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BVI Company Registration No. 666663

UK Foreign Company Registration No FC026310

GOLD DIAMOND D NORTHAMPTON 2005 LTD
(FORMERLY GOLD DIAMOND E NORTHAMPTON 2005 LTD)
DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2013

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**GOLD DIAMOND D NORTHAMPTON 2005 LTD
(FORMERLY GOLD DIAMOND E NORTHAMPTON 2005 LTD)
OFFICERS AND PROFESSIONAL ADVISERS**

Directors	S Bodger Sultan A. A. Al Dhaheri D. S. White K. M. Al Remerthi	(Resigned 15 February 2013) (Appointed 25 February 2013) (Appointed 15 February 2013) (Appointed 15 February 2013, resigned 8 March 2013)
Company Number	FC026310	
Registered Office	171 Main Street PO Box 4041 Road Town Tortola British Virgin Islands	
Business Address	400 Capability Green Luton Bedfordshire United Kingdom LU1 3LU	
Bankers	The Royal Bank of Scotland Plc Chatham Customer Service Centre Waterside Court Chatham Kent ME4 4RT	
Solicitors	Berwin Leighton Paisner Adelaide House London Bridge London EC4 9HA	

**GOLD DIAMOND D NORTHAMPTON 2005 LTD
(FORMERLY GOLD DIAMOND E NORTHAMPTON 2005 LTD)
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**GOLD DIAMOND D NORTHAMPTON 2005 LTD
(FORMERLY GOLD DIAMOND E NORTHAMPTON 2005 LTD)
STRATEGIC REPORT
FOR THE YEAR ENDED 31 DECEMBER 2013**

Principal activities

The principal activity of the company continued to be the operation of a hotel in the United Kingdom

Business Review

The company has reported an operating profit of £497,735 (2012 - £432,359) for the underlying business before adjusting for impairment of £1,269,004 (2012 - reversal of impairment of £880,745) and the forgiveness of debt of £14,537,879 (2012 - £nil). After adjusting for these items the company reported a profit, before finance charges and taxation, of £13,766,610 (2012 - £1,313,104)

A former intermediate parent undertaking of the company, Professional Ventures Corporation, breached the banking covenants in its credit facilities on 31 December 2008

On 14 June 2011 the Royal Bank of Scotland Plc appointed Alan Bloom and Roy Bailey, of Ernst & Young LLP and Ernst & Young Limited as Joint Administrative Receivers to Professional Ventures Corporation. The company continued to trade and was unaffected by the administrative receivership but as a consequence the company was sold on 15 February 2013

Under the terms of the sale, the company was refinanced, its obligations as a guarantor to the credit facilities of Professional Ventures Corporation extinguished and the net indebtedness between the company and the Professional Ventures Corporation Group forgiven, resulting in a credit to the profit and loss account of £14,537,879 (2012 - £nil). Following the sale £1,775,674 of the new debt was converted to equity

The directors consider the key financial indicators are as follows

	2013	2012
Gross profit margin percentage	54.11%	54.09%
Operating profit margin percentage before impairment, bad debts & incentive fees	11.21%	9.61%
Profit after tax	£13,413,913	£41,095
Impairment (charge)/reversal tangible assets	(£1,269,004)	£880,745

Principal risks and uncertainties

The company is subject to a variety of risks, which may have an adverse impact on the business, its operating results, turnover, profit, assets, and reserves

Listed below are the main risks which, in the opinion of the directors, could significantly affect the company's business

Competitive risks

The directors review the hotel against a self selected group of competitor hotels. These reports allow the hotel to compare accommodation occupancy percentage, average rate, RevPAR and its competitive position in market penetration, average rate and revenue generation against the competitive group

Currency risks

The hotel business is affected by the strength of sterling, with strong sterling increasing the effective room rates to international guests

Legislative risks

Health and safety regulations are constantly reviewed and to this effect the hotel has an appointed Health and Safety Manager to carry out all legally required training and to ensure all health and safety policies are communicated and adhered to

**GOLD DIAMOND D NORTHAMPTON 2005 LTD
(FORMERLY GOLD DIAMOND E NORTHAMPTON 2005 LTD)
STRATEGIC REPORT (CONTINUED)**

FOR THE YEAR ENDED 31 DECEMBER 2013

Economic development

The company operates in a competitive environment influenced by the UK economy. Adverse economic and financial market developments, including recession and currency fluctuations could lead to lower revenues and reduced income. Recent experience shows a recession lessens both leisure and business travel and negatively affects rooms' rates and/or occupancy levels and other income-generating activities such as food and beverage sales. This may result in worsening of operating results and potentially reduce the value of properties.

