

Company Registration No. 08822132 (England and Wales)

SPIRIT PUB COMPANY (DERWENT) LIMITED
ANNUAL REPORT
FOR THE 52 WEEK PERIOD ENDED 22 AUGUST 2015

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SPIRIT PUB COMPANY (DERWENT) LIMITED

COMPANY INFORMATION

Directors	R Broadbridge A Morgan K Davis (Appointed 7 October 2015)
Secretary	C Stewart
Company number	08822132
Registered office	Sunrise House Ninth Avenue Burton Upon Trent Staffordshire DE14 3JZ
Auditor	KPMG LLP One Snowhill Snow Hill Queensway Birmingham B4 6GH
Bankers	Barclays Bank plc One Snowhill Snow Hill Queensway Birmingham B3 2WN
Solicitors	Slaughter and May One Bunhill Row London EC1Y 8YY

SPIRIT PUB COMPANY (DERWENT) LIMITED

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SPIRIT PUB COMPANY (DERWENT) LIMITED

STRATEGIC REPORT

FOR THE 52 WEEK PERIOD ENDED 22 AUGUST 2015

The directors present this strategic report, the Directors' report and the financial statements for the 52 week period ended 22 August 2015.

Principal activities

The company was incorporated on 20 December 2013 and began trading on 28 March 2014. The principal activity of the company is that of pub retailing.

Acquisition of ultimate parent company

On 23 June 2015, 100% of the ordinary share capital of Spirit Pub Company plc, the ultimate parent of the Spirit Pub Company group, was acquired by Greene King plc. As a result of this transaction, the company's new ultimate parent company is Greene King plc. Following the delisting of Spirit Pub Company's shares its status changed from a public limited company to a private limited company with effect from 3 August 2015.

Review of the business

Spirit Pub Company Limited (formerly Spirit Pub Company plc) manages the operations of itself and its subsidiaries (the Spirit Pub Company group) at a group level. The directors therefore believe that disclosure of key performance indicators for the company are not appropriate to understand the development, performance or position of the business. The performance of the Spirit Pub Company group is discussed in the consolidated financial statements of Spirit Pub Company Limited for the 52 week period ended 22 August 2015. These financial statements will be available from Companies House.

The directors do not consider that there are any specific principal risks and uncertainties applicable to the company which need to be disclosed.

On behalf of the board



K Davis
Director

16 December 2015

SPIRIT PUB COMPANY (DERWENT) LIMITED

DIRECTORS' REPORT

FOR THE 52 WEEK PERIOD ENDED 22 AUGUST 2015

Results and dividends

The results for the 52 week period are set out on page 6.

The directors do not recommend payment of an ordinary dividend.

Going concern

The directors of Spirit Pub Company (Derwent) Limited have concluded that the company has adequate resources to remain in operation for the foreseeable future. Therefore, the directors have continued to adopt the going concern basis in preparing the financial statements.

Post balance sheet events

At 22 August 2015, no obligation exists for dividends declared after that date.

Directors

The following directors have held office since 24 August 2014:

R Broadbridge	
P Gallagher	(Resigned 23 June 2015)
D Moore	(Resigned 21 August 2015)
A Morgan	
M Tye	(Resigned 23 June 2015)
C Welham	(Resigned 31 July 2015)
K Davis	(Appointed 7 October 2015)

Political contributions and charitable donations

During the 52 week period ended 22 August 2015, the company made no political contributions or charitable donations.

Auditor

The company has elected to dispense with the obligation to appoint an auditor annually under s487 of the Companies Act 2006.

SPIRIT PUB COMPANY (DERWENT) LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE 52 WEEK PERIOD ENDED 22 AUGUST 2015

Statement of disclosure to auditor

So far as the directors are aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

Qualifying third party indemnity provisions

A third party indemnity provision (as defined in section 234 of the Companies Act 2006) is in force for the benefit of the directors.

