

S Harris Holdings Limited

Registered number 03655236

Director's report and financial statements

For the year ended 31 October 2011

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S HARRIS HOLDINGS LIMITED

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S HARRIS HOLDINGS LIMITED

COMPANY INFORMATION

Director	Mr A Taylor
Company secretary	Mr P de Vroome
Company number	03655236
Registered office	Bridle House 36 Bridle lane London W1F 9BZ
Auditors	Mazars LLP Chartered Accountants & Statutory Auditors Tower Building Water Street Liverpool L3 1PQ
Bankers	HSBC Republic Bank (UK) Limited 31 Hill Street London W1J 5LS
Solicitors	Sherdans Solicitors 14 Red Lion Square London WC1R 4QL

S HARRIS HOLDINGS LIMITED

DIRECTOR'S REPORT FOR THE YEAR ENDED 31 OCTOBER 2011

The director presents his report and the financial statements for the year ended 31 October 2011

Principal activity

The principal activity of the company during the year was the provision of music services and the recording, licensing and publishing of music

Director

The director who served during the year was

Mr A Taylor

Results and dividends

The profit for the year, after taxation, amounted to £18,995 (2010 - £34,333)

The directors have not recommended payment of a dividend (2010 £NIL)

Director's responsibilities statement

The director is responsible for preparing the Director's Report and the financial statements in accordance with applicable law and regulations

Company law requires the director to prepare financial statements for each financial year. Under that law the director has 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 director must not approve the financial statements unless he is 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 director is 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 director is 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 him to ensure that the financial statements comply with the Companies Act 2006. He is 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

S HARRIS HOLDINGS LIMITED

DIRECTOR'S REPORT FOR THE YEAR ENDED 31 OCTOBER 2011

Provision of information to auditors

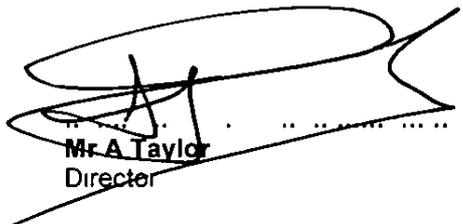
The director at the time when this Director's Report is approved has confirmed that

- 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

Auditors

The auditors, Mazars LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006

This report was approved by the board and signed on its behalf



Mr A Taylor
Director

Date 24 July 2012

Bridle House
36 Bridle lane
London
W1F 9BZ

S HARRIS HOLDINGS LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDER OF S HARRIS HOLDINGS LIMITED

We have audited the financial statements of S Harris Holdings Limited for the year ended 31 October 2011 which comprise the Profit and Loss Account, the Balance Sheet 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).

Respective responsibilities of director and auditors

As explained more fully in the Director's Responsibilities Statement set out on page 2, the director is 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 (APB's) Ethical Standards for Auditors. 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 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.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's website at www.frc.org.uk/apb/scope/private.cfm.

Opinion on the 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 October 2011 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 the other matter prescribed by the Companies Act 2006

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

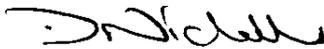
S HARRIS HOLDINGS LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDER OF S HARRIS HOLDINGS 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 director's remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit



David Nicholls (Senior Statutory Auditor)

for and on behalf of Mazars LLP

Chartered Accountants and Statutory Auditors

Tower Building
Water Street
Liverpool
L3 1PQ

26 July 2012

S HARRIS HOLDINGS LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 OCTOBER 2011

	Note	2011 £	2010 £
Turnover	1,2	160,046	163,196
Cost of sales		(27,171)	-
Gross profit		132,875	163,196
Administrative expenses		(111,717)	(126,570)
Operating profit	3	21,158	36,626
Interest receivable and similar income		-	206
Interest payable and similar charges	4	(2,163)	(2,456)
Profit on ordinary activities before taxation		18,995	34,376
Tax on profit on ordinary activities	5	-	(43)
Profit for the financial year	13	18,995	34,333

All amounts relate to continuing operations

There were no recognised gains and losses for 2011 or 2010 other than those included in the profit and loss account

The notes on pages 8 to 14 form part of these financial statements

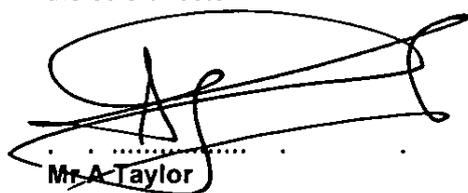
S HARRIS HOLDINGS LIMITED

Registered number 03655236

BALANCE SHEET AS AT 31 OCTOBER 2011

	Note	£	2011 £	£	2010 £
Fixed assets					
Intangible assets	6		(159,266)		(161,641)
Tangible assets	7		55,914		58,733
Investments	8		115,467		115,467
			<u>12,115</u>		<u>12,559</u>
Current assets					
Debtors	9	842,354		489,032	
Cash at bank		3,767		5,351	
		<u>846,121</u>		<u>494,383</u>	
Creditors: amounts falling due within one year	10	<u>(1,154,511)</u>		<u>(822,212)</u>	
Net current liabilities			<u>(308,390)</u>		<u>(327,829)</u>
Total assets less current liabilities			<u>(296,275)</u>		<u>(315,270)</u>
Capital and reserves					
Called up share capital	12		2		2
Profit and loss account	13		<u>(296,277)</u>		<u>(315,272)</u>
Shareholders' deficit	14		<u>(296,275)</u>		<u>(315,270)</u>