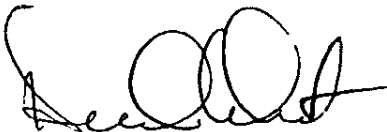
Events that impact domestic or international travel

Room rates and occupancy levels of the company could be negatively affected by events that reduce domestic and/or international travel. These include events such as acts of terrorism, epidemics, travel related industrial action and increased fuel costs all of which could result in a fall in both domestic and worldwide travel. Such events may lead to a fall in demand for hotel rooms that would have a subsequent impact on the company's operations and financial results.

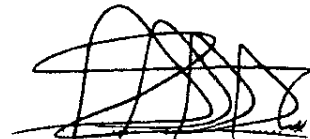
Technology and systems

The company is reliant upon certain IT systems for the smooth and efficient running of its business and any disruption to those IT systems could have a detrimental effect on the running of the business. If the company does not keep up-to-date with new IT developments it runs the risk of becoming uncompetitive, which could result in a loss of customers and a failure to attract new customers.

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



D S White
Director



Sultan A. A. Al Dhaher
Director

**GOLD DIAMOND D NORTHAMPTON 2005 LTD
(FORMERLY GOLD DIAMOND E NORTHAMPTON 2005 LTD)
DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2013**

The directors present their report and financial statements for the year ended 31 December 2013

Fixed Assets

The directors have considered the value of the company's hotel asset restating it at 31 December 2013 to reflect a valuation by Chnstes LLP dated 05 February 2014 which was commissioned by the company's immediate parent, Silver Diamond TEHC Sàrl. The valuation was carried out in accordance with the RICS Valuation Standards – Global and UK (7th Edition)

Going concern

The directors believe that, following the sale of the company on 15 February 2013, the company has sufficient financial resources to meet its trading obligations as and when they fall due and accordingly these accounts have been prepared on a going concern basis. Further details of the adoption of the going concern basis can be found in the statement of accounting policies in the financial statements

Financial risk management objectives and policies

The activities of the company expose it to a number of financial risks including credit risk and liquidity risk

Credit risk

The company's principal financial assets are bank balances and cash, trade and other receivables. The company's credit risk is primarily attributable to its trade receivables which are stated net of allowances for doubtful receivables and, where there is an identified loss event, impairment.

The company has no significant exposure to currency or legislative risk. Credit risk is spread over a large number of counterparties and customers

Liquidity risk

In order to maintain liquidity to ensure that sufficient funds are available for ongoing operations and future developments, the company uses short term debt from its immediate parent undertaking

Results and dividends

The results for the year are set out on page 5

An interim dividend of £66,234 was declared on 4 December 2013, (2012 - £nil). The directors do not recommend a final dividend

Future Developments

The company is endeavouring to improve performance

The directors expect the hotel to continue to trade profitably and benefit from an improving market in 2014

Directors

The directors who served during the year were

S Bodger	(Resigned 15 February 2013)
Sultan A. A. Al Dhaheri	(Appointed 25 February 2013)
D. S. White	(Appointed 15 February 2013)
K. M. Al Remeithi	(Appointed 15 February 2013 and resigned 8 March 2013)

**GOLD DIAMOND D NORTHAMPTON 2005 LTD
(FORMERLY GOLD DIAMOND E NORTHAMPTON 2005 LTD)
DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2013**

Statement of directors' responsibilities

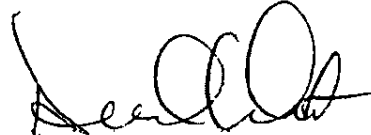
The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

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 judgements and accounting 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 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.

