Registered number: 02233431

THE VINEYARD AT STOCKCROSS LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014



COMPANY INFORMATION

DIRECTORS

Malcolm Morris

Margaret Morris

Andrew McKenzie

Bradley Wilkinson (appointed 1 October 2014)

COMPANY SECRETARY

Margaret Morris

REGISTERED NUMBER

02233431

REGISTERED OFFICE

1st Floor

George V Place Thames Avenue

Windsor

Berkshire SL4 1QP

INDEPENDENT AUDITORS

Feltons

Chartered Accountants and Statutory Auditors

1st Floor

George V Place

Thames Avenue

Windsor

Berkshire SL4 1QP

BANKERS

HSBC Bank Plc

28 High Street

Uxbridge

Middlesex

UB8 1BY

SOLICITORS

Thomas Eggar

Mercantile House

18 London Road

Newbury

Berkshire

RG14 1JX

CONTENTS

| | Page |
|---|---------|
| Directors' Report | 1 - 2 |
| Strategic Report | 3 - 4 |
| Independent Auditors' Report | 5 - 6 |
| Profit and Loss Account | 7 |
| Balance Sheet | 8 |
| Notes to the Financial Statements | 9 - 17 |
| The following pages do not form part of the statutory financial statements: | |
| Detailed Profit and Loss Account and Summaries | 19 - 22 |

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2014

The directors present their report and the financial statements for the Year ended 31 December 2014.

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the Strategic report, 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 judgments 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.

DIRECTORS

The directors who served during the Year were:

Malcolm Morris
Margaret Morris
Andrew McKenzie
Bradley Wilkinson (appointed 1 October 2014)

DISCLOSURE OF INFORMATION TO AUDITORS

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

AUDITORS

The auditors, Feltons, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2014

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

Malcolm Morris

Director

Date: 21/09/15

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2014

BUSINESS REVIEW

The Company is a five star luxury boutique hotel focussed on providing high end wine and food whilst targeting both the business and leisure traveller. In addition to the hotel, the business operates an exclusive wine agent selling wines from small boutique estates located in California.

The continued investment and focus on marketing has seen the Vineyard brand strengthen with a view of long term increase in revenues.

The year to 31st December 2014 saw the financial position of the company decline, as increased staffing and focus on improving the product and service impacted upon profits.

Capital investment will continue throughout 2015 which will serve to reposition the Hotel to further drive revenues and profit over the coming years.

PRINCIPAL RISKS AND UNCERTAINTIES

The company uses various financial instruments including cash, loans and items such as trade debtors and trade creditors that arise directly from its operations. The purpose of these financial instruments is to raise finance for the company's operations.

The risks arising from the company's financial instruments are currency risk, liquidity risk, interest rate risk and credit risk. The directors review and agree policies for managing each of these risks and these policies have remained unchanged from previous years.

Currency risk

The principal trading currency of the company is sterling. Certain purchases are made in US dollars and to minimise foreign exchange risk, the company operates a US bank account and prices the sale based on the US cost of purchase.

Liquidity risk

The company manages financial risk by ensuring sufficient liquidity is available to meet foreseeable needs and to invest cash assets safely and profitably.

Interest rate risk

The company uses loans to finance the expansion and improvement of the facilities which in the long term improve profitability. Any interest rate risk is manageable through the cash assets. No interest is payable on inter company balances. The company's cash assets are all held in floating rate deposit accounts. Trade debtors and creditors do not attract interest.

Credit risk

The company's principal financial assets are cash and trade debtors. To manage trade debtor credit risk the directors set limits for customers based on a combination of payment history and third party credit references. Credit limits are reviewed on a regular basis in conjunction with debt ageing and collection history.

STRATEGIC REPORT (continued) FOR THE YEAR ENDED 31 DECEMBER 2014

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

Malcolm Morris Director

Date: 21/09/15

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF THE VINEYARD AT STOCKCROSS LIMITED

We have audited the financial statements of The Vineyard at Stockcross Limited for the Year ended 31 December 2014, set out on pages 7 to 17. 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, 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 Strategic report and the Directors' report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. 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 2014 and of its loss for the Year 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 Strategic report and the Directors' report for the financial Year for which the financial statements are prepared is consistent with the financial statements.

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF THE VINEYARD AT STOCKCROSS LIMITED

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.

