Report and Financial Statements

Year Ended

31 March 2010

Company Number SC310016

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Report and financial statements for the year ended 31 March 2010

Contents

Page:

- 4 Independent auditor's report
- 6 Consolidated profit and loss account
- Consolidated statement of total recognised gains and losses and consolidated note of historical cost profits and losses
- 8 Consolidated balance sheet
- 9 Company balance sheet
- 10 Notes forming part of the financial statements

Directors

G Clark

M D Cole

S D Glass

Secretary and registered office

S D Glass, 41 Charlotte Square, Edinburgh, EH2 4HQ

Company number

SC310016

Auditors

BDO LLP, 4 Atlantic Quay, 70 York Street, Glasgow, G2 8JX

Bankers

Bank of Scotland, The Mound, Edinburgh, EH1 1YZ,

Solicitors

Dundas & Wilson, 20 Saltire Court, Castle Terrace, Edinburgh, EH1 2EN,

Report of the directors for the year ended 31 March 2010

The directors present their report together with the audited financial statements for the year ended 31 March 2010.

Results and dividends

The profit and loss account is set out on page 6 and shows the loss for the year.

Principal activities, review of business and future developments

The principal activity of the company is that of a property investment company which acquired the entire share capital of Si Argyle Street Limited on 2 March 2007.

All bank loan capital and interest payments have been satisfied during the year from the surplus cash generated from the operations of Si Argyle Street Ltd in accordance with the banking agreement. However, the financial covenant in respect of the loan to value ratio is in breach.

Following protracted discussions, the company's bank has determined that it no longer wishes to support the company's debt facility. In March 2011 as a consequence of the bank's actions, the Directors decided to seek to market for sale its investment in Si Argyle Street Limited.

The Directors consider that the amount which may be received for the trading company which owns the hotel is likely to be less than the valuation as at 31 March 2010, in part due to the circumstances surrounding the sale.

The directors do not propose a dividend (2009; nil).

Principal risks and uncertainties

The company's principal risks and uncertainties mirror those of Si Argyle Street Limited which are detailed below;

"The leisure and hospitality market is highly competitive and in particular has its own local challenges in Glasgow, Scotland, where the hotel operates. The company operates as a five star hotel under a management contract with Rezidor and aims to maintain its position as one of the top three performing hotels in the region by maintaining its high level of customer satisfaction, repeat business and market share through employing and training employees to the highest standard, procuring supplies of high quality and benchmarking daily with the hotels in the city on price and occupancy.

A large number of visitors to the hotel are foreign and in particular from the USA. The company is therefore exposed to matters, which not only affect the local economy but also economies worldwide.

The company's credit risk is primarily attributable to its trade debtors. Credit risk is managed by running credit checks on new customers and by taking deposits and credit card details for bookings."

Employment of disabled persons

The company is committed to a policy of recruitment and promotion on the basis of aptitude and ability without discrimination of any kind. Management actively pursues both the employment of disabled persons whenever a suitable vacancy arises and the continued employment and retraining of employees who become disabled whilst employed by the company. Particular attention is given to the training, career development and promotion of disabled employees with a view to encouraging them to play an active role in the development of the company.

Report of the directors for the year ended 31 March 2010 (continued)

Directors

The directors of the company during the year were:

G Clark M D Cole S D Glass (appointed 15 January 2010)

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 group and company 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 group and company and of the profit or loss of the group for that period.

In preparing these financial statements, the directors are 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;
- 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.

Report of the directors for the year ended 31 March 2010 (continued)

Auditors

All of the current directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the company's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The directors are not aware of any relevant audit information of which the auditors are unaware.

BDO LLP have expressed their willingness to continue in office and a resolution to re-appoint them will be proposed at the annual general meeting.

By order of the board

Stuart Glass

Secretary

10 March 2011

Independent auditor's report

TO THE MEMBER OF SI HOTELS GLASGOW INVESTMENTS LIMITED

We have audited the financial statements of SI Hotels Glasgow Investments Limited for the year ended 31 March 2010 which comprise the consolidated profit and loss account, the consolidated and company balance sheets, the consolidated statement of total recognised gains and losses, the consolidated note of historical cost profits and losses 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 member 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 member 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 member, 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 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 (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 website at www.frc.org.uk/apb/scope/private.cfm.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the group's and the parent company's affairs as at 31 March 2010 and of the group's 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.