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



D. S. White
Director

3 December 2014



Sultan A. A. Al Dhaheri
Director

3 December 2014

GOLD DIAMOND D NORTHAMPTON 2005 LTD
(FORMERLY GOLD DIAMOND E NORTHAMPTON 2005 LTD)
PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2013

	Notes	2013	2012 (Re-stated)
		£	£
Turnover	2	4,439,822	4,500,081
Cost of sales		(2,037,547)	(2,066,110)
Gross profit		2,402,275	2,433,971
Administrative expenses		(1,904,540)	(2,001,612)
Operating profit		497,735	432,359
Impairment (charge)/reversal tangible assets	3	(1,269,004)	880,745
Forgiveness of debt	3	14,537,879	-
Profit before finance charges and taxation		13,766,610	1,313,104
Interest receivable and similar income	4	1,511	1,528
Interest payable and similar charges	5	(354,208)	(1,273,537)
Profit on ordinary activities before taxation		13,413,913	41,095
Tax on profit/(loss) on ordinary activities	6	-	-
Profit for the financial year	15	13,413,913	41,095

The profit and loss account has been prepared on the basis that all operations are continuing operations

There are no recognised gains and losses for 2012 or 2013 other than those included in the profit and loss account
Accordingly there is no statement of total recognised gains and losses

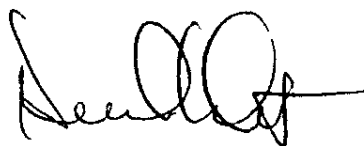
The profit and loss account 2012 comparative has been re-stated to reflect a change in accounting policy in the current year For further details, refer to Note 19

**GOLD DIAMOND D NORTHAMPTON 2005 LTD
(FORMERLY GOLD DIAMOND E NORTHAMPTON 2005 LTD)
BALANCE SHEET**

AS AT 31 DECEMBER 2013

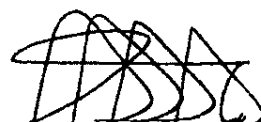
	Notes	2013 £	2012 £
Fixed assets			
Tangible assets	8	4,500,000	5,893,312
Current assets			
Stocks	9	26,497	22,107
Debtors	10	760,015	274,412
Cash at bank and in hand		423,656	311,957
		<u>1,210,168</u>	<u>608,476</u>
Creditors amounts falling due within one year	11	<u>(4,783,252)</u>	<u>(20,698,225)</u>
Net current liabilities		<u>(3,573,084)</u>	<u>(20,089,749)</u>
Total assets less current liabilities		<u>926,916</u>	<u>(14,196,437)</u>
Capital and reserves			
Called up share capital	13	1,775,680	6
Profit and loss account	14	<u>(848,764)</u>	<u>(14,196,443)</u>
Shareholders' funds/(deficit)	15	<u>926,916</u>	<u>(14,196,437)</u>

Approved by the Board and authorised for issue on **3 DECEMBER 2014**



**D S White
Director**

Company Registration No FC026310



**Suhail A Al Dhaheri
Director**

GOLD DIAMOND D NORTHAMPTON 2005 LTD
(FORMERLY GOLD DIAMOND E NORTHAMPTON 2005 LTD)
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2013

1 Accounting policies

The principal accounting policies are summarised below. They have all been applied consistently throughout the year and the preceding year, except as specifically noted in note 1.9.

1.1 Basis of preparation

The financial statements have been prepared on the going concern basis and under the historical cost convention as modified to include the revaluation of tangible fixed assets.

1.2 Going concern

For the reasons discussed in the Directors' Report, the directors believe that, following the sale of the company on 15 February 2013 and the subsequent recapitalisation, the company has sufficient financial resources to meet its trading obligations as and when they fall due and accordingly these accounts have been prepared on a going concern basis.

1.3 Compliance with accounting standards

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

1.4 Turnover

Turnover is the value of goods and services sold, within the United Kingdom, as part of the company's continuing ordinary activities after deducting sales based taxes.

1.5 Revenue recognition

Revenue is recognised on room sales and guest services when rooms are occupied and services have been rendered.

1.6 Tangible fixed assets and depreciation

Tangible fixed assets include leasehold hotels. Land and hotel buildings are stated at fair value and hotel fixtures, fittings and equipment are stated at cost. Hotel refurbishment costs are capitalised in the period in which they are incurred. Repairs and maintenance costs are expensed as incurred.

A full valuation is carried out by a qualified external valuer every year. Revaluation gains are taken to the Statement of Total Recognised Gains and Losses. Revaluation losses are recognized in the Statement of Total Recognised Gains and Losses to the extent that they offset previous revaluation gains. All other losses, including those incurred by a clear consumption of economic benefit, are charged to the Profit and Loss Account. On revaluation of assets carried at fair value, accumulated depreciation at the date of valuation is taken to the Statement of Total Recognised Gains and Losses.

