

Registered No. 3203996

**IS Europe Limited**

**Annual report**

**For the year ended 31 December 2004**



# **IS Europe Limited**

## **Annual report for the year ended 31 December 2004**

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**Directors and advisers**

**Directors**

J Gleek  
E Scheetz  
J Anderson  
D Hamamoto

**Secretary and registered office**

Patricia Nicholson  
20 Thayer Street  
London W1M 6DD

**Solicitors**

MacFarlanes  
10 Norwich Street  
London EC4A 1BD

**Registered auditors**

PricewaterhouseCoopers LLP  
No 1 Embankment Place  
London WC2N 6RH

**Bankers**

Barclays Bank PLC  
1-2 Trinity Way  
London E4 8TD

**Directors' report  
for the year ended 31 December 2004**

The directors present their report and the audited financial statements of the company for the year ended 31 December 2004.

**Principal activity**

The principal activity of the company is to acquire, develop, refurbish and operate hotels in Europe. Currently the company owns and operates two hotels in London through its wholly owned subsidiary, Ian Schrager London Limited.

**Results and dividends**

The results for the year are set out in the profit and loss account on page 6.

The directors do not recommend the payment of a dividend for the year (2003: nil). The group's retained loss for the year of £2,309,000 (2003: £2,266,000) has been transferred to reserves.

**Directors**

The directors of the company during and after the year are as follows:

J Gleek	
I Schrager	(resigned 10 October 2005)
J Anderson	
D Hamamoto	
E Scheetz	(appointed 10 October 2005)

**Directors interests**

According to the register of directors' interests, none of the directors who held office at the end of the year had any interest in the shares of group companies, nor were any rights to subscribe for shares in group companies granted to, or exercised by, any of these directors.

**Employment of disabled persons.**

It is the group's policy to give full consideration to the suitability for employment of disabled persons. Opportunities also exist for employees of the group who become disabled to continue in their employment or be trained for other positions in the group.

**Employee involvement**

The group's policy is to encourage the involvement of all employees in the group's development and success. This is achieved through its established structure for communicating with employees by means of regular briefings and presentations.

**Statement of directors' responsibilities**

The directors are required by UK company law to prepare financial statements for each financial year that give a true and fair view of the state of affairs of the company as at the end of the financial year and of the surplus or deficit of the company for that period. The directors are also responsible for preparing financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

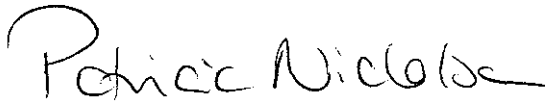
The directors confirm that suitable accounting policies have been used and applied consistently with the exception of the changes arising on the adoption of new accounting standards in the year as explained in the summary of accounting policies. They also confirm that reasonable and prudent judgements and estimates have been made in preparing the financial statements for the year ended 31 December 2004 and that applicable accounting standards have been followed.

The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**Auditors**

A resolution to reappoint PricewaterhouseCoopers LLP as auditors of the group will be proposed at the next annual general meeting.

**By order of the board**



**Patricia Nicholson**  
Company secretary

**20 THAYER STREET  
LONDON  
W1U 2DD**

**16 NOVEMBER 2005**

## **Independent auditors' report to the members of IS Europe Limited**

We have audited the financial statements which comprise the consolidated profit and loss account, the consolidated and company balance sheets, the consolidated cash flow statement and the related notes.

### **Respective responsibilities of directors and auditors**

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable United Kingdom law and accounting standards are set out in the statement of directors' responsibilities.

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

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit or if information specified by law regarding directors' remuneration and transactions is not disclosed.

We read the other information contained in the annual report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. The other information comprises only the directors' report.

### **Basis of audit opinion**

We conducted our audit in accordance with auditing standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

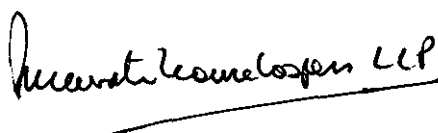
**Fundamental uncertainty**

In forming our opinion, we have considered the adequacy of the disclosures made in the financial statements concerning the future funding of the group for the next 12 months. The financial statements have been prepared on a going concern basis, the validity of which depends on future funding being available. Details of the circumstances relating to the fundamental uncertainty are described in note 1.

The financial statements do not include any adjustments that would result from future funding not being available. Our opinion is not qualified in this respect.

