

REGISTERED NUMBER 03831969 (England and Wales)

**Report of the Directors and
Consolidated Financial Statements for the Year Ended 31 December 2012
for
Concept Venues Ltd and its Subsidiaries**



Concept Venues Ltd and its Subsidiaries (Registered number: 03831969)

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for the Year Ended 31 December 2012**

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Concept Venues Ltd and its Subsidiaries

Company Information for the Year Ended 31 December 2012

DIRECTORS

M N J Fuller
A J Taylor
R Mehta
S Naker
R C Smallwood
M Miller

SECRETARY

Mrs S E Atalay

REGISTERED OFFICE

36 Bridle Lane
London
W1F 9BZ

REGISTERED NUMBER

03831969 (England and Wales)

AUDITORS

Anderson & Pennington LLP
Chartered Certified Accountants and
Statutory Auditors
44a Floral Street
London
WC2E 9DA

Concept Venues Ltd and its Subsidiaries (Registered number: 03831969)

Report of the Directors for the Year Ended 31 December 2012

The directors present their report with the financial statements of the company and the group for the year ended 31 December 2012

PRINCIPAL ACTIVITY

The principal activity of the group in the year under review was that of hoteliers, restaurateurs, publicans, bars and night clubs

REVIEW OF BUSINESS

The Directors are pleased to present the report and accounts for 2012. The market conditions during the year were tougher than expected with total group sales slightly down on 2011. Sanctum On The Green showed a sales improvement in 2011 as it continued to establish itself but Sanctum and the two Geales restaurants showed small decreases. Embassy London did show a sales increase as a result of the refurbishment closing it for half of the year in 2011.

The Sanctum brand is well established in London now and the challenge with this and the other brands is to maximise their sales potential and to continue the work on tightening cost controls in order to reduce the losses and maximise profits.

Embassy London Limited was closed at the end of 2013 as a result of a termination of the lease due to the building being refurbished and rebuilt. As a result of this, and 2013 losses, in 2014 Embassy London will be subject to a Company Voluntary Arrangement in order to settle its outstanding debts.

In 2013 an agreement was entered into to provide the group with investment funds of £8m. These will be used to restructure and streamline the current shareholding and to provide working capital funds to reduce the group net debt. These funds are expected to be received during 2014.

A new Geales franchise has opened in Dubai in 2014 together with an agreement being signed for new franchises for two new brands, Luke's Dining Room and Retro Feasts, and franchising remains a focus of the group strategy going forward.

DIVIDENDS

No dividends will be distributed for the year ended 31 December 2012.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 January 2012 to the date of this report.

M N J Fuller
A J Taylor

Other changes in directors holding office are as follows:

P A Burton - resigned 15 October 2012

R Mehta, S Naker, R C Smallwood and M Miller were appointed as directors after 31 December 2012 but prior to the date of this report.

M Miller ceased to be a director after 31 December 2012 but prior to the date of this report.

Concept Venues Ltd and its Subsidiaries (Registered number: 03831969)

**Report of the Directors
for the Year Ended 31 December 2012**

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Report of the Directors and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and the 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,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's and the group'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.

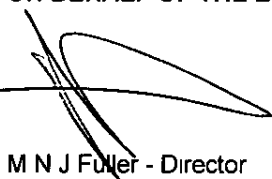
STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the group's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the group's auditors are aware of that information.

AUDITORS

The auditors, Anderson & Pennington LLP, will be proposed for re-appointment at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD



M N J Fuller - Director

6 June 2014

Report of the Independent Auditors to the Members of Concept Venues Ltd and its Subsidiaries

We have audited the financial statements of Concept Venues Ltd and its Subsidiaries for the year ended 31 December 2012 on pages six to twenty eight. 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 a Report of the Auditors and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page three, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

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 parent company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Report of the Directors to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Basis for disclaimer of opinion

The audit evidence available to us was limited because we were unable to obtain a verifiable valuation of the fixed assets included in the balance sheet of Embassy London Limited, a wholly owned subsidiary of the group, due to the closure and redevelopment of the company's premises. These assets, which have a carrying amount of £2,945,343, are included in the consolidated balance sheet and represent 38% of the group's net assets as at 31 December 2012. As a result of this we have been unable to obtain sufficient appropriate audit evidence concerning fixed assets.

Disclaimer of opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on the financial statements.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements.

