

Registration number SC079243

Gillespie Leisure Limited
Directors' Report And Financial Statements
For The Year Ended 30 November 2012

A J Innes
Chartered Accountants

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Gillespie Leisure Limited

Directors' report for the year ended 30 November 2012

The directors present their report and the financial statements for the year ended 30 November 2012.

Principal activity and review of the business

The principal activities of the company are the provision of Holiday Park leisure activities, caravan sales and the provision of holiday caravanning facilities.

Business review

The development and performance of the company during the year and the financial position at the year end are satisfactory. There have not been any significant changes in the company's principal activities in the year under review. The directors are not aware, at the date of this report, of any likely major changes in the company's activities in the next year.

As shown in the company's profit and loss account on page 5, the company's turnover decreased by 15% on the prior year (2012: £2,281,589 ; 2011: £2,696,752) and profit after tax increased to £229,419 (2011: £91,094).

The balance sheet on page 5 of the financial statements shows a satisfactory financial position at the year end, shareholders' funds amounting to £4,548,762 (2011: £4,319,343). Net assets increased by 5.3% on the prior year. The cash flow statement on page 7 shows net debt cleared at the year end with positive funds in the bank resulting from retained profits and injection of funds by the Directors.

Gillespie Leisure Limited is a medium sized family run company. For this reason, the company's directors believe that further key performance indicators for the company are not necessary for an understanding of the development, performance or position of the business.

Principal risks and uncertainties

Competition in the UK leisure sector is a continuing risk for the company. The company manages this risk by providing added value services and leisure facilities to its customers and by maintaining strong relationships with customers. The current economic recession and credit crunch, whilst having a negative impact on caravan sales, has resulted in Britains taking short break holidays in the UK which has helped mitigate the effect of the recession on the company's business.

The company is primarily financed by overdraft (which had cleared by the year end) and has low gearing. It therefore has very low interest rate exposure.

Environment

Gillespie Leisure Limited recognises the importance of its environmental responsibilities, monitors its impact on the environment, and is proactive in designing and implementing policies to reduce any damage that might be caused by the company's activities. Initiatives designed to minimise the company's impact on the environment include sustainability (including recycling and water conservation) and reducing energy consumption (including use of solar panel technology).

Employees

Details of the number of employees and related costs can be found in note 6 to the financial statements on page 8.

Results and dividends

The profit for the year, after taxation, amounted to £229,419. Particulars of dividends paid and proposed are detailed in the notes to the financial statements.

The directors do not recommend payment of a final dividend.

Gillespie Leisure Limited

**Directors' report
for the year ended 30 November 2012**

Directors and their interests

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

	Class of share	30/11/12	01/12/11 or date of appointment
Mrs Jessica Murray Thompson Gillespie	Ordinary shares	1,150	1,150
Mr Douglas J C Gillespie	Ordinary shares	4,900	4,900

Statement of directors' responsibilities

The directors are responsible for preparing 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 company and of the profit or loss of the company for that year. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors of a company must, in determining how amounts are presented within items in the profit and loss account and balance sheet, have regard to the substance of the reported transaction or arrangement, in accordance with generally accepted accounting principles and practice.

In so far as the directors are aware:

- there is no relevant audit information (information needed by the company's auditors in connection with preparing their report) of which the company's auditors are unaware, and
- the directors have taken all the steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Auditors

A J Innes are deemed to be reappointed in accordance with Section 487(2) of the Companies Act 2006.

This report was approved by the Board on 29 August 2013 and signed on its behalf by



Mr Douglas J C Gillespie
Director

**Independent auditor's report to the shareholders of
Gillespie Leisure Limited**

We have audited the financial statements of Gillespie Leisure Limited for the year ended 30 November 2012 which comprise the Profit and Loss Account, the Balance Sheet, the Cash Flow Statement, the Reconciliation of Movements in Shareholders' Funds and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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 auditors' 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 auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 1 - 2, 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 Directors' report and financial statements to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications of 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 30 November 2012 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 Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

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.

