

Company Registration No.
3233456



TOTTENHAM SOCCER CENTRE LIMITED

Report and Financial Statements

2 July 2005

Ernst & Young LLP
Glasgow



TOTTENHAM SOCCER CENTRE LIMITED

REPORT AND FINANCIAL STATEMENTS 2005

CONTENTS	Page
Officers and professional advisers	1
Directors' report	2
Statement of directors' responsibilities	3
Independent auditors' report	4
Profit and loss account	5
Balance sheet	7
Notes to the accounts	8

TOTTENHAM SOCCER CENTRE LIMITED

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

J C Hall
S M Beckwith

SECRETARY

S M Beckwith

REGISTERED OFFICE

Pursley Road
Mill Hill
London
NW7 2BB

BANKERS

Bank of Scotland
Level 8
123 St Vincent Street
Glasgow
G2 5EA

SOLICITORS

Osborne Clarke
2 Temple Back East
Temple Quay
Bristol
BS1 6EG

INDEPENDENT AUDITORS

Ernst & Young LLP
George House
50 George Square
Glasgow G2 1RR

TOTTENHAM SOCCER CENTRE LIMITED

DIRECTORS' REPORT

The directors presents their annual report and the audited financial statements for the year ended 2 July 2005.

ACTIVITIES

Until 26 June 2004, the principal activity of the company was the operation of a five-a-side football centre. In order to simplify the structure of the group, on 27 June 2004, the entire assets and liabilities of the company were transferred at carrying value to the parent company, Powerleague Fives Ltd.

RESULTS

The company did not trade during the year.

The company made an operating profit before exceptional credits of £1,707,229 (2004: £46,865). The operating profit after exceptional credits amounted to £1,707,229 (2004: £300,875).

The profit on ordinary activities for the year arose through the forgiveness of debts due to other group companies.

The profit for the year after taxation amounted to £1,707,229 (2004: £309,887).

FUTURE PROSPECTS

It is the directors' intention that the company will not trade again and will ultimately be struck off.

DIVIDENDS

During the year, a dividend of £104,307 was paid to the immediate parent company, Powerleague Fives Ltd. The retained profit of £1,602,922 (2004: £309,887) has been transferred to reserves.

DIRECTORS AND DIRECTORS INTEREST

The Directors who served during the year were:

J C Hall

S M Beckwith


None of the Directors have held any interests in the share capital of the Company.

The interest of Directors in the share capital of the ultimate holding company, Powerleague Group plc, are set out in the accounts of that company.

AUDITORS

A resolution to re-appoint Ernst & Young LLP as the company's auditors will be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors
and signed by order of the Board



S M Beckwith

Secretary

Date: 18 April 2006

STATEMENT OF DIRECTORS' RESPONSIBILITIES

UK Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company as at the end of the financial year and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and 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 proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. 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 AUDITORS' REPORT TO THE MEMBERS OF TOTTENHAM SOCCER CENTRE LIMITED

We have audited the financial statements of Tottenham Soccer Centre Limited for the year ended 2 July 2005 which comprise the profit and loss account, the statement of total recognised gains and losses, the reconciliation of movements in equity shareholders' funds/(deficit), the balance sheet and the related notes 1 to 17. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. 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 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 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 described in the statement of directors' responsibilities, the company's directors' are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and auditing standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the directors' report for the above year and consider the implications for our report if we become aware of any apparent misstatements.

Basis of audit opinion

We conducted our audit in accordance with United Kingdom auditing standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion, we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 2 July 2005 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Ernst & Young LLP

Ernst & Young LLP
Registered Auditor
Glasgow

Date: 18 April 2006

TOTTENHAM SOCCER CENTRE LIMITED

PROFIT AND LOSS ACCOUNT Year ended 2 July 2005

	Note	2005 £	2004 £
TURNOVER	2	-	334,541
Cost of sales		-	(67,893)
GROSS PROFIT		-	266,648
Administration expenses		-	(219,783)
Exceptional items	3	1,707,229	254,010
Total net administration expenses		1,707,229	34,227
OPERATING PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	4	1,707,229	300,875
Tax on profit on ordinary activities	6	-	9,012
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		1,707,229	309,887
Ordinary dividend		(104,307)	-
RETAINED PROFIT FOR THE YEAR	13	<u>1,602,922</u>	<u>309,887</u>

RECONCILIATION OF MOVEMENTS IN EQUITY SHAREHOLDERS' FUNDS/(DEFICIT) Year ended 2 July 2005

	2005 £	2004 £
Profit for the financial year	1,707,229	309,887
Dividend	(104,307)	-
Opening shareholders' deficit	<u>(1,402,822)</u>	<u>(1,712,709)</u>
Closing shareholders' funds/(deficit)	<u>200,100</u>	<u>(1,402,822)</u>

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES Year ended 2 July 2005

There have been no recognised gains and losses attributable to the shareholders other than the profit for the current and preceding financial year.