**Report of the Independent Auditors to the Members of
Concept Venues Ltd and its Subsidiaries**

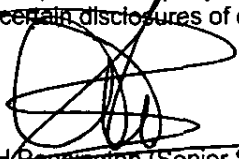
Matters on which we are required to report by exception

Arising from the limitation of our work referred to above

- we have not obtained all the information and explanations that we considered necessary for the purpose of our audit, and
- we were unable to determine whether adequate accounting records have been kept

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

- 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



S H Pennington (Senior Statutory Auditor)
for and on behalf of Anderson & Pennington LLP
Chartered Certified Accountants and
Statutory Auditors
44a Floral Street
London
WC2E 9DA

6 June 2014

Concept Venues Ltd and its Subsidiaries (Registered number: 03831969)

**Consolidated Profit and Loss Account
for the Year Ended 31 December 2012**

		2012		2011 as restated	
	Notes	£	£	£	£
TURNOVER			9,934,988		7,694,564
Continuing operations		8,120,644		6,727,461	
Discontinued operations		<u>1,814,344</u>		<u>967,103</u>	
Cost of sales	2		<u>3,035,223</u>		<u>1,773,315</u>
GROSS PROFIT	2		6,899,765		5,921,249
Net operating expenses	2		<u>7,010,392</u>		<u>6,557,626</u>
OPERATING LOSS	4		(110,627)		(636,377)
Continuing operations		97,519		(1,115,662)	
Discontinued operations		<u>(208,146)</u>		<u>479,285</u>	
Interest receivable and similar income			<u>1</u>		<u>8,805</u>
			(110,626)		(627,572)
Interest payable and similar charges	5		<u>617,865</u>		<u>456,614</u>
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION			(728,491)		(1,084,186)
Tax on loss on ordinary activities	6		<u>-</u>		<u>-</u>
LOSS ON ORDINARY ACTIVITIES AFTER TAXATION			(728,491)		(1,084,186)
Minority interest - equity			<u>(312,506)</u>		<u>(204,319)</u>
DEFICIT FOR THE GROUP CARRIED FORWARD			<u>(415,985)</u>		<u>(879,867)</u>

The notes form part of these financial statements

Concept Venues Ltd and its Subsidiaries (Registered number: 03831969)

**Consolidated Statement of Total Recognised Gains and Losses
for the Year Ended 31 December 2012**

	2012	2011 as restated
	£	£
LOSS FOR THE FINANCIAL YEAR	(415,985)	(879,867)
TOTAL RECOGNISED GAINS AND LOSSES RELATING TO THE YEAR	(415,985)	(879,867)
Prior year adjustment	Note 8	
	(30,420)	
TOTAL GAINS AND LOSSES RECOGNISED SINCE LAST ANNUAL REPORT	(446,405)	


The notes form part of these financial statements

Concept Venues Ltd and its Subsidiaries (Registered number: 03831969)

**Consolidated Balance Sheet
31 December 2012**

		2012		2011 as restated	
	Notes	£	£	£	£
FIXED ASSETS					
Intangible assets	9		771,185		824,101
Tangible assets	10		4,758,030		5,195,831
Investments	11		-		-
			<u>5,529,215</u>		<u>6,019,932</u>
CURRENT ASSETS					
Stocks	12	205,000		181,491	
Debtors	13	2,091,547		2,482,161	
Cash at bank and in hand		2,342		61,302	
		<u>2,298,889</u>		<u>2,724,954</u>	
CREDITORS					
Amounts falling due within one year	14	6,379,740		6,534,049	
NET CURRENT LIABILITIES			<u>(4,080,851)</u>		<u>(3,809,095)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			1,448,364		2,210,837
CREDITORS					
Amounts falling due after more than one year	15		(4,712,779)		(4,746,744)
MINORITY INTERESTS	19		876,287		563,764
NET LIABILITIES			<u>(2,388,128)</u>		<u>(1,972,143)</u>
CAPITAL AND RESERVES					
Called up share capital	20		781		781
Share premium	21		806,298		806,298
Profit and loss account	21		(3,195,207)		(2,779,222)
SHAREHOLDERS' FUNDS	25		<u>(2,388,128)</u>		<u>(1,972,143)</u>

The financial statements were approved by the Board of Directors on 6 June 2014 and were signed on its behalf by


M N J Fuller Director

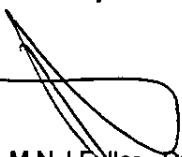
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Concept Venues Ltd and its Subsidiaries (Registered number: 03831969)

**Company Balance Sheet
31 December 2012**

		2012		2011 as restated	
	Notes	£	£	£	£
FIXED ASSETS					
Intangible assets	9	-	-	-	-
Tangible assets	10	26,515	26,515	20,050	20,050
Investments	11	693,961	693,961	693,961	693,961
			<u>720,476</u>		<u>714,011</u>
CURRENT ASSETS					
Debtors	13	2,729,533		4,873,303	
Cash at bank		860		-	
		<u>2,730,393</u>		<u>4,873,303</u>	
CREDITORS					
Amounts falling due within one year	14	2,916,571		2,674,006	
NET CURRENT (LIABILITIES)/ASSETS			<u>(186,178)</u>		<u>2,199,297</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			534,298		2,913,308
CREDITORS					
Amounts falling due after more than one year	15		3,125,447		3,125,447
NET LIABILITIES			<u>(2,591,149)</u>		<u>(212,139)</u>
CAPITAL AND RESERVES					
Called up share capital	20	781	781	781	781
Share premium	21	306,548	306,548	306,548	306,548
Profit and loss account	21	(2,898,478)	(2,898,478)	(519,468)	(519,468)
SHAREHOLDERS' FUNDS	25	<u>(2,591,149)</u>	<u>(2,591,149)</u>	<u>(212,139)</u>	<u>(212,139)</u>

