**GROUP FINANCIAL STATEMENTS** 

for the year ended

31 March 2014

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# Natural Assets Investments Limited FINANCIAL STATEMENTS

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# Natural Assets Investments Limited OFFICERS AND PROFESSIONAL ADVISERS

#### **DIRECTORS**

Timothy Dennis Ewan James Kearney Matthew Dawson Spence Anthony Wild

#### **REGISTERED OFFICE**

51 Water Lane Wilmslow Cheshire England SK9 5BQ

#### **AUDITOR**

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

#### **DIRECTORS' REPORT**

The directors submit their report and financial statements of Natural Assets Investments Limited for the year ended 31 March 2014.

#### PRINCIPAL ACTIVITIES

The principal activity of the company during the year was that of holding company.

The principal activities of the subsidiary entities are holiday lettings, land ownership, property development and the provision of retail and guiding services.

#### **RESULTS AND DIVIDENDS**

The loss for the year amounted to £4,335,462. The directors have not recommended a dividend.

#### 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 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

22-12-14

# Natural Assets Investments 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 group and the company and of the profit or loss of the group 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 group and the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group's and company's transactions and disclose with reasonable accuracy at any time the financial position of the group and 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 group and the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF NATURAL ASSETS INVESTMENTS LIMITED

We have audited the group and parent company financial statements ("the financial statements") on pages 5 to 20. 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 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 members 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 Financial Reporting Council's website at http://www.frc.org.uk/auditscopeukprivate.

#### Opinion on the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the group's and parent company's affairs as at 31 March 2014 and of the group's loss for the period 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 Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements.

#### 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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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.
- 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 from the requirement to prepare a strategic report or 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

23/12/14

# GROUP PROFIT AND LOSS ACCOUNT

for the year ended 31 March 2014

	Notes	2014 £	2013 £
TURNOVER (including share of joint venture) Less: Share of joint venture turnover		1,509,503 (16,875)	1,321,589
GROUP TURNOVER	2	1,492,628	1,321,589
Cost of sales		(704,723)	(497,244)
GROSS PROFIT		787,905	824,345
Operating expenses Other operating income	3	(2,836,673)	(6,162,481)
OPERATING LOSS		(2,048,768)	(5,338,136)
Attributable to: Operating loss before exceptional items Exceptional items	4 4	(2,048,768) - (2,048,768)	(3,156,161)
Share of operating loss of joint ventures		(2,662) (2,051,430)	(16,760) (5,354,896)
Profit/(loss) on disposal of fixed assets		850,764	(312,642)
Profit on disposal of subsidiaries		(1,200,666)	266,882 (5,400,656)
Interest payable and similar charges	6	(3,105,301)	(2,197,597)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(4,305,967)	(7,598,253)
Taxation		-	-
LOSS ON ORDINARY ACTIVITIES AFTER TAXATION		(4,305,967)	(7,598,253)
Attributable to minority interest (companies)		(29,495)	(20,667)
DEFICIT FOR THE FINANCIAL YEAR	18	(4,335,462)	(7,618,920)

The loss for the year arises from the group's continuing operations.

# Natural Assets Investments Limited GROUP STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES for the year ended 31 March 2014

	Notes	2014 £	2013 £
Loss for the financial year		(4,335,462)	(7,618,920)
Unrealised surplus on revaluation of certain fixed assets	18	2,433,554	725,336
Total recognised gains and losses since the last financial statements		(1,901,908)	(6,893,584)

# **GROUP BALANCE SHEET**

As at 31 March 2014

	Notes	2014 £	2013 £
FIXED ASSETS	1,000		-
Goodwill	·8	, ,	8,409,333
Negative goodwill	8	(266,365)	(282,034)
Net goodwill		7,550,479	8,127,299
Development costs	8	76,777	65,072
Intangible assets	8	7,627,256	8,192,371
Tangible assets	9	27,705,511	25,005,802
Investments	10	,	33,165
Share of losses in joint ventures		(19,422)	(16,760)
		35,396,799	33,214,578
CURRENT ASSETS		47.207	40 170
Stocks Debtors	11	47,396 1,463,114	40,178 1,440,905
Cash at bank and in hand	11	79,938	111,420
		1,590,448	1,592,503
CREDITORS			
Amounts falling due within one year	12	(3,284,091)	(4,350,786)
NET CURRENT LIABILITIES		(1,693,643)	(2,758,283)
TOTAL ASSETS LESS CURRENT LIABILITIES		33,703,156	30,456,295
CREDITORS	12	(42.262.284)	(29 575 (20)
Amounts falling due after more than one year	13	(43,362,384)	(38,373,636)
Government grants	14	(1,807,499)	(1,474,973)
Minority interest (companies)		(215,314)	(185,819)
		(11,682,041)	(9,780,133)
CAPITAL AND RESERVES			
Called up share capital	17	1,000	1,000
Merger reserve	18	149,999	149,999
Revaluation reserve	18	3,387,388	778,998
Profit and loss account	18	(15,220,428)	(10,710,130)
DEFICIT	19	(11,682,041)	(9,780,133)

