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Report of the Directors and

Financial Statements for the Year Ended 30th April 2008

<u>for</u>

The Addington Golf Club Limited

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Company Information for the Year Ended 30th April 2008

DIRECTORS:

Mrs N L Noades R G Noades P J Skinner S Hodsdon

SECRETARY:

P J Skinner

REGISTERED OFFICE:

Streete Court Rooks Nest Godstone Surrey RH9 8BZ

REGISTERED NUMBER:

05830601 (England and Wales)

AUDITORS:

Meyer Williams
Chartered Accountants
& Registered Auditors
Queen Alexandra House
2 Bluecoats Avenue

Hertford Hertfordshire SG14 1PB

Report of the Directors for the Year Ended 30th April 2008

The directors present their report with the financial statements of the company for the year ended 30th April 2008.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of the ownership and management of a golf club.

REVIEW OF BUSINESS

The results for the year and financial position of the company are as shown in the annexed financial statements.

DIVIDENDS

No dividends will be distributed for the year ended 30th April 2008.

FIXED ASSETS

In the opinion of the directors there is no significant difference between the net book value and the open market value of the company's freehold property.

DIRECTORS

The directors shown below have held office during the whole of the period from 1st May 2007 to the date of this report.

Mrs N L Noades

R G Noades

P J Skinner

S Hodsdon

Other changes in directors holding office are as follows:

D W Waddington - resigned 1st October 2007

FINANCIAL INSTRUMENTS

Treasury operations and financial instruments

The company operates a treasury function that is responsible for managing the liquidity and interest risks associated with the company's activities.

A financial instrument is a contract that gives rise to a financial asset in one entity and a financial liability (or equity instrument) in another entity. The company's principal financial instruments include bank overdrafts and loans, used to raise finance for the company's operations, and various other financial assets and liabilities such as trade debtors and trade creditors arising directly from operations.

In accordance with the company's treasury policy, financial instruments are not entered into for speculative purposes.

Liquidity Risk

The company manages its cash and borrowing requirements in order to maximise interest income and minimise interest expense, whilst ensuring the company has sufficient liquid resources to meet the operating needs of the business.

Credit Risk

The company places its cash with creditworthy institutions and performs ongoing credit evaluations of its debtors' financial condition. The carrying amount of cash and debtors represent the maximum credit risk that the company is exposed to.

All customers who wish to trade on credit terms are subject to credit verification procedures. Trade debtors are reviewed on a regular basis and provision is made for doubtful debts when necessary.

Report of the Directors for the Year Ended 30th April 2008

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing 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). The financial statements are required by law to 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 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

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. 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 234ZA of the Companies Act 1985) 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.

ON BEHALF OF THE BOARD:

P J Skinner - Secretary

Date: 17" December 2008

Report of the Independent Auditors to the Shareholders of The Addington Golf Club Limited

We have audited the financial statements of The Addington Golf Club Limited for the year ended 30th April 2008 on pages six to sixteen. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. 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

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out on page three.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Report of the Directors is consistent with the financial statements.

In addition, we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Report of the Directors and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Report of the Independent Auditors to the Shareholders of The Addington Golf Club Limited

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 30th April 2008 and of its profit for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Report of the Directors is consistent with the financial statements.

Meyer Williams

Chartered Accountants

& Registered Auditors

Queen Alexandra House

2 Bluecoats Avenue

Hertford

Hertfordshire

SG14 1PB

Date: 1911 January 2009

Profit and Loss Account for the Year Ended 30th April 2008

		30.4.08	30.4.07
	Notes	£	£
TURNOVER		1,162,211	76,291
Cost of sales		548,127	52,856
GROSS PROFIT		614,084	23,435
Administrative expenses		360,282	57,623
	•	253,802	(34,188)
Other operating income		7,819	-
OPERATING PROFIT/(LOSS)	3	261,621	(34,188)
Exceptional items	4	(132,834)	35,000
		128,787	812
Interest payable and similar charges	5	31	
PROFIT ON ORDINARY ACTIVITY BEFORE TAXATION	ES	128,756	812
Tax on profit on ordinary activities	6	11,229	-
PROFIT FOR THE FINANCIAL YEA	AR		
AFTER TAXATION		117,527	812
			

CONTINUING OPERATIONS

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

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profits for the current year or previous year.