**Opinion**

In our opinion the financial statements give a true and fair view of the state of affairs of the company and the group at 31 December 2004 and of the loss and cash flows of the group for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



**PricewaterhouseCoopers LLP**

Chartered Accountants and Registered Auditors  
London

16 November 2005

## Consolidated profit and loss account for the year ended 31 December 2004

	Notes	2004 £000	2003 £000
<b>Turnover</b>	1	<b>25,907</b>	23,234
Cost of sales		<u>(7,033)</u>	<u>(6,443)</u>
<b>Gross profit</b>		<b>18,874</b>	16,791
Administrative expenses		<u>(13,463)</u>	<u>(11,469)</u>
<b>Operating profit</b>		<b>5,411</b>	5,322
Interest receivable		<b>196</b>	152
Interest payable and similar charges	4	<u>(7,916)</u>	<u>(7,740)</u>
<b>Loss on ordinary activities before and after taxation</b>	3	<u><b>(2,309)</b></u>	<u>(2,266)</u>
<b>Loss for the financial year</b>		<u><b>(2,309)</b></u>	<u>(2,266)</u>

All income and expenditure arises from continuing operations.

The group has no recognised gains or losses other than the loss for the year.

The historical cost loss and reported loss are the same.

Movements in shareholders funds are shown in note 17 to the financial statements.



# Consolidated balance sheet

## At 31 December 2004

	Notes	2004 £000	2004 £000	2003 £000	2003 £000
<b>Fixed assets</b>					
Tangible fixed assets	6		105,940		108,844
<b>Current assets</b>					
Stocks	7	209		358	
Debtors	9	2,443		1,853	
Cash (restricted cash £4,230,000 : 2003 £4,217,000)	10	4,628		4,804	
		7,280		7,015	
Creditors: amounts falling due within one year	11	(8,708)		(6,982)	
<b>Net current (liabilities)/assets</b>			(1,428)		33
<b>Total assets less current liabilities</b>			104,512		108,877
Creditors: amounts falling due after more than one year	12		(91,472)		(93,528)
<b>Net assets</b>			13,040		15,349
<b>Capital and reserves</b>					
Called up share capital	14		5,000		5,000
Share premium account	15		10,000		10,000
Other capital reserve	15		9,460		9,460
Profit and loss account	15		(11,420)		(9,111)
<b>Equity shareholders' funds</b>	17		13,040		15,349

The financial statements on pages 6 to 22 were approved by the board of directors on November 16, 2005, and were signed on its behalf by:

E Scheetz  
Director

J Gleek  
Director

# Company balance sheet

## At 31 December 2004

	Notes	2004 £000	2004 £000	2003 £000	2003 £000
<b>Fixed assets</b>					
Investment in subsidiary	8		35,000		35,000
<b>Current assets</b>					
Debtors	9	400		400	
Cash	10	5		154	
		405		554	
<b>Creditors: amounts falling due within one year</b>	11	(7,045)		(10,494)	
<b>Net current liabilities</b>			(6,640)		(9,940)
<b>Total assets less current liabilities</b>			28,360		25,060
<b>Creditors: amounts falling due after more than one year</b>	12		(4,877)		(1,275)
<b>Net assets</b>			23,483		23,785
<b>Capital and reserves</b>					
Called up share capital	14		5,000		5,000
Share premium account	16		10,000		10,000
Other capital reserve	16		9,460		9,460
Profit and loss account	16		(977)		(675)
<b>Equity shareholders' funds</b>	17		23,483		23,785

The financial statements on pages 6 to 22 were approved by the board of directors on November 16, 2005 and were signed on its behalf by:

  
E Scheetz  
Director

  
J Gleek  
Director

## Consolidated cash flow statement for the year ended 31 December 2004

	Notes	2004 £000	2003 £000
Net cash inflow from operating activities	20	8,204	9,163
Returns on investments and servicing of finance	21	(7,361)	(7,639)
Capital expenditure	21	(332)	(739)
Financing	21	<u>(700)</u>	<u>(857)</u>
Decrease in cash and cash equivalents	22	<u>(189)</u>	<u>(72)</u>

## Reconciliation of net cash flow statement for the year ended 31 December 2004

	Notes	2004 £000	2003 £000
Decrease in cash in the year		(189)	(72)
Net cash outflow from decrease in debt	21	700	2,225
Non cash movements	22	<u>356</u>	<u>(161)</u>
Movements in net debt in the year		867	1,992
Net debt at the start of the year		(96,941)	(98,933)
Net debt at the end of the year	22	<u>(96,074)</u>	<u>(96,941)</u>

## Notes to the financial statements for the year ended 31 December 2004

### 1 Principal accounting policies

The consolidated financial statements have been prepared under the historical cost convention and in accordance with applicable Accounting Standards in the United Kingdom. A summary of the more important accounting policies, which have been applied consistently, is set out below.