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements on pages 5 to 20 were approved by the board of directors and authorised for issue on 22-12-12 and are signed on their behalf by:

Anthony Wild Director

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**BALANCE SHEET** As at 31 March 2014

	-		
		2014	2013
	Notes	£	£
FIXED ASSETS	9	110 007	22 700
Tangible assets Investments	10	118,987 283,516	23,709 233,227
nivesinients	10		
		402,503	256,936
CURRENT ASSETS			
Debtors	11	22,931,332	16,486,711
Cash at bank and in hand		51,736	83,775
		22,983,068	16,570,486
CREDITORS		22,963,006	10,570,480
Amounts falling due within one year	12	(601,932)	(56,074)
NET CURRENT ASSETS		22,381,136	16,514,412
TOTAL ASSETS LESS CURRENT LIABILITIES		22,783,639	16,771,348
CREDITORS	12	(25, 400, 0.61)	(22.504.405)
Amounts falling due after more than one year	13	(37,490,861)	(33,594,495)
		(14,707,222)	(16,823,147)
		<del></del>	
CAPITAL AND RESERVES			
Called up share capital	17	1,000	1,000
Merger reserve Profit and loss account	18 18	149,999	149,999
From and 1055 account	10	(14,858,221)	(16,974,146)
DEFICIT		(14,707,222)	(16,823,147)

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements on pages 5 to 20 were approved by the board of directors and authorised for issue on 22-12-14 and are signed on their behalf by:

Anthony Wild Director

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#### NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2014

#### 1 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.

#### 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 group is currently in its development phase with the balance sheet showing net current liabilities of £1,693,643 (2013: £2,758,283) and net liabilities of £11,682,041 (2013: £9,780,133). Certain of the group's properties are still currently under development and so the group is reliant on support to cover its working capital requirements.

The group has support from the loan holder who is also the main shareholder. He is considered to have adequate capabilities to provide support as required and has formally confirmed that he will support the group for at least the next 12 months from the date of approval of the financial statements.

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

#### BASIS OF CONSOLIDATION

As a small group, the group is not required to prepare consolidated financial statements, but has chosen to do so. The consolidated financial statements incorporate the financial statements of the company and all group undertakings. These are adjusted, where appropriate, to conform to group accounting policies. The results of companies acquired or disposed of are included in the group profit and loss account after or up to the date that control passes respectively. As a consolidated group profit and loss account is published, a separate profit and loss account for the parent company is omitted from the group financial statements by virtue of section 408 of the Companies Act 2006.

#### CASH FLOW STATEMENT

As a small group the group is exempt from the requirement to present a cash flow statement.

#### INTANGIBLE ASSETS - DEVELOPMENT COSTS

Expenditure on research activities is recognised as an expense in the period in which it is incurred. Development costs are only capitalised when the related products meet the recognition criteria of an internally generated intangible asset, the key criterion being as follows:

- technical feasibility of the completed intangible asset;
- the probability of future economic benefits;
- the reliable measurement of costs; and
- the ability and intention of the company to use or sell the intangible asset.

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

Development costs

5% per annum on cost

#### NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2014

#### 1 ACCOUNTING POLICIES (continued)

#### **INTANGIBLE ASSETS - GOODWILL**

Positive purchased goodwill arising on acquisitions is capitalised, classified as an asset on the Balance Sheet and amortised over its estimated useful life up to 20 years. Goodwill is reviewed for impairment at the end of the first full financial year following each acquisition and subsequently as and when necessary if circumstances emerge that indicate that the carrying value may not be recoverable.