A J Innes

Alastair Innes BSc PhD CA ATII (senior statutory auditor)

For and on behalf of A J Innes

Chartered Accountants and

Registered Auditors

65 High Street
Gatehouse of Fleet
DG7 2HS

29 August 2013

Gillespie Leisure Limited

**Profit and loss account
for the year ended 30 November 2012**

		Continuing operations	
		2012	2011
	Notes	£	£
Turnover	2	2,281,589	2,696,752
Cost of sales		(1,462,055)	(1,980,279)
Gross profit		<u>819,534</u>	<u>716,473</u>
Administrative expenses		(523,684)	(593,111)
Operating profit	3	<u>295,850</u>	<u>123,362</u>
Interest payable and similar charges	5	(4,875)	(11,257)
Profit on ordinary activities before taxation		<u>290,975</u>	<u>112,105</u>
Tax on profit on ordinary activities	8	(61,556)	(21,011)
Profit for the year	18	<u>229,419</u>	<u>91,094</u>
Retained profit brought forward		<u>4,179,343</u>	<u>4,088,249</u>
Retained profit carried forward		<u>4,408,762</u>	<u>4,179,343</u>

There are no recognised gains or losses other than the profit or loss for the above two financial years.

The notes on pages 8 to 16 form an integral part of these financial statements.

Gillespie Leisure Limited

**Balance sheet
as at 30 November 2012**

		2012		2011	
	Notes	£	£	£	£
Fixed assets					
Intangible assets	9		1		1
Tangible assets	10		4,481,851		4,472,636
			4,481,852		4,472,637
Current assets					
Stocks	11	74,512		249,824	
Debtors	12	565,997		630,736	
Cash at bank and in hand		574,068		10,531	
		1,214,577		891,091	
Creditors: amounts falling due within one year	13	(858,771)		(751,665)	
Net current assets			355,806		139,426
Total assets less current liabilities			4,837,658		4,612,063
Creditors: amounts falling due after more than one year	14		(60,000)		(60,000)
Provisions for liabilities	15		(228,896)		(232,720)
Net assets			4,548,762		4,319,343
Capital and reserves					
Called up share capital	17		10,000		10,000
Other reserves	18		130,000		130,000
Profit and loss account	18		4,408,762		4,179,343
Shareholders' funds	19		4,548,762		4,319,343

The financial statements were approved by the Board on 29 August 2013 and signed on its behalf by



Douglas J C Gillespie
Director

Registration number SC079243

The notes on pages 8 to 16 form an integral part of these financial statements.

Gillespie Leisure Limited

**Cash flow statement
for the year ended 30 November 2012**

	Notes	2012 £	2011 £
Reconciliation of operating profit to net cash inflow from operating activities			
Operating profit		295,850	123,362
Depreciation plus (Profit)/loss on sale of fixed assets		182,465	214,420
(Increase) / decrease in stocks		175,312	71,204
(Increase) / decrease in debtors		64,739	184,169
Increase / (decrease) in creditors		267,654	16,140
Net cash inflow / (outflow) from operating activities		<u>986,020</u>	<u>609,295</u>
Cash flow statement			
Net cash inflow / (outflow) from operating activities		986,020	609,295
Returns on investments and servicing of finance	21	(4,875)	(11,257)
Taxation	21	(23,930)	(11,779)
Capital expenditure	21	(191,680)	(204,308)
		<u>765,535</u>	<u>381,951</u>
Financing	21	4,800	3,210
Increase / (decrease) in cash in the year		<u>770,335</u>	<u>385,161</u>
Reconciliation of net cash flow to movement in net debt (Note 22)			
Increase / (decrease) in cash in the year		770,335	385,161
Cash flow from repayment of loans		(4,800)	(3,210)
Change in net debt resulting from cash flows		<u>765,535</u>	<u>381,951</u>
Net (debt) at 1 December 2011		<u>(323,550)</u>	<u>(705,501)</u>
Net Funds/(Debt) at 30 November 2012		<u>441,985</u>	<u>(323,550)</u>

Gillespie Leisure Limited

**Notes to the financial statements
for the year ended 30 November 2012**

..... continued

1. Accounting policies

1.1. Accounting convention

The financial statements are prepared under the historical cost convention .

