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**Tindall Hotels Holdco 2  
Limited**

Report and Accounts  
*31 December 2006*

Rees Pollock  
Chartered Accountants

TUESDAY



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COMPANIES HOUSE

TINDALL HOTELS HOLDCO 2 LIMITEDDirectors

D Pasher  
V A Tchenguiz  
J D Thorpe  
W Wingham

Secretary

M H P Ingham

Auditors

Rees Pollock  
35 New Bridge Street  
London  
EC4V 6BW

Registered Office

Ground Floor  
Leconfield House  
Curzon Street  
London  
W1J 5JA

Company Number

04439517

TINDALL HOTELS HOLDCO 2 LIMITEDDIRECTORS' REPORT

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

Principal activities

The company's principal activity is the holding of property

The company did not receive any income or incur any expenses during the year and therefore made neither a profit nor a loss. The directors do not recommend the payment of a dividend

Directors and their interests

The directors who served during the year were

D Pasher	
P V Taylor	(resigned 31 July 2006)
V A Tchenguiz	
W Wingham	
J D Thorpe	(appointed 1 August 2006)

The directors have no beneficial interests in the share capital of the company

Directors' responsibilities

The directors are responsible for preparing the accounts in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice

Company law requires the directors to prepare accounts for each financial year which 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 accounts, the directors are required to select suitable accounting policies, as described on page 6, and then apply them on a consistent basis, making judgements and estimates that are prudent and reasonable. The directors must also prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the accounts comply with the Companies Act 1985. The directors 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

TINDALL HOTELS HOLDCO 2 LIMITEDDIRECTORS' REPORT

(continued)

Auditors


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

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

Rees Pollock were appointed as the company's first auditors. A proposal to re-appoint them as auditors for the ensuing year will be considered at the next members' meeting

BY ORDER OF THE BOARD



J D Thorpe  
Director

11 September  
~~August~~ 2007

**REES POLLOCK***Chartered Accountants*

35 New Bridge Street  
London EC4V 6BW  
Telephone 020 7778 7200  
Fax 020 7329 6408

**INDEPENDENT REPORT OF THE AUDITORS TO THE MEMBERS OF  
TINDALL HOTELS HOLDCO 2 LIMITED**

We have audited the accounts of Tindall Hotels Holdco 2 Limited for the year ended 31 December 2006 on pages 5 to 7 which have been prepared on the basis and the accounting policies set out on page 6

This report is made solely to the company's shareholders, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

**Respective responsibilities of the directors and the auditors**

The directors' responsibilities for preparing the Annual Report and the accounts in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities on page 2.

Our responsibility is to audit the accounts in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the accounts 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 consistent with the financial statements. In addition, we report to you, 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 with the company 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 accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, 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 accounts 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 accounts.

**Opinion****In our opinion**

the accounts 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,

the accounts have been properly prepared in accordance with the Companies Act 1985, and

the information given in the Directors' Report is consistent with the accounts.

Rees Pollock  
Chartered Accountants & Registered Auditor  
12 September 2007

TINDALL HOTELS HOLDCO 2 LIMITEDBALANCE SHEET AT 31 DECEMBER 2006

	Notes	£	2006 £	2005 £
Fixed assets				
Investments	2		4	4
Current assets				
Debtors	3	4		4
Creditors amounts falling due in less than one year	4	(4)		(4)
Net current assets			-	-
Total assets less current liabilities			4	4
Capital and reserves				
Called up share capital	5		4	4

The financial statements on pages 5 to 7 were approved by the board of directors on 11 September 2007 and signed on its behalf by

J D Thorpe  
Director



The notes on pages 6 and 7 form part of these accounts

TINDALL HOTELS HOLDCO 2 LIMITEDNOTES TO THE ACCOUNTS AT 31 DECEMBER 20061 Accounting policiesAccounting convention

The accounts are prepared under the historical cost convention and in accordance with applicable Accounting Standards

2 Investments

	Subsidiary undertakings £
Cost	
At 31 December 2005	4
	<hr/>
At 31 December 2006	4
	<hr/> <hr/>

The company holds 100% of the issued share capital of the following companies, registered in Jersey

Tindall East Midlands Airport 1 Limited

Tindall East Midlands Airport 2 Limited

These companies do not trade but hold the legal title to one of the hotels of which Tindall Hotels Limited Partnership holds the beneficial interest

3 Debtors

	2006 £	2005 £
Called up share capital not paid	4	4
	<hr/> <hr/>	<hr/> <hr/>

4 Creditors

	2006 £	2005 £
Amounts due to group companies	4	4
	<hr/> <hr/>	<hr/> <hr/>

TINDALL HOTELS HOLDCO 2 LIMITEDNOTES TO THE ACCOUNTS AT 31 DECEMBER 2006*(continued)*5 Share capital

	Authorised		Allotted, called up and fully paid	
	2006	2005	2006	2005
	No	No	£	£
Ordinary shares of £1 each	100	100	4	4
	<u>100</u>	<u>100</u>	<u>4</u>	<u>4</u>

6 Ultimate parent company

The company's immediate parent company is Tindall Hotels (General Partner) Limited, registered in England & Wales. Tindall Hotels (General Partner) Limited acts as general partner to Tindall Hotels Limited Partnership. The company's ultimate controlling party is Tindall Hotels Limited Partnership.