

Company Registration No. 05562191 (England and Wales)

WOODHALL SPA LAND HOLDINGS LIMITED
(A COMPANY LIMITED BY GUARANTEE)
DIRECTORS' REPORT AND UNAUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2016

WOODHALL SPA LAND HOLDINGS LIMITED
(A COMPANY LIMITED BY GUARANTEE)
COMPANY INFORMATION

Directors

J A Grayson
S J Keighley
P J Holt
J M Pitts
A D Northall
M D Hepworth

Company number

05562191

Registered office

The National Golf Centre
The Broadway
Woodhall Spa
LN10 6PU

Accountants

BDO LLP
Regent House
Clinton Avenue
Nottingham
NG5 1AZ

Bankers

Lloyds Bank Plc
14 High Street
Horncastle
Lincolnshire
LN9 5BL

WOODHALL SPA LAND HOLDINGS LIMITED
(A COMPANY LIMITED BY GUARANTEE)
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WOODHALL SPA LAND HOLDINGS LIMITED
(A COMPANY LIMITED BY GUARANTEE)
DIRECTORS' REPORT

FOR THE YEAR ENDED 31 MARCH 2016

The directors present their report and financial statements for the year ended 31 March 2016.

Principal activities

The principal activity of the company continued to be that of the management of investment properties.

Directors

The following directors have held office since 1 April 2015:

J A Grayson
S J Keighley
P J Holt
J M Pitts
A D Northall
M D Hepworth

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;
- 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. This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

On behalf of the board

P J Holt
Director
13 July 2016

**WOODHALL SPA LAND HOLDINGS LIMITED
(A COMPANY LIMITED BY GUARANTEE)
ACCOUNTANTS' REPORT TO THE BOARD OF DIRECTORS ON THE PREPARATION OF THE
UNAUDITED STATUTORY FINANCIAL STATEMENTS OF WOODHALL SPA LAND HOLDINGS
LIMITED FOR THE YEAR ENDED 31 MARCH 2016**

In order to assist you to fulfil your duties under the Companies Act 2006, we have prepared for your approval the financial statements of Woodhall Spa Land Holdings Limited for the year ended 31 March 2016 set out on pages 3 to 8 from the company's accounting records and from information and explanations you have given us.

As a practising member firm of the Institute of Chartered Accountants in England and Wales, we are subject to its ethical and other professional requirements which are detailed at <http://www.icaew.com/en/members/regulations-standards-and-guidance/>.

This report is made solely to the Board of Directors of Woodhall Spa Land Holdings Limited, as a body, in accordance with the terms of our engagement letter dated 23 December 2013. Our work has been undertaken solely to prepare for your approval the financial statements of Woodhall Spa Land Holdings Limited and state those matters that we have agreed to state to the Board of Directors of Woodhall Spa Land Holdings Limited, as a body, in this report in accordance with ICAEW Technical Release 07/16 AAF. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than Woodhall Spa Land Holdings Limited and its Board of Directors as a body, for our work or for this report.

It is your duty to ensure that Woodhall Spa Land Holdings Limited has kept adequate accounting records and to prepare statutory financial statements that give a true and fair view of the assets, liabilities, financial position and loss of Woodhall Spa Land Holdings Limited. You consider that Woodhall Spa Land Holdings Limited is exempt from the statutory audit requirement for the year.

We have not been instructed to carry out an audit or a review of the financial statements of Woodhall Spa Land Holdings Limited. For this reason, we have not verified the accuracy or completeness of the accounting records or information and explanations you have given to us and we do not, therefore, express any opinion on the statutory financial statements.

BDO LLP

25 July 2016

Accountants

Regent House
Clinton Avenue
Nottingham
NG5 1AZ

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127)

WOODHALL SPA LAND HOLDINGS LIMITED
(A COMPANY LIMITED BY GUARANTEE)
PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 MARCH 2016

	Notes	2016 £	2015 £
Administrative expenses		(460)	(946)
Operating loss	2	(460)	(946)
Amounts written off investments	3	-	(6,703,050)
Loss on ordinary activities before taxation		(460)	(6,703,996)
Tax on loss on ordinary activities	4	-	-
Loss for the year	7	(460)	(6,703,996)

WOODHALL SPA LAND HOLDINGS LIMITED
(A COMPANY LIMITED BY GUARANTEE)
BALANCE SHEET

AS AT 31 MARCH 2016

	Notes	2016 £	£	2015 £	£
Fixed assets					
Investments	5	3,200,000		3,200,000	
Current assets					
Cash at bank and in hand		8,783		4,445	
Creditors: amounts falling due within one year	6	(5,576)		(778)	
Net current assets			3,207		3,667
Total assets less current liabilities			3,203,207		3,203,667
Capital and reserves					
Profit and loss account	7	3,203,207		3,203,667	
Shareholders' funds			3,203,207		3,203,667

For the financial year ended 31 March 2016 the company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies.

Directors' responsibilities:

- The members have not required the company to obtain an audit of its financial statements for the year in question in accordance with section 476;
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of financial statements.

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and the Financial Reporting Standard for Smaller Entities (effective January 2015).

Approved by the Board for issue on 13 July 2016

P J Holt
Director

M D Hepworth
Director

Company Registration No. 05562191

WOODHALL SPA LAND HOLDINGS LIMITED
(A COMPANY LIMITED BY GUARANTEE)
NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2016

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective January 2015).

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 Investments

Fixed asset investments are stated at cost less provision for diminution in value.

