



THE PACK HORSE SOUTH STOKE LIMITED

OFFER FOR SHARES

28TH JUNE 2016

"Help save an iconic pub for the community"

Summary

This document describes an opportunity to invest in The Pack Horse South Stoke Limited (the "Society"). The Society's principal aims are to acquire an investment in a company that will buy and re-open The Pack Horse Inn (the Packhorse) in South Stoke, near Bath, and participate in the management and operation of the pub business, so that the Packhorse re-opens as the vital social hub for the village and surrounding area. The Society aims to attract investment mainly from residents of the parish and surrounding areas. The document includes an outline business plan for the pub business.

Key Points:

- > Forecast cost to purchase, modernise & run the Packhorse until the business is profitable **£875,000**
- > Forecast profit when the pub is operating efficiently **£42,000**
- > Return on investment if that profit is achieved **4.8%**
- > Estimated funds sought in this share issue **£200,000**
- > Minimum subscription **£500**



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Our warm thanks to these friends who have provided their services without charge:

Charles Burgess, Total Building Control (building control inspectors)
Bruce Clark, Nash Partnership (building conservation advisors)
Tom Knights, Tomology Design (print design)
Phil Stott, Mann Williams (structural engineers)

*The Pack Horse South Stoke Limited is a registered society under the Co-operative and Community Benefit Societies Act 2014
Registered in England and Wales: number 32235R
Registered office: Orchard House, Old Midford Road, Bath BA2 7DQ*

2. History

2.1 The Packhorse History

The Pack Horse Inn (the Packhorse) is a Grade II listed, 17th century building in the centre of South Stoke. The front door of The Packhorse leads into a wide passage with a rear exit to the garden and a serving hatch to the central bar serving area. To the right is a bar room that must have changed little over centuries with mullioned windows and an inglenook fireplace. To the left, a passageway leads past the stairs to the second bar room which is served by the central bar and has an open fireplace.

There is a kitchen and two other rooms on the first floor and a bathroom. This area could be reorganised to provide an extra dining room plus toilets and a modernised or maybe relocated kitchen. The second floor contains another bathroom and there is space for managers' accommodation.

Beneath the ground floor is a cellar which takes up about half the length of the building, the remainder being solid. The rear of the building has a garden area with sufficient space for at least eight tables. There is also an area that has been used for boules in the past. To the sides and front of the building there are large areas of garden which have been little used in recent times, so there is a lot of scope for enhancement.

Until 2012, the pub was in the ownership of Punch Taverns who did little to maintain or improve the property and charged an exorbitant rent to their tenant. In addition, the tenant was required to purchase his wet stocks from Punch Taverns at inflated prices. It is therefore hardly surprising that a previous tenant was declared bankrupt and Punch Taverns subsequently sold the property. It closed as a pub in May 2012 and was sold by the owners, Punch Taverns, to Mr Martin Sherry who had no plans to reopen the pub. There had been offers of up to £395,000 (above the guide price) from others who did wish to restart the business. A village committee was formed with the aim of saving the pub and the Parish Council registered The Packhorse as an Asset of Community Value.

Mr Sherry has now agreed to sell The Packhorse and the community has the opportunity to invest in The Packhorse by buying shares in The Pack Horse South Stoke Ltd. The Pack Horse South Stoke Limited (the "Society") is registered with the Financial Conduct Authority (FCA).

The Society exists in order to carry on business for the benefit of the community. Assets owned by the Society are locked in, and can be used solely to pay dividends to shareholders, to repay departing shareholders and for community benefit.

This document sets out details of the opportunity for supporters of The Packhorse to purchase shares in the Society and thus own a stake in The Packhorse.

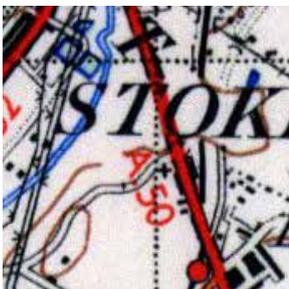
Profits will initially be retained to improve the pub and dividends may be paid to investors at a later date. The business plan demonstrates the viability of the pub, providing it can be purchased, modernised and reopened at a realistic cost.

