REPORT OF THE DIRECTORS AND

FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2013

FOR

BEARWOOD LAKES GOLF CLUB LIMITED (FORMERLY BEARWOOD LAKES GOLF CLUB PLC)

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A28 30/09/2013 #384

Scodie Deyong LLP
Chartered Accountants
Registered Auditors
2nd Floor
85 Frampton Street
London
NW8 8NQ

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BEARWOOD LAKES GOLF CLUB LIMITED (FORMERLY BEARWOOD LAKES GOLF CLUB PLC)

COMPANY INFORMATION FOR THE YEAR ENDED 31 MARCH 2013

DIRECTORS

G R Holloway Esq

C Rutherford Esq

SECRETARY

N Campling Esq

REGISTERED OFFICE:

The Chubhouse Bearwood Road Wokingham Berkshire RG41 4SJ

REGISTERED NUMBER.

02931379 (England and Wales)

AUDITORS.

Scodie Deyong LLP Chartered Accountants Registered Auditors

2nd Floor

85 Frampton Street

London NW8 8NQ

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 MARCH 2013

The directors present their report with the financial statements of the company for the year ended 31 March 2013

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of providing Bearwood Lakes Golf Club with the golf course and clubhouse together with ancillary facilities and everything reasonable for the carrying on of the business of the club in accordance with its objects and club rules

REVIEW OF BUSINESS

The company traded at a loss in the year under review but is expected to trade successfully in the future

DIVIDENDS

No dividends will be distributed for the year ended 31 March 2013

DIRECTORS

The directors during the year under review were

G R Holloway Esq

R Wilson Esq

- resigned 18 5 2012

C Rutherford Esq

C Rutherford Esq

The beneficial interests of the directors holding office on 31 March 2013 in the issued share capital of the company were as follows

follows	•	• •
A Ordinary £1 shares	31 3 13	1 4 12
G R Holloway Esq C Rutherford Esq	- -	-
Ordinary £1 shares		
G R Holloway Esq	1	-

R Wilson Esq resigned on 18 May 2012

COMPANY'S POLICY ON PAYMENT OF CREDITORS

The company's policy is to agree terms of payment with its suppliers and to settle accounts in accordance with its contractual and legal obligations

CHANGES SINCE THE YEAR END

On 12 September 2013 the company was re-registered under the Companies Act 2006 as a private company and is now incorporated under the name of Bearwood Lakes Golf Club Limited

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 MARCH 2013

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Report of the Directors 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.

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 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information

AUDITORS

The auditors, Scodie Deyong LLP, will be proposed for re-appointment at the forthcoming Annual General Meeting

ON BEHALF OF THE BOARD.

G R Holloway Esq - Director

25 September 2013

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF BEARWOOD LAKES GOLF CLUB LIMITED (FORMERLY BEARWOOD LAKES GOLF CLUB PLC)

We have audited the financial statements of Bearwood Lakes Golf Club Limited (Formerly Bearwood Lakes Golf Club PLC) for the year ended 31 March 2013 on pages six to sixteen. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in a Report of the Auditors 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

As explained more fully in the Statement of Directors' Responsibilities set out on page three, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Report of the Directors to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 March 2013 and of its loss for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF BEARWOOD LAKES GOLF CLUB LIMITED (FORMERLY BEARWOOD LAKES GOLF CLUB PLC)

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

Simon Sefton (Senior Statutory Auditor) for and on behalf of Scodie Deveng LLP

Chartered Accountants

Registered Auditors

2nd Floor

85 Frampton Street

London

NW8 8NQ

25 September 2013

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2013

		2013	2012 as restated
	Notes	£	£
TURNOVER		2,380,642	2,330,787
Cost of sales		628,491	624,799
GROSS PROFIT		1,752,151	1,705,988
Administrative expenses		1,906,761	1,843,971
		(154,610)	(137,983)
Other operating income	2	93,675	22,064
OPERATING LOSS	4	(60,935)	(115,919)
Interest receivable and similar income		543	1,867
		(60,392)	(114,052)
Interest payable and similar charges	5	2,158	1,766
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(62,550)	(115,818)
Tax on loss on ordinary activities	6	<u>-</u>	(26,699)
LOSS FOR THE FINANCIAL YEAR		(62,550)	(89,119)

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 losses for the current year or previous year

