

**Company Registration No 00159562 (England and Wales)**

**BATH RACECOURSE COMPANY LIMITED**  
**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**  
**FOR THE PERIOD ENDED 31 DECEMBER 2012**

MONDAY



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30/09/2013      #353  
COMPANIES HOUSE

# **BATH RACECOURSE COMPANY LIMITED**

## **COMPANY INFORMATION**

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<b>Directors</b>	A B Kelly P O'Dnscoll S Nahum
<b>Secretary</b>	M Langndge
<b>Company number</b>	00159562
<b>Registered office</b>	4th Floor Millbank Tower 21-24 Millbank London SW1P 4QP
<b>Auditors</b>	Gerald Edelman 25 Harley Street London W1G 9BR

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# **BATH RACECOURSE COMPANY LIMITED**

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# **BATH RACECOURSE COMPANY LIMITED**

## **DIRECTORS' REPORT**

### ***FOR THE PERIOD ENDED 31 DECEMBER 2012***

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The company changed its accounting reference date from 31 March to 31 December during the period under review. Consequently, the results shown are for a 9 month period, with the comparative figures being for the 12 months to March 2012. The directors present their report and financial statements for the period ended 31 December 2012.

#### **Principal activities and review of the business**

The principal activity of the company continued to be that of the promotion of race meetings, under Jockey Club Rules, at Bath Racecourse.

#### **Results and dividends**

The results for the period are set out on page 5.

#### **Directors**

The following directors have held office since 1 April 2012:

A B Kelly

P O'Driscoll

S Nahum

R Renton

(Appointed 30 May 2012 and resigned 31 August 2012)

#### **Auditors**

The auditors, Gerald Edelman, are deemed to be reappointed under section 487(2) of the Companies Act 2006.

#### **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,
- 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.

# **BATH RACECOURSE COMPANY LIMITED**

## **DIRECTORS' REPORT (CONTINUED)**

**FOR THE PERIOD ENDED 31 DECEMBER 2012**

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### **Statement of disclosure to auditors**

So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the directors have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditors are aware of that information.

On behalf of the board



P O'Driscoll

Director

27/9/2013

# **BATH RACECOURSE COMPANY LIMITED**

## **INDEPENDENT AUDITORS' REPORT**

### **TO THE MEMBERS OF BATH RACECOURSE COMPANY LIMITED**

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We have audited the financial statements of Bath Racecourse Company Limited for the period ended 31 December 2012 set out on pages 5 to 13. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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**

As explained more fully in the Directors' Responsibilities Statement set out on pages 1 - 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

#### **Scope of the audit of the financial statements**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Directors' Report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

#### **Opinion on financial statements**

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2012 and of its loss for the period then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### **Opinion on other matter prescribed by the Companies Act 2006**

In our opinion the information given in the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements.

# **BATH RACECOURSE COMPANY LIMITED**

## **INDEPENDENT AUDITORS' REPORT (CONTINUED)**

### **TO THE MEMBERS OF BATH RACECOURSE COMPANY LIMITED**

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#### **Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

**Stephen Coleman ACA (Senior Statutory Auditor)**  
for and on behalf of Gerald Edelman

27/9/2013

**Chartered Accountants**  
**Statutory Auditor**

25 Harley Street  
London  
W1G 9BR

# BATH RACECOURSE COMPANY LIMITED

## PROFIT AND LOSS ACCOUNT

FOR THE PERIOD ENDED 31 DECEMBER 2012

	Notes	2012 £	2012 £
Turnover	2	2,796,396	2,328,740
Cost of sales		(1,942,994)	(1,603,651)
<b>Gross profit</b>		<b>853,402</b>	<b>725,089</b>
Administrative expenses		(931,349)	(1,000,901)
<b>Loss on ordinary activities before taxation</b>	3	<b>(77,947)</b>	<b>(275,812)</b>
Tax on loss on ordinary activities	4	-	-
<b>Loss for the period</b>	11	<b>(77,947)</b>	<b>(275,812)</b>

