

Registered number: 02816242

Eliance Restaurants Limited
Annual report and financial statements
for the year ended 30 September 2013

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Eliance Restaurants Limited
Annual report and financial statements
for the year ended 30 September 2013
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Eliance Restaurants Limited

Directors and advisers for the year ended 30 September 2013

Directors

Elior UK Holdings Limited
N Boston

Registered office

The Courtyard
Catherine Street
Macclesfield
Cheshire
SK11 6ET

Independent auditors

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
101 Barbirolli Square
Lower Mosley Street
Manchester
M2 3PW

Solicitors

Eversheds
Eversheds House
70 Great Bridgewater Street
Manchester
M1 5ES

Squire Sanders
Trinity Court
16 John Dalton Street
Manchester
M60 8HS

Bankers

HSBC Bank plc
RSCE
62-76 Park Street
London
SE1 9DZ

Eliance Restaurants Limited

Strategic report for the year ended 30 September 2013

The directors present their strategic report for the year ended 30 September 2013.

Business review and future developments

The company's principal activity during the year is the provision of quality public concession catering services.

Strategy is not set on an individual company basis, it is reviewed at top level across all UK-wide companies. On this basis the strategic review has been detailed on a top level basis within the consolidated accounts of Elinor UK Holdings Limited, and is not discussed separately within this report.

The directors of Elinor UK Holdings Limited manage the group's risks and operations at a UK group level, rather than at an individual business unit level. For this reason, the company's directors believe that discussion of the group's risks and analysis using key performance indicators for the company is not necessary or appropriate for an understanding of the development, performance or position of the company's business.

Results

The company generated a profit for the financial year of £73,694 (2012: loss of £155,757). At the balance sheet date it had net current liabilities of £9,078,801 (2012: £9,145,390) and had a closing net asset position of £342,049 (2012: £268,355).

Principal risks and uncertainties

The principal risks and uncertainties of the UK group, which include those of the company, and the development, performance and position of the company are discussed in the Strategic report in the consolidated accounts of Elinor UK Holdings Limited, which does not form part of this report.


Financial risk management

We address strategic risks and risks specific to individual businesses and contracts, including social, environmental and ethical risks through a rigorous risk management and review process. Our risk management processes apply to every aspect of our business, from selecting the markets in which we operate, to the contracts we bid for and the suppliers we partner with. They apply to every stage of a contract, from inception to completion, in order to deliver the profit we expect and a service that meets or exceeds our customers' expectations.

The company is part of the Elinor SCA (formerly HBI SCA) group's overall risk management programme which seeks to minimise potential adverse effects on the company's financial performance. The company has no significant concentrations of credit risk. It has policies in place to ensure that sales or services are made to customers with an appropriate credit history.

Price risk, credit risk and liquidity risk are addressed in the consolidated accounts of Elinor UK Holdings Limited, and are not discussed separately in this report.

By order of the Board



N Boston

Director

26 June 2014

Eliance Restaurants Limited

Directors' report for the year ended 30 September 2013

The directors present their report and the audited financial statements of the company for the year ended 30 September 2013.

Dividends

The directors do not recommend payment of a final dividend (2012: £nil).

Directors

The directors of Eliance Restaurants Limited during the year and up to the date of signing the financial statements are set out on page 1.

Business review and future developments

Business review and future developments have been discussed in the Strategic report on page 2.

Financial risk management

Financial risk management has been discussed in the Strategic report on page 2.

Employees

Applications for employment by disabled persons are always fully considered, bearing in mind the respective aptitudes and abilities of the applicant concerned. In the event of members of staff becoming disabled, every effort is made to ensure that their employment with the company continues and the appropriate training is arranged. It is the policy of the company that the training, career development and promotion of a disabled person should, as far as possible, be identical to that of a person who does not suffer from a disability.

Consultation with employees or their representatives has continued at all levels, with the aim of ensuring that their views are taken into account when decisions are made that are likely to affect their interests and that all employees are aware of the financial and economic performance of their business units and of the company as a whole. Communication with all employees continues through the in-house newspaper and newsletters, briefing groups and the distribution of the annual report.

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 prepared 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.

