



# Financial Statements Ensco 1089 Limited

---

**For the Period Ended 31 March 2015**



**Registered number: 09227031**

**Ensco 1089 Limited**

## Company Information

**Directors**

D E Schweiger  
M Schweiger  
J Winterbottom  
A Lees

**Company secretary**

M Schweiger

**Registered number**

09227031

**Registered office**

c/o UHY Hacker Young  
St James Building  
79 Oxford Street  
Manchester  
M1 6HT

**Business address**

Character House  
1 Oak Green  
Stanley Green Business Park  
Cheadle Hulme  
Cheshire  
SK8 6QL

**Independent auditor**

Grant Thornton UK LLP  
Chartered Accountants & Statutory Auditor  
4 Hardman Square  
Spinningfields  
Manchester  
M3 3EB

**Bankers**

National Westminster Bank Plc  
23 Stamford New Road  
Altrincham  
Cheshire  
WA14 1DB

## Contents

	Page
<b>Directors' report</b>	1 - 2
<b>Independent auditor's report</b>	3 - 4
<b>Income statement</b>	5
<b>Statement of other comprehensive income</b>	6
<b>Statement of financial position</b>	7
<b>Statement of changes in equity</b>	8
<b>Notes to the financial statements</b>	9 - 16

## Directors' Report

For the Period Ended 31 March 2015

The directors present their report and the financial statements for the period ended 31 March 2015. This was a short accounting period due to it being the period of incorporation for the entity. The date of incorporation was 19 September 2014.

### Directors' responsibilities statement

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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless 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 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 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.

### PRINCIPAL ACTIVITY

The principal activity of the company is that of an intermediate holding company.

### Results and dividends

The loss for the period, after taxation, amounted to £765,911.

### Directors

The directors who served during the period were:

D E Schweiger (appointed 4 December 2014)

M Schweiger (appointed 4 December 2014)

J Winterbottom (appointed 4 December 2014)

A Lees (appointed 4 December 2014)

Gately Incorporations Limited (appointed 19 September 2014, resigned 5 December 2014)

M J Ward (appointed 19 September 2014, resigned 5 December 2014)

### Future developments

There have not been any significant matters affecting the company since the year end.

Ensco 1089 Limited

## Directors' Report

For the Period Ended 31 March 2015

### Disclosure of information to auditor

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 auditor is 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 relevant audit information and to establish that the company's auditor is aware of that information.

### Post balance sheet events

There have been no significant events affecting the company since year end.

### Auditors

The auditor, Grant Thornton UK LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

In preparing this report, the directors have taken advantage of the small companies exemption provided by section 415A of the Companies Act 2006.

This report was approved by the board on 11 March 2016 and signed on its behalf.



**M Schweiger**  
Director

## Independent Auditor's Report to the Members of Ensco 1089 Limited

We have audited the financial statements of Ensco 1089 Limited for the period ended 31 March 2015, which comprise the Income statement, the Statement of other comprehensive income, the Statement of financial position, the Statement of changes in equity 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) including FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland.

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 Auditor's 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 auditor**

As explained more fully in the Directors' responsibilities statement, 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**

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at [www.frc.org.uk/auditscopeukprivate](http://www.frc.org.uk/auditscopeukprivate).

### **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 March 2015 and of its loss for the period 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 period for which the financial statements are prepared is consistent with the financial statements.



## Independent Auditor's Report to the Members of Ensco 1089 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.
- the directors were not entitled to prepare the financial statements in accordance with the small companies the regime and take advantage of the small companies' exemption from the requirement to prepare a Strategic Report or in preparing the Directors' Report

*Grant Thornton UK LLP*

Stuart Muskett (Senior statutory auditor)

for and on behalf of

Grant Thornton UK LLP

Statutory Auditor

Chartered Accountants

Manchester

Date: *16 March 2016*

## Income Statement

For the Period Ended 31 March 2015

		Period ended 31 March 2015
	Note	£
Interest payable and similar charges	5	(765,911)
<b>Loss on ordinary activities before taxation</b>		<b>(765,911)</b>
<b>Loss for the period</b>		<b>(765,911)</b>

The notes on pages 9 to 16 form part of these financial statements.



