REGISTERED NUMBER: 3309179

ABBREVIATED AUDITED ACCOUNTS FOR THE YEAR ENDED 30 SEPTEMBER 2010 FOR COTSWOLD INNS & HOTELS LIMITED

TUESDAY

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COTSWOLD INNS & HOTELS LIMITED

COMPANY INFORMATION for the year ended 30 September 2010

DIRECTORS: Mr M T Horton

Mrs P J Horton Mrs J P Barlow Mr P Davis

SECRETARY: Mrs J P Barlow

REGISTERED OFFICE: Orchard House

Crab Apple Way Vale Business Park

Evesham Worcestershire WR11 1GE

REGISTERED NUMBER: 3309179

AUDITORS: Phoenix Business Associates Limited

Chartered Certified Accountants

Registered Auditors The Riding School House

Bulls Lane Wishaw

Sutton Coldfield West Midlands B76 9QW

REPORT OF THE DIRECTORS for the year ended 30 September 2010

The directors present their report with the accounts of the company for the year ended 30 September 2010

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of the ownership and management of hotels and bars. The company has operated seven hotel businesses during the year, all situated within the Cotswolds as follows.

The Bay Tree Hotel, Burford
The Bear of Rodborough Hotel, Stroud
The Broadway Hotel, Broadway
The Manor House Hotel, Moreton in Marsh
The Swan Hotel, Bibury
The Lamb Inn, Burford
The Hare and Hounds Hotel, Tetbury

In addition, the following 2 bars were purchased in July 2009,

Utopia Bar, Birmingham Bar Epernay, Birmingham

REVIEW OF BUSINESS

The directors are pleased with the results for the year given the difficult trading conditions throughout the hotel industry in general. The weather in February caused difficulties and resulted in some loss in trading. Sales throughout the summer were strong and encouraging. The directors are pleased to announce the refurbishment of the latest addition to the portfolio, 'The Hare and Hounds' with full refurbishment to the bedrooms and public areas. A small amount of refurbishment is left to complete in 2010-2011. The Manor House Hotel continues to grow and returned strong sales during its second year of trading after its closure in July 2007 due to serious flooding. Whilst the directors appreciate the tough climate the industry is in, they look forward to a good year with a strong return on the The Hare & Hounds Hotel and continued growth throughout the rest of the group.

DIVIDENDS

No dividends will be distributed for the year ended 30 September 2010

DIRECTORS

The directors shown below have held office during the whole of the period from 1 October 2009 to the date of this report

Mr M T Horton Mrs P J Horton Mrs J P Barlow Mr P Davis

REPORT OF THE DIRECTORS for the year ended 30 September 2010

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Report of the Directors 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,
- 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.

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 418 of the Companies Act 2006) 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, Phoenix Business Associates Limited, will be proposed for re-appointment at the forthcoming Annual General Meeting

ON BEHALF OF THE BOARD:

Mr M T Horton - Director

21 June 2011

REPORT OF THE INDEPENDENT AUDITORS TO COTSWOLD INNS & HOTELS LIMITED UNDER SECTION 449 OF THE COMPANIES ACT 2006

We have examined the abbreviated accounts set out on pages five to seventeen, together with the full financial statements of Cotswold Inns & Hotels Limited for the year ended 30 September 2010 prepared under Section 396 of the Companies Act 2006

This report is made solely to the company, in accordance with Section 449 of the Companies Act 2006. Our work has been undertaken so that we might state to the company those matters we are required to state to it in a special 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, for our work, for this report, or for the opinions we have formed

Respective responsibilities of directors and auditors

The directors are responsible for preparing the abbreviated accounts in accordance with Section 445 of the Companies Act 2006. It is our responsibility to form an independent opinion as to whether the company is entitled to deliver abbreviated accounts to the Registrar of Companies and whether the abbreviated accounts have been properly prepared in accordance with the Regulations made under that Section and to report our opinion to you

Basis of opinion

We conducted our work in accordance with Bulletin 2008/4 issued by the Auditing Practices Board. In accordance with that Bulletin we have carried out the procedures we consider necessary to confirm, by reference to the financial statements, that the company is entitled to deliver abbreviated accounts and that the abbreviated accounts to be delivered are properly prepared.