The financial statements were approved by the Board of Directors on 6 June 2014 and were signed on its behalf by



M N J Fuller - Director

The notes form part of these financial statements

Concept Venues Ltd and its Subsidiaries (Registered number: 03831969)

**Consolidated Cash Flow Statement
for the Year Ended 31 December 2012**

		2012		2011 as restated	
	Notes	£	£	£	£
Net cash inflow from operating activities	1		464,190		202,135
Returns on investments and servicing of finance	2		(465,874)		(447,809)
Taxation			70,039		(2,948)
Capital expenditure	2		(133,181)		(1,201,037)
			(64,826)		(1,449,659)
Financing	2		(49,339)		1,589,074
(Decrease)/increase in cash in the period			(114,165)		139,415
Reconciliation of net cash flow to movement in net debt	3				
(Decrease)/increase in cash in the period		(114,165)		139,415	
Cash outflow/(inflow) from decrease/(increase) in debt and lease financing		49,339		(752,619)	
Change in net debt resulting from cash flows			(64,826)		(613,204)
Loans written off			780,181		-
Movement in net debt in the period			715,355		(613,204)
Net debt at 1 January			(8,226,826)		(6,529,032)
Net debt at 31 December			(7,511,471)		(7,142,236)

The notes form part of these financial statements

Concept Venues Ltd and its Subsidiaries (Registered number: 03831969)

**Notes to the Consolidated Cash Flow Statement
for the Year Ended 31 December 2012**

1 RECONCILIATION OF OPERATING LOSS TO NET CASH INFLOW FROM OPERATING ACTIVITIES

Year ended 31 December 2012

	Continuing £	Discontinued £	Total £
Operating loss	97,519	(208,146)	(110,627)
Depreciation charges	726,006	-	726,006
Loan creditors written off	(882,305)	-	(882,305)
Increase in stocks	(23,509)	-	(23,509)
Decrease in debtors	369,724	20,890	390,614
Increase in creditors	(131,845)	495,856	364,011
Net cash inflow from continuing operating activities	155,590		
Net cash inflow from discontinued operating activities		308,600	
Net cash inflow from operating activities			464,190

Year ended 31 December 2011

	Continuing £	Discontinued £	Total £
Operating loss	(1,115,662)	479,285	(636,377)
Depreciation charges	643,289	-	643,289
Loans written off	(508,550)	-	(508,550)
Increase in stocks	(7,712)	-	(7,712)
Decrease in debtors	63,089	(290)	62,799
Increase in creditors	679,098	(30,412)	648,686
Net cash outflow from continuing operating activities	(246,448)		
Net cash inflow from discontinued operating activities		448,583	
Net cash inflow from operating activities			202,135

2 ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT

	2012 £	2011 as restated £
Returns on investments and servicing of finance		
Interest received	1	8,805
Interest paid	(364,141)	(364,642)
Interest element of finance lease payments	(101,734)	(91,972)
Net cash outflow for returns on investments and servicing of finance	(465,874)	(447,809)

The notes form part of these financial statements

Concept Venues Ltd and its Subsidiaries (Registered number: 03831969)

**Notes to the Consolidated Cash Flow Statement
for the Year Ended 31 December 2012**

2 ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT - continued

	2012 £	2011 as restated £
Capital expenditure		
Purchase of tangible fixed assets	(133,181)	(1,300,524)
Sale of tangible fixed assets	-	99,487
Net cash outflow for capital expenditure	<u>(133,181)</u>	<u>(1,201,037)</u>
Financing		
New loans in year	365,343	2,137,709
Loan repayments in year	(327,544)	(433,928)
Capital repayments in year	(87,138)	76,144
Amount withdrawn by directors	-	(191,949)
Share issue	-	1,098
Net cash (outflow)/inflow from financing	<u>(49,339)</u>	<u>1,589,074</u>

3 ANALYSIS OF CHANGES IN NET DEBT

	At 1 1 12 £	Cash flow £	Other non-cash changes £	At 31 12 12 £
Net cash				
Cash at bank and in hand	61,302	(58,960)		2,342
Bank overdrafts	-	(55,205)		(55,205)
	<u>61,302</u>	<u>(114,165)</u>		<u>(52,863)</u>
Debt				
Finance leases	(484,201)	87,138	-	(397,063)
Debts falling due within one year	(3,228,480)	(37,799)	780,181	(2,486,098)
Debts falling due after one year	(4,575,447)	-	-	(4,575,447)
	<u>(8,288,128)</u>	<u>49,339</u>	<u>780,181</u>	<u>(7,458,608)</u>
Total	<u>(8,226,826)</u>	<u>(64,826)</u>	<u>780,181</u>	<u>(7,511,471)</u>