James Watts (Senior Statutory Auditor)
for and on behalf of
Feltons
Chartered Accountants and Statutory Auditors
1st Floor
George V Place
Thames Avenue
Windsor
Berkshire
SL4 1QP

Date: 29th lept m ler 2018

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2014

| | Note | 2014 £ | 2013 £ |
|---|------|-------------|-------------|
| TURNOVER | 1,2 | 5,495,872 | 5,286,464 |
| Cost of sales | | (1,656,375) | (1,527,570) |
| GROSS PROFIT | | 3,839,497 | 3,758,894 |
| Administrative expenses | | (4,709,545) | (4,526,085) |
| Other operating income | 3 | 514,263 | 641,712 |
| OPERATING LOSS | 4 | (355,785) | (125,479) |
| Interest payable and similar charges | 8 | (96,000) | (99,670) |
| LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION | | (451,785) | (225,149) |
| Tax on loss on ordinary activities | 9 | - | <u>-</u> |
| LOSS FOR THE FINANCIAL YEAR | 17 | (451,785) | (225,149) |

All amounts relate to continuing operations.

There were no recognised gains and losses for 2014 or 2013 other than those included in the Profit and loss account.

The notes on pages 9 to 17 form part of these financial statements.

THE VINEYARD AT STOCKCROSS LIMITED REGISTERED NUMBER: 02233431

BALANCE SHEET AS AT 31 DECEMBER 2014

| | Note | £ | 2014 £ | £ | 2013 £ |
|---|-------|--------------|--------------|--------------|--------------|
| FIXED ASSETS | | | | | |
| Tangible assets | 10 | | 11,871,152 | | 11,746,588 |
| Investments | 11 | | • | | - |
| | | | 11,871,152 | | 11,746,588 |
| CURRENT ASSETS | | | | | |
| Stocks | 12 | 858,476 | | 807,810 | |
| Debtors | 13 | 802,816 | | 936,070 | |
| Cash at bank and in hand | | 1,731 | | 2,996 | |
| | | 1,663,023 | | 1,746,876 | |
| CREDITORS: amounts falling due within one year | 14 | (3,862,118) | | (3,133,861) | |
| NET CURRENT LIABILITIES | | | (2,199,095) | | (1,386,985) |
| TOTAL ASSETS LESS CURRENT LIABILI | ITIES | | 9,672,057 | | 10,359,603 |
| CREDITORS: amounts falling due after more than one year | 15 | | 20,588,035 | | 20,823,796 |
| CAPITAL AND RESERVES | . • | | ,, | | _0,00,7.00 |
| Called up share capital | 16 | 2,867,895 | | 2,867,895 | |
| Share premium account | 17 | 20,587 | | 20,587 | |
| Profit and loss account | 17 | (13,804,460) | | (13,352,675) | |
| | 18 | | (10,915,978) | | (10,464,193) |
| | | | 9,672,057 | | 10,359,603 |
| | | | ==== | | |

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:

Malcolm Morris

Director

Date: 21/09/15

The notes on pages 9 to 17 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

1. ACCOUNTING POLICIES

1.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards. Certain comparative amounts within the profit and loss account have been reclassified in order for the financial statements to show a true and fair view, consistent with the treatment in the current period.

1.2 CASH FLOW

The Company, being a subsidiary undertaking where 90% or more of the voting rights are controlled within the group whose consolidated financial statements are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with FRS 1.

1.3 TURNOVER

Turnover comprises revenue recognised by the Company in respect of goods and services supplied during the Year, exclusive of Value Added Tax and trade discounts.

1.4 TANGIBLE FIXED ASSETS AND DEPRECIATION

Tangible fixed assets are stated at cost less depreciation. Depreciation is not charged on freehold land. Depreciation on other tangible fixed assets is provided at rates calculated to write off the cost of those assets, less their estimated residual value, over their expected useful lives on the following bases:

Freehold property - 0% straight line
Plant & machinery - 20% - 33% straight line
Motor vehicles - 25% straight line
Fixtures & fittings - 20% straight line

It has and continues to be the Company's policy to continually refurbish and maintain the freehold property to ensure the buildings are maintained to the highest standards.

The condition and upkeep of freehold property is carried out on a continuous basis by the Company with any permanent diminution in value being charged to the profit and loss account as it arises. This depreciation policy reflects the expected benefits of such assets and provides consistency with the depreciation methods used by other entities within the same industry.

In accordance with GAAP (Generally Accepted Accounting Practice), the assets under construction do not begin to be depreciated until they come into use. Once the assets under construction come into use they are transferred to the relevant categories and commence being depreciated if applicable.

