

Registered Number 06536778

Golf 1 Limited

Directors' report and financial statements

for the 41 week period ended 26 December 2008

SATURDAY



AYQ65DE0

A18

19/09/2009

337

COMPANIES HOUSE

Golf 1 Limited

Directors' report and financial statements

for the 41 week period ended 26 December 2008

Contents

Directors and advisers	1
Directors' report	2
Statement of directors' responsibilities in respect of the directors' report and the financial statements.....	5
Independent auditors' report to the members of Golf 1 Limited.....	6
Consolidated profit and loss account	7
Consolidated balance sheet	8
Company balance sheet.....	9
Consolidated cash flow statement	10
Reconciliation of net debt	10
Notes to the consolidated cash flow statement	11
Notes to the financial statements.....	12

Golf 1 Limited

Directors and advisers

Directors

G T Parr

I A Smith

C Osborne

J Parr

Secretary

I A Smith

Registered Office

Ainsdale House

C/O Pontin's (Southport) Holiday Centre

Shore Road

Ainsdale

Lancashire PR8 2PZ

Auditors

PricewaterhouseCoopers LLP

Chartered Accountants and Independent Auditors

101 Barbirolli Square

Lower Mosley Street

Manchester M2 3PW

Solicitors

Hill Dickinson LLP

No 1 St. Paul's Square

Liverpool L3 9SJ

Bankers

Abbey Santander

2 Triton Square

Regent's Place

London NW1 3AN

Barclays Bank

11th Floor

20 Chapel Street

Liverpool L3 9AG

Alliance & Leicester

Bootle

Merseyside GIR 0AA

Golf 1 Limited

Directors' report for the 41 week period ended 26 December 2008

The directors present the annual report and audited financial statements on behalf of the group for the 41 week period ended 26 December 2008.

Principal activities

The company was incorporated on 17 March 2008, this being the first period for which financial statements have been prepared.

The principal activity of the group is the operation of holiday parks. The individual company acts as a holding company for the group.

The only trading activity of the group takes place through Pontin's Limited, a company that was purchased on 26 March 2008 for a total gross consideration of £46 million. The company operates out of 7 holiday parks which are located in prime coastal locations in mainland UK. Although the purchase was dated 26 March 2008, it was agreed by all parties that the effective date of ownership would be backdated to 27 December 2007.

Business review

Performance and development during the period including key performance indicators

No comparative information is available due to this being the first full period of trading. The trading activity of Pontin's Limited, by utilising historical trading patterns of the old company's books and records, shows that the holiday parks acquired did increase holiday weeks sold by a little over 8.5%.

Position at the end of the period

The directors have a trading plan in place covering all aspects of the business, which will enable commercial decisions to be made to generate further growth. In addition, plans are also in place to develop the holiday parks through strategic investment of the amenity and accommodation units across the owned parks.

Results and dividends

The group's results for the period comprised turnover of £50,440k, a trading profit for the period of £2,977k and a loss of £790k after charging depreciation, interest and tax. These are the financial key performance indicators that the directors use to monitor the performance of the group. The board of directors on 8 December 2008 decided, following a review of all holiday parks historical and potential future trading performance, that its Hemsby holiday park was no longer a financially viable option going forward. As such the accounts have been adjusted for discontinued operations of turnover £4,090k and a trading loss of £148k.

In the opinion of the Board of Directors the trading profit performance for this period has shown a significant improvement versus the historical performances of equivalent periods under the old company.

The group's net liabilities of £790k as at 26 December 2008 have arisen principally due to the quantum of depreciation and amortisation, items of a non cash nature, and interest arising on the loan notes which does not need to be settled in cash but is rolled up into the carrying value of the debt. The directors have considered the circumstances when cash consideration for the loan notes would be required and due to them being linked to the priority of bank debt repayments, these are not forecast to be paid within the next 12 months.

Golf 1 Limited

Directors' report (continued)

The company did not trade during the period.

After making enquiries, based on financial projections and facilities available, the directors have a reasonable expectation that the group has adequate resources and support from its shareholders, debenture loan note holders and loan note holders to continue in operational existence for the foreseeable future.

