Company Registration No. 1998543

SPOT FINANCE LIMITED

Report and Financial Statements

Year ended 30 June 2013

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SPOT FINANCE LIMITED

REPORT AND FINANCIAL STATEMENTS 2013

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OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

H N Moser
S P Baker
G D Beckett
M R Goldberg

SECRETARY

M J Ridley

REGISTERED OFFICE

Lake View
Lakeside
Cheshire
Cheadle
SK8 3GW

PRINCIPAL BANKERS

The Royal Bank of Scotland Plc
Spinningfields
Manchester
M3 3AP

AUDITOR

Deloitte LLP
Chartered Accountants and Statutory Auditor
PO Box 500
2 Hardman Street
Manchester
M60 2AT

DIRECTORS' REPORT (continued)

The directors present their annual report and the audited financial statements for the year ended 30 June 2013

PRINCIPAL ACTIVITY, REVIEW OF BUSINESS AND FUTURE PROSPECTS

The principal activity of the company continues to be that of financiers

The directors consider the results for the year to be satisfactory The directors do not expect any significant change to the activities of the company

The company qualifies as small in accordance with the provisions of S382(3) of the Companies Act 2006 and is therefore exempt from the requirement to present an enhanced business review

RESULTS AND DIVIDENDS

The audited financial statements for the year ended 30 June 2013 are set out on pages 6 to 12 The loss for the year after tax was £59,216 (2012 £157,678 profit)

The directors do not recommend a final dividend which, together with the interim dividend of £2m (to the parent company, Blemain Finance Limited) paid on 21 June 2013, makes a total dividend of £2m for the year (2012 £nil)

POST BALANCE SHEET EVENT

In September 2013 Jerrold FinCo plc, a subsidiary of Jerrold Holdings Limited, issued and closed an offering of £200 million Senior Secured Notes repayable in 2018 The proceeds will be used to reduce the syndicated loan facility and to provide additional funding capacity for the Group

STATEMENT OF GOING CONCERN

As set out in the Directors' Responsibilities Statement, in preparing these financial statements the directors are required to prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

The directors of the company have considered the company's forecast funding and liquidity positions and applied reasonable sensitivities thereon in order to confirm that the preparation of the company's financial statements on a going concern basis is appropriate

On the basis that the company has adequate funding as detailed above, together with its current performance and financial position, the directors have a reasonable expectation that the company will have sufficient funding and liquidity facilities to ensure that it will continue in operational existence for the foreseeable future Accordingly the directors of the company have adopted the going concern basis in preparing financial statements

DIRECTORS

The directors of the company are set out on page 1 All directors served throughout the year and subsequently thereafter

DIRECTORS INDEMNITIES

The company has made qualifying third party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report

AUDIT INFORMATION

In the case of each of the persons who are directors of the company at the date when this report is approved

- as far as each of the directors is aware, there is no relevant audit information of which the company's auditor is unaware, and
- each of the directors has taken all the steps that he ought to have taken as a director to make himself aware of any audit information and to establish that the company's auditor is aware of that information

This statement is given and should be interpreted in accordance with the provisions of S418 of the Companies Act 2006

DIRECTORS' REPORT (continued)

AUDITOR

Deloitte LLP have expressed their willingness to continue in office as auditor and a resolution to re-appoint them will be proposed at the forthcoming Annual General Meeting

Approved by the Board of Directors
and signed on behalf of the Board

M J Ridley
Secretary

3 October 2013

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the Annual 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 accounting estimates that are reasonable and prudent, and
- 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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SPOT FINANCE LIMITED

We have audited the financial statements of Spot Finance Limited for the year ended 30 June 2013 which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Balance Sheet and the related notes 1 to 17 The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006 Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an 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
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 In addition, we read all the financial and non-financial information in the annual report 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

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 30 June 2013 and of its loss for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matter prescribed by the Companies Act 2006
In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

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 take advantage of the small companies exemption in preparing the directors' report

Peter Birch (Senior Statutory Auditor)
For and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
Manchester, United Kingdom

3 October 2013

PROFIT AND LOSS ACCOUNT
Year ended 30 June 2013

	Note	2013 £	2012 £
TURNOVER	2	40,686	11,722
Administrative expenses		(168,589)	(9,472)
OPERATING (LOSS) / PROFIT		(127,903)	2,250
Interest receivable and similar income	4	108,016	158,203
Interest payable and similar charges	4	(1,064)	-
(LOSS) / PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	5	(20,951)	160,453
Tax on (loss) / profit on ordinary activities	6	(38,265)	(2,775)
RETAINED (LOSS) / PROFIT FOR THE FINANCIAL YEAR	12	(59,216)	157,678