Eliance Restaurants Limited

Directors' report for the year ended 30 September 2013 (continued)

Statement of directors' responsibilities (continued)

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;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; 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.

Disclosure of information to auditors

In the case of each director in office at the date the Directors' report is approved, that:

(a) so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and

(b) they have taken all the 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.

This confirmation is given and should be interpreted in accordance with Section 418 of the Companies Act 2006.

Independent auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their appointment will be proposed.

On behalf of the Board



N Boston

Director

26 June 2014

Eliance Restaurants Limited

Independent auditors' report to the members of Eliance Restaurants Limited

Report on the financial statements

Our opinion

In our opinion the financial statements, defined below:

- give a true and fair view of the state of the company's affairs as at 30 September 2013 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.

This opinion is to be read in the context of what we say in the remainder of this report.

What we have audited

The financial statements, which are prepared by Eliance Restaurants Limited, comprise:

- the balance sheet as at 30 September 2013;
- the profit and loss account for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

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).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

What an audit of financial statements involves

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). 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 Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Eliance Restaurants Limited

Independent auditors' report to the members of Eliance Restaurants Limited (continued)

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Statement of Directors' Responsibilities set out on pages 3 and 4, 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 ISAs (UK & Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.



Martin Heath (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Manchester
26 June 2014

Eliance Restaurants Limited

Profit and loss account for the year ended 30 September 2013

	Note	2013 £	2012 £
Turnover	2	321,168	383,541
Cost of sales		(237,124)	(267,476)
Gross profit		84,044	116,065
Administrative expenses		(30,865)	(425,705)
Operating profit/(loss)	3	53,179	(309,640)
Interest payable and similar charges	4	(10,121)	(7,967)
Profit/(loss) on ordinary activities before taxation		43,058	(317,607)
Tax on profit/(loss) on ordinary activities	7	30,636	161,850
Profit/(loss) for the financial year	15	73,694	(155,757)

The company has no recognised gains and losses other than the profits/(losses) recognised above and therefore no separate statement of total recognised gains and losses has been presented.

All amounts relate to continuing operations.

There are no material differences between the profit/(loss) on ordinary activities before taxation and the profits/(losses) for the financial years stated above and their historical cost equivalents.

Elance Restaurants Limited

Balance sheet as at 30 September 2013

	Note	2013 £	2012 £
Fixed assets			
Tangible assets	8	7,141	36
Investments	9	9,413,709	9,413,709
		9,420,850	9,413,745
Current assets			
Stocks	10	8,709	-
Debtors	11	125,659	1,439,741
Cash at bank and in hand		43,377	384,169
		177,745	1,823,910
Creditors: amounts falling due within one year	13	(9,256,546)	(10,969,300)
Net current liabilities		(9,078,801)	(9,145,390)
Total assets less current liabilities		342,049	268,355
Net assets		342,049	268,355
Capital and reserves			
Called up share capital	14	10,000,002	10,000,002
Profit and loss account	15	(9,657,953)	(9,731,647)
Total shareholders' funds	16	342,049	268,355

The financial statements on pages 7 to 19 which comprise the Profit and Loss account, the Balance Sheet and the related notes, were approved by the board of directors 26 June 2014 and signed on its behalf by:



N Boston
Director

Elance Restaurants Limited
Registered number 02816242

Eliance Restaurants Limited

Notes to the financial statements for the year ended 30 September 2013

1 Accounting policies

Basis of preparation

These financial statements are prepared on the going concern basis, under the historical cost convention and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The accounting policies have been applied consistently throughout the year, other than where new policies have been adopted. The principal accounting policies are set out below.

Basis of accounting

The company is exempt from the requirement to prepare group financial statements by virtue of section 401 of the Companies Act 2006. These financial statements therefore present information about the company as an individual undertaking and not about the group.

Going concern

During the year the company generated a profit of £73,694 (2012: loss of £155,757) and at the balance sheet date its current liabilities exceeded its current assets by £9,078,801 (2012: £9,154,390). The financial statements have been prepared on a going concern basis, which assumes that the company will continue in operational existence for the foreseeable future. The validity of this assumption depends on the financial support of the ultimate parent undertakings.