Opinion

In our opinion the company is entitled to deliver abbreviated accounts prepared in accordance with Section 445(3) of the Companies Act 2006, and the abbreviated accounts have been properly prepared in accordance with the Regulations made under that Section

David R Hill F C C A (Senior Statutory Auditor)

for and on behalf of Phoenix Business Associates Limited

Chartered Certified Accountants

Registered Auditors

The Riding School House

Bulls Lane

Wishaw

Sutton Coldfield

West Midlands

B76 9QW

21 June 2011

ABBREVIATED PROFIT AND LOSS ACCOUNT for the year ended 30 September 2010

	Notes	30/9/10 £	30/9/09 £
TURNOVER		12,899,121	11,581,645
Cost of sales		(8,473,584)	(7,355,801)
		4,425,537	4,225,844
Administrative expenses		4,019,652	3,385,169
OPERATING PROFIT	3	405,885	840,675
Interest receivable and similar income		1,746	5,780
		407,631	846,455
Interest payable and similar charges	4	396,912	449,312
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		10,719	397,143
Tax on profit on ordinary activities	5	367	1,214
PROFIT FOR THE FINANCIAL YEAR		10,352	395,929

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current year or previous year

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES for the year ended 30 September 2010

	30/9/10 £	30/9/09 £			
PROFIT FOR THE FINANCIAL YEAR Revaluation of freehold property	10,352	395,929 1,481,137			
TOTAL RECOGNISED GAINS AND LOSSES RELATING TO THE YEAR	10,352	1,877,066			
NOTE OF HISTORICAL COST PROFITS AND LOSSES for the year ended 30 September 2010					
	30/9/10 £	30/9/09 £			
REPORTED PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION Revaluation of properties	10,719	397,143 1,481,137			
HISTORICAL COST PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	10,719	1,878,280			
HISTORICAL COST PROFIT FOR THE YEAR RETAINED AFTER TAXATION	10,352	1,877,066			

ABBREVIATED BALANCE SHEET 30 September 2010

	30/9	/10	30/9	
Notes	£	£	£	£
6 7		2,953,421 25,112,631		3,134,774 25,165,690
		28,066,052		28,300,464
	407.700		469 703	
			•	
3	594,416	_	695,597	
	1,451,785		1,509,419	
10	7,024,175		6,943,042	
		(5,572,390)		(5,433,623)
		22,493,662		22,866,841
				7 704 500
11		7,318,032		7,701,563
		15,175,630		15,165,278
45		12.050.000		12,050,000
				7,048,367
16		(3,922,737)		(3,933,089)
18		15,175,630		15,165,278
	7 8 9 10 11 15 16 16	Notes £ 6 7 8 187,700 9 669,669 594,416 1,451,785 10 7,024,175 11 15 16 16 16	6 2,953,421 25,112,631 28,066,052 8 187,700 9 669,669 594,416 1,451,785 10 7,024,175 (5,572,390) 22,493,662 11 7,318,032 15,175,630 15 12,050,000 7,048,367 16 (3,922,737)	Notes £ £ £ 6 2,953,421 25,112,631 28,066,052 28,066,052 8 187,700 168,703 9 669,669 645,119 594,416 695,597 1,451,785 1,509,419 10 7,024,175 6,943,042 (5,572,390) 22,493,662 11 7,318,032 15,175,630 15,175,630 15 12,050,000 7,048,367 (3,922,737)

The abbreviated accounts have been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to medium-sized companies

The financial statements were approved by the Board of Directors on 21 June 2011 and were signed on its behalf

Mr M T Horton - Director

Mrs P J Horton - Director

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The notes form part of these abbreviated accounts

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CASH FLOW STATEMENT for the year ended 30 September 2010

		30/9		30/9	
Net cash inflow	Notes	£	£	£	£
from operating activities	1		1,359,833		1,893,221
Returns on investments and servicing of finance	2		(395,166)		(443,532)
Taxation			(1,214)		-
Capital expenditure	2		(918,085)		(1,087,107)
			45,368		362,582
Financing	2		(146,549)		5,959,334
(Decrease)/Increase in cash in the	e period		(101,181)		6,321,916
Reconciliation of net cash flow					
to movement in net debt	3				
(Decrease)/Increase in cash in the period Cash outflow/(inflow)		(101,181)		6,321,916	
from decrease/(increase) in debt an lease financing	d	146,549		(5,953,564)	
Change in net debt resulting from cash flows			45,368		368,352
Movement in net debt in the perio	od		45,368 (11,161,061)		368,352 (11,529,413)
Net debt at 30 September			(11,115,693)		(11,161,061)

