Company Registration No. 2671052 (England and Wales)

## THE AMBASSADOR THEATRE GROUP LIMITED

# ANNUAL REPORT

FOR THE YEAR ENDED 30 SEPTEMBER 2009

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30/06/2010 COMPANIES HOUSE

VEDNESDAY

## DIRECTORS AND ADVISERS

Directors H H Panter

R A Squire
D Blyth
H J Enright
M C Lynas

P R M Kavanagh

Secretary H J Enright

Company number 2671052

Registered office The Ambassadors

Peacocks Centre

Woking Surrey GU21 6GQ

Registered auditors Saffery Champness

Lion House Red Lion Street

London WC1R 4GB

Bankers National Westminster Bank plc

PO Box 113 Cavell House 2A Charing Cross Road

London WC2H 0PD

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### DIRECTORS' REPORT FOR THE YEAR ENDED 30 SEPTEMBER 2009

The directors present their report and financial statements for the year ended 30 September 2009

#### Directors

The following directors have held office since 1 October 2008

(D 1 21 O-4-1 2000)
(Resigned 31 October 2009)
(D. 126 F.1. 2010)
(Resigned 25 February 2010)
(7)
(Resigned 31 October 2009)
(Resigned 31 October 2009)
(Resigned 31 October 2009)
(Resigned 25 February 2010)
(Resigned 31 October 2009)
(Resigned 31 October 2009)
· · · · ·
(Resigned 31 October 2009)
(Resigned 31 October 2009)
(Resigned 31 October 2009)
, ,
(Resigned 14 May 2009)
(Appointed 11 May 2009 and resigned 31 October 2009)
(Appointed 10 December 2009 and resigned 25 February 2010)
(Appointed 31 October 2009 and resigned 25 February 2010)
(Appointed 31 October 2009 and resigned 25 February 2010)
(Appointed 31 October 2009 and resigned 10 December 2009)

#### Principal activities and review of the business

The principal activity of the company continued to be that of managing a group of companies operating theatres and producing theatrical productions

The trading environment, in common with other economic sectors has become increasingly challenging throughout the year and competition intensifies between theatres in London with musicals continuing to dominate the market

The group's long term strategy is to continue to develop its existing theatres and acquire profitable venues as and when they become available, and to enhance its producing activity such as that undertaken by First Family Entertainment LLP

The results for the year and the financial position at the year end were considered satisfactory by the directors given the current trading environment

# DIRECTORS' REPORT (continued) FOR THE YEAR ENDED 30 SEPTEMBER 2009

#### Principal risks and uncertainties

The trading environment in London with its high concentration of venues continues to be very competitive and the company is sensitive to general economic trends. As with other areas of the economy there is an ongoing potential threat from terrorism

The company's borrowings mean that there is a certain level of exposure to increases in interest rates

#### **Key performance indicators**

The company considers its key performance indicators to be

- 1) Sales growth, particularly with respect to pantomimes which are a major factor in the performance of the group's regional venues and which led to the group's involvement in First Family Entertainment LLP Revenue in relation to pantomimes was in line with the previous year Overall group turnover at £67M is in line with 2008
- 2) Gross margin improved from £35 3M (54%) in 2008 to £37 5M (56%) in 2009
- 3) Net profit growth loss before taxation at £0 5M in 2009 was about £0 IM better than the loss achieved in 2008 with the 2009 result impacted by large losses on overseas activity

#### Results and dividends

The consolidated profit and loss account for the year is set out on pages 7 to 8

The directors do not recommend the payment of a final dividend

#### Market value of land and buildings

The net book value of the Group's land and buildings (including freehold, long leasehold and short leasehold) as at 30 September 2009 was £16 9m. Since the year end, as part of the transaction noted below, a formal independent valuation of the Group's freehold and two of the long leasehold land and buildings has valued those properties at £37 7m, including £4 9m being the Group's share of the Playhouse and Savoy Theatres

### Post balance sheet events and future developments

On 2 November 2009 the Group completed the acquisition of Live Nation (Venues) UK Limited On 3 November 2009 Live Nation (Venues) UK Limited changed its name to The Ambassador Theatre Group (Venues) Limited

The acquisition of Live Nation (Venues) UK Limited brings the number of theatres owned by the group to 39 and includes the homes of two of London's most successful shows. The Lion King (at The Lyceum) and Wicked (at the Apollo Victoria). The Live Nation (Venues) UK Limited theatres acquired are the Edinburgh Playhouse, The Auditorium, Grimsby, Liverpool Empire, Bristol Hippodrome, The Palace Theatre and The Opera House, Manchester, Southport Theatre, Sunderland Empire, Grand Opera House, York, Alexandra Theatre, Birmingham, Leas Cliff Hall, Folkestone, The New Theatre, Oxford, the Princess Theatre, Torquay and The Lyceum and Apollo Victoria Theatre, London The financial effect of this has not been disclosed as the figures remain sensitive due to the nature of the deal

