COMPANY REGISTRATION NUMBER: 08800984

LONDON IRISH CONSORTIUM (2013) LTD

FINANCIAL STATEMENTS

FOR THE YEAR ENDED

30th JUNE 2016

BREBNERS
Chartered Accountants & Statutory Auditor
130 Shaftesbury Avenue
London
W1D 5AR

LONDON IRISH CONSORTIUM (2013) LTD

FINANCIAL STATEMENTS

YEAR ENDED 30th JUNE 2016

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LONDON IRISH CONSORTIUM (2013) LTD

OFFICERS AND PROFESSIONAL ADVISERS

The board of directors	M Crossan P Cusack M Cusack M Bensted
Registered office	Hazlewood, Croysdale Avenue Green Street Sunbury on Thames Middlesex TW16 6QU
Auditor	Brebners Chartered Accountants & Statutory Auditor 130 Shaftesbury Avenue London W1D 5AR
Bankers	Allied Irish Bank Plc 10 Berkley Square Mayfair London W1J 6AA

LONDON IRISH CONSORTIUM (2013) LTD

STRATEGIC REPORT

YEAR ENDED 30th JUNE 2016

Principal Activities and Business Review

The principal activity of the company during the year was that of an investment holding company.

The principal activities of the company's subsidiary undertakings are those of the management of a professional rugby club and related activities.

On 13th December 2013 the company entered into an agreement whereby it is responsible for the trading activities of London Irish Holdings Limited and its subsidiaries, ensuring that these companies meet their working capital commitments and remain solvent.

Powerday Plc and P F Cusack (Tools Supplies) Limited have entered into an investment agreement with the company, the terms of which provide for ongoing investment in London Irish Holdings through the company until 30th June 2017. Following the year end the London Irish Holdings Limited group overdraft was repaid in full with a further injection of funding from the investors.

Strategic Intentions

London Irish Consortium (2013) Limited short term intentions are: "firstly to ensure a stable platform for the Club to continue to operate, the emphasis being very much on supporting the performance of the professional team including the Academy and secondly to refocus the efforts of the executive team to grow revenues wherever possible, to begin the process of reducing trading losses which have been a significant obstacle for the Club in recent years."

The Company's long term vision for the Rugby Club "is that it is re-established as a major force in the top division of professional rugby, that it reconnects with its support base, in terms of both business and community participation and that it generates sufficient revenues from both core and non-core activities to sustain itself going forward, ultimately providing a reasonable level of return for those investing in it. The vision is not to simply act as a financial benefactor, but to invest wherever necessary to re-build London Irish into a business which can stand on its own two feet and flourish as a 'community-based' rugby institution embracing all levels of the game from grass roots rugby through to the professional ranks."

The significant financial commitments entered into by the company and its shareholders demonstrate their shared long term intentions.

London Irish Consortium (2013) Limited has no strategic plans for London Irish that would change in the short term its existing focus or operations. Having moved into new training facilities in Hazelwood during summer 2014, the company has no intention to change the location of London Irish's places of business.Ongoing reviews of all areas of the business performance may however lead to some re-organisation of the business.

Financial Key Performance Indicators

The directors measure the performance of the group as a whole rather than by individual entity.

There are numerous other non-financial performance indicators used by the directors but none are considered to be key.

LONDON IRISH CONSORTIUM (2013) LTD

STRATEGIC REPORT *(continued)*

YEAR ENDED 30th JUNE 2016

Principal Risks and Uncertainties

The Board is of the opinion that the company is not exposed to tangible, financial or non-financial risks other than those inherent to the group's line of business.

Operating as a holding company and guarantor for the London Irish Holdings Limited group (as disclosed above) the company faces various internal and external risks. These include market risks, legislative, regulatory and environmental risks impacting upon the London Irish Holdings Limited group all of which could conceivably have an impact on the company's long term performance. The risks specific to the London Irish Holdings Limited group are detailed in the Strategic Report of that company. London Irish Consortium (2013) Limited manages the risks inherent to its operations in order to mitigate exposure to all forms of risk, when practical. The company transfers as much risk to insurers as is practicable and cost effective.

The company's principal financial instruments comprise bank balances and intragroup indebtedness. These instruments enable the company to finance its operations and those of its subsidiary undertakings.

The company operates as an investment holding company and with the exception of interest receivable on intra-group debt does not currently generate revenue. The company closely monitors the performance of its investments, and the principal risks and uncertainties impacting upon the London Irish Holdings Limited group are detailed in the Strategic Report within the financial statements of that company.

The company's policy is to maintain borrowings at a level such that they provide access to funds sufficient to meet all of its foreseeable requirements, and commitments.

Following the year end the London Irish Holdings Limited group overdraft was repaid in full with a further injection of funding from the investors.

