

Natural Land 3 Limited

FINANCIAL STATEMENTS

for the year ended

31 March 2012



Natural Land 3 Limited

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

Timothy Dennis
Ewan James Kearney
Matthew Dawson Spence
Anthony Wild

REGISTERED OFFICE

Whitecroft House
First Floor
51 Water Lane
Wilmslow
Cheshire
England
SK9 5BQ

AUDITOR

Baker Tilly UK Audit LLP
Chartered Accountants
3 Hardman Street
Manchester
M3 3HF

Natural Land 3 Limited

DIRECTORS' REPORT

The directors submit their report and financial statements of Natural Land 3 Limited for the year ended 31 March 2012

PRINCIPAL ACTIVITIES

The principal activity of the company during the year was that of the ownership and rental of furnished holiday accommodation

DIRECTORS

The directors who served the company during the year were as follows

Timothy Dennis
Ewan James Kearney
Matthew Dawson Spence
Anthony Wild

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITOR

The directors who were in office on the date of approval of these financial statements have confirmed, as far as they are aware, that there is no relevant audit information of which the auditor is unaware. Each of the directors have confirmed that they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that it has been communicated to the auditor.

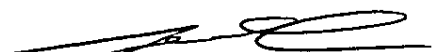
AUDITOR

Baker Tilly UK Audit LLP was appointed as auditor during the year and has indicated its willingness to continue in office.

SMALL COMPANY PROVISIONS

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

On behalf of the board



Anthony Wild

Director

15/3/13

Natural Land 3 Limited

DIRECTORS' RESPONSIBILITIES IN THE PREPARATION OF FINANCIAL STATEMENTS

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with 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 those financial statements, the directors are required to

- a select suitable accounting policies and then apply them consistently,
- b make judgements and accounting estimates that are reasonable and prudent,
- c 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF NATURAL LAND 3 LIMITED

We have audited the financial statements on pages 5 to 13. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (effective April 2008) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

This report is made solely to the company's member, 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 member those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's member as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As more fully explained in the Directors' Responsibilities Statement set out on page 3, 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 (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's website at www.frc.org.uk/apb/scope/private.cfm.

Opinion on the 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 2012 and of its loss for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities, 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 Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

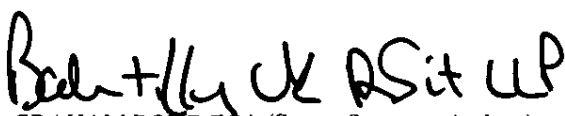
Other matter – prior period financial statements not audited

The company was exempt from audit in the year ended 31 March 2011 and consequently the corresponding figures are unaudited.

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, or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption in preparing the directors' report.



GRAHAM BOND FCA (Senior Statutory Auditor)

For and on behalf of BAKER TILLY UK AUDIT LLP, Statutory Auditor

Chartered Accountants

3 Hardman Street

Manchester

M3 3HF

19/3/13

Natural Land 3 Limited
PROFIT AND LOSS ACCOUNT
for the year ended 31 March 2012

		2012	As restated (see note 11) 2011
	<i>Notes</i>	£	£
TURNOVER		148,481	135,451
Operating expenses		(178,291)	(201,306)
OPERATING LOSS	1	(29,810)	(65,855)
Interest payable and similar charges	2	(9,196)	(146,646)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(39,006)	(212,501)
Taxation	3	—	—
LOSS FOR THE FINANCIAL YEAR	11	<u>(39,006)</u>	<u>(212,501)</u>

Natural Land 3 Limited

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES for the year ended 31 March 2012

	2012 £	As restated 2011 £
Loss for the financial year	(39,006)	(212,501)
Unrealised deficit on revaluation of certain fixed assets	(518,115)	—
Total recognised gains and losses relating to the year	(557,121)	<u>(212,501)</u>
Prior year adjustment (see note 11)	127,405	
Total recognised gains and losses since the last financial statements	<u>(429,716)</u>	

Natural Land 3 Limited


BALANCE SHEET

As at 31 March 2012

		2012	Restated (see note 11) 2011
	Notes	£	£
FIXED ASSETS			
Tangible assets	4	<u>2,513,584</u>	<u>2,940,900</u>
CURRENT ASSETS			
Debtors	5	17,974	12,418
Cash at bank and in hand		<u>41</u>	<u>-</u>
		18,015	12,418
CREDITORS			
Amounts falling due within one year	6	<u>(31,623)</u>	<u>(365,815)</u>
NET CURRENT LIABILITIES		<u>(13,608)</u>	<u>(353,397)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>2,499,976</u>	<u>2,587,503</u>
CREDITORS			
Amounts falling due after more than one year	7	<u>(3,269,594)</u>	<u>(2,800,000)</u>
		<u>(769,618)</u>	<u>(212,497)</u>
CAPITAL AND RESERVES			
Called up share capital	9	4	4
Revaluation reserve	10	(518,115)	-
Profit and loss account	11	<u>(251,507)</u>	<u>(212,501)</u>
DEFICIT		<u>(769,618)</u>	<u>(212,497)</u>