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



.....
Mr A Taylor
Director

Date 24 July 2012

The notes on pages 8 to 15 form part of these financial statements

S HARRIS HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 OCTOBER 2011

1. 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 applicable accounting standards

The financial statements have been prepared on a going concern basis notwithstanding net current liabilities of £308,390 and shareholders' deficit of £296,275. The director believes this to be appropriate because the company has access to continued funding from the ultimate controlling party and other related parties. The company is reliant on both of these parties for ongoing support and they have provided the company with undertakings that they will, for at least twelve months from the date of the approval of these financial statements, continue to make available such funds as are needed by the company and in particular will not seek repayment of the amounts currently made available. This should enable the company to continue in operational existence for the foreseeable future by meeting their liabilities as they fall due for payment. As with any company placing reliance on other individuals or entities for financial support, the director acknowledges that there can be no certainty that this support will continue, although at the date of approval of these financial statements, he has no reason to believe that they will not do so.

On this basis the director believes that it remains appropriate to prepare the financial statements on a going concern basis. The financial statements do not include any adjustments that would result from the going concern basis of preparation being inappropriate.

1.2 Cash flow

The company has taken advantage of the exemption in Financial Reporting Standard No 1 from the requirement to produce a cash flow statement on the grounds that it is a small company.

1.3 Turnover

Performance income derived from the provision of creative and promotional services and rebates on band management services is accounted for in the period in which it is invoiced and adjusted for deferred revenue in respect of services provided in periods after the accounting period in which the invoice is raised. Deferred revenue is included in accruals and deferred income within creditors due in less than one year.

Equipment and property rental income is accounted for in the period in which it is invoiced.

Recording income is accounted for on an accruals basis or when it becomes contractually due.

All revenue is stated in the profit and loss account net of Value Added Tax.

1.4 Intangible fixed assets and amortisation

Negative goodwill occurs when the consideration paid is less than the aggregate fair values attributable to the identifiable assets and liabilities acquired. Negative goodwill is recognised on the face of the balance as an intangible fixed asset.

Negative goodwill up to the fair value of the non-monetary assets acquired is accounted for in the profit and loss account in periods (through depreciation or sale) that are expected to benefit from that negative goodwill. Negative goodwill in excess of the non-monetary assets acquired was recognised in the profit and loss account in the periods that benefited post acquisition. Any remaining negative goodwill on other monetary assets still held at the balance sheet date is included within negative goodwill and will be released in the accounting periods expected to benefit.

S HARRIS HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 OCTOBER 2011

1 Accounting Policies (continued)

1.5 Tangible fixed assets and depreciation

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

Freehold property	-	2.5% straight line
Office equipment	-	20 - 25% straight line
Studio and equipment	-	10 - 25% straight line

1.6 Investments

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

1.7 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.

1.8 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.

1.9 Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

1.10 Provisions

Provisions are set up only where it is probable that a present obligation exists as a result of an event prior to the balance sheet date and that a payment will be required in settlement that can be estimated reliably.

S HARRIS HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 OCTOBER 2011

2. Turnover

All turnover arose within the United Kingdom

3. Operating profit

The operating profit is stated after charging/(crediting)

	2011 £	2010 £
Amortisation - intangible fixed assets	(2,375)	(2,375)
Depreciation of tangible fixed assets		
- owned by the company	2,819	2,820
Auditors' remuneration	4,500	4,000
Difference on foreign exchange	185	(98)
	<u> </u>	<u> </u>

During the year, no director received any emoluments (2010 - £NIL)

4. Interest payable

	2011 £	2010 £
On bank loans and overdrafts	2,163	2,251
Other interest payable	-	205
	<u>2,163</u>	<u>2,456</u>

5. Taxation

	2011 £	2010 £
UK corporation tax charge on profit for the year	-	43
	<u> </u>	<u> </u>

S HARRIS HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 OCTOBER 2011

5. Taxation (continued)

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2010 - lower than) the standard rate of corporation tax in the UK of 20% (2010 - 21%) The differences are explained below

	2011 £	2010 £
Profit on ordinary activities before tax	18,995	34,376
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20% (2010 - 21%)	3,799	7,219
Effects of:		
Expenses not deductible for tax purposes	475	499
Capital allowances for year in excess of depreciation	89	(2,820)
Utilisation of tax losses	(4,363)	(4,855)
Current tax charge for the year (see note above)	-	43

Factors that may affect future tax charges

No provision has been made for the deferred tax asset of £83,708 on the company's tax losses or deferred tax asset of £9,947, on the availability of future capital allowances. The total unprovided asset is £93,655. At present, there is insufficient certainty that they will be utilised in the foreseeable future.