The company has no significant exchange rate risk as it carries out its operations wholly within the UK and its transactions are principally contracted in sterling.

This report was approved by the board of directors on ......30\1\2017...... and signed on behalf of the board by:

Michael Crossan

M Crossan
Director

LONDON IRISH CONSORTIUM (2013) LTD

DIRECTORS' REPORT

YEAR ENDED 30th JUNE 2016

The directors present their report and the financial statements of the company for the year ended 30th June 2016.

DIRECTORS

The directors who served the company during the year were as follows:

M Crossan
P Cusack
M Cusack
M Bensted
D Fitzgerald (Died 19th February 2016)

DIVIDENDS

The directors do not recommend the payment of a dividend.

EVENTS AFTER THE END OF THE REPORTING PERIOD

Particulars of events after the reporting date are detailed in note 11 to the financial statements.

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the strategic report, directors' report and the financial statements in accordance with applicable law and regulations.

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

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting 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 adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

AUDITOR

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as they are aware, there is no relevant audit information of which the company's auditor is unaware; and
- they have taken all steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

LONDON IRISH CONSORTIUM (2013) LTD

DIRECTORS' REPORT *(continued)*

YEAR ENDED 30th JUNE 2016

This report was approved by the board of directors on ...30\1\2017...... and signed on behalf of the board by:

Michael Crossan

M Crossan
Director

LONDON IRISH CONSORTIUM (2013) LTD

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF LONDON IRISH CONSORTIUM (2013) LTD

YEAR ENDED 30th JUNE 2016

We have audited the financial statements of London Irish Consortium (2013) Ltd for the year ended 30th June 2016, on pages 8 to 15. The financial reporting framework that has been applied in their preparation is applicable law and the United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

This report is made solely to the company's members, as a body, in accordance with chapter 3 of part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITOR

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the strategic report and the directors' report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

OPINION ON FINANCIAL STATEMENTS

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30th June 2016 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

OPINION ON OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

LONDON IRISH CONSORTIUM (2013) LTD

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF LONDON IRISH CONSORTIUM (2013) LTD *(continued)*

YEAR ENDED 30th JUNE 2016

MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to take advantage of the small companies' exemption in preparing the directors' report and take advantage of the small companies exemption from the requirement to prepare a strategic report.

Brebners

John Craig (Senior Statutory Auditor)

For and on behalf of
Brebners
Chartered Accountants & Statutory Auditor
130 Shaftesbury Avenue
London
W1D 5AR

30\1\2017

LONDON IRISH CONSORTIUM (2013) LTD

STATEMENT OF INCOME AND RETAINED EARNINGS

YEAR ENDED 30th JUNE 2016

	Note	2016 £	2015 £
Administrative expenses		**18,066**	10,450
OPERATING LOSS	4	**(18,066)**	(10,450)
Other interest receivable and similar income		**266,789**	172,709
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		**248,723**	162,259
Tax on profit on ordinary activities	5	**–**	–
PROFIT FOR THE FINANCIAL YEAR AND TOTAL COMPREHENSIVE INCOME		**248,723**	162,259
RETAINED EARNINGS/(LOSSES) AT THE START OF THE YEAR		**152,074**	(10,185)
RETAINED EARNINGS AT THE END OF THE YEAR		**400,797**	152,074

All the activities of the company are from continuing operations.

The notes on pages 10 to 15 form part of these financial statements.

LONDON IRISH CONSORTIUM (2013) LTD

STATEMENT OF FINANCIAL POSITION

30th JUNE 2016

	Note	2016 £	2016 £	2015 £	2015 £
FIXED ASSETS					
Investments	6		4,297,799		2,170,439
CURRENT ASSETS					
Debtors	7	3,930,225		2,965,796	
Cash at bank and in hand		390		10,497	
		3,930,615		2,976,293	
CREDITORS: amounts falling due within one year	8	5,690,087		2,857,128	
NET CURRENT (LIABILITIES)/ASSETS			(1,759,472)		119,165
TOTAL ASSETS LESS CURRENT LIABILITIES			2,538,327		2,289,604
NET ASSETS			2,538,327		2,289,604
CAPITAL AND RESERVES					
Called up share capital	9		2,137,530		2,137,530
Profit and loss account	10		400,797		152,074
MEMBERS FUNDS			2,538,327		2,289,604

These financial statements were approved by the board of directors and authorised for issue on ...30\1\2017 and are signed on behalf of the board by:

Michael Crossan

M Crossan
Director

Company registration number: 08800984

LONDON IRISH CONSORTIUM (2013) LTD

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30th JUNE 2016

1. GENERAL INFORMATION

The company is a private company limited by shares, registered in England and Wales. The registered office is situated at Hazelwood, Hazelwood Drive, Sunbury on Thames, Middlesex, TW16 6QU.