NOTES TO THE CASH FLOW STATEMENT for the year ended 30 September 2010

1 RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	30/9/10	30/9/09
	£	£
Operating profit	405,885	840,675
Depreciation charges	1,114,941	1,088,306
Loss/(Profit) on disposal of fixed assets	36,156	(7,400)
Increase in stocks	(18,997)	(50,100)
Increase in debtors	(23,156)	(39,612)
(Decrease)/Increase in creditors	(154,996)	61,352
Net cash inflow from operating activities	1,359,833	1,893,221

2 ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT

	30/9/10 £	30/9/09 £
Returns on investments and servicing of finance	-	-
Interest received	1,746	5,780
Interest received	(396,307)	(448,465)
Interest paid Interest element of hire purchase payments	(605)	(847)
interest element of thre purchase payments		
Net cash outflow for returns on investments and servicing of		
finance	(395,166)	(443,532)
Capital expenditure		
Purchase of intangible fixed assets	-	(317,750)
Purchase of tangible fixed assets	(935,940)	(777,808)
Sale of tangible fixed assets	17,855	8,451
Net cash outflow for capital expenditure	(918,085)	(1,087,107)
·		
Financing		
New loans in year	-	5,957,655
Loan repayments in year	(141,199)	-
Capital repayments in year	(5,350)	1,679
Net cash (outflow)/inflow from financing	(146,549)	5,959,334
the end familian himself		

NOTES TO THE CASH FLOW STATEMENT for the year ended 30 September 2010

3 ANALYSIS OF CHANGES IN NET DEBT

ANALYSIS OF CHANGES IN NET DEBT	At 1/10/09 £	Cash flow £	At 30/9/10 £
Net cash Cash at bank	695,597	(101,181)	594,416
	695,597	(101,181)	594,416
Debt Hire purchase	(6,652)	5,350	(1,302)
Debts falling due within one year	(4,149,745)	(241,030)	(4,390,775)
Debts falling due after one year	(7,700,261)	382,229	(7,318,032)
	(11,856,658)	146,549	(11,710,109)
Total	(11,161,061)	45,368	(11,115,693)

NOTES TO THE ABBREVIATED ACCOUNTS for the year ended 30 September 2010

1 ACCOUNTING POLICIES

Basis of preparing the financial statements

The company has net current liabilities at the balance sheet date. However the majority of this is due to bank borrowings which are secured against the various hotel properties. The company enjoys a good working relationship with its bankers and, given that the company has significant overall net assets, the directors believe that the going concern basis of preparation is appropriate.

Accounting convention

The financial statements have been prepared under the historical cost convention as modified by the revaluation of certain assets

Turnover

Turnover represents the amounts (excluding Value Added Tax) derived from the provision of goods and services to customers. It is attributable to one continuing activity which is the principal activity of the company.

Goodwill

Purchased goodwill arising on business combinations in respect of acquisitions before 1 October 1998, when Financial Reporting Standard 10 Goodwill and Intangible assets was adopted, was written off to reserves in the year of acquisition. When a subsequent disposal occurs, any related goodwill previously written off to reserves is written back through the profit and loss account as part of the profit or loss on disposal.

Purchased goodwill (representing the excess of the fair value of the consideration given over the fair value of the separable net assets acquired) arising on business combinations in respect of acquisitions since 1 October 1998 is capitalised. Positive goodwill is amortised to nil by equal annual instalments over its useful life, estimated by the directors, of 20 years.

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 and land

- 2% on cost

Short leasehold

- over the period of the lease

Fixtures and fittings

- at varying rates on cost

Motor vehicles

- 25% on cost

Freehold land is not depreciated

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items

Deferred tax

The charge for taxation is based on the result for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by Financial Reporting Standard 19

Pension costs and other post-retirement benefits

The company has established a company personal pension plan covering all employees. This is a defined contribution scheme. The assets of the scheme are held separately from those of the company in an independently managed fund. The pension costs charged in the financial statements represent the contributions payable by the company during the year.

continued

NOTES TO THE ABBREVIATED ACCOUNTS - continued for the year ended 30 September 2010