# DIRECTORS' REPORT (continued) FOR THE YEAR ENDED 30 SEPTEMBER 2009

## Post balance sheet events and future developments (continued)

Also on 2 November 2009, the shareholders of the Company sold their shareholdings to a newly formed company, The Ambassador Entertainment Group Limited which is ultimately controlled by Exponent Private Equity LLP

On 17th December 2009 The Ambassador Theatre Group Limited was contracted to operate Aylesbury Waterside Theatre Limited Whilst the directors believe that this will enhance the company's presence in the Home Counties and make a positive contribution, the venue is due to open in Autumn 2010 and therefore the financial effect of the operation is not yet certain

#### Environment

The company recognises the importance of its environmental responsibilities and monitors its impact on the environment and designs and implements appropriate policies to minimise any damage that might be caused by the company's activities. Initiatives designed to minimise the company's impact on the environment include recycling and reducing energy consumption wherever possible.

### Employee involvement

Details of the numbers of employees are given in Note 24 of the financial statements

The company aims to keep employees informed of all relevant matters through regular staff meetings, both formal and informal, and through written communications and any staff issues are dealt with efficiently and fairly. The company feels it has a transparent and appropriate policy for employee remuneration.

#### **Disabled persons**

Applications for employment by disabled persons are always fully considered. In the event of existing members of staff becoming disabled every effort would be made to ensure that their employment with the company continues and the appropriate support and training is available.

#### Creditor payment policy

The company's current policy concerning the payment of trade creditors is to

- settle the terms of payment with suppliers when agreeing the terms of each transaction,
- ensure that suppliers are made aware of the terms of payment by inclusion of the relevant terms in contracts, and
- pay in accordance with the company's contractual and other legal obligations On average, trade creditors at the year end represented 25 (2008-39) days' purchases

#### Auditors

Saffery Champness have expressed their willingness to remain in office as auditors of the company

# DIRECTORS' REPORT (continued) FOR THE YEAR ENDED 30 SEPTEMBER 2009

#### 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 group and of the profit or loss of the group for that period. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting 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,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group 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 the group 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

#### Statement of disclosure to auditors

So far as the directors are aware, there is no relevant audit information of which the group's auditors are unaware. Additionally, the directors have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the group's auditors are aware of that information

On behalf of the board

H J Enright

11 June 2010

# INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF THE AMBASSADOR THEATRE GROUP LIMITED

We have audited the group and parent company financial statements (the "financial statements") of The Ambassador Theatre Group Limited for the year ended 30 September 2009 set out on pages 7 to 36 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 pages 4, 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 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 group's and 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.

#### Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the group's and parent company's affairs as at 30 September 2009 and of the group's loss 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

# INDEPENDENT AUDITORS' REPORT (continued) TO THE MEMBERS OF THE AMBASSADOR THEATRE GROUP LIMITED

### 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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us, or
- the parent company financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

Jonathan Sykes (Senior Statutory Auditor) for and on behalf of Saffery Champness

3/6/10

Chartered Accountants Statutory Auditors

Lion House Red Lion Street London WC1R 4GB

# CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 SEPTEMBER 2009

	Notes	2009 £	2008 £
Turnover including share of associates and joint ventures		72,611,420	68,345,021
Less share of turnover of joint venture	es	(5,714,591)	(4,613,268)
Group turnover	2	66,896,829	63,731,753
Cost of sales		(29,348,584)	(28,473,361)
Gross profit		37,548,245	35,258,392
Administrative expenses Other operating income		(38,841,647) 1,295,442	(37,009,934) 1,204,026
Operating profit/(loss)	3	2,040	(547,516)
Share of operating loss in joint ventures		(276,100)	(108,427)
Other interest receivable and similar income of the group Share of joint ventures other interest receivable and similar income		90,790 3,730	386,390 37,060
Interest payable and similar charges of the group	4	(257,950)	(277,843)
Share of joint ventures interest payable and similar charges	4	(74,354)	(92,812)
Loss on ordinary activities before taxation		(511,844)	(603,148)
Tax on loss on ordinary activities	5	(369,018)	(275,948)
Loss for the year		(880,862)	(879,096)

# CONSOLIDATED PROFIT AND LOSS ACCOUNT (continued) FOR THE YEAR ENDED 30 SEPTEMBER 2009

The profit and loss account has been prepared on the basis that all operations are continuing operations

There are no recognised gains and losses other than those passing through the profit and loss account

