

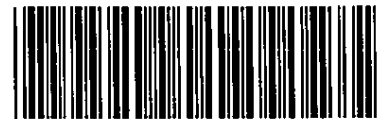
COMPANY NO: 6533950

MREF BRISTOL HOLDINGS LIMITED

ANNUAL REPORT

Period ended 31 December 2008

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COMPANY INFORMATION

Directors Graham Stanley (appointed: 31 March 2008)
Graham Sidwell (appointed: 13 March 2008)
Marc Gilbard (appointed: 31 March 2009)

Secretary Timothy Sanderson

Registered office Nightingale House
65 Curzon Street
London
W1J 8PE

Registered number 6533950

Auditors Grant Thornton UK LLP
Chartered Accountants
Melton Street
Euston Square
London
NW1 2EP

REPORT OF THE DIRECTORS

The directors present their report and the audited financial statements for the period ended 31 December 2008.

Principal activities

The principal activity of the company is that of a holding company.

Results and dividends

The company was incorporated on 13 March 2008. The results for the period ended 31 December 2008 are set out in the Profit and Loss Account on page 6. The directors do not recommend the payment of a dividend.

Directors

The present directors of the Company are set out on page 1.

Directors interest

None of the directors had an interest in the shares of the Company.

Ultimate parent undertaking

The ultimate parent undertaking is MREF Hotels Limited which is registered in Jersey.

Statement of directors' responsibilities for the Annual Report

Company law in the United Kingdom requires the directors 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 directors have:

- selected suitable accounting policies and applied them consistently;
- made judgements and estimates that are reasonable and prudent;
- followed applicable United Kingdom accounting standards; and
- prepared the financial statements on the going concern basis.

The directors are responsible for keeping proper accounting records which 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.

The directors are responsible for ensuring that the directors' report and other information included in the Annual Report is prepared in accordance with Company law in the United Kingdom.

Disclosure of Information to Auditors

At the date of making this report each of the company's directors, as set out on page 1, confirm the following:

- so far as each director is aware, there is no relevant information needed by the company's auditors in connection with preparing their report of which the company's auditors are unaware; and
- each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant information needed by the company's auditors in connection with preparing their report and to establish that the company's auditors are aware of that information.

REPORT OF THE DIRECTORS

Auditors

The auditors, Grant Thornton UK LLP, do not intend to offer themselves for reappointment as auditors.

Approval

The report of the directors was approved by the Board on 29 October 2009 and signed on its behalf by:

A handwritten signature in black ink, appearing to read 'T. Sanderson', with a long, wavy horizontal line extending to the right.

Timothy Sanderson
Secretary

REPORT OF THE INDEPENDENT AUDITOR TO THE MEMBERS OF MREF BRISTOL HOLDINGS LIMITED

We have audited the financial statements of MREF Bristol Holdings Limited for the period ended 31 December 2008 which comprise the principal accounting policies, the profit and loss account, the balance sheet and notes 1 to 16. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, 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 directors and auditors

The directors' responsibilities for preparing the Directors' Report and financial statements in accordance with United Kingdom law and Accounting Standards (United Kingdom Generally Accepted Accounting Practice) 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 International Standards on Auditing (UK and Ireland).

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 whether in our opinion the information given in the Directors' Report is consistent with the financial statements. In addition we 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 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.

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 2008 and of its loss for the period 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.

Emphasis of matter - Going concern

In forming our opinion on the financial statements, which is not qualified, we have considered the adequacy of the disclosures made in the financial statements concerning the Company's ability to continue as a going concern.

As set out in note 1, certain of the financial covenants attaching to the senior debt of the Group of which the Company is a member have been breached during the year. The Group is currently in refinancing discussions with its lender to address both its short term working capital requirements and long term financing arrangements.

MREF BRISTOL HOLDINGS LIMITED

The Group continues to operate with the support of its lender and in the opinion of the directors the refinancing arrangements will be approved in due course.