TOTTENHAM SOCCER CENTRE LIMITED

NOTE OF HISTORICAL COST PROFITS

Year ended 2 July 2005

	2005 £	2004 £
Reported profit on ordinary activities before taxation	1,707,229	300,875
Difference between historical cost depreciation charge and the actual depreciation charge calculated on the revalued amount	-	(5,990)
Historical cost profit on ordinary activities before taxation	1,707,229	294,885
Historical cost profit on ordinary activities after taxation	1,707,229	303,897

TOTTENHAM SOCCER CENTRE LIMITED


BALANCE SHEET

2 July 2005

	Note	2005 £	2004 £
FIXED ASSETS	7	-	260,000
CURRENT ASSETS			
Stocks	8	-	3,978
Debtors	9	200,100	342,460
Cash at bank and in hand		-	350
		<u>200,100</u>	<u>346,788</u>
CREDITORS: amounts falling due within one year	10	-	(1,992,397)
NET CURRENT ASSETS/ (LIABILITIES)		200,100	(1,645,609)
TOTAL NET ASSETS/(LIABILITIES)		200,100	(1,385,609)
CREDITORS: amounts falling due after more than one year	11	-	(17,213)
NET ASSETS/(LIABILITIES)		<u>200,100</u>	<u>(1,402,822)</u>
CAPITAL AND RESERVES			
Called up share capital	12	200,100	200,100
Profit and loss account	13	-	(1,602,922)
TOTAL EQUITY SHAREHOLDERS' FUNDS/(DEFICIT)		<u>200,100</u>	<u>(1,402,822)</u>

These financial statements were approved by the directors on 18 April 2006.

Signed on behalf of the Board of Directors



S M Beckwith

Director

NOTES TO THE ACCOUNTS

Year ended 2 July 2005

1. ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable United Kingdom accounting standards. The particular accounting policies adopted are described below.

Basis of preparation

The financial statements have been prepared under the historical cost convention as modified for the revaluation of certain assets and on a going concern basis.

Tangible fixed assets

Tangible fixed assets are stated at revalued cost, net of depreciation and any provision for impairment in value.

Depreciation is provided to write-off cost less estimated residual value over the estimated useful lives of the assets. The rates and methods of depreciation are as follows:

Leasehold property	2% straight line
Computer equipment	33% reducing balance
Motor vehicles	33% reducing balance
Fixtures and fittings	25% reducing balance

Stocks

Stocks are stated at the lower of purchase cost and net realisable value. Net realisable value is based on estimated selling price less all relevant marketing, selling and distribution costs.

Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred taxation is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in period different from those in which they are included in the financial statements.

Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

Cash Flow Statement

The company has not presented a cash flow statement. It has taken advantage of the exemption contained in Financial Reporting Standard 1 (Revised 1996) - "Cash Flow Statements", as the ultimate parent company, Powerleague Group plc has included a consolidated cash flow statement within its group accounts.

2. TURNOVER

Turnover is wholly attributable to the principal activity of the company and arises solely within the United Kingdom and are stated excluding VAT.

TOTTENHAM SOCCER CENTRE LIMITED

NOTES TO THE ACCOUNTS

Year ended 2 July 2005

3. EXCEPTIONAL ITEMS

	2005 £	2004 £
Credit arising on revaluation of fixed assets which were formerly impaired	-	254,010
Credit arising on forgiveness of intercompany debt	1,707,229	-
	<u>1,707,229</u>	<u>254,010</u>

As a result of the transfer of assets and liabilities to Powerleague Fives Ltd, debts of £1,707,229 which were due to other companies in the group were forgiven and credited to the profit and loss account.

4. OPERATING PROFIT ON ORDINARY ACTIVITIES BEFORE TAX

	2005 £	2004 £
Operating profit on ordinary activities before tax is after charging/(crediting)		
Depreciation of tangible fixed assets		
-historic cost	-	11,764
-revalued amount	-	(5,990)
Auditors' remuneration	-	800
Rentals under operating leases:		
Plant & Equipment	-	1,858
Land and Buildings	-	55,861
	<u>-</u>	<u>58,519</u>

The audit fee for this company has been borne by Powerleague Fives Ltd for the year ended 2 July 2005.

5. INFORMATION REGARDING EMPLOYEES AND DIRECTORS

	2005 £	2004 £
Staff Costs		
Wages and salaries	-	82,704
Social security costs	-	5,271
Pension costs	-	643
	<u>-</u>	<u>88,618</u>

The average number of employees (excluding directors) during the year was Nil (2004: 7). Employees in the prior year were site staff. No director received any emoluments during this or the prior year.

