## **CP (Oasis Property) Limited**

**Report and Financial Statements** 

For the year ended 31 December 2006

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Registered No 4379582

#### **Directors**

A Park

C Ruston

C Whaley

M R France

#### Secretary

T Parker

#### **Auditors**

PricewaterhouseCoopersLLP Donington Court Pegasus Business Park Castle Donington East Midlands DE74 2UZ

### Registered office One Edison Rise

One Edison Rise New Ollerton Newark Nottinghamshire NG22 9DP

## **Directors' report**

The directors present their report and financial statements for the year ended 31 December 2006

#### Principal activities and review of the business

CP (Oasis) Property Limited operates as a property investment company. There has been no change in this principal activity during the year and no future change is anticipated.

The profit and loss account on page 7 shows a pre-tax loss of £2,377,221 (2005) profit £426,767) for the year and turnover of £12,998,553 (2005) £12,446,296)

On 15 May 2006 the shares in Sun CP Newtopco Limited (the ultimate holding company in 2005) were acquired by CP Comet Bidco Limited (an entity 100% owned by CP Comet Holdings Limited, incorporated for the purpose of this acquisition) From that date the Directors regard CP Cayman Holdings GP Limited to be the ultimate holding company The ultimate controlling parties are investment funds advised by The Blackstone Group

On 14 December 2006 the funding of the Group was refinanced The bank loans from The Royal Bank of Scotland were repaid and new loans drawn from Merril Lynch, The Royal Bank of Scotland and CitiGroup A new company, Comet Refico Limited, was inserted into the Group structure and now holds the external loan financing for the CP Comet Holdings Limited Group

#### **Future outlook**

The company's forecasts for the coming years indicate that it will make profits and continue in a net asset position

#### Principal risks and uncertainties

From the perspective of the company, the principal risks and uncertainties are integrated with the principal risks of the group and are not managed separately. Accordingly, the principal risks and uncertainties of the CP Comet Holdings Limited group, which include those of the company, are disclosed in the CP Comet Holdings Limited's annual report which does not form part of this report.

#### Key performance indicators ("KPIs")

The directors of CP Comet Holdings Limited manage the group's operations on a per village basis. For this reason, the company's directors believe that analysis using key performance indicators for the company is not necessary or appropriate for an understanding of the development, performance or position of the business of CP (Oasis Property) Limited

#### Financial risk management

The financing of the Company is managed together with that of all other Group Companies As a result there is no separate analysis of the risks associated with the Company and all such risks are applicable to the CP Comet Holdings Limited Group

The Group finances its operations by a mixture of shareholders' funds, bank and other borrowings and loan notes as required. The Group has historically sought to reduce the cost of capital by refinancing and restructuring the Group funding using the underlying asset value.

The overall policy in respect of interest rates is to reduce the exposure to floating rates. The Group currently has swaps in place, held by Comet Refico Limited

## **Directors' report (continued)**

#### Interest rate risk

The Group has in place floating rate debt as its primary funding source. In order to minimise exposure to interest rate fluctuations, the Group utilises interest rate SWAPs to achieve a fixed interest rate.

#### Liquidity risk

The Group maintains sufficient cash reserves to ensure that it can meet its medium term working capital and funding obligation

#### **Currency risk**

The Group is exposed to limited currency risk through foreign currency transactions The Group does not operate a hedging facility to manage these currency risks as they are considered to be insignificant

#### Credit risk

The Group borrows from well-established institutions with high credit ratings

#### **Directors**

The directors who served the company during the year were as follows

M N Jonas	(resigned 17 January 2006)
E A C Spencer Churchill	(resigned 17 January 2006)
T V Castledine	(appointed 17 January 2006 - resigned 12 May 2006)
S B Eighteen	(appointed 17 January 2006 - resigned 12 May 2006)
N St John Moy	(appointed 17 January 2006 - resigned 12 May 2006)
C Wilson	(appointed 17 January 2006 - resigned 12 May 2006)
P H Stoll	(appointed 12 May 2006 - resigned 14 February 2007)
J P Baratta	(appointed 12 May 2006 - resigned 19 April 2007)
C R Pıke	(appointed 12 May 2006 - resigned 19 April 2007)
A Park	(appointed 14 December 2006)
C Ruston	(appointed 14 December 2006)
C Whaley	(appointed 14 December 2006)
M R France	(appointed 7 June 2007)

