

CROW WOOD LEISURE LIMITED
DIRECTORS' REPORT
YEAR ENDED 30 APRIL 2015

Company Registration Number: 04085144

The directors present their report and the audited financial statements for the year ended 30 April 2015.

Directors of the company

The directors who held office during the year were as follows:

Mrs S Brown
Mr AW Brown
Mr O Brown
Mrs HA Lord
Mr O Foucré
Mr S Burge

Principal activity

The principal activity of the company is that of leisure centre and restaurant operators.

Financial instruments

Price risk, credit risk, liquidity risk and cash flow risk

The business' principal financial instruments comprise bank balances, trade debtors, trade creditors, hire purchase obligations and other loans. The main purpose of these instruments is to finance the business' operations.

In respect of bank balances, the liquidity risk is managed by maintaining a balance between the continuity of funding and flexibility through the use of overdrafts at floating rates of interest. All of the business' cash balances are held in such a way that achieves a competitive rate of interest.

Trade debtors are managed in respect of credit and cash flow risk in policies concerning the credit offered to customers and the regular monitoring of amounts outstanding for both time and credit limits. The amounts presented in the balance sheet are net of allowances for doubtful debtors.

Trade creditors and other loans liquidity risk is managed by ensuring sufficient funds are available to meet amounts due.

Hire purchase obligations are taken out at fixed rates.

Disclosure of information to the auditors

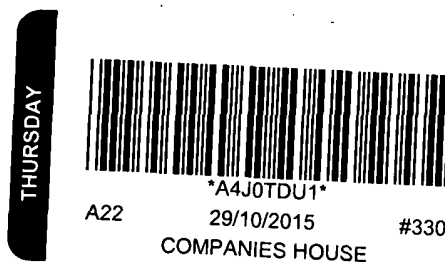
Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information. The directors confirm that there is no relevant information that they know of and which they know the auditors are unaware of.

Reappointment of auditors

The auditors Cassons business advisers LLP are deemed to be reappointed under section 487(2) of the Companies Act 2006.

Approved by the Board on 14 September 2015
and signed on its behalf by:

S. Brown
Mrs S Brown
Director



CROW WOOD LEISURE LIMITED
STRATEGIC REPORT
YEAR ENDED 30 APRIL 2015

Business review

Fair review of the business

Our year to April 2015 marked our most profitable ever and consolidates the strong and consistent growth in our Business.

The Woodland Spa won "World Spa of the year" and continues to win plaudits from many independent commentators. On the 20th July 2015 we received planning permission to expand our outdoor area at the Spa and this further £500,000 investment will allow us to add not only to our existing facilities, but increase our capacity generally.

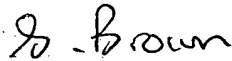
The EBITDA of the company climbed from £360,000 to £563,000.

We see continued growth in the forthcoming year in sales and profitability and view the future with confidence.

We will continue to invest significantly in the forthcoming years to consolidate and retain our position as the best Health club and Leisure destination in East Lancashire.

Our employees and management team continue to share our commitment to ongoing improvement and we are indebted to them.

Approved by the Board on 14 September 2015
and signed on its behalf by:



Mrs S Brown
Director

CROW WOOD LEISURE LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES

YEAR ENDED 30 APRIL 2015

The directors are responsible for preparing the Directors' Report, Strategic 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 apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent; 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.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
CROW WOOD LEISURE LIMITED
YEAR ENDED 30 APRIL 2015**

We have audited the financial statements of Crow Wood Leisure Limited for the year ended 30 April 2015, set out on pages 6 to 15. 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 auditor's 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 auditor

As explained more fully in the Statement of Directors' Responsibilities (set out on page 3), 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 (APB'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 and Strategic 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 the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 April 2015 and of its profit 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 Directors' Report and Strategic Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
CROW WOOD LEISURE LIMITED
YEAR ENDED 30 APRIL 2015**

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.

Carlton Cooper (Senior Statutory Auditor)
For and on behalf of:

Cassons business advisers LLP, Statutory Auditor
St Crispin House
St Crispin Way
Haslingden
Rossendale
Lancashire
BB4 4PW

Date: 15th September 2015

CROW WOOD LEISURE LIMITED
PROFIT AND LOSS ACCOUNT
YEAR ENDED 30 APRIL 2015

	Note	2015 £	2014 £
Turnover		5,219,731	4,163,444
Cost of sales		(2,590,600)	(2,117,482)
Gross profit		2,629,131	2,045,962
Administrative expenses		(2,239,427)	(1,889,411)
Other operating income		904	23,647
Operating profit	2	390,608	180,198
Other interest receivable and similar income	5	52,000	74,681
Interest payable and similar charges	6	(130,739)	(128,065)
Profit on ordinary activities before taxation		311,869	126,814
Tax on profit on ordinary activities	7	(62,000)	(185)
Profit for the financial year	17	<u>249,869</u>	<u>126,629</u>

Turnover and operating profit derive wholly from continuing operations.