## Statement of Other Comprehensive Income

For the Period Ended 31 March 2015

	Period ended 31 March 2015 £
Loss for the financial period	<u>(765,911)</u>
<b>Other comprehensive loss</b>	<u></u>
<b>Total comprehensive loss for the period</b>	<u><u>(765,911)</u></u>

## Statement of Financial Position

As at 31 March 2015

	Note	31 March 2015 £
<b>Fixed assets</b>		
Investments	6	17,469,435
		<u>17,469,435</u>
<b>Current assets</b>		
Debtors: Amounts falling due within one year	7	11,930,884
		<u>11,930,884</u>
Creditors: Amounts falling due within one year	8	(1,147,183)
		<u>10,783,701</u>
<b>Net current assets</b>		<u>10,783,701</u>
<b>Total assets less current liabilities</b>		<u>28,253,136</u>
Creditors: Amounts falling due after more than one year	9	(28,934,547)
		<u>(681,411)</u>
<b>Net liabilities</b>		<u>(681,411)</u>
<b>Capital and reserves</b>		
Called up share capital	14	84,500
Retained losses		(765,911)
		<u>(681,411)</u>

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

11 March 2016



**M Schweiger**  
Director

The notes on pages 9 to 16 form part of these financial statements.

# Statement of Changes in Equity

As at 31 March 2015

	Share capital £	Retained losses £	Total equity £
<b>Comprehensive income for the period</b>			
Loss for the period	-	(765,911)	(765,911)
<b>Total comprehensive loss for the period</b>	-	(765,911)	(765,911)
<b>Contributions by and distributions to owners</b>			
Shares issued during the period	84,500	-	84,500
<b>At 31 March 2015</b>	<b>84,500</b>	<b>(765,911)</b>	<b>(681,411)</b>

# Notes to the Financial Statements

For the Period Ended 31 March 2015

## 1. Accounting policies

### 1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical costs convention and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland and the Companies Act 2006.

FRS 102 is mandatory for accounting periods beginning on or after 1 January 2015, but may be applied early to periods ending on or after 31 December 2012. Ensco 1089 Limited has taken the option to apply the standard early in the preparation of these financial statements.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the company's accounting policies (see note 2).

The financial statements are presented in Sterling (£).

The individual accounts of Ensco 1089 Limited have also adopted the following disclosure exemptions:

- the requirement to present a statement of cash flows and related notes

The following principal accounting policies have been applied:

### 1.2 Company information

Ensco 1089 Limited is a limited company incorporated in the UK and its registered office is Character House, 1 Oak Green, Stanley Green Business Park, Cheadle Hulme, Cheshire, SK8 6QL.

### 1.3 Going concern

The directors consider it appropriate to prepare the financial statements on a going concern basis. After making enquiries, the directors have a reasonable expectation that the company has adequate support from its parent undertaking to continue in existence for the foreseeable future.

Accordingly, they adopt the going concern basis in preparing the financial statements.

### 1.4 Investments

Investments are held as fixed assets are shown at cost less provision for impairment.

### 1.5 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

# Notes to the Financial Statements

For the Period Ended 31 March 2015

## 1. Accounting policies (continued)

### 1.6 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

### 1.7 Taxation

Current tax is recognised for the amount of income tax payable in respect of the taxable profit for the current or past reporting periods using the tax rates and laws that have been enacted or substantively enacted by the reporting date.

Deferred tax is recognised in respect of all timing differences at the reporting date, except as otherwise indicated.

Deferred tax assets are only recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

If and when all conditions for retaining tax allowances for the cost of a fixed asset have been met, the deferred tax is reversed.

Deferred tax is calculated using the tax rates and laws that have been enacted or substantively enacted by the reporting date that are expected to apply to the reversal of the timing difference.

Deferred tax liabilities are presented within provisions for liabilities and deferred tax assets within debtors. Deferred tax assets and deferred tax liabilities are offset only if:

- the company has a legally enforceable right to set off current tax assets against current tax liabilities, and
- the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously.

### 1.8 Group accounts

The financial statements present information about the company as an individual undertaking and not about its group. The company has not prepared group accounts as it is exempt from the requirements to do so by section 400 of the Companies Act 2006 as it is a subsidiary undertaking of Ensco 1090 Limited, a company registered in England and Wales, and is included in the consolidated accounts of that company.

# Notes to the Financial Statements

For the Period Ended 31 March 2015

## 1. Accounting policies (continued)

### 1.9 Interest-bearing loans and borrowings

All interest bearing loans are initially recorded at net proceeds. After initial recognition debt is increased by the finance cost in respect of the reporting period and reduced by payments made in the period. Finance costs of debt are allocated over the term of the debt at a constant rate in the carrying amount.

## 2. Judgements in applying accounting policies and key sources of estimation uncertainty

Preparation of the financial statements requires management to make significant judgements and estimates. Management have not been required to make significant judgements and estimates in the preparation of the financial statements

## 3. Operating loss

During the period, no director received any emoluments.

