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Flanesford Priory Limited
Report and Financial Statements
Year Ended 31 December 2005



Flanesford Priory Limited

Financial statements for the year ended 31 December 2005

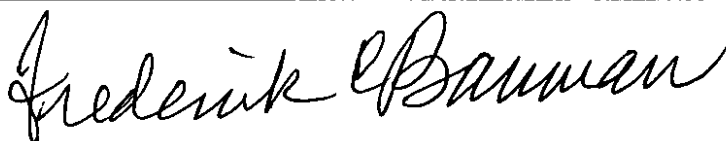
Contents

Page:

1	Report of the director
2	Profit and loss account
3	Balance sheet
4	Notes forming part of the financial statements

Director

F C Bauman



Secretary and registered office

S Crook
Citrus House
Caton Road
Lancaster
Lancashire
LA1 3UA

Company number

2907496

Flanesford Priory Limited

Report of the director for the year ended 31 December 2005

The director presents his report together with the financial statements for the year ended 31 December 2005

Principal activity

The company did not trade during the year. There has been no income and expenditure and no change has arisen in the position of the company. Any expenses have been met by the parent company.

Directors

The directors who held office during the year are shown below. All directors served throughout the year unless otherwise indicated.

G I Bruce (resigned 30 January 2006)

D R Harris (resigned 1 May 2006)

F C Bauman (appointed 21 September 2006)

The director has no interest in the share capital of the company. The interests of the director in the share capital of the immediate parent undertaking, Sunterra Europe (Group Holdings) Plc, are disclosed in the financial statements of that company.

Statement of director's responsibilities

The director is responsible for preparing the director's report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Company law requires the director to prepare financial statements 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 these financial statements, the director is required to

- select suitable accounting policies and then apply them consistently,
- make judgments and estimates that are reasonable and prudent,
- state whether applicable 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.

The director is responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable him to ensure that the financial statements comply with the Companies Act 1985. The director is 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.

By order of the Board



S Crook
Secretary

Date 25th May 2007

Flanesford Priory Limited

Profit and loss account for the year ended 31 December 2005

	Note	2005 £	2004 £
Operating income		-	14,603
Administrative expenses		-	(5,323)
Profit on ordinary activities before taxation	2	<u>-</u>	<u>9,280</u>
Tax on profit on ordinary activities	3	-	-
Profit for the financial year		<u>-</u>	<u>9,280</u>
Dividends		-	-
Transfer to reserves	8	<u>-</u>	<u>9,280</u>

Flanesford Priory Limited

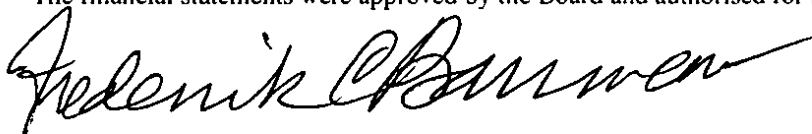
Balance sheet as at 31 December 2005

	Note	2005 £	2004 £
Current assets			
Debtors	4	9,380	9,380
Net assets		<u>9,380</u>	<u>9,380</u>
Capital and reserves			
Called up share capital	5	100	100
Profit and loss account	6	9,280	9,280
Equity shareholders funds		<u>9,380</u>	<u>9,380</u>

The director

- (a) confirms that the company was entitled to exemption under subsection (1) of section 249AA(1) of the Companies Act 1985 from the requirement to have its accounts for the year ended 31 December 2006 audited
- (b) confirms that members have not required the company to obtain an audit of its accounts for the year in question in accordance with Section 249B(2) of the Companies Act 1985
- (c) acknowledges his responsibility for
 - a ensuring that the company keeps accounting records which comply with Section 221 of the Companies Act, and
 - b preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the financial year and of its profit or loss for the financial year in accordance with the requirements of Section 226 of that Act and which otherwise comply with the Companies Act relating to accounts, so far as applicable to the company

The financial statements were approved by the Board and authorised for issue on 23rd May 2007



F C Bauman
Director

The accompanying notes form part of these financial statements

Flanesford Priory Limited

Notes forming part of the financial statements for the year ended 31 December 2005

1 Accounting policies

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

2 Profit on ordinary activities before taxation

The profit on ordinary activities before taxation is attributable to the principal activity of the company and arises wholly within the United Kingdom

The profit on ordinary activities before taxation is stated after charging/(crediting)

	2005 £	2004 £
Depreciation – owned assets	-	5,323
Profit on sale of fixed assets	-	(14,603)
	<u> </u>	<u> </u>

3 Tax on profit on ordinary activities

	2005 £	2004 £
The taxation charge represents		
Corporation tax at 30%(2004 30%)	-	-
	<u> </u>	<u> </u>

Factors affecting the tax charge for the year

The difference between the actual tax assessed for the year and the expected charge based on the standard rate of corporation tax in the United Kingdom of 30% (2004 30%) is explained as follows

	2005 £	2004 £
Profit on ordinary activities before taxation	-	9,280
	<u> </u>	<u> </u>
Profit on ordinary activities before taxation multiplied by standard rate of corporation tax in the United Kingdom of 30% (2004 30%)	-	2,784
Effect of Items not assessable to tax	-	(2,784)
	<u> </u>	<u> </u>
Current tax charge for the year	<u> </u>	<u> </u>

Flanesford Priory Limited

Notes forming part of the financial statements for the year ended 31 December 2005 (continued)

4 Debtors	2005 £	2004 £
Amounts owed from group undertakings	9,830	9 380
	<u> </u>	<u> </u>
5 Share capital	2005 £	2004 £
Authorised, allotted called up and fully paid 100 Ordinary shares of £1 each	100	100
	<u> </u>	<u> </u>
Allotted, called up and fully paid 100 Ordinary shares of £1 each	100	100
	<u> </u>	<u> </u>
6 Profit and loss account		£
At 31 December 2004		9,280
Retained profit for the financial year		-
		<u> </u>
At 31 December 2005		9,280
		<u> </u>
7 Reconciliation of movements in equity shareholders' funds	2005 £	2004 £
Profit for the financial year	-	9,280
Dividends	-	-
	<u> </u>	<u> </u>
Net movement in equity shareholders' funds	-	9 280
Opening equity shareholders' funds	9,380	100
	<u> </u>	<u> </u>
Closing equity shareholders' funds	9 380	9 380
	<u> </u>	<u> </u>

8 Ultimate parent undertaking

The director regards Sunterra Corporation, a company incorporated in the USA, as the company's ultimate parent undertaking

The smallest group in which the results of the company are consolidated is that headed by Sunterra Europe (Group Holdings) Plc, whose principal place of business is at Citrus House Caton Road Lancaster, Lancashire, LA1 3UA. The consolidated accounts of the group can be obtained from the Registrar of Companies Companies House, Crown Way, Mandy, Cardiff, CF4 3UZ.

Flanesford Priory Limited

Notes forming part of the financial statements for the year ended 31 December 2005 (continued)

9 Related party transactions

The company has taken advantage of the exemption included in FRS 8 and has not disclosed transactions with other members of the group headed by Sunterra Corporation