The above tax charge relates to the following

Group 546,940 231,311
Joint ventures (177,922) 44,637
369,018 275,948

## BALANCE SHEETS AS AT 30 SEPTEMBER 2009

	<b>.</b> .	Gro 2009	2008	Comp 2009	2008
	Notes	£	£	£	£
Fixed assets					
Intangible assets	8	2,805,505	3,085,274	-	-
Tangible assets	9	25,343,666	24,458,792	951,611	892,210
Investments	10	-	-	10,244,154	10,350,404
Investments in joint ventures					
- Share of gross assets		7,480,721	6,849,206	-	-
- Share of gross liabilities		(6,820,712)	(5,851,487)		
		660,009	997,719		
		28,809,180	28,541,785	11,195,765	11,242,614
Current assets					
Stocks	11	211,468	192,932	-	_
Debtors	12	8,310,042	8,562,450	26,107,241	29,743,066
Investments	13	700,065	1,027,297	668,801	993,532
Cash at bank and in hand		4,618,712	6,857,034	2,614,728	3,116,739
		13,840,287	16,639,713	29,390,770	33,853,337
Creditors: amounts falling due within one year	14	(24,319,860)	(23,235,682)	(13,812,362)	(14,772,952)
Net current liabilities		(10,479,573)	(6,595,969)	15,578,408	19,080,385
Total assets less current liabilities		18,329,607	21,945,816	26,774,173	30,322,999
Creditors: amounts falling due after more than one year	15	(211,000)	(4,085,950)	-	(3,875,000)
Provisions for liabilities and charges	16	(82,807)	(69,322)	-	-
Accruals and deferred income	17	(1,264,118)	(138,000)		
		16,771,682 ———	17,652,544	26,774,173	26,447,999
Capital and reserves					
Called up share capital	19	9,798,138	9,798,138	9,798,138	9,798,138
Share premium account	20	11,373,668	11,373,668	11,373,668	11,373,668
Profit and loss account	20	(4,400,124)	(3,519,262)	5,602,367	5,276,193
					-

# BALANCE SHEETS (continued) AS AT 30 SEPTEMBER 2009

The notes on pages 12 to 36 form part of these financial statements

The financial statements were approved by the board on 11 June 2016

H J Enright **Director** 

Director

Company Registration No 2671052

# CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 30 SEPTEMBER 2009

	Notes		2009 £		2008 £
Net cash inflow/(outflow) from operating activities	28		1,199,209		(610,971)
Returns on investments and servicing of finance					
Interest received		94,520		423,450	
Interest paid		(332,304)		(370,655)	
Net cash (outflow)/inflow for returns on investments and servicing of finance			(237,784)		52,795
Taxation			(103,743)		(577,011)
Capital expenditure					
Payments to acquire tangible assets		(2,937,887)		(2,524,048)	
Net cash outflow for capital expenditure			(2,937,887)		(2,524,048)
Equity dividends paid					(244,954)
Net cash outflow before management of liquid resources and financing			(2,080,205)		(3,904,189)
Financing					
Government grant received		1,160,618		-	
Repayment of long term bank loan		(500,000)		(500,000)	
Repayment of other short term loans		(28,000)			
Net cash inflow/(outflow) from financing			632,618		(500,000)
Decrease in cash in the year	29, 30		(1,447,587)		(4,404,189)

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2009

#### 1 Accounting policies

#### 1.1 Accounting convention

The financial statements are prepared under the historical cost convention

#### 1.2 Compliance with accounting standards

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which have been applied consistently (except as otherwise stated)

#### 1.3 Basis of consolidation

The consolidated profit and loss account and balance sheet include the financial statements of the company and its subsidiary undertakings made up to 30 September 2009. The results of subsidiaries sold or acquired are included in the profit and loss account up to, or from the date control passes. Intra-group sales and profits are eliminated fully on consolidation.

#### 1.4 Joint ventures

Joint ventures are accounted for using the gross equity method of accounting. Whilst The Ambassador Theatre Group Limited owns a 50% share in Porgy & Bess Limited (the producer of the show Porgy & Bess), the substance of this transaction is that the company is an investment vehicle, in which The Ambassador Theatre Group Limited committed to 13.8%. Therefore the company has not used the gross equity method of accounting for this investment.

#### 1.5 Turnover

Turnover represents amounts receivable for goods and services net of VAT and trade discounts

#### 16 Goodwill

Acquired goodwill is written off in equal annual instalments over its estimated useful economic life. In the directors' opinion, the estimated useful economic life of goodwill is between 10 and 20 years.

# 1.7 Tangible fixed assets and depreciation

Tangible fixed assets other than freehold land are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows.

Land and buildings Freehold

50 years on freehold property

Land and buildings Leasehold

Term of the lease

Plant and machinery

Over 4 to 10 years

Fixtures, fittings & equipment

Over 4 to 10 years

#### 1.8 Leasing

Rentals payable under operating leases are charged against income on a straight line basis over the lease term

# NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 30 SEPTEMBER 2009

#### 1 Accounting policies

(continued)

#### 1.9 Investments

Fixed asset investments are stated at cost less provision for diminution in value

Current asset investments, being investment in shows, are stated at the lower of cost and net realisable value

#### 1.10 Stock

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

#### 1.11 Pensions

The group contributes to a defined contribution scheme The regular cost of providing retirement pensions and related benefits is charged to the profit and loss account over the employees' service lives on the basis of a constant percentage of earnings

The company makes contributions to a defined benefit pension scheme to meet the cost of the benefits which are accruing to scheme members during the period of the company's management of one of the theatres. Any actuarial gains or losses arising during this period in respect of these employees must be funded by the company by the end of the agreement. No assessment of the surplus or deficit has been made since the start of the agreement. The pension cost charge represents contributions payable by the company to the fund in accordance with FRS 17.

