Registered number: 01188281

COLAINGROVE LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019



COMPANY INFORMATION

DIRECTORS

J E Bentall P C Flaum I S MacMillan

REGISTERED NUMBER

01188281

REGISTERED OFFICE

1 Park Lane Hemel Hempstead Hertfordshire HP2 4YL

INDEPENDENT AUDITORS

Ernst & Young LLP
1 More London Place

London SE1 2AF

BANKERS

Barclays Bank PLC 1 Churchill Place

London

E14 5HP

SOLICITORS

Slaughter and May

One Bunhill Row

London EC1Y 8YY

CONTENTS

	Page
Directors' report	1 - 3
Independent auditors' report	4 - 6
Statement of comprehensive income	7
Statement of financial position	8
Statement of changes in equity	9
Notes to the financial statements	10 - 14

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2019

The directors present their report and the financial statements for the year ended 31 December 2019. The financial statements are prepared in GBP sterling (\mathfrak{E}) , which is the functional currency of the company.

DIRECTORS' RESPONSIBILITIES STATEMENT

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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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 for the Company's financial statements 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 to 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.

PRINCIPAL ACTIVITY

The company acts as an intermediate holding company.

RESULTS AND DIVIDENDS

The company generated income from shares in group undertakings during the year of £8,642,000 (2018 - £28,500,000). The company paid a dividend of £8,642,000 in the year (2018 - £28,500,000). The company's profit before tax was £8,642,000 (2018 - £28,500,000)

DIRECTORS

The directors who served during the year and up to the date of this report were:

J E Bentall
P C Flaum
I S MacMillan (appointed 1 January 2019)
D F King (resigned 1 January 2019)

GOING CONCERN

The COVID-19 virus has had an effect on the company as it has on virtually all businesses and will continue to

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2019

do so over the coming weeks and months. Following the Government's advice, Bourne closed its sites to holiday makers during the third week of March and to holiday home owners a few days later. The board is monitoring this closely, but at this stage it is too early to fully understand and quantify its impact on trading, given the uncertainty of the timing of reopening of the group's sites and the possible initial restrictions in place when they do reopen.

The financial statements are prepared under the going concern basis. The directors believe this is appropriate as the company's ultimate parent undertaking, Bourne Leisure Holdings Limited, has given an undertaking to provide such support as is necessary in the foreseeable future to enable the company to meet its liabilities as they fall due. After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for a period of 12 months from the date of approval of these financial statements. Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements.

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 the director is aware, there is no relevant audit information of which the Company's auditors
 are unaware, and
- the 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.

PRINCIPAL RISKS AND UNCERTAINTIES

The company recognises a variety of financial and market based risks, including exposure to fluctuating interest risks, changing economic conditions, technological and industry based risks, the competitive environment and regulatory changes.

The main financial risk arising from the company's business is liquidity and cash flow risk. There is no currency exposure as all material transactions and financial instruments are in sterling.

COVID-19

The company, like many others, is being affected by the impact that the COVID-19 outbreak is having on the UK's economy, mainly through the short-term closure of all of our sites. The ongoing spread of the virus and closure of our sites could adversely affect the company's trading performance. The full impact of COVID-19 is hard to predict at the present time although it is likely to have a significant impact on the company's short term profitability and cash flows. The company's cash flow risk is mitigated by the availability of significant bank and other borrowings by its ultimate parent company, Bourne Leisure Holdings Limited.

· Liquidity and cash flow risk

Liquidity and cash flow risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities and exposure to variability in cash flows. The company aims to mitigate liquidity and cash flow risk by managing its cash generation. The company also manages liquidity and cash flow risk by utilising its cash resources.

Other risks

IT risk and cyber security

The company has various IT systems and applications, the obsolescence or failure of which could impede trading. Failure to put in place adequate preventative measures, if attacked, could lead to data loss or the inability to use the IT systems for a prolonged period. The IT strategy is focused on ensuring the long-term stability of operating systems and data security, whilst keeping pace with the changing face of consumer IT expectations. We continue to strengthen IT security to mitigate the increasing risk of cyber security threats.