The ultimate parent undertaking has indicated that it will continue to provide financial support for the company for the foreseeable future and therefore the directors consider it is appropriate to prepare the financial statements on a going concern basis.

Turnover

Turnover consists of the invoiced value or cash takings (excluding value added tax) for goods and services supplied to customers in the year, all arising in the United Kingdom. Turnover recognition is on a cash and credit basis dependent on the contract type.

Tangible fixed assets and depreciation

Tangible fixed assets are stated at historic purchase cost less accumulated depreciation. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use. Depreciation is calculated to write off the cost of tangible fixed assets, less their residual values, over their expected useful lives using the straight line basis. The expected useful lives of the assets to the business are reassessed periodically in the light of experience.

Straight line annual rates of depreciation most widely used are:

Fixtures, fittings and office equipment	2 – 7 years
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Where there is evidence of impairment, fixed assets are written down to their recoverable amount.

Eliance Restaurants Limited

Notes to the financial statements for the year ended 30 September 2013 (continued)

1 Accounting policies (continued)

Leased assets

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

Stocks

Stocks are valued at the lower of cost and estimated net realisable value. Cost is determined on latest invoice price. Net realisable value is based on the estimated sales price after allowing for all further costs of completion and disposal. Provision is made, where necessary, for slow moving, obsolete and defective stock.

Deferred revenue expenditure

Certain costs incurred in the establishment of the concession are included in prepayments and are written off to the profit and loss account on a straight line basis over the shorter of the concession agreement and the expected useful life of the assets.

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date.

A net deferred tax asset is recognised as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on an undiscounted basis.

The payment of taxation is deferred or accelerated because of timing differences between the treatment of certain items for accounting and taxation purposes. Full provision for deferred taxation is made under the liability method, without discounting, on all timing differences that have arisen, but not reversed by the balance sheet date, unless such provision is not permitted by FRS 19 "Deferred Tax".

Pensions

The company participates in a defined contribution pension scheme for both directors and staff. The assets of the schemes are invested and managed independently of the finances of the group. Pension costs are charged to the profit and loss account in the year in which they are payable.

Accrued income

Accrued revenue is recognised where services have been rendered for which a sales invoice has not been raised.

Eliance Restaurants Limited

Notes to the financial statements for the year ended 30 September 2013 (continued)

1 Accounting policies (continued)

Deferred income

Deferred income represents amounts invoiced, including deposits, for which the revenue recognition criteria have yet to be satisfied.

Related party transactions

The company has taken advantage of the exemption under paragraph 3(c) from the provisions of FRS 8, "Related Party Disclosures", on the grounds that it is a wholly owned subsidiary of a group headed by Elior SCA (formerly HBI SCA) whose financial statements are publicly available.

Provisions

Provisions are recognised when the company has a present obligation as a result of a past event, it is probable that a transfer of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

Cash flow statement

The company has relied upon the exemption in FRS 1 (revised 1996) "Cash Flow Statements" not to produce a cash flow statement, as it is a wholly owned subsidiary of Elior SCA (formerly HBI SCA) which produces consolidated financial statements that are publicly available.

Fixed asset investments

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

Foreign currencies

Monetary assets and liabilities expressed in foreign currencies are translated into Sterling at rates of exchange ruling at the date of the balance sheet. Transactions in foreign currency are converted to Sterling at the rate ruling at the date of the transaction. All differences on exchange are taken to the profit and loss account.

Non-monetary assets expressed in foreign currencies are translated into Sterling at rates of exchange ruling at the date of the balance sheet. Transactions in foreign currency are converted to Sterling at the rate ruling at the date of transaction.

2 Turnover

All turnover derives from the principal activity of quality public concession catering services within the United Kingdom.

Eliaance Restaurants Limited

Notes to the financial statements for the year ended 30 September 2013 (continued)

3 Operating profit/(loss)

	2013 £	2012 £
Operating profit/(loss) is arrived at after charging:		
Depreciation of owned tangible fixed assets	2,762	409
Operating lease rentals		
- other	58,156	81,218

Auditors' remuneration for the UK group amounted to £143,000 (2012: £161,200) for audit services and £64,500 (2012: £73,500) for tax services and was charged in Elior UK Services Limited in the year ended 30 September 2013, this is recharged across all companies as part of a management fee.

