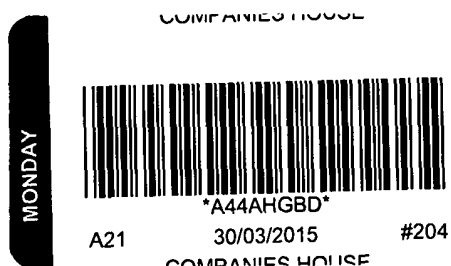


Twenty Eight Hotels Limited

Report and financial statements

for the year ended 30 June 2014



COMPANY INFORMATION

Directors	J R C Holder D Pasher V Tchenguiz M D Payne M D Watson
Company secretary	M D Payne
Registered number	04439749
Registered office	4th Floor Leconfield House London W1J 5JA
Independent auditor	Rees Pollock 35 New Bridge Street London EC4V 6BW
Bankers	Barclays Bank plc 54 Lombard Street London EC3V 9EX

DIRECTORS' REPORT
for the year ended 30 June 2014

The directors present their report and the financial statements for the period ended 30 June 2014.

Principal activities

The principal activity of the company during the period was that of the provision of management services

The company continued to provide services to entities within the 'Tindall' group and its results are in line with the directors' expectations. Following a restructuring of the Tindall group in November 2014 the company now provides services to Zinc Hotels Limited.

Results and dividends

The profit for the period, after taxation, amounted to £45,544 (2012 - £5,313).

The directors have not recommended a dividend.

Directors

The directors who served during the period were:

J R C Holder
D Pasher
V Tchenguiz
M D Payne
M D Watson

Directors' responsibilities statement

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 then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- 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.

DIRECTORS' REPORT
for the year ended 30 June 2014
Disclosure of information to auditor

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Auditor

Rees Pollock have expressed their willingness to continue in office as auditor.

Small company provisions

This report has been prepared in accordance with the special provisions for small companies under Part 15 of the Companies Act 2006.

This report was approved by the board and signed on its behalf.



M D Payne
Director

Date: 26 March 2015

**INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS
OF TWENTY EIGHTEEN HOTELS LIMITED**

We have audited the financial statements of Twenty Eighteen Hotels Limited for the period ended 30 June 2014, set out on pages 4 to 9. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's 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 directors and auditor

As explained more fully in the Statement of directors' responsibilities, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 June 2014 and of its profit for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial period 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; or
- the directors were not entitled to take advantage of the small companies' exemption from the requirement to prepare a Strategic Report.

Christopher Dimmick (Senior Statutory Auditor)
for and on behalf of
Rees Pollock, Statutory Auditor

26 March 2015

PROFIT AND LOSS ACCOUNT
for the year ended 30 June 2014

		Period ended 30 June 2014 £	Year ended 31 December 2012 £
	Note		
TURNOVER	2	913,172	501,284
Cost of sales		(848,819)	(493,736)
		<hr/>	<hr/>
GROSS PROFIT		64,353	7,548
Administrative expenses		(6,546)	(2,235)
		<hr/>	<hr/>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		57,807	5,313
Tax on profit on ordinary activities	5	(12,263)	-
		<hr/>	<hr/>
PROFIT FOR THE FINANCIAL PERIOD	10	<u>45,544</u>	<u>5,313</u>

All amounts relate to continuing operations.

There were no recognised gains and losses for 2014 or 2012 other than those included in the Profit and Loss Account.

The notes on pages 6 to 9 form part of these financial statements.

BALANCE SHEET
as at 30 June 2014

	Note	£	30 June 2014 £	31 December 2012 £
CURRENT ASSETS				
Debtors	6	379,932		124,498
Cash in hand		3,473		3,536
		<u>383,405</u>		<u>128,034</u>
CREDITORS: amounts falling due within one year	7	(395,193)		(185,366)
NET CURRENT LIABILITIES			(11,788)	(57,332)
NET LIABILITIES			<u>(11,788)</u>	<u>(57,332)</u>
CAPITAL AND RESERVES				
Called up share capital	9		2	2
Profit and loss account	10		(11,790)	(57,334)
SHAREHOLDERS' DEFICIT	11		<u>(11,788)</u>	<u>(57,332)</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:


M D Payne
Director

Date: 26 March 2015

The notes on pages 6 to 9 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 30 June 2014

1. ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

1.2 Going concern

As set out in note 8 the company derives its turnover from contracts with Tindall Hotels Limited Partnership and Flying Tindall Limited Partnership. After the balance sheet date, the Tindall group has undergone a restructuring and the company will, from November 2014, derive its turnover from a contract with Zinc Hotels Limited, a related party.

