Registered number: 04155991

Companies House copy

THE SPORT ENTERTAINMENT & MEDIA GROUP LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2010



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COMPANY INFORMATION

DIRECTORS

J Anderson

P Grothe

P Huber

COMPANY SECRETARY

C Radeke

COMPANY NUMBER

04155991

REGISTERED OFFICE

Eighth Floor

6 New Street Square

London EC4A 3AQ

AUDITORS

Rawlinson and Hunter

Chartered Accountants & Statutory Auditors

Eighth Floor

6 New Street Square New Fetter Lane

London EC4A 3AQ

BANKERS

Barclays Bank Pic

1250 High Road

Whetstone London N20 0PB

SOLICITORS

Howard Kennedy

19 Cavendish Square

London W1A 2AW

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DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2010

The directors present their report and the financial statements for the year ended 31 December 2010

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

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

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website Legislation in the United Kingdom governing the preparation and dissemination of financial statements and other information included in Directors' Reports may differ from legislation in other jurisdictions

PRINCIPAL ACTIVITY

The company is a holding company which provides management services to its subsidiaries

BUSINESS REVIEW

The results for the year are set out on page 5. The directors consider the results for the year and current state of affairs of the company to be in line with expectations.

RESULTS AND DIVIDENDS

The profit for the year, after taxation, amounted to £1,167 (2009 - £438)

The directors do not recommend the payment of a dividend (2009 - £Nil)

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2010

DIRECTORS

The directors who served during the year were

J Anderson

P Grothe

P Huber

PROVISION OF INFORMATION TO AUDITORS

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that

- so far as that director is aware, there is no relevant audit information of which the company's auditors
 are unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of
 any information needed by the company's auditors in connection with preparing their report and to
 establish that the company's auditors are aware of that information

SMALL COMPANY PROVISIONS

This Directors' Report has been prepared in accordance with the special provisions relating to small companies under section 415A of the Companies Act 2006

AUDITORS

J Anderson Director

Rawlinson & Hunter were appointed as auditors during the year and, in accordance with section 487(2) of the Companies Act 2006, will be deemed to have been reappointed as auditors 28 days after these financial statements are sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier

This report was approved by the board on D March 2011

and signed on its behalf

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF THE SPORT ENTERTAINMENT & MEDIA GROUP LIMITED

We have audited the financial statements of The Sport Entertainment & Media Group Limited ("the company") for the year ended 31 December 2010, which comprise the Profit and Loss Account, the Balance Sheet, the Cash Flow Statement and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

This report is made solely to the company's shareholders, 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 shareholders 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 shareholders 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 Statement of Directors' Responsibilities, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements.

OPINION ON FINANCIAL STATEMENTS

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2010 and of its profit for the year then ended.
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

OPINION ON OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006

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

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF THE SPORT ENTERTAINMENT & **MEDIA 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, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit, or

the directors were not entitled to prepare the Directors' Report in accordance with the small companies regime

Christopher Bliss (Senior statutory auditor)

for and on behalf of Rawlinson and Hunter

Chartered Accountants Statutory Auditors

Eighth Floor 6 New Street Square New Fetter Lane Naul 2011.

London EC4A 3AQ Date

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2010

	Note	2010 £	2009 £
TURNOVER	1,2	100,000	150,000
Administrative expenses		(91,316)	(124,103)
OPERATING PROFIT	3	8,684	25,897
Loss on disposal of investments		(7,621)	-
Interest receivable and similar income		60	-
Provision against investment in subsidiary undertaking		-	(20, 109)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		1,123	5,788
Tax credit/(charge) on profit on ordinary activities	5	44	(5,350)
PROFIT FOR THE FINANCIAL YEAR	11	1,167	438

All amounts relate to continuing operations

There were no recognised gains and losses for 2010 or 2009 other than those included in the Profit and Loss Account

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

THE SPORT ENTERTAINMENT & MEDIA GROUP LIMITED REGISTERED NUMBER: 04155991

BALANCE SHEET AS AT 31 DECEMBER 2010

			2010		2009
	Note	£	£	£	£
FIXED ASSETS					
Tangible fixed assets	6		38,839		15,514
Investments	7		50,098		321,451
			88,937		336,965
CURRENT ASSETS					
Debtors	8	688,674		468,319	
Cash at bank		6,143		4,156	
		694,817	•	472,475	
CREDITORS: amounts falling due within	9	(18,720)		(45,573)	
one year	9		-	(+3,575)	
NET CURRENT ASSETS			676,097		426,902
TOTAL ASSETS LESS CURRENT LIABILIT	IES		765,034		763,867
CAPITAL AND RESERVES					
Called up share capital	10		3,410,087		3,410,087
Profit and loss account	11		(2,645,053)		(2,646,220)
SHAREHOLDERS' FUNDS - ALL EQUITY	12		765,034		763,867

The financial statements were approved and authorised for issue by the board and were signed on its behalf on

