

Registration number 1999608

Chester International Hotel Limited

Directors' Report and Financial Statements

for the Year Ended 31 December 2012

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
1 Embankment Place
London
WC2N 6RH

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Chester International Hotel Limited
Contents

Company Information	1
Directors' Report	2 to 5
Statement of Directors' Responsibilities	6
Independent Auditors' Report	7 to 8
Profit and Loss Account	9
Statement of Total Recognised Gains and Losses	10
Note of Historical Cost Profits and Losses	11
Balance Sheet	12
Notes to the Financial Statements	13 to 22

Chester International Hotel Limited
Company Information

Directors	M Rosenberg E J Rieck
Company secretary	S A Coughlan
Registered office	Queens Court 9-17 Eastern Road Romford Essex RM1 3NG
Auditors	PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors 1 Embankment Place London WC2N 6RH

Chester International Hotel Limited
Directors' Report for the Year Ended 31 December 2012

The directors present their report and the financial statements for the year ended 31 December 2012

Directors of the company

The directors who held office during the year were as follows

M Rosenberg

E J Rieck

W2001 Britannia LLC (Resigned 31 January 2013)

W2001 Two CV (Resigned 31 January 2013)

Principal activity

The principal activity of the company is the ownership and management of hotels. There have been no significant changes to the company's activities.

Business review

Fair review of the business

The company's retained profit for the year ended 31 December 2012 amounted to £0.2 million (2011 Retained loss for the year of £0.1 million).

The year end balance sheet position is set out in the balance sheet on page 12. The company's net assets as at 31 December 2012 increased from £17.9 million to £18.6 million reflecting the retained profit for the year of £0.2 million and a revaluation adjustment of £0.5 million relating to the company's hotels, which have been revalued to their existing value in use in accordance with the company's accounting policy. This amount has been credited to the company's revaluation reserve.

The company's directors are of the opinion that analysis using KPI's assists with their understanding of the development, performance and position of the business. The key KPI's used are occupancy, average daily rate achieved, revenue per available room, operating margins, compared to budget and prior year.

Chester International Hotel Limited
Directors' Report for the Year Ended 31 December 2012

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Principal risks and uncertainties

The company is a subsidiary within the QMH Limited group and as such the principal risks and uncertainties are the same as those facing the group -

The management of the group's business and the execution of the group's strategy are subject to a number of risks. The key business risks and uncertainties affecting the group are considered to be as follows

Covenant compliance

Management actively monitors the group's debt facilities for compliance with covenants as set out above, and prepares rolling quarterly profit and interest forecasts and sensitivity analyses, which enable them to identify concerns relating to covenant compliance early and to take remedial action where necessary

The UK Senior loan facility was extended on 22 March 2013 to 20 April 2015. This facility was reduced in 2012 by £11.1 million as a result of mandatory repayments following intra group asset sales and voluntary debt repayments. An additional new UK Senior facility of £4.1m was taken out during 2012.

The UK Senior loan facility contains four financial covenant calculations required on a quarterly basis. These are a cashflow cover ratio, a loan to value ratio, a senior interest cover ratio and a senior leverage ratio. The forecast is currently showing compliance for the next 12 months albeit with limited headroom. Remedies are available to the directors in the event of a downturn of trading results.

The European senior facility was repaid in full on 28 March 2013 as a result of the sale of the German division.

On 13 February 2013 the Mezzanine Lenders extended the mezzanine loan to 28 October 2015 and all interest is now PIYC. The Mezzanine loan facility contains a financial covenant, which requires the calculation of a Debt-to-Ebitda ratio on a quarterly basis. The Group breached this covenant in the quarters ended 30 September 2012 and 31 December 2012. No enforcement action has been taken by the Mezzanine Lenders to date. Formal Standstill Agreements were signed on 22 March 2013 and 4 June 2013 confirming that no enforcement action will be taken as a result of the covenant breaches while the Standstill Agreement is in place. The Standstill Agreement expires on 14 September 2013.