2.2 The Opportunity

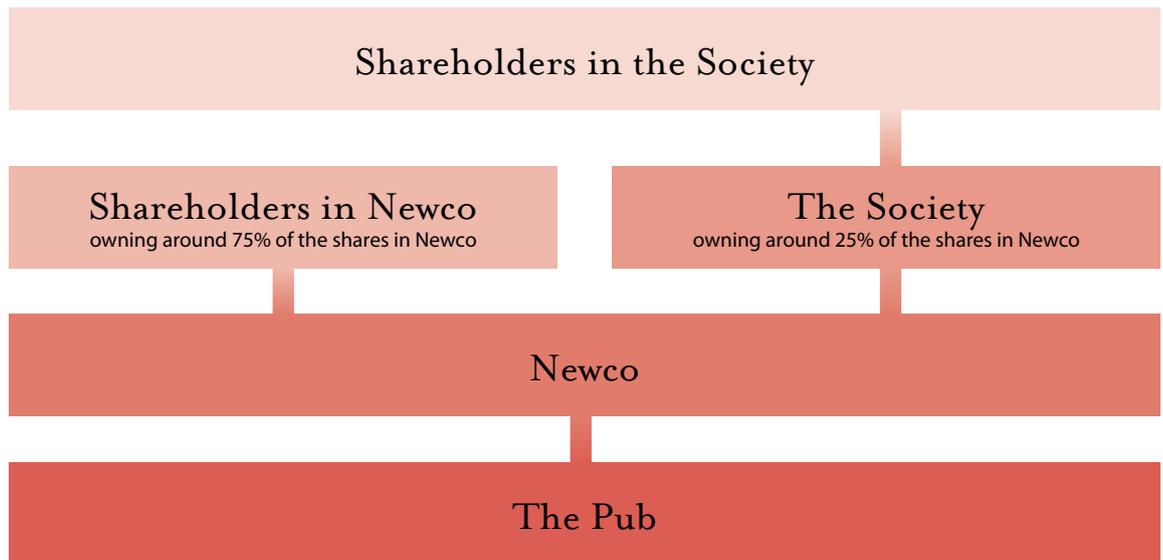
The owner, Mr Martin Sherry, has contracted to sell the pub for £500,000 (plus a right to a 50% share of any capital profit if the pub is sold within 10 years with planning permission to convert to a house). A deposit of £25,000 has been paid, funded by the proposed directors. The forecast cost of modernising the pub, and providing working capital until the pub re-opens and has built up a viable business, is a total of £375,000 on top of the purchase price.

2.3 The Society

The Pack Horse South Stoke Limited (the "Society") was formed on 7th November 2013 (registered number 32235R) and currently has an issued capital of £650 (13 shares of £50 each). It has assets of a similar amount. It is proposed that the Society will now issue further shares and will invest in a newly formed company, The Packhorse Community Pub Limited ("Newco"), which will become the owner of the pub and will be funded by the issue of shares to the Society and also to local people and others. This will enable the pub to be run on a commercial basis, with a large community participation. The Society will enter into an agreement with Newco, to ensure that the Society has an adequate say in the management of the pub business and (for example) whether the pub should be closed or sold.



3. The Proposed Structure



4. The Pack Horse South Stoke Limited Constitution

A brief summary of the constitution of the Society is set out below. A copy of the detailed rules will be supplied on request.

4.1 Aims of the Society

The primary aim of the Society is to carry on business for the benefit of the community. Its assets can only be used to pay dividends (see below), to repay shares to departing shareholders and any surplus will be retained for the benefit of the community.

4.2 Proposed Values

The Society sees itself as part of the South Stoke community and is set up for the benefit of the community of South Stoke and the surrounding area. The Society will be run in a way which listens to the wishes and concerns of local people whether or not they are shareholders. Major decisions on investment and development will be widely consulted on throughout the village.

4.3 Share Issue

The Society is aiming to raise an initial capitalisation of about £200,000 by offering shares with a value of £50 each. The initial capitalisation could be at a higher level than this if more investors wish to invest and if Newco needs additional funds, or lower if Newco needs less money from the Society. An investor must purchase at least 10 shares (of £50 each), with a minimum investment of £500 and a maximum of £100,000.

4.4 Ownership

We anticipate a strong local interest with share ownership spread across the community as widely as possible, as is befitting an investment in a community pub. Shares cannot be transferred (except on death or bankruptcy) but, after 3 years' ownership, the directors will be able to authorise, subject to available funds, a buy-back of shares from departing shareholders. In the event of more than one shareholder requesting the directors to consider a buy-back, and the directors deciding that only a partial buy-back is possible, then shares will be bought back from the shareholder who gave notice first.