Independent auditor's report (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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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.

BB W

Robert Ralston (senior statutory auditor)
For and on behalf of BDO LLP, statutory auditor
Glasgow
United Kingdom

10 March 2011

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

Consolidated profit and loss account for the year ended 31 March 2010

	Note	2010 £	2009 £
Turnover	2	11,781,223	12,381,838
Cost of sales		1,180,438	1,316,354
Gross profit		10,600,785	11,065,484
Distribution costs Administrative expenses		4,720,024 3,681,075	4,706,017 4,267,537
Group operating profit	3	2,199,686	2,091,930
Other interest receivable and similar income Interest payable and similar charges	6	7,694 (3,053,782)	46,225 (3,209,024)
Loss on ordinary activities before and after taxation for the financia year	1	(846,402)	(1,070,869)

All amounts relate to continuing activities.

Consolidated statement of total recognised gains and losses and consolidated note of historical cost profits and losses for the year ended 31 March 2010

	Note	2010 £	2009 £
Consolidated statement of total recognised gains and losses			
Loss for the financial year Unrealised surplus/(deficit) on revaluation of properties	18	(846,402) 2,497,967	(1,070,869) (12,388,798)
Total recognised gains and losses for the financial year		1,651,565	(13,459,667)
Consolidated note of historical cost profits and losses		2010 £	2009 £
Reported loss on ordinary activities before and after taxation Difference between actual and historical cost depreciation charge		(846,402) (857,573)	(1,070,869) (321,305)
Historical cost loss on ordinary activities before and after taxation		(1,703,975)	(1,392,174)
Historical cost loss for the year before and after taxation		(1,703,975)	(1,392,174)

Consolidated balance sheet at 31 March 2010

Company number SC310016	Note	2010 £	2010 £	2009 £	2009 £
Fixed assets					
Intangible assets	9		(3.03F.000)		(0.460.607)
- negative goodwill Tangible assets	10		(2,035,868) 50,950,000		(2,162,627) 50,050,000
			48,914,132		47,887,373
Current assets					
Stocks	12	134,823		113,639	
Debtors	13	1,019,903		939,435	
Cash at bank and in hand		2,507,217		2,416,622	
		3,661,943		3,469,696	
Creditors: amounts falling due within one year	14	53,015,099		2,232,658	
one year	1-7				
Net current (liabilities)/assets			(49,353,156)		1,237,038
Total assets less current liabilities			(439,024)		49,124,411
Creditors: amounts falling due after					
more than one year	15				51,215,000
			(439,024)		(2,090,589)
Capital and reserves					
Called up share capital	17		11,500,001		11,500,001
Revaluation reserve	18		(7,330,904)		(10,686,444)
Profit and loss account	18		(4,608,121)		(2,904,146)
Shareholder's deficit	19		(439,024)		(2,090,589)

The financial statements were approved by the board of directors and authorised for issue on 10 March 2011.

Stuart Glass Director

The notes on pages 10 to 19 form part of these financial statements.

Company balance sheet at 31 March 2010

Company number SC310016	Note	2010 £	2010 £	2009 £	2009 £
Fixed assets Fixed asset investments	11		-		10,580,904
Current assets Debtors Cash at bank and in hand	13	52,709,018 5		53,017,267 7	
		52,709,023		53,017,274	
Creditors: amounts falling due within one year	14	51,806,977		892,601	
Net current assets			902,046		52,124,673
Total assets less current liabilities			902,046		62,705,577
Creditors: amounts falling due after more than one year	15				51,215,000
			902,046		11,490,577
Capital and reserves Called up share capital Profit and loss account	17 18		11,500,001 (10,597,955)		11,500,001 (9,424)
Shareholder's funds	19		902,046		11,490,577

The financial statements were approved by the board of directors and authorised for issue on 10 March 2011.

Stuart Glass **Director**

The notes on pages 10 to 19 form part of these financial statements.

Notes forming part of the financial statements for the year ended 31 March 2010

1 Accounting policies

The financial statements have been prepared under the historical cost convention, as modified by the revaluation of the hotel and are in accordance with applicable accounting standards.

