THESE ACCOUNTS NEED TO BE FILED WITH THE INDIVIDUAL COMPANY ACCOUNTS OF WITNEY LAKES RESORT LIMITED (Company Number 02763609).

TO BE PLACED ON THE PUBLIC FILE OF WITNEY LAKES RESORT LIMITED.

IN ACCORDANCE WITH SECTION 479A OF THE COMPANIES ACT 2006.

Company No: 10113338

QUICKSANDS LIMITED

GROUP REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2018

QUICKSANDS LIMITED
DIRECTORS AND ADVISORS

DIRECTORS
Thierry Delsol
Paul Stephens

SECRETARY
Martin Hemmings

COMPANY NUMBER
10113338

REGISTERED OFFICE
Castle Royle Golf & Country Club
Bath Road
Reading
Berkshire
RG10 9AL

AUDITOR
RSM UK Audit LLP
Statutory Auditor
Chartered Accountants
25 Farringdon Street
London
EC4A 4AB

BANKERS
Lloyds Bank PLC
3rd Floor
2 City Place
Beehive Ring Road
Gatwick
West Sussex
RH6 0PA

QUICKSANDS LIMITED
STRATEGIC REPORT

The directors present their Strategic Report for Quicksands Limited (Company No. 10113338) for the year ended 30 September 2018.

Business review

On 9 November 2017, the Company purchased 100% of the share capital of Wharton Park Golf and Country Club Limited from its parent company Club Company (Group) Ltd ("CCGL"). At the balance sheet date, the Company was a fully owned subsidiary of CCGL. On 17 May 2018, CCGL was purchased by Vonnco Ltd (Company number – 11272787).

The Group now owns and operates Wharton Park Golf Club, Woodbury Park Golf and Country Club and Witney Lakes Resort. The business as a whole continues to trade successfully and no changes in trading activity are envisaged in the near future. The figures on page 8 show the results for a 12 month period compared with a six month comparative.

Key performance indicators
Like for like club underlying club EBITDA (after allowing for the effect of acquisitions) increased year on year along with membership subscription income. Like for like membership headcount increased and attrition rates were broadly similar; the latter remaining the best amongst industry peer group.

Principal risks and uncertainties
The business is operationally geared in that a high proportion of its cost base is fixed. Accordingly, fluctuations in certain revenue streams can have a disproportionate effect on operating profits.

The business is asset backed and carries a high level of financial leverage. This can cause movements in asset values to create a disproportionately large effect on equity value.

The business operates within the leisure sector, which is considered from an economic perspective to be discretionary consumer spend. Accordingly, economic downturns can have a large effect on trading performance.

Brexit related risks are considered low but are being kept under review.

Matters of strategic importance
On 9 November 2017, the Company purchased 100% of the share capital of Wharton Park Golf and Country Club Limited from its parent company Club Company (Group) Ltd ("CCGL").

On behalf of the Board

Paul Stephens
Director
8 February 2019

QUICKSANDS LIMITED
DIRECTORS' REPORT

The directors present their report and audited financial statements for the Group for the year ended 30 September 2018. The Group has, in accordance with Section 414c of The Companies Act, set out in the Strategic Report information regarding key performance indicators and principal risks and uncertainties that would otherwise have been set out in the Directors' report.

Principal activities

The Company's principal activity is that of a holding company, co-ordinating the activities of its subsidiary undertakings. The principal activity of the subsidiaries is the ownership and operation of golf and country clubs.

During the period, the Company acquired 100% of the share capital of Wharton Park Golf and Country Club Limited.

Results and dividends

The results of the Group for the year, as set out on page 8, show a profit after tax of £76k (period ended 30 September 2017: £527k profit). The Group paid no dividend during the year (period ended 30 September 2017: £ nil).

Future developments

The Group will seek to enhance its existing profitability via both organic and inorganic growth, capitalising on unutilised planning consents within the estate as well as seeking new acquisition opportunities.

Risk management

The group manages financial risk by monitoring interest rates and hedging where considered appropriate. Liquidity and cash flow risk is monitored regularly via assessments of headroom.

Directors

The following directors have held office since 1 October 2017:

Thierry Delsol
Paul Stephens

Employees

The Group's policy is to consult and discuss with employees, either individually and/or at meetings, matters likely to affect employees' interests. Information on matters of concern to employees is given through departmental meetings and staff briefings, information memos, circulating minutes of monthly management meetings, reports and press releases. All of these methods seek to achieve a common awareness on the part of all employees of the financial and economic factors affecting the Group's performance. The group's policy is to treat all applicants regardless of gender, ethnic or national origin or disability, no less favourably than others. As such we will invite suitable disabled candidates for interview and ensure that they receive full and fair consideration based on their ability to fulfil the requirements of a position. Appropriate arrangements are made for the continued employment and training, career development and promotion of disabled persons employed by the group. If members of staff become disabled the Group continues employment, either in the same or an alternative position, with appropriate retraining being given if necessary.

