# DIRECTORS' REPORT AND FINANCIAL STATEMENTS

for the year ended

31 December 2000

**COMPANIES HOUSE** 

27/11/01

#### **COMPANY INFORMATION**

Directors P J de Savary

M A Lutyens W H Walton S Fitzgerald P Kazilionis

Secretaries

P K Fox J Keefe

Company Number 125259 (Scotland)

Registered Office Skibo Castle

Dornoch Sutherland IV25 3RQ

Auditors MacKenzie Kerr

Chartered Accountants and Registered Auditors

Redwood

19 Culduthel Road

Inverness IV2 4AA

Bankers Royal Bank of Scotland plc

29 Harbour Road

Inverness IV1 1NU

Solicitors Shepherd & Wedderburn

Saltire Court 20 Castle Terrace Edinburgh

Ethioargi EH1 2ET

Arthur & Carmichael Cathedral Square

Dornoch Sutherland IV25 3SW

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for the year ended 31 December 2000

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#### **DIRECTORS' REPORT**

for the year ended 31 December 2000

The directors present their report and the financial statements for the year ended 31 December 2000.

#### Principal activities and review of the business

The principal activities of the company during the year continued to be the running of an international residential golf and sporting club with accommodation and extensive leisure facilities.

The directors are pleased with the improvement in the business and the operational results for the year. The directors remain fully confident in the business and the assets and look to the future with healthy optimism.

The subsidiary companies, Skibo Golf Limited and Skibo Contracting Limited, did not trade during the year.

#### Results and dividends

The profit for the year amounted to £192,250 and is dealt with as shown in note 19. No dividends were either paid or proposed during the financial year.

#### Fixed assets

The significant changes in tangible fixed assets arose principally from movements in land and buildings and motor vehicles. Details of the company's fixed assets are in notes 9 and 10 of the financial statements.

#### Directors and their interests

The directors who served during the year and their interests in the company are as stated below:

	Ord	inary shares
	2000	1999
P J de Savary	-	-
M A Lutyens	-	-
W H Walton	-	-
S Fitzgerald	-	-
P Kazilionis	-	-
		=======

The directors have no interest in the share capital of any other group company.

#### Charitable contributions

During the year the company made various charitable contributions totalling £4,336.

#### DIRECTORS' REPORT

for the year ended 31 December 2000

#### Directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of the affairs of the company and of the profit or loss of the company for that year. In preparing these the directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- 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 proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. 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.

#### Auditors

In accordance with Section 385 of the Companies Act 1985, a resolution proposing that MacKenzie Kerr be reappointed as auditors of the company will be put to the Annual General Meeting.

This report was approved by the Board on 27 April 2001 and signed on its behalf by

May Am huyens

Director

# AUDITORS' REPORT TO THE SHAREHOLDERS OF SKIBO LIMITED

for the year ended 31 December 2000

We have audited the financial statements on pages 4 to 17 which have been prepared under the historical cost convention as modified by the revaluation of certain fixed assets and the accounting policies set out on pages 7 to 8.

#### Respective responsibilities of directors and auditors

As described on page 2 the company's directors are responsible for the preparation of the financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

#### Basis of opinion

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

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

In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

#### Going concern

In forming our opinion, we have considered the adequacy of the disclosures made in note 1 of the financial statements concerning the availability of overdraft facilities. We consider that the above should be drawn to your attention but our opinion is not qualified in this regard.

#### Qualified opinion arising from non standard accounting treatment

As explained in note 2, no provision has been made for the depreciation of freehold buildings. Fixtures and fittings are dealt with as described in note 9. This is not in accordance with the requirements of Financial Reporting Standard 15 and of Schedule 4 of the Companies Act 1985. It is not practicable for us to quantify the effect of this non provision.

With the exception of the above, in our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31 December 2000 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

# Mackenzie ker

#### MacKenzie Kerr

Chartered Accountants and Registered Auditors Redwood 19 Culduthel Road Inverness IV2 4AA

30 April 2001

## PROFIT AND LOSS ACCOUNT

for the year ended 31 December 2000

	Notes	2000 £	1999 £
Turnover	3	5,421,846	4,682,607
Cost of sales		(944,605)	(756,003)
Gross profit		4,477,241	3,926,604
Administrative expenses		(3,803,425)	(3,521,271)
Other operating income  Operating profit	4	36,791 710,607	77,572 482,905
Interest receivable and similar income Interest payable	5	11,230	5,444
and similar charges	6	(517,922)	(507,362)
Profit/(Loss) on ordinary activities before taxation		203,915	(19,013)
Tax on profit on ordinary activities	8	(11,665)	(6,237)
Profit/(Loss) on ordinary activities after taxation	19	192,250	(25,250)

## Continuing operations

None of the company's activities were acquired or discontinued during the above two financial years.