Negative goodwill arises when the fair value of the consideration for an acquired subsidiary is less than the fair value of the separable net assets. The amount up to the value of the non-monetary assets acquired is credited to the profit and loss account in the period in which those non-monetary assets are recovered through depreciation or sale. Negative goodwill in excess of the fair value of the non-monetary assets acquired is credited to the profit and loss account in the periods expected to benefit.

#### **TURNOVER**

Turnover comprises revenue recognised by the group in respect of rents receivable during the period.

#### **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 and fittings

25% - 331/3% straight line

Motor vehicles

25% straight line

Plant and equipment

331/3% straight line

Development properties are not depreciated. Upon completion they are transferred to investment properties and accounted for under SSAP 19.

#### **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 SSAP 19 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.

#### **STOCKS**

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

#### **OPERATING LEASE AGREEMENTS**

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease.

#### NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2014

#### 1 ACCOUNTING POLICIES (continued)

#### **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.

Deferred tax is not provided on revaluation surpluses on investment properties as there is no intention to dispose of them in the foreseeable future.

#### FOREIGN CURRENCIES

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences are taken into account in arriving at the operating profit.

#### ASSOCIATED UNDERTAKINGS

Undertakings in which the group has a participating interest and over which it exerts significant influence are defined as associated undertakings. The financial statements include the appropriate share of the results and reserves of these undertakings using the equity method based on audited financial statements.

#### RELATED PARTY TRANSACTIONS

In accordance with the exemptions conferred by Financial Reporting Standard No.8, details of transactions with entities 100% of whose voting rights are controlled within the group have not been disclosed.

#### 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.

#### **DEFERRED GOVERNMENT GRANTS**

Deferred government grants in respect of capital expenditure are treated as deferred income and are credited to the profit and loss account over the estimated useful life of the assets to which they relate.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2014

#### 2 TURNOVER

The turnover and loss before tax are attributable to the principal activities of the group. An analysis of turnover is given below:

		2014 £	. 2013 £
	United Kingdom United States of America	1,492,628	1,255,749 65,840
		1,492,628	1,321,589
3	OTHER OPERATING INCOME		
		2014 £	2013 £
	Other operating income	-	-
4	OPERATING LOSS		
	Operating loss is stated after charging:	2014	2013
	Directors' remuneration Depreciation of owned fixed assets Amortisation of intangible fixed assets (Profit)/loss on disposal of fixed assets Operating leases – land and buildings Net loss/(gain) on foreign currency translation Auditor's remuneration - audit of the financial statements Exceptional items: Permanent diminutions in value of investment properties Impairment of intangible fixed assets	£ 30,000 383,880 581,004 (434,107) 66,260 196 36,660	£ 207,308 579,531 267,139 66,017 (338) 42,507 622,271 2,533,890
5	DIRECTORS' REMUNERATION		
	The directors' aggregate remuneration in respect of qualifying services were:	2014 £	2013 £
	Sums paid to third parties for directors' services	30,000	-

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2014

#### 6 INTEREST PAYABLE AND SIMILAR CHARGES

	2014	2013
	£	£
On bank loans and overdrafts	193,056	246,546
On other loans	2,912,245	1,951,051
	3,105,301	2,197,597
	<del></del>	

#### 7 LOSS ATTRIBUTABLE TO MEMBERS OF THE PARENT COMPANY

The profit dealt with in the financial statements of the parent company was £2,115,925 (2013: loss £2,145,189).

#### 8 INTANGIBLE FIXED ASSETS

Group	Development costs	_	Goodwill on consolidation	Total £
Cost				
At 31 March 2013	67,783	(313,372)	9,315,900	9,070,311
Additions	15,889	-	-	15,889
At 31 March 2014	83,672	(313,372)	9,315,900	9,086,200
Amortisation				
At 31 March 2013	2,711	(31,338)	906,567	877,940
Charge for the year	4,184	(15,669)	592,489	581,004
At 31 March 2014	6,895	(47,007)	1,499,056	1,458,944
Net book value				
At 31 March 2014	76,777	(266,365)	7,816,844	7,627,256
At 31 March 2013	65,072	(282,034)	8,409,333	8,192,371