TOTTENHAM SOCCER CENTRE LIMITED

NOTES TO THE ACCOUNTS

Year ended 2 July 2005

6. TAXATION

	2005 £	2004 £
United Kingdom Corporation tax at 30% based on the profit for the year (2005: 30%)	-	-
UK corporation tax, being total current tax	-	(9,012)
Deferred taxation	-	(9,012)
	<u>-</u>	<u>(9,012)</u>
Factors affecting the current tax charge for the year		
The tax assessed for the year differs from the standard rate of corporation tax in the UK.		
The differences are explained below:		
Operating profit on ordinary activities before tax	1,707,229	300,875
Tax on profit on ordinary activities before tax @ 30%	-	90,263
Expenses not deductible for tax purposes	-	(74,471)
Capital allowances in excess of depreciation	-	472
Group relief not paid for	(1,707,229)	-
Utilisation of tax losses	-	(16,264)
	<u>-</u>	<u>-</u>
Total current tax	<u>-</u>	<u>-</u>

7. TANGIBLE FIXED ASSETS

	Leasehold property £	Fixtures and fittings £	Computer equipment £	Total £
Cost				
At 27 June 2004	260,000	38,229	9,482	307,711
Transferred to group company	(260,000)	(38,229)	(9,482)	307,711
	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
At 2 July 2005	-	-	-	-
Depreciation				
At 27 June 2004	-	38,229	9,482	47,710
Transferred to group company	-	(38,229)	(9,482)	(47,710)
	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
At 2 July 2005	-	-	-	-
Net book value				
At 2 July 2005	-	-	-	-
	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
At 26 June 2004	260,000	-	-	260,000
	<u>260,000</u>	<u>-</u>	<u>-</u>	<u>260,000</u>

The properties were revalued by DTZ Debenham Tie Leung as at 26 June 2004, on the basis of existing use value as fully equipped operational entities having regard to trading potential in accordance with the Royal Institute of Chartered Surveyors Appraisal and Valuation Standard, 5th Edition.

Based on the historical cost convention the value of these properties at 2 July 2005 was Nil (26 June 2004: £Nil).

TOTTENHAM SOCCER CENTRE LIMITED

NOTES TO THE ACCOUNTS

Year ended 2 July 2005

8. STOCKS

	2005 £	2004 £
Goods for resale	-	3,978

There is no material difference between the replacement cost of stocks and the amounts shown above.

9. DEBTORS

	2005 £	2004 £
Amounts due from group companies	200,100	323,522
Deferred taxation	-	18,938
	<u>200,100</u>	<u>342,460</u>

All amounts shown under debtors fall due for payment within one year.

10. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2005 £	2004 £
Amounts owed to parent undertaking	-	401,365
Amounts owed to fellow subsidiaries	-	1,586,701
Other taxation and social security	-	4,331
	<u>-</u>	<u>1,992,397</u>

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

	2005 £	2004 £
Other taxation and social security	-	17,213

12. CALLED UP SHARE CAPITAL

	2005 £	2004 £
Authorised		
200,100 ordinary shares of £1 each	<u>200,100</u>	<u>200,100</u>
Allotted, called up and fully paid		
200,100 ordinary shares of £1 each	<u>200,100</u>	<u>200,100</u>

TOTTENHAM SOCCER CENTRE LIMITED

NOTES TO THE ACCOUNTS

Year ended 2 July 2005

13. RESERVES

	Profit and loss account £
At 27 June 2004	(1,602,922)
Retained profit for the year	<u>1,602,922</u>
At 2 July 2005	<u>-</u>

14. CONTINGENT LIABILITIES

The company has given a cross guarantee to secure the borrowings of its parent undertakings and fellow subsidiaries. At 2 July 2005 the amount outstanding was £16,779,464 (2004: £24,770,334).

15. COMMITMENTS UNDER OPERATING LEASES

As at 2 July 2005 the company had annual commitments under non-cancellable operating leases as set out below:

	2005 £	2004 £
Land & Buildings		
Operating leases which expire:		
After five years	<u>-</u>	<u>50,000</u>

16. RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption under Financial Reporting Standard Number 8: Related Party Disclosures not to give details of transactions with group companies as it is a wholly owned subsidiary and consolidated financial statements have been produced.

17. PARENT UNDERTAKINGS

The company's ultimate parent undertaking is Powerleague Group plc. The company's immediate parent company is Powerleague Fives Ltd. The registered office of both these companies is Powerleague Soccer Centre, Pursley Road, Mill Hill, London, NE7 2BB. The accounts of the parent companies can be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.