The Netherlands' senior facility with Rabobank matures on 30 June 2013. Discussions are continuing in respect of an extension.

The Directors have considered the issue of going concern and have prepared the financial statements on that basis, whilst acknowledging material uncertainties as to any potential steps that may be taken by the Mezzanine Lenders. Further details around the going concern decision and mitigating actions against potential risks are outlined in the following sections. The continuing Event of Default does not cause any cross default to any of the other loans within the Group.

Market risks

The hotels operate in regulated markets and could be adversely impacted by change to existing regulations, new regulations, and or failure to comply with regulations. Equally the hotels operate under licenses from franchisors and could therefore be adversely impacted by changes to or failure to meet standards.

Mitigation

The management team play a leading role in regularly assessing demand density, performance against competitive sets of equal or similar properties, and new products entering the market. Management seek to control this type of risk through involvement in franchise associations who regularly meet with the respective franchisor to discuss brand standards.

Chester International Hotel Limited
Directors' Report for the Year Ended 31 December 2012

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Other risks

The company is subject to certain financial risks as a result of being guarantor to loans held by the company's direct and indirect parent companies. Details of how these companies manage specific risks are set out in the financial statements of those companies. Details of how to obtain copies of these financial statements are set out in note 16 to these accounts.

Employment of disabled persons

The company recognises its obligations towards people with disabilities and its policy is to encourage and assist the employment of disabled people, having regard to the demands of the company's operations and their abilities to fulfill such demands. If existing employees become disabled, appropriate work is found for them wherever possible and training supplied, if required. Employees with disabilities are encouraged and assisted in developing their career and skills within the company.

Employee involvement

Following the introduction of legislation, Consultation Committees have been introduced throughout the business and regular meetings take place, which allow effective consultation on subjects affecting employees. Ongoing effort is made to keep employees informed through team briefings and the production of regular in-house magazines.

Going concern

Given that the company forms part of the QMH Limited group and relies on the performance of the group, the directors of the company have taken in to account the going concern assessment made by the directors of QMH Limited. The Group breached its Debt EBITDA covenant in respect of the Mezzanine loan in the quarters ended 30 September 2012 and 31 December 2012. The Mezzanine Lenders have signed a standstill agreement which will expire on 14 September 2013 and no enforcement action has been taken. This time is being used by the Mezzanine Lenders to review their options. At the expiry of the Standstill Agreement the debt is repayable on demand. The Company will require the ongoing support of the Mezzanine Lenders in order to continue as a going concern, specifically in taking no enforcement action and agreeing that available funds can be used to pay other liabilities of the company.

The directors have reviewed and approved forecasts prepared by management which show compliance with the UK Senior covenants for the next four quarters albeit with limited headroom. Remedies are available to the directors in the event of a downturn of trading results.

The group is currently exploring certain options to mitigate current breaches of the Mezzanine loan and possible future breaches of the Senior loans as follows,

- Ongoing discussion with the Mezzanine Lenders to extend the Standstill Agreement and reset covenants,
- Undertaking discussions with the UK Senior Lenders to reset certain covenants,
- Undertaking potential deleveraging transactions, including sale of certain individual assets in both divisions and negotiations with landlords regarding potential amendments to leases.

The conditions indicate the existence of material uncertainties, which may cast significant doubt about the group's and parent company's ability to continue as a going concern. However, the directors consider that there is a reasonable possibility of avoiding an insolvent liquidation and have therefore prepared the financial statements on going concern basis.

Chester International Hotel Limited
Directors' Report for the Year Ended 31 December 2012

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Disclosure of information to the auditors

Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information. The directors confirm that there is no relevant information that they know of and which they know the auditors are unaware of.

Reappointment of auditors

PricewaterhouseCoopers LLP are deemed to be reappointed in accordance with an elective resolution made under section 386 of the Companies Act 1985 which continued in force under the Companies Act 2006.