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and with the Financial Reporting Standard for Smaller Entities (effective April 2008)

The financial statements on pages 5 to 13 were approved by the board of directors and authorised for issue on 15/3/13 and are signed on their behalf by



Anthony Wild
Director

Natural Land 3 Limited

ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of certain fixed assets, and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008) ("FRSSE")

GOING CONCERN

As part of its going concern review the Board has followed the guidelines published by the Financial Reporting Council entitled "Going Concern and Liquidity Risk Guidance for UK Companies 2009". The Board has prepared detailed financial forecasts and cash flows looking 12 months ahead from the date the accounts are signed. In drawing up these forecasts the Board has made assumptions based upon its view of the current and future economic conditions that will prevail over the forecast period.

The company's balance sheet shows net liabilities of £769,618. The company has support from related parties, including its ultimate parent undertaking, and in turn, from the loan holder (and main shareholder) in the ultimate parent undertaking. The loan holder (and major shareholder) is considered to have adequate capabilities to provide support as required and has formally confirmed that he will support the company and its parent undertaking for at least the next 12 months.

The current cash funding requirements prepared by management have given the directors a reasonable expectation that the company will have sufficient resources available to continue in operational existence for the foreseeable future, with the confirmed continued support of its parent company and loan holder as noted above. For these reasons, the directors consider it appropriate to prepare the financial statements on a going concern basis.

TURNOVER

Turnover comprises revenue recognised by the company in respect of rents receivable during the period, exclusive of VAT.

FIXED ASSETS

All fixed assets are initially recorded at cost.

DEPRECIATION

Depreciation is calculated so as to write off the cost of a tangible fixed asset, less its estimated residual value, over the useful economic life of that asset as follows:

Fixtures, fittings & equipment	- 33 1/3 % pa
Motor Vehicles	- 25% pa

INVESTMENT PROPERTIES

Investment properties are shown at their open market value. The surplus or deficit arising from the annual revaluation is transferred to the investment revaluation reserve unless a deficit, or its reversal, on an individual investment property is expected to be permanent, in which case it is recognised in the profit and loss account for the year.

This is in accordance with the FRSSE which, unlike the Companies Act, does not require depreciation of investment properties. Investment properties are held for their investment potential and not for use by the company and so their current value is of prime importance. The departure from the provisions of the Act is required in order to give a true and fair view.

Natural Land 3 Limited

ACCOUNTING POLICIES

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. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which 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 a non-discounted basis.

FINANCIAL INSTRUMENTS

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities.

Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the balance sheet. Finance costs and gains or losses relating to financial liabilities are included in the profit and loss account. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity.

Natural Land 3 Limited

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2012

1 OPERATING LOSS

Operating loss is stated after charging

	2012	Restated (see note 11) 2011
	£	£
Depreciation of owned fixed assets	8,427	7,686
Auditor's fees	2,500	—

2 INTEREST PAYABLE AND SIMILAR CHARGES

	2012	2011
	£	£
Bank interest payable	—	146,646
Interest to group undertakings	9,196	—
	<u>9,196</u>	<u>146,646</u>

Interest payable to group undertakings amounted to £9,196 (2011 - £Nil)

3 TAXATION ON ORDINARY ACTIVITIES

Factors affecting current tax charge

The tax assessed on the loss on ordinary activities for the year is the same as the standard rate of corporation tax in the UK of 20% (2011 - 21%), as explained below

	2012	Restated (see note 11) 2011
	£	£
Loss on ordinary activities before taxation	(39,006)	(212,501)
Loss on ordinary activities by rate of tax	(7,801)	(44,625)
Effects of		
Expenses not deductible for tax	347	—
Capital allowances for period in excess of depreciation	845	543
Unrelieved tax losses	6,609	44,082
Total current tax	<u>—</u>	<u>—</u>

Natural Land 3 Limited
NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31 March 2012