The company has no recognised gains or losses for the year other than the results above.

CROW WOOD LEISURE LIMITED
BALANCE SHEET
30 APRIL 2015

	Note	2015 £	2014 £
Fixed assets			
Tangible fixed assets	8	<u>2,716,495</u>	<u>2,380,807</u>
Current assets			
Stocks	9	76,295	72,326
Debtors	10	1,451,966	1,241,731
Cash at bank and in hand		<u>6,104</u>	<u>5,732</u>
		1,534,365	1,319,789
Creditors: Amounts falling due within one year	11	<u>(3,541,224)</u>	<u>(3,397,366)</u>
Net current liabilities		<u>(2,006,859)</u>	<u>(2,077,577)</u>
Total assets less current liabilities		709,636	303,230
Creditors: Amounts falling due after more than one year	12	(108,572)	(14,035)
Provisions for liabilities	15	<u>(94,000)</u>	<u>(32,000)</u>
Net assets		<u>507,064</u>	<u>257,195</u>
Capital and reserves			
Called up share capital	16	1	1
Profit and loss account	17	<u>507,063</u>	<u>257,194</u>
Shareholders' funds	18	<u>507,064</u>	<u>257,195</u>

Approved by the Board on *14 September 2015*
and signed on its behalf by:

Mr O Foucré
Director



Mr S Burge
Director



CROW WOOD LEISURE LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 30 APRIL 2015

1 Accounting policies

Basis of preparation

The financial statements have been prepared under the historical cost convention.

Exemption from preparing a cash flow statement

The company is exempt from preparing a cash flow statement as 90% or more of the voting rights are held within the group.

Turnover

Turnover represents amounts chargeable, net of value added tax, in respect of the sale of goods and services to customers.

Depreciation

Depreciation is provided on tangible fixed assets so as to write off the cost or valuation, less any estimated residual value, over their expected useful economic life. Depreciation is not charged on assets acquired in the year. Depreciation rates are as follows:

Property improvements	2% straight line basis
Fixtures, fittings and equipment	5-33% straight line basis
Motor vehicles	25% straight line basis

Stock

Stock is valued at the lower of cost and net realisable value, after due regard for obsolete and slow moving stock. Net realisable value is based on selling price less anticipated costs to completion and selling costs.

Deferred tax

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 required by FRS19.

Deferred tax is measured at the rates that are expected to apply in the periods when the timing differences are expected to reverse, based on the tax rates and law enacted at the balance sheet date.

Hire purchase and leasing

Rentals payable under operating leases are charged in the profit and loss account on a straight line basis over the lease term.

Assets held under hire purchase agreements are capitalised as tangible fixed assets and are depreciated over the shorter of the lease term and their useful lives. The capital element of future finance payments is included within creditors. Finance charges are allocated to accounting periods over the length of the contract and represent a constant proportion of the balance of capital repayments outstanding.

Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities. Where shares are issued, any component that creates a financial liability of the company is presented as a liability in the balance sheet. The corresponding dividends relating to the liability component are charged as interest expense in the profit and loss account.

Pensions

The company operates a defined contribution pension scheme. Contributions are recognised in the profit and loss account in the period in which they become payable in accordance with the rules of the scheme.

CROW WOOD LEISURE LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 30 APRIL 2015

2 Operating profit

Operating profit is stated after charging:

	2015 £	2014 £
Auditor's remuneration	4,750	4,400
Profit on sale of tangible fixed assets	(13,408)	(4,834)
Depreciation of owned assets	176,532	178,347
Depreciation of assets held under finance lease and hire purchase contracts	<u>8,879</u>	<u>8,879</u>

The company has taken exemption from disclosing other non-audit services in its financial statements, as this information is disclosed in the consolidated financial statements of its parent company Andrew Brown Leisure Limited.