Anderson

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

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2010

	Note	2010 £	2009 £
Net cash flow from operating activities	13	1,190	419
Returns on investments and servicing of finance	14	60	-
Taxation		-	(16,189)
INCREASE/(DECREASE) IN CASH IN THE YEAR		1,250	(15,770)
RECONCILIATION OF NET CASH FLO			

		2010 £	2009 £
Increase/(decrease) in cash in the year		1,250	(15,770)
MOVEMENT IN NET DEBT IN THE YEAR		1,250	(15,770)
Net funds at 1 January 2010		4,156	19,926
NET FUNDS AT 31 DECEMBER 2010	15	5,406	4,156

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2010

ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom

The company is itself a subsidiary company and is exempt from the requirement to prepare group accounts by virtue of section 400 of the Companies Act 2006. These financial statements therefore present information about the company as an individual undertaking and not about its group

12 Turnover

Turnover comprises management fees receivable in the year, exclusive of Value Added Tax

1.3 Tangible fixed assets and depreciation

Depreciation is provided at rates Tangible fixed assets are stated at cost less depreciation calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases

Leasehold improvements

20% straight line

Fixtures, fittings & equipment

15% reducing balance

1.4 Investments

Investments held as fixed assets are valued at cost less provision for impairment, if any

1.5 Operating leases

Rentals under operating leases are charged to the Profit and Loss Account on a straight line basis over the lease term

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight line basis over the period until the date the rent is expected to be adjusted to the prevailing market rate

1.6 Deferred taxation

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation

A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse

Deferred tax assets and liabilities are not discounted

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2010

1. ACCOUNTING POLICIES (continued)

17 Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date

Transactions in foreign currencies are translated into sterling at the rate ruling on the date of the transaction

Exchange gains and losses are recognised in the Profit and Loss Account

18 Pensions

The company operates a defined contribution pension scheme and the pension charge represents the amounts payable by the company to the fund in respect of the year

2. TURNOVER

All turnover is attributable to the principal activity of the company and arose within the United Kingdom

3. OPERATING PROFIT

The operating profit is stated after charging/(crediting)

	2010	2009
	Ł	Ł
Depreciation of tangible fixed assets	_	
 owned by the company 	2,741	2,737
Operating lease rentals		
- land & buildings	18,263	35,000
Difference on foreign exchange	(75)	3,042

During the year, no director received any emoluments (2009 - £Nil)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2010

4.	STAFF COSTS		
٦.	Staff costs were as follows		
		2010 £	2009 £
	Wages and salaries Other pension costs	43,714 1,200	49,532 1,200
		44,914	50,732
	The average monthly number of employees, including the directors,	during the year was as	follows
		2010 No.	2009 No
		<u> </u>	1
5.	TAXATION		
		2010 £	2009 £
	Analysis of tax (credit)/charge in the year		
	UK corporation tax charge on profit for the year Adjustments in respect of prior periods	- (44)	5,350 -
	Tax (credit)/charge on profit on ordinary activities	(44)	5,350

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2010

5. TAXATION (continued)

Factors affecting tax (credit)/charge for the year

The tax assessed for the year is lower than (2009 - higher than) the standard rate of corporation tax in the UK of 28% (2009 - 21%). The differences are explained below

	2010 £	2009 £
Profit on ordinary activities before tax	1,123 	5,788
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 28% (2009 - 21%)	314	1,215
Effects of.		
Expenses not deductible for tax purposes	3,069	-
Difference between capital allowances for year and depreciation	(7,286)	(133)
Adjustments to tax charge in respect of prior periods	(44)	-
Group relief surrendered	3,903	•
Provision against investment in subsidiary	-	4,223
Other differences leading to an increase/(decrease) in the tax		
charge	-	45
Current tax (credit)/charge for the year (see note above)	(44)	5,350

Factors that may affect future tax charges

There were no factors that may affect future tax charges

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2010

i, & it Total £ £
188,603 26,066
214,669
6 173,089 1 2,741
7 175,830
9 38,839
4 15,514
d et s Total £ £
0 2,512,005 (2,363,907)
0 148,098
0 2,190,554 (2,092,554)
0 98,000
50,098
321,451

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2010

7. FIXED ASSET INVESTMENTS (continued)

Subsidiary undertakings

The following company, which is registered in England & Wales, was a subsidiary undertaking of the company at 31 December 2010

Name	Class of shares	Holding
Jerome Anderson Management Limited	Ordinary	100%

The aggregate of the share capital and reserves as at 31 December 2010 and of the profit or loss for the year ended on that date for the subsidiary undertakings were as follows

	Aggregate of share capital	
Name	and reserves	Profit
	£	£
Jerome Anderson Management Limited	3,672,944	442,526

The company also holds 49% of the ordinary share capital of Templar Sport Limited, a company engaged in the provision of financial services. The investment has been fully provided against as it has no realisable value

The disposal relates to Manmark SA, a subsidiary undertaking of the company, which was liquidated during the year

DEBTORS 8.