The notes form part of these financial statements

Concept Venues Ltd and its Subsidiaries (Registered number: 03831969)

Notes to the Consolidated Financial Statements for the Year Ended 31 December 2012

1 ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention

Turnover

Turnover represents net invoiced sales of goods, excluding value added tax

Goodwill

Goodwill, being the amount paid in connection with the acquisition of a business in 2007, is being amortised evenly over its estimated useful life of twenty years

Tangible fixed assets

Short leasehold	- Over the term of the lease - 25 years
Plant and machinery	- At various percentages on cost
Fixtures and fittings	- 10%, 15% and 25% on cost
Computer equipment	- 20% on cost

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items

Deferred tax

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

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

Hire purchase and leasing commitments

Assets obtained under hire purchase contracts or finance leases are capitalised in the balance sheet. Those held under hire purchase contracts are depreciated over their estimated useful lives. Those held under finance leases are depreciated over their estimated useful lives or the lease term, whichever is the shorter.

The interest element of these obligations is charged to the profit and loss account over the relevant period. The capital element of the future payments is treated as a liability.

Rentals paid under operating leases are charged to the profit and loss account on a straight line basis over the period of the lease.

Going concern basis

The company and group depend on the continuing support of the associated companies and a director, A J Taylor, who has confirmed their ongoing financial support and ability to do so for the foreseeable future. For this reason the accounts have been prepared on a going concern basis.

Concept Venues Ltd and its Subsidiaries (Registered number: 03831969)

**Notes to the Consolidated Financial Statements - continued
for the Year Ended 31 December 2012**

2 ANALYSIS OF OPERATIONS

	Continuing £	2012 Discontinued £	Total £
Cost of sales	<u>1,855,268</u>	<u>1,179,955</u>	<u>3,035,223</u>
Gross profit	<u>6,265,376</u>	<u>634,389</u>	<u>6,899,765</u>
Net operating expenses			
Administrative expenses	7,808,846	842,535	8,651,381
Other operating income	<u>(1,640,989)</u>	<u>-</u>	<u>(1,640,989)</u>
	<u>6,167,857</u>	<u>842,535</u>	<u>7,010,392</u>

	Continuing £	2011 as restated Discontinued £	Total £
Cost of sales	<u>1,380,898</u>	<u>392,417</u>	<u>1,773,315</u>
Gross profit	<u>5,346,563</u>	<u>574,686</u>	<u>5,921,249</u>
Net operating expenses			
Administrative expenses	7,343,506	95,401	7,438,907
Other operating income	<u>(881,281)</u>	<u>-</u>	<u>(881,281)</u>
	<u>6,462,225</u>	<u>95,401</u>	<u>6,557,626</u>

3 STAFF COSTS

	2012 £	2011 as restated £
Wages and salaries	2,726,945	2,451,541
Social security costs	<u>212,684</u>	<u>208,196</u>
	<u>2,939,629</u>	<u>2,659,737</u>

The average monthly number of employees during the year was as follows

	2012	2011 as restated
Administration	9	9
Hotel, restaurant and bar staff	<u>186</u>	<u>171</u>
	<u>195</u>	<u>180</u>

Concept Venues Ltd and its Subsidiaries (Registered number: 03831969)

**Notes to the Consolidated Financial Statements - continued
for the Year Ended 31 December 2012**

4 OPERATING LOSS

The operating loss is stated after charging

	2012	2011 as restated
	£	£
Hire of plant and machinery	169,847	221,696
Other operating leases	888,050	900,288
Depreciation - owned assets	580,489	497,378
Depreciation - assets on finance leases	92,602	66,096
Goodwill amortisation	52,455	52,455
Patents and licences amortisation	461	461
Auditors' remuneration	26,140	19,395
	<u>57,346</u>	<u>-</u>

5 INTEREST PAYABLE AND SIMILAR CHARGES

	2012	2011 as restated
	£	£
Bank interest	3,843	20,737
Bank loan interest	61,735	59,397
Loan interest	450,553	284,508
Hire purchase	34,450	15,020
Leasing	67,284	76,952
	<u>617,865</u>	<u>456,614</u>

6 TAXATION

Analysis of the tax charge

No liability to UK corporation tax arose on ordinary activities for the year ended 31 December 2012 nor for the year ended 31 December 2011

7 LOSS OF PARENT COMPANY

As permitted by Section 408 of the Companies Act 2006, the profit and loss account of the parent company is not presented as part of these financial statements. The parent company's loss for the financial year was £(2,379,010) (2011 - £(235,350)).