QUICKSANDS LIMITED
DIRECTORS' REPORT

Statement of directors' responsibilities

The directors are responsible for preparing the Strategic Report and 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 the 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.

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 that, as far as they are aware, there is no relevant audit information of which the auditor is unaware. 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

RSM UK Audit LLP have indicated their willingness to be reappointed for another term and appropriate arrangements have been put in place for them to be deemed reappointed as auditors in the absence of an Annual General Meeting.

On behalf of the Board:

Paul Stephens
Director
8 February 2019

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF QUICKSANDS LIMITED

Opinion

We have audited the financial statements of Quicksands Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 30 September 2018 which comprise the Consolidated Statement of Comprehensive Income, the consolidated and parent company Statements of Financial Position, the consolidated and parent company Statements of Changes in Equity, the Consolidated Statement of Cash Flows and 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 FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the group's and of the parent company's affairs as at 30 September 2018 and of the group's profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- 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 group and parent 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.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the group's or the parent company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information. 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.

Opinions on 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF QUICKSANDS LIMITED (continued)

Matters on which we are required to report by exception
In the light of the knowledge and understanding of the group and the parent company and their environment obtained in the course of the audit, we have not identified material misstatements in the strategic report and 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 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.

Responsibilities of directors
As explained more fully in the directors' responsibilities statement set out on page 5 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 group's and the parent 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 group or the parent 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: http://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.

JOANNA SOWDEN (Senior Statutory Auditor)
For and on behalf of RSM UK Audit LLP, Statutory Auditor
Chartered Accountants
25 Farringdon Street
London
EC4A 4AB

11.2.19

QUICKSANDS LIMITED
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 SEPTEMBER 2018

	Notes	Year ended 30 September 2018	Period ended 30 September 2017
Turnover	3	8,592	4,107
Cost of sales		(1,120)	(598)
Gross profit		7,472	3,509
Administrative expenses		(7,223)	(2,818)
Operating profit		249	691
Interest payable and similar charges	4	(328)	(124)
(Loss) / profit before taxation	5	(79)	567
Taxation credit / (charge)	7	155	(40)
Profit and total comprehensive income for the financial year		76	527

QUICKSANDS LIMITED
(Company No: 10113338)
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AT 30 SEPTEMBER 2018

	Notes	2018 £'000	2017 £'000
Fixed assets			
Intangible assets	8	898	1,123
Tangible assets	9	15,584	13,939
		16,482	15,062
Current assets			
Stocks	12	166	135
Debtors due within one year	13	179	178
Cash at bank and in hand		814	2,681
		1,159	2,994
Current liabilities			
Creditors: amounts falling due within one year	14	(8,937)	(10,131)
Net current liabilities		(7,778)	(7,137)
Total assets less current liabilities		8,704	7,925
Creditors: amounts falling due after more than one year	15	(8,118)	(7,246)
Deferred taxation	18	(72)	(241)
Net assets		**514**	**438**
Capital and reserves			
Called up share capital	19	-	-
Profit and loss account	19	514	438
Total equity		**514**	**438**

The financial statements on pages 8 to 31 were approved by the board of directors and authorised for issue on 8 February 2019 and are signed on its behalf by:

Paul Stephens
Director

QUICKSANDS LIMITED
(Company No: 10113338)
COMPANY STATEMENT OF FINANCIAL POSITION
AT 30 SEPTEMBER 2018

	Notes	2018 £'000	2017 £'000
Fixed assets			
Investments	10	2,720	2,578
Current assets			
Debtors	13	3,999	2,823
Cash at bank and in hand		258	1,850
		4,257	4,673
Current liabilities			
Creditors: amounts falling due within one year	14	(191)	(10)
Net current assets		4,066	4,663
Total assets less current liabilities		6,786	7,241
Creditors: amounts falling due after more than one year	15	(7,062)	(7,241)
Net liabilities		(276)	-
Capital and reserves			
Called up share capital	19	-	-
Profit and loss account	19	(276)	-
Total equity		(276)	-

As permitted by s408 Companies Act 2006, the Company has not presented its own statement of comprehensive income. The Company's loss and total comprehensive income for the year was £276k (period ended 30 September 2017: £54k profit).