BALANCE SHEET 31 MARCH 2013

	2013		3	2012 as restated	
	Notes	£	£	£	£
FIXED ASSETS					
Tangible assets	8		3,518,354		3,515,679
CURRENT ASSETS					
Stocks	9	113,348		98,110	
Debtors	10	50,500		103,815	
Cash at bank and in hand		356,012		329,528	
		519,860		531,453	
CREDITORS					
Amounts falling due within one year	11	1,416,545		1,264,167	
NET CURRENT LIABILITIES			(896,685)		(732,714)
TOTAL ASSETS LESS CURRENT					
LIABILITIES			2,621,669		2,782,965
CREDITORS					
Amounts falling due after more than one year	12		4,068,105		4,166,851
NET LIABILITIES			(1,446,436)		(1,383,886)
					
CAPITAL AND RESERVES					
Called up share capital	16		12,501		12,501
Profit and loss account	17		(1,458,937)		(1,396,387)
SHAREHOLDERS' FUNDS	21		(1,446,436)		(1,383,886)

The financial statements were approved by the Board of Directors on 25 September 2013 and were signed on its behalf by

G R Holloway Esq - Director

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2013

ACCOUNTING POLICIES

1

Basis of preparing the financial statements

The director who introduced funds during the year has indicated that he will not seek repayment of his current account until the company has the ability to do so. In the past the director has supported the company where necessary and has indicated he will continue to do so in the future. Taking these factors into account it has been seen to be appropriate to prepare the financial statements on a going concern basis.

Accounting convention

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards

Cash flow statement

Exemption has been taken from preparing a cash flow statement on the grounds that the parent company includes the subsidiary in its published financial statements

Related party exemption

The company has taken advantage of exemption, under the terms of Financial Reporting Standard 8 Related Party Disclosures, not to disclose related party transactions with its parent company

Turnover

Turnover represents golf club joining fees and subscriptions plus amounts received in respect of golf shop and clubhouse sales excluding value added tax. Golf club joining fees are recognised in full on acceptance of membership whilst subscriptions are recognised over the period to which the subscription relates. All income arises in the United Kingdom.

Tangible fixed assets

The cost of tangible fixed assets is written off by equal annual instalments over their estimated useful lives as follows

Long leasehold	1%, 2% and 4% on cost
Plant and machinery	5%, 10% and 20% on cost
Fixtures and fittings	20% on cost
Motor vehicles	25% on cost
Computer equipment	25% on cost

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

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date

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continued

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 MARCH 2013

1 ACCOUNTING POLICIES - continued

Hire purchase and leasing commitments

Assets obtained under hire purchase contracts or finance leases are capitalised in the balance sheet. Those held under hire purchase contracts are depreciated over their estimated useful lives. Those held under finance leases are depreciated over their estimated useful lives or the lease term, whichever is the shorter.

The interest element of these obligations is charged to the profit and loss account over the relevant period. The capital element of the future payments is treated as a liability

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

Pension costs and other post-retirement benefits

The company makes contributions to the pension schemes of certain key employees Contributions payable for the year are charged to the profit and loss account

2 OTHER OPERATING INCOME

During the year management reviewed debenture records held by the club. As a result debentures relating to previous members who had not paid annual subscriptions for a number of years were cancelled in accordance with club rules.

3 STAFF COSTS

	2013	2012 as restated
	£	as restateu £
Wages and salanes	864,062	858,221
Social security costs	66,008	65,288
Other pension costs	7,368	7,307
	937,438	930,816
The average monthly number of employees during the year was as follows		
	2013	2012 as restated
Golf and professional	37	21
Club house	22	15
Administration	4	4
Maintenance	1	1
	64	41

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 MARCH 2013

4	OPERATING LOSS		
	The operating loss is stated after charging/(crediting)		
		2013	2012 as restated
	Hire of plant and machinery	£ 44,949	£ 44,239
	Other operating leases	123,921	125,966
	Depreciation - owned assets	125,220	116,318
	Depreciation - assets on hire purchase contracts	9,974	6,232
	Profit on disposal of fixed assets	-,,,,,	(7,965)
	Auditors' remuneration	10,000	18,700
	Directors' remuneration	73,268	74,600
	Directors' pension contributions to money purchase schemes	3,500	3,680
	The number of directors to whom retirement benefits were accruing was as follows		
	Money purchase schemes	1	1
5	INTEREST PAYABLE AND SIMILAR CHARGES		
		2013	2012 as restated
		£	£
	Hire purchase	2,158	1,766
6	TAXATION		
	A. J. Col. Ada		
	Analysis of the tax credit		
	The tax credit on the loss on ordinary activities for the year was as follows	2013	2012
		2013	as restated
		£	as restated £
	Current tax	2	٠.
	UK corporation tax	_	(26,699)
	···· P · · · · · · · · · · · · · · · ·		(20,055)
	Tax on loss on ordinary activities	_	(26,699)
	· · · · · · · · · · · · · · · · · · ·		====