#### **Auditors**

Ernst & Young LLP resigned as auditor during the year and PricewaterhouseCoopers LLP were appointed in their place

Each of the persons who is a director at the date of approval of this report confirms that

- So far as the director is aware there is no relevant audit information of which the company's auditors are unaware,
- 2) The director has taken all the steps that he/she ought to have taken as a director in order to make himself / herself aware of any relevant audit information and to establish that the company's auditors are aware of that information

This confirmation is given and should be interpreted in accordance with the provisions of s234ZA of the Companies Act 1985

PricewaterhouseCoopers LLP have expressed their willingness to continue in office and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting

## **Directors' report (continued)**

By order of the board

M R France Director

28 June 2007

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

The directors are responsible for preparing the Annual 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) The financial statements are required by law to 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 those financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- · make judgements and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements
- prepare the financial statements on the going concern basis unless it is inappropriate to presume
  that the company will continue in business, in which case there should be supporting assumptions
  or qualifications as necessary

The directors confirm that they have complied with the above requirements in preparing the financial statements

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.

## Independent auditors' report

to the members of CP (Oasis Property) Limited

We have audited the financial statements of CP (Oasis Property) limited for the year ended 31 December 2006 which comprises the Profit and Loss Account the Balance Sheet, the Statement of Total Recognised Gains and Losses and the related notes. These financial statements have been prepared under the accounting policies set out therein

#### Respective responsibilities of directors and auditors

As described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). 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 report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements. We also report to you if, in our opinion, 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 other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it

#### Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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 judgments 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.

#### Opinion

In our opinion

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice of the state of the company's affairs as at 31 December 2006 and of its loss for the year then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the Directors' Report is consistent with the financial statements

PricewaterhouseCoopers LLP

Chartered Accountants and Registered Auditors

East Midlands

28 June 2007

## **Profit and loss account**

for the year ended 31 December 2006

		Year ended 31 December 2006	Year ended 31 December 2005
	Notes	£	£
Turnover	2	12,998,553	12,446,296
Administrative expenses		(504,735)	(470,736)
Other operating income		16,221	29,826
Operating profit	3	12,510,039	12,005,386
Interest payable and similar charges	5	(14,887,260)	(11,578,619)
(Loss)/Profit on ordinary activities before taxation Tax on (loss)/profit on ordinary activities	6	(2,377,221) 362,779	426,767 (266,655)
(Loss)/Profit for the financial year	14	(2,014,442)	160,112

There is no difference between the profit on ordinary activities before taxation and the results for the period stated above and their historical cost equivalents

# Statement of total recognised gains and losses for the year ended 31 December 2006

	Year	
	ended	Year ended
	31 December	31 December
	2006	2005
	£	£
(Loss)/Profit for the financial year	(2,014,442)	160,112
Surplus on revaluation of property	134,195,142	42,804,000
Total gains and losses recognised since last annual report	132,180,700	42,964,112

## **Balance sheet**

at 31 December 2006

	Notes	2006 £	2005 £
Fixed assets Tangible assets	7	320,129,267	185,934,125
Current assets Debtors	8	8,618,834	5,836,170
Creditors' amounts falling due within one year	9	(3,925,785)	(6,688,793)
Net current assets/(liabilities)		4,693,049	(852,623)
Total assets less current liabilities		324,822,316	185,081,502
Creditors' amounts falling due after more than one year	10	(149,882,994)	(141,960,101)
Provisions for liabilities and charges Deferred tax	6	-	(362,779)
Net assets		174,939,322	42,758,622
Capital and reserves	12		
Called up share capital Revaluation reserve	13 14	1 176,999,142	1 42,804,000
Profit and loss account	14	(2,059,821)	(45,379)
Total shareholders' funds	14	174,939,322	42,758,622