1.2. Turnover

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

1.3. Goodwill

1.4. Tangible fixed assets and depreciation

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

Freehold land and buildings	-	nil
Freehold land and buildings improvements	-	nil
Caravans, fixtures, fittings & equipment	-	10% reducing balance
E-business plant & equipment	-	30% reducing balance
Vehicles & machinery	-	20% reducing balance

No depreciation is required in respect of freehold property on the basis that the market value of the property at 30 November 2012 is not less than the carrying value stated in the Balance Sheet at 30 November 2012.

The company's policy is not to adopt a revaluation policy in respect of freehold property. The company will follow the transitional provisions of FRS15 and the Brighthouse Bay Holiday Park Land will be frozen at the accounts valuation of £130,000 and all other property shown at cost.

1.5. Stock

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

1.6. Pensions

The pension costs charged in the financial statements represent the contribution paid by the company during the year.

1.7. Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

2. Turnover

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

Gillespie Leisure Limited

**Notes to the financial statements
for the year ended 30 November 2012**

3. Operating profit	2012	2011
	£	£
Operating profit is stated after charging:		
Depreciation and other amounts written off tangible assets	216,624	212,526
Loss on disposal of tangible fixed assets	-	1,894
Auditors' remuneration (Note 4)	4,600	4,600
	<u> </u>	<u> </u>
and after crediting:		
Profit on disposal of tangible fixed assets	(34,159)	-
	<u> </u>	<u> </u>
 4. Auditors' remuneration	 2012	 2011
	£	£
Auditors' remuneration - audit of the financial statements	4,600	4,600
	<u> </u>	<u> </u>
Auditors' remuneration - other fees:		
- Accountancy	2,800	2,800
	<u> </u>	<u> </u>
 5. Interest payable and similar charges	 2012	 2011
	£	£
Bank interest	75	6,457
8% Preference shares dividend	4,800	4,800
	<u> </u>	<u> </u>
	4,875	11,257
	<u> </u>	<u> </u>
 6. Employees		
Number of employees	2012	2011
The average monthly numbers of employees	Number	Number
(including the directors) during the year were:		
	42	54
	<u> </u>	<u> </u>
 Employment costs	 2012	 2011
	£	£
Wages and salaries	635,355	741,785
Pension costs	30,000	15,000
	<u> </u>	<u> </u>
	665,355	756,785
	<u> </u>	<u> </u>

Gillespie Leisure Limited

**Notes to the financial statements
for the year ended 30 November 2012**

..... continued

6.1. Directors' remuneration	2012	2011
	£	£
Remuneration and other emoluments	46,955	64,594
Pension contributions	30,000	15,000
	<u>76,955</u>	<u>79,594</u>
	Number	Number
Number of directors to whom retirement benefits are accruing under a money purchase scheme	<u>2</u>	<u>1</u>

7. Pension costs

The company contributes to defined contribution pension schemes in respect of the directors. The schemes and their assets are held by independent managers. The pension charges represent contributions paid by the company and amounted to £30,000 (2011 - £15,000).

Gillespie Leisure Limited

**Notes to the financial statements
for the year ended 30 November 2012**

..... continued

8. Tax on profit on ordinary activities

Analysis of charge in period	2012	2011
	£	£
Current tax		
UK corporation tax	65,380	23,930
Total current tax charge	<u>65,380</u>	<u>23,930</u>
Deferred tax		
Timing differences, origination and reversal	(3,824)	(2,919)
Total deferred tax	<u>(3,824)</u>	<u>(2,919)</u>
Tax on profit on ordinary activities	<u>61,556</u>	<u>21,011</u>

Factors affecting tax charge for period

The tax assessed for the period is lower than the standard rate of corporation tax in the UK (24.66 per cent). The differences are explained below:

	2012	2011
	£	£
Profit on ordinary activities before taxation	<u>290,975</u>	<u>112,105</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 24.66% (30 November 2011 : 26.66%)	71,754	29,887
Effects of:		
Expenses not deductible for tax purposes	1,216	1,363
Capital allowances less than/(in excess of) depreciation/loss on sale of assets	6,146	128
Effect of small company tax rate	(13,736)	(7,448)
Current tax charge for period	<u>65,380</u>	<u>23,930</u>