Approved by the Board on 18 June 2013 and signed on its behalf by


S A Coughlan
Company secretary

Chester International Hotel 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 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 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 Auditor's Report to the Members of Chester International Hotel Limited

We have audited the financial statements of Chester International Hotel Limited for the year ended 31 December 2012, which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Note of Historical Profits 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).

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities (set out on page 6), 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 Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Scope of the audit of the financial statements

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. In addition, we read all the financial and non-financial information in the Directors' Report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on the financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2012 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.

Emphasis of matter

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosures set out in the accounting policies note to the financial statements concerning the company and its parent company's ability to continue as a going concern.

The Group breached its Debt EBITDA covenant in respect of the Mezzanine loan in the quarters ended 30 September 2012 and 31 December 2012. The Group will require the ongoing support of the Mezzanine Lenders in order to continue as a going concern, specifically in taking no enforcement action and agreeing that available funds can be used to pay other liabilities of the company. Additionally, the directors' forecasts show compliance with the UK Senior covenants for the next four quarters albeit with limited headroom. The group is currently exploring options to mitigate current and possible future breaches for its debt facilities.

These conditions indicate the existence of material uncertainties which may cast significant doubt about the company's ability to continue as a going concern. The financial statements do not include the adjustments that would result if the company was unable to continue as a going concern.

**Independent Auditor's Report to the Members of
Chester International Hotel Limited**

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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



John Ellis (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
1 Embankment Place
London
WC2N 6RH

19 June 2013

Chester International Hotel Limited
Profit and Loss Account for the Year Ended 31 December 2012

	Note	2012 £ 000	2011 £ 000
Turnover		4,951	4,722
Cost of sales		<u>(2,709)</u>	<u>(2,629)</u>
Gross profit		2,242	2,093
Administrative expenses		<u>(1,778)</u>	<u>(1,985)</u>
Operating profit	2	<u>464</u>	<u>108</u>
Profit on ordinary activities before taxation		464	108
Tax on profit on ordinary activities	5	<u>(277)</u>	<u>(249)</u>
Profit/(loss) for the financial year	11	<u>187</u>	<u>(141)</u>

Turnover and operating profit derive wholly from continuing operations

Chester International Hotel Limited
Statement of Total Recognised Gains and Losses for the Year Ended 31 December 2012

	Note	2012 £ 000	2011 £ 000
Profit/(loss) for the financial year		187	(141)
Unrealised surplus/(deficit) on revaluation of properties		<u>497</u>	<u>(2,770)</u>
Total recognised gains and losses relating to the year		<u>684</u>	<u>(2,911)</u>


Chester International Hotel Limited
Note of Historical Cost Profits and Losses for the Year Ended 31 December 2012

	2012 £ 000	2011 £ 000
Reported profit on ordinary activities before taxation	464	108
Difference between historical cost depreciation charge and the actual depreciation charge on the revalued amount	<u>89</u>	<u>111</u>
Historical cost profit on ordinary activities before taxation	<u>553</u>	<u>219</u>
Historical cost profit/(loss) for the year retained after taxation	<u>276</u>	<u>(30)</u>

Chester International Hotel Limited
(Registration number: 1999608)
Balance Sheet at 31 December 2012

	Note	2012 £ 000	2011 £ 000
Fixed assets			
Tangible fixed assets	6	<u>18,088</u>	<u>18,100</u>
Current assets			
Stocks	7	31	24
Debtors	8	4,723	3,729
Cash at bank and in hand		<u>3</u>	<u>3</u>
		4,757	3,756
Creditors Amounts falling due within one year	9	<u>(4,227)</u>	<u>(3,922)</u>
Net current assets/(liabilities)		<u>530</u>	<u>(166)</u>
Net assets		<u><u>18,618</u></u>	<u><u>17,934</u></u>
Capital and reserves			
Called up share capital	10	5,500	5,500
Revaluation reserve	11	9,104	8,696
Profit and loss account	11	<u>4,014</u>	<u>3,738</u>
Shareholders' funds	12	<u><u>18,618</u></u>	<u><u>17,934</u></u>