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

There are no recognised gains and losses other than those passing through the profit and loss account

### Note of historical cost profits and losses

	2012 £	2012 £
<b>Reported loss on ordinary activities before taxation</b>	<b>(77,947)</b>	<b>(275,812)</b>
Difference between an historical cost depreciation charge and the actual depreciation charge of the year calculated on the revalued amount	74,265	99,020
<b>Historical cost loss on ordinary activities before taxation</b>	<b>(3,682)</b>	<b>(176,792)</b>
<b>Historical cost loss for the period retained after taxation, extraordinary items and dividends</b>	<b>(3,682)</b>	<b>(176,792)</b>



# BATH RACECOURSE COMPANY LIMITED

## BALANCE SHEET

AS AT 31 DECEMBER 2012

	Notes	2012 £	2012 £
<b>Fixed assets</b>			
Tangible assets	5	4,843,522	5,043,201
<b>Current assets</b>			
Stocks	6	27,875	30,280
Debtors	7	908,700	892,275
Cash at bank and in hand		239,650	51,235
		1,176,225	973,790
<b>Creditors amounts falling due within one year</b>	8	(2,693,193)	(2,612,490)
<b>Net current liabilities</b>		(1,516,968)	(1,638,700)
<b>Total assets less current liabilities</b>		3,326,554	3,404,501
<b>Capital and reserves</b>			
Called up share capital	10	37,200	37,200
Revaluation reserve	11	2,069,628	2,143,893
Profit and loss account	11	1,219,726	1,223,408
<b>Shareholders' funds</b>	12	3,326,554	3,404,501

Approved by the Board and authorised for issue on 27/9/2013



P O'Driscoll  
Director

Company Registration No 00159562

# BATH RACECOURSE COMPANY LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

**FOR THE PERIOD ENDED 31 DECEMBER 2012**

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### **1 Accounting policies**

#### **1.1 Accounting convention**

The financial statements are prepared under the historical cost convention modified to include the revaluation of freehold land and buildings

The company has taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) from the requirement to produce a cash flow statement on the grounds that it is a subsidiary undertaking where 90 percent or more of the voting rights are controlled within the group

#### **1.2 Compliance with accounting standards**

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which have been applied consistently (except as otherwise stated)

#### **1.3 Turnover**

Turnover principally relates to income derived directly from the holding of horse race meetings, including industry related funding from the HBLB, and the non-raceday use of the racecourse facilities

Income is recognised once a race meeting or non-raceday event has been held. This includes admissions revenue, other racing income and catering income. In certain circumstances income is taken over the life of the agreement to which it relates, such as rental income and annual memberships

##### **Media rights**

Income received from SIS and At The Races (ATR) in respect of media rights over the broadcasts from the Group's racecourses is recognised within revenue in the period in which the relevant race meetings are held

##### **HBLB revenue**

The HBLB provides revenue to racecourses to support the holding of race meetings. For taxation purposes, this revenue can be waived by racecourses, with HBLB approval, and transferred to 'capital credits', which is a tax-efficient scheme operated by the HBLB. These capital credits may be claimed by racecourses against expenditure on HBLB-approved capital projects and as a result, are not assessable to tax. It is the Company's policy that, as they are derived from and are dependent upon trading activities, capital credit receipts are recognised within revenue when the race meetings to which they relate are held. A corresponding receivable is recognised until the cash is received.

#### **1.4 Tangible fixed assets and depreciation**

Tangible fixed assets other than freehold land are stated at cost or valuation less depreciation. Depreciation is provided at rates calculated to write off the cost or valuation less estimated residual value of each asset over its expected useful life, as follows:

Freehold land	Nil
Freehold buildings	Straight line over 25 - 50 years
Plant, fixtures & equipment	Straight line over 4 - 10 years

The part of the annual depreciation charge on revalued assets which relates to the revaluation surplus is transferred from the revaluation reserve to the profit and loss account.

Freehold property is carried at modified historical cost, not amended since the valuation in 1995, as permitted by FRS 15 "Tangible Fixed Assets".