4 TANGIBLE FIXED ASSETS

	Restated (see note 11) Investment Property £	Fixtures & Fittings £	Motor Vehicles £	Total £
Cost or valuation				
At 1 April 2011	2,923,094	25,492	–	2,948,586
Additions	95,021	3,705	500	99,226
Revaluation	(518,115)	–	–	(518,115)
At 31 March 2012	<u>2,500,000</u>	<u>29,197</u>	<u>500</u>	<u>2,529,697</u>
Depreciation				
At 1 April 2011	–	7,686	–	7,686
Charge for the year	–	8,302	125	8,427
At 31 March 2012	<u>–</u>	<u>15,988</u>	<u>125</u>	<u>16,113</u>
Net book value				
At 31 March 2012	<u>2,500,000</u>	<u>13,209</u>	<u>375</u>	<u>2,513,584</u>
At 31 March 2011	<u>2,923,094</u>	<u>17,806</u>	<u>–</u>	<u>2,940,900</u>

Investment properties were valued on an open market existing use basis at 31 March 2012 by Edward Symmons LLP, an independent surveyor registered with the RICS. No depreciation is provided in respect of investment properties or land.

5 DEBTORS

	2012 £	2011 £
Called up share capital not paid	–	4
Other debtors	17,974	12,414
	<u>17,974</u>	<u>12,418</u>

6 CREDITORS Amounts falling due within one year

	2012 £	2011 £
Bank loans	–	300,000
Trade creditors	13,517	49,937
Other creditors	18,106	15,878
	<u>31,623</u>	<u>365,815</u>

7 CREDITORS Amounts falling due after more than one year

	2012 £	2011 £
Bank loans	–	2,800,000
Amounts owed to group undertakings	169,594	–
Amount due to related party (see note 8)	3,100,000	–
	<u>3,269,594</u>	<u>2,800,000</u>

Natural Land 3 Limited

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2012

8 RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption offered by FRS8 to wholly owned subsidiaries within a larger group, with regard to the disclosure of transactions with other group companies

The directors MD Spence, EJ Kearney and A Wild have an interest in K2 Equity Partners LLP which provided services to the value of £17,948 (2011 - £21,662) to the company during the year Included in trade creditors is £nil (2011 - £21,548) payable to K2 Equity Partners LLP at 31 March 2012

K2 Equity Partners LLP has an interest in Natural Retreats Management Limited which has a 100% interest in Natural Retreats UK Limited

During the year the company received income amounting to £148,481 (2010 - £89,263) from Natural Retreats UK Limited There were no amounts outstanding at the year end

During the year the company purchased service amounting to £155,083 (2011 - £87,955) from Natural Retreats UK Limited The company owed Natural Retreats UK Limited £14,401 (2011 - £13,966) at the year end

K2 Equity Partners LLP also has an interest in Natural Retreats LP

During the year the company received income amounting to £nil (2011 - £44,140) from Natural Retreats LP There was no outstanding balance at the year end

The company purchased services amounting to £nil (2011 - £48,039) from Natural Retreats LP during the year There was no outstanding balance at the year end

D Gorton is a shareholder and ultimate controlling party of the parent company Natural Assets Investments Limited At 31 March other creditors includes £3,100,000 owing to D Gorton No interest is provided on this amount

9 SHARE CAPITAL

	2012	2011
	£	£
Allotted and called up		
4 Ordinary shares fully called of £1 each	4	4

The amounts of paid up share capital for the following categories of shares differed from the called up share capital stated above due to unpaid calls and were as follows

	2012	2011
	£	£
Ordinary shares fully called	4	4

Natural Land 3 Limited

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2012

10 RECONCILIATION OF SHAREHOLDERS FUNDS MOVEMENT ON RESERVES

	Share capital £	Revaluation reserve £	Restated (see note 11) Profit and loss account £	Total £
At 1 April 2011				
– as previously reported	4	–	(339,906)	(339,902)
– Prior year adjustment (note 11)	–	–	127,405	127,405
	<u>4</u>	<u>–</u>	<u>(212,501)</u>	<u>(212,497)</u>
Loss for the year	–	–	(39,006)	(39,006)
Revaluation of investment property	–	(518,115)	–	(518,115)
At 31 March 2012	<u>4</u>	<u>(518,115)</u>	<u>(251,507)</u>	<u>(769,618)</u>

11 PRIOR PERIOD ADJUSTMENT

During the period ended 31 March 2011 depreciation was charged on the company's investment property contrary to FRSSE. This was a fundamental error and has resulted in the restatement of the prior period's results. The effect of the restatement is to reduce the previously reported loss by £127,405 resulting in a revised loss after tax of £212,501 and to reduce net liabilities at 31 March 2011 by £127,405 to £212,497.

12 ULTIMATE PARENT COMPANY

The company is wholly owned by Natural Assets Investments Limited, a company registered in England and Wales. The consolidated financial statements of this group are available to the public from Companies House.

The ultimate controlling party is Mr D Gorton.