The company therefore has a reasonable expectation that its income stream will continue for the foreseeable future, and other group entities have agreed to provide financial assistance to the company as and when required. Accordingly, the directors consider it is appropriate to adopt the going concern basis in preparing the annual reports and accounts.

1.3 Cash flow

The company has taken advantage of the exemption in Financial Reporting Standard No.1 from the requirement to produce a cash flow statement on the grounds that it is a small company.

1.4 Deferred taxation

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation.

A net deferred tax asset is recognised only if 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 assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse.

Deferred tax assets and liabilities are not discounted.

1.5 Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

2. TURNOVER

The turnover shown in the profit and loss account represents the value of services provided during the period, stated net of value added tax.

All turnover arose within the United Kingdom.

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 30 June 2014

3. OPERATING PROFIT

Operating profit is stated after charging:

	Period ended 30 June 2014 £	Year ended 31 December 2012 £
Auditor's remuneration	3,000	2,200

4. STAFF COSTS

The company has no employees other than the directors, who did not receive any remuneration (2012 - £NIL).

5. TAXATION

	Period ended 30 June 2014 £	Year ended 31 December 2012 £
UK corporation tax charge on profit for the period/year	12,263	-

Factors affecting tax charge for the period/year

The tax assessed for the period/year is lower than (2012 - lower than) the standard rate of corporation tax in the UK of 23% (2012 - 24%). The differences are explained below:

	Period ended 30 June 2014 £	Year ended 31 December 2012 £
Profit on ordinary activities before tax	57,807	5,313
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 23% (2012 - 24%)	13,296	1,275
Effects of:		
Expenses not deductible for tax purposes	794	-
Movement in tax losses	(1,696)	(1,275)
Adjustment relating to change in tax rates	(131)	-
Current tax charge for the period/year (see note above)	12,263	-

Factors that may affect future tax charges

There was a potential deferred tax asset of £1,714 at 31 December 2012 relating to trading losses available for utilisation in future periods (based on a future tax rate of 23%). This asset was not provided for due to the uncertainty of the timing of future profits, however the losses have been utilised in the current period.

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 30 June 2014

6. DEBTORS

	30 June 2014 £	31 December 2012 £
Trade debtors	-	118,596
Amounts owed by related parties	-	5,900
Called up share capital not paid	2	2
Prepayments and accrued income	379,930	-
	<u>379,932</u>	<u>124,498</u>

7. CREDITORS:
Amounts falling due within one year

	30 June 2014 £	31 December 2012 £
Trade creditors	-	110,640
Amounts owed to related parties	-	3,951
Corporation tax	12,263	-
Other taxation and social security	-	1,075
Accruals and deferred income	382,930	69,700
	<u>395,193</u>	<u>185,366</u>

8. RELATED PARTY TRANSACTIONS

The company has been contracted to act on behalf of the General Partner to Tindall Hotels Limited Partnership and Flying Tindall Limited Partnership by Tindall Hotels (General Partner) Limited and Flying Tindall GP1 Limited respectively. All turnover relates to these contracts. Twenty Eighteen Hotels Limited is subject to control from the same source as Tindall Hotels (General Partner) Limited and Flying Tindall GP1 Limited.

During the period, the company incurred costs of £431,910 (2012: £231,868) from Vincos Limited and £484,410 (2012: £261,868) from Farnsworth Limited, for management services provided. V Tchenguiz is a director of Vincos Limited while D Pasher is a director of Farnsworth Limited.

During the period the company was entitled to income of £980,672 (2012: £501,284) from Tindall Hotels Limited Partnership, a related party, in relation to management services provided. At the period end a balance of £nil (2012: £118,596) was due from Tindall Hotels Limited Partnership.

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 30 June 2014

9. SHARE CAPITAL

	30 June 2014 £	31 December 2012 £
Allotted, called up and partly paid		
2 Ordinary shares of £1 each	2	2

The amounts of paid up share capital for the following categories of shares differed from the called up share capital stated above due to unpaid calls and were as follows:

	2014 £	2012 £
Ordinary shares	2	2

10. RESERVES

	Profit and loss account £
At 1 January 2013	(57,334)
Profit for the financial period	45,544
At 30 June 2014	(11,790)

11. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' DEFICIT

	30 June 2014 £	31 December 2012 £
Opening shareholders' deficit	(57,332)	(62,645)
Profit for the financial period/year	45,544	5,313
Closing shareholders' deficit	(11,788)	(57,332)

12. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The company's immediate and ultimate parent company is Flying Tindall Holdings Limited, a company registered in Jersey. There is no ultimate controlling party.