#### Going concern

Following the breach of loan covenants since the expiration of the waiver agreement with the group's lenders on 31 March 2005, the directors have entered into negotiations with banks in connection with the refinancing of the group. Negotiations are at an advanced stage and the directors believe that these negotiations will be concluded in the near future.

In addition, Morgans Hotel Group LLC (formerly Ian Schrager Hotels LLC) and Burford Holdings Limited have also agreed to provide on-going support to enable IS Europe Limited to continue to meet its liabilities as and when they fall due for 12 months following the date of signing these financial statements. On this basis the directors believe that it is appropriate for the financial statements to be prepared on the going concern basis.

#### Basis of consolidation

The consolidated financial statements include financial statements of the company and its subsidiary undertaking made up to 31 December 2004.

#### Comparative information

The directors have made minor amendments to certain comparative numbers in the notes to the accounts where further information has become available this year.

#### Investments

Investments are stated at cost or cost less provision where there is a permanent diminution in value.

#### Fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation and any provision for impairment. Assets are depreciated to their residual values on a straight line basis over their estimated residual lives as follows:

Freehold buildings	50 years
Leasehold property	shorter of 50 years and length of lease
Building surface finishes	25 years
Plant and machinery	15 years
Fixtures, fittings and equipment	5 – 10 years

No depreciation is provided on freehold land or assets under course of construction. No residual values are ascribed to building surface finishes.

Properties in the course of development are included at the lower of cost and net realisable value. The cost includes directly attributable costs together with interest on specific external debts.

**Foreign currency transactions**

Translations into sterling are made at the average of rates ruling throughout the period for profit and loss items and at the rate ruling at 31 December 2004 for assets and liabilities. Exchange differences arising in the ordinary course of trading are included in the profit and loss account.

**Deferred taxation**

Deferred taxation is provided in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events have occurred which result in an obligation to pay more or less tax in the future.

Deferred tax is measured at the average tax rates which apply in the period in which the timing differences are expected to reverse. Deferred tax is measured on a non-discounted basis.

Deferred tax assets are regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it is more likely than not that there will be adequate future taxable profits against which to recover carried forward tax losses.

**Finance costs**

Finance costs are included within the carrying value of the loan and are amortised over the term of the loan.

**Stocks**

Stocks are stated at the lower of cost and net realisable value. In determining the cost of raw materials and consumables the weighted average purchase price is used.

**Turnover**

Turnover represents the amounts (excluding value added tax) derived from the provision of goods and services to customers.

**2 Staff numbers and costs**

	2004	2003
	Number	Number
<b>The average number of employees in the year was:</b>		
Hotel operating staff	152	162
Management/administration	29	25
Sales and marketing	10	9
Repair and maintenance	17	14
Total	<u>208</u>	<u>210</u>

The aggregate payroll costs for these persons were as follows:

	2004	2003
	£'000	£'000
Employee costs	5,455	5,002
Social security costs	396	375
Pension costs	62	60
	<u>5,913</u>	<u>5,437</u>

None of the directors received any remuneration during the year or previous year.

#### **Funded defined contribution scheme for employees (group scheme)**

Pension costs of £62,000 (2003: £60,000) were charged to the profit and loss account of which £nil (2003: nil) was outstanding at the balance sheet date.

The pension scheme is held with Standard Life and is administered by Inter Alliance.

### **3 Loss on ordinary activities before taxation**

Loss on ordinary activities before taxation is stated after charging:

	2004	2003
	£'000	£'000
<b>Auditors' remuneration:</b>		
Group	72	69
Company	13	12
Non audit – Group	150	105
<b>Depreciation and other amounts written off tangible fixed assets:</b>		
Owned	<u>3,222</u>	<u>3,003</u>

### **4 Interest payable and similar charges**

	2004	2003
	£'000	£'000
Amounts payable on bank loans and overdrafts	7,613	7,740
Amounts payable on loans due to related parties	303	-
	<u>7,916</u>	<u>7,740</u>

**5 Taxation****(a) Analysis of charge in the year**

No corporation tax has been provided due to losses incurred in the year (2003: nil)