The financial statements on pages 8 to 31 were approved by the board of directors and authorised for issue on 8 February 2019 and are signed on its behalf by:

Paul Stephens
Director

QUICKSANDS LIMITED
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 SEPTEMBER 2018

	Share capital £'000	P&L reserve £'000	Total equity £000
Balance at 31 March 2017	**-**	**(89)**	**(89)**
Profit for the period	-	527	527
Balance at 30 September 2017	**-**	**438**	**438**
Profit for the year	-	76	76
Balance at 30 September 2018	**-**	**514**	**514**

QUICKSANDS LIMITED
COMPANY STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 SEPTEMBER 2018

	Share capital £'000	P&L reserve £'000	Total equity £000
Balance at 31 March 2017	**-**	**(54)**	**(54)**
Profit for the period	-	54	54
Balance at 30 September 2017	**-**	**-**	**-**
Loss for the year	-	(276)	(276)
Balance at 30 September 2018	**-**	**(276)**	**(276)**

QUICKSANDS LIMITED
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 SEPTEMBER 2018

	Notes	Year ended 30 September 2018 £'000	Period ended 30 September 2017 £'000
Operating activities			
Cash (used in) / generated from operations	20	(593)	809
Interest paid		(311)	(124)
Net cash (used in) / generated from operating activities		**(904)**	**685**
Investing activities			
Acquisition of subsidiaries (including additional costs on previous acquisitions)		(127)	(3,914)
Purchase of tangible fixed assets		(739)	(1,606)
Net cash used in investing activities		**(866)**	**(5,520)**
Corporation tax paid		(131)	-
Financing activities			
Proceeds from new borrowings		100	6,102
Repayment of borrowings		(66)	-
Net cash from financing activities		**34**	**6,102**
Net (decrease) / increase in cash and cash equivalents		(1,867)	1,267
Cash and cash equivalents at beginning of period		2,681	1,414
Cash and cash equivalents at end of period	20	814	2,681
Relating to:			
Bank balances and short-term deposits included in cash at bank and in hand		814	2,681

1. Accounting policies

Company information

Quicksands Limited ("the Company") is a private company limited by shares, which is registered, domiciled and incorporated in England. The address of the company's registered office and principal place of business is Castle Royle Golf & Country Club, Bath Road, Reading, Berkshire, RG10 9AL.

The Group consists of Quicksands Limited and all of its subsidiaries.

The Company's principal activity and the nature of its operations is that of a holding company, co-ordinating the activities of its subsidiary undertakings. The principal activity and the nature of its operations of the subsidiaries is the ownership and operation of golf and country clubs.

1.1 Basis of accounting

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006, including the provisions of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, and under the historical cost convention, modified to include the revaluation of freehold and leasehold properties. The FRC's Triennial Review amendments to FRS102, issued in December 2017, have been adopted early and have been applied in the preparation of these financial statements.

The accounting period for the year ended September 2018 is a twelve month period. The comparative period is for six months.

Monetary amounts in these financial statements are rounded to the nearest whole £1,000, except where otherwise indicated

1.2 Reduced disclosure

In accordance with FRS 102, the individual company has taken advantage of the exemptions from the following disclosure requirements;

- Section 4 'Statement of Financial Position' – Reconciliation of the opening and closing number of shares
- Section 7 'Statement of Cash Flows' – Presentation of a Statement of Cash Flows and related notes and disclosures
- Section 11 'Basic Financial Instruments' & Section 12 'Other Financial Instrument Issues' – financial instrument disclosures.

The financial statements of the Company are consolidated within these Group financial statements, which are publicly available from the Companies House, Crown Way, Cardiff CF14 3UZ.

1.3 Company statement of comprehensive income

As permitted by s408 Companies Act 2006, the Company has not presented its own statement of comprehensive income. The Company's loss and total comprehensive income for the year was £276k (period ended 30 September 2017: £54k profit)

1.4 Basis of consolidation

The consolidated financial statements incorporate those of Quicksands Limited and all of its subsidiaries (i.e. entities that the Group controls through its power to govern the financial and operating policies so as to obtain economic benefits). Subsidiaries acquired during the year are consolidated using the purchase method. Their results are incorporated from the date that control passes. All financial statements are made up to 30 September 2018.

All intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by other members of the Group.

The cost of a business combination is the fair value at the acquisition date, of the assets given, equity instruments issued and liabilities incurred or assumed, plus directly attributable costs. The excess of the cost of a business combination over the fair value of the identifiable assets, liabilities and contingent liabilities acquired is recognised as goodwill.

1.5 Going concern

The directors have reviewed the forecasts for the forthcoming 12 months from the signing of these accounts and based on the existing cash and projected income and expenditure they are satisfied (notwithstanding the net current liabilities which are to be expected in a business of this nature) the Group and Company have adequate resources to continue in operations for the foreseeable future. Accordingly, the going concern basis has been used in preparing these accounts.

1.6 Functional and presentational currencies

The financial statements are presented in Sterling which is also the functional currency of the Company.

1.7 Turnover

Turnover is recognised at the fair value of the consideration received or receivable for annual membership subscriptions, joining fees and other services supplied to external customers in the ordinary nature of the business. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates. Turnover is shown net of Value Added Tax.

1.8 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses. Depreciation is provided on all tangible fixed assets at rates calculated to write off the cost or valuation of each asset to its estimated residual value on a straight line basis over its expected useful life, as follows:-

Fixtures, fittings and equipment	10% to 20%
Course improvements	10%
Freehold buildings and long leasehold property	2%

Freehold land is not depreciated.

Residual value is calculated on prices prevailing at the reporting date, after estimated costs of disposal, for the asset as if it were at the age and in the condition expected at the end of its useful life.

