

# The New Swan Holding Company Limited

## UNAUDITED FINANCIAL STATEMENTS

for the period ended

31 March 2009



# The New Swan Holding Company Limited

## OFFICERS AND PROFESSIONAL ADVISERS

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### DIRECTORS

P C Bolton  
C G Corbally  
R S Matthews-Williams  
N J Taplin  
C J Wilce

### SECRETARY

G L Whitehouse

### REGISTERED OFFICE

Springfield Road  
Aughton  
Ormskirk  
Lancashire  
L39 6ST

# The New Swan Holding Company Limited

## DIRECTORS' REPORT

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The directors submit their report and unaudited financial statements of The New Swan Holding Company Limited for the period from 5 February 2008 to 31 March 2009

### PRINCIPAL ACTIVITY

The principal activity of the company during the year was that of a holding and investment company

### REVIEW OF THE BUSINESS

The company was incorporated on 5 February 2008 under the name Crossco (1084) Limited and subsequently changed its name to The New Swan Holding Company Limited. As described in note 7, during the period the company acquired the entire issued share capital of The New Swan Limited and subsequently disposed of it to West Tower Holdings Limited. The company then acquired a long lease over part of the property owned by The New Swan Limited.

### DIRECTORS

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

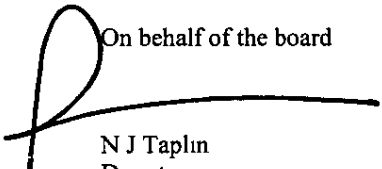
P C Bolton	(Appointed 29 February 2008)
C G Corbally	(Appointed 29 February 2008)
R S Matthews-Williams	(Appointed 29 February 2008)
Prima Director Limited	(Served from 5 February 2008 to 29 February 2008)

N J Taplin was appointed as a director on 15 July 2009 and C J Wilce was appointed as a director on 28 September 2009

### SMALL COMPANY PROVISIONS

This report has been prepared in accordance with the special provisions relating to small companies under section 246(4) of the Companies Act 1985

On behalf of the board



N J Taplin  
Director

8/3/2010

The New Swan Holding Company Limited  
UNAUDITED PROFIT AND LOSS ACCOUNT  
for the period from 5 February 2008 to 31 March 2009

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		Period from 5 Feb 08 to 31 Mar 09
	<i>Notes</i>	£
TURNOVER		—
Administrative expenses		(102,968)
OPERATING LOSS		(102,968)
Profit on disposal of investments		199,999
		<u>97,031</u>
Interest payable and similar charges		(80,693)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		<u>16,338</u>
Taxation	2	(23,031)
LOSS FOR THE FINANCIAL PERIOD	10	<u>(6,693)</u>

The profit for the period arises from the company's continuing operations

No separate Statement of Total Recognised Gains and Losses has been presented as all such gains and losses have been dealt with in the Profit and Loss Account

# The New Swan Holding Company Limited

## UNAUDITED BALANCE SHEET

31 March 2009

	<i>Notes</i>	31 Mar 09 £
<b>FIXED ASSETS</b>		
Tangible assets	3	200,000
Investments	4	—
		<u>200,000</u>
<b>CURRENT ASSETS</b>		
Debtors	5	183,559
Cash at bank and in hand		610
		<u>184,169</u>
<b>CREDITORS</b>		
Amounts falling due within one year	6	(390,522)
<b>NET CURRENT LIABILITIES</b>		<u>(206,353)</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>(6,353)</u>
<b>CAPITAL AND RESERVES</b>		
Called up share capital	8	3
Share premium account	9	337
Profit and loss account	10	(6,693)
<b>DEFICIT</b>		<u>(6,353)</u>

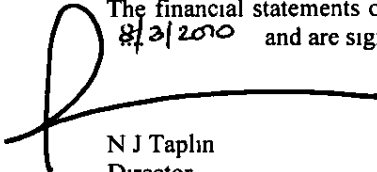
For the period from 5 February 2008 to 31 March 2009 the company was entitled to the exemption from the requirement to have an audit under the provisions of section 249(A)(1) of the Companies Act 1985 and its members have not required the company to have an audit of these financial statements in accordance with section 249(B)(2)

The directors acknowledge their responsibilities for

- a ensuring that the company keeps accounting records in accordance with section 221 of the Companies Act 1985, and
- b preparing financial statements which give a true and fair view of the state of affairs of the company as at the end of the financial period and of its profit or loss for the financial period in accordance with section 226 Companies Act 1985, and which otherwise comply with requirements of that Act relating to financial statements, so far as applicable to the company