Concept Venues Ltd and its Subsidiaries (Registered number: 03831969)

Notes to the Consolidated Financial Statements - continued for the Year Ended 31 December 2012

8 PRIOR YEAR ADJUSTMENT

Embassy London Ltd

Assets owned by the company, originally classified as additions to Land and Buildings (Short leasehold) in the year ended 31 December 2011 have subsequently been reassessed as a result of an exercise to identify assets that could be removed and used at a new location following the company's decision to move its operations in 2014 from its current premises. As a result of this exercise the directors have decided that these assets should be reclassified as additions to Plant and Machinery and Fixtures and Fittings.

The accounts for the year ended 31 December 2011 have been restated to reflect this as follows

Land and Buildings additions reduced by £1,054,318
Plant and Machinery additions increased by £98,816
Fixtures and Fittings additions increased by £955,502

These changes also result in additional depreciation charges to the profit and loss account for the year ended 31 December 2011 totalling £30,240

Concept Venues Ltd

Financial instruments previously held as reserves have been reclassified as liabilities to more accurately reflect the current status of the instruments. This has had the effect of increasing liabilities, and reducing reserves by £3,125,447

9 INTANGIBLE FIXED ASSETS

Group

	Goodwill £	Patents and licences £	Totals £
COST			
At 1 January 2012			
and 31 December 2012	1,049,092	7,424	1,056,516
AMORTISATION			
At 1 January 2012	231,493	922	232,415
Amortisation for year	52,455	461	52,916
At 31 December 2012	283,948	1,383	285,331
NET BOOK VALUE			
At 31 December 2012	765,144	6,041	771,185
At 31 December 2011	817,599	6,502	824,101

Concept Venues Ltd and its Subsidiaries (Registered number: 03831969)

**Notes to the Consolidated Financial Statements - continued
for the Year Ended 31 December 2012**

10 TANGIBLE FIXED ASSETS

Group

	Short leasehold £	Improvements to property £	Plant and machinery £
COST			
At 1 January, 2012	2,524,146	200,000	817,623
Additions	111,137	-	78,819
At 31 December 2012	2,635,283	200,000	896,442
DEPRECIATION			
At 1 January 2012	833,248	30,000	335,846
Charge for year	107,442	30,000	122,142
At 31 December 2012	940,690	60,000	457,988
NET BOOK VALUE			
At 31 December 2012	1,694,593	140,000	438,454
At 31 December 2011	1,690,898	170,000	481,777

	Fixtures and fittings £	Motor vehicles £	Computer equipment £	Totals £
COST				
At 1 January 2012	3,682,632	17,905	25,517	7,267,823
Additions	44,419	-	915	235,290
At 31 December 2012	3,727,051	17,905	26,432	7,503,113
DEPRECIATION				
At 1 January 2012	849,984	4,849	18,065	2,071,992
Charge for year	405,480	4,476	3,551	673,091
At 31 December 2012	1,255,464	9,325	21,616	2,745,083
NET BOOK VALUE				
At 31 December 2012	2,471,587	8,580	4,816	4,758,030
At 31 December 2011	2,832,648	13,056	7,452	5,195,831

Concept Venues Ltd and its Subsidiaries (Registered number: 03831969)

**Notes to the Consolidated Financial Statements - continued
for the Year Ended 31 December 2012**

10 TANGIBLE FIXED ASSETS - continued

Group

Fixed assets, included in the above, which are held under finance leases are as follows

	Plant and machinery £	Fixtures and fittings £	Computer equipment £	Totals £
COST				
At 1 January 2012				
and 31 December 2012	229,741	480,454	12,000	722,195
DEPRECIATION				
At 1 January 2012	140,182	239,650	8,800	388,632
Charge for year	42,540	46,862	3,200	92,602
At 31 December 2012	182,722	286,512	12,000	481,234
NET BOOK VALUE				
At 31 December 2012	47,019	193,942	-	240,961
At 31 December 2011	89,559	240,804	3,200	333,563

Company

	Plant and machinery £
COST	
At 1 January 2012	26,987
Additions	9,319
At 31 December 2012	36,306
DEPRECIATION	
At 1 January 2012	6,937
Charge for year	2,854
At 31 December 2012	9,791
NET BOOK VALUE	
At 31 December 2012	26,515
At 31 December 2011	20,050

Concept Venues Ltd and its Subsidiaries (Registered number: 03831969)

**Notes to the Consolidated Financial Statements - continued
for the Year Ended 31 December 2012**

11 FIXED ASSET INVESTMENTS

Company

	Shares in group undertakings £
COST	
At 1 January 2012 and 31 December 2012	693,961
NET BOOK VALUE	
At 31 December 2012	693,961
At 31 December 2011	693,961

The group or the company's investments at the balance sheet date in the share capital of companies include the following

Subsidiaries

Embassy London Ltd

Nature of business Restaurants, bars and nightclubs

	% holding	2012 £	2011 £
Class of shares			
Ordinary	100 00		
Aggregate capital and reserves		302,995	129,114
Profit/(loss) for the year		173,881	(162,149)