Balance Sheet 30th April 2008

		30.4.	08	30.4.	07
	Notes	£	£	£	£
FIXED ASSETS					
Intangible assets	7		9,670		12,087
Tangible assets	8		7,670,515		7,075,375
			7,680,185		7,087,462
CURRENT ASSETS					
Stocks	9	30,005		28,719	
Debtors	10	54,726		71,482	
Cash at bank and in hand		164,196		54,770	
		248,927		154,971	
CREDITORS					
Amounts falling due within one year	11	7,742,938		7,241,620	
NET CURRENT LIABILITIES			(7,494,011)		(7,086,649)
TOTAL ASSETS LESS CURRENT LIABILITIES			186,174		813
PROVISIONS FOR LIABILITIES	13		67,834		-
NET ASSETS			118,340		813
CAPITAL AND RESERVES					
Called up share capital	14		1		1
Profit and loss account	15		118,339		812
SHAREHOLDERS' FUNDS	18		118,340		813

The financial statements were approved by the Board of Directors on its behalf by:

R G Noades - Director

Cash Flow Statement for the Year Ended 30th April 2008

	Notes	30.4.08 £	30.4.07 £
Net cash inflow from operating activities	1	803,961	7,232,212
Returns on investments and servicing of finance	2	(31)	-
Taxation		(5,204)	-
Capital expenditure	2	(689,300)	(77,443)
Acquisitions and disposals	2	<u> </u>	(7,100,000)
		109,426	54,769
Financing	2	<u>-</u>	1
Increase in cash in the period		109,426	54,770
Reconciliation of net cash flow to movement in net funds	3		
Increase in cash in the period		109,426	54,770
Change in net funds resulting from cash flows		109,426	54,770
Movement in net funds in the period Net funds at 1st May	i	109,426 54,770	54,770
Net funds at 30th April		164,196	54,770

Notes to the Cash Flow Statement for the Year Ended 30th April 2008

1. RECONCILIATION OF OPERATING PROFIT/(LOSS) TO NET CASH INFLOW FROM OPERATING ACTIVITIES

2.

3.

		30.4.08	30.4.07
		£	£
Operating profit/(loss)		261,621	(34,188)
Depreciation charges		31,577	2,068
Exceptional item		-	35,000
(Increase)/Decrease in stocks		(1,286)	140
Decrease in debtors		16,756	41,303
Increase in creditors		495,293	7,187,889
Net cash inflow from operating activities		803,961	7,232,212
ANALYSIS OF CASH FLOWS FOR HEADINGS NE	TTED IN THE CASH	FLOW STAT	EMENT
		30.4.08	30.4.07
		30.4.00 £	30.4.07 £
Returns on investments and servicing of finance		_	~
Interest paid		(31)	
Net cash outflow for returns on investments and service	ing of finance	(31)	-
		=====	===
Capital expenditure			
Purchase of tangible fixed assets		(689,300)	(77,443)
A Martine of Manager and Martine and Marti			
Net cash outflow for capital expenditure		(689,300)	(77,443)
		=======================================	====
Acquisitions and disposals			
Purchase of business			(7,100,000)
			
Net cash outflow for acquisitions and disposals		-	(7,100,000)
•		====	
Financing			
Share issue		_	1
			
Net cash inflow from financing		-	ì
		===	===
ANALYSIS OF CHANGES IN NET FUNDS			
			At
	At 1.5.07	Cash flow	30.4.08
NT-4 L.	£	£	£
Net cash: Cash at bank and in hand	54,770	109,426	164,196
Out in out and in mand		107,420	
	54,770	109,426	164,196
Total	54,770	109,426	164,196

Notes to the Financial Statements for the Year Ended 30th April 2008

ACCOUNTING POLICIES

Accounting convention

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

Turnover

1

Turnover is the total amount receivable by the company for goods supplied and services provided which fall within the company's ordinary activities, excluding VAT and trade discounts.

Goodwill

Goodwill, being the amount paid in connection with the acquisition of a business in 2007, is being amortised evenly over its estimated useful life of five 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 land and buildings

- See below

Plant and machinery

- 20% on cost

Furniture and equipment

- 20% on cost

Although a provision for impairment has been made in the current financial year, depreciation is not provided in respect of freehold property. This policy represents a departure from the rules set out in the Companies Act 1985 which require all fixed assets to be depreciated over their expected useful lives. The company's property is maintained to such a standard that its residual value is not less than its cost and the directors consider that systematic annual depreciation would be inappropriate.

The directors consider that the policy adopted is necessary in order that the financial statements give a true and fair view. The amount of depreciation which might otherwise have been provided cannot be separately identified or quantified.

