

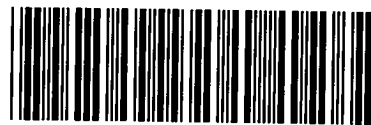
Registered number
05788201

London & Regional (Health Clubs) Limited

Annual report and financial statements

for the year ended
30 September 2014

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London & Regional (Health Clubs) Limited
Annual report and financial statements
for the year ended 30 September 2014

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London & Regional (Health Clubs) Limited
Company information
for the year ended 30 September 2014

Directors

Mr R N Luck

Mr R J Livingstone

Company secretary

Mr R N Luck

Registered office

Quadrant House, Floor 6

4 Thomas More Square

London

E1W 1YW

Independent auditors

PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

1 Embankment Place

London

WC2N 6RH

Registered number

05788201

London & Regional (Health Clubs) Limited
Strategic report for the year ended 30 September 2014

The directors present their strategic report for the year ended 30 September 2014.

Review of the business

The company acts as a holding company and did not trade during the year apart from selling two of its investments, to fellow group undertakings, at market value. Net assets were £10k at the year end (2013: £10k). The directors consider the financial position at 30 September 2014 to be satisfactory.

Principal risks and uncertainties

The key business risks and uncertainties affecting the company are considered to relate to the fact that the company operates within a highly competitive market place. The directors of the group have reviewed the groups exposure to credit risk, liquidity risk and cashflow risk. These risks and uncertainties are discussed in the company's ultimate parent's group annual report which does not form part of this report.

Financial risk management

The company's activities expose it to a number of financial risks including credit risk, cash flow risk and liquidity risk. Further discussion of the financial risk management objectives and policies, in the context of the group as a whole, are discussed in the company's ultimate parent's group annual report which does not form part of this report.

Key performance indicators

The company is managed by the directors in accordance with the strategies of its parent company, Loopsign Limited. For this reason, the directors believe that further key performance indicators for the company are not necessary or appropriate for an understanding of the development, performance or position of the business. These strategies and key performance indicators are discussed in the company's ultimate parent's group annual report which does not form part of this report.

By order of the board



Mr R N Luck
Company Secretary

23 December 2014

London & Regional (Health Clubs) Limited
Directors' report for the year ended 30 September 2014

The directors present their report and the financial statements of the company for the year ended 30 September 2014.

Principal activities and review of the business

The company acts as a holding company. It has not traded during the year or subsequent to the year end except for selling two of its investments in subsidiary undertakings in June 2014. The directors do not recommend the payment of a dividend (2013: £nil).

Directors

The directors of the company who served during the year and up to the date of signing the financial statements were:

Mr R N Luck
Mr R J Livingstone

Qualifying third party indemnity provisions

The company maintains liability insurance for its directors and officer. Following shareholder approval, the company has also provided an indemnity for its directors and the company secretary, which is a qualifying third party indemnity provision for the purposes of the Companies Act 2006.

Disclosure of information to auditors

In so far as the directors are aware:

- there is no relevant audit information of which the company's auditors are unaware; and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Independent auditors

In the absence of a notice proposing that their appointment be terminated, PricewaterhouseCoopers LLP, are deemed to have been re-appointed as auditors for the next year.

By order of the board



Mr R N Luck

Company secretary

23 December 2014

London & Regional (Health Clubs) Limited
Statement of directors' responsibilities for the year ended 30 September 2014

The directors are responsible for preparing the Strategic Report, 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 year. 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;
- 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.

By order of the board



Mr R N Luck

Company secretary

23 December 2014

Independent auditors' report to the member of London & Regional (Health Clubs) Limited

Report on the financial statements

Our opinion

In our opinion, London & Regional (Health Clubs) Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 30 September 2014 and of its result 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.
-

What we have audited

London & Regional (Health Clubs) Limited's financial statements comprise:

- the Balance sheet as at 30 September 2014;
- 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 the preparation of the financial statements 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.

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.

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 page 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 International Standards on Auditing (UK and Ireland) ("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.