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2019

People and succession

Attracting and maintaining talented team members and investing in their training and development are essential to the efficiency and sustainability of the company. Succession planning is embedded across the company and is proactively managed.

FUTURE DEVELOPMENTS

The COVID-19 crisis will have a significant adverse impact on the business because of site closures and uncertainty over when trading will return to normal levels. However, the company has the support of its parent company which has access to significant unutilised banking facilities.

DIRECTORS' LIABILITIES

The company has granted an indemnity to one or more of its directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in section 234 of the Companies Act 2006. Such qualifying third party indemnity provision remains in force as at the date of approving the directors' report.

SMALL COMPANIES NOTE

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 414B of the Companies Act 2006

POST BALANCE SHEET EVENTS

Coronavirus (COVID-19) spread to the UK in January 2020 leading to a pandemic, with a rapid increase in cases in March. Bourne closed its sites to holiday makers during the third week of March and to holiday home owners a few days later. Uncertainty around the scale, timing and impact of the Coronavirus pandemic means it is impossible to give meaningful guidance for the trading result in the year ahead. However, the Bourne group has prepared various financial models with different scenarios for the possible length of site closures and the level of sales when they do reopen. In May 2020, the Bourne group extended its banking facilities for a further year to 25 May 2022 and the banks suspended the testing of the financial covenant calculations until the testing date of 31 December 2021 because of the impact of COVID-19 on the business. The existing covenants have been replaced by two alternative tests including a minimum liquidity requirement and an EBITDA threshold test. The group has also qualified for the joint HM Treasury and Bank of England lending facility, called the Covid Corporate Financing Facility. The directors continue to adopt the going concern basis in preparing the annual report and financial statements.

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

Spartfiller

I S MacMillan Director

Date: 4 May 2020

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF COLAINGROVE LIMITED

OPINION

We have audited the financial statements of Colaingrove Limited (the 'Company') for the year ended 31 December 2019, which comprise the Statement of comprehensive income, the Statement of financial position, the Statement of changes in equity and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2019 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.

BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

EMPHASIS OF MATTER - EFFECTS OF COVID-19

We draw attention to Notes 1 and 6 of the financial statements which describe the economic disruption the company is facing as a result of COVID-19 which is impacting customer demand. Our opinion is not modified in respect of this matter.

CONCLUSIONS RELATING TO GOING CONCERN

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our Auditor's report thereon.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF COLAINGROVE LIMITED (CONTINUED)

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

OPINION ON OTHER MATTERS PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' report has been prepared in accordance with applicable legal requirements.

MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Directors' report.

We have nothing to report in respect of the following matters in relation to which 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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the Directors' report and from the requirement to prepare a Strategic report.

RESPONSIBILITIES OF DIRECTORS

As explained more fully in the Directors' responsibilities statement on page 1, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF COLAINGROVE LIMITED (CONTINUED)

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditor's report.

USE OF OUR REPORT

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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.

Rachel Savage (Senior statutory auditor)

for and on behalf of Ernst & Young LLP, Statutory Auditor

London

4 May 2020

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2019

	Note	2019 £000	2018 £000
Income from shares in group companies		8,642	28,500
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	2	8,642	28,500
PROFIT FOR THE FINANCIAL YEAR		8,642	28,500
			
OTHER COMPREHENSIVE INCOME FOR THE YEAR		-	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	_	8,642	28,500

There were no recognised gains and losses for 2019 or 2018 other than those included in the statement of comprehensive income.

The notes on pages 10 to 14 form part of these financial statements.

All of the company's activities are regarded as continuing.