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 MARCH 2013

7 PRIOR YEAR ADJUSTMENT

A prior year adjustment has been made so as to show administration fee income as other operating income as opposed to as part of administrative expenses

In addition, rent received which was included last year as part of turnover has been reanalysed as other operating income

The comparative figures have been restated where appropriate

8 TANGIBLE FIXED ASSETS

	Long		
	leasehold		Fixtures
	and	Plant and	and
	improvements	machinery	fittings
	£	£	£
COST			
At 1 April 2012	4,114,598	839,096	356,700
Additions	55,560	77,844	
At 31 March 2013	4,170,158	916,940	356,700
DEPRECIATION			
At 1 April 2012	839,309	638,109	340,352
Charge for year	63,504	53,347	9,578
At 31 March 2013	902,813	691,456	349,930
NET BOOK VALUE			
At 31 March 2013	3,267,345	225,484	6,770
At 31 March 2012	3,275,289	200,987	16,348
	==== ===		

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 MARCH 2013

TANGIBLE FIXED ASSETS - continued			
	Motor vehicles	Computer equipment	Totals
	£	£	£
COST			
At 1 April 2012	20,202	139,546	5,470,142
Additions		4,465	137,869
At 31 March 2013	20,202	144,011	5,608,011
DEPRECIATION			
At 1 April 2012	20,202	116,491	1,954,463
Charge for year	<u> </u>	8,765	135,194
At 31 March 2013	20,202	125,256	2,089,657
NET BOOK VALUE			
At 31 March 2013	-	18,755	3,518,354
At 31 March 2012	-	23,055	3,515,679
Fixed assets, included in the above, which are held	l under hire purchase contracts are a	s follows	Plant and
COST	l under hire purchase contracts are a	s follows	machiner £
COST At 1 April 2012	l under hire purchase contracts are a	s follows	machiner £ 48,547
COST	l under hire purchase contracts are a	s follows	machiner £
COST At 1 April 2012	l under hire purchase contracts are a	s follows	machiner £ 48,547
COST At 1 April 2012 Additions At 31 March 2013 DEPRECIATION	l under hire purchase contracts are a	s follows	48,547 7,635 56,182
COST At 1 April 2012 Additions At 31 March 2013 DEPRECIATION At 1 April 2012	l under hire purchase contracts are a	us follows	48,547 7,635 56,182
COST At 1 April 2012 Additions At 31 March 2013 DEPRECIATION	l under hire purchase contracts are a	s follows	48,547 7,635 56,182
COST At 1 April 2012 Additions At 31 March 2013 DEPRECIATION At 1 April 2012	l under hire purchase contracts are a	s follows	48,547 7,635 56,182
COST At 1 April 2012 Additions At 31 March 2013 DEPRECIATION At 1 April 2012 Charge for year	l under hire purchase contracts are a	s follows	48,547 7,635 56,182 6,232 9,974
COST At 1 April 2012 Additions At 31 March 2013 DEPRECIATION At 1 April 2012 Charge for year At 31 March 2013	l under hire purchase contracts are a	s follows	48,547 7,635 56,182 6,232 9,974 16,206
COST At 1 April 2012 Additions At 31 March 2013 DEPRECIATION At 1 April 2012 Charge for year At 31 March 2013 NET BOOK VALUE	l under hire purchase contracts are a	s follows	48,547 7,635 56,182 6,232 9,974 16,206
COST At 1 April 2012 Additions At 31 March 2013 DEPRECIATION At 1 April 2012 Charge for year At 31 March 2013 NET BOOK VALUE At 31 March 2013 At 31 March 2012	l under hire purchase contracts are a	s follows	48,547 7,635 56,182 6,232 9,974
COST At 1 April 2012 Additions At 31 March 2013 DEPRECIATION At 1 April 2012 Charge for year At 31 March 2013 NET BOOK VALUE At 31 March 2013	l under hire purchase contracts are a	as follows	48,547 7,635 56,182 6,232 9,974 16,206 42,315
COST At 1 April 2012 Additions At 31 March 2013 DEPRECIATION At 1 April 2012 Charge for year At 31 March 2013 NET BOOK VALUE At 31 March 2013 At 31 March 2012	l under hire purchase contracts are a		48,547 7,635 56,182 6,232 9,974 16,206 39,976