Land and buildings are accounted for separately even when acquired together

1.9 Revaluation of properties

Properties whose fair value can be measured reliably are held under the revaluation model and are carried at a revalued amount, being their fair value at the date of valuation less any subsequent accumulated depreciation and subsequent accumulated impairment losses. The fair value of the land and buildings is usually considered to be their market value.

Revaluation gains and losses are recognised in other comprehensive income and accumulated in equity, except to the extent that a revaluation gain reverses a revaluation loss previously recognised in profit or loss or a revaluation loss exceeds the accumulated revaluation gains recognised in equity, such gains and loss are recognised in profit or loss.

1.10 Impairment of fixed assets

An assessment is made at each reporting date of whether there are indications that a fixed asset may be impaired or that an impairment loss previously recognised has fully or partially reversed. If such indications exist, the Group estimates the recoverable amount of the asset or, for goodwill, the recoverable amount of the cash-generating unit to which the goodwill belongs.

Shortfalls between the carrying value of fixed assets and their recoverable amounts, being the higher of fair value less costs to sell and value-in-use, are recognised as impairment losses. Impairments of revalued assets are treated as a revaluation loss. All other impairment losses are recognised in profit or loss.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Reversals of impairment losses are recognised in profit or loss. On reversal of an impairment loss, the depreciation or amortisation is adjusted to allocate the asset's revised carrying amount (less any residual value) over its remaining useful life.

The carrying amount of the investments accounted for using the equity method is tested for impairment as a single asset. Any goodwill included in the carrying amount of the investment is not tested separately for impairment.

1.11 Intangible fixed assets – Goodwill and negative goodwill

The cost of a business combination is the fair value at the acquisition date, of the assets given, equity instruments issued and liabilities incurred or assumed, plus directly attributable costs. The excess of the cost of a business combination over the fair value of the identifiable assets, liabilities and contingent liabilities acquired is recognised as goodwill.

Negative goodwill arises when the cost of a business combination is less than the fair value of the interest in the identifiable assets, liabilities and contingent liabilities acquired. The amount up to the fair value of the non-monetary assets acquired is credited to profit or loss in the period in which those non-monetary assets are recovered.

1.12 Fixed asset investments

Company

In the separate accounts of the Company, interests in subsidiaries are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. Interests in subsidiaries are assessed for impairment at each reporting date. Any impairments, losses or reversals of impairment losses are recognised immediately in profit or loss.

1.13 Stocks

Stocks of golf products, health and beauty products, and food and beverage are stated at the lower of cost and net realisable value. Cost is calculated on an average cost basis, and net realisable value is the estimated selling price less any costs of disposal. At each reporting date, the Group assess if stocks are impaired or if an impairment loss recognised in prior periods has reversed. Any shortfall of the estimated selling price less costs to complete and sell over the carrying amount of the stock is recognised as an impairment loss in profit or loss. Reversals of impairment losses are also recognised in profit or loss. Stocks held for distribution at no or nominal consideration are measured at cost, adjusted where applicable for any loss of service potential, i.e. benefits expected from use or sale of the stock.

1.14 Taxation

The tax expense represents the sum of the current tax expense and deferred tax expense. Current tax assets are recognised when tax paid exceeds the tax payable.

Current tax is based on taxable profit for the year. Taxable profit differs from total comprehensive income because it excludes items of income or expense that are taxable or deductible in other periods. Current tax assets and liabilities are measured using tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled based on tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax liabilities are recognised in respect of all timing differences that exist at the reporting date. Timing differences are differences between taxable profits and total comprehensive income that arise from the inclusion of income and expenses in tax assessments in different periods from their recognition in the financial statements. Deferred tax assets are recognised only to the extent that it is probable that they will be recovered by the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is recognised on income or expenses from subsidiaries that will be assessed to or allowed for tax in a future period except where the Group is able to control the reversal of the timing difference and it is probable that the timing difference will not reverse in the foreseeable future.

Deferred tax is recognised on differences between the value of assets (other than goodwill) and liabilities recognised in a business combination and the amounts that can be deducted or assessed for tax. The deferred tax recognised is adjusted against goodwill.

For assets measured using the revaluation model and investment properties measured at fair value (except investment property with a limited useful life held by the Group to consume substantially all of its economic benefits), deferred tax is measured using the tax rates and allowances that apply to the sale of the asset or property.

Current and deferred tax is charged or credited in profit or loss, except when it relates to items charged or credited to other comprehensive income or equity, when the tax follows the transaction or event it relates to and is also charged or credited to other comprehensive income, or equity.