1.5 INVESTMENTS

Investments held as fixed assets are shown at cost less provision for impairment.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

1. ACCOUNTING POLICIES (continued)

1.6 LEASING AND HIRE PURCHASE

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible fixed assets. Assets acquired by finance lease are depreciated over the shorter of the lease term and their useful lives. Assets acquired by hire purchase are depreciated over their useful lives. Finance leases are those where substantially all of the benefits and risks of ownership are assumed by the Company. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the Profit and loss account so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

1.7 STOCKS

Stocks are valued at the lower of cost and net realisable value after making due allowance for obsolete and slow-moving stocks. Cost includes all direct costs and an appropriate proportion of fixed and variable overheads.

1.8 FOREIGN CURRENCIES

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date.

Transactions in foreign currencies are translated into sterling at the rate ruling on the date of the transaction.

Exchange gains and losses are recognised in the Profit and loss account.

1.9 PENSIONS

The Company operates a defined contribution pension scheme and the pension charge represents the amounts payable by the Company to the fund in respect of the year.

1.10 FINANCE COSTS

Finance costs that are directly attributable to the construction of tangible fixed assets are capitalised as part of the cost of those assets. Capitalisation begins when the finance costs are being incurred, expenditures for the asset are being incurred, and activities that are necessary to get the asset ready for use are in progress. Capitalisation of finance costs ceases when substantially all the activities that are necessary to get the tangible fixed asset ready for use are complete.

1.11 GOING CONCERN

Undertakings to provide sufficient financial support to the company to enable it to meet its liabilities as they fall due have been given and accordingly the financial statements have been prepared on a going concern basis.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

2. TURNOVER

The whole of the turnover is attributable to the one principle activity of the Company.

All turnover arose within the United Kingdom.

3. OTHER OPERATING INCOME

| | 2014 | 2013 |
|------------------------|---------|---------|
| | £ | £ |
| Other operating income | 514,263 | 641,712 |
| | | |

This relates to management fees charged to its sister company, Donnington Valley Group Limited, and to management fees charged to its subsidiary, Knights Valley Hotels Limited.

2014

4. OPERATING LOSS

The operating loss is stated after charging:

| | | £ | £ |
|----|--|-----------|-----------|
| | Depreciation of tangible fixed assets: - owned by the company | 23,035 | 22,893 |
| 5. | AUDITORS' REMUNERATION | | |
| | | 2014 £ | 2013 £ |
| | Fees payable to the Company's auditor and its associates for the audit of the Company's annual accounts Fees payable to the Company's auditor and its associates in respect of: | 16,000 | 15,500 |
| | Taxation compliance services | 5,000 | 4,500 |
| | | | |

6. STAFF COSTS

Staff costs, including directors' remuneration, were as follows:

| | 2014 £ | 2013 £ |
|--|--------------------------------|--------------------------------|
| Wages and salaries Social security costs Other pension costs | 2,505,497 187,950 52,988 | 2,407,303 204,174 40,156 |
| | 2,746,435 | 2,651,633 |

2013

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

6. STAFF COSTS (continued)

The average monthly number of employees, including the directors, during the Year was as follows:

| | 2014 No. | 2013 No. |
|-------------------------------------|-------------|-------------|
| Management and Administration staff | 10 | 15 |
| Sales and Marketing staff | 20 | 9 |
| Operational staff | 110 | 94 |
| | | |
| | 140 | 118 |
| | | |
| DIRECTORS' REMUNERATION | | |
| | 2014 | 2013 |
| | £ | £ |
| Remuneration | 107,061 | 85,553 |
| | | |

During the Year retirement benefits were accruing to 2 directors (2013 - 1) in respect of defined contribution pension schemes.

Company pension contributions to defined contribution pension

8. INTEREST PAYABLE

schemes

7.

| | 2014 | 2013 |
|------------------------------|-------------|----------------|
| | £ | £ |
| On bank loans and overdrafts | 96,000 | <i>99,67</i> 0 |
| | | |

5,322

6,156

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

9. TAXATION

| | 2014 £ | 2013 £ |
|---|-----------|-----------|
| UK corporation tax charge on (loss)/profit for the year | - | - |