Statement of directors' responsibilities

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

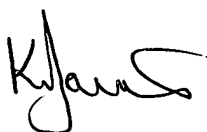
- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

On behalf of the board

K Davis
Director

16 December 2015



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SPIRIT PUB COMPANY (DERWENT) LIMITED

We have audited the financial statements of Spirit Pub Company (Derwent) Limited for the 52 week period ended 22 August 2015 set out on pages 6 to 14. 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 explained more fully in the Statement of directors' responsibilities 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 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 www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 22 August 2015 and of its profit for the 52 week 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 Strategic Report and Directors' Report for the financial 52 week period for which the financial statements are prepared is consistent with the financial statements.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SPIRIT PUB COMPANY (DERWENT) LIMITED (CONTINUED)

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.



Greg Watts (Senior Statutory Auditor)
for and on behalf of KPMG LLP

Chartered Accountants
Statutory Auditor

18/12/15

One Snowhill
Snow Hill Queensway
Birmingham
B4 6GH

SPIRIT PUB COMPANY (DERWENT) LIMITED

PROFIT AND LOSS ACCOUNT

FOR THE 52 WEEK PERIOD ENDED 22 AUGUST 2015

		52 week period ended 22 August 2015 £000	35 week period ended 23 August 2014 £000
	Notes		
Turnover	2	2,803	222
Cost of sales		(2,260)	(259)
Gross profit/(loss)		543	(37)
Administrative expenses		(162)	-
Operating profit/(loss)	3	381	(37)
Other interest receivable and similar income	4	2	-
Profit / (loss) on ordinary activities before taxation		383	(37)
Tax on profit / (loss) on ordinary activities	5	(52)	10
Profit/(loss) for the period	13	331	(27)

The profit and loss account has been prepared on the basis that all operations are continuing operations.

There are no recognised gains and losses other than those passing through the profit and loss account.

Notes on pages 8 to 14 form part of these financial statements.

SPIRIT PUB COMPANY (DERWENT) LIMITED

BALANCE SHEET


AS AT 22 AUGUST 2015

	Notes	2015 £000	2015 £000	2014 £000	2014 £000
Fixed assets					
Tangible assets	6		4,714		2,726
Current assets					
Stocks	7	40		35	
Debtors	8	2,263		254	
Cash at bank and in hand		291		164	
		<u>2,594</u>		<u>453</u>	
Creditors: amounts falling due within one year	9	<u>(5,299)</u>		<u>(1,501)</u>	
Net current liabilities			(2,705)		(1,048)
Total assets less current liabilities			<u>2,009</u>		<u>1,678</u>
Creditors: amounts falling due after more than one year	10		(1,681)		(1,681)
Provisions for liabilities	11		(24)		(24)
Net assets / (liabilities)			<u><u>304</u></u>		<u><u>(27)</u></u>
Capital and reserves					
Profit and loss account	13		304		(27)
Shareholders' funds / (deficit)	14		<u><u>304</u></u>		<u><u>(27)</u></u>

Notes on pages 8 to 14 form part of these financial statements.

Approved by the Board and authorised for issue on 16 December 2015

K Davis
Director



Company Registration No. 08822132

SPIRIT PUB COMPANY (DERWENT) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE 52 WEEK PERIOD ENDED 22 AUGUST 2015

1 Accounting policies

1.1 Basis of preparation

The financial statements are prepared under the historical cost convention.

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which have been applied consistently.

1.2 Going concern

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. The company therefore continues to adopt the going concern basis in preparing the financial statements.

1.3 Cash flow statement

The company has taken advantage of the exemption in Financial Reporting Standard (FRS) 1 (Revised 1996) from the requirement to produce a cash flow statement on the grounds that it is a subsidiary undertaking where 90 percent or more of the voting rights are controlled within the group.

1.4 Turnover

Turnover represents amounts receivable for goods and services net of VAT and trade discounts.

