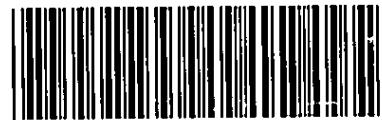


Cheshire Country Hotels Limited
Directors' report and financial
statements

Registered number 3446491

31 December 2006

THURSDAY



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Directors

Directors

M Purtil FCA
I Goulding BSc ACA
D Taylor

Managing Director
Finance Director
Sales Director

Secretary and registered office

Ian Goulding
Wellington House
Cliffe Park
Bruntcliffe Road
Morley
Leeds
LS27 0RY

Registered auditors

KPMG LLP
1 The Embankment
Neville Street
Leeds
LS1 4DW

Solicitors

DLA Piper UK LLP
Princes Exchange
Princes Square
Leeds
LS1 4BY

Bankers

Anglo Irish Bank Corporation plc
10 Old Jewry
London
EC2R 8DN

Directors' report

The directors present their report and the financial statements for the 13 month period ended 31 December 2006

Review of the business

The company did not trade and had no transactions during the period

Directors and directors' interests

The directors of the company who served during the period were

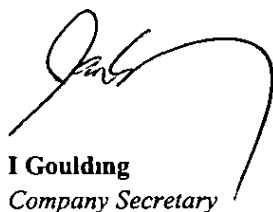
M Purull FCA	Appointed 13 November 2006
I Goulding BSc ACA	Appointed 13 November 2006
D Taylor	Appointed 13 November 2006
C D Scragg	Resigned 13 November 2006
M A Kingston	Resigned 13 November 2006

Certain directors benefited from qualifying third party indemnity provisions in place during the period and at the date of this report

Auditors

The company satisfies the provision of Section 249AA of the Companies Act 1985 and accordingly the company is exempt from the obligation to appoint auditors

By order of the board



I Goulding
Company Secretary

4 July 2007

Statement of directors' responsibilities in respect of the Directors' Report and the financial statements

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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice)

The financial statements are required by law to 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 UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- 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 its financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities

Balance sheet
as at 31 December 2006

	<i>Notes</i>	31 December 2006 £	30 November 2005 £
Current assets			
Debtors	2	100	100
Total assets less liabilities		<u>100</u>	<u>100</u>
Capital and reserves			
Called up share capital	3	100	100
Profit and loss account		-	-
Shareholders funds – equity interests		<u>100</u>	<u>100</u>

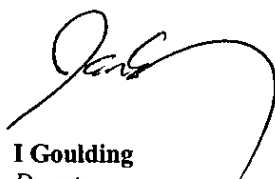
For the period ended 31 December 2006 the company was entitled to exemption under section 249 AA(1) of the Companies Act 1985

No members have required the company to obtain an audit of its accounts for the period in question in accordance with section 249B(2)

The directors acknowledge their responsibility for

- Ensuring the company keeps accounting records which comply with section 221,
- Preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the period, and of its profit and loss for the period in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company

These financial statements were approved by the board of directors on 4 July 2007 and were signed on its behalf by



I Goulding
 Director

Notes

(forming part of the financial statements)

1 Accounting policies

Accounting convention

The accounts are prepared under the historical cost convention

2 Debtors

	31 December 2006 £	30 November 2005 £
Amounts owed by group undertakings	100	100

3 Share capital

	Authorised		Allotted, called up & fully paid	
	31 December 2006 £	30 November 2005 £	31 December 2006 £	30 November 2005 £
Ordinary shares of £1 each	1,000	1,000	100	100

4 Profit and loss account

The company had no transactions during the period and accordingly made neither a profit nor a loss. No profit and loss account has therefore been prepared.

5 Ultimate controlling party

The entire issued share capital of the company is owned by Marston Hotels Limited. The ultimate controlling party is QHotels Group Limited, a company incorporated in Great Britain and registered in England and Wales. The Group accounts of QHotels Group Limited can be obtained from Registrar of Companies, Companies House, Crown Way, Cardiff, CF4 3UZ. 86.7% of the issued share capital of QHotels Group Limited is held by Alchemy Partners Nominees Limited on behalf of investors in the Alchemy Investment Plan. The Alchemy Investment Plan is managed by Alchemy Partners (Guernsey) Investment Limited.