The directors are unable to recommend the payment of a dividend.

The directors undertook a market valuation of the land & buildings in January 2008, prior to acquisition, and believe that given the underlying economic climate within the United Kingdom the book value of £46m is a fair representation of the valuation of the assets held at the balance sheet date.

Principal risks and uncertainties

The majority of the group's activities involve the sale of holidays to UK guests. The vagaries of the British weather and the late booking patterns of consumers are continual factors of concern. The directors believe these can present both risks and opportunities to the business.

The group's activities expose it to a number of financial risks including credit risk, interest rate risk and liquidity risk. The group's activities do not expose it to significant commodity price risk.

Credit risk

The group's principal financial assets are bank balances and cash, trade debtors and other receivables. The group's credit risk is primarily attributable to trade receivables. The amounts presented in the balance sheet are net of allowances for doubtful receivables. The group has no significant concentration of credit risk with exposure spread over a large range of customers. The credit risk of liquid funds is limited because counterparties are banks with high credit ratings assigned by international credit rating agencies.

Interest rate risk

The group's exposure to interest rate risk is managed by the use of a hedged interest instrument which covers the term of the external loans.

Liquidity risk

The group has arranged long and short term debt facilities in order to ensure sufficient funds are available for ongoing operations and future developments.

Directors

The directors who held office during the period and up to the date of signing the accounts were as follows:

G T Parr (appointed 11 April 2008)

Mr I A Smith (appointed 11 April 2008)

Mr C Osborne (appointed 17 March 2008)

Mr J Parr (appointed 11 April 2008)

The company maintains liability insurance for its directors and officers. Following shareholder approval in March 2008, the company has also provided an indemnity for its directors and the secretary, which is a qualifying third party indemnity provision for the purpose of the Companies Act 1985.

Golf 1 Limited

Directors' report (continued)

Disabled employees

The group is committed to employment policies, which follow best practice, based on equal opportunities for all employees, irrespective of sex, race, colour, disability or marital status and offers appropriate training and career development for disabled staff. If members of staff become disabled the group continues employment wherever possible and arranges retraining.

Employee involvement

The company recognises that the contribution made by its employees is crucial to its success. Investment is therefore made in the training, development and motivation of staff with particular attention to ensuring customer satisfaction and welfare and the achievement of high standards of service. In addition to the above the company also provides regular updates on site and company performance through regular briefings by the local managers. Employee relations and development is managed by the site local managers on a day to day basis, but this is supported by regular visits by senior executives who are available to explain and provide employees with information on matters of concern to them as employees and to enable their views to be taken into account.

Political and charitable contributions

The company made no political contributions during the period. Donations to UK charities amounted to £540 in the period and were to local charities in areas that the company operates in.

Provision of information to auditors

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as each director is aware, there is no relevant audit information of which the group's auditors are unaware; and
- each director has 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 Group's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s234ZA of the Companies Act 1985.

Auditors

During the period, the directors appointed PricewaterhouseCoopers LLP as auditors to the group.

PricewaterhouseCoopers LLP have indicated their willingness to continue in office and a resolution concerning their reappointment will be proposed at the Annual General Meeting.

By order of the Board



C Osborne

Director

15 September 2009

Golf 1 Limited

Statement of directors' responsibilities in respect of the directors' report and the financial statements

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial period. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to give a true and fair view of the state of affairs of the group and company and of the profit or loss of the group for that period.

In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- 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 group and company will continue in business, in which case there should be supporting assumptions or qualifications as necessary.

The directors confirm that they have complied with the above requirements in preparing the financial statements.

The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the group and company and enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the group and company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

By order of the Board



G. T. Parr
Director
15 September 2009

Golf 1 Limited

Independent auditors' report to the members of Golf 1 Limited

We have audited the group and parent company financial statements (the "financial statements") of Golf 1 Limited for the 41 week period ended 26 December 2008 which comprise the Group Profit and Loss Account, the Group and Company Balance Sheets, the Group Cash Flow Statement, the Accounting Policies and the related notes. These financial statements have been prepared under the accounting policies set out therein.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, 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.