#### 1 12 Deferred taxation

Deferred tax is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. The deferred tax balance has not been discounted

#### 1.13 Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All the differences are taken to the profit and loss account.

Results of overseas subsidiaries are translated at the average rate for the year Assets and liabilities of overseas subsidiaries are translated at the rate ruling at the balance sheet date. Exchange differences arising are dealt with through reserves

#### 1.14 Government grants

Grants are credited to deferred revenue. Grants towards capital expenditure are released to the profit and loss account over the expected useful life of the assets. Grants towards revenue expenditure are released to the profit and loss account as the related expenditure is incurred.

#### 2 Turnover

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

3	Operating loss	2009 £	2008 £
	Operating loss is stated after charging		
	Amortisation of intangible assets	279,819	279,827
	Depreciation of tangible assets	2,053,014	1,591,548
	Operating lease rentals	557,376	453,988
	Auditors' remuneration		
	Fees payable to the group's auditor for the audit of the group's annual		
	accounts (company £2,350, 2008 £5,000)	58,125	58,502
	Taxation Advice	59,725	57,480
4	Interest payable	2009	2008
		£	£
	On bank loans and overdrafts for the group	256,266	277,843
	Share of joint ventures interest payable on bank loans and overdrafts	74,354	92,812
	Other interest	1,684	
		332,304	370,655
		=====	=======================================

# NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 30 SEPTEMBER 2009

Taxation	2009 £	2008 £
Domestic current year tax	_	_
U K corporation tax	355,533	328,640
Adjustment for prior years	<u> </u>	(13,185)
Current tax charge	355,533	315,455
Deferred tax		
Deferred tax charge/(credit)	13,485	(39,507)
	369,018	275,948
Factors affecting the tax charge for the year		
Loss on ordinary activities before taxation	(511,844)	(603,148)
Loss on ordinary activities before taxation multiplied by standard of UK corporation tax of 28 00% (2008 29 00%)	rate (143,316)	(174,913)
Effects of	<del></del>	
Non deductible expenses	162,464	157,879
Depreciation and amortisation add back	667,676	558,767
Capital allowances	(355,105)	(315,944)
Tax losses utilised	(103,051)	(94,167)
Adjustments to previous periods	-	(13,185)
Other tax adjustments	126,865	197,018
	498,849	490,368
Current tax charge	355,533	315,455

## 6 Profit for the financial year

As permitted by section 408 Companies Act 2006, the holding company's profit and loss account has not been included in these financial statements. The profit for the financial year is made up as follows

	2009	2008
	£	£
Holding company's profit for the financial year	326,174	721,521

# NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 30 SEPTEMBER 2009

7	Dividends	2009 £	2008 £
	Ordinary interim paid	-	244,954
8	Intangible fixed assets Group		
	Group		Goodwill £
	Cost		
	At 1 October 2008 & at 30 September 2009		5,829,190
	Amortisation		
	At 1 October 2008		2 7/2 9/6
	Charge for the year		2,743,866 279,819
	At 30 September 2009		3,023,685
	Net book value		
	At 30 September 2009		2,805,505
	At 30 September 2008		3,085,274

Following a review by ATG London Limited of its investment in Maidstone Productions (Playhouse) Limited ATG London Limited has adjusted £881,859 of its investment to other debtors. On consolidation the effect of this reclassification has been an adjustment to the goodwill recognised on this investment. A prior year adjustment has been recognised in respect of this adjustment.

9	Tangible fixed assets Group					
		Land and buildings Freehold	Land and buildings Leasehold	Plant and machinery	Fixtures, fittings & equipment	
		£	£	£	£	£
	Cost					
	At 1 October 2008	16,049,437	5,445,150	1,164,748	11,581,192	34,240,527
	Additions				2,937,887	2,937,887
	At 30 September 2009	16,049,437	5,445,150	1,164,748	14,519,079	37,178,414
	Depreciation					
	At 1 October 2008	1,866,271	2,315,746	575,746	5,023,971	9,781,734
	Charge for the year	194,535	268,742	121,260	1,468,477	2,053,014
	At 30 September 2009	2,060,806	2,584,488	697,006	6,492,448	11,834,748
	Net book value					
	At 30 September 2009	13,988,631	2,860,662	467,742	8,026,631	25,343,666
	At 30 September 2008	14,183,165	3,129,404	589,002	6,557,221	24,458,792