# BATH RACECOURSE COMPANY LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 31 DECEMBER 2012

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### 1 Accounting policies (continued)

#### 1.5 Leasing

Rentals payable under operating leases are charged against income on a straight line basis over the lease term

#### 1.6 Stock

Stock is valued at the lower of cost and net realisable value

#### 1.7 Pensions

The company operates a defined contribution scheme for the benefit of its employees. Contributions payable are charged to the profit and loss account in the period they are payable.

#### 1.8 Deferred taxation

Deferred taxation is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. The deferred tax balance has not been discounted.

#### 1.9 Comparative figures

The figures included in the accounts are for the 9 month period ended 31 December 2012. The comparative figures are for the 12 month period ended 31 March 2012.

### 2 Turnover

The total turnover of the company for the period has been derived from its principal activity wholly undertaken in the United Kingdom.

3 Operating loss	2012 £	2012 £
Operating loss is stated after charging		
Depreciation of tangible assets	178,729	264,260
Operating lease rentals		
- Plant and machinery	6,851	9,135
Auditors' remuneration		
- Audit	2,577	2,400
- Accountancy	500	500
- Taxation	500	500

# BATH RACECOURSE COMPANY LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE PERIOD ENDED 31 DECEMBER 2012

4	Taxation	2012	2012
	Total current tax	-	-
		<u>-</u>	<u>-</u>
	<b>Factors affecting the tax charge for the period</b>		
	Loss on ordinary activities before taxation	(77,947)	(275,812)
		<u>(77,947)</u>	<u>(275,812)</u>
	Loss on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 24.00% (2012 - 26.00%)	(18,707)	(71,711)
		<u>(18,707)</u>	<u>(71,711)</u>
	Effects of		
	Non deductible expenses	42,895	68,708
	Capital allowances	(13,881)	(15,254)
	Tax losses utilised	(10,307)	-
	Group relief	-	18,257
		<u>18,707</u>	<u>71,711</u>
	<b>Current tax charge for the period</b>	-	-
		<u>-</u>	<u>-</u>

# BATH RACECOURSE COMPANY LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 31 DECEMBER 2012

### 5 Tangible fixed assets

	Land and buildings Freehold £	Plant and machinery £	Fixtures, fittings & equipment £	Total £
<b>Cost or valuation</b>				
At 1 April 2012	6,594,926	267,770	758,835	7,621,531
Additions	-	-	36,128	36,128
Disposals	-	(57,078)	-	(57,078)
At 31 December 2012	6,594,926	210,692	794,963	7,600,581
<b>Depreciation</b>				
At 1 April 2012	1,753,918	190,181	634,231	2,578,330
Charge for the period	128,470	3,906	46,353	178,729
At 31 December 2012	1,882,388	194,087	680,584	2,757,059
<b>Net book value</b>				
At 31 December 2012	4,712,538	16,605	114,379	4,843,522
At 31 March 2012	4,841,008	272,519	(70,326)	5,043,201

The freehold land and building included above at valuation could alternatively be stated at a cost of £3,954,620 (March 2012 £3,954,620) with accumulated depreciation of £1,346,272 (March 2012 £1,257,407)

### 6 Stocks

	2012 £	2012 £
Finished goods and goods for resale	27,875	30,280

### 7 Debtors

	2012 £	2012 £
Trade debtors	355,841	228,838
Amounts owed by group companies	426,610	474,294
Other debtors	126,249	189,143
	908,700	892,275

# BATH RACECOURSE COMPANY LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 31 DECEMBER 2012

8	Creditors: amounts falling due within one year	2012 £	2012 £
	Trade creditors	694,353	460,407
	Amounts owed to group companies	1,766,891	1,805,086
	Taxation and social security	77,097	48,536
	Other creditors	154,852	298,461
		<u>2,693,193</u>	<u>2,612,490</u>

The loans and overdraft of the Group are secured by a legal charge over the racecourse properties. An unlimited guarantee exists across the group for the liabilities of the same.