4 Interest payable and similar charges

	2013 £	2012 £
Group interest payable	10,121	7,967

Group interest payable is interest recharged from Elior UK Holdings Limited in relation to the current account held within Elior UK Holdings Limited.

Eliaance Restaurants Limited

Notes to the financial statements for the year ended 30 September 2013 (continued)

5 Employees

	2013	2012
	£	£
Wages and salaries	162,116	229,490
Social security costs	12,411	18,728
Other pensions costs	3,461	3,647
Staff costs	177,988	251,865

Within other pension costs is an amount for £370 (2012: £540) outstanding at the year end relating to defined contribution pension schemes.

The average monthly number of persons (including executive directors) employed by the company during the year was:

	2013	2012
By activity	Number	Number
Catering staff	12	22

6 Directors' emoluments

No director received any remuneration from the company for services relating to the company during the year (2012: nil). As in the prior year, these costs are borne by another group company.

No directors are accruing retirement benefits (2012: nil) under a defined benefit scheme.

There are no directors (2012: nil) accruing amounts under long term incentive plans.

Eliaance Restaurants Limited

Notes to the financial statements for the year ended 30 September 2013 (continued)

7 Tax on profit/(loss) on ordinary activities

a) Analysis of tax for the year	2013	2012
	£	£
Current tax		
United Kingdom Corporation Tax on profit/(loss) for the year	(59,442)	(170,120)
Adjustments in respect of prior years	28,806	8,270
Total current tax credit	(30,636)	(161,850)
Tax on profit/(loss) on ordinary activities	(30,636)	(161,850)

The tax assessed for the year is lower (2012: lower) than the standard effective rate of corporation tax in the UK for the year ended 30 September 2013 of 23.5% (2012: 25%). The differences are explained below:

b) Factors affecting the tax credit for the year	2013	2012
	£	£
Profit/(loss) on ordinary activities before taxation	43,058	(317,607)
Profit/(loss) on ordinary activities multiplied by the standard effective rate in the UK of 23.5% (2012: 25%)	10,119	(79,402)
Effects of:		
- adjustments in respect of prior years	28,806	8,270
- other expenditure that is not tax deductible	474	15
- accelerated capital allowances	(41,249)	(59,953)
- short term timing differences	(28,786)	(30,780)
Current tax credit for the year	(30,636)	(161,850)

During the year, as a result of changes in the UK main corporation tax rate to 21% effective from 1 April 2014, and to 20% from 1 April 2015, the relevant deferred tax balances have been re-measured. Both changes were substantively enacted in Finance Act 2013 on 2 July 2013, so have been recognised in these financial statements.

Eliaance Restaurants Limited

Notes to the financial statements for the year ended 30 September 2013 (continued)

8 Tangible assets

	Fixtures, fittings and office equipment	Total
	£	£
Cost		
At 1 October 2012	21,677	21,677
Additions	9,867	9,867
At 30 September 2013	31,544	31,544
Accumulated depreciation		
At 1 October 2012	21,641	21,641
Charge for the year	2,762	2,762
At 30 September 2013	24,403	24,403
Net book amount		
At 30 September 2013	7,141	7,141
At 30 September 2012	36	36

9 Fixed asset investments

	Total £
Cost and net book value	
At 1 October 2012 and 30 September 2013	9,413,709

Name	Nature of business	Percentage holding	Country of incorporation
Digby Trout Restaurants Limited	Concession catering	100% equity shares	England and Wales
Eliaance Events Limited	Holding company	100% equity shares	England and Wales

The directors believe that the carrying value of the investments is supported by their future cash flow forecasts.

Eliance Restaurants Limited

Notes to the financial statements for the year ended 30 September 2013 (continued)

9 Fixed asset investments (continued)

During its latest financial year ended 30 September 2013, Digby Trout Restaurants Limited made a loss of £191,741 (2012: profit of £192,967) and at the end of that year the aggregate of its capital and reserves was £1,384,062 (2012: £1,575,803).

Eliance Events Group (made up of Eliance Events Limited, Azure Support Services Limited, Azure Catering Services Limited and Le Bistro Catering Limited) made a loss of £1,413,932 during the financial year ended 30 September 2013 (2012: loss of £1,180,566) and at the end of the year the aggregate of its capital and reserves was a deficit of £1,999,948 (2012: £219,486).