These financial statements have been prepared in accordance with the special provisions relating to small companies within Part VII of the Companies Act 1985

The financial statements on pages 3 to 9 were approved by the board of directors and authorised for issue on 8/3/2010 and are signed on their behalf by



N J Taplin  
Director

# The New Swan Holding Company Limited

## UNAUDITED NOTES TO THE FINANCIAL STATEMENTS

for the period from 5 February 2008 to 31 March 2009

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### 1 ACCOUNTING POLICIES

#### BASIS OF ACCOUNTING

The financial statements have been prepared under the historical cost convention, and in accordance with applicable UK accounting standards

#### GOING CONCERN

The company made a loss for the period and had net current liabilities and a net deficit at the period end. The shareholders have indicated their willingness to support the company financially for the foreseeable future. The directors therefore believe it remains appropriate to prepare the accounts on a going concern basis.

#### CASH FLOW STATEMENT

The directors have taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) from including a cash flow statement in the financial statements on the grounds that the company is small.

#### 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 Schedule 4 to the Companies Act 1985, 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.

#### 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.

**The New Swan Holding Company Limited**  
**UNAUDITED NOTES TO THE FINANCIAL STATEMENTS**  
for the period from 5 February 2008 to 31 March 2009

**2 TAXATION ON ORDINARY ACTIVITIES**

(a) Analysis of charge in the period

	Period from 5 Feb 08 to 31 Mar 09 £
Current tax	
UK Corporation tax based on the results for the period at 21%	23,031
Total current tax	<u>23,031</u>

(b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the period is higher than the standard rate of corporation tax in the UK of 21%, as explained below

	Period from 5 Feb 08 to 31 Mar 09 £
Profit on ordinary activities before taxation	<u>16,338</u>
Profit on ordinary activities by rate of tax	3,431
Effects of	
Expenses not deductible for tax purposes	19,490
Income not chargeable for tax purposes	(42,000)
Chargeable gains	43,563
Tax credits	(1,032)
Unrelieved tax losses and other deductions arising in the period	(421)
Total current tax (note 2(a))	<u>23,031</u>

**3 TANGIBLE FIXED ASSETS**

	Investment property £
Cost	
Additions	200,000
At 31 March 2009	<u>200,000</u>
Depreciation	—
Net book value	
At 31 March 2009	<u>200,000</u>

Investment property represents the company's leasehold interest in a section of land adjacent to The Swan Inn, Aughton, Ormskirk, Lancashire. The historical cost of the property is £200,000. In the opinion of the directors, the market value of the property is not materially different from its historical cost.

**The New Swan Holding Company Limited**  
**UNAUDITED NOTES TO THE FINANCIAL STATEMENTS**  
for the period from 5 February 2008 to 31 March 2009

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4 INVESTMENTS

	Total £
Cost	
Additions	1
Disposals	<u>(1)</u>
At 31 March 2009	<u>-</u>
Net book value	
At 31 March 2009	<u>-</u>

Movements in investments reflect the company's acquisition and subsequent disposal of the entire issued share capital of The New Swan Limited as disclosed in note 7

5 DEBTORS

	31 Mar 09 £
Other debtors	<u>183,559</u>

Other debtors include £170 of called-up share capital and premium not paid

6 CREDITORS Amounts falling due within one year

	31 Mar 09 £
Corporation tax	23,030
Other creditors	<u>367,492</u>
	<u>390,522</u>

During the period the company issued £1,500,000 secured 6.8% A loan notes and £1,000,000 secured 7.7% B loan notes to fund the acquisition of the entire issued share capital of The New Swan Limited. The loan notes were secured by a debenture over the assets of the company. Interest of £60,082 was paid on the A loan notes and interest of £20,611 was paid on the B loan notes in the period. The loan notes were repaid in full by the period end following the sale of The New Swan Limited to West Tower Holdings Limited.



# The New Swan Holding Company Limited

## UNAUDITED NOTES TO THE FINANCIAL STATEMENTS

for the period from 5 February 2008 to 31 March 2009

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### 7 CONTROLLING PARTY AND RELATED PARTY TRANSACTIONS

In the opinion of the directors there is no ultimate controlling party P C Bolton, C G Corbally, R S Matthews-Williams, N J Taplin and C J Wilce are also directors of The New Swan Limited, West Tower Holdings Limited, and Hoole Hall Hotel Limited, which are therefore considered to be related parties P C Bolton is also a director and the majority shareholder of Monetier Limited, and C G Corbally, R S Matthews-Williams, N J Taplin and C J Wilce are also directors of Sanguine Hospitality Limited Monetier Limited and Sanguine Hospitality Limited are each 25% partners in Denizen Contracts LLP, which is therefore considered to be a related party