**(b) Factors affecting tax charge for the year**

	2004	2003
	£'000	£'000
Loss on ordinary activities before tax	<u>(2,309)</u>	<u>(2,266)</u>
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 30% (2003: 30%)	(693)	(680)
<i>Effects of:</i>		
Expenses not deductible for tax purposes	195	216
Capital allowances (in excess of)/less than depreciation	(1,752)	432
Tax losses	2,250	77
Utilisation of tax losses	-	(45)
Tax charge for the period (note 6(a))	<u>-</u>	<u>-</u>

**(c) Factors affecting future tax charges**

In respect of the company's tax losses, no deferred tax asset has been recognised due to uncertainty regarding the group's future trading results (see note 13).

**6 Fixed assets - Group**

	Assets Under course of construction £000	Land and buildings £000	Plant and machinery £000	Fixtures, fittings and equipment £000	Total £000
<b>Cost</b>					
At January 2004	28	99,882	7,999	11,812	119,721
Reclassification	(28)	(390)	-	418	-
Additions	-	-	-	318	318
<b>At 31 December 2004</b>	<b>-</b>	<b>99,492</b>	<b>7,999</b>	<b>12,548</b>	<b>120,039</b>
<b>Depreciation</b>					
At January 2004	-	3,681	2,106	5,090	10,877
Charge for the year	-	1,056	533	1,633	3,222
<b>At 31 December 2004</b>	<b>-</b>	<b>4,737</b>	<b>2,639</b>	<b>6,723</b>	<b>14,099</b>
<b>Net book value</b>					
<b>At 31 December 2004</b>	<b>-</b>	<b>94,755</b>	<b>5,360</b>	<b>5,825</b>	<b>105,940</b>
At 31 December 2003	28	96,201	5,893	6,722	108,844

Included in the total net book value of land and buildings is £43,723,000 (2003: £44,607,000) of leasehold property and £4,271,000 (2003: £4,297,000) of capitalised interest (net of accumulated depreciation).

All tangible fixed assets of the group are held by the subsidiary undertaking, Ian Schrager London Limited.

**7 Stocks**

	Group 2004 £000	Group 2003 £000
Raw materials and consumables	209	358



**8 Investment in subsidiary company**

**Company**  
**£000**

At 1 January 2004 and 31 December 2004

**35,000**

The company owns 100% of the ordinary shares of Ian Schrager London Limited, a company incorporated in England and Wales, whose principle activity is the operation of two Ian Schrager hotels in London.

**9 Debtors: amounts due within one year**

	<b>Group 2004 £000</b>	<b>Company 2004 £000</b>	<b>Group 2003 £000</b>	<b>Company 2003 £000</b>
Trade debtors	1,448	-	954	-
Amounts due from related parties (see note 19)	528	400	524	400
Prepayments and accrued income	467	-	375	-
	<u>2,443</u>	<u>400</u>	<u>1,853</u>	<u>400</u>

**10 Cash**

	<b>Group 2004 £000</b>	<b>Company 2004 £000</b>	<b>Group 2003 £000</b>	<b>Company 2003 £000</b>
Sundry cash	398	5	587	154
Restricted cash	4,230	-	4,217	-
	<u>4,628</u>	<u>5</u>	<u>4,804</u>	<u>154</u>

Under the terms of the loan agreement (see note 12), the group was required to set aside cash as a general reserve and an amount to cover outstanding construction liabilities and future fixed asset replacements. At 31 December 2004 this amount totalled £4,230,000 (2003: £4,217,000).

**11 Creditors: amounts falling within one year**

	<b>Group</b>	<b>Company</b>	<b>Group</b>	<b>Company</b>
	<b>2004</b>	<b>2004</b>	<b>2003</b>	<b>2003</b>
	<b>£000</b>	<b>£000</b>	<b>£000</b>	<b>£000</b>
Bank loans	5,000	-	4,000	-
Trade creditors	551	-	674	-
Amounts due to group undertakings and related parties (see note 19)	308	7,045	199	10,494
Other creditors including taxation and social security	710	-	587	-
Accruals and deferred income	2,139	-	1,522	-
	<u>8,708</u>	<u>7,045</u>	<u>6,982</u>	<u>10,494</u>

