The Laine Bidco Limited

Report and Financial Statements 18 August 2019



COMPANY INFORMATION

DIRECTORS

M P Swindon

Resigned

26-Mar-19

S E T Green

N A Bulkin

E Bashforth

Appointed

26-Mar-19

AUDITOR ...

Cooper Parry Group Limited

Sky View

Argosy Road

East Midlands Airport

Derby

DE74 2SA

SOLICITORS

Freeths LLP

1 Vine Street

Mayfair

London

W1J 0AH

REGISTERED OFFICE

146 Springfield Road

Brighton

East sussex

BN1 6BZ

STRATEGIC REPORT

Registered No. 08911549

REVIEW OF THE BUSINESS

The principal activity of the company is as an intermediate holding company

RESULTS AND DIVIDENDS

The loss after taxation for the 50 week period amounted to £692,000 (61 week period ended 31 August 2018: loss after taxation of £571,000). The directors do not propose the payment of a final dividend (2018: £nil).

RISKS AND UNCERTAINTIES

Liquidity risk

In order to maintain liquidity and ensure that sufficient funds are available for ongoing operations and future developments, the company uses a mixture of long-term and short-term debt finance.

Capital risk

The company's capital structure is made up of loan notes, issued share capital and reserves. The company is able to generate sufficient returns to service the debt. Debt is monitored by a variety of measures which are reported to debt providers on a quarterly basis.

GOING CONCERN

As explained in note 2, the directors 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 these financial statements.

On behalf of the board

E Bashforth

Director

E

ጊዣ August 2020

DIRECTORS' REPORT

Registered No. 08911549

The directors present their report and financial statements for the financial period ended 18 August 2019.

DIRECTORS

The directors of the company who served during the period are listed on the Company Information page.

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

POST BALANCE SHEET EVENTS

At the date of signing these financial statement, the directors have considered the effect of the Covid-19 pandemic on the group with the information available to it, and do not believe it will affect the group's ability to continue to trade for the foreseeable future. As with most UK businesses there will be short term difficulties posed by the downturn in trade but we have altered our financial and operational approach in order to address and manage them. Since reopening much of the business on 4th July, trading has exceeded expectation and, although remaining short of the previous year, trading patterns suggest a quicker recovery than initially modelled.

APPROVAL OF REDUCED DISCLOSURES

The company, as qualifying entity, has taken advantage, in respect of its separate financial statements, of the disclosure exemptions in FRS 102 paragraph 1.12. The company's shareholder has been notified in writing about the intention to take advantage of the disclosure exemptions and no objections have been received.

The company also intends to take advantage of these exemptions in the financial statements to be issued in the following year. Objections may be served on the company by shareholders holding in aggregate 5 per cent or more of the total allocated shares in the company.

DISCLOSURE IN THE STRATEGIC REPORT

Details of risks and uncertainties and future developments can be found in the strategic report and form part of this report by cross-reference.

AUDIT INFORMATION

The directors confirm that, so far as they are aware, there is no relevant audit information of which the auditor is unaware and that each director has taken all reasonable steps to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

AUDITOR

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

On behalf of the board

E Bashforth Director

շգ August 2020

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE STRATEGIC REPORT, THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS

The directors are responsible for preparing the Directors' Report, the Strategic 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), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland". 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 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 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.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the comapnys website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdicitions.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE LAINE BIDCO LIMITED

Opinion

We have audited the financial statements of The Laine Bidco Limited for the year ended 18 August 2019 which comprise the profit and loss account, balance sheet, statement of changes in equity and the notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Practice).

In our opinion:

- the financial statements give a true and fair view of the state of the company's affairs as at 18 August 2019 and of its profit for the year then ended:
- the financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006;

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going concern as a result of Covid 19

We draw attention to the going concern accounting policy of the financial statements which highlights that the company is likely to be impacted by the Covid 19 pandemic. The extent to which the company is impacted, and its ability to continue as a going concern is uncertain, and will depend upon the severity of the pandemic. Our opinion is not modified in respect of this matter.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report and financial statements, other than the financial statements and our audit report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of our knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the company, 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.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

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.