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

In accordance with Financial Reporting Standard 19 provision is made at current rates for taxation deferred in respect of all material timing differences except those relating to revalued fixed assets.

Hire purchase and leasing commitments

Rentals paid under operating leases are charged to the profit and loss account on a straight line basis over the period of the lease, with the exception of operating lease contracts deemed to be onerous which are fully provided for in the financial statements in accordance with FRS 12.

Pension costs and other post-retirement benefits

The company operates a defined contribution pension scheme. Contributions are charged to the profit and loss account as they become payable in accordance with the scheme.

Cash and liquid resources

For the purpose of the cashflow statement cash and liquid resources are defined as cash at bank and in hand.

Notes to the Financial Statements - continued for the Year Ended 30th April 2008

1. ACCOUNTING POLICIES - continued

Related party transactions

As disclosed in the related parties note, the parent company is Altonwood Limited and the ultimate parent company is Altonwood Holdings Limited. The results of the company are included in the consolidated financial statements of Altonwood Holdings Limited, which are available to the public from the Registrar of Companies, Companies House, Crown Way, Cardiff CF4 3UZ.

The company has taken advantage of the exemptions conferred by Financial Reporting Standard 8, "Related Party Disclosures". Transactions and balances with other group companies that are eliminated in the consolidated financial statements of Altonwood Holdings Limited are not disclosed for companies where the ultimate parent company controls 90% or more of the voting rights.

30.4.08

£

30.4.07 £

2. STAFF COSTS

Wages and salaries	269,412	21,742
Social security costs	21,795	1,747
Other pension costs	2,089	132
	293,296	23,621
The average monthly number of employees during the year was as follows:		
the average monany number of employees during the year was as follows.	30.4.08	30.4.07
Administrative and operational	20	19
Directors	4	4
	24	23
		===

3. OPERATING PROFIT/(LOSS)

The operating profit (2007 - operating loss) is stated after charging:

	30.4.08	30.4.07
	£	£
Hire of equipment	5,947	-
Depreciation - owned assets	29,160	2,068
Goodwill amortisation	2,417	-
Auditors' remuneration	7,995	500
Directors' emoluments	-	-
		===

4. EXCEPTIONAL ITEMS

	30.4.08	30.4.07
	£	£
Provision for obligation under operating lease commitments	(67,834)	
Write down in value of freehold property	(65,000)	,
Amount written off group borrowings	-	35,000
		
	132,834	35,000
		====

Notes to the Financial Statements - continued for the Year Ended 30th April 2008

5.	INTEREST PAYABLE AND SIMILAR CHARGES	30.4.08	30.4.07
	Bank interest	<u>31</u>	£
6.	TAXATION		
	Analysis of the tax charge		
	The tax charge on the profit on ordinary activities for the year was as follows:	30.4.08 £	30.4.07 £
	Current tax:	~	~
	UK corporation tax	6,025	-
	Underprovision in respect of prior year	5,204	
	Tax on profit on ordinary activities	11,229	
	explained below:	30.4.08 £	30.4.07 £
	Profit on ordinary activities before tax	128,756	<u>812</u>
	Profit on ordinary activities		
	multiplied by the standard rate of corporation tax		
	in the UK of 30% (2007 - 19%)	38,627	154
	Effects of:		
	Depreciation in excess of capital allowances	13,037	(9,726)
	Expenses not allowable for tax purposes	205	-
	Utilisation of losses	(24,836)	-
	Change in tax rate	(49)	-
	Group loan written off	-	(6,650)
	Losses surrendered to group Group relief	(18,033)	16,222
	Underprovision in respect of prior year	5,204	-
	Marginal relief	(2,926)	-

Current tax charge

11,229

Notes to the Financial Statements - continued for the Year Ended 30th April 2008

7. INTANGIBLE FIXED ASSETS

COST At 1st May 2007 and 30th April 2008 12,087		Goodwill £
and 30th April 2008 12,087	COST	*
- -		
	and 30th April 2008	12,087
AMORTISATION	AMORTISATION	
Amortisation for year 2,417		2,417
At 30th April 2008 2,417	At 30th April 2008	2,417
NET BOOK VALUE	NET BOOK VALUE	
At 30th April 2008 9,670	At 30th April 2008	9,670
		·
At 30th April 2007 12,087	At 30th April 2007	

The goodwill arose on the acquisition of the assets and liabilities of The Addington Golf Syndicate Limited. The goodwill is being amortised on a straight line basis over its useful economic life of five years.