**12 Creditors: amount falling due after more than one year**

	<b>Group</b>	<b>Group</b>
	<b>2004</b>	<b>2003</b>
	<b>£000</b>	<b>£000</b>
Bank loans and overdrafts	86,595	92,253
Loans due to group undertakings and related parties	4,877	1,275
	<u>91,472</u>	<u>93,528</u>

Bank loans are repayable as follows:

	<b>Group</b>	<b>Group</b>
	<b>2004</b>	<b>2003</b>
	<b>£000</b>	<b>£000</b>
Within one year	5,000	4,000
Between two and five years	30,000	26,000
In five years or more	56,595	66,253
	<u>91,595</u>	<u>96,253</u>

Bank loans falling due in five years or more are as follows:

	Group 2004 £000	Group 2003 £000
Sterling bank loans repayable in quarterly instalments, secured on the group's hotels.	56,595	66,253
An interest rate swap fixes the interest payable at a rate 8.13% (2003: 7.86%)		
	<u>56,595</u>	<u>66,253</u>

The group has a £105 million loan facility which is contingent on achieving ratios of EBITDA to net interest.

During the year the group had a technical breach of these loan covenants and as such the banks have the right to request repayment on demand of the bank loans of £92 million.

#### Loans due to group undertakings and related parties:

	Company 2004 £000	Company 2003 £000
Amounts due to group undertakings and related parties (see note 19)		
Principal	4,575	1,275
Interest	302	-
	<u>4,877</u>	<u>1,275</u>

These loans are unsecured and interest is payable at 10% per annum. During the prior year the loans were interest free. The loans and interest are not payable prior to 1 January 2006.

#### 13 Deferred taxation

	Group 2004 £000	Group 2003 £000
Tax losses carried forward	7,558	5,308
Capital allowances in excess of depreciation	<u>(4,720)</u>	<u>(2,968)</u>
Total deferred tax asset	<u>2,838</u>	<u>2,340</u>

No deferred taxation asset has been recognised in the financial statements due to uncertainty of its future economic value.

**14 Called up share capital**

	31 December 2004 £000	31 December 2003 £000
<b>Authorised</b>		
1,000 ordinary shares of £1 each	1	1
2,499,997 A ordinary shares of £1 each	2,500	2,500
2,499,997 B ordinary shares of £1 each	2,500	2,500
2 preferred non-voting ordinary shares of £1 each	-	-
	<u>5,001</u>	<u>5,001</u>
<b>Allotted, called up and fully paid</b>		
2 ordinary shares of £1 each	-	-
2,499,997 B ordinary shares of £1 each	2,500	2,500
2,499,997 B ordinary shares of £1 each	2,500	2,500
1 preferred non-voting ordinary shares of £1 each	-	-
	<u>5,000</u>	<u>5,000</u>

Both the A and B ordinary shares carry equal voting rights and rank *pari passu* with each other. The preferred ordinary shares carry non-voting rights and rank *pari passu* with the A and B ordinary shares.

**15 Reserves - group**

	Share premium £000	Profit and loss account £000	Other capital reserve £000
At 1 January 2004	10,000	(9,111)	9,460
Loss for the financial year	-	(2,309)	-
<b>At 31 December 2004</b>	<u>10,000</u>	<u>(11,420)</u>	<u>9,460</u>

**16 Reserves - company**

	Share Premium £000	Profit and loss account £000	Other capital reserve £000
At 1 January 2004	10,000	(675)	9,460
Profit for the financial year	-	(302)	-
<b>At 31 December 2004</b>	<u>10,000</u>	<u>(977)</u>	<u>9,460</u>

**17 Reconciliation of movements in shareholders' funds**

	<b>Group</b>	<b>Company</b>	<b>Group</b>	<b>Company</b>
	<b>2004</b>	<b>2004</b>	<b>2003</b>	<b>2003</b>
	<b>£000</b>	<b>£000</b>	<b>£000</b>	<b>£000</b>
Retained (loss) / profit for the financial year	(2,309)	(302)	(2,266)	10
Other capital reserve	-	-	1,368	1,368
Net (decrease) / increase in shareholders' funds	(2,309)	(302)	(898)	1,378
Opening shareholders' funds	15,349	23,785	16,247	22,407
Closing shareholders' funds	13,040	23,483	15,349	23,785

**18 Immediate and ultimate controlling parties**

IS Europe Limited is owned 50% by Burford Hotels Limited, whose ultimate holding company is Lehman Brothers Holdings Inc., a company incorporated in the state of Delaware in the USA.