9. Intangible fixed assets

	Goodwill	Total
	£	£
Cost		
At 1 December 2011	<u>1</u>	<u>1</u>
At 30 November 2012	<u>1</u>	<u>1</u>
Net book values		
At 30 November 2012	<u>1</u>	<u>1</u>
At 30 November 2011	<u>1</u>	<u>1</u>

Gillespie Leisure Limited

Notes to the financial statements
for the year ended 30 November 2012

..... continued

10. Tangible fixed assets	Land and buildings freehold £	Land and buildings improvements freehold £	Caravans Equipment and Vehicles £	E-business Plant and Equipment £	Total £
Cost					
At 1 December 2011	1,893,599	853,274	4,110,367	16,059	6,873,299
Additions	-	1,581	253,824	-	255,405
Disposals	-	-	(56,069)	-	(56,069)
At 30 November 2012	1,893,599	854,855	4,308,122	16,059	7,072,635
Depreciation					
At 1 December 2011	-	-	2,385,413	15,250	2,400,663
On disposals	-	-	(26,503)	-	(26,503)
Charge for the year	-	-	216,381	243	216,624
At 30 November 2012	-	-	2,575,291	15,493	2,590,784
Net book values					
At 30 November 2012	1,893,599	854,855	1,732,831	566	4,481,851
At 30 November 2011	1,893,599	853,274	1,724,954	809	4,472,636

11. Stocks	2012 £	2011 £
Barlochan Shop	2,464	2,601
Sandyhills Shop	3,686	4,885
Seaward Shop	1,855	2,214
Brighthouse Bay Shop	10,667	16,843
Caravans and Chalets for Resale	28,758	193,477
Leisure Club	11,072	11,658
Golf Club	1,130	2,058
Other Stock	14,880	16,088
	74,512	249,824

12. Debtors	2012 £	2011 £
Trade debtors	303,558	336,626
Other debtors	81,904	144,768
Prepayments and accrued income	180,535	149,342
	565,997	630,736

Gillespie Leisure Limited

**Notes to the financial statements
for the year ended 30 November 2012**

..... continued

13. Creditors: amounts falling due within one year	2012 £	2011 £
Bank overdraft	-	206,798
Other loans	72,083	67,283
Trade creditors	256,976	263,562
Corporation tax	65,380	23,930
Other taxes and social security costs	34,342	39,738
Directors' loan account	381,253	38,152
Other creditors	23,752	85,433
Accruals and deferred income	20,185	21,969
8% Preference shares dividend	4,800	4,800
	<u>858,771</u>	<u>751,665</u>

The Clydesdale Bank holds a Standard Security over property at Brighthouse Bay Holiday Park and a floating charge over the assets and undertakings of the company.

14. Creditors: amounts falling due after more than one year	2012 £	2011 £
8% Preference shares classified as a financial liability (Note 17)	<u>60,000</u>	<u>60,000</u>
Loans		
Repayable in one year or less, or on demand (Note 13)	<u>72,083</u>	<u>67,283</u>

15. Provisions for liabilities	Deferred taxation (Note 16) £	Total £
At 1 December 2011	232,720	232,720
Movements in the year	(3,824)	(3,824)
At 30 November 2012	<u>228,896</u>	<u>228,896</u>

Gillespie Leisure Limited

**Notes to the financial statements
for the year ended 30 November 2012**

..... continued

16.	Provision for deferred taxation	2012	2011	
		£	£	
	Accelerated capital allowances	231,330	236,706	
	Tax losses carried forward	(2,434)	(3,986)	
	Provision for deferred tax	<u>228,896</u>	<u>232,720</u>	
	Provision at 1 December 2011	232,720		
	Deferred tax credit in profit and loss account	(3,824)		
	Provision at 30 November 2012	<u>228,896</u>		
17.	Share capital	2012	2011	
		£	£	
	Authorised			
	10,000 Ordinary shares of £1 each	10,000	10,000	
	60,000 8% Preference shares of £1 each	60,000	60,000	
		<u>70,000</u>	<u>70,000</u>	
	Allotted, called up and fully paid			
	10,000 Ordinary shares of £1 each	10,000	10,000	
	60,000 8% Preference shares of £1 each	60,000	60,000	
		<u>70,000</u>	<u>70,000</u>	
	Equity Shares			
	10,000 Ordinary shares of £1 each	<u>10,000</u>	<u>10,000</u>	
	Shares classed as financial liabilities			
	60,000 8% Preference shares of £1 each	60,000	60,000	
		<u>60,000</u>	<u>60,000</u>	
18.	Equity Reserves	Profit and loss account	Capital reserve	Total
		£	£	£
	At 1 December 2011	4,179,343	130,000	4,309,343
	Profit for the year	229,419		229,419
	At 30 November 2012	<u>4,408,762</u>	<u>130,000</u>	<u>4,538,762</u>