The financial statements on pages 7 to 16 were approved by the board of directors on 28 June 2007 and were signed on its behalf by

M R France Director

28 June 2007

## Notes to the financial statements

for the year ended 31 December 2006

#### 1. Accounting policies

#### Basis of preparation

The accounts and notes have been prepared in accordance with Applicable Accounting Standards in the United Kingdom However, compliance with SSAP19 "Accounting for Investment Properties" requires departure from the Companies Act 1985 relating to depreciation and an explanation of the departure is given below

#### Changes in accounting policy

The company has adopted FRS 21 "Events after balance sheet", FRS 28 "Corresponding amounts" and the presentation requirements of FRS 25 "Financial Instruments presentation and disclosure" in the year, with no impact on the reported result

#### Cash flow statement

The directors have taken advantage of the exemption in Financial Reporting Standard No 1 (revised) from including a cash flow statement in the financial statements on the grounds that the company is a wholly owned subsidiary of an ultimate parent company which itself publishes a consolidated cash flow statement

#### Related parties transactions

The company has taken advantage of the exemption in Financial Reporting Standard 8 "Related Party Disclosures" from disclosing related party transactions between companies which are 90% owned by the ultimate parent companies during the year, Sun CP Newtopco Limited and latterly CP Comet Holdings Limited

#### Fixed assets

All fixed assets are initially recorded at cost

#### Investment properties

In accordance with SSAP19, investment properties are revalued annually and the aggregate surplus or temporary deficit is transferred to the revaluation reserve. No depreciation is provided in respect of investment properties.

The directors consider that, because these properties are not held for consumption but for their investment potential, to depreciate them would not give a true and fair view, and that it is necessary to adopt SSAP19 in order to give a true and fair view

If this departure from the Act had not been made, the profit for the financial year would have been reduced by depreciation. However, the amount of depreciation cannot reasonably be quantified because depreciation is only one of many factors reflected in the annual valuation and the amount which might otherwise have been shown cannot be separately identified or quantified.

#### Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax, with the following exceptions

• provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold,

for the year ended 31 December 2006

#### 1. Accounting policies (continued)

#### Deferred taxation (continued)

deferred tax assets are recognised only to the extent that the directors consider that it is 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 on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date

#### Derivative instruments - Interest rate swaps

The company uses interest rate swaps to hedge interest rate exposures

The company considers its derivative instruments qualify for hedge accounting when the following criteria are met

- the instrument must be related to an asset or a liability, and
- it must change the character of the interest rate by converting a variable rate to a fixed rate or vice versa

On refinancing of the Group, the interest rate swaps were novated to Comet Refico Limited CP (Oasis Property) Limited has therefore written off costs on novation, as disclosed in note 5

#### Issue costs of loans

The issue cost recognised in the profit and loss account in respect of capital instruments is allocated to periods over the terms of the instruments at a constant rate on the carrying amount

#### Lessor Accounting

Operating lease rental income is recorded as turnover and recognised on a straight-line basis over the lease term

#### 2. Turnover

Turnover, which is stated net of value added tax and trade discounts, is attributable to the principal continuing activity

An analysis of turnover by geographical market is given below

Year ended
31 December 31 December
2006 2005
£

United Kingdom

12,998,553 12,446,296

#### 3. Operating profit

The auditors remuneration for the year ended 31 December 2006 is borne by CP Comet Holdings Limited, a fellow group company, (2005 Sun CP Newmidco Limited) of this fee £2,400 relates to the audit of CP (Oasis Property) Limited

for the year ended 31 December 2006

#### 4. Staff costs

The company has no employees other than the directors No salaries or wages have been paid to the directors, during the year (2005 £nil)