### 9 Pension and other post-retirement benefit commitments Defined contribution

The Company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. The pension cost charge represents contributions payable by the Company to the fund.

	2012 £	2012 £
Contributions payable by the company for the period	<u>2,830</u>	<u>4,068</u>

10	Share capital	2012 £	2012 £
	Allotted, called up and fully paid		
	3,720 Ordinary Shares of £10 each	<u>37,200</u>	<u>37,200</u>

### 11 Statement of movements on reserves

	Revaluation reserve £	Profit and loss account £
Balance at 1 April 2012	2,143,893	1,223,408
Loss for the period	-	(77,947)
Transfer from revaluation reserve to profit and loss account	<u>(74,265)</u>	<u>74,265</u>
Balance at 31 December 2012	<u>2,069,628</u>	<u>1,219,726</u>

# BATH RACECOURSE COMPANY LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 31 DECEMBER 2012

12 Reconciliation of movements in shareholders' funds	2012 £	2012 £
Loss for the financial period	(77,947)	(275,812)
Opening shareholders' funds	3,404,501	3,680,313
Closing shareholders' funds	3,326,554	3,404,501

### 13 Financial commitments

At 31 December 2012 the company was committed to making the following payments under non-cancellable operating leases in the year to 31 December 2013

	Other 2012 £	2012 £
Operating leases which expire Between two and five years	9,135	9,135

### 14 Employees

#### Number of employees

The average monthly number of employees (including directors) during the period was

	2012 Number	2012 Number
Management and administrative	9	7
Customer service	5	4
	14	11

#### Employment costs

	2012 £	2012 £
Wages and salaries	240,947	306,719
Social security costs	20,408	29,003
Other pension costs	2,830	4,068
	264,185	339,790

# **BATH RACECOURSE COMPANY LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

**FOR THE PERIOD ENDED 31 DECEMBER 2012**

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### **15 Control**

The immediate parent company is Northern Races Limited and the ultimate UK parent company is NR Acquisitions Topco Limited

NR Acquisitions Topco Limited prepares group financial statements and copies can be obtained from Companies House. The ultimate parent company is Landal Worldwide Corp a company registered in the British Virgin Islands

### **16 Related party transactions**

The company has taken advantage of the exemption available in FRS 8 "Related party disclosures" whereby it has not disclosed transactions with the ultimate parent company or any wholly owned subsidiary undertaking of the group

Brighton Racecourse Company Limited ('Brighton') and Great Yarmouth Racecourse Limited ('Great Yarmouth') are 81%-owned subsidiaries of Northern Races Limited, Utttoxeter Leisure and Development Company Limited ('ULDC') is a 92.4%-owned subsidiary of Northern Races Limited and Sedgefield Steeplechase Company (1972) Limited ('Sedgefield') is a 99.9%-owned subsidiary of Northern Races Limited. During the period, the company provided racing services to and received similar services from those fellow subsidiaries. The company made sales of £128 (March 2012: £nil) to Brighton and purchases of £89 (March 2012: £878). At 31 December 2012 the balance due to Brighton was £63,989 (March 2012: £64,029). The company made sales of £128 (March 2012: £nil) to Great Yarmouth and purchases of £nil (March 2012: £1,072). At 31 December 2012 the balance due to Great Yarmouth was £26,264 (March 2012: £26,357). The company made sales of £128 (March 2012: £nil) to ULDC and purchases of £198 (March 2012: £968). At 31 December 2012 the balance due to ULDC was £82,397 (March 2012: £82,327). The company made sales of £nil (March 2012: £741) to Sedgefield and purchases of £nil (March 2012: £116). At 31 December 2012 the balance due from Sedgefield was £34,330 (March 2012: £34,330).

Arena Leisure Limited, a company under common control within the Landal Worldwide Corp group, owns an equity share in Attheraces Holdings Limited ('ATR'), a joint venture company. During the period ended 31 December 2012, S Nahum and A Kelly were Directors of ATR. During the period the company made sales of £169,000 (March 2012: £23,520) to ATR.