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

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

We read other information contained in the Annual Report, and consider whether it is consistent with the audited financial statements. This other information comprises only the Directors' Report and all of the other information listed on the contents page. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

Basis of audit opinion

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

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

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the group's and the parent company's affairs as at 26 December 2008 and of the group's loss and cash flows for the period then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' Report is consistent with the financial statements.



PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
Manchester
15 September 2009

Golf 1 Limited

Consolidated profit and loss account for the 41 week period ended 26 December 2008

	Note	2008 £'000		
		Continuing	Discontinued	Total
Turnover	2	46,350.2	4,089.8	50,440.0
Cost of sales		(38,465.1)	(3,730.3)	(42,195.4)
Gross profit		7,885.1	359.5	8,244.6
Administrative expenses		(4,760.7)	(507.3)	(5,268.0)
Operating profit/(loss) before depreciation and amortisation		3,124.4	(147.8)	2,976.6
Depreciation		(1,300.5)	(18.3)	(1,318.8)
Amortisation		(330.6)	-	(330.6)
Operating profit/(loss)		1,493.3	(166.1)	1,327.2
Profit on disposal of property		211.0	-	211.0
Profit/(loss) on ordinary activities before interest		1,704.3	(166.1)	1,538.2
Bank interest receivable				305.6
Interest payable	6			(2,687.2)
Loss on ordinary activities before taxation	3			(843.4)
Taxation on loss on ordinary activities	7			53.0
Loss for the financial period	18			(790.4)

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

There is no material difference between the loss on ordinary activities before taxation and the loss for the 41 week period stated above and their historical cost equivalents.

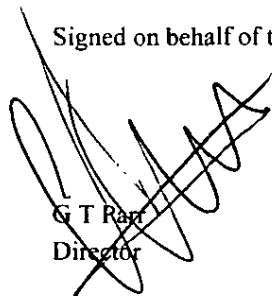
Golf 1 Limited

Consolidated balance sheet as at 26 December 2008

	Note	2008 £'000
Fixed assets		
Goodwill	10	1,225.3
Tangible assets	11	47,004.1
		48,229.4
Current assets		
Stocks	12	1,095.8
Debtors	13	3,336.0
Cash at bank and in hand		2,463.8
		6,895.6
Creditors: amounts falling due within one year	14	(11,967.9)
Net current liabilities		(5,072.3)
Total assets less current liabilities		43,157.1
Creditors: amounts falling due after more than one year	15	(43,947.4)
Net liabilities		(790.3)
Capital and reserves		
Called up share capital	17	0.1
Profit and loss account	18	(790.4)
Equity shareholders' deficit	19	(790.3)

These financial statements on pages 7 to 24 were approved by the board of directors on 15 September 2009.

Signed on behalf of the Board



G T Papp
Director

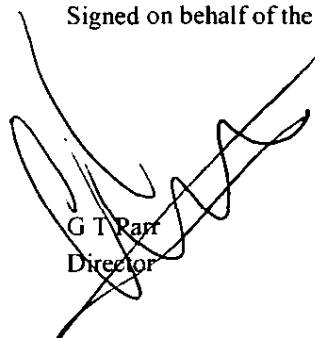
Golf 1 Limited

Company balance sheet as at 26 December 2008

	Note	2008 £'000
Fixed assets		
Investments	9	-
		-
Current assets		
Debtors	13	0.1
		0.1
Creditors: amounts falling due within one year	14	-
Net current assets		0.1
Net assets		0.1
Capital and reserves		
Called up share capital	17	0.1
Total shareholders' funds	19	0.1

These financial statements on pages 7 to 24 were approved by the board of directors on 15 September 2009.