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2014

Group	Development properties	Investment properties	Fixtures and fittings	Plant and machinery	Total
	£	properties £	£	f.	£
Cost or valuation	~	~	~	~	~
At 1 April 2013	5,494,520	18,415,673	1,266,954	133,835	25,310,982
Additions	1,414,729	306,926	487,776	18,810	2,228,241
Disposals	(356,621)	(1,221,584)	-	-	(1,578,205)
Revaluation	-	2,433,553	-	-	2,433,553
Reclassification	(4,358,158)	4,358,158	-	-	-
At 31 March 2014	2,194,470	24,292,726	1,754,730	152,645	28,394,571
Depreciation					
At 1 April 2013	-	-	297,332	7,848	305,180
Charge for the year	<u> </u>		365,217	18,663	383,880
At 31 March 2014	<del></del>		662,549	26,511	689,060
Net book value					
At 31 March 2014	2,194,470	24,292,726	1,092,181	126,134	27,705,511
At 31 March 2013	5,494,520	18,415,673	969,622	125,987	25,005,802
The cost or valuation of in	vestment properties is r	epresented by:	-		
				2014	2013
				£	£
Valuation in 2014				24,292,726	18,415,673

The investment properties were valued on an open market value basis. The valuations were carried out internally in 2014, except for JOG Highlands LLP which used Sanderson Weatherall, Chartered Surveyors, who provided the valuation as at 31 March 2014. No depreciation is provided in respect of investment properties or land.

Company	Equipment £	Plant and machinery £	Total £
Cost or valuation At 1 April 2013 Additions	5,955 750	21,360 118,463	27,315 119,213
At 31 March 2014	6,705	139,823	146,528
Depreciation At 1 April 2013 Charge for year	2,235	3,606 21,700	3,606 23,935
At 31 March 2014	2,235	25,306	27,541
Net book value At 31 March 2014	4,470	114,517	118,987
At 31 March 2013	5,955	17,754	23,709

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2014

10

INVESTMENTS				
Group			Associated undertakings	
			£	
Cost			33,165	
Additions			50,289	
At 31 March 2014			83,454	
Net book value				
At 31 March 2014			83,454	
At 31 March 2013			33,165	
		Tours advis and the		
Company	Associated	Investment in	Other	
	undertakings	subsidiary undertakings	investments	Total
Cost	t f	undertakings £	£	£
At 1 April 2013	33,165	200,062	~	233,227
Additions	20,289	-	30,000	50,289
	-			
At 31 March 2014	53,454	200,062	30,000	283,516
Net book value				
At 31 March 2014	53,454	200,062	30,000	283,516
At 31 March 2013	33,165	200,062	-	233,227

During the year ended 31 March 2013, the company acquired a 33% shareholding in Gibbon Lawson McKee Limited. Whilst the shareholding would represent an associated undertaking, the financial statements do not include the appropriate share of the results and reserves of this undertaking as it is not considered material to these consolidated financial statements and would be of no value to its members.

#### SUBSIDIARY UNDERTAKINGS

All held by the company:			
Name	Country of		
	incorporation	Holding	Nature of business
Pentire Fistral Beach Limited	England	100%	Holiday lettings
Trewhiddle Village Limited	England	100%	Holiday lettings
Natural Land 3 Limited	England	100%	Holiday lettings
North York Moors Limited	England	100%	Property development
DOL Park Limited	England	100%	Holding company
John O'Groats Highland Limited	England	100%	Holding company
Snowdonia Land Limited *	England	100%	Land ownership
Yorkshire Dales Limited	England	100%	Holiday lettings
Natural Outfitters Limited	England	100%	Retail and guiding services
Mini Gems Limited	England		Design and development of camping pods
DOL Park Limited has the following sul	bsidiary:		
Natural Land 1 LLP	England	100%	Property development

#### NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2014

#### 10 INVESTMENTS (continued)

John O'Groats Highland Limited has the following subsidiary:

JOG Highlands LLP England 91.4% Property development

Pentire Fistral Beach Limited has the following subsidiary:

Pentire Management Limited England 100% Property management

Natural Land 3 Limited has the following subsidiaries:

NL3 Cottages Management Limited England 100% Property management

Natural Land 3 Management

Limited England 100% Dormant

OTHER PARTICIPATING INTERESTS HELD BY THE COMPANY:

Jog 2 LimitedEngland50% Land ownershipJog 3 LLPEngland50% Land ownershipGibbon Lawson McKee LimitedEngland33% Surveying & architectureEnd to End LimitedEngland50% Leisure and events company

On 11 June 2014 the company purchased the entire issued share capital of Cairngorm Mountain Limited for a total consideration of £200,001 paid in cash.