## Total recognised gains and losses

The company has no recognised gains or losses other than the profit or loss for the above two financial years.

## **BALANCE SHEET**

as at 31 December 2000

		20	000	19	999
	Notes	£	£	£	£
Fixed Assets					
Tangible assets	9		27,212,962		27,133,486
Investments	10		4		4
			27,212,966		27,133,490
Current Assets					
Stocks	11	246,754		243,485	
Debtors	12	509,494		406,704	
Cash at bank and in hand		226,492		342,037	
		982,740		992,226	
Creditors: amounts falling due within one year	13	(2,101,222)		(1,842,041)	
•	10	(2,131,222)		(1,0 12,0 11)	42.42.24.5
Net Current Liabilities			(1,118,482)		(849,815)
Total Assets Less Current Liabilities			26,094,484		26,283,675
Creditors: amounts falling due					
after more than one year	14		(6,746,467)		(7,102,708)
Accruals and deferred income	16		(1,219,217)		(1,244,417)
Net Assets			18,128,800		17,936,550
Capital and Reserves					
Called up share capital	17		6,720,744		6,720,744
Revaluation reserve	18		14,280,715		14,280,715
Profit and loss account	19		(2,872,659)		(3,064,909)
Equity Shareholders' Funds	20		18,128,800		17,936,550

The financial statements were approved by the Board on 27 April 2001 and signed on its behalf by

May the whew MA Lutyens
Director

# CASH FLOW STATEMENT

for the year ended 31 December 2000

		2000	1999
	Notes	£	£
Reconciliation of operating profit to net			
cash inflow from operating activities			
Operating profit		710,607	482,905
Depreciation		96,619	96,000
Deferred income released		(25,200)	(63,461)
Gain on disposal of fixed assets		(6,757)	(14,094)
(Increase)/decrease in stocks		(3,269)	12,246
(Increase)/decrease in debtors		(102,790)	104,224
Increase in trade and other creditors		349,133	185,915
Net cash inflow from operating activities		1,018,343	803,735
CASH FLOW STATEMENT			
Net cash inflow from operating activities		1,018,343	803,735
Returns on investments and servicing of finance	24	(506,692)	(501,918)
Taxation		(11,665)	(6,237)
Capital expenditure	24	(169,338)	(202,044)
		330,648	93,536
Financing	24	(338,386)	70,347
Increase in cash in the year		(7,738)	163,883
Reconciliation of net cash flow to movement in net f	unds (Note 25)		
Increase in cash in the year		(7,738)	163,883
Increase in new loan		338,386	(70,347)
Cash used to repay creditors		(349,133)	(185,915)
Movement in net funds in the year		(18,485)	(92,379)
Net debt at 1 January 2000		(8,602,712)	(8,510,333)
Net debt at 31 December 2000		(8,621,197)	(8,602,712)

#### NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2000

#### 1. Fundamental accounting concept

The company meets its day to day working capital requirements through operational trading and a temporary overdraft facility which is arranged as and when required and which is repayable on demand.

The nature of the company's business is such that there can be seasonal variation in cash inflows. The directors have prepared projected forecasted monthly management accounts and cash flow projections to December 2001. On the basis of this cash flow information and discusions with the company's bankers, the directors consider that the company will be able to operate within the facilities which the bank has indicated will be available if required.

On this basis, the directors consider it appropriate to prepare the financial statements on the going concern basis.

#### 2. Accounting Policies

The financial statements have been prepared in accordance with applicable accounting standards (except as indicated in note 9).

#### 2.1. Accounting convention

The financial statements are prepared under the historical cost convention as modified by the revaluation of land and buildings, including fixtures and fittings.

#### 2.2. Turnover

Turnover represents the total invoice value, excluding value added tax, of sales made during the year.