Signed on behalf of the Board



G T Parr
Director

Golf 1 Limited

Consolidated cash flow statement for the 41 week period ended 26 December 2008

		2008		
		£'000		
	Note	Continuing	Discontinued	Total
Net cash inflow from operating activities	(i)	2,538.2	(147.8)	2,390.4
Returns on investments and servicing of finance	(ii)	(1,414.2)	-	(1,414.2)
Capital expenditure	(ii)	(397.2)	(13.7)	(410.9)
Acquisitions	(ii)	(45,216.4)	-	(45,216.4)
Net cash outflow before financing		(44,489.6)	(161.5)	(44,651.1)
Financing	(ii)	46,250.0	-	46,250.0
Increase in cash in the period		1,760.4	(161.5)	1,598.9

Reconciliation of net debt for the 41 week period ended 26 December 2008

	On Acquisition	Cash flow	Other Non Cash Movements	At end of period
	£'000	£'000	£'000	£'000
Cash in hand and at bank	(864.9)	(1,598.9)	-	(2,463.8)
Debt due within one year	-	2,250.0	-	2,250.0
Debt due after one year	43,550.0	-	397.4	43,947.4
Net Debt	42,685.1	651.1	397.4	43,733.6

Golf 1 Limited

Notes to the consolidated cash flow statement for the 41 week period ended 26 December 2008

(i) Reconciliation of operating profit/(loss) to operating cash flows

	Continuing	Discontinued	2008 £'000 Total
Operating profit/(loss)	1,493.3	(166.1)	1,327.2
Depreciation and amortisation	1,541.1	18.3	1,559.4
Decrease in stocks	280.8	-	280.8
Increase in debtors, prepayments and other debtors	(2,960.6)	-	(2,960.6)
Increase in creditors	1,786.2	-	1,786.2
Other non-cash changes	397.4	-	397.4
Net cash inflow from operating activities	2,538.2	(147.8)	2,390.4

(ii) Analysis of cashflows

	Continuing	Discontinued	2008 £'000 Total
Returns on investments and servicing of finance			
Interest received	194.0	-	194.0
Interest paid	(1,608.2)	-	(1,608.2)
	(1,414.2)	-	(1,414.2)
Capital expenditure			
Purchase of tangible fixed assets	(608.2)	(13.7)	(621.9)
Sale of property	211.0	-	211.0
	(397.2)	(13.7)	(410.9)
Acquisitions			
Payment for Pontins Limited	(42,440.2)	-	(42,440.2)
Costs of acquisition	(2,776.2)	-	(2,776.2)
	(45,216.4)	-	(45,216.4)
Financing			
Bank Loans	40,000.0	-	40,000.0
Vendor Loan	4,000.0	-	4,000.0
Short term overdraft	2,250.0	-	2,250.0
	46,250.0	-	46,250.0

Golf 1 Limited

Notes to the financial statements for the 41 week period ended 26 December 2008

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the group's financial statements.

Basis of preparation

The consolidated financial statements include the financial statements of the company and its subsidiary undertakings drawn up to 26 December 2008, and are prepared under the historical cost convention, and in accordance with the Companies Act 1985 and applicable accounting standards in the United Kingdom. The principal accounting policies, which have been applied consistently throughout the period, are set out below.

Basis of Consolidation

The consolidated financial statements include the financial statements of the company and its subsidiary undertakings which have been prepared under the principles of merger accounting. As a result, although the group company was only incorporated on the 17 March 2008, the consolidated financial statements are presented as if the incorporation took place on the 27 December 2007. This date is the effective date in which all parties agreed to backdate the ownership of Pontin's Limited, a company which was purchased on 26 March 2008.

Under section 230(4) of the Companies Act 1985 the company is exempt from the requirement to present its own profit and loss account.

Tangible fixed assets and depreciation

Tangible fixed assets are stated at historic purchase cost less accumulated depreciation. 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.

Freehold buildings, and long leasehold land and buildings	-	50 years
Fixtures, fittings, plant and equipment (acquired)	-	5 years
Fixtures, fittings, plant and equipment (new)	-	7 years
Computer equipment	-	5 years
Legal fees	-	5 years
Motor vehicles	-	4 years

Freehold land is not depreciated.

Goodwill

Goodwill arising on the acquisition of the business, which represents the excess of the fair value of the consideration given over the fair value of the identifiable assets acquired, is capitalised and amortised on a straight line basis over the term of the loan (5 years).