Current tax assets and current tax liabilities and deferred tax assets and deferred tax liabilities are offset, if and only if, there is a legally enforceable right to set off the amounts and the entity intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

1.15 Leases

An asset and corresponding liability are recognised for leasing agreements that transfer to the Group substantially all of the risks and rewards incidental to ownership (finance leases). The amount capitalised is the fair value of the leased asset or, if lower, the present value of the minimum lease payments payable during the lease term, both determined at inception of the lease. Lease payments are treated as consisting of capital and interest elements. The interest is charged to profit and loss so as to produce a constant periodic rate of interest on the remaining balance of the liability. Contingent rents are expensed as incurred.

All other leases are operating leases and the annual rentals are charged to profit or loss on a straight line basis over the lease term.

Rent free periods or other incentives received for entering into an operating lease are accounted for as a reduction to the expense and are recognised, on a straight-line basis over the lease term.

1.16 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or are capitalised as an intangible fixed asset or a tangible fixed asset.

The best estimate of the expenditure required to settle an obligation for termination benefits is recognised immediately as an expense when the Group is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

1.17 Retirement benefits

For defined contribution schemes the amount charged to profit or loss is the contributions payable in the year. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments.

1.18 Financial instruments

The Group has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102, in full, to all of its financial instruments.

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument, and are offset only when the Group currently has a legally enforceable right to set off the recognised amounts and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Financial assets

Trade and other debtors

Trade and other debtors (including accrued income) which are receivable within one year and which do not constitute a financing transaction are initially measured at the transaction price and subsequently measured at amortised cost, being the transaction price less any amounts settled and any impairment losses

Where the arrangement with a debtor constitutes a financing transaction, the debtor is initially measured at the present value of future payments discounted at a market rate of interest for a similar debt instrument and subsequently measured at amortised cost

1.18 Financial instruments (continued)

A provision for impairment of trade debtors is established when there is objective evidence that the amounts due will not be collected according to the original terms of the contract. Impairment losses are recognised in profit or loss for the excess of the carrying value of the trade debtor over the present value of the future cash flows discounted using the original effective interest rate. Subsequent reversals of an impairment loss that objectively relate to an event occurring after the impairment loss was recognised, are recognised immediately in profit or loss.

Financial liabilities and equity

Financial instruments are classified as liabilities and equity instruments 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 Company after deducting all of its liabilities.

Equity instruments

Financial instruments classified as equity instruments are recorded at the fair value of the cash or other resources received or receivable, net of direct costs of issuing the equity instruments.

Trade and other creditors

Trade and other creditors (including accruals) payable within one year that do not constitute a financing transaction are initially measured at the transaction price and subsequently measured at amortised cost, being transaction price less any amounts settled.

Where the arrangement with a creditor constitutes a financing transaction, the creditor is initially measured at the present value of future payments discounted at a market rate of interest for a similar instrument and subsequently measured at amortised cost.

Borrowings

Borrowings are initially recognised at the transaction price, including transaction costs, and subsequently measured at amortised cost using the effective interest method. Interest expense is recognised on the basis of the effective interest method and is included in interest payable and other similar charges.

De-recognition of financial assets and liabilities

A financial asset is derecognised only when the contractual rights to cash flows expire or are settled, or substantially all the risks and rewards of ownership are transferred to another party, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party. A financial liability (or part thereof) is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

1.19 Dividends

Dividends are recognised as liabilities once they are no longer at the discretion of the Company.

2 Critical accounting estimates and areas of judgement

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Critical accounting estimates and assumptions
The Group makes estimates and assumptions concerning the future. The resulting accounting estimates and assumptions will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Valuation of freehold and long leasehold properties
The key accounting estimate in preparing these financial statements relates to the carrying value of the freehold and long leasehold properties which are stated at fair value. The company uses professional external valuers, lease terms, market conditions and sales prices based upon known market transactions for similar properties as a basis for determining the directors' estimation of the fair value of the freehold and long leasehold properties. However, the valuation of the Group's freehold and long leasehold properties is inherently subjective, as it is made on the basis of valuation assumptions which may in future not prove to be accurate.

3. Turnover

The total turnover of the Group for the year has been derived entirely from its principal activity wholly undertaken in the United Kingdom.

Analysis of turnover by category	Year ended 30 September 2018 £'000	Period ended 30 September 2017 £'000
Sales of services	5,238	2,275
Sales of goods	3,354	1,832
	8,592	4,107

4. Interest payable and similar charges

	Year ended 30 September 2018 £'000	Period ended 30 September 2017 £'000
Interest arising on:		
Bank loans and overdrafts	315	115
Hire purchase contracts	13	9
	328	124

5. (Loss) / profit before taxation

	Year ended 30 September 2018 £'000	Period ended 30 September 2017 £'000
The (loss) / profit before taxation is stated after charging:		
Depreciation of tangible fixed assets (note 9)		
- owned	708	199
- held under finance lease and hire purchase	45	7
Amortisation of goodwill and negative goodwill (note 8)	110	55
Operating lease rentals (note 23)	101	64
Stock - amounts expensed to cost of sales	1,120	598

Audit fees were borne by fellow subsidiary companies of the Club Company Group.