4.5 Benefits to Investors

The primary benefit is the knowledge that the funds invested are achieving something very important for the health of the community, creating an important social hub and preserving a traditional English village pub in a Grade II listed building. This amenity will hopefully be owned by the community in perpetuity, freed from the ever present threat of closure that so many rural pubs seem to be facing.

4.6 Dividend Policy

Initial profits from the pub will be used to incentivise the manager/chef and be reinvested in the pub. Dividends may be paid by Newco at a later date. It is probable that, due to start-up cost burdens, dividend payments will not kick in until year 4 of operation. If a dividend is paid by Newco to the Society, the Directors may declare a shareholder dividend or retain the funds to finance the repurchase of shares from any shareholders who wish to dispose of their shares. Dividends from the Society will be limited to 3% over the Bank of England base rate.

4.7 Asset Lock

The rules of the Society include an “asset lock”. This means that, if the Society is wound up etc., its assets can only be used to pay creditors, pay any outstanding dividends, repay share capital subscribed by shareholders and any remaining surplus has to be used for the benefit of the community or paid to other community benefit societies (or similar bodies). This effectively means that its shares will not increase in value.

4.8 Closing Date

This offer will close when the deadline occurs to complete the purchase of the pub from Mr Martin Sherry. This is 30th September 2016. If insufficient funds have been raised by the Society and Newco by then, funds will be returned to subscribers.

4.9 Management

A Management Committee comprising five to seven of the shareholders will manage the Society. The current members of the Committee (Directors) are:

- > Chair: Trevor John
- > Treasurer: Bob Honey
- > Penny Townsend
- > Ben Cundy
- > Secretary: Steve Gourley

Hopefully, two Directors will also be appointed from the local community.

Directors will not be paid, but will be able to reclaim reasonable expenses.

The Management Committee of the Society will be accountable to the shareholders and will report at an Annual Members Meeting (AMM). Candidates for director positions in the Society will need to be proposed and seconded by shareholders and will be elected at AMMs. Directors are required to retire 3 years after the AMM at which they were appointed but are able to offer themselves for re-election.

Directors will be able to fill a vacancy on the Board between AMMs (“co-option”). Any such co-opted Director must retire at the next AMM, but will be able to stand for re-election as a Director

4.10 Meetings

The main formal meeting for the Society is the AMM. In exceptional circumstances the directors may elect to call a general meeting between AMMs. The directors shall also be required to call a general meeting between AMMs on written demand by at least 12 shareholders (or if fewer, 10% of shareholders).

A resolution at a general meeting shall be decided by a majority on a show of hands or by a poll. Any shareholder will be able to demand that a vote be taken using a poll rather than a show of hands. In either case, each shareholder will have one vote (compared to a normal limited company, which would have one vote per share).

In addition to the AMM and any other general meetings, communications meetings will be held at six monthly intervals and these will be open to all residents of the parish as well as to all shareholders.

The Directors will carry out day to day governance of the Society by directors’ meetings, of which there will be at least six per year.

4.11 Newco Ltd

A separate board of directors will manage the pub company, Newco. The following director roles for that company are expected:

- > Chairman: Trevor John
- > Managing Director: Dom Moorhouse
- > Operations Director: Toby Brett
- > Community Director: Gerard (Krow) Coles
- > Real Estate Director: Nick Alexander
- > Company Secretary: Trevor John
- > A director nominated by The Pack Horse South Stoke Ltd and with special responsibility for representing that Society.

5. The New Packhorse – What will it look like?

The main fabric of the building would appear to be in reasonable condition and the roof has recently been refurbished. The building needs completely rewiring and replumbing, the kitchen needs replacing/possibly relocating, and the toilets/drainage system needs attention/relocating before the premises would be fit for use. Both bathrooms will need replacing and there will need to be some alterations to the internal layout on the first and second floors prior to complete redecoration, in order to create a second dining area on the first floor and managers' accommodation on the second floor. The estimated cost to carry out the essential initial work and re-fit the pub is around £300,000.