2	STAFF COSTS	30/9/10 £	30/9/09 £
	Wages and salaries Social security costs Other pension costs	4,726,506 415,658 51,732	4,138,983 350,328 44,313
		5,193,896	4,533,624
	The average monthly number of employees during the year was as follows	30/9/10	30/9/09
	Office management Bar & hotel staff	21 275 ———————————————————————————————————	16 220 236
3	OPERATING PROFIT		
	The operating profit is stated after charging/(crediting)		
	Depreciation - owned assets Loss/(Profit) on disposal of fixed assets Goodwill amortisation Auditors' remuneration - Audit fee Auditors' remuneration - Other services	30/9/10 £ 934,986 36,156 181,353 14,750 1,750	30/9/09 £ 793,099 (7,400) 164,692 14,750 1,750
	Directors' remuneration	318,167	165,659
	Information regarding the highest paid director for the year ended 30 Septem	nber 2010 ıs as 30/9/10 £	follows
	Emoluments etc	99,080	
4	INTEREST PAYABLE AND SIMILAR CHARGES	30/9/10 £	30/9/09 £
	Bank loan & overdraft interest HMRC interest	396,307 -	447,291 1,174
	Hire purchase interest	605	847
		396,912	449,312

NOTES TO THE ABBREVIATED ACCOUNTS - continued for the year ended 30 September 2010

5 TAXATION

	Analysis of the tax charge The tax charge on the profit	on ordinary acti	vities for the yea	r was as follows	30/9/10 £	30/9/09 £
	Current tax UK corporation tax				367	1,214
	OK corporation tax					
	Tax on profit on ordinary acti	vities			367 ———	1,214 ====
6	INTANGIBLE FIXED ASSET	rs				
-						Goodwill £
	COST At 1 October 2009 and 30 September 2010					3,585,701
	AMORTISATION At 1 October 2009 Amortisation for year					450,927 181,353
	At 30 September 2010					632,280
	NET BOOK VALUE At 30 September 2010					2,953,421
	At 30 September 2009					3,134,774
7	TANGIBLE FIXED ASSETS					
′	MINGIBLE FIXED ASSETS	Freehold		Fixtures		
		property	Short	and	Motor	
		and land	leasehold	fittıngs £	vehicles £	Totals £
	COST OR VALUATION	£	£	L.	~	~
	At 1 October 2009	23,735,584	36,188	6,354,673	75,789	30,202,234
	Additions	70,835	650	864,455	-	935,940
	Disposals	-	-	(71,419)	-	(71,419)
	At 30 September 2010	23,806,419	36,838	7,147,709	75,789	31,066,755
	DEPRECIATION					
	At 1 October 2009	715,722	182	4,273,710	46,932	5,036,546
	Charge for year	297,108	2,229	623,544	12,105	934,986
	Eliminated on disposal	-	-	(17,408)	-	(17,408)
	At 30 September 2010	1,012,830	2,411	4,879,846	59,037	5,954,124
	NET BOOK VALUE	<u>-</u>				
	At 30 September 2010	22,793,589	34,427	2,267,863	16,752	25,112,631
	At 30 September 2009	23,019,862	36,006	2,080,963	28,857	25,165,688

NOTES TO THE ABBREVIATED ACCOUNTS - continued for the year ended 30 September 2010

7 TANGIBLE FIXED ASSETS - continued

Cost or valuation at 30 September 2010 is represented by

	Freehold property and land £	Short leasehold £	Fixtures and fittings £	Motor vehicles £	Totals £
Valuation in 2008	5,567,230	-	-	-	5,567,230
Valuation in 2009	1,481,137	-	-	•	1,481,137
Cost	16,758,052	36,838	7,147,709	75,789 ————	24,018,388
	23,806,419	36,838	7,147,709	75,789	31,066,755

If freehold land and buildings had not been revalued they would have been included at the following historical cost

Cost	30/9/10 £ 16,758,052	30/9/09 £ 16,678,217
Aggregate depreciation	411,577	363,105
Value of land in freehold land and buildings	2,216,612	2,216,612

Freehold land and buildings were valued on a market value basis on 1 February 2009 by Messrs Fleurets

8	STOCKS
v	310010

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	30/9/10 £	30/9/09 £
Food and liquor	159,230	146,157
Consumables	28,470	22,546
	187,700	168,703
DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
	30/9/10	30/9/09
	£	£
Trade debtors	162,729	124,883
Other debtors	36,531	40,538
Other advances	•	50,304
Prepayments and accrued income	470,409	429,394
	669,669	645,119

NOTES TO THE ABBREVIATED ACCOUNTS - continued for the year ended 30 September 2010