Katharine Warrington (Senior Statutory Auditor)

for and on behalf of Cooper Parry Group Limited

Chartered Accountants Statutory Auditor

Sky View Argosy Road East Midlands Airport Castle Donington Derby DE74 2SA

Date: 74 August 2020

PROFIT & LOSS ACCOUNT

for the 50 week period ended 18 August 2019

for the 50 week period ended to Adgust 2019		50 week period ended 18 August 2019	61 week period ended 31 August 2018
	Notes	Total	Total
		£000	£000
TURNOVER	3	-	763
GROSS PROFIT		-	763
Administrative expenses		(69)	(1,334)
Loss on impairment of fixed asset investments	6	(623)	-
Profit on disposal of fixed assets		-	-
OPERATING LOSS	4	(692)	(571)
Interest receivable	8	-	1,239
Interest payable	9	-	(1,239)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(692)	(571)
Tax on loss on ordinary activities	10	-	-
LOSS ON ORDINARY ACTIVITIES AFTER TAXATION		(692)	(571)

The profit and loss account relates to continuing activities.

There are no recognised gains or losses other than those shown above.

BALANCE SHEET

as at 18 August 2019

	Notes	18 August 2019 £000	31 August 2018 £000
FIXED ASSETS Investments	11	-	623
		- -	623
CURRENT ASSETS Debtors	12	28,086	32,101
CURRENT LIABILITIES		28,086	32,101
Creditors: amounts falling due in less than one year	13	(29,997)	(33,943)
		(29,997)	(33,943)
NET CURRENT ASSETS, BEING TOTAL ASSETS LESS CURRENT LIABILITIES		(1,911)	(1,842)
TOTAL ASSETS LESS CURRENT LIABILITIES		(1,911)	(1,219)
NET LIABILITIES		(1,911)	(1,219)
CAPITAL AND RESERVES			
Called up share capital	15	9	9
Profit and loss account		(1,920)	(1,228)
SHAREHOLDER'S DEFICIT		(1,911)	(1,219)

The financial statements were approved and authorised for issue by the board and signed on its behalf on August 2020

E Bashforth

Registered No. 08911549

STATEMENT OF CHANGES IN EQUITY

for the 50 week period ended 18 August 2019

	Share Capital £000	Profit & Loss Account £000	Total Equity £000
At 30 June 2017	9	(657)	(648)
Loss for the period	-	(571)	(571)
At 31 August 2018	9	(1,228)	(1,219)
Loss for the period	-	(692)	(692)
At 18 August 2019	9	(1,920)	(1,911)

Share Capital represents the nominal value of shares that have been issued.

The Profit and Loss Account represents all current and prior periods retained profit and losses after the payment of dividends.

NOTES TO THE FINANCIAL STATEMENTS

for the 50 week period ended 18 August 2019

1 STATUTORY INFORMATION

The Laine Bidco Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the company Information page.

2 ACCOUNTING POLICIES

Basis of preparation

The financial statements have been prepared under the historic cost convention, modified to include certain items at fair value, and in accordance with Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council.

The financial statements have been prepared over a 50 week period to 18 August 2019. Following the refinancing in 2018 the board decided that the company's reference period should be aligned with The Vine Acquisitions Group. The comparatives and related notes in the financial statements are not entirely comparable.

The functional currency of The Laine Bidco Limited is considered to be pounds sterling because that is the currency of the primary economic environment in which the Company operates. The consolidated financial statements are also presented in pounds sterling.

The Laine Bidco Limited meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it in respect of its separate financial statements. The Laine Bidco Limited is consolidated in the financial statement of its parent, Vine Acquisitions Limited.

Financial reporting standard 102 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions in preparing these financial statements as permitted by FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows
- the requirement of section 11 Financial Instruments paragraphs 11.41(b), 11.41(c), 11.41(e), 11.41(f), 11.42, 11.44, 11.45 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirement of Section 33 Related Party Disclosures paragraph 33.7.

Related party exemption

The company has taken advantage of exemption, under the terms of Financial Reporting Standard 102 "the Financial Reporting Standard applicable in the UK and Republic of Ireland", not to disclose related party transactions with wholly owned subsidiaries within the group.

