

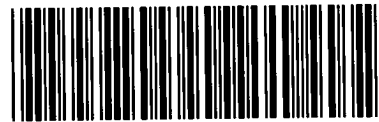
Eden Midco 1 Limited

Annual report and financial statements

Registered number 10489443

For the period ended 31 December 2017

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Directors' report

The directors present their annual report and the audited financial statements for the period from 21 November 2016 (date of Incorporation) to 31 December 2017.

Principal activities

The principal activity of the company is to act as an intermediate holding company.

Directors and directors' interests

The directors who held office during the period and up to the date of signing of the financial statements were as follows:

T E Easingwood (appointed 21 November 2016)
J R SJ Lenane (appointed: 24 November 2016)
D H Evans (appointed: 15 December 2016, resigned 31 October 2017)
N F Doe (appointed: 15 December 2016)
T D Enraght-Moony (appointed: 15 December 2016, resigned: 5 May 2017)
E K Stimpson (appointed: 31 October 2017)
J W Owen (appointed: 31 October 2017)

The shareholdings of the directors of Eden Midco 1 Limited in the company's ultimate holding company, The Leisure Pass Group Holdings Limited, are disclosed in the financial statements of that company. None of the directors who held office at the end of the year had any disclosable interest in the shares or debentures of the company.

Qualifying third party indemnity provisions

The company has indemnified the directors of the company against liability in respect of proceedings brought by third parties, subject to conditions set out in Companies Act 2006. Such qualifying third party indemnity provision was in force throughout the period and at the date of approving the directors' report.

Financial risk management

The company is exposed to a variety of financial risks that include interest rate risk and liquidity risk.

Interest rate risk

The borrowings of the company are at a fixed rate. The amounts receivable from related undertakings are interest free.

Liquidity risk

Liquidity risk is the risk that the Company cannot settle its liabilities as they fall due. Liquidity risk is managed on a Group basis.

Management monitor rolling forecasts of the Group's liquidity position which comprise undrawn revolving credit facilities and cash on the basis of expected cash flows.

Political contributions

The Company made no political contributions or incurred any political expenditure during the period.

Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

By order of the board



N F Doe

Director

1 May 2018

25 Soho Square
London
W1D 3QR

Strategic report

Business review, results and dividends

The results for the period ended 31 December 2017 are set out on page 8.

The company was incorporated on 21 November 2016.

On 15 December 2016, the company acquired 100% of the share capital of Eden Midco 2 Limited for £1 and issued \$92.6m (£74.1m) and \$4.9m (£3.19m) of interest free loan notes to Exponent Private Equity partners III LP and Leisure Pass management respectively for cash. The company transferred the cash received from the loan notes to the company's subsidiary Eden Midco 2 Limited which transferred the cash to its subsidiary Eden Bidco Limited to fund the acquisition of the Leisure Pass Group.

On 3 March 2017, the company received additional funds of \$42m from Big Bus Tours Group Holdings Limited and other co investors of both the Leisure Pass Group and Big Bus Group. The company used these funds to settle part of Exponent's and LPG management interest free loan notes. On the same date, the company also acquired an intercompany loan note totalling \$47.8m from Big Bus Tours Group Holdings Limited in consideration for the issue of shareholder loan notes of \$46.2m and intercompany loan notes of \$1.7m. The remaining interest free loan notes issued to Exponent in December 2016 of \$49m were converted into interest bearing shareholder loan notes and of the remaining interest free loan notes issued to LPG management in December 2016, \$1.5m were converted to interest bearing loan notes, \$3.2m were acquired by Big Bus Tours Holdings 1 Limited for the issue of loan notes and the remaining management loan notes of \$0.2m were held as interest free.

On 6 November 2017, the company listed \$128,038,993 unsecured investor loan notes and \$2,634,271 unsecured class 1 loan notes on The International Stock Exchange ("TISE").

No dividends were paid or declared during the period to 31 December 2017.