10	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
10	OREDITORS. AMOUNTO I ALLING DOL TITTING ONLY TENE	30/9/10 £	30/9/09 £
	Bank loans and overdrafts (see note 12)	4,390,775	4,149,745
	Hire purchase contracts (see note 13)	1,302	5,350
	Trade creditors	1,037,219	1,094,291
	Corporation tax payable	367	1,214
	Social security and other taxes	531,137	467,967
	Other creditors	685,298	845,577
	Wages control account	188,908	181,793
	Accruals and deferred income	189,169	197,105
		7,024,175	6,943,042
11	CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE		
	YEAR	30/9/10	30/9/09
		30/9/10 £	£
	Dank large (see note 12)	7,318,032	7,700,261
	Bank loans (see note 12) Hire purchase contracts (see note 13)		1,302
		7,318,032	7,701,563
12	LOANS		
12	LOANG		
	An analysis of the maturity of loans is given below		
		30/9/10	30/9/09
		£	£
	Amounts falling due within one year or on demand		
	Bank loans	4,390,775	4,149,745
	Amounts falling due between one and two years		
	Bank loans - 1-2 years	403,578	372,328
			=-
	Amounts falling due between two and five years		
	Bank loans - 2-5 years	1,290,541	1,229,982
	balik loalis - 2-5 years		
	Amounts falling due in more than five years		
	Repayable by instalments	5.000.046	0.007.054
	Bank loans more 5 yr by ınstal	5,623,913	6,097,951
		====	

NOTES TO THE ABBREVIATED ACCOUNTS - continued for the year ended 30 September 2010

13 OBLIGATIONS UNI	DER HIRE PURCHASE CONTRACTS
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	30/9/10 f	30/9/09 £
Net obligations repayable Within one year	~ 1,302	5,350
Between one and five years		1,302
	1,302	6,652 ———

14 SECURED DEBTS

The following secured debts are included within creditors

	30/9/10 £	30/9/09 £
Bank loans Hire purchase contracts	11,708,807 1,302	11,850,006 6,652
	11,710,109	11,856,658

The bank loans and overdraft are secured by way of a fixed charge over The Lamb Inn, The Swan Hotel, The Manor House Hotel, The Broadway Hotel, The Bay Tree Hotel, The Bear of Rodborough Hotel, 17 Fosseway Avenue, Moreton, 2a Frethern Close, Burton, 6 Jubilee Court, Bibury and a floating charge over the company's assets

During the year the company has refinanced its existing borrowings into five new facilities as follows,

Loan 1 - £2,000,000 drawn down in December 2008 Capital repayment holiday until April 2010 Interest fixed at 4 87% per annum until 18th March 2016,

Loan 2 - £2,000,000 drawn down in January 2009 Capital repayment holiday until May 2010 Interest fixed at 4 65% per annum until 7th April 2014,

Loan 3 - £2,000,000 drawn down in January 2009 Capital repayment holiday until May 2010 Interest fixed at 4 28% until 10th April 2012,

Loan 4 - £1,850,000 drawn down in February 2009 Capital repayment holiday until June 2010 Interest fixed at base rate plus 1 25% for 180 consecutive months,

Loan 5 - £4,000,000 drawn down in January 2009 Reviewed in May 2011 so as to be £2,000,000 interest only and £2,000,000 capital and interest repayment. Interest charged at base rate plus 1 50% until a specified hotel has been sold. Repayments to be made over 180 months.

15 CALLED UP SHARE CAPITAL

Allotted, issue	ed and fully paid			
Number	Class	Nominal	30/9/10	30/9/09
		value	£	£
12,050,000	Ordinary	£1	12,050,000	12,050,000
	•			

NOTES TO THE ABBREVIATED ACCOUNTS - continued for the year ended 30 September 2010

16	RESERVES	Profit and loss account £	Revaluation reserve £	Totals £
	At 1 October 2009 Profit for the year	(3,933,089) 10,352	7,048,367	3,115,278 10,352
	At 30 September 2010	(3,922,737)	7,048,367	3,125,630
17	ULTIMATE CONTROLLING PARTY			
	The company recognises its directors as its ultimate control	ling party		
18	RECONCILIATION OF MOVEMENTS IN SHAREHOLDER	S' FUNDS	30/9/10 £	30/9/09 £
	Profit for the financial year Other recognised gains and losses relating to the year (net)		10,352 -	395,929 1,481,137
	Net addition to shareholders' funds Opening shareholders' funds		10,352 15,165,278	1,877,066 13,288,212
	Closing shareholders' funds		15,175,630	15,165,278