#### 2.3. Tangible fixed assets and depreciation

Depreciation is provided at rates calculated to write off the cost or valuation less residual value of each asset over its expected useful life, as follows:

Tools and equipment

20% Reducing balance

Motor vehicles

- 25% Reducing balance

Office equipment

25% Reducing balance

No depreciation is provided for on freehold buildings, including fixtures and fittings, which represents a departure from Financial Reporting Standard 15. Fixtures and fittings are dealt with as described in note 9.

#### 2.4. Leasing and hire purchase

Assets held under lease purchase agreements that transfer substantially all the risks and rewards of ownership to the company are capitalised. The capital element of the related obligations is included in creditors. The interest element of the lease purchase obligations is charged to the profit and loss account so as to produce a constant periodic rate of charge.

Rentals in respect of all other leases are charged to the profit and loss account as incurred.

#### NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2000 (continued)

#### 2.5. Investments

Investments held as fixed assets are stated at cost.

#### 2.6. Stock

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

#### 2.7. Foreign currencies

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

#### 2.8. Deferred government grants

Regional development grants in respect of capital expenditure are credited to the profit and loss account over the estimated useful life of the relevant fixed assets. The grants shown in the balance sheet represent the total grants receivable to date less the amount so far credited to the profit and loss account.

Grants of a revenue nature are credited to income in the period to which they relate.

These grants have been received to encourage the company to invest in Skibo Castle thereby creating jobs and stimulating the local economy. The grants are not repayable except in the limited circumstances described in note 21 and the directors consider the possibility of this happening to be extremely remote.

#### 3. Turnover

The total turnover of the company for the year has been derived from its principal activity wholly undertaken in the UK.

4.	Operating profit	2000	1999
		£	£
	Operating profit is stated after charging:		
	Depreciation	96,619	96,000
	Auditors' remuneration	8,500	7,000
5.	Interest receivable	2000 £	1999 £
	Bank interest receivable	11,230	5,444

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2000 (continued)

**UK Corporation Tax** 

6.	Interest payable		000 £		99 £
	Bank loan interest		6,389		9,507
	Other loan interest	26	1,533	25	7,855
		51 	7,922	50	7,362
7.	Staff costs				
	Number of employees The average weekly numbers of employees during the year was as follows:-				
			)00 mber		99 nber
		F/T	P/T	F/T	P/T
	Management and administration	22	3	22	3
	Castle	29	31	28	35
	Golf course	10	4	10	3
	General estate	_22		20	1
		83	<u>42</u>	====	42
	Employment costs	26	000 £		99 £
	Wages and salaries	1,48	8,041	1,40	7,439
	Social security costs		9,536		5,208
	Other staff costs	12	5,573	103	3,525
		1,72	3,150	1,61	7,172
8.	Taxation	2	000	1	999
			£		£
	UK current year taxation				

11,665

6,237

#### NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2000 (continued)

#### 9. Tangible fixed assets

	Freehold Land and Buildings inc Fixtures and Fittings	Tools and Equipment	Motor Vehicles	Office equipment	Total
	£	£	£	£	£
Cost/revaluation					
At 1 January 2000	26,795,512	245,141	446,662	-	27,487,315
Additions	49,282	28,246	114,241	3,231	195,000
Transfers	(58,809)	-	-	58,809	_
Disposals	(10,517)	<del>-</del>	(26,750)		(37,267)
At 31 December 2000	26,775,468	273,387	534,153	62,040	27,645,048
Depreciation	<del></del>				
At 1 January 2000	-	163,561	190,268	-	353,829
Charge for the year	-	28,110	67,701	808	96,619
On disposals		<u>-</u>	(18,362)	<del>-</del>	(18,362)
At 31 December 2000		191,671	239,607	808	432,086
Net book values			•	<u> </u>	
At 31 December 2000	26,775,468	81,716	294,546	61,232	27,212,962
At 31 December 1999	26,795,512	81,580	256,394		27,133,486

As explained in note 2, depreciation has not been provided for on freehold buildings, including fixtures and fittings. The company follows a programme of continual refurbishment and maintenance of its freehold property, including fixtures and fittings, which includes the reinstatement of the fabric of the buildings, where necessary, in order to maintain them to a high standard.

Land and buildings, including fixtures and fittings, were revalued in 1994 at an open market value of £24,000,000 on the assumption that the property had reached a trading maturity in accordance with the published business plan, as at the valuation date. Having reviewed the company's achievements to date and its future prospects, the directors are of the opinion that the value of the company's freehold land and buildings at 31 December 2000 is stated at a fair value of £26,775,468.

#### NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2000 (continued)

## 9. Tangible fixed assets (continued)

Included above are assets held under finance lease contracts as follows:

		200	10	199	9
	Asset description	Net Book Value £	Depreciation Charge £	Net Book Value £	Depreciation Charge
	Fixtures and fittings	8,500	~	8,500	-
	Motor vehicles	146,602	32,863	80,174	18,501
		155,102	32,863	88,674	18,501
10.	Fixed Asset Investments			2000 £	1999 £
	Subsidiary undertakings			4	4

The company's investment in its subsidiary companies represents the cost of the aquisition of all of the unpaid ordinary share capital (100%) of Skibo Golf Limited and Skibo Contracting Limited, companies registered in Scotland.

At 31 December 2000, the aggregate of share capital and reserves in respect of the subsidiary undertakings, who have not traded since incorporation, consisted only of the allotted and unpaid share capital.

11.	Stocks	2000 £	1999 £
	Stocks	246,754	243,485
12.	Debtors	2000 £	1999 £
	Trade debtors	294,622	244,173
	Sundry debtors	123,203	52,087
	Prepayments and accrued income	91,669	110,444
		509,494	406,704

## NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2000 (continued)

13.	Creditors: amounts falling due	2000	1999
	within one year	<b>£</b>	£
	Bank overdraft	-	107,807
	Bank loan	400,000	400,000
	Hire purchase contracts (secured)	35,494	17,639
	Trade creditors	427,005	326,167
	Other taxes and social security costs	175,499	165,264
	Sundry creditors	136,202	193,939
	Accruals	927,022	631,225
		2,101,222	1,842,041
		<del></del>	

The bank business term loan included above carries interest at bank base rate plus 1.75% per annum and is repayable in 10 annual instalments which commenced on 30 November 1997. The final payment is due on 30 November 2007.

#### NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2000 (continued)

14.	Creditors: amounts falling due after more than one year	2000 £	1999 £
	Loans wholly repayable within five years:		
	Carnegie International BV loan at 6% per annum		
	repayable 16 March 2003	4,250,000	4,250,000
	Hire purchase contracts (secured)	96,467	52,708
	Loans repayable outwith five years:		
	Bank business term loan at bank base rate plus 1.75%		
	per annum repayable in seven instalments of £400,000		
	with the final payment due on 30 November 2007.	2,400,000	2,800,000
		6,746,467	7,102,708
	Amounts repayable by instalments:		
	Within two to five years	1,696,467	1,652,708
	After five years	800,000	1,200,000
		2,496,467	2,852,708
	Amounts payable within five years		
	other than by instalments	4,250,000	4,250,000
		6,746,467	7,102,708
			=====

The bank loan and overdraft and the Carnegie International BV loan are secured by a standard security over Skibo Castle and Estate and by a bond and floating charge over the whole of the assets of the company in accordance with the terms of a ranking agreement as follows:

- 1st Royal Bank of Scotland plc, standard security for £3,533,927 plus interest and charges.
- 2nd Carnegie International BV unlimited.
- 3rd Royal Bank of Scotland plc, standard security unlimited on reversion.
- 4th Royal Bank of Scotland plc, bond and floating charge unlimited.

#### NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2000 (continued)

## 15. Provisions for liabilities and charges

No provision has been made in the financial statements for the following amounts as the directors have no intention at this time of selling the property in the forseeable future. Disclosure is required in the financial statements to comply with Statement of Standard Accounting Practice No 15, Accounting for deferred tax.

		2000 £	1999 £
	Potential deferred taxation not provided in the financial statements is as follows:		
	Taxation on property valuation surplus	3,400,000	4,400,000
16.	Accruals and deferred income  Deferred government grants	2000 £	1999 £
	Deterred government grands		
	At 1 January 2000	1,244,417	1,307,878
	Released in year	(25,200)	(63,461)
	At 31 December 2000	1,219,217	1,244,417

The grants have been received to encourage the company to invest in Skibo Castle thereby creating jobs and stimulating the local economy. The grants are not repayable except in the limited circumstances referred to in note 21 and the directors consider the possibility of this happening to be extremely remote.

