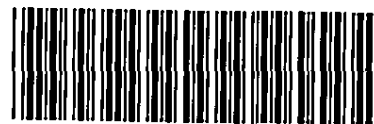


Flanesford Priory Limited

Report and Financial Statements

Year Ended 31 December 2007

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COMPANIES HOUSE



BDO Stoy Hayward
Chartered Accountants

Flanesford Priory Limited

Financial statements for the year ended 31 December 2007

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Directors

M M Kandel
S Crook

Secretary and registered office

S Crook
Citrus House
Caton Road
Lancaster
Lancashire
LA1 3UA

Company number

2907496

Flanesford Priory Limited

Report of the directors for the year ended 31 December 2007

The directors present their report together with the financial statements for the year ended 31 December 2007

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.

F C Bauman (resigned 7 January 2008)

S Crook (appointed 5 October 2007)

M M Kandel (appointed 7 January 2008)

The directors have no interest in the share capital of the company. The interests of the directors in the share capital of the immediate parent undertaking, Diamond Resorts (Group Holdings) Plc (formerly Sunterra Europe (Group Holdings) Plc), are disclosed in the financial statements of that company.

Statement of directors' responsibilities

The directors are responsible for preparing the directors' 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 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 are 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 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. 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.

By order of the Board

S Crook
Director



Date 24th June 2008

Flanesford Priory Limited

Profit and loss account for the year ended 31 December 2007

During the financial year and the preceding financial year the company did not trade and received no income and incurred no expenditure. Consequently, during those years the company made neither a profit nor a loss.

Flanesford Priory Limited

Balance sheet as at 31 December 2007

	Note	2007 £	2006 £
Current assets			
Debtors	2	9,380	9,380
Net assets		<u>9,380</u>	<u>9,380</u>
Capital and reserves			
Called up share capital	3	100	100
Profit and loss account		9,280	9,280
Equity shareholders funds		<u>9,380</u>	<u>9,380</u>

The directors

- (a) confirm 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 2007 audited
- (b) confirm 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) acknowledge their 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 24th June 2008

S Crook
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 2007

1 Accounting policies

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

2 Debtors

	2007 £	2006 £
Amounts owed from group undertakings	9,830	9,380

3 Share capital

	2007 £	2006 £
Authorised, allotted called up and fully paid 100 Ordinary shares of £1 each	100	100
Allotted, called up and fully paid 100 Ordinary shares of £1 each	100	100

4 Ultimate parent undertaking

The director regards Diamond Resorts Holdings LLC, 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 Diamond Resorts (Holdings) Limited (formerly Sunterra Europe (Holdings) Limited), 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, Maindy, Cardiff, CF4 3UZ

5 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 Diamond Resorts Holdings LLC