6. Employees

	Year ended 30 September 2018 No.	Period ended 30 September 2017 No.
The average monthly number of persons (including directors) employed by the Group during the year was:	233	218
	£'000	£'000
Staff costs for the above persons:		
Wages and salaries	3,137	1,417
Social security costs	210	94
Apprenticeship levy	13	4
Defined contribution pension cost	23	6
Total	3,383	1,521

No staff were employed by the Company. Directors emoluments for both periods were £nil.

7. Taxation (credit) / charge

	Year ended 30 September 2018 £'000	Period ended 30 September 2017 £'000
Current tax		
UK corporation tax	(55)	27
Deferred tax:		
Deferred tax (note 18)	(100)	13
Total tax (credit) / charge on (loss) / profit for the year / period	**(155)**	**40**

Factors affecting the tax charge for the year.

The tax assessed for the year is lower than the standard rate of corporation tax in the UK of 19%. The differences are explained below:

	Year ended 30 September 2018	Period ended 30 September 2017
(Loss) / profit before tax	(79)	567
(Loss) / profit multiplied by the standard rate of corporation tax in the UK of 19%	(15)	108
Effects of:		
Expenses that are not deductible in determining taxable profit	164	-
Group relief received for nil consideration	(149)	(73)
Prior period corporation tax adjustment	(55)	-
Differences between capital allowances and depreciation	(100)	5
Total tax (credit) / charge	**(155)**	**40**

As at 30 September 2018, the Group had trade losses carried forward of £597k (2017: £nil), non-trade financial losses of £276k (2017 £nil), capital losses of £417k (2017: £417k), and capital allowance pool of approximately £0.87 million (2017: £1.48 million).

8. Intangible fixed assets – goodwill / negative goodwill

	Group Positive £'000	Group Negative £000	Group Total £000
Cost:			
30 September 2017	1,202	-	1,202
Additions: additional costs on acquisitions of Woodbury Park and Witney Lakes	15	-	15
Additions: goodwill arising on acquisition of Wharton Park (see note 21)	-	(130)	(130)
30 September 2018	1,217	(130)	1,087
Amortisation:			
30 September 2017	(79)	-	(79)
Amortised in year	(122)	12	(110)
30 September 2018	(201)	12	(189)
Net book value: At 30 September 2018	**1,016**	**(118)**	**898**
Net book value: At 30 September 2017	**1,123**	**-**	**1,123**

9. Tangible fixed assets

Group	Freehold properties £'000	Long leasehold properties £'000	Fixtures, fittings & equipment £'000	Total £'000
Cost or valuation:				
At 30 September 2017	9,215	3,525	3,070	15,810
Arising on acquisition	1,529	-	130	1,659
Additions	-	10	729	739
Disposals	-	-	(57)	(57)
At 30 September 2018	**10,744**	**3,535**	**3,872**	**18,151**
Depreciation:				
At 30 September 2017	(55)	(147)	(1,669)	(1,871)
Charge in the year	(97)	(71)	(585)	(753)
Disposals	-	-	57	57
At 30 September 2018	**(152)**	**(218)**	**(2,197)**	**(2,567)**
Net book value:				
At 30 September 2018	**10,592**	**3,317**	**1,675**	**15,584**
At 30 September 2017	9,160	3,378	1,401	13,939

Freehold and long leasehold properties with a carrying amount of £13,909k were valued prior to acquisition by Christie & Co, Chartered Surveyors, on an existing use open market value basis, in accordance with the Guidance Notes of the Royal Institution of Chartered Surveyors. Christie & Co are not connected with the Group. The valuation was based on recent market transactions on an arm's length basis for similar properties. The Directors have retained these valuations (as adjusted for subsequent capital expenditure and depreciation) with the exception of Wharton Park, which following an impairment test, was written down by £0.5m in September 2017, before being acquired by the Group.

The Directors are satisfied that no adjustments to the carrying values of fixed assets are required at 30 September 2018.

Security against land and buildings

The Group has pledged the freehold and long leasehold properties, having a net book value of £13,909k, to secure the bank loans by way of a fixed charge. Included in freehold properties is land of £5,767k (2017: £4,121k) that is not depreciated.

Included within fixed assets within fixtures, fittings & equipment, are fixed assets with a net book value of £201k (2017: £18k) which are held under finance leases (hire purchase). The depreciation charge for the year includes £45k (period ended 30 September 2017: £7k) in respect of assets held under finance leases (hire purchase).

10. Fixed asset investments

Company	Shares in group undertakings £'000
Cost:	
At 30 September 2017	2,578
Additions – per note 21	127
Additions – additional costs of acquiring Woodbury Park / Witney Lakes	15
At 30 September 2018	2,720

11. Subsidiary undertakings

The Company's active subsidiary undertakings are:

Name of undertaking	*Class of shareholding*	*Proportion of nominal value held*	*Nature of business*
Woodbury Park Hotel and Golf Club Ltd	Ordinary	100%	Leisure operations
Witney Lakes Resort Ltd	Ordinary	100%	Leisure operations
Wharton Park Golf and Country Club Ltd	Ordinary	100%	Leisure operations

The subsidiary companies above have taken the exemption in section 479A of the Companies Act 2006 (the Act) from the requirements in the Act for their individual accounts to be audited. The guarantee given by the Company under section 479A of the Act is disclosed in note 26. All the subsidiaries above have the same registered address as the Company.