8. TANGIBLE FIXED ASSETS

U.	TUTOTORE LIVED VOOFIO				
		Freehold land and buildings £	Plant and machinery £	Furniture and equipment £	Totals £
	COST	*	L		*
	At 1st May 2007	6,953,418	96,040	27,985	7,077,443
	Additions	634,169	20,035	35,096	689,300
	At 30th April 2008	7,587,587	116,075	63,081	7,766,743
	DEPRECIATION				
	At 1st May 2007	-	1,601	467	2,068
	Charge for year	-	21,053	8,107	29,160
	Impairments	65,000			65,000
	At 30th April 2008	65,000	22,654	8,574	96,228
	NET BOOK VALUE				
	At 30th April 2008	7,522,587	93,421	54,507	7,670,515
	At 30th April 2007	6,953,418	94,439	27,518	7,075,375
9.	STOCKS				
	Goods for resale			30.4.08 £ 30,005	30.4.07 £ 28,719

Notes to the Financial Statements - continued for the Year Ended 30th April 2008

10.	DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		30.4.08	30.4.07
		£	£
	Trade debtors	-	11,037
	Prepayments	54,726	60,445
		54,726	71,482
			====
11.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		30.4.08	30.4.07
		£	£
	Trade creditors	71,016	181,888
	Corporation tax	6,025	_
	Social security and other taxes	38,606	8,760
	Amounts owed to group undertakings	7,228,016	6,863,417
	Accruals and deferred income	399,275	187,555
		7,742,938	7,241,620

12. OPERATING LEASE COMMITMENTS

The following operating lease payments are committed to be paid within one year:

		opera	Other operating leases	
	Expiring: Within one year Between one and five years	30.4.08 £ 2,931	30.4.07 £ 3,909	
		2,931	3,909	
13.	PROVISIONS FOR LIABILITIES	30.4.08 £	30.4.07 £	
	Other provisions Provision for obligation under operating lease commitments	67,834	_	
		67,834		
			Other provisions £	
	Provision made in year		67,834	
	Balance at 30th April 2008		67,834	

Notes to the Financial Statements - continued for the Year Ended 30th April 2008

13. PROVISIONS FOR LIABILITIES - continued

During the year an existing operating lease commitment entered into by the company, for equipment now considered to be obsolete, was found to be onerous. In accordance with FRS 12, Provisions, contingent liabilities and contingent assets, full provision has been made for the net present value of the company's obligation in respect of the onerous lease agreement. The company will continue to make monthly repayments in accordance with the terms of the contract.

14. CALLED UP SHARE CAPITAL

	Authorised:				
	Number:	Class:	Nominal value:	30.4.08 £	30.4.07 £
	1,000	Ordinary	£1	1,000	1,000
	Allotted, issu	ed and fully paid:			
	Number:	Class:	Nominal value:	30.4.08 £	30.4.07 £
	1	Ordinary	£1	1	===
15.	RESERVES				
					Profit and loss
					account
					£
	At 1st May 2				812
	Profit for the	year			117,527
	At 30th April	2008			118,339

16. CONTINGENT LIABILITIES

The company has given guarantees to its bankers in respect of other group companies which amounted to £3,912,370 at 30th April 2008 (2007: £Nil).

Notes to the Financial Statements - continued for the Year Ended 30th April 2008

17. RELATED PARTY DISCLOSURES

In the directors' opinion the company's parent company and controlling party is Altonwood Limited, a company incorporated in England. The company's ultimate parent company is Altonwood Holdings Limited, a company incorporated in England

The company's ultimate controlling party during the current and previous years has been Mr R G Noades, by virtue of his shareholding in the company's ultimate parent company.

On 11th April 2007 the company acquired the assets of The Addington Golf Syndicate Limited as follows:

	Assets Acquired: Tangible fixed assets Stocks Debtors		£ 7,000,000 28,859 461,223
			7,490,082
٠	Consideration: Assumption of liabilities Cash consideration		402,169 7,100,000
	1		7,502,169
	Purchased Goodwill		12,087
18.	RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS		
		30.4.08 £	30.4.07 £
	Profit for the financial year New share capital subscribed	117,527	812
	Net addition to shareholders' funds Opening shareholders' funds	117,527 813	813
	Closing shareholders' funds	118,340	813

19. PENSION SCHEME

The company operates a defined contribution pension scheme for the benefit of certain staff. The assets of the scheme are administered by trustees in a fund independent from those of the company.

The total contributions paid in the period amounted to £2,089 (2007: £132).