Gillespie Leisure Limited

**Notes to the financial statements
for the year ended 30 November 2012**

..... continued

19. Reconciliation of movements in shareholders' funds	2012	2011
	£	£
Profit for the year	229,419	91,094
Opening shareholders' funds	4,319,343	4,228,249
Closing shareholders' funds	<u>4,548,762</u>	<u>4,319,343</u>

Gillespie Leisure Limited

**Notes to the financial statements
for the year ended 30 November 2012**

..... continued

20. Related party transactions

	2012	2011
	£	£
(1) Income		
Graplin Farms	8,400	8,400
(Partnership of Mr T C Gillespie & Mrs J M T Gillespie (Director))		
(2) Expenses		
Graplin Farms	15,052	15,052
(Partnership of Mr T C Gillespie & Mrs J M T Gillespie (Director))		
D J Gillespie & Son, Southpark	6,000	6,000
(Partnership including Mr T C Gillespie, Mrs J M T Gillespie (Director) & Mr D J C Gillespie (Director))		
(3) Amount owed by Gillespie Leisure Limited to Director Mrs J M T Gillespie		
Opening Directors Loan Accounts	38,152	48,140
Movement during year	261,100	(9,988)
Closing Director Loan Account	299,252	38,152
(4) Amounts owed by Gillespie Leisure Limited to Mr D J C Gillespie, Director		
Opening Directors' Loan	-	-
Movement during year	82,001	-
Closing Directors' Loan	82,001	-
(5) Amounts owed by Gillespie Leisure Limited to Ms S Gillespie (Ordinary and Preference Shareholder) (daughter of Mrs J M T Gillespie (Director), sister of Mr D J C Gillespie (Director))		
Opening Loan	35,900	33,500
Movement during year	2,400	2,400
Closing Loan	38,300	35,900
(6) Amounts owed by Gillespie Leisure Limited to Ms J Gillespie (Ordinary and Preference Shareholder) (daughter of Mrs J M T Gillespie (Director), sister of Mr D J C Gillespie (Director))		
Opening Loan	31,383	28,983
Movement during year	2,400	2,400
Closing Loan	33,783	31,383

Gillespie Leisure Limited

**Notes to the financial statements
for the year ended 30 November 2012**

..... continued

21. Gross cash flows

	2012	2011
	£	£
Returns on investments and servicing of finance		
Interest paid	(75)	(6,457)
8% Preference shares dividend paid	(4,800)	(4,800)
	<u>(4,875)</u>	<u>(11,257)</u>
Taxation		
Corporation tax paid	(23,930)	(11,779)
Capital expenditure		
Payments to acquire tangible assets	(255,405)	(225,902)
Receipts from sales of tangible assets	63,725	21,594
	<u>(191,680)</u>	<u>(204,308)</u>
Financing		
Long term other loan movement	-	(1,590)
Short term other loan movement	4,800	4,800
	<u>4,800</u>	<u>3,210</u>

22. Analysis of changes in net debt

	Opening balance	Cash flows	Closing balance
	£	£	£
Cash at bank and in hand	10,531	563,537	574,068
Overdraft	(206,798)	206,798	-
	<u>(196,267)</u>	<u>770,335</u>	<u>574,068</u>
Other loans due within one year	(67,283)	(4,800)	(72,083)
8% Preference shares classified as financial liability	(60,000)	-	(60,000)
	<u>(127,283)</u>	<u>(4,800)</u>	<u>(132,083)</u>
Net debt	<u>(323,550)</u>	<u>765,535</u>	<u>441,985</u>