The consolidated accounts of Lehman Brothers Holdings Inc are available to the public from 399, Park Avenue, New York, USA and from One Broadgate, London.

The other 50% is owned by Royalton Europe Holdings LLC (formerly IS Europe Holdings LLC), a wholly owned subsidiary of Morgans Hotel Group LLC, a company incorporated in the USA, whose principal place of business is 475 10<sup>th</sup> Avenue New York, NY 10018 USA.

**19 Related party transactions****Morgans Hotel Group LLC**

Morgans Hotel Group LLC recharge staff costs, overheads and any direct costs they incur in support provided to the company. Total costs incurred in the period were £nil (2003: £47,000).

**Royalton UK Management Limited (formerly IS UK Management Limited)**

Royalton UK Management Limited is 100% owned by Morgans Hotel Group LLC.

Royalton UK Management Limited charge IS Europe Limited a management fee and staff costs relating to hotel management, which totalled £2,138,000 (2003: £2,333,000).

**SC London Limited**

SC London is indirectly owned 50% by Morgans Hotel Group LLC and 50% by Chodorow Ventures LLC.

SC London pays rent and recharged expenditure to IS Europe Limited, which totalled £3,200,000 (2003: £2,911,000).

# IS Europe Limited

20

## Related party balances and transactions

2004

2003

£000

£000

### Debtors: amounts falling within one year

SC London Limited

-

31

Morgans Hotel Group LLC

458

405

Other related parties

70

88

528

524

2004

2003

£000

£000

### Creditors: amounts falling due within one year

Royalton UK Management Limited

215

199

SC London Limited

89

-

Other related parties

4

-

308

199

2004

2003

£000

£000

### Creditors: amounts falling due after more than one year

Royalton Europe Holdings LLC

2,439

638

Burford Hotels Limited

2,438

637

4,877

1,275

The directors confirm that there were no related party transactions other than those disclosed in these financial statements.

## 20 Reconciliation of operating profit to net cash flow from operating activities

2004

2003

£000

£000

Operating profit

5,411

5,322

Depreciation

3,222

3,003

Decrease in stock

149

22

(Increase)/decrease in debtors

(590)

601

Increase in creditors

12

215

Net cash flow from operating activities

8,204

9,163

## 21 Analysis of cash flows

	2004	2003
	£000	£000
<b>Return on Investment and servicing of finance</b>		
Interest receivable	196	152
Interest on bank loan	(7,557)	(7,791)
	<u>(7,361)</u>	<u>(7,639)</u>
<b>Capital expenditure</b>		
Purchase of tangible fixed assets	(318)	(760)
(Increase)/decrease in restricted cash	(14)	21
	<u>(332)</u>	<u>(739)</u>
<b>Financing</b>		
Repayment of bank loan	(4,000)	(3,500)
Drawn down of loan (see note 19)	3,300	1,275
Other capital reserve	-	1,368
	<u>(700)</u>	<u>(857)</u>

## 22 Analysis of changes in net debt

	At 1 January		Other	At 31
	2004	Cash flows	non-cash	December
	£000	£000	movements	2004
			£000	£000
Cash at bank and in hand	587	(189)	-	398
Debt due within one year	(4,000)	4,000	(5,000)	(5,000)
Debt due after more than one year	(92,750)	-	5,000	(87,750)
Debt due after more than one year – due to related parties	(1,275)	(3,300)	(302)	(4,877)
Deferred finance costs	497	-	658	1,155
Net debt	<u>(96,941)</u>	<u>511</u>	<u>356</u>	<u>(96,074)</u>

**23 Contingent liability**

During the year, Ian Schrager London Limited, a 100% subsidiary of IS Europe Limited, received a claim of £3.3m from the Inland Revenue for the period to 5 April 2003 in relation to payroll taxes and national insurance contributions. Part of the claim relates to staff employed by SC London limited. Ian Schrager London Limited and SC London Limited are both indirectly 50% owned by Morgans Hotel Group LLC. SC London Limited is contracted to provide the food and beverage services at both the hotels owned and operated by Ian Schrager London Limited. No assessment has been received for the 2003/04 tax year. The directors are contesting the claim for the following reasons:

- i) the technical basis for the claim is fundamentally flawed; and
- ii) the matter relates mainly to SC London Limited and not Ian Schrager London Limited

No provision has been made for any liabilities that might arise in relation to this matter, as it is not possible to quantify any potential liability given the current state of the ongoing discussions with the Inland Revenue.