3 Particulars of employees

The average number of persons employed by the company (including directors) during the year, analysed by category was as follows:

	2015 No.	2014 No.
Administration	4	4
Leisure centre, spa and restaurant	<u>153</u>	<u>127</u>
	<u>157</u>	<u>131</u>

The aggregate payroll costs were as follows:

	2015 £	2014 £
Wages and salaries	1,750,433	1,486,216
Social security costs	92,710	73,066
Staff pensions	<u>5,266</u>	<u>-</u>
	<u>1,848,409</u>	<u>1,559,282</u>

4 Directors' remuneration

The directors' remuneration for the year was as follows:

	2015 £	2014 £
Remuneration (including benefits in kind)	110,987	50,817
Company contributions paid to money purchase schemes	<u>234</u>	<u>-</u>
	<u>111,221</u>	<u>50,817</u>

During the year the number of directors who were receiving benefits and share incentives was as follows:

	2015 No.	2014 No.
Accruing benefits under money purchase pension scheme	<u>1</u>	<u>-</u>

CROW WOOD LEISURE LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 30 APRIL 2015

5 Other interest receivable and similar income

	2015 £	2014 £
Interest on group loan	<u>52,000</u>	<u>74,500</u>

6 Interest payable and similar charges

	2015 £	2014 £
Interest on group loan	126,000	126,300
Other interest payable	3,226	-
Finance charges	<u>1,513</u>	<u>1,765</u>
	<u>130,739</u>	<u>128,065</u>

7 Taxation

Tax on profit on ordinary activities

	2015 £	2014 £
Current tax		
Adjustments in respect of previous years	-	3,185
UK Corporation tax	-	3,185
Deferred tax		
Origination and reversal of timing differences	<u>62,000</u>	<u>(3,000)</u>
Total tax on profit on ordinary activities	<u>62,000</u>	<u>185</u>

Factors affecting current tax charge for the year

Tax on profit on ordinary activities for the year is lower than (2014 - lower than) the standard rate of corporation tax in the UK of 20% (2014 - 20%).

The differences are reconciled below:

	2015 £	2014 £
Profit on ordinary activities before taxation	<u>311,869</u>	<u>126,814</u>
Corporation tax at standard rate	62,374	25,363
Difference between depreciation and capital allowances	(67,166)	(34,385)
Expenses not deductible for tax purposes	-	90
Underprovision in prior years	-	3,185
Losses carried forward	<u>4,792</u>	<u>8,932</u>
Total current tax	<u>-</u>	<u>3,185</u>

Factors that may affect future tax charges

The company has trading tax losses of £636,577 (2014 - £612,760) available to offset against any future trading profits it may earn.

CROW WOOD LEISURE LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 30 APRIL 2015

8 Tangible fixed assets

	Property improvements £	Fixtures and fittings £	Motor vehicles £	Total £
Cost or valuation				
At 1 May 2014	673,670	2,685,194	46,374	3,405,238
Additions	-	500,929	20,170	521,099
Disposals	-	(408,548)	-	(408,548)
At 30 April 2015	673,670	2,777,575	66,544	3,517,789
Depreciation				
At 1 May 2014	13,050	1,001,788	9,593	1,024,431
Charge for the year	13,476	161,993	9,942	185,411
Eliminated on disposals	-	(408,548)	-	(408,548)
At 30 April 2015	26,526	755,233	19,535	801,294
Net book value				
At 30 April 2015	647,144	2,022,342	47,009	2,716,495
At 30 April 2014	660,620	1,683,406	36,781	2,380,807

Included at cost within fixtures, fittings and equipment is £400,625 (2014 - £737,514) and motor vehicles £6,605 (2014 - £6,605) of fully depreciated assets.

Hire purchase and finance lease assets

Included within the net book value of tangible fixed assets is £35,519 (2014 - £44,398) in respect of assets held under hire purchase or finance lease agreements. Depreciation for the year on these assets was £8,879 (2014 - £8,879).

9 Stocks

	2015 £	2014 £
Goods for resale	76,295	72,326

10 Debtors

	2015 £	2014 £
Trade debtors	26,000	31,235
Amounts owed by group undertakings	1,165,360	966,254
Prepayments and accrued income	260,606	244,242
	1,451,966	1,241,731

All debtors fall due within one year of the balance sheet date.