Operating leases

Costs in respect of operating leases are charged to the profit and loss account on a straight line basis over the lease term.

Pensions

Contributions are also made to the personal defined contribution pension plans of certain employees. The expenditure is charged to the profit and loss account as incurred.

Golf 1 Limited

Notes to the financial statements (continued)

1 Accounting policies (continued)

Provisions

Provisions are recognised when the group 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.

Stocks

Stocks are stated at the lower of cost and net realisable value and consist of finished goods purchased for resale. Where necessary provision is made for obsolete, slow moving and defective stocks.

Taxation

Corporation tax payable is provided on taxable profits at the current rate.

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.

Finance Costs

The costs of acquiring the bank loans are capitalised and treated as a deduction against bank loans. This cost is then amortised over the life of the bank loan, which is 5 years.

Turnover

Turnover represents the amounts (excluding value added tax) derived from the provision of goods and services to customers. Turnover is recognised as holidays are taken.

Cash and liquid resources

Cash, for the purpose of the cash flow statement, comprises cash in hand and deposits repayable on demand.

2 Segmental information

The group's turnover was derived from its principal activity and all occurred within the United Kingdom.

Golf 1 Limited

Notes to the financial statements (continued)

3 Loss on ordinary activities before taxation

	2008 £'000
<i>Loss on ordinary activities before interest and taxation is stated after charging/(crediting):</i>	
Staff costs	16,785.8
Depreciation and other amounts written off tangible fixed assets	
- Owned assets	1,242.4
- Leased assets	76.4
Amortisation of goodwill	240.6
Amortisation of loan fee	90.0
Profit on disposal of fixed assets	(211.0)
Auditors' Remuneration	
- Audit of annual accounts	28.8
- Tax services	10.0

Profit on disposal of fixed assets has arisen from the sale of a property at the Prestatyn site which formed part of the acquisition. The Board of Directors have assessed the original value of the site acquired and believe that this disposal has not reduced the overall value of the property remaining and as such have written off no net book value to it.

4 Remuneration of directors

	2008 £'000
Aggregate emoluments	83.6
Group contributions to money purchase pension schemes	-
	83.6

Golf 1 Limited

Notes to the financial statements (continued)

5 Staff numbers and costs

The average number of persons employed by the group (including directors) during the period, analysed by category, was as follows:

	Number of employees
	2008
Operational – Seasonal	1,035
Management and administration – Permanent	269
	1,304

The aggregate payroll costs of these persons were as follows:

	2008 £'000
Wages and salaries	15,568.1
Social security costs	1,094.7
Other pension costs	123.0
	16,785.8

There are no pension costs prepaid or accrued at the period end.

6 Interest payable and similar charges

	2008 £'000
Interest payable on overdrafts and bank loans	2,379.8
Interest accrued on Loan Notes	307.4
	2,687.2

Golf 1 Limited

Notes to the financial statements (continued)

7 Taxation

	2008 £'000
Current tax:	
UK Corporation tax at 28.5% on the losses for the period	-
Deferred tax:	
Origination and reversal of timing differences	53.0
Tax credit on (loss) on ordinary activities	53.0

The tax assessed for the period is higher than the standard rate of corporation tax in the UK of 28.5%. The differences are explained below:

	2008 £'000
Loss on ordinary activities before taxation	(843.4)
Loss on ordinary activities multiplied by the standard rate of corporation tax in the UK of 28.5%	(240.4)
Effects of:	
Expenses not deductible for tax purposes	187.4
Depreciation in excess of capital allowances	35.9
Other short term timing differences	17.1
Current tax charge for the period	-

The company has no tax.

Golf 1 Limited

Notes to the financial statements (continued)

8 Profits of parent company

As permitted under section 230 of the Companies Act 1985, the profit and loss and account of the parent company is not presented as part of these accounts. The parent company did not trade during the period.

9 Investments

Group

The group has no listed investments.