Approved by the Board on 18 June 2013 and signed on its behalf by


M Rosenberg
Director

Chester International Hotel Limited
Notes to the Financial Statements for the Year Ended 31 December 2012

1 Accounting policies

Basis of preparation

These financial statements are prepared on the going concern basis, under the historical cost convention as modified by the revaluation of freehold and long leasehold properties and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The principal accounting policies, which have been applied consistently throughout the year are set out below.

Exemption from preparing a cash flow statement

The company is exempt from preparing a cash flow statement as it is a wholly owned subsidiary of QMH Limited and the cashflows of the company are included in the consolidated cashflow statement of that company. Consequently, the company is exempt under the provisions of Financial Reporting Standard 1 (revised 1996) "Cash Flow Statements" from publishing a cashflow statement.

Going concern

Given that the company forms part of the QMH Limited group and relies on the performance of the group, the directors of the company have taken in to account the going concern assessment made by the directors of QMH Limited. The Group breached its Debt EBITDA covenant in respect of the Mezzanine loan in the quarters ended 30 September 2012 and 31 December 2012. The Mezzanine Lenders have signed a standstill agreement which will expire on 14 September 2013 and no enforcement action has been taken. This time is being used by the Mezzanine Lenders to review their options. At the expiry of the Standstill Agreement the debt is repayable on demand. The Company will require the ongoing support of the Mezzanine Lenders in order to continue as a going concern, specifically in taking no enforcement action and agreeing that available funds can be used to pay other liabilities of the company.

The directors have reviewed and approved forecasts prepared by management which show compliance with the UK Senior covenants for the next four quarters albeit with limited headroom. Remedies are available to the directors in the event of a downturn of trading results.

The group is currently exploring certain options to mitigate current breaches of the Mezzanine loan and possible future breaches of the Senior loans as follows,

- Ongoing discussion with the Mezzanine Lenders to extend the Standstill Agreement and reset covenants,
- Undertaking discussions with the UK Senior Lenders to reset certain covenants,
- Undertaking potential deleveraging transactions, including sale of certain individual assets in both divisions and negotiations with landlords regarding potential amendments to leases.

The conditions indicate the existence of material uncertainties, which may cast significant doubt about the group's and parent company's ability to continue as a going concern. However, the directors consider that there is a reasonable possibility of avoiding an insolvent liquidation and have therefore prepared the financial statements on going concern basis.

Turnover

Turnover is the total income receivable for goods supplied and services rendered, excluding VAT and similar sales taxes. The principal revenue streams are for room accommodation and food and beverage sales which is recognised at the point at which the goods and services are delivered to the customer. Revenue is also generated through leisure club membership fees which are recognised on a straight line basis over the membership period.

Chester International Hotel Limited

Notes to the Financial Statements for the Year Ended 31 December 2012

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Depreciation

Freehold land is not depreciated

Leasehold land is depreciated over the unexpired period of the lease, or such longer period where the anticipated renewal is considered to be sufficiently certain and is calculated to reflect the consumption of value over the lease term

Depreciation is calculated to write off the revalued amounts or cost, less estimated residual values, on a straight line basis over the expected useful economic lives of the assets concerned. Buildings are separated into identifiable components with significantly different useful economic lives as follows

Asset class	Depreciation method and rate
Leasehold Land	Over the unexpired period of the lease, or such longer period where the anticipated renewal is considered to be sufficiently certain
Long Leasehold Buildings	Over 25 to 75 years
Short Leasehold Buildings	Over the unexpired period of the lease
Fixtures & Fittings	Over 4 to 7 years
Plant & Equipment	Over 3 to 15 years

Fixed assets

Freehold Properties or properties on leases with twenty five years or more to run at the balance sheet date are revalued at regular intervals and the resultant valuation is included in the balance sheet. The directors consider that the valuation of these properties at regular intervals is most appropriate to the company's circumstances as it helps to ensure that values reported in the financial statements are representative of the market value of these properties. When the unexpired lease term falls below twenty five years, no further revaluations are carried out and the valuation in respect of that property is depreciated over the unexpired period of the lease. Other leasehold properties are included in the balance sheet at historical cost less depreciation.