Freehold land is not depreciated. Depreciation on hotel buildings, fixtures, fittings and equipment is provided at rates calculated to write off the value/cost less estimated residual value of each asset over its expected useful life, as follows:

Freehold buildings	Lesser of estimated useful life and 50 years
Leasehold land & buildings	Lesser of unexpired term of lease, estimated useful life and 50 years on building element
Fixtures, fittings & equipment	Between 3 and 25 years

The carrying value of fixtures, fittings and equipment is reviewed for impairment if events or changes in circumstances indicate that the carrying value may not be recoverable. Any impairment in the value of assets below depreciated cost is charged to the profit and loss account.

**GOLD DIAMOND D NORTHAMPTON 2005 LTD
(FORMERLY GOLD DIAMOND E NORTHAMPTON 2005 LTD)
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2013**

- 1 7 Leasing**
Rentals payable under operating leases are charged against income on a straight line basis over the lease term
- 1 8 Stock**
Stock is valued at the lower of cost and net realisable value
- 1 9 Change in accounting policy**
Gold Diamond D Northampton Ltd has historically deemed the cost of sales to be 15% of the total costs incurred by the entity. In 2013 the entity has reviewed this calculation and considered the model applied by other participants in the same business sector. As it can reliably estimate the cost of sales, and therefore a true and fairer gross profit, the entity has changed its accounting policy to present more reliable and relevant information to the users of the financial statements. The change only impacts the Gross Profit and not the overall performance of the entity. This change has been applied to the current period and prior period. The change has resulted in a gross profit of £2,402,275 (2012 - £2,433,971) compared to £3,848,509 (2012 - £3,889,923) under the previous policy. These changes are in accordance with FRS 18, Accounting Policies and FRS 3, Reporting Financial Performance
- 1 10 Taxation**
Corporation tax payable is provided on taxable profits at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred taxation is provided in full respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. Deferred tax assets are recognised to the extent that they are regarded as recoverable. Deferred tax is not provided on timing differences arising from the revaluation of fixed assets in the financial statements. The deferred tax balance has not been discounted. Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply in periods in which the timing differences are expected to reverse based on tax rates that have been enacted or substantively enacted by the balance sheet date.
- 1 11 Foreign currency translation**
Transactions denominated in foreign currencies are recorded at the rate of exchange ruling at the date of the transactions. Assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. All foreign exchange differences are taken to profit and loss account in the year in which they arise.
- 2 Turnover**
The total turnover of the company for the year has been derived from its principal activity wholly undertaken in the United Kingdom.
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GOLD DIAMOND D NORTHAMPTON 2005 LTD
(FORMERLY GOLD DIAMOND E NORTHAMPTON 2005 LTD)
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2013

3	Profit/(loss) before finance charges and taxation	2013	2012
		£	£
	Profit/(loss) before finance charges and taxation is stated after crediting/(charging) Exceptional items		
	- Impairment (charge)/reversal tangible assets*	(1,269,004)	880,745
	- Forgiveness of debt**	14,537,879	-
		<u>13,268,875</u>	<u>880,745</u>
	Deferred incentive fees write back***	174,000	-
	Depreciation of tangible assets	(211,295)	(165,258)
	Operating lease rentals		
	- Plant and machinery	(22,842)	(24,270)
	- Other assets	(83,265)	(86,573)
	Foreign exchange transactions	-	49
	*Impairment (charge)/reversal tangible assets		
	The directors have considered the value of the company's hotel asset restating it at 31 December 2013 following a valuation by Chrsties LLP dated 05 February 2014. This valuation was carried out in accordance with the RICS Valuation Standards – Global and UK (7 th Edition). This revaluation resulted in an impairment of £1,269,004 (2012 – reversal £880,745)		
	**Forgiveness of debt		
	Under the terms of the sale, the company was refinanced, its obligations as a guarantor to the credit facilities of Professional Ventures Corporation extinguished and the net indebtedness between the company and the Professional Ventures Corporation Group forgiven		
	***Deferred incentive fees write back		
	The directors have considered the probability of the deferred incentive fees accrual being paid and have reached the conclusion that it is very unlikely based on performance		
4	Interest receivable and similar income	2013	2012
		£	£
	Bank interest	<u>1,511</u>	<u>1,528</u>
5	Interest payable and similar charges	2013	2012
		£	£
	On amounts payable to group companies	<u>354,208</u>	<u>1,273,537</u>

GOLD DIAMOND D NORTHAMPTON 2005 LTD
(FORMERLY GOLD DIAMOND E NORTHAMPTON 2005 LTD)
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2013