At 30 September 2008

# NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 30 SEPTEMBER 2009

#### Tangible fixed assets (continued) Company Land and Plant and Fixtures, Total buildings machinery fittings & Leasehold equipment £ £ Cost At 1 October 2008 56,901 1,164,748 941,073 2,162,722 Additions 337,663 337,663 At 30 September 2009 56,901 2,500,385 1,164,748 1,278,736 Depreciation 666,952 1,270,512 At 1 October 2008 27,814 575,746 Charge for the year 278,262 2,805 121,260 154,197 At 30 September 2009 30,619 697,006 1,548,774 821,149 Net book value At 30 September 2009 26,282 467,742 457,587 951,611

29,087

589,002

274,121

892,210

# NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 30 SEPTEMBER 2009

#### 10 Fixed asset investments Company Shares in Shares in Loans in **Total** participating subsidiary subsidiary interests undertakings undertakings £ Cost At 1 October 2008 1,878,256 7,122,148 1,350,000 10,350,404 Disposal (106,250)(106,250)At 30 September 2009 7,122,148 1,772,006 1,350,000 10,244,154 Net book value At 30 September 2009 1,772,006 7,122,148 1,350,000 10,244,154 At 30 September 2008 1,878,256 7,122,148 1,350,000 10,350,404

In the opinion of the directors, the aggregate value of the company's investment in subsidiary undertakings is not less than the amount included in the balance sheet

# NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 30 SEPTEMBER 2009

### 10 Fixed asset investments

(continued)

## Holdings of more than 20%

The company holds more than 20% of the share capital of the following companies

Company	Country of registration or incorporation	Shares held	
	-	Class	%
Subsidiary undertakings			
Milton Keynes Theatre Limited	England and Wales	Ordinary	100
Stoke-on-Trent Theatres Limited	England and Wales	Ordinary	100
Theatre Royal Brighton Limited	England and Wales	Ordinary	100
ATG London Limited	England and Wales	Ordinary	100
Churchill Theatre Bromley Limited	England and Wales	Ordinary	100
Richmond Theatre Limited	England and Wales	Ordinary	100
Comedy Theatre Limited	England and Wales	Ordinary	100
Donmar Warehouse Theatre Limited	England and Wales	Ordinary	100
Aylesbury Waterside Theatre Limited	England and Wales	Ordinary	100
Whitehall Theatre Limited	England and Wales	Ordinary	100
Smart Plays Limited	England and Wales	Ordinary	100
ATG Management Limited	England and Wales	Ordinary	100
Sonia Friedman Productions Limited	England and Wales	Ordinary	100
Glasgow Theatres Limited	England and Wales	Ordinary	100
Piccadilly Theatre Limited	England and Wales	Ordinary	100
Phoenix Theatre Limited	England and Wales	Ordinary	100
New Wimbledon Theatre Limited	England and Wales	Ordinary	100
The Duke Of York's Theatre Limited	England and Wales	Ordinary	100
Woking Turnstyle Limited	England and Wales	Ordinary	100
Natural Nylon Theatre Company Limited	England and Wales	Ordinary	100
Highland Fling Japan Limited	England and Wales	Ordinary	100
Screenstage Productions Limited	England and Wales	Ordinary	100
Brighton Theatre Limited	England and Wales	Ordinary	100
Ambassador Theatre Group New York Inc	USA	Ordinary	100

10	Fixed asset investments			(continued)
	Participating interests			
	ScreenStage Limited	England and Wales	Ordinary	50
	Trademark Theatre Company Limited	England and Wales	Ordinary	50
	Maidstone Productions (Playhouse)	England and Wales	Ordinary	50
	Limited			
	First Family Entertainment LLP	England and Wales	Not applicable	50
	Maidstone Productions (Savoy) Limited	England and Wales	Ordinary	50
	Savoy Theatre Holdings Limited	England and Wales	Ordinary	50
	Savoy Theatre Limited	England and Wales	Ordinary	50
	Porgy and Bess Limited	England and Wales	Ordinary	50

#### NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 30 SEPTEMBER 2009

#### 10 Fixed asset investments

Savoy Theatre Limited

Porgy and Bess Limited

(continued)

The principal activity of these undertakings for the last relevant financial year was as follows

#### Principal activity

Milton Keynes Theatre Limited Theatre operator Stoke-on-Trent Theatres Limited Theatre operator Theatre Royal Brighton Limited Theatre operator ATG London Limited Theatre operator Churchill Theatre Bromley Limited Theatre operator Richmond Theatre Limited Theatre operator Comedy Theatre Limited Dormant Donmar Warehouse Theatre Limited Dormant Aylesbury Waterside Theatre Limited Dormant Whitehall Theatre Limited Dormant Smart Plays Limited Production company ATG Management Limited Production company Sonia Friedman Productions Limited Production company Glasgow Theatres Limited Theatre operator Piccadilly Theatre Limited **Dormant** Phoenix Theatre Limited Dormant New Wimbledon Theatre Limited Theatre operator The Duke Of York's Theatre Limited Theatre operator Woking Turnstyle Limited Theatre operator ScreenStage Limited Production company Trademark Theatre Company Limited Production company Maidstone Productions (Playhouse) Theatre operator Limited First Family Entertainment LLP Production partnership Maidstone Productions (Savoy) Limited Holding company Savoy Theatre Holdings Limited Dormant

