REPORT OF THE DIRECTORS AND

FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2007

FOR

OLTON GROUNDS LIMITED

Flint & Thompson Logistics House 1325a Stratford Road Hall Green Birmingham B28 9HL

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COMPANY INFORMATION for the Year Ended 30 September 2007

DIRECTORS:

A V M Clark J Worton B E Hopkins A G D Inglis Dr A Gatherer

SECRETARY:

A W Walker

REGISTERED OFFICE:

Grange Road Olton SOLIHULL B91 IDA

REGISTERED NUMBER:

53779 (England and Wales)

AUDITORS:

Flint & Thompson Logistics House 1325a Stratford Road

Hall Green Birmingham B28 9HL

REPORT OF THE DIRECTORS for the Year Ended 30 September 2007

The directors present their report with the financial statements of the company for the year ended 30 September 2007

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of a property rental company

DIRECTORS

The directors shown below have held office during the whole of the period from 1 October 2006 to the date of this report

A V M Clark J Worton B E Hopkins A G D Inglis Dr A Gatherer

POLITICAL AND CHARITABLE CONTRIBUTIONS

During the year the company made a gift aid payment to its charitable related party, West Warwickshire Sports Club Limited, of £30,000

ACQUISITION OF OWN SHARES

During the year the company reacquired from its members 126,459 ordinary 01p shares, equivalent to 22 97% of the issued share capital, at a consideration of £3 per share

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing 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). 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 judgements and estimates that are reasonable and prudent,
- 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 which disclose with reasonable accuracy at any time the financial position of the company and to 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.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 234ZA of the Companies Act 1985) of which the company's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information

AUDITORS

The auditors, Flint & Thompson, will be proposed for re-appointment in accordance with Section 385 of the Companies Act 1985

REPORT OF THE DIRECTORS for the Year Ended 30 September 2007

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This report has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies

ON BEHALF OF THE BOARD:

A W Walker - Secretary

21 July 2008

REPORT OF THE INDEPENDENT AUDITORS TO THE SHAREHOLDERS OF OLTON GROUNDS LIMITED

We have audited the financial statements of Olton Grounds Limited for the year ended 30 September 2007 on pages five to nine. These financial statements have been prepared in accordance with the accounting policies set out therein and the requirements of the Financial Reporting Standard for Smaller Entities (effective January 2007)

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 auditors' 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 financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out on page two

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 Report of the Directors 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 Report of the Directors 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

H.J.H

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities, of the state of the company's affairs as at 30 September 2007 and of its profit for the year then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the Report of the Directors is consistent with the financial statements

Flint & Thompson Logistics House 1325a Stratford Road Hall Green Birmingham B28 9HL

21 July 2008

PROFIT AND LOSS ACCOUNT for the Year Ended 30 September 2007

		2007		2006	
	Notes	£	£	£	£
TURNOVER			4,200		5,010
Administrative expenses			11,839	•	28,196
			(7,639)		(23,186)
Other operating income					4,544,306
OPERATING (LOSS)/PROFIT	2		(7,639)		4,521,120
Income from fixed asset investments Interest receivable and similar income		7,112	7,115	(3,774,861)	(3,774,858)
			(524)		746,262
Interest payable and similar charges			3		425
(LOSS)/PROFIT ON ORDINARY ACTION	VITIES		(527)		745,837
Tax on (loss)/profit on ordinary activities	3		(113,000)		112,992
PROFIT FOR THE FINANCIAL YEAR AFTER TAXATION			112,473		632,845

BALANCE SHEET 30 September 2007

		2007	7	2006	
	Notes	£	£	£	£
FIXED ASSETS					
Tangible assets	5		246,852		230,047
Investments	6		98		98
			246,950		230,145
CURRENT ASSETS					
Debtors	7	105,254		2,441	
Cash at bank		359,644		937,392	
		464,898		939,833	
CREDITORS					
Amounts falling due within one year	8	13,613		122,210	
NET CURRENT ASSETS			451,285		817,623
TOTAL ASSETS LESS CURRENT					
LIABILITIES			698,235		1,047,768
CAPITAL AND RESERVES					
Called up share capital	9		4,240		5,505
Share premium	10		4,803		382,915
Other reserves	10		7,265		7,265
Profit and loss account	10		681,927		652,083
SHAREHOLDERS' FUNDS			698,235		1,047,768
					====

These financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies and with the Financial Reporting Standard for Smaller Entities (effective January 2007)

The financial statements were approved by the Board of Directors on 21 July 2008 and were signed on its behalf by

A V M Clark - Director

A G D Inglis - Director

NOTES TO THE FINANCIAL STATEMENTS for the Year Ended 30 September 2007

1 ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective January 2007)

Turnover

Turnover represents rents received

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Freehold property

- not provided

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date

2 OPERATING (LOSS)/PROFIT

The operating loss (2006 - operating profit) is stated after charging/(crediting)

	Profit on disposal of fixed assets Auditors' remuneration	2007 £ 1,175	2006 £ (4,544,306) 470
	Directors' emoluments and other benefits etc	-	
3	TAXATION		
	Analysis of the tax (credit)/charge The tax (credit)/charge on the loss on ordinary activities for the year was as follows:	s 2007 £	2006 £
	Current tax. UK corporation tax	<i>L</i>	113,000
	Under/(over) provision in prior years	(113,000)	(8)
	Tax on (loss)/profit on ordinary activities	(113,000)	112,992
4	DIVIDENDS	2007	2006
	Ordinary shares of 01 each Interim	2007 £ 82,629	2006 £

NOTES TO THE FINANCIAL STATEMENTS - continued for the Year Ended 30 September 2007

5	TANGIBLE FIXED ASSETS		
			Freehold property £
	COST		~
	At 1 October 2006		230,047
	Additions		16,805
	At 30 September 2007		246,852
	NET BOOK VALUE		
	At 30 September 2007		246,852
	At 30 September 2006		230,047
6	FIXED ASSET INVESTMENTS		
			Listed
			investments £
	COST		~
	At 1 October 2006		
	and 30 September 2007		98
	NET BOOK VALUE		
	At 30 September 2007		98
	At 30 September 2006		==== 98
	At 30 September 2000		====
	Market value of listed investments at 30 September 2007 - £76		
7	DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		2007	2006
	Amounts aread his martinipating interests	£	£
	Amounts owed by participating interests Other debtors	4,213 101,041	2,441
		105,254	<u> 2,441</u>
8	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		2007	2006 £
	Trade creditors	£	6,204
	Taxation and social security	-	113,000
	Other creditors	13,613	3,006
		13,613	122,210
			==-

NOTES TO THE FINANCIAL STATEMENTS - continued for the Year Ended 30 September 2007

9 CALLED UP SHARE CAPITAL

	Authorised Number	Class		Nominal	2007	2006
	800,000	Ordinary		value 01	£ 8,000	£ 8,000
	Allotted, issu	ed and fully paid				
	Number	Class		Nominal value	2007 £	2006 £
	423,997	Ordinary		01	4,240	5,505
	(2006 - 550,4				,	,,
					===	===
10	RESERVES					
			Profit			
			and loss	Share	Other	
			account	premium	reserves	Totals
			£	£	£	£
	At 1 October	2006	652,083	382,915	7,265	1,042,263
	Profit for the	year	112,473	r	,	112,473
	Dividends		(82,629)			(82,629)
	Purchase of o	wn shares		(378,112)		(378,112)
	At 30 Septem	ber 2007	681,927	4,803	7,265	693,995

11 ULTIMATE PARENT COMPANY

The West Warwickshire Sports Club Limited, a charitable company registered in England, holds 70 08% (2006 53 03%) of the issued share capital of the company

12 CONTINGENT LIABILITIES

After the year end the company repurchased a further 10,966 shares for £32,788

The company's contingent liability for the remaining final repurchase of 71,738 shares amounted to £215,080

13 RELATED PARTY DISCLOSURES

The company has a close working relationship with its ultimate parent company, West Warwickshire Sports Club Limited

During the year the company paid dividends on the Charity's investment in the company totalling £43,791. The company also made an unrestricted gift aid payment to the Charity of £30,000. At the year end there was an outstanding balance due from the Charity of £4,213.