17.	Share capital	2000 £	1999 £
	Authorised	•	
	6,720,744 Ordinary shares of £1 each	6,720,744	6,720,744
	Allotted, called up and fully paid		
	6,720,744 Ordinary shares of £1 each	6,720,744	6,720,744
			======

## NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2000 (continued)

18.	Revaluation reserve	2000 £	1999 £
	Balance at 1 January 2000 and at 31 December 2000	14,280,715	14,280,715

The revaluation reserve relates entirely to freehold land and buildings, including fixtures and fittings, which are not depreciated and represents the difference between the revaluation figure and historical cost.

19.	Profit and loss account	2000 £	1999 £
	Retained loss at 1 January 2000	(3,064,909)	(3,039,659)
	Profit/(Loss) for the year	192,250	(25,250)
	Retained loss at 31 December 2000	(2,872,659)	(3,064,909)
20.	Reconciliation of movements in shareholders' funds	2000 £	1999 £
	Profit/(Loss) for the year	192,250	(25,250)
	Opening equity shareholders' funds	17,936,550	(25,250) (3,064,909) 1999 £
	Closing equity shareholders' funds	18,128,800	17,936,550

#### 21. Contingent liabilities

Over the last few years, the company has received grants from the Caithness and Sutherland Enterprise for grant assistance towards the cost of building and developing the golf course and refurbishing the castle.

There is a "period of obligation" applicable to all grants included in accruals and deferred income in the balance sheet, which is three years for development grants and five years for building grants. Default by the company on any of the terms and conditions attached to the payment of grants could lead to the repayment of the grants on a sliding scale basis. The directors consider the possibility of any default by the company to be extremely remote.

#### NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2000 (continued)

#### 22. Related party transactions

As a wholly owned subsidiary of Westbrook Carnegie Investments LLC, the company has taken advantage of the exemption from disclosure of transactions with group companies offered by Financial Reporting Standard No 8, Related Party Disclosures.

During the year, the following related party transactions took place:

a) Carnegie International BV, which is a member of Westbrook Carnegie Investments LLC has provided Skibo Limited with a £4,250,000 loan. The loan interest, which is paid monthly in arrears at the rate of 6% per annum, amounted to £254,291 during the year.

At the end of the financial period, the balance owed to Carnegie International BV amounted to £4,250,000. This amount comprises of the principal loan provided.

- b) The company purchased consultancy services and operational overheads to the value of £211,587 (1999 £102,736) from Carnegie Asset Management Limited (formerly Shilstone Limited), a company in which P J de Savary and Mrs L L de Savary are materially interested as shareholders.
- c) The company purchased consultancy services to the value of £57,538 (1999 £39,212) from Victrix Limited, a company in which M A Lutyens is materially interested as a shareholder. At the end of the financial period the amount owed by Victrix Limited amounted to £3,500.
- d) Due to the timing differences between payments by the company on behalf of Peter de Savary and his subsequent repayment of these amounts, the maximum balance due by him to the company during the year amounted to £49,951. At the end of the financial period, the amount owed to the director amounted to £41 (1999 £4,255).

All transactions were on an arms length basis.

#### 23. Ultimate controlling party

The directors believe the ultimate controlling party to be Westbrook Partners LLC, a company incorporated in the United States of America.

The company's immediate parent undertaking is Westbrook Carnegie Investments LLC, a company registered in the United States of America.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2000 (continued)

24.	Gross Cash Flows		2000 £	1999 £
	Returns on investments and servicing of finance			~
	Interest received		(11,230)	(5,444)
	Interest paid		517,922	507,362
			506,692	501,918
	Capital expenditure			
	Payments to acquire tangible assets		(195,000)	(248,199)
	Receipts from sales of tangible assets		25,662	46,155
			(169,338)	(202,044)
	Financing			
	New lease purchase loan acquired during the year		89,275	81,694
	Repaid capital element of lease purchase		(27,661)	(11,347)
	Repaid bank term loan		(400,000)	-
			(338,386)	70,347
25.	Analysis of changes in net debt			
		Opening balance £	Cash flows £	Closing balance £
	Cash at bank and in hand	342,037	(115,545)	226,492
	Bank overdrafts	(107,807)	107,807	-
		234,230	(7,738)	226,492
	Debt due within one year	(1,734,234)	(366,988)	(2,101,222)
	Debt due after one year	(7,102,708)	356,241	(6,746,467)
		(8,836,942)	(10,747)	(8,847,689)
	Net debt	(8,602,712)	(18,485)	(8,621,197)