## 5 Interest payable and similar charges

	Year ended	Year ended
	31 December	31 December
	2006	2005
	£	£
Bank interest payable	8,618,901	8,675,170
Interest payable to group undertakings	398,350	911,477
Issue costs written off on refinancing	1,784,691	1,900,026
Value written off on novation of interest rate swaps	3,929,838	-
Amortisation of issue costs	155,480	91,946
	14,887,260	11,578,619

#### 6. Tax on (loss)/profit on ordinary activities

(a) Tax on (loss)/profit on ordinary activities

The tax (credit)/charge is made up as follows

	31 December 2006 £	31 December 2005 £
Current tax Underprovision in respect of prior year Current tax charge / (credit)		2,437 2,437
Deferred tax  Total tax charge/(credit)	$\frac{(362,779)}{(362,779)}$	

for the year ended 31 December 2006

#### 6. Tax on (loss)/profit on ordinary activities (continued)

#### (b) Factors affecting current tax charge

The tax assessed for the year differs from that resulting from applying the standard rate of corporation tax in the UK of 30% The difference is reconciled below

	Year ended 31 December 2006 £	Year ended 31 December 2005 £
Profit on ordinary activities before taxation	(2,377,221)	426,767
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 30%  Capital allowances in excess of depreciation  Tax losses carried forward  Group relief surrendered for nil payment  Adjustment in respect of prior year-deferred tax  Expenses not deductible for tax purposes  Tax losses not recognised  Current tax charge/(credit) for the year (note 6(a))	(713,166) - - - 90,580 - 259,807 (362,779)	128,030 (846,503) 564,241 151,232 2,437 3,000
(c) Deferred tax		
Deferred taxation is provided at 30% in the financial statements as follows		
	31 December 2006 £	31 December 2005 £
Capital allowances in advance of depreciation Tax losses	3,737,908 (3,737,908)	2,343,717 (1,980,938)
	-	362,779
		£
At 1 January 2006 (Credit)/charge to profit and loss account	362,779 (362,779)	98,561 264,218
At 31 December 2006		362,779-

A deferred tax asset has not been recognised in respect of timing differences relating to excess tax losses carried forward, as there is insufficient evidence that the asset will be recovered. The amount of the asset not recognised is £259,807. The asset would be recovered if the group considered that sufficient taxable profits would arise in the future.

for the year ended 31 December 2006

#### 7. Tangible fixed assets

	Investment Properties f
Cost or valuation At 1 January 2006 Revaluation	185,934,125 134,195,142
At 31 December 2006	320,129,267
Net book value At 31 December 2006	320,129,267
At 31 December 2005	185,934,125

The investment property was valued as at 30 November 2006 by CB Richard Ellis Limited, Chartered Surveyors, in accordance with the Appraisal and Valuation Manual of the Royal Institution of Chartered Surveyors on the basis of open market value of £320 1 million. The investment property is held part freehold and part long leasehold, and the directors estimate that the amount attributable to freehold is £80 0m (2005 £46 5m) and to long leasehold is £240 lmillion. The directors have since considered that this valuation of the properties is appropriate as at 31 December 2006.

The historical cost of investment properties included at valuation is as follows

2006 20	
£	£
Investment properties 143,130,125 143,130,	125

No provision has been made for the capital gains that could arise if the property were to be disposed of at book value. Such tax would only become payable if the property was sold

for the year ended 31 December 2006

8.	Debtors
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0.	Debtors	2006 £	2005 £
	Amounts owed by group undertakings Prepayments and accrued income	8,617,834 1,000	5,836,170
		8,618,834	5,836,170
9.	Creditors: amounts falling due within one year	2006 £	2005 £
	Amounts owed to group undertakings Current instalment due on bank loan (note 11) Other taxation and social security costs Accruals and deferred income	824,422 576,735 2,524,628 3,925,785	1,037,397 568,182 5,083,214 6,688,793
10.	Creditors: amounts falling due after more than one year	2006 £	2005 £
	Loans (note 11) Amounts owed to group undertakings Other creditors	146,757,994 3,125,000	138,835,101 3,125,000
		149,882,994	141,960,101