Theatre operator Production company Natural Nylon Theatre Company Limited Production company

Highland Fling Japan Limited Production company Screenstage Productions Limited Dormant **Brighton Theatre Limited** Dormant

Ambassador Theatre Group New York Inc Production company

# NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 30 SEPTEMBER 2009

Fixed asset investments		(continued)
Additional disclosures required for joint ventures exceed	ing the 15% threshold as define	d by FRS 9
	£	£
Share of assets		
Fixed assets	6,011,334	
Current assets	2,094,964	
		8,106,298
Share of liabilities		
Due within on year or less	(4,660,736)	
Due after more than one year	(2,159,842)	
		(6,820,577)
		1,285,721

The accounting periods of Porgy and Bess Limited and First Family Entertainment LLP are not 30 September each year. In respect of Porgy and Bess Limited it is 30 June, which is not considered to affect the group accounts due to the consolidation of this company in accordance with the accounting policy. First Family Entertainment LLP has an accounting period end of 31 March 2009, this does not materially affect the group's results due to the nature of the LLP's business.

### 11 Stocks

10

Siocks	Group		Compa	Company	
	2009	2008	2009	2008	
	£	£	£	£	
Finished goods and goods for resale	211,468	192,932	-		

12	Debtors				
		Grou	ıp	Comp	any
		2009	2008	2009	2008
		£	£	£	£
	Trade debtors	2,384,570	2,130,170	80,370	13,018
	Amounts owed by group undertakings	-	-	25,467,720	28,709,205
	Amounts owed by participating interests	3,632,261	3,623,193	280	240,371
	Corporation tax	-	-	-	119,487
	Other debtors	759,449	1,121,138	154,393	259,681
	Prepayments and accrued income	1,533,762	1,687,949	325,474	323,142
	Deferred tax asset (note 16)			79,004	78,162
		8,310,042	8,562,450	26,107,241	29,743,066
	Amounts falling due after more than one year debtors above are	2009 £	2008 £	2009 £	2008 £
	Amounts owed by group undertakings	-	_	13,599,967	13,599,967
	Amounts owed by participating interests	881,859	881,859	-	-
13	Current asset investments	Grou 2009 £	ір 2008 £	Comp 2009 £	oany 2008 £
	Other unlisted investments	700,065	1,027,297	668,801	993,532

# NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 30 SEPTEMBER 2009

### 14 Creditors: amounts falling due within one year

•	Gro	up	Comp	any
	2009	2008	2009	2008
	£	£	£	£
Bank loans and overdrafts	4,810,334	2,226,069	4,062,552	1,115,790
Trade creditors	2,008,496	3,064,156	523,436	765,947
Amounts owed to group undertakings	-	-	7,035,113	10,580,597
Amounts owed to participating interests	3,727	101,600	1,503	69,070
Corporation tax	533,323	137,689	-	-
Other taxes and social security costs	1,408,964	1,700,099	838,536	1,168,569
Other creditors	1,334,493	690,584	68,137	35,860
Accruals and deferred income	14,220,523	15,315,485	1,283,085	1,037,119
	24,319,860	23,235,682	13,812,362	14,772,952
Debt due in one year or less	3,912,000	565,000	3,875,000	500,000

The bank loan and overdrafts are secured by a debenture over the whole of the assets of the company and its subsidiary undertakings

# NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 30 SEPTEMBER 2009

15	Creditors: amounts falling due after mor	e than one yea	r		
		Grou	Group		any
		2009	2008	2009	2008
		£	£	£	£
	Bank loans	-	3,875,000	-	3,875,000
	Other loans	211,000	210,950		
		211,000	4,085,950		3,875,000
	Analysis of loans				
	Not wholly repayable within five years by instalments				
	Other loan	_	2,539,000	_	_
	Repayable within five years	_	2,555,000	_	2,500,000
	Not wholly repayable within five years other than by instalments				2,300,000
	Wholly repayable within five years	4,123,000	2,111,950	3,875,000	1,875,000
		4,123,000	4,650,950	3,875,000	4,375,000
	Included in current liabilities	(3,912,000)	(565,000)	(3,875,000)	(500,000)
		211,000	4,085,950		3,875,000
	Instalments not due within five years		2,539,000		
	instantions not due within five years				
	Loan maturity analysis				
	In more than one year but not more than				
	two years	-	565,000	-	500,000
	In more than two years but not more than	211 000	1 511 050		1 500 000
	five years In more than five years	211,000	1,711,050 1,809,900	-	1,500,000 1,875,000
	in more than tive years		1,809,900		1,672,000

The bank loan is secured by a debenture over the whole of the assets of the company and its subsidiary undertakings

# NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 30 SEPTEMBER 2009

	1-1-1-1	
16	Provisions for liabilities Group	
		Deferred taxation £
	Balance at 1 October 2008	69,322
	Profit and loss account	13,485
	Balance at 30 September 2009	82,807
	Company	
	Balance at 1 October 2008	(78,162)
	Profit and loss acount	(842)
	Balance at 30 September 2009	(79,004)

# The deferred tax hability is made up as follows:

	Group		Group Company		ıny
	2009	2008	2009	2008	
	£	£	£	£	
Accelerated capital allowances	318,680	317,052	26,183	26,838	
Other timing differences	(105,187)	(105,000)	(105,187)	(105,000)	
Tax losses available	(130,686)	(142,730)			
	82,807	69,322	(79,004)	(78,162)	

### 17 Accruals and deferred income

Group	Government grants £
Balance at 1 October 2008 Amortisation in the year	138,000 (34,500)
Grants received during the year	1,160,618
Balance at 30 September 2009	1,264,118

# NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 30 SEPTEMBER 2009

# 18 Pension and other post-retirement benefit commitments

## **Defined contribution**

	2009	2008
	£	£
Contributions payable by the group for the year	554,477	472,527

Share capital	2009	2008
	£	£
Authorised		
10,500,000 ordinary shares of £1 each	-	10,500,000
10,499,750 Preferred ordinary shares of £1 each	10,499,750	-
25,000 "A" preference shares of 1p each	250	
	10,500,000	10,500,000
Allotted, called up and fully paid		
9,798,138 Preferred ordinary shares of £1 each	9,798,138	9,798,138
	9,798,138	9,798,138
	Authorised 10,500,000 ordinary shares of £1 each 10,499,750 Preferred ordinary shares of £1 each 25,000 "A" preference shares of 1p each  Allotted, called up and fully paid	### Authorised  10,500,000 ordinary shares of £1 each 10,499,750 Preferred ordinary shares of £1 each 25,000 "A" preference shares of 1p each  Allotted, called up and fully paid 9,798,138 Preferred ordinary shares of £1 each  9,798,138 Preferred ordinary shares of £1 each

# NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 30 SEPTEMBER 2009

## 19 Share capital (continued)

On 1 October 2008 the Company passed a resolution which determined that 250 of the existing authorised but unissued ordinary shares of £1 each of the Company be sub-divided into and redesignated as 25,000 "A" ordinary shares of 1 pence each and that each of the existing issued ordinary shares of £1 each of the company and each of the existing authorised but unissued ordinary shares of the Company be re-designated as preferred ordinary shares of £1 each

The holders of the preferred ordinary shares shall be entitled, on a pari passu basis in proportion to the number of shares held -

- 1) to all dividends paid by the Company,
- 11) to 100% of any Realised Equity Value up to and inclung £40,000,000,
- III) to the balance of any Realised Equity Value in excess of £40,000,000 which is not allocated to the holders of the "A" ordinary shares in issue at the time of the Realisation

The "A" ordinary shares have the following rights -

- 1) the holders of the "A" ordinary shares shall not be entitled to any dividends paid by the company,
- 11) If the Realised Equity Value is £40,000,000 or less the holders the "A" ordinary shares shall not be entitled to any part of the Realised Equity Value,
- mi) if the Realised Equity Value is more than £40,000,000 the holders of the "A" ordinary shares who are employees of the Company immediately before the Realisation shall be entitled, as between all members of the Company, to receive in respect of each "A" ordinary share held by him/her at the time of the Realisation 1/25,000 of 25% (twenty five percent) of that part of the Realised Equity Value as exceeds £40,000,000 and the holders of the "A" ordinary shares who are not employees of the Company immediately before the Realisation shall be entitled, as between all members of the Company, to receive in respect of each "A" ordinary share held by him/her at the time of the Realisation the lower of (A) Fair Value at the time the holder ceased to be employed by the company or, if the board so determines (in its absolute discretion) that a value which is lower than such Fair Value is more appropriate in the circumstances, such value and (B) the Realisation Value

20	Statement of movements on reserves Group		
		Share premium account	Profit and loss account
		£	£
	Balance at 1 October 2008 Loss for the year	11,373,668	(3,519,262) (880,862)
	Balance at 30 September 2009	11,373,668	(4,400,124)
	Company		
	•	Share	Profit and
		premium account	loss account
		£	£
	Balance at 1 October 2008	11,373,668	5,276,193
	Profit for the year		326,174
	Balance at 30 September 2009	11,373,668	5,602,367

21	Reconciliation of movements in shareholders' funds Group	2009 £	2008 £
	Loss for the financial year Dividends	(880,862)	(879,096) (244,954)
	Net depletion in shareholders' funds Opening shareholders' funds	<del></del>	18,776,594
	Closing shareholders' funds	16,771,682	17,652,544
	Company	£	£
	Profit for the financial year Dividends	326,174	721,521 (244,954)
	Net addition to shareholders' funds Opening shareholders' funds	326,174 26,447,999	476,567 25,971,432
	Closing shareholders' funds	26,774,173	26,447,999

# NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 30 SEPTEMBER 2009

### 22 Financial commitments

At 30 September 2009 the group had annual commitments under non-cancellable operating leases as follows

Land and buildings		Other	
2009	2008	2009	2008
£	£	£	£
-	-	25,092	25,092
521,830	521,830	•	-
521,830	521,830	25,092	25,092
	2009 £ 521,830	2009 2008 £ £ 521,830 521,830	2009 2008 2009 £ £ £ 25,092 521,830 521,830 -

At 30 September 2009 the company had annual commitments under non-cancellable operating leases as follows

		Land and bu	Land and buildings		er
		2009	2008	2009	2008
		£	£	£	£
	Expiry date				
	In over five years	219,550	219,550	-	-
			=======================================		
23	Directors' emoluments			2009	2008
				£	£
	Emoluments for qualifying services			1,199,648	1,492,270
	Company pension contributions to me	oney purchase schemes		222,151	163,752
				1,421,799	1,656,022

The number of directors for whom retirement benefits are accruing under money purchase pension schemes amounted to 6 (2008- 6)

Emoluments disclosed above include the following amounts paid to the highest paid director

Emoluments for qualifying services	313,190	303,798
Company pension contributions to money purchase schemes	45,023	43,712

# NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 30 SEPTEMBER 2009

#### 24 Employees

### Number of employees

The average monthly number of employees (including directors) during the year was

	2009 Number	2008 Number
Administration and management	1,107	1,105
Employment costs	2009 £	2008 £
Wages and salaries	17,762,542	17,539,924
Social security costs Other pension costs	1,709,832 554,477	1,638,065 472,527
	20,026,851	19,650,516

#### 25 Control

At 30 September 2009 the company had no controlling party. As stated in the directors report following the transaction on 2 November 2009 the company's immediate parent is The Ambassador Entertainment Group Limited, and the ultimate controlling party of the group is Exponent Private Equity LLP on behalf of the funds under its management

### 26 Related party transactions

#### Group

During the year The Ambassador Theatre Group Limited received management fees from Screenstage Limited amounting to £43,000 (2008 £38,942) Screenstage Limited is a joint venture between The Ambassador Theatre Group Limited and Carlton Communications Limited

During the year The Ambassador Theatre Group Limited received management fees from Savoy Theatre Limited amounting to £89,427 (2008 £nil) The company is a subsidiary of Maidstone Productions (Savoy) Ltd Maidstone Productions (Savoy) Ltd is a joint venture between ATG London Limited and Tulbart LLC ATG London Limited is a 100% subsidiary of The Ambassador Theatre Group Limited

During the year The Ambassador Theatre Group Limited received management fees from Maidstone Productions (Playhouse) Limited amounting to £58,468 (2008 £47,275) Maidstone Productions (Playhouse) Limited is a joint venture between The Ambassador Theatre Group Limited and Playhouse Theatre LLC

# NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 30 SEPTEMBER 2009

### 27 Post Balance Sheet Events

Please refer to the Directors' Report for details of the post balance sheet event

28	Reconciliation of operating loss to net cas operating activities	sh inflow/(outfl	ow) from	2009	2008
				£	£
	Operating profit/(loss)			2,040	(547,516)
	Depreciation of tangible assets			2,053,014	1,591,548
	Amortisation of intangible assets			279,819	279,827
	(Increase)/decrease in stocks			(18,536)	66,145
	Decrease/(increase) in debtors			252,408	(251,525)
	Decrease/increase in investment in shows			327,232	(104,387)
	Decrease in creditors within one year			(1,662,268)	(1,610,563)
	Movement on grant provision			(34,500)	(34,500)
	Net cash inflow/(outflow) from operating	activities		1,199,209	(610,971)
29	Analysis of net funds	1 October 2008	Cash flow	Other non- cash changes	30 September 2009
		£	£	£	£
	Net cash				
	Cash at bank and in hand	6,857,034	(2,238,322)	-	4,618,712
	Bank overdrafts	(1,726,069)	790,735		(935,334)
		5,130,965	(1,447,587)	-	3,683,378
	Debts falling due within one year	(565,000)	(3,347,000)	-	(3,912,000)
	Debts falling due after one year	(4,085,950)	3,874,950		(211,000)
		(4,650,950)	527,950		(4,123,000)
	Net funds	480,015	(919,637)		(439,622) ======

30	Reconciliation of net cash flow to movement in net funds	2009 £	2008 £
	Decrease in cash in the year Cash outflow from decrease in debt	(1,447,587) 527,950	(4,404,189) 250,050
	Movement in net funds in the year	(919,637)	(4,154,139)
	Opening net funds	480,015	4,634,154
	Closing net funds	(439,622)	480,015