Key Performance Indicators

The company is an intermediate holding company within the Leisure Pass Group Holdings group and as such has no significant activity in its own right. The company's principal subsidiary is Leisure Pass Group Limited and that company's financial statements contain a full Strategic Report covering its activities. Furthermore the Leisure Pass Group Holdings group Strategic Report contains details of the group's activities.

By order of the board



N F Doe

Director

1 May 2018

25 Soho Square
London
W1D 3QR

Statement of directors' responsibilities in respect of the strategic report, the directors' report and the financial statements

The directors are responsible for preparing the Strategic Report, 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 they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

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 its profit or loss for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

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 its financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

Under applicable law and regulations, the directors are also responsible for preparing a Strategic Report and a Directors' Report that complies with that law and those regulations.

Independent auditor’s report to the members of Eden Midco 1 Limited

1 Our opinion is unmodified

We have audited the financial statements of Eden Midco 1 Limited (“the Company”) for the period ended 31 December 2017 which comprise the Statement of Comprehensive Income, Balance sheet, Statement of Changes in Equity and the related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of Company’s affairs as at 31 December 2017 and of its loss for the period then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; and
- 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 are described below. We have fulfilled our ethical responsibilities under, and are independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard as applied to listed entities. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

2 Key audit matters: our assessment of risks of material misstatement

Key audit matters are those matters that, in our professional judgment, were of most significance in the audit of the financial statements and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by us, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In arriving at our audit opinion above, the key audit matters, in decreasing order of audit significance, were as follows:

	The risk	Our response
<p>Recoverability of amounts owed by group undertakings (\$135,181,000)</p> <p>Refer to page 12 (accounting policy) and page 15 (financial disclosures).</p>	<p>Low risk, high value The carrying amount of the intra-group debtor balance represents 100% of the company’s total assets. Their recoverability is not at a high risk of significant misstatement or subject to significant judgement. However, due to their materiality in the context of the company financial statements, this is considered to be one of the areas that has the greatest effect on our overall company audit.</p>	<p>Our procedures included:</p> <ul style="list-style-type: none"> - Tests of detail: Assessing the 100% of group debtors to identify, with reference to the relevant debtors’ financial statements or draft balance sheets, whether they have a positive net asset value and therefore coverage of the debt owed, as well as assessing whether those debtor companies have historically been profit-making. - Assessing subsidiary audits: Assessing the work performed by the subsidiary audit team, and considering the results of that work, on those net assets, including assessing the ability of the subsidiary to obtain liquid funds and therefore the ability of the subsidiary to fund the repayment of the receivable.

Independent Auditor's Report to the Members of Eden Midco 1 Limited (continued)

3 Our application of materiality and an overview of the scope of our audit

Materiality for the statutory financial statements as a whole was set at \$520,000, determined with reference to a benchmark of net liabilities, of which it represents 5%.

We reported to the Audit Committee any corrected or uncorrected identified misstatements exceeding \$22,000, in addition to other identified misstatements that warranted reporting on qualitative grounds.

The audit was performed using the materiality levels set out above, covering 100% of the loss before taxation and total assets held.

4 We have nothing to report on going concern

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least twelve months from the date of approval of the financial statements. We have nothing to report in these respects.

5 We have nothing to report on the strategic report and the directors' report

The directors are responsible for the other information presented in the Annual Report together with the financial statements. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except as explicitly stated below, any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work we have not identified material misstatements in the other information.

Strategic report and directors' report

Based solely on our work on the other information:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

6 We have nothing to report on the other matters on which we are required to report by exception

Under the Companies Act 2006, we are required to report to you if, in our opinion:

- adequate accounting records have not been kept by the Company, 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.

We have nothing to report in these respects.

Independent Auditor's Report to the Members of Eden Midco 1 Limited (continued)

7 Respective responsibilities

Directors' responsibilities

As explained more fully in their statement set out on page 4, the directors are responsible for: the preparation of the financial statements including being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the 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 they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

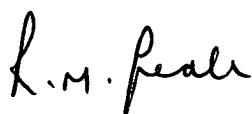
Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

8 The purpose of our audit work and to whom we owe our responsibilities

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.