The following principal accounting policies have been applied:

Basis of consolidation

The consolidated financial statements incorporate the results of SI Hotels Glasgow investments Limited and all of its subsidiary undertakings as at 31 March 2010 using the acquisition method of accounting. The results of subsidiary undertakings are included from the date of acquisition.

Cash flow statement

The company has taken advantage of the exemption conferred by Financial Reporting Standard 1 'Cash Flow Statements (Revised 1996)' not to prepare a cash flow statement on the grounds that at least 90% of the voting rights in the company are controlled within the group headed by SI Limited Partnership No. 6 and the company is included in consolidated financial statements.

Goodwill

Goodwill arising on an acquisition of a subsidiary undertaking is the difference between the fair value of the consideration paid and the fair value of the assets and liabilities acquired. Negative goodwill is capitalised and amortised through the profit and loss account over the directors' estimate of its useful economic life of 20 years. Impairment tests on the carrying value of goodwill are undertaken:

- at the end of the first full financial year following acquisition;
- in other periods if events or changes in circumstances indicate that the carrying value may not be recoverable.

Turnover

Turnover represents amounts receivable for goods and services, net of VAT and trade discounts.

Depreciation

Depreciation is provided to write off the cost, less estimated residual value of the hotel by equal instalments over the estimated useful life of the component parts as follows:

Freehold property - 2% straight line
Fixed installations - 10% straight line
Rooms and fixtures and fittings - 15% straight line
IT software - 33% straight line
Kitchen equipment - 20% straight line

Any impairment in the value of the hotel to the extent of a previous revaluation is written off to the revaluation reserve and any further impairment thereafter is charged to the profit and loss account in the financial period in which it arises unless the fall in value is considered to be temporary in which case the loss is recognised in the statement of total recognised gains and losses.

Cost includes directly attributable finance costs.

Notes forming part of the financial statements for the year ended 31 March 2010 (continued)

1 Accounting policies (continued)

Valuation of investments

Investments held as fixed assets are stated at cost less any provision for impairment. Investments held as current assets are stated at the lower of cost and net realisable value.

Stocks

Stocks are valued at the lower of cost and net realisable value.

Foreign currency

Foreign currency transactions of individual companies are translated at the rates ruling when they occurred. Foreign currency monetary assets and liabilities are translated at the rates ruling at the balance sheet date. Any differences are taken to the profit and loss account.

Finance costs

Finance costs are charged to profit over the term of the debt so that the amount charged is at a constant rate on the carrying amount. Finance costs include issue costs, which are initially recognised as a reduction in the proceeds of the associated capital instrument.

Deferred taxation

Deferred tax balances are 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 group 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 group anticipates making sufficient taxable profits in the future to absorb the reversal of the underlying timing differences.

Deferred tax balances are not discounted.

Leased assets

Where assets are financed by leasing agreements that give rights approximating to ownership (finance leases), the assets are treated as if they had been purchased outright. The amount capitalised is the present value of the minimum lease payments payable over the term of the lease. The corresponding leasing commitments are shown as amounts payable to the lessor. Depreciation on the relevant assets is charged to the profit and loss account over the shorter of estimated useful economic life and the period of the lease.

Lease payments are analysed between capital and interest components so that the interest element of the payment is charged to the profit and loss account over the period of the lease and is calculated so that it represents a constant proportion of the balance of capital repayments outstanding. The capital part reduces the amounts payable to the lessor.

All other leases are treated as operating leases. Their annual rentals are charged to the profit and loss account on a straight-line basis over the term of the lease.

Pension costs

The company operates a defined contribution scheme for the benefit of its employees. Contributions payable are charged to the profit and loss account in the period they are payable.

Notes forming part of the financial statements for the year ended 31 March 2010 (continued)

2 Turnover

Turnover is wholly attributable to the principal activity of the group and arises solely within the United Kingdom.

3 Operating profit

·	2010 £	2009 £
This is arrived at after charging/(crediting):	~	_
Depreciation of tangible fixed assets	1,597,967	2,061,202
Amortisation of negative goodwill	(126,759)	(126,759)
Hire of plant and machinery - operating leases Auditors' remuneration - fees payable to the group's auditor for the	16,272	16,232
audit of the group's annual accounts	15,500	17,000

Amounts paid to the company's auditor in respect of services to the company, other than the audit of the company's financial statements, have not been disclosed as the information is required instead to be disclosed on a consolidated basis in the accounts of the parent entity, SI Limited Partnership No.6. Included in the group audit fee is an amount of £1,500 (2009 - £3,000) in respect of the company.

