corporation tax in future years

6 Fixed asset investments

| | Subsidiary undertaking £ |
|---|--------------------------------|
| Cost and net book value at 1 April 2009 and 31 March 2010 | 2 |

The investment above represents the Company's interest in 100% of the share capital of its subsidiary undertakings, Tonstate Metropole Hotels Limited and Tonstate (Hotels) Cardiff Limited, both incorporated in England. The principal activity of each company is that of a holding company.

7 Debtors

| | 31 March 2010 £ | 31 March 2009 £ |
|--|--------------------|--------------------|
| Other debtors and prepayments | 1 | 1 |
| Amounts due from fellow group undertakings | 46,640,779 | 62,202,078 |
| | 46,640,780 | 62,202,079 |

Amounts due from group undertakings are included in amounts due within one year and there are no specified repayment terms.

Notes (continued)

8 Creditors: amounts falling due within one year

| | 31 March 2010 | 31 March 2009 |
|------------------------------|---------------|---------------|
| | £ | £ |
| Other creditors and accruals | <u>15,002</u> | <u>10,002</u> |

9 Creditors: amounts falling due after more than one year

| | 31 March 2010 | 31 March 2009 |
|------------------------|-------------------|-------------------|
| | £ | £ |
| Loans - Equity Holders | <u>58,246,404</u> | <u>70,354,669</u> |

The above amounts are considered to be repayable after more than one year as there are no specific repayment terms. Interest is being paid at 6% on the loans.

10 Called up share capital

| | 31 March 2010 | 31 March 2009 |
|---|---------------|---------------|
| | £ | £ |
| <i>Allotted, called up and fully paid</i> 1 ordinary shares of £1 each | <u>1</u> | <u>1</u> |

11 Reconciliation of movement in shareholders' deficit

| | Year ended 31 March 2010 £ | Year ended 31 March 2009 £ |
|-------------------------------|----------------------------------|----------------------------------|
| Opening Shareholders' deficit | (8,162,590) | (4,626,900) |
| Loss for the year | <u>(3,458,034)</u> | <u>(3,535,690)</u> |
| Closing Shareholders' deficit | <u>(11,620,624)</u> | <u>(8,162,590)</u> |

Notes (continued)

12 Related parties

During the year the following were the related party transactions

The following amounts were owing to the Company

| | 31 March 2010 | 31 March 2009 |
|-----------------------------------|-------------------|-------------------|
| | £ | £ |
| Tonstate Metropole Hotels Limited | 43,535,024 | 56,527,325 |
| Tonstate (Hotels) Cardiff Limited | 3,105,755 | 5,674,753 |
| | <u>46,640,779</u> | <u>62,202,078</u> |

The following amounts were owed by the Company to equity holders

| | 31 March 2010 | 31 March 2009 |
|-----------------------------------|-------------------|-------------------|
| | £ | £ |
| Tonstate Group Limited | 19,894,695 | 26,333,174 |
| Equity holders | 38,351,709 | 42,612,676 |
| Tonstate (Hotels) Cardiff Limited | - | 1,408,819 |
| | <u>58,246,404</u> | <u>70,354,669</u> |

Interest is being paid at 6% on the Equity Holders' Loans and Tonstate Group Limited loan. Tonstate Group Limited is connected by virtue of common directorships.

The above amounts are considered to be repayable after more than one year as there are no specific repayment terms.

13 Ultimate parent company and parent undertaking of larger group of which the Company is a member

The Company is a subsidiary undertaking of Tonstate (Hotels) Limited, incorporated in England.

The largest and smallest group in which the results of the Company are consolidated is that headed by Tonstate (Hotels) Limited, incorporated in England. The consolidated financial statements of this group are available to the public and may be obtained from 3 Park Place, St James, London, SW1A 1LP.

The ultimate parent company is Overseas Holdings Capital Group Limited, registered in British Virgin Islands.