6	Taxation	2013 £	2012 £
	Factors affecting the tax charge for the year		
	Profit on ordinary activities before taxation	13,413,913	41,095
	Profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 23.25% (2012 – 24.00%)	3,118,735	9,863
	Effects of		
	Non deductible expenses	2,469	3,684
	Worldwide debt cap disallowances	23,091	23,380
	Capital allowances for the year less than/(in excess of) depreciation	(96,934)	(116,257)
	Write off of connected company loans and impairments	(3,085,013)	-
	Impairment of tangible assets	-	(211,379)
	Prior year adjustment	(20,872)	-
	Tax losses carried forward	58,524	267,422
	Non-trade loan relationship exemptions	-	(366)
	Group relief surrendered	-	23,653
		<u>(3,118,735)</u>	<u>(9,863)</u>
	Current tax charge	<u>-</u>	<u>-</u>

The company has estimated losses of £1,607,386 (2012 – £1,991,819) available for carry forward against future trading profits

No corporation tax charge arises on the results for the year

7	Intangible fixed assets	Goodwill
	Cost	£
	At 1 January 2013 & 31 December 2013	1,329,912
	Amortisation	
	At 1 January 2013 & 31 December 2013	1,329,912
	Net book value	
	At 31 December 2013	-
	At 31 December 2012	-

**GOLD DIAMOND D NORTHAMPTON 2005 LTD
(FORMERLY GOLD DIAMOND E NORTHAMPTON 2005 LTD)
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2013**

8	Tangible fixed assets	Long leasehold land and buildings	Fixtures fittings and equipment	Total
	Cost	£	£	£
	At 1 January 2013	13,001,426	5,429,718	18,431,144
	Additions	-	86,987	86,987
	At 31 December 2013	13,001,426	5,516,705	18,518,131
	Depreciation			
	At 1 January 2013	8,081,003	4,456,829	12,537,832
	Opening balance adjustment	169,617	(169,617)	-
	Charge for the year	911	210,384	211,295
	Impairment	1,269,004	-	1,269,004
	At 31 December 2013	9,520,535	4,497,596	14,018,131
	Net book value			
	At 31 December 2013	<u>3,480,891</u>	<u>1,019,109</u>	<u>4,500,000</u>
	At 31 December 2012	<u>4,920,423</u>	<u>972,889</u>	<u>5,893,312</u>

On a historical cost basis the fixed asset would have been included at £12,936,204 (2012 - £13,393,406)
Note 16 details the security charge on the tangible fixed assets

9	Stocks	2013	2012
		£	£
	Finished goods and goods for resale	<u>26,497</u>	<u>22,107</u>
10	Debtors	2013	2012
		£	£
	Trade debtors	209,291	139,516
	Amounts owed from parent undertaking	420,919	-
	Other debtors	10	10
	Prepayments and accrued income	129,795	134,886
		<u>760,015</u>	<u>274,412</u>

GOLD DIAMOND D NORTHAMPTON 2005 LTD
(FORMERLY GOLD DIAMOND E NORTHAMPTON 2005 LTD)
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2013

11	Creditors amounts falling due within one year	2013	2012
		£	£
	Trade creditors	168,876	129,979
	Amounts owed to parent and fellow subsidiary undertakings	4,403,810	18,806,214
	Amounts owed to subsidiary undertakings	-	1,328,292
	Taxes and social security costs	6,832	37,515
	Other creditors	14,202	79,261
	Accruals and deferred income	189,532	316,964
		<u>4,783,252</u>	<u>20,698,225</u>

Amounts owed to parent undertaking are unsecured and bear interest at 5.35%

- 12** **Deferred taxation**
A deferred tax asset of £0.3m arising from trading losses and other timing differences has not been recognised as there is insufficient evidence of future taxable profits to confirm recoverability in the foreseeable future. The UK corporation tax rate will reduce to 21% with effect from 1 April 2014 but the revised rate will have no significant impact in these financial statements. The March 2013 UK budget also announced subsequent reductions in the UK corporation tax rate 20% from April 2015.