Robert Seale (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants

KPMG LLP
1 Forest Gate
Brighton Road
Crawley
West Sussex
RH11 9PT

1 May 2018

Statement of comprehensive income
for the period ended 31 December 2017

	<i>Notes</i>	2017 \$'000
Administrative expenses		(149)
Operating loss	2	(149)
Interest payable and similar charges	5	(11,407)
Loss before taxation		(11,556)
Taxation	6	-
Loss for the period		(11,556)
Other comprehensive income		-
Total comprehensive expense for the period		(11,556)

The company had no items of other comprehensive income in the current period.

All results arose from continuing operations.

The notes on pages 11 to 17 form part of these financial statements.

Statement of financial position
 at 31 December 2017

	Note	2017	
		\$'000	\$'000
Fixed assets			
Investments in subsidiary undertakings	7		-
Current assets			
Debtors: amounts due after more than one year	8	47,822	
Debtors: amounts due in less than one year	8	87,359	
		135,181	
Creditors: amounts falling due within one year	9	(2,027)	
Net current assets			133,154
Total assets less current liabilities			133,154
Creditors: amounts falling due after more than one year	10		(143,615)
Net Liabilities			(10,461)
Capital and reserves			
Called up share capital	12		-
Share premium			1,095
Retained earnings			(11,556)
Equity shareholders' deficit			(10,461)

The notes on pages 11 to 17 form part of these financial statements.

These financial statements were approved by the board of directors on 1 May 2018 and were signed on its behalf by:



N F Doe
 Director

Company registered number: 10489443

Statement of changes in equity
for the period ended 31 December 2017

	Called up share capital \$'000	Share Premium \$'000	Retained earnings \$'000	Total Equity \$'000
Balance at 21 November 2016	-	-	-	-
Loss for the financial period	-	-	(11,556)	(11,556)
Total comprehensive expense for the period	-	-	(11,556)	(11,556)
Issue of shares	-	1,095	-	1,095
Total transactions with owners, recognised directly in equity	-	1,095	-	1,095
Balance as at 31 December 2017	-	1,095	(11,556)	(10,461)

The notes on pages 11 to 17 form part of these financial statements.

Notes to the financial statements (forming part of the financial statements)

1 Accounting policies

Eden Midco 1 Limited (the "Company") is a private limited company incorporated and domiciled in the UK.

These financial statements have been prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101"), under the historical cost convention and in accordance with the Companies Act 2006, as applicable to companies using FRS 101.

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies.

These financial statements are presented in US Dollars ("\$") which is the company's functional currency.

Summary of disclosure exemptions:

In these financial statements, the company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- A Cash Flow Statement and related notes;
- Comparative reconciliations for share capital;
- Disclosure in respect of transactions with wholly owned subsidiaries;
- The effects of new but not yet effective IFRSs;
- Disclosures in respect of the compensation of Key Management Personnel

As the consolidated financial statements of The Leisure Pass Group Holdings Limited include the equivalent disclosures, Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- Certain disclosures required by IFRS 13 Fair Value Measurement and the disclosures required by IFRS 7 Financial Instrument Disclosure;

The Company proposes to adopt the reduced disclosure framework of FRS 101 in its next financial statements.

New standards, interpretations and amendments

No new accounting standards, or amendments to accounting standards, or IFRIC interpretations that are effective for the period from 21 November 2016 to 31 December 2017 have had a material effect on the financial statements.

Exemption from preparing group financial statements

These financial statements contain information about Eden Midco 1 Limited as an individual company and do not contain consolidated financial information as the parent of a group.

The company is exempt, under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its ultimate parent company, The Leisure Pass Group Holdings Limited, a company incorporated in United Kingdom.