The Directors have concluded that these circumstances represent a material uncertainty that casts some doubt upon the Company's ability to continue as a going concern. However, after making enquiries and considering the uncertainties described above, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. For these reasons, they continue to adopt the going concern basis in preparing the annual report and accounts.

Grant Thornton UK LLP

GRANT THORNTON UK LLP
REGISTERED AUDITOR
CHARTERED ACCOUNTANTS
LONDON, ENGLAND
29 October 2009

PROFIT AND LOSS ACCOUNT

for the period ended 31 December 2008

	Note	Period to 31 December 2008 £'000
Turnover		-
Cost of sales		-
		<hr/>
Operating profit	2	-
Interest receivable and similar income	3	31
Interest payable and similar charges	4	(1,044)
		<hr/>
Loss on ordinary activities before taxation		(1,013)
Taxation	5	-
		<hr/>
Retained loss for the period		(1,013)
		<hr/> <hr/>

All activities are continuing activities.

There were no recognised gains or losses other than those shown above.

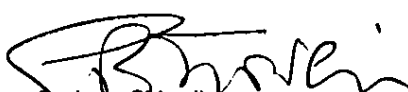
The notes on pages 8 to 13 form part of these financial statements.

BALANCE SHEET

at 31 December 2008

	Note	31 December 2008 £'000
Fixed assets		
Investments	8	19,487
		<hr/>
Current assets		
Debtors	9	865
		<hr/>
Current liabilities		
Creditors: Amounts falling due within one year	10	(8,866)
		<hr/>
Net current liabilities		(8,001)
		<hr/>
Total assets less current liabilities		11,486
Creditors: Amounts falling due after one year	11	(12,499)
		<hr/>
Net liabilities		(1,013)
		<hr/> <hr/>
Capital and reserves		
Called up share capital	12	-
Profit and loss account	13	(1,013)
		<hr/>
Equity shareholders' deficit	14	(1,013)
		<hr/> <hr/>

The financial statements were approved by the Board on 29 October 2009 and signed on its behalf by:


Graham Sidwell
Director

The notes on pages 8 to 13 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

for the period ended 31 December 2008

1. ACCOUNTING POLICIES

Basis of accounting

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

The financial statements have been prepared on the going concern basis which the directors believe to be appropriate for the following reasons:

- The Company has few operating costs but any future working capital requirements and the ability to meet liabilities as they fall due are dependent on the ongoing support of its parent company
- Certain of the financial covenants attaching to the Group's senior debt (which is held in a number of entities) have been breached post year end. The Group is in discussions with its lender, a major UK clearing bank, to restructure the debt facilities. The revised financing arrangements being discussed would result in a waiver of the covenant breaches and provide increased working capital facilities to ensure that the Group can continue to operate during the current economic down turn.
- The Directors have considered the trading position and market for the Group and the cash flow forecasts for the twelve months following the date of approval of these financial statements. The Group has continued to receive support from its lender throughout the period since the covenant breach was identified and during the current refinancing discussions, and this support has included temporary increases in the existing overdraft facility as required. Furthermore, whilst capital expenditure programs have been slowed due to the current economic environment, the lender has continued to allow the Group to draw on an existing capital expenditure facility.
- Whilst there cannot be absolute certainty on the outcome of the refinancing discussions, the directors are of the opinion that the revised financing arrangements will be completed and will be sufficient to accommodate the Group's, and hence the Company's, working capital requirements for the foreseeable future.

Taking into account all information available at the time of approving these financial statements, the directors have a reasonable expectation that the Company is a going concern and therefore believe that it is appropriate to prepare the financial statements on a going concern basis.

Cash flow statement

The Company is exempt from publishing a cash flow statement as the ultimate controlling party prepare consolidated financial statements which are publicly available.

Turnover

Turnover represents the invoiced value of sales excluding value added tax. All the company's turnover arises in the United Kingdom.

Leases

Rentals receivable under operating leases are credited to the profit and loss account on an accruals basis over the term of the lease. Any initial advance receipt in relation to operating leases is treated as part of the rentals receivable and accordingly these receipts are credited to the profit and loss account on a straight line basis over the period of the lease and are classified within deferred income.