Surpluses and deficits on the revaluation of the company's properties are taken to the revaluation reserve and reported in the statement of total recognised gains and losses, except that diminutions in value below historical cost on individual properties and diminutions clearly caused by the consumption of economic benefits are taken to the profit and loss account in accordance with Financial Reporting Standard 11 "Impairment of fixed assets". To the extent that such diminutions subsequently reverse, this reversal is credited to the profit and loss account where the diminution was originally recognised.

All other tangible fixed assets are recorded at historical cost, being their purchase cost, together with any incidental expenses of acquisition.

Stocks

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

Chester International Hotel Limited

Notes to the Financial Statements for the Year Ended 31 December 2012

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Deferred tax

Full provision is made for deferred tax arising from timing differences between the recognition of gains and losses in the financial statements and their recognition in tax computations, where future payment or receipt is more likely than not to occur

Deferred tax assets are regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is provided on a non-discounted basis

Leases

Costs in respect of operating leases are charged to the profit and loss account on a straight line basis over the lease term

Pensions

Both the company and certain individuals make contributions into either a Group Stakeholder Pension or a Group Personal Pension Fund. Company contributions are expensed through the profit and loss as incurred

2 Operating profit

Operating profit is stated after charging

	2012 £ 000	2011 £ 000
Operating leases - other assets	90	91
Depreciation of owned assets	<u>663</u>	<u>854</u>

Auditors' remuneration for the year ended 31 December 2012 amounting to £1,000 (31 December 2011 £1,000) has been borne by QMH UK Limited on behalf of the company

Chester International Hotel Limited

Notes to the Financial Statements for the Year Ended 31 December 2012

..... *continued*

3 Particulars of employees

The average number of persons employed by the company (including directors) during the year, analysed by category was as follows

	2012 No.	2011 No.
Hotel operations	<u>73</u>	<u>77</u>

The aggregate payroll costs were as follows

	2012 £ 000	2011 £ 000
Wages and salaries	1,210	1,211
Social security costs	81	83
Other pension costs	<u>24</u>	<u>20</u>
	<u>1,315</u>	<u>1,314</u>

4 Directors' remuneration

The fees for Mr Rieck and Mr Rosenberg were paid by QMH Limited, no recharge was made to the company

W2001 Britannia LLC and W2001 Two CV received no remuneration for their services as directors of the company or any of the company's fellow subsidiaries

5 Taxation

Tax on profit on ordinary activities

	2012 £ 000	2011 £ 000
Current tax		
Corporation tax charge	<u>277</u>	<u>249</u>

Chester International Hotel Limited

Notes to the Financial Statements for the Year Ended 31 December 2012

..... continued

Factors affecting current tax charge for the year

Tax on profit on ordinary activities for the year is higher than (2011 - higher than) the standard rate of corporation tax in the UK of 24.5% (2011 - 26.5%)

The differences are reconciled below

	2012 £ 000	2011 £ 000
Profit on ordinary activities before taxation	<u>464</u>	<u>108</u>
Corporation tax at standard rate	114	29
Depreciation for the period in excess of capital allowances	162	226
Items not relevant for tax purposes	1	(5)
Adjustments in respect of previous periods	<u>-</u>	<u>(1)</u>
Total current tax	<u>277</u>	<u>249</u>

Factors that may affect future tax charges

The company does not expect to pay tax in 2013 due to the availability of tax losses in the group

The company has not recognised any net deferred tax assets in respect of Accelerated Capital Allowances of £1,658,000 (2011 £1,722,000). Subject to changes in tax legislation, the directors do not expect sufficient taxable profits to arise to utilise these unclaimed allowances, in the foreseeable future. Given current economic circumstances, there is currently insufficient evidence to support recognition of a deferred tax asset.