FACTORS AFFECTING TAX CHARGE FOR THE YEAR

The tax assessed for the year is lower than (2013 - lower than) the standard rate of corporation tax in the UK of 23.25% (2013 - 23.25%). The differences are explained below:

| | 2014 £ | 2013 £ |
|--|-------------------|-----------------|
| Loss on ordinary activities before tax | (451,785) | (225,149) |
| Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 23.25% (2013 - 23.25%) | (97,103) | (52,347) |
| EFFECTS OF: | | |
| Expenses not deductible for tax purposes, other than goodwill amortisation and impairment Capital allowances for year in excess of depreciation | 2,024 (72,557) | 789 (65,438) |
| Short term timing difference leading to an increase (decrease) in taxation | 446 | - |
| Utilisation of tax losses and other deductions Other differences leading to an increase (decrease) in the tax | 167,190 | 109,695 |
| charge | - | 6,034 |
| Other short term timing differences | - , | 1,267 |
| CURRENT TAX CHARGE FOR THE YEAR (see note above) | | - |

FACTORS THAT MAY AFFECT FUTURE TAX CHARGES

There were no factors that may affect future tax charges.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

10. TANGIBLE FIXED ASSETS

| | Freehold property £ | Plant & machinery £ | Motor vehicles £ | Fixtures & fittings | Total £ |
|--|---------------------------|---------------------|------------------------|---------------------|-----------------------|
| COST | | | | | |
| At 1 January 2014 Additions | 11,993,046 72,375 | 1,139,338 30,919 | 38,658 8,614 | 925,055 35,691 | 14,096,097 147,599 |
| At 31 December 2014 | 12,065,421 | 1,170,257 | 47,272 | 960,746 | 14,243,696 |
| DEPRECIATION | | | | | |
| At 1 January 2014 Charge for the Year | 616,265 - | 1,118,434 6,956 | 32,257 3,085 | 582,553 12,994 | 2,349,509 23,035 |
| At 31 December 2014 | 616,265 | 1,125,390 | 35,342 | 595,547 | 2,372,544 |
| NET BOOK VALUE | | | | | |
| At 31 December 2014 | 11,449,156 | 44,867 | 11,930 | 365,199 | 11,871,152 |
| At 31 December 2013 | 11,376,781 | 20,904 | 6,401 | 342,502 | 11,746,588 |

The net book value of freehold land and buildings comprises freehold land of £450,000 and hotel construction and fittings of £10,999,156. Freehold land is not depreciated.

11. FIXED ASSET INVESTMENTS

| | Investments in subsidiary |
|--|---------------------------------|
| | companies £ |
| COST OR VALUATION | - |
| At 1 January 2014 and 31 December 2014 | 192,308 |
| IMPAIRMENT | |
| At 1 January 2014 and 31 December 2014 | 192,308 |
| NET BOOK VALUE | |
| At 31 December 2014 | • |
| At 31 December 2013 | |

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

| 12. | STOCKS | | |
|-----|---|----------------------|----------------------|
| | | 2014 £ | 2013 £ |
| | Raw materials Finished goods and goods for resale | 19,343 839,133 | 18,208 789,602 |
| | | 858,476 | 807,810 |
| 13. | DEBTORS | | |
| | | 2014 £ | <i>2013</i> £ |
| | Trade debtors | 363,782 | £ 488,574 |
| | Amounts owed by group undertakings | 267,936 | 267,936 |
| | Other debtors | 13,558 | 15,185 |
| | Prepayments and accrued income | 157,540 | 164,375 |
| | | 802,816 | 936,070 |
| 14. | CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR | | |
| | | 2014 | 2013 |
| | | £ | £ |
| | Bank loans and overdrafts | 548,790 | 892,171 |
| | Trade creditors | 221,439 | 192,343 |
| | Amounts owed to group undertakings Other taxation and social security | 2,403,323 233,593 | 1,511,712 179,429 |
| | Other creditors | 233,593 13,278 | 179,429 191,177 |
| | Accruals and deferred income | 441,695 | 167,029 |
| | | 3,862,118 | 3,133,861 |
| | | | |

The bank loan is secured by a mortgage over the freehold property and by fixed and floating charges over all of the company's assets.

15. CREDITORS:

| AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR |
|--|
|--|

| | 2014 £ | 2013 £ |
|--|-------------------------|-------------------------|
| Bank loans Amounts owed to group undertakings | 2,252,267 18,335,768 | 2,474,817 18,348,979 |
| | 20,588,035 | 20,823,796 |

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

| 15. | CREDITORS: |
|-----|--|
| | AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR (continued) |

Creditors include amounts not wholly repayable within 5 years as follows:

| | 2014 £ | 2013 £ |
|--|-------------------------|-------------------------|
| Repayable by instalments Repayable other than by instalments | 1,245,328 18,335,768 | 1,475,926 18,348,979 |
| | 19,581,096 | 19,824,905 |

The bank loan is repayable monthly at an interest rate of base rate plus 2.75%.