	2010 £	2009 £
Amounts owed by group undertakings	677,132	455,302
Other debtors	2,575	4,197
Prepayments and accrued income	8,967	8,820
	688,674	468,319
CREDITORS		

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Amounts falling due within one year

	2010	2009
	£	£
Bank loans and overdrafts	737	-
Trade creditors	503	2,412
Corporation tax	217	19,161
Accruals and deferred income	17,263	24,000
	18,720	45,573

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2010

10.	SHARE CAPITAL		
		2010	2009
	Allested and end on and fully made	£	£
	Allotted, called up and fully paid	3,410,087	3,410,087
	34,100,870 Ordinary shares of £0 10 each	=======================================	3,410,087
11	RESERVES		
			Profit and
			loss account £
	At 1 January 2010		(2,646,220)
	Profit for the year		1,167
	At 31 December 2010		(2,645,053)
12.	RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS		
		2010	2009
		£	£
	Opening shareholders' funds Profit for the year	763,867 1,167	763,429 438
	Closing shareholders' funds	765,034	763,867
13.	NET CASH FLOW FROM OPERATING ACTIVITIES		
13.	NET ORDITTEON TROIN OF ERATING ACTIVITIES	2010	2009
		£	£
	Operating profit	8,684	25,897
	Depreciation of tangible fixed assets	2,741 (1,589)	2,737 (39,557)
	Increase in debtors (Decrease)/increase in creditors	(8,646)	11,342
	Net cash inflow from operating activities	1,190	419
44	ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN CASH	EL OW STATEMEN	
14	ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN CASH		
		2010 £	2009 £
	Returns on investments and servicing of finance	_	_
	Interest received	60	-

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2010

15. ANALYSIS OF CHANGES IN NET DEBT

	1 January 2010 £	Cash flow £	Other non-cash changes £	31 December 2010 £
Cash at bank and in hand Bank overdraft	4,156 -	1,987 (737)	- -	6,143 (737)
Net funds	4,156	1,250		5,406

16. MAJOR NON-CASH TRANSACTIONS

During the year, Jerome Anderson Management Limited, a subsidiary undertaking, paid corporation tax of £18,900 and acquired tangible fixed assets of £26,066 on behalf of the company. An amount of £263,732 owed by Jerome Anderson Management Limited to Manmark SA, a former subsidiary undertaking, was also transferred to the company as part of the liquidation of Manmark SA.

17 CONTINGENT LIABILITIES

The company has provided a guarantee in respect of Jerome Anderson Management Limited's bank loan and overdraft which at the balance sheet date amounted to £269,335 (2009 - £200,000)

18. PENSION COMMITMENTS

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions paid by the company to the fund and amounted to £1,200 (2009 - £1,200)

19. OPERATING LEASE COMMITMENTS

At 31 December 2010 the company had annual commitments under non-cancellable operating leases as follows

		Land and buildings	
		2010	2009
	•	£	£
Expiry date			
After more than 5 years		29,000	25,000
·			

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2010

20. RELATED PARTY TRANSACTIONS

At the year end, the company was owed £626,195 (2009 - £404,365) by Jerome Anderson Management Limited, a subsidiary undertaking, and £50,937 (2009 - £50,937) by Sports Holdings Limited, the immediate parent undertaking

Management fees of £100,000 (2009 - £150,000) were receviable from Jerome Anderson Management Limited during the year

At the year end, the company was owed £2,487 (2009 - £2,487) by Banaram Limited, a company in which J Anderson has a material interest

21 ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The company's ultimate parent undertaking and controlling party is Kentaro AG, a company registered in Switzerland. Kentaro AG is the parent undertaking of the largest group of undertakings in which these financial statements are consolidated.

Kentaro Limited, a company registered in England & Wales, is the parent undertaking of the smallest group of undertakings in which these financial statements are consolidated. The consolidated financial statements of Kentaro Limited are publicly available from Companies House.

DETAILED TRADING AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2010

	Page	2010 £	2009 £
TURNOVER	18	100,000	150,000
LESS. OVERHEADS			
Administration expenses	18	(91,316)	(124,103)
OPERATING PROFIT		8,684	25,897
Interest receivable	18	60	-
Investment expenses	18	(7,621)	(20,109)
PROFIT FOR THE YEAR		1,123	5,788

SCHEDULE TO THE DETAILED ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2010

	2010 £	2009 £
TURNOVER		
Management fees	100,000	150,000
	2010	2009
	£	£
ADMINISTRATION EXPENSES		
Staff salaries	43,714	49,532
Staff pension costs	1,200	1,200
Postage	180	126
Telephone and fax	720	2,703
Legal and professional	891	1,374
Bank charges	1,326	775
Difference on foreign exchange	(75)	3,042 2,994
Sundry expenses	7,856 32,171	2,994 57,287
Rent and rates	52,171 592	2,118
Insurances	-	215
Repairs and maintenance Depreciation	2,741	2,737
	91,316	124,103
	2010	2009
	£	£
INTEREST RECEIVABLE		
Bank interest receivable	60	_
	2010	2009
	£	£
INVESTMENT EXPENSES		
Provision against investment in subsidiary undertaking Loss on disposal of investment in subsidiary undertaking	(7,621)	(20,109) -
	(7,621)	(20, 109)