All activity has arisen from continuing operations

There were no recognised gains or losses in either year other than the (loss) / profit for that year shown above Accordingly, a separate statement of total recognised gains and losses has not been presented

BALANCE SHEET
As at 30 June 2013

	Note	2013 £	2012 £
CURRENT ASSETS			
Debtors			
- due within one year	7	61,272	138,644
- due after one year	7	71	2,101,556
Cash at bank and in hand		292,398	1,612
		353,741	2,241,812
CREDITORS: Amounts falling due within one year	8	(58,466)	(104,542)
NET CURRENT ASSETS		295,275	2,137,270
CREDITORS: Amounts falling due after one year	9	(217,221)	-
NET ASSETS		78,054	2,137,270
CAPITAL AND RESERVES			
Called up share capital	11	100	100
Profit and loss account	12	77,954	2,137,170
SHAREHOLDER'S FUNDS	13	78,054	2,137,270

These financial statements were approved by the Board of Directors on 3 October 2013

Company Registration No 1998543

Signed on behalf of the Board of Directors

G D Beckett

Director

S P Baker

Director

NOTES TO THE FINANCIAL STATEMENTS
Year ended 30 June 2013

1 ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable law and United Kingdom accounting standards The particular accounting policies adopted are described below They have been applied consistently throughout the current and prior year

Accounting convention

The company prepares its accounts under the historic cost convention and on the going concern basis The directors continue to adopt the going concern basis as disclosed in the Directors' Report - Statement of Going Concern

As permitted by FRS 1 (Revised 1996) "Cash flow statements", the company has not produced a cash flow statement, as it is a wholly owned subsidiary undertaking of Jerrold Holdings Limited which has produced consolidated financial statements that are publicly available

Taxation

UK corporation tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, 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 is not recognised when fixed assets are revalued unless by the balance sheet date there is a binding agreement to sell the revalued assets and the gain or loss expected to arise on sale has been recognised in the financial statements Neither is deferred tax recognised when fixed assets are sold and it is more likely than not that the taxable gain will be rolled over, being charged to tax only if and when the replacement assets are sold

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date Deferred tax is measured on a non-discounted basis

Turnover

Turnover consists of interest recoverable on loans Interest income is recognised on an accruals basis Other finance related fees receivable are credited to income when the related service is performed

Provisions for bad and doubtful debts

Specific provisions are made when the directors consider that the recoverability of the advance is in part or in whole doubtful Incurred but not reported loss provisions are raised to cover losses that are judged to be present in loans and advances at the balance sheet date but which have not been specifically identified as such Provisions for bad and doubtful debts, along with bad debt write-offs, are charged to operating profit as part of administrative expenses

2. TURNOVER

Turnover, which is wholly derived from within the UK, relates to the principal activity of the company

NOTES TO THE FINANCIAL STATEMENTS (continued)
Year ended 30 June 2013

3. STAFF COSTS

The company had no employees and paid no directors' emoluments during either year

Directors' emoluments are borne by a fellow subsidiary company of Jerrold Holdings Limited, Blemain Finance Limited

4. FINANCE CHARGES

	2013 £	2012 £
Interest payable and similar charges		
Other interest	(1,064)	-
Interest receivable and similar income		
Interest receivable on intragroup loans	108,016	158,203

5. (LOSS) / PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

The audit fee was borne by another group undertaking

6. TAX ON (LOSS) / PROFIT ON ORDINARY ACTIVITIES

The tax charge comprises

	2013 £	2012 £
Current tax		
UK corporation tax	-	2,739
Adjustment in respect of prior years – UK corporation tax	38,159	(1)
Total current tax	38,159	2,738
Deferred tax		
Origination and reversal of timing differences	102	37
Effect of changes in tax rates	4	-
Total deferred tax (see note 10)	106	37
Total tax charge on (loss) / profit on ordinary activities	38,265	2,775

NOTES TO THE FINANCIAL STATEMENTS (continued)
Year ended 30 June 2013

6 TAX ON (LOSS) / PROFIT ON ORDINARY ACTIVITIES (CONTINUED)

The differences between the total current tax shown above and the amount calculated by applying the standard rate of UK corporation tax to the (loss) / profit before tax are as follows