Coronavirus and Going concern

At the balance sheet date the company had sufficient cash and strong support from the wider group. At the time of signing these accounts the directors have considered the effect of the coronavirus on the going concern position, and consider that this does indicate that the company will continue to trade for a period of at least 12 months from the date of signing these accounts.

The financial forecasts prepared by the directors show that the company will be able to operate within the facilities available to it. The ultimate parent has shown willingness to provide additional support to the company as required.

On that basis the directors have prepared these financial statements on a going concern basis.

Turnover

Turnover represents the amounts receivable for goods and services net of VAT and trade discounts. Turnover represents a management charge based on a mark up against certain costs incurred, and is recognised at the point these are invoiced to group companies.

NOTES TO THE FINANCIAL STATEMENTS

for the 50 week period ended 18 August 2019

Fixed asset investments

Investments are stated at cost, less provision for impairment in value. The carrying value of investments is reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

Significant accounting estimates and judgement

In the application of the Company's accounting policies, which are described below, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historiacal experiences and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements and estimates in applying the company's accounting policies

There are no significant judgements or estimates likely to have a material impact on future financial statements.

Investments in subsidiaries

Investments in subsidiaries and associate undertakings are accounted for at cost less impariement in the individual financial statements.

Pension costs and other post-retirement benefits

The company operates a defined contribution pension scheme. Contributions payable to the company's pension scheme are charged to profit or loss in gthe period to which they relate.

Taxation

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantially enacted at the balance sheet date.

Deferred tax is not provided on unremitted earnings where there is no binding commitment to remit these earnings. Deferred tax assets are recognised to the exten that it is regard as more likely than not that they will be recovered.

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.

Equity instruments

Equity instruments issed by the company are recorded at the proceeds received, net of direct issue costs.

Non-underlying items

In order to provide a trend measure of underlying performance, profit is presented excluding items that management believe will distort comparability, either due to their significant nature, or as a result of specific accounting treatments. Further detail on the nature of non-underlying items is included in note 6.

NOTES TO THE FINANCIAL STATEMENTS

for the 50 week period ended 18 August 2019

3 TURNOVER

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The turnover is attributable to the one principal activity of the Group.

	All turnover is generated in the United Kingdom.		
		50 week period ended 18 August 2019 £000	61 week period ended 31 August 2018 £000
	Rendering of services Turnover	<u> </u>	763 763
	OPERATING LOSS		
	The loss is stated after charging:	50 week period ended 18 August 2019 £000	61 week period ended 31 August 2018 £000
	Amortisation of loan issue costs	69	248
i	AUDITORS' REMUNERATION		
		50 week period ended 18 August 2019 £000	61 week period ended 31 August 2018 £000
	The auditing of accounts of the company Total Audit Fees	<u>1</u>	4
	Total Fees Payable	1	4
;	NON-UNDERLYING ITEMS		
		50 week period ended 18 August 2019 £000	61 week period ended 31 August 2018 £000
	Loss on impairment of investments	623	-
		623	

NOTES TO THE FINANCIAL STATEMENTS

for the 50 week period ended 18 August 2019

7 EMPLOYEES AND DIRECTORS

	50 week period ended 18 August 2019 £000	61 week period ended 31 August 2018 £000
Wages and salaries Social security costs Other pension costs	- - - -	676 93 2 771
The average monthly number of employees during the period was as follows: Management and administration	50 week period ended 18 August 2019	61 week period ended 31 August 2018 4
Highest paid directors' remuneration	50 week period ended 18 August 2019 -	61 week period ended 31 August 2018 142 142

Directors are remunerated via other group companies.