Company

2008

£'000

Cost and net book value

Additions in the period

-

At 26 December 2008

-

The company acquired the nominal share capital of the subsidiaries listed on incorporation during the period. Consideration for each acquisition was £1 settled by an intercompany loan.

	Principal Activity	Class of Share	% of shares held in	
			Group	Company
Pontin's Bingo Limited	Gaming	Ordinary	100%	-
Pontin's Limited	Operation of holiday parks	Ordinary	-	100%

The directors believe that the carrying value of the investments is supported by their underlying net assets.

Golf 1 Limited

Notes to the financial statements (continued)

10 Goodwill

Group	Total
	£'000
Cost	
On acquisition and as at 26 December 2008	1,465.9
Amortisation	
Charge for the period and as at 26 December 2008	(240.6)
Net book value	
At 26 December 2008	1,225.3

On 26 March 2008 Golf 3 Limited (now Pontin's Limited) purchased the assets of Crofton Limited (formerly Pontin's Limited, Registered No: 5080013) for a total consideration of £46 million. Although the purchase was dated 26 March 2008, it was agreed by all parties that the effective date of ownership would be backdated to 27 December 2007. The following table sets out the book values of the identifiable assets and liabilities acquired and their fair value:-

	Book value	Fair value adjustment	Other adjustments	Provisional fair value
	£'000	£'000	£'000	£'000
Fixed assets				
Tangible assets	46,000.0	-	1,700.8	47,700.8
Current assets				
Stock	1,662.8	(286.2)	-	1,376.6
Creditors	(597.3)	-	-	(597.3)
Issue costs	-	-	450.0	450.0
Working capital	(4,625.3)	(554.3)	-	(5,179.6)
	42,440.2	(840.5)	1,401.6	43,750.5
Goodwill arising on acquisition				1,465.9
Consideration				45,216.4

Golf 1 Limited

Notes to the financial statements (continued)

10 Goodwill (continued)

Satisfied by	£'000
Net proceeds - cash	38,440.2
Loan note	4,000.0
Stamp duty	1,700.8
Acquisition costs	1,075.4
	45,216.4

The fair value adjustment is as a result of a review of the carrying value of stock items and their saleability and usefulness following acquisition. The other adjustments relate to the issue costs of £450k and stamp duty of £1,700.8 (of which £951.6k was paid on the date of acquisition and the balance by way of drawdown off the revolving facility). The Board of Directors are assessing the carrying value of the working capital position as at the acquisition date with Crofton Limited, the former company. As such the numbers are provisional and will be agreed by the end of the next financial period.

The company has no goodwill.

11 Tangible assets

Group	Freehold land and buildings	Long leasehold land and buildings	Fixtures, fittings, plant and equipment (acquired)	Fixtures, fittings, plant and equipment (new)	Motor vehicles	Total
	£'000	£'000	£'000	£'000	£'000	£'000
Cost						
On acquisition	18,317.9	25,812.9	3,570.0	-	-	47,700.8
Additions	-	16.6	-	565.9	39.6	622.1
At 26 December 2008	18,317.9	25,829.9	3,570.0	565.9	39.6	48,322.9
Depreciation						
Charge for period	235.6	329.7	714.0	38.5	1.0	1,318.8
At 26 December 2008	235.6	329.7	714.0	38.5	1.0	1,318.8
Net book value						
At 26 December 2008	18,082.3	25,499.8	2,856.0	527.4	38.6	47,004.1

The cost of freehold and long leasehold land and buildings includes £15,868.8k of non-depreciable land.

Golf 1 Limited

Notes to the financial statements (continued)

11 Tangible assets (continued)

The company has capital commitments at the end of the financial period, for which no provision has been made in the accounts for £530k. Quotes for these commitments have been obtained but no contracts have been entered into as at the balance sheet date.

Company

The company has no tangible assets.

12 Stocks

Group	2008 £'000
Goods held for resale	864.6
Consumables	231.2
	1,095.8

Company

The company has no stocks.

13 Debtors

Group	2008 £'000
Trade debtors	278.0
Other debtors	2,630.3
Deferred tax asset (note 16)	53.0
Prepayments and accrued income	374.7
	3,336.0

Company

The company has £100 of debtor balances owed from the issuing of ordinary share capital.