10 Stocks

	2013	2012
	£	£
Finished goods and goods for resale	8,709	-

The replacement cost of the above stocks would not differ significantly from the values stated.

11 Debtors

Amounts falling due within one year	2013	2012
	£	£
Trade debtors	3,070	5,363
Amounts owed by group undertakings	-	809,519
Amounts owed by group undertakings: group relief	59,442	170,120
Amounts owed by parent company	43,323	32,749
Other debtors	19,824	399,516
Prepayments and accrued income	-	22,474
	125,659	1,439,741

Amounts owed by group undertakings are unsecured, carry no interest charge and are repayable on demand.

Eliaance Restaurants Limited

Notes to the financial statements for the year ended 30 September 2013 (continued)

12 Deferred tax

The unrecognised deferred tax asset at 30 September is:

	2013 £	2012 £
Depreciation in advance of capital allowances	161,973	236,690
Short term timing differences	41	52
Tax losses	175,531	201,860
	337,545	438,602

The directors consider that it is unlikely that there will be sufficient taxable profits in the future in order to realise the deferred tax asset and therefore the asset has not been recognised in these financial statements.

13 Creditors: amounts falling due within one year

	2013 £	2012 £
Trade creditors	16,298	28,148
Amounts owed to group undertakings	9,200,199	10,743,706
Other taxation and social security	15,853	39,282
Other creditors	370	540
Clients' deposits held	2,792	1,704
Accruals and deferred income	21,034	155,920
	9,256,546	10,969,300

Amounts due to group undertakings are unsecured, carry no interest charge and are repayable on demand.

Trade creditors includes £nil (2012: £4,584) which relates to intercompany trading.

Eliaance Restaurants Limited

Notes to the financial statements for the year ended 30 September 2013 (continued)

14 Called up share capital

	2013 £	2012 £
Authorised		
10,000,002 (2012: 10,000,002) ordinary shares of £1 each	10,000,002	10,000,002
Allotted and fully paid		
10,000,002 (2012: 10,000,002) ordinary shares of £1 each	10,000,002	10,000,002

15 Profit and loss account

	£
At 1 October 2012	(9,731,647)
Profit for the financial year	73,694
At 30 September 2013	(9,657,953)

16 Reconciliation of movements in shareholders' funds

	2013 £	2012 £
Opening shareholders' funds	268,355	424,112
Profit/(loss) for the financial year	73,694	(155,757)
Closing shareholders' funds	342,049	268,355

Eliaance Restaurants Limited

Notes to the financial statements for the year ended 30 September 2013 (continued)

17 Contingent liabilities

The company is registered for value added tax purposes as part of a group of undertakings that share a common registration number. As a result it has jointly guaranteed the value added tax liability of the group and failure by other members of the group to meet their value added tax liabilities would give rise to additional liabilities for the company. The group liability at 30 September 2013 amounted to £4,383,527 (2012: £4,426,679). The directors are of the opinion that no liability is likely to arise from this guarantee.

18 Financial commitments

The payments which the company is committed to make in the next year under non-cancellable operating leases are as follows:

	2013	2012
	£	£
Land and buildings – leases expiring		
Within one year	-	-
Within two to five years	-	347,767
	-	347,767

19 Ultimate parent undertaking

The immediate parent undertaking is Elixir UK Holdings Limited, a company incorporated in England and Wales.

The ultimate parent undertaking and controlling party is Elixir SCA (formerly HBI SCA), a company incorporated in France.

Elixir SCA (formerly HBI SCA) is the parent undertaking of the largest group of undertakings to consolidate these financial statements at 30 September 2013. The consolidated financial statements of Elixir SCA (formerly HBI SCA) will be available from 61-69, rue de Bercy, 75589 Paris Cedex 12.

Elixir UK Holdings Limited is the parent undertaking of the smallest group of undertakings to consolidate these financial statements. The consolidated financial statements of Elixir UK Holdings Limited can be obtained from The Courtyard, Catherine Street, Macclesfield, Cheshire, SK11 6ET.