## 4. Employees

The company has no employees other than the directors, who did not receive any remuneration.

## 5. Interest payable and similar charges

	Period ended 31 March 2015 £
Bank interest payable	191,886
Loans from group undertakings	574,025
	<hr/>
	765,911
	<hr/>

# Notes to the Financial Statements

For the Period Ended 31 March 2015

## 6. Fixed asset investments

	Investments in subsidiary companies £
<b>Cost</b>	
Additions	17,469,435
<b>At 31 March 2015</b>	<b>17,469,435</b>

The additions in the year relate to the purchase of 100% of the share capital of Character World Holdco and its subsidiaries.

### Subsidiary undertakings

The following were subsidiary undertakings of the company:

Name	Country of incorporation	Class of shares	Holding	Principal activity
Character World Holdco Limited	England and Wales	Ordinary	100 %	Holding company
Character World Bidco Limited	England and Wales	Ordinary	100 %	Holding company
Character World Limited	England and Wales	Ordinary	100 %	Marketing and sales of licensed products
Character World China Holdings Limited	England and Wales	Ordinary	100 %	Holding company
Character World Shanghai Limited	England and Wales	Ordinary	100 %	Quality control and sourcing product

# Notes to the Financial Statements

For the Period Ended 31 March 2015

## 7. Debtors

	2015 £
<b>Due within one year</b>	
Amounts owed by group companies	11,930,884
	<u>11,930,884</u>

## 8. Creditors: Amounts falling due within one year

	31 March 2015 £
Bank loans	1,147,165
Accruals and deferred income	18
	<u>1,147,183</u>

## 9. Creditors: Amounts falling due after more than one year

	31 March 2015 £
Bank loans	13,400,000
Other loans	16,627,135
Unamortised debt issue costs	(1,092,588)
	<u>28,934,547</u>

Other loans are made up of loan notes due to Palatine Private Equity, the ultimate controlling party. The loan notes are repayable in November 2020 and incur interest at a rate of 10% per annum which is rolled up annually.

Bank loans are repayable in monthly installments until the loan facilities expire in 2019. There are two loan facilities being facility A of £7.5m and facility B of £7m. The interest rate for facility A is LIBOR plus 3.25% and for facility B is LIBOR + 3.75%. Interest is payable quarterly on both loan facilities.



# Notes to the Financial Statements

For the Period Ended 31 March 2015

## 10. Loans

Analysis of the maturity of loans is given below:

	31 March 2015 £
<b>Amounts falling due within one year</b>	
Bank loans	1,147,165
	<u>1,147,165</u>
<b>Amounts falling due 1-2 years</b>	
Bank loans	1,300,000
	<u>1,300,000</u>
<b>Amounts falling due 2-5 years</b>	
Bank loans	5,100,000
	<u>5,100,000</u>
<b>Amounts falling due after more than 5 years</b>	
Bank loans	7,000,000
Other loans	16,627,135
	<u>23,627,135</u>

# Notes to the Financial Statements

For the Period Ended 31 March 2015

## 11. Financial instruments

31 March  
2015  
£

### Financial assets

Financial assets that are debt instruments measured at amortised cost

11,930,884

11,930,884

### Financial liabilities

Financial liabilities measured at amortised cost

(30,081,730)

(30,081,730)

Financial assets measured at amortised cost comprise of inter group debtors.

Financial liabilities measured at amortised cost comprise of bank loans and loan notes.

## 12. Reserves

Called-up share capital – represents the nominal value of shares that have been issued.

Profit and loss account – includes all current and prior period retained profits and losses.

## 13. Related party transactions

The company has taken advantage of the exemption in FRS 102 (section 33) "Related Party Disclosure" not to disclose transactions with other members of the group.

## 14. Share Capital

2015  
£

84,500 Ordinary shares of £1 each

84,500

84,500

During the year 84,500 ordinary shares were issued at par.

**Ensco 1089 Limited**

## **Notes to the Financial Statements**

**For the Period Ended 31 March 2015**

### **15. Controlling party**

Palatine Private Equity are considered to be the ultimate controlling party by virtue of their majority shareholding in the ultimate company. The immediate parent company and the ultimate parent company is Ensco 1090 Limited.

Ensco 1090 Limited prepares group financial statements and copies can be obtained from Character House, 1 Oak Green, Stanley Green Business Park, Cheadle Hulme, Cheshire, SK8 6QL.