Fixed Asset Investments

Investments held as fixed assets are stated at cost less any recognised impairment. Any impairment identified is charged to the profit and loss account in the period of recognition.

Deferred taxation

The payment of taxation is deferred or accelerated because of timing differences in the treatment of certain items for taxation and accounting purposes. Full provision for deferred taxation is made under the liability method, without discounting, on all timing differences that have arisen, but not reversed by the balance sheet date, unless such provision is not permitted by FRS 19. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered.

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2008

2. OPERATING (LOSS)/ PROFIT

Audit fees are borne by a related undertaking.

3. OTHER INTEREST RECEIVABLE AND SIMILAR INCOME

	Period to 31 December 2008 £'000
Interest Earned	31

4. OTHER INTEREST PAYABLE AND SIMILAR CHARGES

	Period to 31 December 2008 £'000
Loan Interest payable	448
Interest payable to group companies	583
Finance Fees payable	13
	<hr/>
	1044

NOTES TO THE FINANCIAL STATEMENTS

for the period ended 31 December 2008

5. TAXATION

	Period to 31 December 2008 £'000
United Kingdom Corporation Tax	
Current tax on income for the period	-
Deferred taxation	-
	<hr/>
Total taxation	-
	<hr/> <hr/>
Current tax reconciliation	
	Period to 31 December 2008 £'000
Loss on ordinary activities before taxation	(1,013)
	<hr/>
Theoretical tax at UK corporation tax rate 28%	(284)
Effects of:	
- accelerated capital allowances / other timing differences	284
	<hr/>
Actual current taxation charge	-
	<hr/> <hr/>

Factors that may affect future tax charges

It is anticipated that tax losses and the availability of capital allowances in excess of depreciation will reduce future tax charges.

Deferred tax

Potential deferred tax assets of £284k are not recognised due to the inherent uncertainty of future profits.

NOTES TO THE FINANCIAL STATEMENTS

for the period ended 31 December 2008

6. EMPLOYEES

The Company has no employees.

7. DIRECTORS REMUNERATION

The Directors did not receive any remuneration from the Company during the current period.

8. FIXED ASSET INVESTMENTS

	Shares in subsidiary undertakings £'000
Cost	
Transfers from group companies	19,487
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At end of period	19,487
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During the period the company acquired 100% of the share capital in Holland House Hotels (Bristol) Limited from MREF Bristol Limited, a related company.

The company holds directly a 100% shareholding in Holland House Hotels (Bristol) Limited, a property investment company, which is incorporated in Great Britain.

9. DEBTORS

	31 December 2008 £'000
Other debtors	4
Amounts due from group undertakings	861
	<hr/>
	865
	<hr/> <hr/>

10. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31 December 2008 £'000
Amounts due to group undertakings	1,044
Loans	7,822
	<hr/>
	8,866
	<hr/> <hr/>

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2008

11. CREDITORS: AMOUNTS FALLING DUE AFTER ONE YEAR

	31 December 2008 £'000
Amounts due to group undertakings	12,449
	<hr/>
	12,449
	<hr/> <hr/>

12. SHARE CAPITAL

	31 December 2008 £'000
Authorised, issued and fully paid 2 Ordinary shares of £1 each	-
	<hr/> <hr/>

13. RESERVES

	Profit and loss account £'000
Retained loss for the period	(1,013)
	<hr/>
At 31 December 2008	(1,013)
	<hr/> <hr/>

14. RECONCILIATION OF MOVEMENTS IN EQUITY SHAREHOLDERS' FUNDS

	Period to 31 December 2008 £'000
Loss for the period	(1,013)
	<hr/>
Closing shareholders' funds	(1,013)
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15. ULTIMATE PARENT UNDERTAKING

The ultimate parent undertaking is MREF Hotels Limited which is registered in Jersey.

16. RELATED PARTY TRANSACTIONS

The Company has not disclosed related party transactions with fellow subsidiary undertaking as the ultimate controlling parties prepare consolidated financial statements which are publicly available.