An experienced Pub Management Consultant (Toby Brett) has been appointed to ensure professional management of the pub, during refurbishment and after re-opening. He will facilitate the appointment of a Manager, Management Couple or, perhaps, a separate Chef. He will also ensure compliance with planning, fire and licensing legislation, monitor cash, stock and profit margins, and use his supply chain to ensure that good beers, cider, wine, spirits and food are able to be purchased at competitive prices. An agreement will be put in place for the supply of his staff and he will be entitled to a bonus of 5% of profits (including capital profits). It is recognised that his help in the selection of the right manager and chef will be a major factor in achieving the pub we want.

It is planned to hold public meetings, so that the community can put forward their suggestions for the pub. Likely or possible ingredients include:

- > It should be decorated and run with the feel of a "traditional English village pub";

- > The publicans need to be friendly and village-oriented;
- > There needs to be both a "restaurant/lounge" culture and a "bar culture", the first probably accommodated in the left hand end of the pub (and maybe partly on the first floor) and the latter in the right hand end of the pub (as viewed from the front);
- > The pub should serve well-kept real ale, including local beers, along with a selection of good lagers, local ciders, wines, spirits and soft drinks;
- > The food should include affordable meals, although more "up market" food will also be available. Fresh, local produce should be used;
- > Good coffee should be available during the day, so that the pub can be a meeting place for the village;
- > A new kitchen will be required, the toilets will be modernised and car parking improved (subject to planning permission etc);
- > Broadband Wi-Fi access will be provided free of charge;
- > The pub should be open all day, at least six days a week;
- > Full use should be made of the garden, which should be welcoming; and
- > For the more distant future, it may be possible to build a small conservatory-type extension on the back of the building. As a Grade II listed building, all work that impacts on the appearance or character of the pub is subject to strict planning rules.

6. Financial Forecasts

A financial forecast for the pub business has been prepared, based on review of similar community pubs' financial performance, advice that we have had from a pub viability specialist and from Toby Brett, and on professional help that we have had from people involved in national and local pub businesses. There is some credibility in these forecasts but as ever risks are involved (see below). In the last year of the forecast, the pre-tax return on investment is about 4.8%.

The forecasts for Newco are set out below and are based on no borrowings. **Please note that we have not been able to obtain reliable past figures for the pub, so the forecasts are not based on actual or past performance and cannot be relied on as indicators of future performance.** They assume that the pub will not be running at normal capacity until the year to 29th February 2020 and show that the capitalisation being sought for Newco - £875,000 - is sufficient, in that cash remains available after the

expected start-up expenditure and initial losses. It indicates a profit in the year to 29th February 2020.

However, the business is very sensitive to sales because of the relatively high fixed cost level. A 20% reduction in turnover in that year turns the business back into a loss.

Please note that the forecasts set out below are for the pub business, which will be owned by Newco. The Society will invest in shares of Newco and will be a minority investor. For example, if shares taken up in this offer amount to £350,000 and Newco has an issued capital of £875,000, the Society would own 40% of Newco. The Society would then "own" indirectly 40% of the assets/profits set out below. If Newco achieves the forecast profit of £42,000 in the year to 29th February 2020, 40% of that sum i.e. £16,800 would be attributable to the Society's shareholding. On an investment of £350,000, this would represent a return of 4.8%.

Profit & Loss Forecast

Period to 28 February:	2017	2018	2019	2020
Sales (net of VAT)	0	210,240	280,320	350,400
Total Cost of Sales		68,328	91,104	113,880
Gross Profit	0	141,912	189,216	236,520
Gross Profit %		68%	68%	68%
Overheads				
Total Staff Wages	0	122,640	122,640	122,640
% of Revenues		58%	44%	35%
Marketing	0	4,800	4,800	4,800
Building Costs	0	34,661	34,661	34,661
Miscellaneous	0	15,680	15,680	15,680
Office/Administration	0	2,700	2,700	2,700
Operations	0	12,240	12,240	12,240
Other overheads	0	70,081	70,081	70,081
Total Overheads	0	192,721	192,721	192,721
PROFIT BEFORE EXCEPTIONAL ITEMS	£0	(£50,809)	(£3,505)	£43,799
Exceptional Items:				
Building costs pre-opening	13,252			
Formation costs	15,000			
PROFIT BEFORE TAX	(£28,252)	(£50,809)	(£3,505)	£43,799
Tax	0	0	0	0
PROFIT AFTER TAX	(£28,252)	(£50,809)	(£3,505)	£43,799
Profit shares for chef/managers/Toby Brett		0	0	2,190
Dividends	0	0	0	0
RETAINED PROFIT	(£28,252)	(£50,809)	(£3,505)	£41,609
Return on investment of	£875,000		is	4.76%