#### 11 DEBTORS

	2014		2013	
	Group Company	Group	Company	
	£	£	£	£
Trade debtors	91,521	35,681	58,496	21,006
Amounts owed by group undertakings Amounts owed by associated	-	22,068,958	•	15,626,715
undertakings	473,969	482,786	528,138	522,067
Other debtors	897,624	343,907	854,271	316,923
	1,463,114	22,931,332	1,440,905	16,486,711

The debtors above include the following amounts falling due after more than one year:

	2014		2013	
	Group £	Company £	Group £	Company £
Other debtors	100,000	-	100,000	

<sup>\*</sup> On 2 July 2014 Snowdonia Land Limited changed its name to Na Lews Castle Limited.

#### NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2014

12	<b>CREDITORS</b>	amounts	falling	due	within	one year

_	2014		2013	
	Group	Group Company	Group	Company
	£	£	£	£
Bank overdraft	-	-	31	-
Bank loan	2,700,000	-	3,000,000	_
Trade creditors	368,561	51,015	698,121	3,331
Amounts owed to group undertakings	•	512,674	-	_
Other tax and social security	881	-	7,990	-
Other creditors	214,649	38,243	644,644	52,743
	3,284,091	601,932	4,350,786	56,074
			<del></del>	

The following liabilities disclosed under creditors falling due within one year are secured by the group on certain properties:

p p	20	2014		13
	Group £	Company £	Group £	Company £
Bank loan	2,700,000	-	3,000,000	-

Since the balance sheet date, the terms of repayment of the bank loans have been renegotiated. A loan of £1,500,000 will be repaid in seven quarterly instalments of approximately £18,000 and a final repayment of the balance. A loan of £1,200,000 is repayable from the proceeds of property sales, and is repayable in full by 28 February 2015.

#### 13 CREDITORS amounts falling due after more than one year

	2014		20	)13
	Group	Company	Group	Company
	£	£	£	£
Other creditors	43,362,384	37,490,861	38,575,636	33,594,495

The following liabilities disclosed under creditors falling due after more than one year are secured by the group on certain properties.

	20	2014		2013	
	Group £	Company £	Group £	Company £	
Other creditors	2,771,523		1,881,141		

This other creditor figure is a loan secured by a debenture over the assets of the company. The loan is repayable in full on 11 June 2022 with quarterly payments commencing two years from the date of issue of the loan.

#### NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2014

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GOVERN	MENT GRANTS	
		Group
		£
	nd receivable:	1 474 072
At 1 April 2		1,474,973
Receivable	during year	332,526
At 31 Marc	h 2014	1,807,499
Amortisation		
At 1 April 2	2013 and 31 March 2014	
Net balance	e at 31 March 2014	1,807,499
Net balance	e at 31 March 2013	1,474,973

During the year ended 31 March 2012 JOG Highlands LLP signed an agreement to receive a development grant from Highlands and Islands Enterprise of up to £1,807,500 or 30% of eligible costs of development at John O'Groats, Scotland. The grant is repayable up until 10 years from the date of the last payment of this grant and is therefore included as a liability until that point in time.

#### 15 COMMITMENTS UNDER OPERATING LEASES

At 31 March 2014 the group had annual commitments under non-cancellable operating leases as set out below.

Group	2014		2013	
	Land and		Land and	
	buildings	Other items	buildings	Other items
	£	£	£	£
Operating leases which expire:				
Within 1 year	-	-	-	-
Within 2 to 5 years	-	-	-	-
After more than 5 years	70,000		38,750	-
	70,000	-	38,750	-

The company had no operating lease commitments.

#### NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2014

#### 16 RELATED PARTY TRANSACTIONS

#### **GROUP**

During the year interest amounting to £2,801,864 (2013: £1,869,910) was payable to D Gorton, the ultimate controlling party of the group.

Long term creditors include loans amounting to £40,590,861 (2013: £36,694,495) owing to D Gorton at various interest rates with an indeterminate repayment date.

EJ Kearney, MD Spence and A Wild are members of K2 Equity Partners LLP.