Going concern

At the date of these accounts the Directors have carried out a detailed and comprehensive review of the business and its future prospects. In particular, they have considered the forecast future performance, anticipated cash flows and the available facilities contained in the banking arrangements. In the opinion of the Directors, the Company is expected to be able to continue trading within the current arrangements and consequently the financial statements are presented on the going concern basis.

As the company has net liabilities, the company has obtained confirmation from its ultimate parent company, The Leisure Pass Group Holdings Limited, that it will continue to provide financial support, as required, to enable the company to meet its obligations as they fall due for at least one year after these financial statements are signed.

Notes (continued)

Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below:

Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the contracted rate or the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the statement of comprehensive income within finance income and expense.

Taxation

Tax on the profit or loss for the period comprises current and deferred tax. Tax is recognised in the statement of comprehensive income except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the period, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of goodwill; the initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised.

Investments in subsidiaries

Investments in subsidiaries are carried at cost less impairment.

Non-derivative financial instruments

Non-derivative financial instruments comprise investments in trade and other debtors, cash and cash equivalents, loans and borrowings, and trade and other creditors.

Trade and other debtors

Trade and other debtors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses.

Trade and other creditors

Trade and other creditors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method.

Borrowings

Borrowings are recognised at fair value, net of transaction costs incurred. Fees paid on the establishment of the loan, which was used to facilitate the acquisition, have been capitalised within the investment and are amortised over the term to which the facility relate. Interest on the borrowing facility has been recognised under finance expense in the statement of comprehensive income.

Notes (continued)

Dividend distribution

Dividends are recognised as a liability and deducted from equity when approved by the Board of Directors of the Company. Dividends for the period that are approved after the reporting date are dealt with as an event after the reporting date.

Dividend income

Dividend income is recognised when the shareholders' right to receive the payment is established.

Significant judgements and estimates

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis.

The critical estimate and assumptions applied in the preparation of the financial statements include the impairment of investments and inter-company receivables. Where there are indicators for impairment, the company performs an impairment test. Recoverable amounts for cash-generating units are based on the higher of value in use and fair values less costs of disposal. Value in use is calculated from cash flow projections for generally five years using data from the company's latest internal forecasts. When applicable these calculations require the use of estimates.

2 Operating Loss

The audit fee of \$4,250 is borne by another Group company.

3 Staff numbers

The Company is an intermediate holding company and does not employ any staff directly.

4 Directors' remuneration

None of the directors received remuneration for their services to the company during the period.

5 Finance income and expense

	2017 \$'000
Interest payable and similar charges	
Interest on loan notes	(11,373)
Amortisation of finance issue costs	(34)
	(11,407)

Notes (continued)

6 Taxation

a) Tax on loss for the period

	2017
	\$'000
<hr/>	
<i>UK corporation tax</i>	
Current tax for the period	-
 <i>Deferred tax</i>	
Origination / reversal of timing differences	-
<hr/>	
Tax on loss for the period	-
<hr/>	

b) Reconciliation of tax charge for the period

The current tax charge for the period is not equal to the standard rate of corporation tax in the UK of 19.25%. The differences are explained below:

	2017
	\$'000
<hr/>	
Loss before taxation	(11,556)
Tax @ 19.25%	(2,225)
Interest not deductible	2,045
Group relief surrendered	180
Tax charge for the period (see above)	-
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Reductions in the UK corporation tax rate from 20% to 19% (effective from 1 April 2017) and 18% (effective from 1 April 2020) were substantively enacted on 26 October 2015. A further reduction to the UK corporation tax rate to 17% (effective from 1 April 2020) was substantively enacted on 15 September 2016. This will reduce the company's future current tax charge accordingly.

Notes (continued)

7 Investments in subsidiary undertakings

	Share in group undertakings \$'000
Cost at 21 November 2016	-
Additions	-
Cost at 31 December 2017	-

During the year, the company acquired the entire share capital of Eden Midco 2 Limited for \$1.