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continued

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 MARCH 2013

10	DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		2013	2012
		£	as restated
	Trade debtors		£
	Other debtors	5,478 23,194	4,746 11,605
	Tax	23,194	26,669
	VAT	-	33,619
	Prepayments	21,828	27,176
	repayments	21,828	
		50,500	103,815
11	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
• •		2013	2012
			as restated
		£	£
	Hire purchase contracts (see note 14)	11,618	12,150
	Trade creditors	128,373	165,779
	Social security and other taxes	16,384	20,704
	VAT	2,286	
	Subscriptions in advance	406,127	461,017
	Other creditors	19,286	13,179
	Directors' current accounts	739,340	510,000
	Accruals and deferred income	93,131	81,338
		1,416,545	1,264,167
12	CREDITORS AMOUNTS FALLING DUE AFTER MORE THAN ONE	= 	
12	YEAR		
		2013	2012
			as restated
		£	£
	Debentures (see note 13)	3,900,058	3,966,630
	Hire purchase contracts (see note 14)	27,101	31,402
	Amounts owed to group undertakings	140,946	168,819
		4,068,105	4,166,851

Each debenture represents an unsecured obligation of the company and is issued for a period of 99 years. The debentures are redeemable at par by the debenture holder, if desired, after 30 years. The earliest redemption date is 6 December 2024. In accordance with Financial Reporting Standard 4 - Capital Instruments, costs of £44,500 associated with the issue of the above debentures have been deducted from the proceeds. These issuance costs are being amortised on a straight line basis from 1 April 2012 to the earliest redemption date in 2024. Debenture holders have the right to nominate individuals, including themselves, to membership and to vote at the Annual General Meeting of the Golf Club. Debenture holders have no voting interest in the company.

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 MARCH 2013

	LOANS				
	An analysis of the maturity of loans is given bel	ow			
				2013	2012
	Amounts falling due in more than five years Repayable otherwise than by instalments			£	£
	Debentures			4,011,130	4,011,130
	Debenture issuance costs			(44,500)	(44,500)
	Amortisation of issuance costs Cancellation of debenture liabilities			3,178 (69,750)	-
				3,900,058	3,966,630
4	OBLIGATIONS UNDER HIRE PURCHASE	E CONTRACTS A	ND LEASES		
					ase contracts
				2013	2012
				£	as restated £
	Net obligations repayable				
	Within one year			11,618	12,150
	Between one and five years			27,101	31,402
				38,719	43,552
	The following operating lease payments are con-	nmitted to be paid w	vithin one year		
	The following operating lease payments are con	Lan	d and		ther
	The following operating lease payments are con	Lan	-	ope	ther rating ases
	The following operating lease payments are con	Lan	d and	ope	rating
		Lan buil	d and dings	ope le	rating asses
	Expiring	Lan buil	d and dings 2012 as restated	ope le 2013	rating ases 2012 as restated £
	Expiring Within one year	Lan buil	d and dings 2012 as restated	ope le 2013 £	rating ases 2012 as restated £
	Expiring	Lan buil	d and dings 2012 as restated	ope le 2013	rating ases 2012 as restated

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 MARCH 2013

15	SECURED	DERTS			
15	SECORED	DEDIS			
	The follows	ng secured debts are includ	ded within creditors		
				2013	2012
				£	as restated £
	Hire purcha	se contracts		38,719	43,552
	The hire pur	rchase contracts are secure	d upon the assets to which they relate		
16	CALLED	UP SHARE CAPITAL			
	Allotted, 188	sued and fully paid			
	Number	Class	Nominal value	2013	2012 as restated
			value	£	£
	1	Ordinary	£l	1	1
	Allotted and	d issued			
	Number	Class	Nominal	2013	2012
			value	£	as restated £
	49,999	A Ordinary	£1	12,500	12,500
	The A Ordi	nary shares are partly paid	in the amount of 25p per share		
17	RESERVE	SS			
					Profit
					and loss account
					£
	At 1 April 2	2012			(1,396,387)
	Deficit for t				(62,550)
	At 31 Marc	h 2013			(1,458,937)
					====

18 PENSION COMMITMENTS

The company makes contributions to the pension schemes of certain key employees Amounts charged to the profit and loss account was £7,368 (2012 £7,307) for the year There were outstanding contributions of £6,268 (2012 £6,449) as at the balance sheet date

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 MARCH 2013

19 ULTIMATE PARENT COMPANY

The ultimate parent company is Ward Wilson Investments Limited, a company registered in England

Copies of the financial statements of Ward Wilson Investments Limited may be obtained from The Clubhouse, Bearwood Road, Wokingham, Berkshire, RG41 4SJ

20 ULTIMATE CONTROLLING PARTY

The ultimate controlling party is G R Holloway Esq by virtue of his shareholding in Ward Wilson Investments Limited

21 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2013	2012 as restated
	£	£
Loss for the financial year	(62,550)	(89,119)
Net reduction of shareholders' funds	(62,550)	(89,119)
Opening shareholders' funds	(1,383,886)	(1,294,767)
Closing shareholders' funds	(1,446,436)	(1,383,886)