

REGISTERED NUMBER: 08650905 (England and Wales)

Abbreviated Accounts
for the Year Ended 31 December 2015
for
Boca U.K. Holding Limited

FRIDAY



A5GMNZLU

A22

30/09/2016

#9

COMPANIES HOUSE

Boca U.K. Holding Limited

**Contents of the Abbreviated Accounts
for the Year Ended 31 December 2015**

	Page
Company Information	1
Report of the Independent Auditors on the Abbreviated Accounts	2
Abbreviated Balance Sheet	3
Notes to the Abbreviated Accounts	4

Boca U.K. Holding Limited
Company Information
for the Year Ended 31 December 2015

DIRECTORS:

D W Stubsten
N L Hall
W C Allingham

REGISTERED OFFICE:

7, Welbeck Street
London
England
W1G 9YE

REGISTERED NUMBER:

08650905 (England and Wales)

INDEPENDENT AUDITORS:

Corrigan Associates Bristol LLP
(Statutory auditors)
The Tramshed
25 Lower Park Row
Bristol
BS1 5BN

**Report of the Independent Auditors to
Boca U.K. Holding Limited
Under Section 449 of the Companies Act 2006**

We have examined the abbreviated accounts set out on pages three to six, together with the full financial statements of Boca U.K. Holding Limited for the year ended 31 December 2015 prepared under Section 396 of the Companies Act 2006.

This report is made solely to the company, in accordance with Section 449 of the Companies Act 2006. Our work has been undertaken so that we might state to the company those matters we are required to state to it in a special 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, for our work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

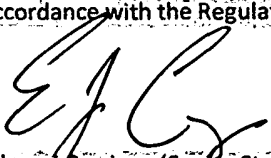
The directors are responsible for preparing the abbreviated accounts in accordance with Section 444 of the Companies Act 2006. It is our responsibility to form an independent opinion as to whether the company is entitled to deliver abbreviated accounts to the Registrar of Companies and whether the abbreviated accounts have been properly prepared in accordance with the Regulations made under that Section and to report our opinion to you.

Basis of opinion

We conducted our work in accordance with Bulletin 2008/4 issued by the Auditing Practices Board. In accordance with that Bulletin we have carried out the procedures we consider necessary to confirm, by reference to the financial statements, that the company is entitled to deliver abbreviated accounts and that the abbreviated accounts to be delivered are properly prepared.

Opinion

In our opinion the company is entitled to deliver abbreviated accounts prepared in accordance with Section 444(3) of the Companies Act 2006, and the abbreviated accounts have been properly prepared in accordance with the Regulations made under that Section.


Edward Corrigan (Senior Statutory Auditor)
for and on behalf of Corrigan Associates Bristol LLP
(Statutory auditors)
The Tramshed
25 Lower Park Row
Bristol
BS1 5BN

Date: 29 Sept 2016

Boca U.K. Holding Limited (Registered number: 08650905)

**Abbreviated Balance Sheet
31 December 2015**

	Notes	2015 £'000	2014 £'000
FIXED ASSETS			
Intangible assets	2	-	36,196
Investments	3	47,536	47,906
		<u>47,536</u>	<u>84,102</u>
CURRENT ASSETS			
Stocks		99	87
Debtors		4,703	4,682
Cash at bank		194	192
		<u>4,996</u>	<u>4,961</u>
CREDITORS			
Amounts falling due within one year		1,214	853
		<u>1,214</u>	<u>853</u>
NET CURRENT ASSETS		<u>3,782</u>	<u>4,108</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>51,318</u>	<u>88,210</u>
CREDITORS			
Amounts falling due after more than one year		12,581	10,950
		<u>12,581</u>	<u>10,950</u>
NET ASSETS		<u>38,737</u>	<u>77,260</u>
CAPITAL AND RESERVES			
Called up share capital	4	82,983	82,983
Profit and loss account		(44,246)	(5,723)
		<u>38,737</u>	<u>77,260</u>
SHAREHOLDERS' FUNDS		<u>38,737</u>	<u>77,260</u>

The abbreviated accounts have been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies.

The financial statements were approved by the Board of Directors on 29 September 2016 and were signed on its behalf by:


D.W. Stubsten - Director

The notes form part of these abbreviated accounts.