1.4 Group accounts

The financial statements present information about the company as an individual undertaking and not about its group. The company and its subsidiary undertaking comprise a small-sized group. The company has therefore taken advantage of the exemptions provided by section 399 of the Companies Act 2006 not to prepare group accounts.

2 Operating loss

During the year, no directors received any emoluments (2015 - £Nil)

WOODHALL SPA LAND HOLDINGS LIMITED
(A COMPANY LIMITED BY GUARANTEE)
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 MARCH 2016

3	Amounts written off investments	2016 £	2015 £
	Amounts written off fixed asset investments:		
	Loan to subsidiary - written off	-	4,103,050
	Provision for reduction in value of investment in subsidiary company	-	2,600,000
		<u>-</u>	<u>6,703,050</u>
		<u>-</u>	<u>6,703,050</u>

The directors have been concerned about the values used in the annual financial statements of Woodhall Spa Estate Management Company Limited (the subsidiary company) in respect of its tangible fixed assets and investment properties. Such values were largely inherited when the EGU was reorganised in 2005 and subsequently in 2011.

In 2015 the directors of the subsidiary company commissioned a comprehensive property valuation report from Messrs Savills Chartered Surveyors who are a nationally recognised professional firm of good reputation. Their report which was received in June 2015 identified that, in their opinion, the value of the property assets of the subsidiary company were significantly over-stated in the financial statements. They valued the property assets at £3,088,000 in total. This is a reduction of some £7,031,633 from the value of £10,119,633 at which the same property assets had previously been disclosed in the subsidiary company's financial statements. This reduction is not as a result of any disposal of the assets nor is it as a result of any deterioration in condition.

The reduction in the value of the property assets of the subsidiary company of £7,031,633 has been treated as an exceptional item and charged to that company's Profit and Loss Account in the period 1 November 2013 to 31 March 2015.

At 31 October 2013 the net assets (shareholders' funds) of the subsidiary company stood at £6,035,645. The effect of reducing the property assets valuation by £7,031,633 would both completely remove the subsidiary company's net asset position and still further would place it into a net liability position with a technically insolvent balance sheet. The directors consider that such a position would not be appropriate for the company so have agreed that the inter-company loan of £4,103,050 owed by the subsidiary company to Woodhall Spa Land Holdings Limited would be written off by Woodhall Spa Land Holdings Limited at 31 March 2015.

The writing off of the inter-company loan owed to the company by its subsidiary of £4,103,050 has had a significant impact on the reserves of Woodhall Spa Land Holdings Limited.

Historically, the value of the shares in the subsidiary has been reflected at a cost price of £5,800,000. Such a valuation was valid when the shareholders' funds of the subsidiary exceeded the equivalent amount but, as referred to above, the shareholders' funds of the subsidiary have now been reduced to £3,127,452 and a consequent reduction in the carrying value of the investment in the subsidiary is required in the financial statements of Woodhall Spa Land Holdings Limited. A provision for a reduction in value of £2,600,000 has, therefore, been included in the financial statements.

The directors consider that such an adjustment is appropriate due to the particular circumstances that apply in relation to the subsidiary at 31 March 2015 as explained above.

The directors consider that no further downward adjustments in carrying value are likely in the coming years.

WOODHALL SPA LAND HOLDINGS LIMITED
(A COMPANY LIMITED BY GUARANTEE)
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 MARCH 2016

4 Taxation

There is no liability to corporation tax in respect of the current year (2015 - £Nil)

5 Fixed asset investments

	Shares in group undertakings and participating interests
	£
Cost	
At 1 April 2015 & at 31 March 2016	3,200,000
Net book value	
At 31 March 2016	3,200,000
At 31 March 2015	3,200,000

Holdings of more than 20%

The company holds more than 20% of the share capital of the following companies:

Company	Country of registration or incorporation	Class	Shares held	%
Subsidiary undertakings				
Woodhall Spa Estate Management Company Limited	England & Wales	Ordinary		100.00

The aggregate amount of capital and reserves and the results of these undertakings for the last relevant financial year were as follows:

		Capital and Profit/(loss) for reserves 2016	the year 2016
	Principal activity	£	£
Woodhall Spa Estate Management Company Limited	Management of investment properties	3,175,886	48,435

Included in fixed asset investments is an amount of £3,200,000 (2015 - £3,200,200) in relation to the investment in Woodhall Spa Estate Management Company Limited. The circumstances relating to the reduction in value of the investments in the prior period are more fully explained in note 3 of these financial statements.

WOODHALL SPA LAND HOLDINGS LIMITED
(A COMPANY LIMITED BY GUARANTEE)
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2016

6	Creditors: amounts falling due within one year	2016 £	2015 £
	Amounts owed to group undertakings and undertakings in which the company has a participating interest	3,180	184
	Other creditors	2,396	594
		<u>5,576</u>	<u>778</u>

7	Statement of movements on profit and loss account	Profit and loss account £
	Balance at 1 April 2015	3,203,667
	Loss for the year	(460)
	Balance at 31 March 2016	<u>3,203,207</u>

8 Control

The company is a private company limited by guarantee and consequently does not have share capital. Each of the members is liable to contribute an amount not exceeding £1 towards the assets of the company in the event of its liquidation.

9 Related party relationships and transactions

At the year end a balance of £3,180 (2015 - £184) was owed to Woodhall Spa Estate Management Company Limited, the wholly owned subsidiary.

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.