During the year the group received services to the value of £46,996 (2013: £86,498) from K2 Equity Partners LLP.

Natural Assets Investments Limited owns 50% of the issued share capital of a company, Jog 2 Limited, for which the group paid expenses amounting to £41,005 (2013: £206,638) during the year. At 31 March 2014 the group was owed £168,519 (2013: £222,659) by Jog 2 Limited, of which £8,817 (2013: £8,817) has been provided.

The company also owns 50% of Jog 3 LLP. At 31 March 2014, Jog 3 LLP owed the company £314,267 (2013: £314,296), of which £Nil (2013: £Nil) has been provided.

The company's directors, E J Kearney, M D Spence and A Wild, together with the controlling party D Gorton, have an interest in Natural Retreats UK Limited. During the year ended 31 March 2014 the group paid rent and other expenses amounting to £545,110 (2013: £432,569) to Natural Retreats UK Limited, and the group received services from Natural Retreats UK Limited amounting to £539,427 (2013: £920,787). At 31 March 2014 the group owed £37,258 (2013: £Nil) to Natural Retreats UK Limited which is included in trade creditors.

During the prior year the group loaned Natural Retreats UK Limited £200,000 this is still outstanding at the year end (2013: £200,000).

In accordance with the exemptions conferred by Financial Reporting Standard No. 8, details of transactions with entities 100% of whose voting rights are controlled within the group have not been disclosed.

#### COMPANY

During the year interest amounting to £2,801,864 (2013: £1,869,910) was payable to D Gorton, the ultimate controlling party of the company.

Long term creditors include loans amounting to £37,490,861 (2013: £33,594,495) owing to D Gorton at various interest rates with an indeterminate repayment date.

EJ Kearney, MD Spence and A Wild are members of K2 Equity Partners LLP.

During the year the company received services to the value of £46,996 (2013: £86,498) from K2 Equity Partners LLP.

Natural Assets Investments Limited owns 50% of the issued share capital of a company, Jog 2 Limited, for which the company paid expenses amounting to £41,005 (2013: £206,638) during the year. At 31 March 2014 the company was owed £168,519 (2013: £222,659) by Jog 2 Limited, of which £8,817 (2013: £8,817) has been provided.

The company also owns 50% of Jog 3 LLP. At 31 March 2014, Jog 3 LLP owed the company £314,267 (2013: £314,296), of which £Nil (2013: £Nil) has been provided.

During the year ended 31 March 2014 the company paid rent and other expenses amounting to £545,110 (2013: £432,569) to Natural Retreats UK Limited. At 31 March 2014 the company owed £37,258 (2013: £Nil) to Natural Retreats UK Limited which is included in trade creditors.

### NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2014

#### 16 RELATED PARTY TRANSACTIONS (continued)

GROUP (continued)

During the prior year the company loaned Natural Retreats UK Limited £200,000 this is still outstanding at the year end (2013: £200,000).

#### 17 SHARE CAPITAL

	2014	2013
Allotted and called up:	£	£
600 Ordinary A shares of £1 each	600	600
400 Ordinary B shares of £1 each	400	400
·	1,000	1,000

The A ordinary shares and B ordinary shares rank pari passu.

#### 18 RESERVES

Group		Investment Property	
	Merger	Revaluation	Profit and loss
	reserve	reserve	account
	£	£	£
Balance brought forward	149,999	778,998	(10,710,130)
Loss for the year	-	-	(4,335,462)
Revaluation of fixed assets	-	2,433,554	-
Transfer on realisation	-	174,836	(174,836)
Balance carried forward	149,999	3,387,388	(15,220,428)
Company		Merger	Profit and loss
		reserve	account
		£	£
Balance brought forward		149,999	(16,974,146)
Profit for the year		-	2,115,925
Balance carried forward		149,999	$(1\overline{4,858,221})$

#### 19 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' DEFICIT

	2014	2013
	£	£
Loss for the financial year	(4,335,462)	(7,618,920)
Revaluation of fixed assets	2,433,554	725,336
Net increase in shareholders' deficit	(1,901,908)	(6,893,584)
Opening shareholders' deficit	(9,780,133)	(2,886,549)
Closing shareholders' deficit	(11,682,041)	(9,780,133)

#### 20 ULTIMATE CONTROLLING PARTY

The ultimate controlling party is Mr D Gorton.