Boca U.K. Holding Limited

**Notes to the Abbreviated Accounts
for the Year Ended 31 December 2015**

1. ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective January 2015).

Preparation of consolidated financial statements

The financial statements contain information about Boca U.K. Holding Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under Section 400 of the Companies Act 2006 from the requirements to prepare consolidated financial statements as it and its subsidiary undertaking are included by full consolidation in the consolidated financial statements of its parent, MHI Intermediate, Inc, a company registered in Delaware, USA..

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 2013, is being amortised evenly over its estimated useful life of ten years.

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

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

Boca U.K. Holding Limited

**Notes to the Abbreviated Accounts - continued
for the Year Ended 31 December 2015**

2. INTANGIBLE FIXED ASSETS

	Total £'000
COST	
At 1 January 2015 and 31 December 2015	41,367
AMORTISATION	
At 1 January 2015	5,171
Amortisation for year	4,137
Impairments	32,059
At 31 December 2015	41,367
NET BOOK VALUE	
At 31 December 2015	-
At 31 December 2014	36,196

At the end of the financial year, the directors undertook a review of the carrying value of goodwill, in line with other companies within the group. The review, based on assessing the present value of future cash flows arising from the asset, indicated that the goodwill is fully impaired.

The carrying value of goodwill as at 31 December 2015 has therefore been written down, resulting in an impairment charge in the year of £32,059,389 (period ended 31 December 2014: £Nil).

3. FIXED ASSET INVESTMENTS

	Investment other than loans £'000
COST	
At 1 January 2015 and 31 December 2015	48,363
PROVISIONS	
At 1 January 2015	457
Impairments	382
Reversal of impairments	(12)
At 31 December 2015	827
NET BOOK VALUE	
At 31 December 2015	47,536
At 31 December 2014	47,906

Boca U.K. Holding Limited

**Notes to the Abbreviated Accounts - continued
for the Year Ended 31 December 2015**

3. FIXED ASSET INVESTMENTS - continued

The company's investments at the Balance Sheet date in the share capital of companies include the following:

Entity Name	Country of Incorporation	Class of shares	% holding
MHI Global ANZ Pty Ltd	Australia	Ordinary	100
Miller Heiman Pty Ltd	Australia	Ordinary	100
The Forum Corporation of Australia Pty Ltd	Australia	Ordinary	100
Achieve Global Brasil Seminarious Ltda	Brazil	Ordinary	100
TwentyEighty Strategy Execution (Canada); Inc	Canada	Ordinary	100
ESI International GmbH	Germany	Ordinary	100
Miller Heiman Europe GmbH	Germany	Ordinary	100
PB Performance Improvement Ltd	Hong Kong	Ordinary	100
ESI Performance Improvement Private Ltd	India	Ordinary	100
Omega Performance NZ Ltd	New Zealand	Ordinary	100
MHI Global Asia Pte Ltd	Singapore	Ordinary	100
Omega Performance Pte Ltd	Singapore	Ordinary	100
Achieve Learning (Schweiz) AG	Switzerland	Ordinary	100
Boca Performance Improvement Taiwan Inc	Taiwan	Ordinary	100
Achieve Learning (UK) Ltd	United Kingdom	Ordinary	100
The Forum Corporation (UK) Limited	United Kingdom	Ordinary	100
TwentyEighty Strategy Execution (UK) Ltd	United Kingdom	Ordinary	100

4. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	2015 £'000	2014 £'000
82,982,744	Ordinary	£1	<u>82,983</u>	<u>82,983</u>

5. ULTIMATE PARENT COMPANY

The immediate parent undertaking of the company is Boca U.K. Intermediate Holding Limited, a company incorporated in the U.K.

The ultimate parent undertaking and controlling party is MHI Intermediate, Inc. a company incorporated in Delaware, USA. Copies of the group financial statements for MHI Intermediate, Inc are available at its principal place of business at MHI Intermediate, Inc., 370 Interlocken Blvd, Suite 600, Broomfield, CO 80021 USA.

The largest and smallest group in which the results of the company are consolidated is MHI Intermediate, Inc.