12. Stocks

	Group 2018 £'000	Group 2017 £'000
Retail	82	59
Food and beverage	47	40
Health and beauty products	37	36
	166	135

There is no stock held within the Company.

13. Debtors

	Group 2018 £'000	Group 2017 £'000	Company 2018 £'000	Company 2017 £'000
Amounts falling due within one year.				
Trade debtors	91	104	-	-
Prepayments and accrued income	88	74	-	-
Amounts owed by fellow group companies	-	-	3,999	2,823
	179	178	3,999	2,823

14. Creditors: Amounts falling due within one year

	Group		Company	
	2018	2017	2018	2017
	£'000	£'000	£'000	£'000
Bank loans and overdrafts	266	-	191	-
Obligations under finance leases (hire purchase)	77	12	-	-
Trade creditors	216	265	-	-
Corporation tax	-	186	-	-
Other taxation and social security costs	324	227	-	-
Other creditors	317	355	-	-
Amounts owed to fellow group companies	7,067	8,357	-	-
Accruals and deferred income	670	729	-	10
	8,937	10,131	191	10

15. Creditors: Amounts falling due after more than one year

	Group		Company	
	2018	2017	2018	2017
	£'000	£'000	£'000	£'000
Bank loans and overdrafts	8,045	7,241	7,062	7,241
Obligations under finance leases (hire purchase)	73	5	-	-
	8,118	7,246	7,062	7,241

The bank loans shown above (shown net of £355k (2017: £259k) of deferred financing costs) are secured against the freehold and long leasehold properties held by the Group, and the shares of the subsidiary companies. The loans' repayment profiles expire between December 2030 and May 2037 and incur an interest cost of between 3.0% and 3.1% over LIBOR. Amounts repayable after more than 5 years total £5,973k (2017: £6,299k).

Finance lease and hire purchase contracts
Obligations under finance lease and hire purchase contracts are secured by the related assets and bear finance charges at a rate between 4.6% and 5.75% per annum.

	Group	
	2018	2017
	£'000	£'000
The total future minimum lease payments are payable:		
Less than one year	82	13
Between one and five years	75	6
Total gross payments	157	19
Less: finance charges	(7)	(2)
Carrying amount of liability	150	17

There are no finance lease and hire purchase contracts within the company.

16. Financial instruments

The carrying amount of the Group's financial instruments at 30 September 2018 was:

	2018 £'000	2017 £'000
Financial assets: Measured at amortised cost		
Trade debtors	91	104
Financial liabilities: Measured at amortised cost		
Bank loans	8,666	7,500
Obligations under finance leases (hire purchase)	150	17
Trade creditors	216	265
Amounts owed to related parties	7,067	8,357
Accruals	168	224
Other creditors	317	355
	16,584	16,718

17. Borrowings

	Group		Company	
	2018 £'000	2017 £'000	2018 £'000	2017 £'000
Creditors: amounts falling due within one year:				
Hire purchase liabilities	150	17	-	-
Creditors: amounts falling due after more than one year:				
Bank loans and overdrafts	8,311	7,241	7,253	7,241

18. Deferred taxation

Group

	Deferred tax liability £'000
At 30 September 2017	(241)
Acquired with Wharton Park purchase	69
Amount released in period	100
At 30 September 2018	(72)

Provision for the deferred tax liability has been made as follows:

	2018 £'000	2017 £'000
Difference between accumulated depreciation and capital allowances	(173)	(241)
Unutilised tax losses	101	-
	(72)	(241)

There is an unprovided deferred tax asset (in Quicksands Ltd) of £47k at September 2018 in respect of losses carried forward.

There is no deferred tax asset or liability within the company.

19. Share capital and reserves

	2018 £'000	2017 £'000
Company share capital		
Allotted, issued and fully paid:		
1 ordinary share of £1	-	-

Reserves
Reserves of the Company represent the following:
Profit and loss account
Cumulative profit and loss net of distributions to owners

20. Reconciliation of profit after tax to net cash generated from operations

	Period ended 30 September 2018 £'000	Period ended 30 September 2017 £'000
Profit after tax	76	527
Adjustments for:		
Depreciation of tangible fixed assets	753	206
Amortisation of goodwill	110	55
Interest payable	328	124
Taxation (credit) / charge	(155)	40
Operating cash flows before movements in working capital	1,112	952
Decrease in stock	11	11
Decrease in debtors	10	202
Decrease in creditors	(1,726)	(356)
Cash generated from operations	(593)	809

Cash and cash equivalents represent:		
Cash at bank	814	2,681
Overdraft	-	-
	814	2,681