Flying Fish Special Events Ltd

Nature of business Events catering services

	% holding	2012 £	2011 £
Class of shares			
Ordinary	50 00		
Aggregate capital and reserves		(5,831)	(5,446)
Loss for the year		(385)	(350)

Geales Chelsea Ltd

Nature of business Restaurants

	% holding	2012 £	2011 £
Class of shares			
Ordinary	100 00		
Aggregate capital and reserves		(286,285)	(138,203)
Loss for the year		(148,082)	(91,785)

Geales Chelsea is wholly owned by Geales Restaurant Ltd

Concept Venues Ltd and its Subsidiaries (Registered number: 03831969)

**Notes to the Consolidated Financial Statements - continued
for the Year Ended 31 December 2012**

11 FIXED ASSET INVESTMENTS - continued

Geales Restaurant Ltd

Nature of business Restaurants

Class of shares	% holding	2012 £	2011 £
Ordinary	50 00		
Aggregate capital and reserves		(18,840)	(25,074)
Profit for the year		<u>6,234</u>	<u>35,426</u>

Sanctum On The Green Ltd

Nature of business Hotels and restaurants

Class of shares	% holding	2012 £	2011 £
Ordinary	76 00		
Aggregate capital and reserves		(1,287,852)	(667,609)
Loss for the year		<u>(620,243)</u>	<u>(392,708)</u>

Sanctum Outside Ltd.

Nature of business Events catering services

Class of shares	% holding	2012 £	
Ordinary	100 00		
Aggregate capital and reserves		(208,589)	
Loss for the year		<u>(208,639)</u>	

Sanctum Special Events Ltd

Nature of business Events catering services

Class of shares	% holding	2012 £	2011 £
Ordinary	50 00		
Aggregate capital and reserves		(31,206)	(30,763)
Loss for the year		<u>(443)</u>	<u>(9,917)</u>

Sphere Restaurants Ltd

Nature of business Restaurants, hotels and public houses

Class of shares	% holding	2012 £	2011 £
Ordinary	100 00		
Aggregate capital and reserves		(4,825)	(4,440)
Loss for the year		<u>(385)</u>	<u>(4,540)</u>

Concept Venues Ltd and its Subsidiaries (Registered number: 03831969)

**Notes to the Consolidated Financial Statements - continued
for the Year Ended 31 December 2012**

11 FIXED ASSET INVESTMENTS - continued

The Sanctum London Ltd
Nature of business Hotels

Class of shares	% holding	2012 £	2011 £
Ordinary	60.00		
Aggregate capital and reserves		(804,058)	(573,283)
Loss for the year		<u>(230,775)</u>	<u>(195,353)</u>

12 STOCKS

	2012 £	Group 2011 as restated £
Stocks	<u>205,000</u>	<u>181,491</u>

13 DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group		Company	
	2012 £	2011 as restated £	2012 £	2011 as restated £
Trade debtors	644,112	1,058,477	89,325	308,149
Amounts owed by group undertakings	-	-	2,381,307	4,198,341
Other debtors	349,060	436,382	188,114	205,613
Deferred tax asset	37,000	37,000	-	-
Prepayments and accrued income	1,061,375	950,302	70,787	161,200
	<u>2,091,547</u>	<u>2,482,161</u>	<u>2,729,533</u>	<u>4,873,303</u>

Deferred tax asset

	Group		Company	
	2012 £	2011 as restated £	2012 £	2011 as restated £
Deferred tax	<u>37,000</u>	<u>37,000</u>	<u>-</u>	<u>-</u>

Concept Venues Ltd and its Subsidiaries (Registered number: 03831969)

**Notes to the Consolidated Financial Statements - continued
for the Year Ended 31 December 2012**

14 CREDITORS AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group		Company	
	2012	2011 as restated	2012	2011 as restated
	£	£	£	£
Bank loans and overdrafts (see note 16)	1,507,737	1,600,000	1,452,532	1,608,128
Other loans (see note 16)	1,033,566	1,628,480	783,566	350,314
Finance leases (see note 17)	259,731	312,904	1,130	11,035
Trade creditors	1,923,708	1,759,316	93,721	206,646
Amounts owed to group undertakings	1	-	304,901	164,344
Tax	69,091	(948)	-	-
Social security and other taxes	304,018	269,254	29,649	105,707
VAT	642,639	433,781	64,273	138,474
Other creditors	96,811	256,291	21,643	178
Accruals and deferred income	542,438	274,971	165,156	89,180
	<u>6,379,740</u>	<u>6,534,049</u>	<u>2,916,571</u>	<u>2,674,006</u>