1.5 Tangible fixed assets and depreciation

Fixed assets are stated at historical cost less accumulated depreciation. Depreciation is charged to write off the cost less estimated residual value on a straight-line basis over the estimated useful life of the asset:

- Freehold and long leasehold properties comprising the licensed estate are maintained in such a condition that the residual values of the properties, based on prices prevailing at the time of acquisition or subsequent revaluation, are at least equal to their book values. As a result, the depreciation charged on freehold and long leasehold buildings is nil.
- Fixtures and fittings, comprising landlord's fixtures and fittings (removable items generally regarded as within landlord ownership), IT equipment and developments and motor vehicles, are depreciated over 3 to 15 years.

Significant accounting estimates and judgements - impairment of tangible fixed assets

An annual impairment review is carried out on freehold and long leasehold properties in accordance with FRS 11 and FRS 15.

Tangible fixed assets are reviewed for impairment if circumstances suggest that the carrying amount may not be recoverable. Recoverable amounts are determined based on value-in-use calculations.

1.6 Stocks

Stock is valued at the lower of cost and net realisable value.

SPIRIT PUB COMPANY (DERWENT) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE 52 WEEK PERIOD ENDED 22 AUGUST 2015

1 Accounting policies

(Continued)

1.7 Taxation

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted at the balance sheet date. 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 deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence it can be regarded as more likely than not that there will be suitable taxable profits 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 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 a non-discounted basis.

2 Turnover

	2015 £000	2014 £000
Class of business		
Drink revenue	1,278	103
Food revenue	1,443	118
Other income	82	1
	<u>2,803</u>	<u>222</u>

3 Operating profit/(loss)

	2015 £000	2014 £000
Operating profit/(loss) is stated after charging:		
Depreciation of tangible assets	16	-
	<u>16</u>	<u>-</u>

Auditor's remuneration is paid by another company in the Spirit Pub Company group in the current period.

4 Other interest receivable and similar income

	2015 £000	2014 £000
Bank interest	2	-
	<u>2</u>	<u>-</u>

SPIRIT PUB COMPANY (DERWENT) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE 52 WEEK PERIOD ENDED 22 AUGUST 2015

5 Taxation

	2015 £000	2014 £000
Current year tax		
Adjustment for prior years	(12)	-
Receipt in respect of group relief	-	(34)
Charge in respect of group relief	64	-
Total current tax	<u>52</u>	<u>(34)</u>
Deferred tax		
Origination and reversal of timing differences	15	24
Deferred tax adjustments arising in previous periods	(15)	-
	<u>-</u>	<u>24</u>
	<u>52</u>	<u>(10)</u>
Factors affecting the tax charge for the period		
Profit/(loss) on ordinary activities before taxation	<u>383</u>	<u>(37)</u>
Profit/(loss) on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 20.6% (2014: 22.2%)	<u>79</u>	<u>(8)</u>
Effects of:		
Non deductible expenses	1	-
Capital allowances	(16)	(26)
Adjustments to previous periods	(12)	-
	<u>(27)</u>	<u>(26)</u>
Current tax charge / (credit) for the period	<u>52</u>	<u>(34)</u>

Factors affecting current and future tax charge

Reductions in the UK corporation tax rate from 23% to 21% (effective from 1 April 2014) and 20% (effective from 1 April 2015) were substantively enacted on 2 July 2013. Further reductions to 19% (effective from 1 April 2017) and to 18% (effective from 1 April 2020) were substantively enacted on 26 October 2015. This will reduce the company's future current tax charge accordingly.