CROW WOOD LEISURE LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 30 APRIL 2015

11 Creditors: Amounts falling due within one year

	2015	2014
	£	£
Bank loans and overdrafts	12,910	4,849
Other loans	29,828	-
Obligations under finance lease and hire purchase contracts	14,036	14,899
Trade creditors	366,706	362,144
Amounts owed to group undertakings	2,574,894	2,616,758
Other taxes and social security	253,326	180,034
Other creditors	3,548	4,080
Accruals and deferred income	285,976	214,602
	<u>3,541,224</u>	<u>3,397,366</u>

Creditors amounts falling due within one year includes the following liabilities, on which security has been given by the company:

	2015	2014
	£	£
Bank loans and overdrafts	12,910	4,849
Obligations under finance lease and hire purchase contracts	14,036	14,899
	<u>26,946</u>	<u>19,748</u>

The bank overdraft is secured by way of an intercompany composite guarantee dated 23 May 2012 and a debenture over all assets of the company.

The obligation under finance lease and hire purchase contract is secured on the asset to which it relates.

12 Creditors: Amounts falling due after more than one year

	2015	2014
	£	£
Other loans	108,572	-
Obligations under finance lease and hire purchase contracts	-	14,035
	<u>108,572</u>	<u>14,035</u>

CROW WOOD LEISURE LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 30 APRIL 2015

Creditors amounts falling due after more than one year includes the following liabilities, on which security has been given by the company:

	2015 £	2014 £
Obligations under finance lease and hire purchase contracts	-	14,035

The obligation under finance lease and hire purchase contract is secured on the asset to which it relates.

13 Obligations under hire purchase and finance lease agreements

	2015 £	2014 £
In one year or less on demand	14,036	14,899
Between one and two years	-	14,035
	<u>14,036</u>	<u>28,934</u>

14 Derivatives

The company has no financial instruments that fall to be classified as derivatives.

15 Provisions

	Deferred tax £	Total £
At 1 May 2014	32,000	32,000
Charged to the profit and loss account	<u>62,000</u>	<u>62,000</u>
At 30 April 2015	<u>94,000</u>	<u>94,000</u>

Analysis of deferred tax

	2015 £	2014 £
Difference between accumulated depreciation and amortisation and capital allowances	221,000	156,000
Tax losses available	<u>(127,000)</u>	<u>(124,000)</u>
	<u>94,000</u>	<u>32,000</u>

16 Share capital

Allotted, called up and fully paid shares

	2015		2014	
	No.	£	No.	£
Equity Ordinary share of £1 each	1	1	1	1

CROW WOOD LEISURE LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 30 APRIL 2015

17 Reserves

	Profit and loss account £	Total £
At 1 May 2014	257,194	257,194
Profit for the year	<u>249,869</u>	<u>249,869</u>
At 30 April 2015	<u><u>507,063</u></u>	<u><u>507,063</u></u>

18 Reconciliation of movement in shareholders' funds

	2015 £	2014 £
Profit attributable to the members of the company	<u>249,869</u>	<u>126,629</u>
Net addition to shareholders' funds	249,869	126,629
Shareholders' funds at 1 May 2014	<u>257,195</u>	<u>130,566</u>
Shareholders' funds at 30 April 2015	<u><u>507,064</u></u>	<u><u>257,195</u></u>

19 Pension schemes

Defined contribution pension scheme

The company operates a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the company to the scheme and amounted to £5,266 (2014 - £nil).

Contributions totalling £nil (2014 - £nil) were payable to the scheme at the end of the year and are included in creditors.

20 Contingent liabilities

The company's bankers hold a composite guarantee securing the bank borrowings of the company and other group companies. At 30 April 2015, the total bank borrowings of the group amounted to £3,519,128 (2014 - £3,330,283).

The company is part of a group registration for vat purposes. At the year end the outstanding VAT liability was £nil (2014 - £nil).

CROW WOOD LEISURE LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 30 APRIL 2015

21 Related party transactions

During the year the company made the following related party transactions:

Andrew Brown Leisure Limited
Parent company

At the balance sheet date the amount due to Andrew Brown Leisure Limited was £2,574,894 (2014 - £2,616,758).

Crow Wood Equestrian Limited
Fellow group company

At the balance sheet date the amount due from Crow Wood Equestrian Limited was £1,165,360 (2014 - £966,254).

The company has taken exemption under FRS8 Related Party Disclosures, not to disclose transactions with entities that are part of the group or investors of the group qualifying as related parties, on the grounds that the company itself is a subsidiary company, 100% of whose voting rights are controlled within the group, and is included in the consolidated financial statements of its parent undertaking.

22 Control

The company is controlled by its parent company Andrew Brown Leisure Limited.

Copies of that company's financial statements are available from Companies House, Crown Way, Cardiff, CF14 3UZ.

The ultimate controlling party is Mr A Brown.