15 CREDITORS AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	Group		Company	
	2012	2011 as restated	2012	2011 as restated
	£	£	£	£
Other loans (see note 16)	4,575,447	4,575,447	3,125,447	3,125,447
Finance leases (see note 17)	137,332	171,297	-	-
	<u>4,712,779</u>	<u>4,746,744</u>	<u>3,125,447</u>	<u>3,125,447</u>

Concept Venues Ltd and its Subsidiaries (Registered number: 03831969)

**Notes to the Consolidated Financial Statements - continued
for the Year Ended 31 December 2012**

16 LOANS

An analysis of the maturity of loans is given below

	Group		Company	
	2012	2011 as restated	2012	2011 as restated
	£	£	£	£
Amounts falling due within one year or on demand				
Bank overdrafts	55,205	-	-	8,128
Bank loans	1,452,532	1,600,000	1,452,532	1,600,000
Other loans	1,033,566	1,628,480	783,566	350,314
	<u>2,541,303</u>	<u>3,228,480</u>	<u>2,236,098</u>	<u>1,958,442</u>
Amounts falling due between two and five years				
Other loans - 2-5 years	1,575,447	1,575,447	125,447	125,447
Loan notes	3,000,000	3,000,000	3,000,000	3,000,000
	<u>4,575,447</u>	<u>4,575,447</u>	<u>3,125,447</u>	<u>3,125,447</u>

17 OBLIGATIONS UNDER LEASING AGREEMENTS

Group

	Finance leases	
	2012	2011 as restated
	£	£
Gross obligations repayable		
Within one year	336,823	396,513
Between one and five years	179,187	222,250
	<u>516,010</u>	<u>618,763</u>
Finance charges repayable		
Within one year	77,092	83,609
Between one and five years	41,855	50,953
	<u>118,947</u>	<u>134,562</u>
Net obligations repayable		
Within one year	259,731	312,904
Between one and five years	137,332	171,297
	<u>397,063</u>	<u>484,201</u>

Concept Venues Ltd and its Subsidiaries (Registered number: 03831969)

**Notes to the Consolidated Financial Statements - continued
for the Year Ended 31 December 2012**

17 OBLIGATIONS UNDER LEASING AGREEMENTS - continued

Company

	Finance leases 2012	2011 as restated
	£	£
Net obligations repayable		
Within one year	1,130	11,035

18 SECURED DEBTS

The following secured debts are included within creditors

	Group		Company	
	2012	2011 as restated	2012	2011 as restated
	£	£	£	£
Bank overdrafts	55,205	-	-	8,128
Bank loans	1,452,532	1,600,000	1,452,532	1,600,000
Loan notes	3,000,000	3,000,000	3,000,000	3,000,000
	<u>4,507,737</u>	<u>4,600,000</u>	<u>4,452,532</u>	<u>4,608,128</u>

The following debentures existed at the year end

Concept Venues Limited

Date	Name	Amount	Description
19/07/08	HSBC Private Bank (UK) Limited	All monies due or to become due to the company	Fixed & floating charge over the undertaking and all property and assets present and future
04/11/09	A J Taylor (As Security Trustee)	All monies due or to become due to the company	Fixed & floating charge over the undertaking and all property and assets present and future
17/10/11	A J Taylor (As Security Trustee)	All monies due or to become due to the company	All monies due or to become due from the company to the chargee on any account whatsoever under the terms of the aforementioned instrument creating or evidencing the charge

Concept Venues Ltd and its Subsidiaries (Registered number: 03831969)

**Notes to the Consolidated Financial Statements - continued
for the Year Ended 31 December 2012**

19 MINORITY INTERESTS

These are the minority interests of subsidiaries trading during the year

Company Name	Minority interest %
Geales Chelsea Ltd	50
Geales Restaurant Ltd	50
Sanctum on the Green Ltd	24
The Sanctum London Ltd	40

20 CALLED UP SHARE CAPITAL

Allotted, issued and fully paid Number	Class	Nominal value	2012	2011 as restated
			£	£
312,380	Ordinary	£0 0025	781	781

21 RESERVES

Group

	Profit and loss account £	Share premium £	Totals £
At 1 January 2012	(2,748,802)	806,298	(1,942,504)
Prior year adjustment	(30,420)		(30,420)
	(2,779,222)		(1,972,924)
Deficit for the year	(415,985)		(415,985)
At 31 December 2012	(3,195,207)	806,298	(2,388,909)

Company

	Profit and loss account £	Share premium £	Totals £
At 1 January 2012	(519,468)	306,548	(212,920)
Deficit for the year	(2,379,010)		(2,379,010)
At 31 December 2012	(2,898,478)	306,548	(2,591,930)

Concept Venues Ltd and its Subsidiaries (Registered number: 03831969)

**Notes to the Consolidated Financial Statements - continued
for the Year Ended 31 December 2012**

22 RELATED PARTY DISCLOSURES

A J Taylor

Companies in which A J Taylor is also a director

During the year the the following transactions occurred between the related parties and the company