Cash-Flow Forecast

Period to 28 February:	2017	2018	2019	2020
Shareholders Funds	875,000	0	0	0
Revenue (incl VAT)	0	252,288	336,384	420,480
Total Money In	875,000	252,288	336,384	420,480
Money out				
Legals (Shareholder Agreement etc)	15,000	0	0	0
Property Transfer	500,000	0	0	0
Stamp Duty	15,000	0	0	0
Refurbishment	238,500	0	0	0
Fixtures, Fittings and Furniture	20,000	0	0	0
Cost of sales/stock inc VAT	0	69,595	98,885	124,114
Building costs (pre opening)	13,252	0	0	0
Payroll	0	122,640	122,640	122,640
Overheads	0	70,081	70,081	70,081
VAT paid	0	25,087	43,052	54,615
Total Money Out	801,752	287,403	334,658	371,450
Net Cashflow	73,248	(35,115)	1,726	49,030
Running Balance	£73,248	£38,134	£39,860	£88,890

Balance Sheet Forecast

Period to 28 February:	2017	2018	2019	2020
Property	753,500	753,500	753,500	753,500
Fixtures	20,000	20,000	20,000	20,000
Debtors				
Creditors:				
Stock purchases		(5,499)	(7,332)	(9,165)
VAT		(10,195)	(13,594)	(16,992)
Profit share	0	0	0	(2,190)
Cash	73,248	38,134	39,860	88,890
NET ASSETS	£846,748	£795,939	£792,434	£834,043
Financed by:				
Shareholders Funds	875,000	875,000	875,000	875,000
Retained	(28,252)	(79,061)	(82,566)	(40,957)
TOTAL FUNDS	£846,748	£795,939	£792,434	£834,043



7. Risks

Anyone buying shares could lose some or all of the money they invest, without the protection of the government's Financial Services Compensation Scheme, and without recourse to the Financial Ombudsman Service. They should consider the associated risks and consider taking independent professional financial advice.

The identification of risks, which may come from a number of areas, enables the Society (and Investor) to take appropriate actions to minimise the likelihood of the risk arising, or to mitigate the impact of the risk:

- > Purchase fails to proceed due to failure to raise sufficient funds by the Society and Newco – If the purchase cannot go ahead, then all funds deposited will be returned minus any expenditure already undertaken on professional services, etc. The maximum non-returnable monies will be 3% of investment.
- > Planning permission for the necessary improvements is refused/delayed or the property is found to have serious structural faults requiring high levels of investment to make good – A surveyor and builders and fire safety specialists have checked the building over. Although they identified a wide range of issues with the building, there are no significant “show stopper” structural issues.
- > The Freehold – title to the Freehold is challenged, or unexpected restrictions arise – Lawyer searches are being completed to minimise this risk.
- > The Property is damaged or destroyed by fire, flood, etc – Appropriate insurance will be acquired. Although the pub will be purchased for £500,000, it will be necessary to insure it for a higher figure because of its Grade II Listed status.
- > Business viability – it proves impossible to run the business at a profit – Toby Brett and other managers experienced in managing similar pubs have helped us to assemble a financial forecast and we have also had access to figures from other community pubs. Initial indications are that the break-even turnover is about £280,000 net of VAT per annum. We are assuming an initially lower turnover, gradually increasing, reaching profitability in year 3 of operation. It is planned to capitalise Newco with £875,000 which is adequate to cover initial operating deficits.
- > The Market – turnover declines in later years to a level causing losses; for example there is a long term trend of declining interest in pub-going and eating out – The scenario seems highly unlikely. The Society and Newco will be alert to the need for agility to drive new initiatives and adapt the business model. In the event of catastrophic loss of business the ultimate risk mitigation is the ability to apply for a change of use and to sell the pub. In such a situation, the property value in alternative use is likely to provide considerable asset backing for the business.
- > Staff – loss of key employees – Newco will endeavour to create a positive environment. For example, the manager or management couple will have the benefit of a well presented apartment in an attractive building in an attractive village and they will be given maximum possible autonomy to develop their business within the guidelines of our principles, they will have active support from the shareholders who will wish to use the business in which they have ownership, and they will be financially incentivised.
- > Cash control – lack of management control causes loss of income – Appropriate modern till systems and external stocktaking and accountancy oversight will be employed.
- > Over-subscription – if there is excess demand for shares, the number of shares allocated to those who have sought the most shares will be reduced to ensure as broad a shareholder base as possible.
- > The business is held liable for injury to the public or employees due to accidents – Appropriate employer's liability and public liability insurance will be acquired. Regular fire, health and safety, electrical and gas inspections and tests will be conducted in accordance with law and good practice.