COLAINGROVE LIMITED REGISTERED NUMBER:01188281

STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2019

	· 		
	Note	2019 £000	2018 £000
Fixed assets			
Investments In Subsidiary Undertakings	5	890	890
Current assets			
Debtors: Amounts falling due within one year	3	. 2,497	2,497
	_	2,497	2,497
Total assets less current liabilities	_	3,387	3,387
Net assets	_	3,387	3,387
Capital and reserves			
Called up share capital	4	1,000	1,000
Share premium account		2,325	2,325
Profit and loss account		62	62
Shareholders' Funds	_	3,387	3,387
	=		

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

I S MacMillan Director

Date: 4 May 2020

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The notes on pages 10 to 14 form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2019

	Called up share capital	Share premium account	Profit and loss account	Total equity
	£000	£000	£000	£000
At 1 January 2019	1,000	2,325	62	3,387
Profit for the year	-	-	8,642	8,642
Dividends: Equity capital	-	-	(8,642)	(8,642)
AT 31 DECEMBER 2019	1,000	2,325	62	3,387

The notes on pages 10 to 14 form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2018

	Called up share capital	Share premium account	Profit and loss account	Total equity
	£000	£000	£000	£000
At 1 January 2018	1,000	2,325	62	3,387
Profit for the year	-	-	28,500	28,500
Dividends: Equity capital	-	-	(28,500)	(28,500)
AT 31 DECEMBER 2018	1,000	2,325	62	3,387

The notes on pages 10 to 14 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

1. ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements

Colaingrove Limited is a limited company incorporated in England. The registered office is 1 Park Lane, Hemel Hempstead, Hertfordshire, HP2 4YL.

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland and the Companies Act 2006. The financial statements are prepared in sterling which is the functional currency and are rounded to the nearest £'000.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the company's accounting policies.

The financial statements have been prepared under the going concern basis, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future.

The financial statements were authorised for issue by the board of directors on 4 May 2020.

The following principal accounting policies have been applied:

1.2 Going concern

The COVID-19 virus has had an effect on the company as it has on virtually all businesses and will continue to do so over the coming weeks and months. Following the Government's advice, Bourne closed its sites to holiday makers during the third week of March and to holiday home owners a few days later. The board is monitoring this closely, but at this stage it is too early to fully understand and quantify its impact on trading, given the uncertainty of the timing of reopening of the group's sites and the possible initial restrictions in place when they do reopen. Further details of the actions taken by the Bourne group are disclosed in the accounts of the ultimate parent undertaking, Bourne Leisure Holdings Limited.

The financial statements are prepared under the going concern basis. The directors believe this is appropriate as the company's ultimate parent undertaking, Bourne Leisure Holdings Limited, has given an undertaking to provide such support as is necessary in the foreseeable future to enable the company to meet its liabilities as they fall due. After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for a period of 12 months from the date of approval of these financial statements. Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements.

1.3 Cash flow statement

The company has taken advantage of the exemption conferred by FRS 102 from presenting a cash flow statement as it is a wholly owned subsidiary of a UK parent undertaking.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

1.4 Group financial statements

Under Section 401, the company has not presented consolidated financial statements as these are included in the financial statements of the ultimate parent undertaking. Accordingly, the financial statements present information regarding the company as an individual undertaking and not as a group.

1.5 Related party transactions

The company has taken advantage of the exemption allowed by FRS 102 and has not disclosed any related party transactions with entities of the group.

1.6 Judgements and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates. The following judgement (apart from those involving estimates) has had the most significant effect on amounts recognised in the financial statements:

1.6.1 Investments

Investments in subsidiaries are included in the balance sheet of the company at the cost at the date of acquisition. Provision is made where, in the opinion of the directors, there has been permanent diminution in the carrying value of any investment.

1.7 Dividends

The company paid a dividend of £8,642,000 in the year (2018 - £28,500,000).

2. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

Auditors' remuneration was £1,000 (2018 - £1,000). The directors of the company were also directors of other undertakings within the Bourne Leisure Holdings Limited group. The directors' remuneration for the year is disclosed in the accounts of Bourne Leisure Holdings Limited. The directors do not believe it is practicable to apportion this amount between their qualifying services as directors of the company and their qualifying services as directors of other undertakings within the Bourne Leisure Holdings Limited group. All profit and loss items relate to non taxable amounts. As a result there is no tax charge and no tax reconciliation presented.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

3.	DEBTORS		
		2019	2018
		0003	£000
	Amounts owed by group subsidiaries	2,497	2,497
		<u> </u>	2,497 ————
	Amounts owed by group subsidiaries are interest free, unsecured and repa	yable on demand.	
4.	SHARE CAPITAL		
		2019	2018
	Allotted, called up and fully paid		£000
	1,000,000 (2018 - 1,000,000) Ordinary shares of £1.00 each	1,000	1,000
5.	INVESTMENTS IN SUBSIDIARY UNDERTAKINGS		
		In	vestments
		•	in subsidiary
		C	ompanies £000
	COST OR VALUATION		
	At 1 January 2019		890
	At 31 December 2019	_	890
	NET BOOK VALUE		
	At 31 December 2019		890
		===	

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

5. INVESTMENTS IN SUBSIDIARY UNDERTAKINGS (CONTINUED)

The subsidiary undertakings comprise the following, all of which are incorporated in Great Britain and make up their financial statements to 31 December 2019.

These subsidiaries are registered at 1 Park Lane, Hemel Hempstead, Hertfordshire, HP2 4YL, except for those incorporated elsewhere, as stated below.

Wholly owned subsidiaries Activities

Palmhall Limited Caravan park operator Evergreen Finance Limited Finance company

Bourne Leisure Group Limited Dormant

Companies wholly owned by Bourne Leisure Group Limited

Guardian Shield Insurance Limited (incorporated in Guernsey)*	Insurance company
Berwick Holiday Centre Limited	Dormant
Bourne Leisure (Hopton) Limited	Dormant
Bridge Street (Nominees) Limited	Dormant
Far Grange Park and Golf Club Limited	Dormant
Greenacres Holiday Park Limited	Dormant
Haggerston Castle Limited	Dormant
Kiln Park Estates Limited	Dormant
Lakeland Holiday Park Limited	Dormant
Leisure Employment Services Limited	Dormant
Rockley Sands (Estates) Limited	Dormant
Seton Sands Holiday Centre Limited**	Dormant
B L (British Holidays) Limited	Dormant
SLC (Bourne) Limited	Dormant

Registered addresses of overseas subsidiaries

The aggregate of the share capital and reserves as at 31 December 2019 and the profit or loss for the year ended on that date for the subsidiary undertaking was as follows:

^{*} Maison Trinity, Trinity Square, St Peter Port, Guernsey GY1 4AT

^{**} First Names House, Victoria, Douglas, Isle of Man IM2 4DF

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

6. EVENTS AFTER THE REPORTING PERIOD

Coronavirus (COVID-19) spread to the UK in January 2020 leading to a pandemic, with a rapid increase in cases in March. Bourne closed its sites to holiday makers during the third week of March and to holiday home owners a few days later. Uncertainty around the scale, timing and impact of the Coronavirus pandemic means it is impossible to give meaningful guidance for the trading result in the year ahead. However, we have prepared various financial models with different scenarios for the possible length of site closures and the level of sales when they do reopen. In May 2020, the Group extended the repayment date of its banking facilities for a further year to 25 May 2022 and the banks suspended the testing of the financial covenant calculations until the testing date of 31 December 2021 because of the impact of COVID-19 on the business. The existing covenants have been replaced by two alternative tests including a minimum liquidity requirement and an EBITDA threshold test. The Group has also qualified for the joint HM Treasury and Bank of England lending facility, called the Covid Corporate Financing Facility. The Directors continue to adopt the going concern basis in preparing the annual report and financial statements.

7. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The company's immediate parent undertaking is Bourne Leisure Limited, a company incorporated in Great Britain. Their registered address is 1 Park Lane, Hemel Hempstead, Hertfordshire, HP2 4YL.

The company's ultimate parent undertaking and controlling party is Bourne Leisure Holdings Limited, a company registered in England and Wales.

Copies of the group financial statements, which include this company, are available from 1 Park Lane, Hemel Hempstead, Hertfordshire, HP2 4YL.