4 Employees

Staff costs (including directors) consist of:

	Group 2010 £	Group 2009 £
Wages and salaries Social security costs Other pension costs	2,462,540 215,106 39,673	2,591,807 211,222 42,740
	2,717,319	2,845,769

The average number of employees (including directors) during the year was 249 (2009 - 256).

Notes forming part of the financial statements for the year ended 31 March 2010 (continued)

5 Directors' remuneration

No director received any emoluments during the current year (2009 - £Nil).

6 Interest payable and similar charges

2009 £	2010 £	
3,209,024	3,053,782	Bank loan interest

7 Taxation on loss on ordinary activities

The tax assessed for the year differs from the standard rate of corporation tax in the UK applied to the loss before tax.

	2010 £	2009 £
Loss on ordinary activities before tax	(846,402)	(1,070,869)
Loss on ordinary activities at the standard rate of corporation tax in the UK of 28% (2009 - 28%)	(236,993)	(299,843)
Effect of: Depreciation in excess of capital allowances Increase in tax losses	117,267 119,726	145,143 154,700
Current tax charge for the year	-	-

The group has tax losses and management expenses of £5m at 31 March 2010 available for carry forward.

8 Profit for the financial year

The company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own profit and loss account in these financial statements. The group loss for the year includes a loss after tax of £10,588,531 (2009 - £4,424) which is dealt with in the financial statements of the parent company.

Notes forming part of the financial statements for the year ended 31 March 2010 *(continued)*

9	Intangible fixed assets	
	Group	
		Negative goodwill £
	Cost At 1 April 2009 and 31 March 2010	(2,426,708)
	Amortisation At 1 April 2009 Provided for the year	(264,081) (126,759)
	At 31 March 2010	(390,840)
	Net book value At 31 March 2010	(2,035,868)
	At 31 March 2009	(2,162,627)
10	Tangible fixed assets	
	Group	
		Hotel £
	Valuation At 1 April 2009 Revaluations	50,050,000 900,000
	At 31 March 2010	50,950,000
	Depreciation Provided for the year Revaluations	1,597,967 (1,597,967)
	At 31 March 2010	-
	Net book value At 31 March 2010	50,950,000
	At 31 March 2009	50,050,000

Notes forming part of the financial statements for the year ended 31 March 2010 (continued)

10 Tangible fixed assets (continued)

The historical cost of the hotel is:

	Group 2010 £	Group 2009 £	Company 2010 £	Company 2009 £
Cost	65,700,000	65,700,000	•	-
Accumulated depreciation based on historical cost	7,346,063	4,963,556	-	-
Historical cost net book value	58,353,937	60,736,444	-	-
				

The property has been valued at open market value at 31 March 2010 as per the valuation update dated 29 April 2010 prepared by DTZ. The value provided is based on a desktop overview provided as an addendum to the previous full valuation dated 18 December 2006.

11 Fixed asset investments

Company

	Group undertakings £
Cost At 1 April 2009 Impairment adjustment	10,580,904 (10,580,904)
At 31 March 2010	-

Subsidiary undertakings

The principal undertakings in which the company's interest at the year end is 20% or more are as follows:

Proportion
of voting rights
and ordinary
share capital held Nature of business

Subsidiary undertakings SI Argyle Street Limited

100%

Hotelier

Notes forming part of the financial statements for the year ended 31 March 2010 (continued)

12 Stocks

	Group	Group	Company	Company
	2010	2009	2010	2009
	£	£	£	£
Finished goods and goods for resale	134,823	113,639	-	-

There is no material difference between the replacement cost of stocks and the amounts stated above.

13 Debtors

	Group 2010 £	Group 2009 £	Company 2010 £	Company 2009 £
Trade debtors Amounts owed by group undertakings Prepayments and accrued income Other debtors	760,208 40,000 146,315 73,380	650,436 40,000 143,706 105,293	52,709,018 - -	- 53,016,322 - 945
	1,019,903	939,435	52,709,018	53,017,267

All amounts shown under debtors fall due for payment within one year.