8. Questions & Answers

Why is the Pub being bought now?

Mr Sherry has been exploring other uses for the pub but gave notice that he wished to sell on 19th February 2016.

What steps have been taken to assess its profitability?

A firm of licensed property valuers have reviewed the viability of the pub and its prospects and we have discussed our forecasts with Toby Brett and a number of professionals working in the pub "industry".

If the venture does not go through, what happens to investors' money?

At least 97% of your funds will be repaid to you. In the meantime, it will be held in a separate bank account at HSBC.

Can shares be transferred?

The shares cannot be transferred except on death or bankruptcy but, after 3 years, the Society may buy your shares back.

What dividends will be paid?

When the pub is making profits and has a positive cash-flow, dividends may be paid. The maximum rate is 3% over base rate; at the moment, this would allow dividends at 3.5% per annum on the original price. On the minimum investment of £500, this would give a dividend of £17.50 pa.

Why are two companies involved?

The project requires a considerable amount of money and major investors will be more familiar with the structure of Newco (an ordinary limited company), whereas the structure of the Society is less common. We therefore hope that there may be investors who are willing, for their own tax and commercial reasons, to invest directly in the proposed Newco that will own and run the pub. An agreement will be put in place between the Society and Newco to ensure that, as far as possible, transactions between the two companies are totally fair.

What will happen if the pub business makes losses?

If the pub continues to make losses and it is not possible to rectify the situation, the pub will have to be closed and permission will be sought to convert it to a private house. If this is obtained, the property value is likely to provide considerable asset backing for the business and the Society will then return as much as possible to its shareholders.

9. Conclusion

This document describes a rare opportunity to invest in a community pub, together with others who recognise the value of a village pub with a traditional look and feel and atmosphere – where people can enjoy good food and drink and the community can meet. The opportunity is not without risks, but many people have already judged the opportunity sufficiently

promising to justify investing. Your investment will not be for short term gain, but for the long term in securing the Packhorse as a vital social hub for South Stoke and its surrounding area. While there are risks and challenges to be overcome, the evidence is that the business can succeed and will always have substantial property asset backing.

10. Contacts to make an Investment

To discuss this venture, to find out more about the Society and Newco, and find out how to invest, please contact Trevor John on 01225 833 387 or trevor.ttjohn@gmail.com

II. CVs of the Directors/Secretary of the Society and Newco

Trevor John

After leaving Cambridge University, Trevor qualified as a Chartered Accountant in 1970 and became a tax partner in Smith & Williamson in 1973. In 1990, he moved to become a tax partner in Deloitte and retired in 2003.

Bob Honey

Bob is a farmer and Midford cider maker. He and his family have farmed in the village for 56 years. He also built and ran a successful pre-stressed/precast concrete company which he sold in 2007.

Penny Townsend

After graduating from Cambridge, Penny was self-employed in the travel industry, before taking time out to raise her family. She then set up a business, having created and trademarked a new product, which she ran for a number of years before selling it.

Ben Cundy

Ben has been in Financial Services for over 20 years, having trained initially as an investment advisor with a large American bank. Ben set up the Advance Group in 2001 and sold the Chartered Accountancy Practice in 2010. He now focuses on the Financial Services business, Advance Investments Limited.

Steve Gourley

An alumnus of Imperial College, London Business School and Andersen Consulting. Steve has run a software development company from Bath and South Stoke for over twenty years, serving clients in London, New York and the Far East.

Dom Moorhouse

After leaving University, Dom took up a commission with the Royal Marines. After that, he worked for Deloitte Consulting before founding his own management consultancy business. Having sold this business, Dom now works as a non-executive director for various professional service companies and is a director/shareholder for a number of entrepreneurial start-ups.