The principal activity of the company is that of an investment holding company.

2. STATEMENT OF COMPLIANCE

These financial statements have been prepared in compliance with FRS 102, 'The Financial Reporting Standard applicable in the UK and the Republic of Ireland'.

3. ACCOUNTING POLICIES

Basis of preparation

The company had net assets at the balance sheet date of £2,538,327. During the period pre-tax profits amounted to £248,723.

Overall, as at 30th June 2016, the group of which the company is a member had net assets of £37,265,200 including cash at bank of £13,496,571 and made a pre-tax profit for the year then ended of £4,443,354.

The company, and the group of which it is a member, meets its day to day working capital requirements through a combination of existing resources, normal trading terms, hire purchase finance and bank facilities.

The parent company's latest management accounts show continued profitability in its core waste management business. As a consequence and with the ongoing support of the parent company, the directors believe that London Irish Consortium (2013) Limited is well placed to manage its business risks successfully and to fulfill the guarantees made by it to The London Irish Holdings Limited group.

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt going concern basis in preparing the annual report and accounts.

Consolidation

The company was, at the end of the year, a subsidiary of another company incorporated in the EEA and in accordance with Section 400 of the Companies Act 2006, is not required to produce, and has not published, consolidated accounts. The accounts therefore disclose details of the company as an individual undertaking and not its group.

3. ACCOUNTING POLICIES *(continued)*

Trade and other debtors

Trade and other debtors are initially recognised at the transaction price and thereafter stated at amortised cost using the effective interest method, less impairment losses for bad and doubtful debts except where the effect of discounting would be immaterial. In such cases, the receivables are stated at cost less impairment losses for bad and doubtful debts.

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other short-term highly liquid investments with original maturities of three months or less and bank overdrafts. In the statement of financial position, bank overdrafts are shown within borrowings or current liabilities.

Trade and other creditors

Trade and other creditors are initially recognised at the transaction price and are thereafter stated at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

Interest bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between the amount initially recognised and redemption value being recognised in the statement of comprehensive income over the period of the borrowings, together with any interest and fees payable, using the effective interest method.

Related parties

For the purposes of these financial statements, a party is considered to be related to the company if:

(i) the party has the ability, directly or indirectly, through one of more intermediaries, to control the company or exercise significant influence over the company in making financial and operating policy decisions, or has joint control over the company;
(ii) the company and the party are subject to common control;
(iii) the party is an associate of the company or a joint venture in which the company is a venturer;
(iv) the party is a member of key management personnel of the company or the company's parent, or a close family member of such an individual, or is an entity under the control, joint control or significant influence of such individuals;
(v) the party is a close family member of a party referred to in (i) or is an entity under the control, joint control or significant influence of such individuals;
(vi) the party is a post-employment benefit plan which is for the benefit of employees of the company or of any entity that is a related party of the company; or
(vii) the party, or any member of a group of which it is part, provides key management personnel services to the company or its parent.

Close family members of an individual are those family members who may be expected to influence, or be influenced by, that individual in their dealings with the entity.

Transition to FRS 102

The entity transitioned from previous UK GAAP to FRS 102 as at 1st July 2014. Details of how FRS 102 has affected the reported financial position and financial performance is given in note 14.

3. ACCOUNTING POLICIES *(continued)*

Disclosure exemptions

The entity satisfies the criteria of being a qualifying entity as defined in FRS 102. Its financial statements are consolidated into the financial statements of (enter name of group financial statements) which can be obtained from (enter detail). As such, advantage has been taken of the following disclosure exemptions available under paragraph 1.12 of FRS 102:

(a) No cash flow statement has been presented for the company.
(b) Disclosures in respect of financial instruments have not been presented.
(c) No disclosure has been given for the aggregate remuneration of key management personnel.

Judgements and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported. These estimates and judgements are continually reviewed and are based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

There are no judgements or estimates that management have made in the process of applying the entity's accounting policies that have a significant effect on the amounts recognised in the financial statements.

Income tax

Deferred taxation is recognised in respect of all timing difference that have originated but not reversed at the balance sheet date where transaction or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax.

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Investments

Fixed asset investments are initially recorded at cost, and subsequently stated at cost less any accumulated impairment losses.

Listed investments are measured at fair value with changes in fair value being recognised in profit or loss.

Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

4. OPERATING PROFIT

Operating profit or loss is stated after charging:

	2016	2015
	£	£
Fees payable for the audit of the financial statements	**10,000**	10,000

5. TAX ON PROFIT ON ORDINARY ACTIVITIES

Reconciliation of tax income

The tax assessed on the profit on ordinary activities for the year is higher than (2015: higher than) the standard rate of corporation tax in the UK of 20% (2015: 20%).