Consolidated analysis of change in net debt

	Opening balance £000	Acquisition of subsidiary £000	Cash flow £000	Non-cash movements £000	Closing balance £000
Cash	2,681	15	(1,882)	-	814
Bank loans under 1 year	-	(72)	66	(260)	(266)
Hire purchase under 1 year	(12)	(33)	(100)	68	(77)
Debt under 1 year	(12)	(105)	(34)	(192)	(343)
Bank loans greater than 1 year	(7,241)	(1,047)	-	243	(8,045)
Hire purchase greater than 1 year	(5)	-	-	(68)	(73)
Debt greater than 1 year	(7,246)	(1,047)	-	175	(8,118)
Total	(4,577)	(1,137)	(1,916)	(17)	(7,647)

21. Acquisition

Business combinations

On 9 November 2017, the Group acquired the entire share capital of Wharton Park Golf and Country Club Ltd, from its parent company CCGL. Wharton Park has been accounted for using the acquisition method of accounting.

The consideration paid to acquire Wharton Park (for cash flow disclosure purposes) was as shown below:

	£'000
Cash paid for ordinary shares	127
Less: cash and cash equivalents acquired	(15)
	112

At 9 November 2017 (the 'acquisition date'), the assets and liabilities of Wharton Park were consolidated at their fair values to the Group, as set out below:

	Fair value at date of acquisition £'000
Tangible fixed assets	1,659
Stocks	42
Debtors	12
Cash at bank	15
Deferred tax	69
Total assets	**1,797**
Bank loans	(1,119)
Hire purchase liabilities	(33)
Trade creditors	(18)
Accruals and deferred income	(35)
Other creditors	(335)
Total liabilities	**(1,540)**
Net assets	**257**

The negative goodwill arising on acquisition of £130k (being the balance of the net assets acquired of £257k over the cash paid for ordinary shares of £127k) is being written back to the statement of comprehensive income over the period of realisation of non-monetary assets, estimated at 10 years.

Consolidated turnover and consolidated profit after tax includes turnover of £691k and loss after tax of £118k contributed by Wharton Park between the date of its acquisition and 30 September 2018.

22. Capital commitments

Capital expenditure contracted but not provided at 30 September 2018 was £nil (2017: £nil).

23. Commitments under operating leases

The total future minimum lease payments under non-cancellable operating leases, in relation to fixtures, fittings and equipment are as follows:

	Group 2018 £'000	Group 2017 £'000
Amounts due:		
Within one year	112	125
Between one and five years	405	405
After five years	6,976	7,077
	7,493	7,607

There are no commitments under operating leases within the company.

24. Retirement benefits

The Group's parent operates a defined contribution pension scheme for all qualifying employees in the United Kingdom. The assets of the scheme are held separately from those of the Group in an independently administered fund. Costs incurred in respect of the above have been charged to the to the statement of comprehensive income. There were no unpaid amounts at the year-end (September 2017: £ nil).

25. Remuneration of key management personnel

All remuneration of the directors and the managers of the Group, who are considered to be the key management personnel of the Group, was borne by the Club Company Group.

26. Contingent liabilities

In order for the subsidiary companies named in note 11 to take audit exemption in accordance with section 479A of the Companies Act 2006, the Company has guaranteed all outstanding liabilities of those subsidiary companies at 30 September 2018 until those liabilities are satisfied in full.

In the ordinary course of business, the company is part of a VAT group. The group's VAT liability at the balance sheet date was £586k (2017: £842k).

27. Related party transactions

The company has taken advantage of the exemptions provided by Section 33 of FRS 102 'Related Party Disclosures' and has not disclosed transactions entered into between two or more members of a group, provided that any subsidiary undertaking, which is party to the transaction, is wholly owned by a member of that group.

28. Ultimate parent company and ultimate controlling party

The immediate parent undertaking is Club Company (Group) Ltd, a company incorporated in Great Britain and registered in England and Wales, whose registered office is Castle Royle Golf & Country Club, Bath Road, Reading, Berkshire, RG10 9AL.

The intermediate parent undertaking is Vonnco Ltd, a company incorporated in Great Britain and registered in England and Wales, whose registered office is Castle Royle Golf & Country Club, Bath Road, Reading, Berkshire, RG10 9AL. It is the smallest and largest group for which consolidated accounts including Quicksands Limited are prepared.

The ultimate parent undertaking is Epiris GP Limited (Reg No 122884) which has its registered office at Aztec Group House 11-15 Seaton Place St Helier Jersey JE4 0QH. Epiris GP Limited is the ultimate parent undertaking as general partner of Epiris Fund II LP (Reg No 2376) , Epiris Fund II (B) LP (Reg No 2420), Epiris Fund II FFP LP (Reg No 2467) and Epiris TC LP (2558) each of whom has its registered office at Aztec Group House 11-15 Seaton Place St Helier Jersey JE4 0QH.