The deferred tax liability at 22 August 2015 has been calculated based on 20% which was substantively enacted at the balance sheet date

Deferred tax liability

The deferred tax liability (included in provisions, note 11) is made up as follows:

SPIRIT PUB COMPANY (DERWENT) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE 52 WEEK PERIOD ENDED 22 AUGUST 2015

5 Taxation

(Continued)

	2015 £000	2014 £000
Accelerated capital allowances	24	24

6 Tangible fixed assets

	Land and buildings Freehold £000	Fixtures, fittings & equipment £000	Total £000
Cost			
At 24 August 2014	1,753	973	2,726
Additions	1,042	962	2,004
At 22 August 2015	2,795	1,935	4,730
Depreciation			
At 24 August 2014	-	-	-
Charge for the period	-	16	16
At 22 August 2015	-	16	16
Net book value			
At 22 August 2015	2,795	1,919	4,714
At 23 August 2014	1,753	973	2,726

7 Stocks

	2015 £000	2014 £000
Finished goods and goods for resale	40	35

SPIRIT PUB COMPANY (DERWENT) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE 52 WEEK PERIOD ENDED 22 AUGUST 2015

8 Debtors	2015	2014
	£000	£000
Amounts owed by group undertakings	2,258	253
Other debtors	1	1
Prepayments and accrued income	4	-
	<u>2,263</u>	<u>254</u>
9 Creditors: amounts falling due within one year	2015	2014
	£000	£000
Amounts owed to group undertakings	5,050	959
Taxes and social security costs	11	45
Other creditors	33	2
Accruals and deferred income	205	495
	<u>5,299</u>	<u>1,501</u>
10 Creditors: amounts falling due after more than one year	2015	2014
	£000	£000
Amounts owed to group undertakings	<u>1,681</u>	<u>1,681</u>
Amounts owed to group undertakings represent non interest bearing funding balances.		
11 Provisions for liabilities		Deferred tax liability
		£000
Balance at 24 August 2014 and at 22 August 2015		<u>24</u>
12 Share capital	2015	2014
	£000	£000
Allotted, called up and fully paid		
1 Ordinary share of £1.00 each	<u>-</u>	<u>-</u>

SPIRIT PUB COMPANY (DERWENT) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE 52 WEEK PERIOD ENDED 22 AUGUST 2015

13 Statement of movements on profit and loss account

	Profit and loss account £000
Balance at 24 August 2014	(27)
Profit for the period	331
	<u>304</u>
Balance at 22 August 2015	<u>304</u>

14 Reconciliation of movements in shareholders' funds / (deficit)

	2015 £000	2014 £000
Profit/(Loss) for the period	331	(27)
Opening shareholders' deficit	(27)	-
	<u>304</u>	<u>(27)</u>
Closing shareholders' funds / (deficit)	<u>304</u>	<u>(27)</u>

15 Capital commitments

	2015 £000	2014 £000
At 22 August 2015 the company had capital commitments as follows:		
Contracted for but not yet incurred	45	354
	<u>45</u>	<u>354</u>

16 Employees

Number of employees

There were no employees during the 52 week period apart from the directors.

Directors' emoluments

The directors received no emoluments from the company in respect of their services in the current or preceding periods.

SPIRIT PUB COMPANY (DERWENT) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE 52 WEEK PERIOD ENDED 22 AUGUST 2015

17 Control

The company's immediate parent undertaking is Spirit Pub Company (SGE) Limited, a company registered in England & Wales.

The company's ultimate parent undertaking and controlling party is Greene King plc, a company registered in England & Wales.

The parent undertaking of the largest group of undertakings for which group financial statements are drawn up and of which the company is a member is currently Spirit Pub Company Limited and from 1 May 2016 will be Greene King plc.

Copies of the financial statements of Spirit Pub Company Limited are available from Companies House. Copies of the financial statements of Greene King plc are available from Westgate Brewery, Bury St Edmunds, Suffolk, IP33 1QT.

18 Post balance sheet events

At 22 August 2015, no obligation exists for dividends declared after that date.

19 Related party relationships and transactions

The directors have taken advantage of the exemption in paragraph 3(c) of FRS 8 from disclosing transactions with related parties that are wholly owned subsidiaries of the Greene King plc group.