No deferred tax is provided on timing differences arising from the revaluation of fixed assets unless, by the balance sheet date, a binding commitment to sell the asset has been entered into and it is unlikely that any gain could be rolled over. If the company's property were realised at the amounts included in the balance sheet, there is not expected to be a tax liability due to the availability of tax losses within the group.

Chester International Hotel Limited

Notes to the Financial Statements for the Year Ended 31 December 2012

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6 Tangible fixed assets

Tangible fixed assets

	Long leasehold land and buildings £ 000	Fixtures and fittings £ 000	Total £ 000
Cost or valuation			
At 1 January 2012	16,677	6,597	23,274
Revaluation	235	-	235
Additions	-	154	154
At 31 December 2012	<u>16,912</u>	<u>6,751</u>	<u>23,663</u>
Accumulated depreciation			
At 1 January 2012	-	5,174	5,174
Charge for the year	262	401	663
Writeback to recoverable amount	<u>(262)</u>	<u>-</u>	<u>(262)</u>
At 31 December 2012	<u>-</u>	<u>5,575</u>	<u>5,575</u>
Net book value			
At 31 December 2012	<u>16,912</u>	<u>1,176</u>	<u>18,088</u>
At 31 December 2011	<u>16,677</u>	<u>1,423</u>	<u>18,100</u>

Revaluations

The Land and Buildings class of fixed assets was revalued on 31 December 2012 by the directors who are internal to the company. The basis of this valuation was the directors' best judgement with reference to a 10 year discounted cash flow model.

In respect of the current year, a net surplus of £497,000 (2011 net deficit of £2,770,000) arises on revaluation. All of this deficit including the elimination of the depreciation charge on freehold and leasehold properties of £262,000 (2011 £262,000) has been credited to the revaluation reserve. This class of assets has a current value of £18,088,000 (2011 - £16,677,000) and a carrying amount at historical cost of £10,943,000 (2011 - £10,964,000). The depreciation on this historical cost is £3,132,000 (2011 - £2,980,000).

Chester International Hotel Limited

Notes to the Financial Statements for the Year Ended 31 December 2012

..... continued

7 Stocks

	2012 £ 000	2011 £ 000
Stocks	<u>31</u>	<u>24</u>

8 Debtors

	2012 £ 000	2011 £ 000
Trade debtors	54	43
Amounts owed by group undertakings	4,601	3,611
Other debtors	1	1
Prepayments and accrued income	<u>67</u>	<u>74</u>
	<u>4,723</u>	<u>3,729</u>

Included within amounts owed by group undertakings is a non interest bearing loan to QMH UK Limited of £4,601,000 (2011 £3,611,000)

9 Creditors: Amounts falling due within one year

	2012 £ 000	2011 £ 000
Trade creditors	75	122
Amounts owed to group undertakings	3,849	3,571
Other creditors	67	55
Accruals and deferred income	<u>236</u>	<u>174</u>
	<u>4,227</u>	<u>3,922</u>

Included within amounts owed to group undertakings are loans from QMH Limited and QMH UK Limited of £3,849,000 (2011 £3,571,000) These loans are repayable on demand, on giving thirty days notice, however both QMH Limited and QMH UK Limited have confirmed that they have no current intention of calling for repayment

Chester International Hotel Limited

Notes to the Financial Statements for the Year Ended 31 December 2012

..... *continued*

10 Share capital

Allotted, called up and fully paid shares

	2012		2011	
	No.	£ 000	No.	£ 000
Ordinary Shares of £1 each	<u>5,500,003</u>	<u>5,500</u>	<u>5,500,003</u>	<u>5,500</u>