What an audit of financial statements involves

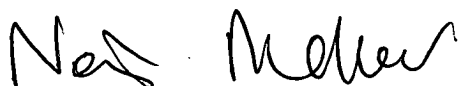
We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. 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.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual report and financial statements 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.



Neil Mellor (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
23 December 2014

London & Regional (Health Clubs) Limited
Profit and Loss Account
for the year ended 30 September 2014

	Notes	2014 £	2013 £
Operating result	2	-	-
Result on ordinary activities before taxation		<hr/> -	<hr/> -
Tax on result on ordinary activities	4	-	-
Result for the financial year		<hr/> - <hr/>	<hr/> - <hr/>

All amounts relate to continuing operations.

The company has no recognised gains and losses other than those included in the results above, and therefore no separate statement of recognised gains and losses has been presented.

There is no material difference between the result on ordinary activities before taxation and the result for the financial year stated above and their historical costs equivalents.

London & Regional (Health Clubs) Limited
Balance sheet as at 30 September 2014

Registered number
05788201

	Note	2014 £	2013 £
Fixed assets			
Investments	5	1	3
Current assets			
Debtors	6	10,002	10,000
Creditors: amounts falling due within one year	7	(3)	(3)
Net current assets		<u>9,999</u>	<u>9,997</u>
Net assets		<u>10,000</u>	<u>10,000</u>
Capital and reserves			
Called up share capital	8	10,000	10,000
Total shareholder's funds	9	<u>10,000</u>	<u>10,000</u>

These financial statements were approved by the Board of Directors on *23 December* 2014
and signed on its behalf by



Mr R N Luck
Director
23 December 2014

London & Regional (Health Clubs) Limited
Notes to the financial statements
for the year ended 30 September 2014

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 principal accounting policies, which have been applied consistently throughout the period, are set out below.

Deferred taxation

Deferred tax is provided in respect of all timing differences that have originated, but not reversed, at the balance sheet date that give rise to an obligation to pay more or less tax in the future. Deferred tax is not recognised when fixed assets are revalued unless, by the balance sheet date, there is a binding agreement to sell the revalued assets and the gain or loss expected to arise on sale has been recognised in the financial statements.

Deferred tax is measured on a non-discounted basis. A deferred tax asset is regarded 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 from which the future reversal of the 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.

Investment in subsidiary undertakings

Investments in subsidiary undertakings are recorded at cost plus incidental expenses less any provision for impairment. Impairment reviews are performed by the directors when there has been an indication of potential impairment.

Cash flow statement

The company has taken advantage of the exemption in the Financial Reporting Standards No 1 (revised 1996) 'Cash flow statements' from including a cash flow statement in the financial statements on the grounds that the company is wholly owned and its ultimate parent publishes a consolidated cash flow statement.

Exemption from consolidation

The financial statements contain information about London & Regional (Health Clubs) Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under section 228 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its intermediate parent, London & Regional Group Holdings Limited, a company incorporated in England and Wales.

2 Operating result

2014	2013
£	£

This is stated after charging:

Auditors' remuneration

-	-
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Auditors' remuneration has been borne by London & Regional Properties Limited.

London & Regional (Health Clubs) Limited
Notes to the financial statements
for the year ended 30 September 2014

3 Directors' emoluments

The directors did not receive any emoluments in respect of their services to the company (2013: £nil). The company has no employees (2013: nil) other than the directors.

The emoluments of the directors are paid by a fellow subsidiary company which makes no recharge to the company. They are directors of a number of fellow subsidiary companies and Mr R J Livingstone is also a director of the ultimate parent company, and it is not possible to make an accurate apportionment of their emoluments in respect of each of the subsidiaries to which they provide services. The total emoluments of Mr R J Livingstone are included in the aggregate of directors' emoluments included in the financial statements of the ultimate parent company. Mr R N Luck is an employee of a fellow subsidiary and the total emoluments of Mr R N Luck are included in the aggregate of employee wages and salaries included in the financial statements of the ultimate parent company.