The bank loan is secured by a mortgage over the freehold property and by fixed and floating charges over all of the company's assets.

| 16 | . SH | ARE C | APIT | ΓAL |
|----|------|-------|------|-----|
|----|------|-------|------|-----|

| | 2014 | 2013 |
|--------------------------------------|-----------|-----------|
| | 3 | £ |
| ALLOTTED, CALLED UP AND FULLY PAID | | |
| 2,867,895 Ordinary shares of £1 each | 2,867,895 | 2,867,895 |
| | | |

17. RESERVES

| prem | | Profit and loss account £ |
|-------------------------------------|-----|---------------------------|
| At 1 January 2014 Loss for the Year | 587 | (13,352,675) (451,785) |
| At 31 December 2014 20, | 587 | (13,804,460) |

18. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' DEFICIT

| | 2014 £ | 2013 £ |
|--|---------------------------|---------------------------|
| Opening shareholders' deficit Loss for the Year | (10,464,193) (451,785) | (10,239,044) (225,149) |
| Closing shareholders' deficit | (10,915,978) | (10,464,193) |

2014

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

19. PENSION COMMITMENTS

The company operates a defined contributions 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 and amounted to £52,988 (2013: £40,156). Contributions totalling £NIL (2012: £NIL) were payable to the fund at the balance sheet date and are included in creditors.

20. RELATED PARTY TRANSACTIONS

The following balances were outstanding with related parties as of 31 December 2014:-

| | 2014 | 2013 |
|---------------------------------|--------------|--------------|
| | 3 | £ |
| Stockford Limited | (18,335,768) | (18,348,979) |
| Donnington Valley Group Limited | (2,251,936) | (1,439,295) |
| Knights Valley Hotels Limited | (156,659) | (72,417) |
| Foley Lodge Limited | 262,696 | 262,696 |

Donnington Valley Group Limited is the sister company of The Vineyard at Stockcross Limited.

Knights Valley Hotels Limited is a subsidiary of the The Vineyard at Stockcross Limited.

Knights Valley Limited is a company under the control of Stockford Limited.

Foley Lodge Limited is a subsidiary of the The Vineyard at Stockcross Limited.

Foley Lodge Limited is a company under the control of Stockford Limited.

The company considers KV Hotels Limited, a company incorporated in England and Wales, to be its immediate parent company.

The company considers Stockford Limited, a company incorporated in England and Wales, to be its ultimate parent company.

As the company is a wholly owned subsidiary within the Group headed by Stockford Limited, the company has taken advantage of the exemption contained in FRS 8 "Related Party Disclosures" from disclosing related party transactions with entities which form part of the Group. The consolidated financial statements of Stockford Limited, within which this company is included, can be obtained from its registered office: 1st Floor, George V Place, Thames Avenue, Windsor, Berkshire SL4 1QP.

Registered number: 0223343

THE VINEYARD AT STOCKCROSS LIMITED

DETAILED ACCOUNTS

FOR THE YEAR ENDED 31 DECEMBER 2014

DETAILED TRADING AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2014

| | Page | 2014 £ | 2013 £ |
|-------------------------|------|-------------|-------------|
| Turnover | 20 | 5,495,872 | 5,286,464 |
| Cost of sales | 20 | (1,656,375) | (1,527,570) |
| Gross profit | | 3,839,497 | 3,758,894 |
| Gross profit % | | 69.9 % | 71.1 % |
| Other operating income | 20 | 514,263 | 641,712 |
| | | 4,353,760 | 4,400,606 |
| Less: Overheads | | | |
| Administration expenses | 20 | (4,131,162) | (3,964,176) |
| Establishment expenses | 21 | (578,383) | (561,909) |
| Operating loss | | (355,785) | (125,479) |
| Interest payable | 22 | (96,000) | (99,670) |
| Loss for the Year | | (451,785) | (225,149) |