The company's principal subsidiary undertakings at the year end are as follows:

Subsidiary undertakings	Registered Office	Principal activity	Direct/ Indirect	Class and percentage of shares held
Eden Midco 2 Limited	25 Soho Square, London, W1D 3QR, UK	Holding company	Direct	Ordinary 100%
Eden Bidco Limited	25 Soho Square, London, W1D 3QR, UK	Holding company	Indirect	Ordinary 100%
Newincco 1155 Limited	25 Soho Square, London, W1D 3QR, UK	Holding company	Indirect	Ordinary 100%
Newincco 1154 Limited	25 Soho Square, London, W1D 3QR, UK	Holding company	Indirect	Ordinary 100%
Newincco 1153 Limited	25 Soho Square, London, W1D 3QR, UK	Holding company	Indirect	Ordinary 100%
Newincco 1128 Limited	25 Soho Square, London, W1D 3QR, UK	Holding company	Indirect	Ordinary 100%
The Leisure Pass Group Limited	25 Soho Square, London, W1D 3QR, UK	Travel and tourism	Indirect	Ordinary 100%
The Leisure Pass Ireland Limited	Arthur Cox Building, Earlsfort Terrace, Dublin 2, Republic of Ireland	Travel and tourism	Indirect	Ordinary 100%
The Leisure Pass Group (Asia) Limited	25 Soho Square, London, W1D 3QR, UK	Holding company	Indirect	Ordinary 100%
Leisure Pass Group North America Inc.	711 Atlantic Avenue, 4th Floor, Boston, MA 02111, US	Holding company	Indirect	Ordinary 100%
Leisure Pass North America LLC	36 West 44th Street, Suite 1407, New York, New York 10036, US	Travel and tourism	Indirect	Ordinary 100%
Smart Destinations Inc	711 Atlantic Avenue, 4th Floor, Boston, MA 02111, US	Travel and tourism	Indirect	Ordinary 100%
Smart Destinations Canada Inc	100 King Street W, Suite 6600, 1 First Canadian Place, Toronto, Ontario M5X 1B8, Canada	Dormant	Indirect	Ordinary 100%

8 Debtors

	2017 \$'000
Amounts owed by group undertakings	135,181

Amounts owed by group undertakings of \$87,359,000 are unsecured, interest free and repayable on demand.

Amounts owed by group undertakings of \$47,822,000 relate to intercompany Loan notes owed by Eden Midco 2 Limited, this instrument is unsecured, interest free and redeemable on 3 March 2024.

9 Creditors: amounts falling due within one year

	2017 \$'000
Amounts owed to group undertakings	1,998
Amounts owed to related undertakings	29
	2,027

Amounts owed to group undertakings are unsecured, interest free and repayable on demand.

Notes (continued)

10 Creditors: amounts falling due after more than one year

	2017
	\$'000
<hr/>	
Amounts falling due after 5 years	
Amounts owed to group undertakings	1,643
Loan notes and other borrowings (see note 11)	141,972
	<hr/> 143,615 <hr/>

Amounts owed to group undertakings relates to intercompany loan notes owed to The Leisure Pass Group Holdings Limited, this instrument is unsecured, interest free and redeemable on 3 March 2024.

11 Loans and other borrowings

	2017
	\$'000
<hr/>	
Loan notes – PIK	128,039
Loan notes	2,720
Accrued interest on loan notes	11,373
Less finance issue costs	(194)
Amortisation of finance issue costs	34
	<hr/> 141,972 <hr/>

On 16 December 2016, the company issued \$92,625,000 interest free loan notes to Exponent Private Equity LLP and \$4,906,000 Leisure Pass group management as part of the consideration for the acquisition of the Leisure Pass Group.