Included within amounts owed to group undertakings is a loan of £146,757,994 due to Comet Refico Limited This loans bears interest at LIBOR plus 0 8% and is repayable in October 2011

The other creditor of £3,125,000 (2005 £3,125,000) is in respect of a rental deposit repayable to Center Parcs (Operating Company) Limited upon expiration of the lease term. The deposit is interest free

for the year ended 31 December 2006

#### 11. Loans

	2006 F	2005 f
Not wholly repayable within five years	~	~
£103,393,890 senior A bank loan at 6 185% per annum	_	102,573,165
£34,472,463 senior B bank loan at 6 685% per annum	_	34,198,826
£3,125,315 mezzanine loan at 8 685% per annum	-	3,100,507
		139,872,498
Less included in creditors amounts falling due within one year	-	(1,037,397)
	-	138,835,101
Amounts repayable	<del></del> -	
In one year or less, or on demand	_	1,210,416
In more than one year but not more than two years	_	1,523,132
In more than two years but not more than five years	-	6,674,271
		9,407,819
In more than five years	-	131,583,849
		140,991,668
Less unamortised issue costs	-	(1,119,170)
	_	139,872,498

The senior and mezzanine loans were secured by way of a fixed and floating charge over the assets of the company

On 14 December 2006 the funding of the Group was refinanced The bank loans from The Royal Bank of Scotland were repaid and new loans drawn from Merrill Lynch, The Royal Bank of Scotland and Citi Group A new company, Comet Refico Limited, was inserted into the Group structure and now holds all loans of the group

Prior to refinancing CP (Oasis Property) Limited had swaps of a principal amount of £140,381,745 which had a start date of 15 May 2006 and an end date of 5 July 2029, fixing the interest rate at 6 425% (4 925% plus 1 5% margin) On 14 December 2006 these swaps had a value of £3,929,838, this value was written off on novation of the swaps to Comet Refico Limited as disclosed in note 5

#### 12. Related party transactions

No transactions with related parties were undertaken such as are required to be disclosed under Financial Reporting Standard 8 "Related Party Disclosures"

#### 13. Share capital

		Auth	orised 2006 £	Authorised 2005 £
Ordinary shares of £1 each			100	100
		Allotted, ca	illed up a	and fully paid 2005
	No	£	No	£
Ordinary shares of £1 each	1	1	1	1

for the year ended 31 December 2006

#### 14. Reconciliation of shareholders' funds and movement on reserves

	Share capital £	Revaluation reserve £	Profit and loss account £	Total share- holders' funds £
At 31 December 2004	1	-	(205,491)	(205,490)
Revaluation	_	42,804,000	-	42,804,000
Profit for the year	-	-	160,112	160,112
A	<del></del>			
At 31 December 2005	1	42,804,000	(45,379)	42,758,622
Revaluation	-	134,195,142	•	134,195,142
Loss for the year	-	-	(2,014,442)	(2,014,442)
At 31 December 2006	1	176,999,142	(2,059,821)	174,939,322

#### 15. Capital commitments

The company has no capital commitments at 31 December 2006 (2005 £nil)

#### 16. Ultimate parent company

The immediate parent company is Sun CP Newmidco Limited, registered in England & Wales, with the ultimate parent company CP Cayman Holdings GP Limited, registered in the Cayman Islands The largest and smallest group of which the company is a member and for which group accounts are drawn up is now CP Comet Holdings Limited Copies of the accounts of CP Comet Holdings Limited are available from the Registered Office detailed on page 1

#### 17. Post balance Sheet Events

As part of the 2007 UK budget, the Chancellor announced a number of prospective changes to certain UK tax rules These include reducing the UK corporation tax rate from 30% to 28% from April 2008 and the phasing out of tax allowances for capital spend on industrial buildings. These changes, if enacted as presently proposed, could result in the creation of the deferred tax liability by £6.2 million