SCHEDULE TO THE DETAILED ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2014

| 2014 2013 | |
|--|---|
| £ | Turnover |
| 1,872,504 <i>1,649,281</i> | Sales - UK - rooms revenue |
| 1,644,732 <i>1,482,743</i> | Sales - UK - food revenue |
| 1,048,160 <i>1,003,090</i> | Sales - UK - beverage revenue |
| 522,728 <i>645,052</i> | Sales - UK - cellars revenue |
| 19,383 <i>18,635</i> | Sales - UK - equipment rental revenue |
| 304,599 <i>303,917</i> | Sales - UK - spa revenue |
| 1,857 <i>1,970</i> | Sales - UK - tobacco revenue |
| 81,909 <i>181,776</i> | Sales - UK - Other revenue |
| 5,495,872 <i>5,286,464</i> | |
| 2014 <i>2013</i> | |
| £ £ | |
| | Cost of sales |
| 749,730 <i>705,400</i> | Purchases - food |
| 395,287 <i>355,796</i> | Purchases - beverages |
| 406,797 <i>336,539</i> | Purchases - cellars |
| 29,422 44,301 | Purchases - spa |
| 1,048 <i>2,128</i> | Purchases - tobacco |
| 54,109 <i>57,202</i> | Purchases -other |
| 19,982 26,204 | Other |
| 1,656,375 | |
| 2014 2012 | |
| 2014 2013 £ | |
| 2 | Other energting income |
| 514,263 641,712 | Other operating income Other operating income |
| ====================================== | Other operating income |
| 2014 2013 | |
| £ | |
| | Administration expenses |
| 13,374 <i>10,970</i> | Directors national insurance |
| 107,061 <i>85,553</i> | Directors salaries |
| 6,156 5,322 | Directors pension costs - money purchase schemes |
| 2,398,437 <i>2,321,750</i> | Staff salaries |
| 15,339 <i>5,761</i> | Staff private health insurance |
| 174,577 193,204 46,832 34,834 | Staff national insurance Staff pension costs - money purchase schemes |
| 2,540 - | Staff - life insurance |
| 20,520 19,256 | Staff training |
| 2,784,836 <i>2,676,650</i> | Sub-total carried forward |

SCHEDULE TO THE DETAILED ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2014

| | 2014 | 2013 |
|--|------------------|------------------|
| Administration company (continued) | £ | £ |
| Administration expenses (continued) | | |
| Sub-total brought forward | 2,784,836 | 2,676,650 |
| Staff welfare | 18,152 | 16,947 |
| Commissions payable | 169,056 | 150,246 |
| Motor running costs | 28,777 | 24,902 |
| Entertainment | 4,051 | 2,878 |
| Hotels, travel and subsistence | 42,506 | 33,851 |
| Printing and stationery | 56,246 | 48,957 |
| Postage | 9,060 | 12,120 |
| Telephone and fax | 32,589 | 24,364 |
| General office expenses | 29 | - |
| Advertising and promotion | 59,033 | <i>95,726</i> |
| Trade subscriptions | 42,748 | 35,904 |
| Charity donations | 95 | 1,716 |
| Legal and professional | 124,696 | 157,182 |
| Auditors' remuneration | 16,000 | 15,500 |
| Auditors' remuneration - non-audit | 5,000 | 4,500 |
| Equipment hire | 6,843 | 1,732 |
| Bank charges | 8,746 | 8,935 |
| Bad debts | (142) | (5,917) |
| Sundry expenses | 90,972 | 53,912 |
| Insurances | 54,655 | 45,688 |
| Repairs and maintenance | 194,939 | 159,975 |
| Depreciation - other fixed assets | 23,035 | 22,893 |
| Glassware, paper goods & silverware | 21,570 67,324 | 29,182 50,430 |
| Guest supplies Guest entertainment costs | 67,334 25,250 | 50,429 |
| Computer costs | 25,250 33,722 | 27,367 27,995 |
| Refurbishment costs | 2,637 | 27,995 21,023 |
| Staff costs - other | 52,482 | 71,832 |
| Flowers and decorations | 19,407 | 18,715 |
| Linen costs | 136,838 | 128,972 |
| Liter costs | | |
| | 4,131,162 | 3,964,176 |
| | 2014 | 2013 |
| | £ | £ |
| Establishment expenses | | |
| Rates | 239,966 | 239,722 |
| Water | 29,302 | 26,730 |
| Light and heat | 276,507 | 264,939 |
| Cleaning | 32,608 | 30,518 |
| | 578,383 | 561,909 |
| | | |

SCHEDULE TO THE DETAILED ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2014

| - | |
|-----------|-----------|
| 2014 £ | 2013 £ |

Interest payable

Bank loan interest payable 96,000 99,670