6. Intangible fixed assets

	Goodwill £
Cost	
At 1 November 2010 and 31 October 2011	(396,690)
Amortisation	
At 1 November 2010	(235,049)
Charge for the year	(2,375)
At 31 October 2011	(237,424)
Net book value	
At 31 October 2011	(159,266)
At 31 October 2010	(161,641)

S HARRIS HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 OCTOBER 2011

7. Tangible fixed assets

	Freehold property £	Office equipment £	Studio and equipment £	Total £
Cost				
At 1 November 2010 and 31 October 2011	100,672	2,594	90,322	193,588
Depreciation				
At 1 November 2010	43,859	674	90,322	134,855
Charge for the year	2,375	444	-	2,819
At 31 October 2011	46,234	1,118	90,322	137,674
Net book value				
At 31 October 2011	54,438	1,476	-	55,914
At 31 October 2010	56,813	1,920	-	58,733

8. Fixed asset investments

	Unlisted investments £	Other investments £	Total £
Cost or valuation			
At 1 November 2010 and 31 October 2011	4,967	110,500	115,467

Unlisted investments comprise the holding of 4,967 "A" ordinary shares in Iron Maiden Holdings Limited
Unlisted investments are stated at cost

Other investments comprise items of musical memorabilia stated at the director's valuation. The director considers the valuation to be the current open market value of such items. The director considers that these items should be classified as fixed assets as they intend to hold them on a long term basis.

The company also owns 100% of the issued share capital of S Harris Management Limited, a dormant company registered in England and Wales, with aggregate share capital and reserves of £2 (2010 £2)

9. Debtors

	2011 £	2010 £
Other debtors	689,531	334,377
Prepayments and accrued income	152,823	154,655
	842,354	489,032

S HARRIS HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 OCTOBER 2011

10 Creditors: Amounts falling due within one year

	2011 £	2010 £
Bank loans and overdrafts	59,364	65,972
Corporation tax	-	43
Social security and other taxes	27,076	646
Other creditors	1,056,393	752,051
Accruals and deferred income	11,678	3,500
	<u>1,154,511</u>	<u>822,212</u>

The facilities offered to the company by the bank are secured by way of a guarantee for £75,000 given by the director, S Harris

11. Related party transactions

The company holds 4,967 ordinary "A" shares in Iron Maiden Holdings Limited. During the year the company charged Iron Maiden Holdings Limited £150,000 (2010 £150,000) for music services and facilities hire which remained unpaid at the year end date and is included within prepayments and accrued income. At 31 October 2011, the company owed Iron Maiden Holdings Limited £245 (2010 £42,960) which is included within other creditors.

At 31 October 2011 the company was owed a net balance of £43,728 (2010 £43,728) by L Harris, daughter of the director and ultimate controlling party, Mr S Harris. The amounts written off in the year in respect of the amounts owed by L Harris was £nil (2010 £14,294).

The director of the company, Mr A Taylor is also a director of Loveface Limited. During the year the company transferred monies to Loveface Limited totaling £16,000 (2010 £26,000). At 31 October 2011 the company was owed £42,000 (2010 £26,000) by Loveface Limited which is included within other debtors.

The director of the company, Mr A Taylor is also a director of Focus Business Management Limited. During the year, the company was charged £17,850 (2010 £16,335) in respect of commissions and services provided by Focus Business Management Limited. At 31 October 2011, the company owed £1,800 (2010 £1,745) to Focus Business Management Limited which is included within other creditors.

The ultimate controlling party, Mr S Harris owns 61% of the issued share capital of Edward Rock Limited. During the year the company transferred cash to and paid expenses on behalf of Edward Rock Limited totaling £339,227 (2010 £140,491). At 31 October 2011 the company was owed a net balance of £595,749 (2010 £256,521) by Edward Rock Limited.

The director of the company, Mr A Taylor is also a director of Phantom Music Management Limited. During the year the company was charged £7,678 (2010 £nil) in respect of commissions and services provided by Phantom Music Management Limited. At 31 October 2011, the company owed £7,678 (2010 £nil) to Phantom Music Management Limited which is included within accruals and deferred income.

At 31 October 2011, the company owed £1,046,422 (2010 £700,708) to Mr S Harris which is included within other creditors.

No other transactions with related parties were undertaken such as are required to be disclosed under Financial Reporting Standard 8.

S HARRIS HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 OCTOBER 2011

12. Share capital

	2011 £	2010 £
Allotted, called up and fully paid		
2 Ordinary shares of £1 each	2	2
	<u>2</u>	<u>2</u>

13. Reserves

	Profit and loss account £
At 1 November 2010	(315,272)
Profit for the year	18,995
	<u>(296,277)</u>
At 31 October 2011	<u>(296,277)</u>

14. Reconciliation of movement in shareholders' deficit

	2011 £	2010 £
Opening shareholders' deficit	(315,270)	(349,603)
Profit for the year	18,995	34,333
	<u>(296,275)</u>	<u>(315,270)</u>

15. Controlling party

The company's immediate and ultimate controlling party is Mr S Harris