4 Tax on result on ordinary activities

No tax has been provided for due to no taxable profits being incurred during the year.

Factors affecting future tax changes

Reductions to the UK Corporation tax rate were announced in the March 2013 budget. The changes, which were enacted on 17 July 2013 reduce the UK corporation tax rate to 21% with effect from 1 April 2014 and to 20% from 1 April 2015. These changes have no impact on these financial statements.

5 Investments

	2014 £
Cost	
At 1 October 2013	3
Disposals	(2)
At 30 September 2014	<u>1</u>

At the start of the year the company held 100% of the share capital of the following companies, all incorporated in England and Wales:

	<u>Principal activity</u>
London & Regional (HC Properties) Ltd	Property investment
London & Regional (Health Clubs No.2) Ltd	Holding company
London & Regional (HC Sites) Ltd	Property development

On 27 June 2014 the company disposed of its entire shareholdings in London & Regional (Health Clubs No.2) Ltd and London & Regional (HC Sites) Ltd. Both companies were sold to fellow group undertakings for consideration of £1 each.

6 Debtors

	2014 £	2013 £
Amounts owed by related undertakings	10,002	7,490
Other debtors	-	2,510
	<u>10,002</u>	<u>10,000</u>

Amounts owed by related undertakings are unsecured, interest-free, and repayable upon demand and includes £2,510 (2013: nil) relating to unpaid share capital

Other debtors in the prior year related to unpaid share capital and was recoverable from related parties.

London & Regional (Health Clubs) Limited
Notes to the financial statements
for the year ended 30 September 2014

7	Creditors: amounts falling due within one year	2014	2013
		£	£
	Other creditors	<u>3</u>	<u>3</u>

8	Called up share capital	2014	2013
		£	£
	Authorised:		
	7,490 (2013: 7,490) A ordinary shares of £1 each	7,490	7,490
	2,510 (2013: 2,510) non-voting redeemable B ordinary shares of £1 each	<u>2,510</u>	<u>2,510</u>
		<u>10,000</u>	<u>10,000</u>

	2014	2013	2014	2013
	Number	Number	£	£
Allotted and fully paid:				
A ordinary shares of £1 each	7,490	7,490	7,490	7,490
Allotted and unpaid:				
B ordinary shares of £1 each	2,510	2,510	2,510	2,510
	<u>10,000</u>	<u>10,000</u>	<u>10,000</u>	<u>10,000</u>

The "B" Shares are redeemable and have the following rights (the "A" Shares being subject to the rights of the "B" Shares, otherwise having ordinary share rights):

- (i) right to a variable preferred cumulative dividend of LIBOR plus 3% on the nominal value of the shares;
- (ii) right to assets in a winding-up of up to 0.01% of amounts in excess of £50m;
- (iii) no other rights to income or capital; and
- (iv) no voting rights.

9	Reconciliation of movement in shareholder's funds	2014
		£
	At 1 October 2013 and at 30 September 2014	<u>10,000</u>

10 Related party transactions

The company has taken advantage of the exemption under paragraph 3(c) from the provisions of FRS8, 'Related Party Disclosures', on the grounds that it is wholly owned subsidiary of a group headed by Loopsign Limited, whose financial statements are publicly available.

London & Regional (Health Clubs) Limited
Notes to the financial statements
for the year ended 30 September 2014

11 Parent undertaking

The company is wholly controlled by London & Regional Group Investments Limited.

The ultimate parent undertaking and controlling party is Loopsign Limited, a company incorporated in England and Wales.

London & Regional Group Holdings Limited is the parent undertaking of the smallest group of undertakings to consolidate these financial statements as at 30 September 2014. Loopsign Limited is the parent undertaking of the largest group of undertakings to consolidate these financial statements at 30 September 2014. The consolidated financial statements of Loopsign Limited can be obtained from the company secretary at:

Quadrant House, Floor 6
4 Thomas More Square
London
E1W 1YW

The ultimate controlling parties are I M Livingstone and R J Livingstone through their joint ownership of Loopsign Limited.