	2016	2015
	£	£
Profit on ordinary activities before taxation	**248,723**	162,259
Profit on ordinary activities by rate of tax	**(49,745)**	(32,452)
Utilisation of tax losses	–	2,037
Utilisation of group tax losses	**49,745**	30,415
Tax on profit on ordinary activities	–	–

6. INVESTMENTS

	Shares in group undertakings £
Cost	
At 1st July 2015	**2,170,439**
Additions	**2,127,360**
At 30th June 2016	**4,297,799**
Impairment	
At 1 Jul 2015 and 30 Jun 2016	–
Carrying amount	
At 30th June 2016	**4,297,799**
At 30th June 2015	2,170,439

The principal subsidiary undertakings of London Irish Consortium (2013) Limited are listed below. At 30th June 2016 the company held a direct beneficial interest of 92% of the Ordinary share capital of London Irish Holdings Limited, a professional rugby club registered in England and Wales. During the year London Irish Consortium (2013) Limited agreed to purchase any shares not taken up in a rights issue completed by London Irish Holdings Limited. This resulted in the company purchasing 42,547,209 Ordinary 1p shares for £2,127,360, which has reduced the amounts due from group undertakings accordingly. The company holds a beneficial interest in 20% or more of the share capital of the following principal companies.

LONDON IRISH CONSORTIUM (2013) LTD

NOTES TO THE FINANCIAL STATEMENTS *(continued)*

YEAR ENDED 30th JUNE 2016

6. INVESTMENTS ***(continued)***

Subsidiaries, associates and other investments

Subsidiary undertakings	Country of incorporation	Class of share	Percentage of shares held
London Irish Holdings Limited	England and Wales	Ordinary Shares	92
London Irish Scottish Richmond Limited	England and Wales	Ordinary Shares	92
London Irish Rugby Football Ground Limited	England and Wales	Ordinary Shares	92

7. DEBTORS

	2016	2015
	£	£
Amounts owed by group undertakings	**3,930,225**	2,965,796

8. CREDITORS: amounts falling due within one year

	2016	2015
	£	£
Amounts owed to group undertakings	**4,287,257**	2,224,298
Accruals and deferred income	**10,000**	10,000
Other creditors	**1,392,830**	622,830
	5,690,087	2,857,128

9. CALLED UP SHARE CAPITAL

Issued, called up and fully paid

	2016		2015	
	No.	**£**	No.	£
Ordinary shares of £0.05 each	**42,750,597**	**2,137,530**	42,750,597	2,137,530

10. RESERVES

Profit and loss account - This reserve records retained earnings and accumulated losses.

11. EVENTS AFTER THE END OF THE REPORTING PERIOD

Subsequent to the balance sheet date the company acquired a further 42,547,209 Ordinary shares in London Irish holdings Limited, taking its direct beneficial interest in the Ordinary shares of that company to 91.7%.

LONDON IRISH CONSORTIUM (2013) LTD

NOTES TO THE FINANCIAL STATEMENTS *(continued)*

YEAR ENDED 30th JUNE 2016

12. RELATED PARTY TRANSACTIONS

Included within debtors due within one year are amounts of £3,930,225 (2015: £2,965,796) advanced by the company to London Irish Scottish Richmond Limited. Interest amounting to £266,789 (2015: £172,709) was charged on these amounts, and as at 30th June 2016 a total of £3,930,225 remains outstanding. No set repayment terms are in place.

Included within creditors due within one year are amounts of £4,269,298 (2015: £2,224,298) advanced to the company by Powerday Plc, the ultimate parent undertaking. No interest was charged on these amounts, and as at 30th June 2016 a total of £4,269,298 remains outstanding. No set repayment terms are in place.

Included within creditors due within one year are amounts of £17,959 (2015: £nil) advanced to the company by London Irish Holdings Limited. No interest was charged on these amounts, and as at 30th June 2016 a total of £17,959 remains outstanding. No set repayment terms are in place.

Included within other creditors due within one year is a balance of £1,042,830 (2015: £455,581) advanced by P.F Cusack (Tool Supplies) Limited, of which P Cusack director of London Irish Consortium (2013) Limited is a director and majority shareholder. No interest was charged on these amounts, and no set repayment terms are in place.

13. CONTROLLING PARTY

The directors consider the ultimate parent and ultimate controlling undertaking to be Powerday Plc, which is the parent of the largest group of which the company is a member, and for which group financial statements are prepared. The consolidated financial statements of Powerday Plc are available from Companies House.

14. TRANSITION TO FRS 102

These are the first financial statements that comply with FRS 102. The company transitioned to FRS 102 on 1st July 2014.

No transitional adjustments were required in equity or profit or loss for the year.