During the period the company acquired the entire issued share capital of The New Swan Limited from the subscriber for cash consideration of £1 Further to this acquisition, the company made a loan of £2,500,000 to The New Swan Limited to fund that company's acquisition of the Swan Inn, Aughton, Ormskirk, Lancashire Interest of 6.8% was receivable on the loan, but the directors elected to waive the interest of approximately £34,000 for the period

The company then disposed of the entire issued share capital of The New Swan Limited to West Tower Holdings Limited for cash consideration of £200,000 In connection with this disposal, West Tower Holdings Limited settled the loan of £2,500,000 owed to the company by The New Swan Limited

The company then acquired a long lease over part of the property owned by The New Swan Limited for cash consideration of £200,000

In addition to the above, The New Swan Limited advanced £30,000 to the company on an interest-free basis for working capital requirements and paid £34,640 loan note interest on its behalf West Tower Holdings Limited paid £20,611 loan note interest on its behalf At the period end the company owed The New Swan Limited £264,640 and West Tower Holdings Limited owed the company £179,389

Also during the period, the company advanced £4,000 to Hoole Hall Hotel Limited on an interest-free basis for working capital requirements At the period end Hoole Hall Limited owed the company £4,000

Also during the period, the company incurred costs of £66,629 in connection with the planned development of the long leasehold site by Denizen Contracts LLP Due to the preliminary nature of the work, the directors did not consider it appropriate to capitalise these costs The costs have therefore been charged against operating profit At the period-end, the company owed Denizen Contracts LLP £66,629

### 8 SHARE CAPITAL

	31 Mar 09
	£
Authorised	
500 Ordinary shares of £0.01 each	<u>5</u>
	31 Mar 09
	£
Allotted, called up	
340 Ordinary shares of £0.01 each	<u>3</u>

**The New Swan Holding Company Limited**  
**UNAUDITED NOTES TO THE FINANCIAL STATEMENTS**  
**for the period from 5 February 2008 to 31 March 2009**

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**8 SHARE CAPITAL** *(continued)*

The company was incorporated on 5 February 2008 with authorised share capital of £100 divided into 100 ordinary shares of £1 each. On 29 February 2008 the authorised share capital was reduced to £5 by the cancellation of 95 unissued shares and each share was subdivided into 100 ordinary shares of £0.01 each.

On 29 February 2008 the one subscriber share then in issue was subdivided into 100 ordinary shares of £0.01 each with a deemed premium of £0.99 per ordinary share, and a further 240 shares of £0.01 each were allotted at a premium of £0.99 per ordinary share.

**9 SHARE PREMIUM ACCOUNT**

	Period from 5 Feb 08 to 31 Mar 09 £
Premium on shares issued in the period	337
At 31 March 2009	<u>337</u>

**10 PROFIT AND LOSS ACCOUNT**

	Period from 5 Feb 08 to 31 Mar 09 £
Loss for the financial period	(6,693)
At 31 March 2009	<u>(6,693)</u>

**11 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS**

	31 Mar 09 £
Loss for the financial period	(6,693)
New equity share capital subscribed	3
Premium on new share capital subscribed	337
Net reduction to shareholders' funds	<u>(6,353)</u>
Closing shareholders' deficit	<u>(6,353)</u>

**The New Swan Holding Company Limited**  
**MANAGEMENT INFORMATION**  
for the period from 5 February 2008 to 31 March 2009

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The following pages do not form part of the statutory financial statements

**The New Swan Holding Company Limited**  
**DETAILED PROFIT AND LOSS ACCOUNT**  
for the period from 5 February 2008 to 31 March 2009

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	Period from 5 Feb 08 to 31 Mar 09 £
OVERHEADS	
Administrative expenses	(102,968)
OPERATING LOSS	(102,968)
Profit on disposal of investments	<u>199,999</u>
	97,031
Interest on other loans	(80,693)
PROFIT ON ORDINARY ACTIVITIES	<u>16,338</u>

The New Swan Holding Company Limited  
NOTES TO THE DETAILED PROFIT AND LOSS ACCOUNT  
for the period from 5 February 2008 to 31 March 2009

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	Period from 5 Feb 08 to 31 Mar 09 £
<b>ADMINISTRATIVE EXPENSES</b>	
General expenses	
Legal and professional fees	98,851
Accountancy fees	<u>4,000</u>
	102,851
Financial costs	
Bank charges	<u>117</u>
	<u>102,968</u>