11 Reserves

	Revaluation reserve £ 000	Profit and loss account £ 000	Total £ 000
At 1 January 2012	8,696	3,738	12,434
Profit for the financial year	-	187	187
Surplus on property revaluation	497	-	497
Other reserve movements	<u>(89)</u>	<u>89</u>	<u>-</u>
At 31 December 2012	<u>9,104</u>	<u>4,014</u>	<u>13,118</u>

12 Reconciliation of movement in shareholders' funds

	2012 £ 000	2011 £ 000
Profit/(loss) for the financial year	187	(141)
Other recognised gains and losses relating to the year	<u>497</u>	<u>(2,770)</u>
Net addition/(reduction) to shareholders' funds	684	(2,911)
Shareholders' funds at 1 January	<u>17,934</u>	<u>20,845</u>
Shareholders' funds at 31 December	<u>18,618</u>	<u>17,934</u>

Chester International Hotel Limited

Notes to the Financial Statements for the Year Ended 31 December 2012

..... continued

13 Contingent liabilities

On 23 February 2011 the company entered into a guarantee providing a fixed charge over its assets, together with certain other subsidiary undertakings to secure a senior loan held by QMH Finance Number 1 Limited, which at 31 December 2012 amounted to £81,181,000 (2011 £91,776,000)

On 24 November 2004 the company entered into a guarantee providing fixed and floating charges over its assets, together with certain other subsidiary undertakings, to secure a mezzanine loan held by QMH Limited, which at 31 December 2012 amounted to £166,350,000 (2011 £157,620,000)

14 Commitments

Capital commitments

Amounts contracted for but not provided in the financial statements amounted to £81,000 (2011 - £8,000)

Operating lease commitments

As at 31 December 2012 the company had annual commitments under non-cancellable operating leases as follows

Operating leases which expire

	2012 £ 000	2011 £ 000
Land and buildings		
Over five years	<u>90</u>	<u>90</u>
Other		
Within one year	<u>8</u>	<u>8</u>

15 Related party transactions

The company is a wholly owned subsidiary of QMH Limited. Consequently it has taken advantage of the exemption in FRS8 "Related Party Disclosures" from disclosing transactions with other members of the group.

Chester International Hotel Limited

Notes to the Financial Statements for the Year Ended 31 December 2012

..... continued

16 Ultimate parent company

The company is controlled by QMH Finance Number 1 Limited, which is a subsidiary of QMH Limited, which indirectly owns the entire share capital of the company and is incorporated in England and Wales. Copies of QMH Limited's consolidated financial statements are available from its registered office at 9-17 Eastern Road, Romford, Essex, RM1 3NG.

Following the transfer of shares by the previous shareholders of QMH Limited on 31 January 2013 the company has no majority or controlling shareholder.

Prior to the change, W2001 Britannia LLC was the majority shareholder. W2001 Britannia LLC is a limited liability company formed under the laws of the State of Delaware on 29 April 2004.

W2001 Britannia LLC is wholly owned and controlled by four separate Delaware limited partnerships: Whitehall Street Global Real Estate Limited Partnership 2001, Whitehall Street International Real Estate Limited Partnership 2001, Whitehall Street Global Employee Fund 2001, L.P. and Whitehall Street International Employee Fund 2001 (Delaware), L.P. each formed in early 2001. The sole general partner of each Whitehall 2001 Partnership is a special purpose Delaware limited liability company that is wholly owned by Goldman Sachs. The limited partners of each Whitehall 2001 Partnership include (as applicable) Goldman Sachs, institutional investors, employees of Goldman Sachs and its affiliates and private clients of Goldman Sachs and its affiliates.

The results of QMH Limited are not and were not previously consolidated by any other entity.