On 3 March 2017 a further \$46,179,000 loan notes were issued to Big Bus Tours Group Limited as consideration for the acquisition of Smart Destinations Inc. On the same date, \$30,777,000 loan notes were also issued to other investors and the cash received from these co investors along with funds received from the company's parent company was used to settle \$41,711,000 of the loan notes issued to Exponent and \$26,000 of those issued to management. A further \$1,749,000 loan notes issued to Exponent, \$53,000 loan notes issued to management and \$109,000 issued to Big Bus Group Tours Limited were also settled in exchange for shares in the company's parent company, the Leisure Pass Group Holdings Limited. All loan notes issued, except \$167,000 issued to management, were converted into interest bearing loan notes on the same date.

In July 2017, Leisure Pass management settled a further \$81,000 of their interest free loan notes in exchange for further shares in The Leisure Pass Group Holdings Limited.

The loan notes comprise Investor loan notes ("PIK") and Class 1 loan notes in addition to debt issue costs offset against the loan balance and rolled up accrued interest on the loan notes.

Investor loan notes and class 1 loan notes totalling \$130,673,000 accrue interest at a compound rate of 10% per annum and mature on 3 March 2024. Interest is rolled up on the balances on a quarterly basis. On 6 November 2017, the notes were listed on The International Stock Exchange ("TISE").

During the period to 31 December 2017, the PIK notes accrued interest of \$11,143,000 and the class 1 loan notes accrued interest of \$229,000. At 31 December 2017, the total amount due to PIK holders was \$139,182,000 and to class 1 loan note holders was \$2,950,000.

Class 1 loan notes totalling \$86,000 are interest free and mature on 3 March 2024.

The initial issue costs of the shareholder loan notes of \$194,000 are being amortised over the period from the drawdown of the loan to the maturity date. During the period ended 31 December 2017, issue costs of \$34,000 were amortised.

Notes (continued)

12 Called up share capital

	2017
	\$'000
Allotted and fully paid	
Equity:	
1,220,206 A ordinary shares of US\$0.00001	-

The company was incorporated on 21 November 2016 with 1 ordinary share of £1. On 3 March 2017, the company redenominated the shares into \$ at a value of \$1.25 per share, reclassified the shares as A ordinary shares and subdivided the shares into 125,002 shares of \$0.00001.

On 3 March 2017, an additional 1,095,204 A ordinary shares were issued for a consideration of \$1 per share.

13 Related parties

Group receivables and payables are as follows:

	Receivables outstanding 2017 \$'000	Payables outstanding 2017 \$'000
Entities with control	-	(3,636)
Subsidiaries	135,181	(5)
Related undertakings	-	(28)
	135,181	(3,669)

The following directors/shareholders of The Leisure Pass Group Holdings Limited held loan notes at 31 December 2017:

	Coupon rate	Class of loan note	Subscription value 2017 \$'000	Amount outstanding including accrued interest 2017 \$'000
Darren Evans (resigned October 2017)	10%	Class 1	895	973
Darren Evans (resigned October 2017)	0%	Class 1	5	5
Neville Doe	10%	Class 1	169	184
Neville Doe	0%	Class 1	9	9
Exponent Private Equity LLP	10%	PIK	49,165	53,444
Big Bus Tours Group Limited	10%	PIK	60,658	65,938

During the period, the company was charged monitoring fees, directors' fees and arrangement fees totalling \$327,000 by Exponent Private Equity LLP of which \$28,000 was included in accruals at the period end.

14 Ultimate parent company and controlling party

Eden Midco 1 Limited is a wholly-owned subsidiary of The Leisure Pass Group Holdings Limited, a company incorporated in Great Britain and registered in England and Wales. The ultimate parent undertaking and the smallest and largest group to consolidate these financial statements is The Leisure Pass Group Holdings Limited. The group accounts of The Leisure Pass Group Holdings Limited can be obtained from 25 Soho Square, London, W1D 3QR.

The Leisure Pass Group Holdings Limited is controlled by funds managed by Exponent Private Equity LLP, an investment management firm, by virtue of their majority shareholding in Leisure Pass Group Holdings Limited held through Exponent Private Equity Partners III, LP.