	2013 £	2012 £
(Loss) / profit on ordinary activities before tax	(20,951)	160,453
Tax on (loss) / profit on ordinary activities at standard UK corporation tax rate of 23 75% (2012 25 5%)	(4,976)	40,920
Effects of		
Capital allowances in excess of depreciation	(10)	(3)
Other timing differences	(92)	(20)
Creation / (Utilisation) of tax losses	5,078	(37,571)
Effects of lower rates of tax	-	(587)
Adjustment in respect of prior years	38,159	(1)
Current tax charge for year	38,159	2,738

The main rate of corporation tax reduced from 24% to 23% from 1 April 2013 resulting in a standard rate of corporation tax for the year to 30 June 2013 of 23 75%

The year ended 30 June 2012 tax charge was estimated on the assumption that £37,571 of group relief would be available On finalising the tax computations the group relief was not available, hence the significant 'Adjustment in respect of prior year' as noted above in the year to 30 June 2013

There is no unprovided deferred tax at the year end (2012 £nil)

7. DEBTORS

	2013 £	2012 £
Amounts falling due within one year		
Trade debtors	61,272	138,644
Amounts falling due after more than one year		
Amounts owed by fellow group undertakings	-	2,101,379
Deferred taxation (see note 10)	71	177
	71	2,101,556
	61,343	2,240,200

NOTES TO THE FINANCIAL STATEMENTS (continued)
Year ended 30 June 2013

8. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2013 £	2012 £
Corporation tax	-	5,446
Other creditors	58,466	66,529
Accruals and deferred income	-	32,567
	58,466	104,542

9. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	2013 £	2012 £
Amounts owed to group undertakings	217,221	-

	2013 £	2012 £
Borrowings are repayable as follows		
Between one and two years	217,221	-

The terms of the intercompany loan result in the balance not being repayable prior to 31 December 2014

10 DEFERRED TAXATION

	£
Balance at 1 July 2012	177
Charge to profit and loss account	(106)
Balance at 30 June 2013	71

The amounts provided in the financial statements comprising full provision are as follows

	Provided 2013 £	Provided 2012 £
Depreciation in advance of capital allowances	-	10
Other timing differences	71	167
	71	177

The directors believe that future profitability will be sufficient to ensure recoverability of the deferred taxation asset

NOTES TO THE FINANCIAL STATEMENTS (continued)
Year ended 30 June 2013

11. CALLED-UP SHARE CAPITAL

	2013 £	2012 £
Authorised, allotted, called-up and fully-paid		
100 ordinary shares of £1 each	100	100

12. PROFIT AND LOSS ACCOUNT

	£
At 1 July 2012	2,137,170
Retained loss for the financial year	(59,216)
Dividends paid	(2,000,000)
At 30 June 2013	77,954

13 RECONCILIATION OF MOVEMENTS IN SHAREHOLDER'S FUNDS

	2013 £	2012 £
Opening shareholder's funds	2,137,270	1,979,592
Retained (loss) / profit for the financial year	(59,216)	157,678
Dividends paid	(2,000,000)	-
Closing shareholder's funds	78,054	2,137,270

14 CONTINGENT LIABILITY

As at 30 June 2013 the company's assets were subject to a fixed and floating charge in respect of £204 5m of bank borrowings of the group (2012 £378m)

15. RELATED PARTY TRANSACTIONS

As a wholly owned subsidiary undertaking of Jerrold Holdings Limited, the company has taken advantage of the exemption in FRS 8 "Related party disclosures" not to disclose transactions with other members of the group headed by Jerrold Holdings Limited

16. ULTIMATE PARENT COMPANY

The company is a wholly owned subsidiary undertaking of Jerrold Holdings Limited, a company incorporated in Great Britain and registered in England and Wales

The largest and smallest group of which Spot Finance Limited is a member, and for which group financial statements are drawn up, is that headed by Jerrold Holdings Limited, whose principal place of business is at Lake View, Lakeside, Cheadle, Cheshire, SK8 3GW

H N Moser, a director of Jerrold Holdings Limited, and members of his close family, control the company as a result of controlling directly or indirectly 70% of the voting rights of Jerrold Holdings Limited

17. POST BALANCE SHEET EVENT

In September 2013 Jerrold FinCo plc, a subsidiary of Jerrold Holdings Limited, issued and closed an offering of £200 million Senior Secured Notes repayable in 2018 The proceeds will be used to reduce the syndicated loan facility and to provide additional funding capacity for the Group