NOTES TO THE FINANCIAL STATEMENTS

for the 50 week period ended 18 August 2019

8 INTEREST RECEIVABLE	8	INTE	REST	RECE	IVABL	Ε
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8	INTEREST RECEIVABLE		
		50 week	61 week
		period ended	period ended
		18 August	31 August
		2019	2018
		£000	£000
	Interest receivable from group undertakings	-	1,239
		-	1,239
9	INTEREST PAYABLE	50 week period ended 18 August 2019 £000	61 week period ended 31 August 2018 £000
	Bank and other loans	-	293
	Interest payable to group undertakings	- .	946
		<u>-</u>	1,239

NOTES TO THE FINANCIAL STATEMENTS

for the 50 week period ended 18 August 2019

10 TAXATION

There is no charge for tax on the result for the period (2018: £nil)

There is no provided or unprovided deferred tax.

Reconciliation of tax charge

	50 week period ended 18 August 2019 £000	61 week period ended 31 August 2018 £000
Loss on ordinary activities before taxation	(692)	(571)
Current tax at 19.00% (2018: 19.00%)	(131)	(108)
Effects of:		
Net effect of expenses not deductible for tax purposes and non-taxable income	118	-
Group Relief	13	51
Expenses not deductible for tax purposes	-	57
Total tax charge		-

As at 27 September 2019 the substantively enacted rate for deferred tax calculation purposes was 17% and deferred taxation has been calculated at this rate. On 11 March 2020 the Chancellor of the exchequer announced that the tax rate reduction from 19% to 17% was no longer going to be implemented.

The Laine Bidco Limited

Period ended 18 August 2019

NOTES TO THE FINANCIAL STATEMENTS

for the 50 week period ended 18 August 2019

11 FIXED ASSET INVESTMENTS

	Shares in subsidiary undertakings £000
Cost:	
As at 18 August 2019 and 31 August 2018	623
Impairment:	
As at 31 August 2018	-
Provision for impairment	623
As at 18 August 2019	623
Net book value:	
As at 18 August 2019	_
As at 31 August 2018	623

Held directly:

The Laine Pub Company Limited Pub operating company
The Laine Brewing Company Limited Brewery
Smithy Inns Limited Pub operating company
Zelgrain Limited Property leasing company
C-Side (Holdings) Limited Non-trading company
C-Side Limited Property leasing company

Held indirectly:

Mash Inns Limited Pub operating company

The above companies are incorporated in England and Wales.

The registered office is the same as The Laine Bidco Limited apart from Mash Inns Limited, their registered office is 3 Monkspath Hall Road, Solihull, B90 4SJ.

NOTES TO THE FINANCIAL STATEMENTS

for the 50 week period ended 18 August 2019

12 DEBTORS

Amounts falling due in less than one year:	2019 £000	2018 £000
Amounts owed from group undertakings	35	15,775
Loans due from group undertakings	28,051	-
Intercompany loan notes	-	10,631
Intercompany preference shares	-	5,695
	28,086	32,101
Aggregate amounts	28,086	32,101
13 CREDITORS: amounts falling due in less than one year		
•	2019	2018
	£000	£000
Loans owed to group undertakings	-	28,623
Amounts owed to group undertakings	29,997	5,308
Other creditors	-	12
	29,997	33,943

During the year the company didn't incur any interest on the intercompany balances.

The Laine Bidco Limited

Period ended 18 August 2019

NOTES TO THE FINANCIAL STATEMENTS

for the 50 week period ended 18 August 2019

15 SHARE CAPITAL

	2019	2019	2018	2018
	No.	£	No.	3
Allotted, called up and fully paid:				
Ordinary shares of £1 each	9,066	9,066	9,066	9,066

NOTES TO THE FINANCIAL STATEMENTS

for the 50 week period ended 18 August 2019

16 POST BALANCE SHEET EVENTS

Subsequent to the year end, there has been an outbreak of coronavirus which has developed into a global pandemic. The directors' assessment of the impact of the company is disclosed in the directors' report

17 ULTIMATE PARENT UNDERTAKING

The company's immediate parent undertaking is The Laine Midco Limited a company registered in England & Wales.

The company's ultimate parent undertaking and controlling party is Patron Capital, V L.P., a Jersey L.P. managed and controlled in Jersey.

The largest group in which the results of the company are consolidated is that headed by Vine Acquisitions Limited, a company registered in England & Wales.

Copies of the financial statements of Vine Acquisitions Limited are available from Companies House.