Gerard (Krow) Coles

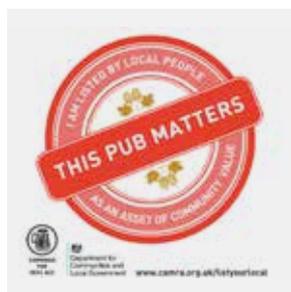
Gerard "Krow" Coles ran a successful antiques dealing business for twenty years, supplying pubs and restaurant chains with furniture. He has now joined his wife's family business as a director of Honey's Midford Cider. In this role, he has developed an in-depth knowledge of the licensed trade.

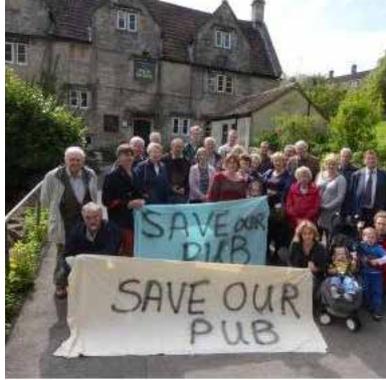
Nick Alexander

Nick is a Chartered Surveyor (qualified in 1999) and specialises in Development and Town Planning. He is a Director of a small Bath-based property company and a strategic real estate advisor

Toby Brett

Toby has been in the pub trade since he was 15 years old. After completing a degree in Licensed Retail Management, he ran a flagship pub, The Old Bank of England on Fleet Street. Toby then moved to the West Country to work for Wadworth & Co, and, after reaching the finals of the Association of Licensed Retailers, Operations Manager of the Year Award, he was recruited by Greene King to look after their leased and tenanted division in the South West. Three years on, he purchased his first pub, the Duke of Cumberland, Holcombe, then subsequently the Three Horseshoes, Chapmanslade, the Rose & Crown, Trowbridge and the Victoria Pub & Kitchen, Bath. He is soon to open the New Inn, Bath and is purchasing the Mansion House, Bridgwater. Since setting up his company, he has worked with other pub companies, opening and refurbishing their pubs as well as advising three community owned ventures. The most successful of these is the Fleece, Hillesley, which he opened and ran for nine months.

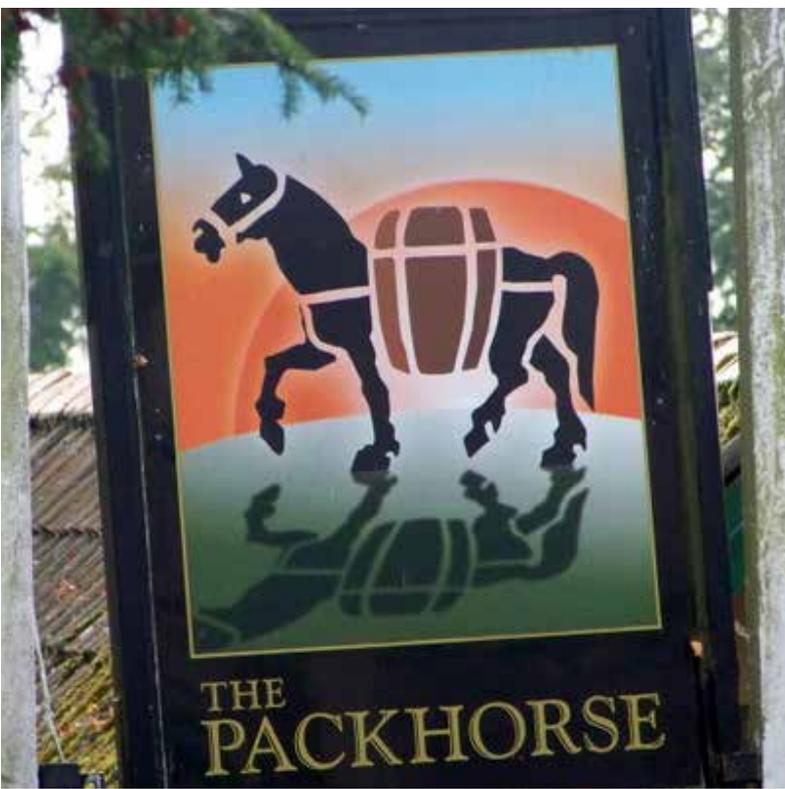




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