13	Share capital	2013	2012
		£	£
	Authorised		
	10 Ordinary shares of US\$1 each	6	6
	1,775,674 Ordinary shares of £1 each	1,775,674	-
		<u>1,775,680</u>	<u>6</u>
	Allotted, called up and fully paid		
	Balance at 1 January	6	6
	Issued during the year 1,775,674 Ordinary shares of £1 each	1,775,674	-
	Balance at 31 December	<u>1,775,680</u>	<u>6</u>

14	Statement of movements of profit and loss account	2013	2012
		£	£
	Balance at 1 January	(14,196,443)	(14,237,538)
	Profit for the financial year	13,413,913	41,095
	Interim dividend declared	(66,234)	-
	Balance at 31 December	<u>(848,764)</u>	<u>(14,196,443)</u>

GOLD DIAMOND D NORTHAMPTON 2005 LTD
(FORMERLY GOLD DIAMOND E NORTHAMPTON 2005 LTD)
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2013

15	Reconciliation of movements in shareholders' funds	2013	2012
		£	£
	Profit for the financial year	13,413,913	41,095
	Interim dividend declared	(66,234)	-
	Ordinary shares issued	1,775,674	-
	Net addition to shareholders funds	15,123,353	41,095
	Opening shareholders' deficit	(14,196,437)	(14,237,532)
	Closing shareholders' funds/(deficit)	926,916	(14,196,437)

16 **Contingent liabilities**

The company's obligations as a joint and several guarantor of its former intermediate parent company's loan facilities which comprised an original loan of £861m from a syndicate of banks led by the Royal Bank of Scotland Plc with unpaid interest and swap breakage costs which in aggregate are estimated to have totalled over £1bn at 31 December 2012 were satisfied as a consequence of its sale on 15 February 2013

This bank loan was secured by a

- i first legal charge over the land and buildings of the company and the group, and
- ii fixed and floating charge over the assets of the company and the group

17 **Financial commitments**

At 31 December 2013 the company was committed to making the following payments under non-cancellable operating leases in the year to 31 December 2014

	Land and Buildings		Other	
	2013	2012	2013	2012
	£	£	£	£
Operating leases which expire				
Within one year	-	-	4,954	3,719
Between two and five years	-	-	14,904	16,139
In over five years	83,265	70,035	-	-
	<u>83,265</u>	<u>70,035</u>	<u>19,858</u>	<u>19,858</u>

18 **Capital commitments**

	2013	2012
	£	£
At 31 December the company had capital commitments as follows		
Authorised but not contracted for	22,855	71,624

19 **Employees**

Number of employees

There were no employees during the year (2012 – nil)

**GOLD DIAMOND D NORTHAMPTON 2005 LTD
(FORMERLY GOLD DIAMOND E NORTHAMPTON 2005 LTD)
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

FOR THE YEAR ENDED 31 DECEMBER 2013

20 Ultimate holding company and controlling party

As of 13th December 2013, the immediate parent undertaking is Silver Diamond TEHC24 Sàrl, a company registered in Luxembourg. Prior to this date, the immediate parent was Gold Diamond D2 2005 Ltd, a subsidiary of Silver Diamond TEHC24 Sàrl.

Prior to the 15th February 2013, the intermediate parent undertakings were Fawkes Holdings Limited and Professional Ventures Corporation. Both intermediate parent undertakings were companies registered in the British Virgin Islands. On 15th February 2013 Silver Diamond TEHC24 Sàrl, a company registered in Luxembourg, became the company's new intermediate parent company.

Prior to the 15th February 2013, the ultimate parent undertaking was Blackheath Holdings Sàrl, a company registered in Luxembourg but on 15th February 2013 Tamweelview European Holdings SA, a company which is registered in Luxembourg, became the ultimate parent undertaking.

21 Related party relationships and transactions

At the balance sheet date the amounts outstanding and receivable between group entities have been stated in the notes to the financial statements.

Gold Diamond D2 2005 Ltd was the parent company up to 13th December 2013, after which date the parent company is Silver Diamond TEHC24 Sàrl. Gold Diamond D2 2005 Ltd continues to be a subsidiary of Silver Diamond TEHC24 Sàrl.

Interest paid or payable to group undertakings during the year was as follows:
Silver Diamond TEHC24 Sàrl £194,335 (2012 – £nil)

Interest paid or payable to previous group undertakings during the year was as follows:
Professional Ventures Corporation £149,233 (2012 – £1,170,429)
Fawkes Holdings Limited £10,640 (2012 – £103,108)

Loans forgiven by previous group undertakings were as follows:
Professional Ventures Corporation £13,036,532 (2012 – £nil)
Fawkes Holdings Ltd £1,501,347 (2012 – £nil)