Iron Maiden Holdings Ltd

The company purchased services totalling £203 (2011 £46) At the balance sheet date the company owed £9,123 (2011 £8,879)

Phantom Music Management Ltd

The company purchased services totalling £5,424 (2011 £8,250) At the balance sheet date the company owed £228,238 (2011 £110,087) The company also owes £1,220,000 (2011 £1,220,000) in loan notes

M N J Fuller

Companies in which M N J Fuller is also a director

During the year the following transactions occurred between the related parties and the company

Empower Consultants Ltd

The company purchased services totalling £ (2011 £46,783) At the balance sheet date the company was due £146,977 (2011 £131,839)

M Fuller & Associates

At the balance sheet date the company owed £500,000 (2011 £500,000) in loan notes

Sanctuary Management Productions Ltd

A company in which A J Taylor is also a director

The amount due to related party at the balance sheet date is £200,000 (2011 £200,000)

Mrs J Lawson

A shareholder in the company

The amount due to related party at the balance sheet date is £130,000 (2011 £130,000)

The Inn On The Green Ltd

A company in which A J Taylor is a director and shareholder

During the year the company paid rent totalling £72,000 (2011 £63,266) At the balance sheet date the company owed £6,235 (2011 £208,449)

At the balance sheet date the company owed £250,000 (2011 £250,000) in loan notes

Phantom Music Management Ltd

A company in which A J Taylor is a director and shareholder

The company purchased services totalling £5,424 (2011 £8,250)

At the balance sheet date the company owed £250,738 (2011 £132,587) The company also owes £1,220,000 (2011 £1,220,000) in loan notes

22 RELATED PARTY DISCLOSURES - continued

Sphere Entertainment Ltd

A company in which A J Taylor is a director and shareholder

During the year the company sold services totalling £200,000 (2011 £200,000), and was charged interest totalling £7,869 (2011 £25,685)

At the balance sheet date the company owed £496,372 (2011 due £1,579), and had accrued for income not invoiced totalling £158,000 (2011 £NIL)

Mark Rowe

A shareholder in the company

The amount due to related party at the balance sheet date is £280,000 (2011 £280,000) in loan notes

Art Cooke

A shareholder in the company

The amount due to related party at the balance sheet date is £650,000 (2011 £650,000) in loan notes

23 AUDITOR LIABILITY LIMITATION AGREEMENT

The company has entered into an agreement with its auditors, Anderson & Pennington LLP, for the year ended 31 December 2012

The auditors' liability to the company is limited to losses, damages, costs and expenses caused by their negligence or wilful default. Exclusions included in the agreement are as follows: liability for loss caused by others, liability in relation to circumstances beyond the auditors' control, liability relating to the discovery of fraud etc. The company agrees to indemnify the auditors and their agents in respect of any claim (including any claim for negligence) arising out of any unauthorised disclosure of their advice and opinions, whether in writing or otherwise.

The maximum aggregate liability of Anderson & Pennington LLP, its members, agents and employees shall be fifteen times the annual audit fee for the current year.

24 ULTIMATE CONTROLLING PARTY

The ultimate controlling parties are the directors of the company and the shareholders

Concept Venues Ltd and its Subsidiaries (Registered number: 03831969)

**Notes to the Consolidated Financial Statements - continued
for the Year Ended 31 December 2012**

25 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

Group	2012	2011 as restated
	£	£
Loss for the financial year	(415,985)	(879,867)
Share issue	-	98
Net reduction of shareholders' funds	(415,985)	(879,769)
Opening shareholders' funds (originally £(1,941,723) before prior year adjustment of £(30,420))	(1,972,143)	(1,092,374)
Closing shareholders' funds	(2,388,128)	(1,972,143)
Company	2012	2011 as restated
	£	£
Loss for the financial year	(2,379,010)	(235,350)
Share issue	-	98
Net reduction of shareholders' funds	(2,379,010)	(235,252)
Opening shareholders' funds	(212,139)	23,113
Closing shareholders' funds	(2,591,149)	(212,139)

26 PRINCIPAL SUBSIDIARY UNDERTAKINGS

Company Name	Proportion of ordinary shares held %	Basis of control	Nature of business	Consolidated in these financial statements
Embassy London Ltd	100	Ownership	Nightclub	Yes
Geales Chelsea Ltd *	50	Actual influence	Restaurant	Yes
Geales Restaurant Ltd *	50	Actual influence	Restaurant	Yes
Sanctum on the Green Ltd	76	Ownership	Hotel	Yes
Sanctum Outside Ltd **	100	Ownership	Events Catering	Yes
The Sanctum London Ltd	60	Ownership	Hotel	Yes

* A J Taylor, a director and shareholder in the parent company is also a shareholder in Geales Restaurant Ltd which owns 100% of the shares in Geales Chelsea Ltd

** Sanctum Outside Ltd ceased trading on 31 December 2012