Golf 1 Limited

Notes to the financial statements (continued)

14 Creditors: amounts falling due within one year

Group	2008
	£'000
Revolving loan facility	2,250.0
Trade creditors	2,472.2
Other creditors	352.6
Other taxes and social security	886.2
Accruals and deferred income	6,006.9
	11,967.9

The revolving loan facility is repayable within 1 month and has been drawn down from the overall £5m revolving facility available to the company. The interest payable on the loan is calculated with reference to the LIBOR rate prevailing at the time the loan is taken out plus a contracted loan margin. Over the period this ranged from 5.2725% to 7.9841%.

Joint and several personal guarantees have been provided by three of the shareholders in the parent company for any portion of amounts drawn down from the facility, including any interest service costs outstanding. In addition, the revolving loan facility is secured against the assets of the company.

Company

The company has a creditor balance of £1, an amount owed for the transfer of the subscriber share of Pontin's Limited from Golf 2 Limited (registration: 06450193).

Golf 1 Limited

Notes to the financial statements (continued)

15 Creditors: amounts falling due after one year

Group	Repayable within	2008 £'000
Debenture loans	1-2 years	15,000.0
	2-5 years	25,000.0
Un-amortised issue costs		(360.0)
Loan notes		4,000.0
Loan note interest		307.4
		43,947.4

The debenture loans are split between a senior tranche of £32.5m and a junior tranche of £7.5m. The junior tranche is fully repayable within 1-2 years. The interest payable on each tranche of loan is calculated with reference to the LIBOR rate prevailing at the time the loan is taken out, 3 month or 6 month depending upon the company's request, plus a contracted loan margin. The debenture loans are secured on the assets of the company.

The interest payable on the bank loans has been fully hedged in line with the repayment plans at a fixed LIBOR rate of 5.245% up until and including the final repayment of the senior tranche loan.

On acquisition a bank fee of £450,000 was charged to the company for arranging the facilities. This has been treated as a deduction off the bank loan in accordance with FRS4 and is being amortised over the term of the loans, being 5 years. In the period a charge of £90,000 was charged to the profit & loss account.

The Loan note is held by Crofton Limited. Interest on the loan notes is calculated with reference to the LIBOR rate prevailing on a 3 month basis on the 30 March, 29 June, 29 September and 30 December, plus a contracted loan margin. The directors have considered the circumstances when cash consideration for the loan notes would be required and due to them being linked to the priority of bank debt repayments, these are forecast not to be paid within the next 12 months. The loan notes are secured on the assets of the company, with priority given to the debenture loans.

Company

The company has no creditors falling due after one year.

Golf 1 Limited

Notes to the financial statements (continued)

16 Deferred Tax

Group	2008 £'000
Deferred taxation	53.0
At end of the period	53.0

The elements of deferred taxation at the period end are as follows:

	2008 £'000
Accelerated capital allowances	35.9
Loss carried forward	17.1
	53.0

Company

The company has no deferred tax provisions.

17 Called up share capital

	Group and company 2008 £'000
<i>Authorised</i>	
Equity: 100 Ordinary shares of £1 each	0.1
<i>Allotted, called up and fully paid</i>	
Equity: 100 Ordinary shares of £1 each	0.1

Golf 1 Limited

Notes to the financial statements (continued)

18 Reserves

Group	Profit and loss account £'000
Loss for the period	(790.4)
At 26 December 2008	(790.4)

Company

As the company did not trade during the period no profit and loss account items arose.

19 Reconciliation of movement in shareholders' funds

	Group 2008 £'000	Company 2008 £'000
Issue of share capital	0.1	0.1
Loss for the financial period	(790.4)	-
Shareholders' (deficit)/funds at end of period	(790.3)	0.1

20 Related party transactions

There were no related party transactions in the period.

21 Ultimate controlling party

In the opinion of the directors, the ultimate controlling party comprises each of the five shareholders being:

G T Parr
I A Smith
C Osborne
J Parr
Grovemoor Limited