14 Creditors: amounts falling due within one year

	Group 2010 £	Group 2009 £	Company 2010 £	Company 2009 £
	~		~	~
Bank loans and overdrafts (secured)	51,215,000	287,500	51,215,000	287,500
Trade creditors	418,249	362,240	· · ·	-
Amounts owed to group undertakings	19,793	6,345	6,345	6,345
Taxation and social security	343,711	288,565	· _	· -
Other creditors	-	223,294	•	_
Accruals and deferred income	1,018,346	1,064,714	585,632	598,756
	53,015,099	2,232,658	51,806,977	892,601

Notes forming part of the financial statements for the year ended 31 March 2010 (continued)

15	Creditors: amounts falling due after more than	one year			
		Group 2010 £	Group 2009 £	Company 2010 £	Company 2009 £
	Bank loans (secured)	-	51,215,000	-	51,215,000
	Maturity of debt:				
				Loans and overdrafts 2010	Loans and overdrafts 2009
	In one year or less, or on demand			51,215,000	287,500
	In more than one year but not more than two year in more than two years but not more than five year	rs ars		-	305,000 50,910,000 ———— 51,215,000
					· · · · · · · · · · · · · · · · · · ·

The bank borrowings are secured by bond and floating charge by SI Limited Partnership No. 6 plus a standard security over the Radisson SAS Hotel, Glasgow.

Interest rate swap contract

The company has entered into a £48m interest rate swap agreement with Bank of Scotland where variable rate interest rate payments are swapped for fixed rate interest payments of 5.17%. This has been done in order to hedge against cash flow interest rate risk arising from the variable rate bank loan with Bank of Scotland. The interest rate swap contract matures on 2 March 2015 and its fair value was a liability of £6,468,971 at 31 March 2010.

16 Pensions

The group operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the group in an independently administered fund. The pension charge amounted to £39,673 (2009 - £42,740).

Notes forming part of the financial statements for the year ended 31 March 2010 *(continued)*

17	Share capital		
		2010 £	2009 £
	Allotted, called up and fully paid		
	Ordinary shares of £1 each	11,500,001	11,500,001
18	Reserves		
	Group		
		Revaluation reserve £	Profit and loss account £
	At 1 April 2009	(10,686,444)	(2,904,146)
	Revaluation surplus Loss for the year Transfers	2,497,967 - 857,573	(846,402) (857,573)
	At 31 March 2010	(7,330,904)	(4,608,121)
	Company		
			Profit and loss account £
	At 1 April 2009 Loss for the year		(9,424) (10,588,531)
	At 31 March 2010		(10,597,955)

Notes forming part of the financial statements for the year ended 31 March 2010 (continued)

19 Reconciliation of movements in shareholder's (deficit)/funds

	Group 2010 £	Group 2009 £	Company 2010 £	Company 2009 £
Loss for the year	(846,402)	(1,070,869)	(10,588,531)	(4,424)
Unrealised surplus / (deficit) on revaluation of properties	2,497,967	(12,388,798)	-	-
Net additions to/(deductions from) shareholder's (deficit)/funds	1,651,565	(13,459,667)	(10,588,531)	(4,424)
Opening shareholder's (deficit)/funds	(2,090,589)	11,369,078	11,490,577	11,495,001
Closing shareholder's (deficit)/funds	(439,024)	(2,090,589)	902,046	11,490,577

20 Commitments under operating leases

The group had annual commitments under non-cancellable operating leases as set out below:

	Other 2010 £	Other 2009 £
Operating leases which expire:		
In two to five years	16,272	16,272

21 Related party disclosures

Controlling parties

The company is controlled by SI Limited Partnership No. 6, a Limited Partnership registered in Scotland which owns 100% of the issued share capital. The Limited Partnership is owned by private investors and a trust. The largest group in which the results of the company are consolidated is that headed by SI Limited Partnership No.6.

The company is a wholly owned subsidiary of Si Limited Partnership No.6 and has taken advantage of the exemption conferred by Financial Reporting Standard 8 'Related party disclosures' not to disclose transactions with Si Limited Partnership No.6 or other wholly owned subsidiaries within the group.

22 Restatement of 2009 profit and loss account figures

The 2009 profit and loss account figures on page 5 have been amended to increase administrative expenses by £177,447 and to decrease distribution costs by the same amount in respect of an improved allocation of expenditure. The overall result for the year is unchanged.