

SCG Enterprises Limited

Annual report and financial statements
for the year ended 30 June 2008

Registered number: 03967881

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COMPANIES HOUSE

Directors and Officers

For the year ended 30 June 2008

Directors

SCG Enterprises Limited's ("the Company's") present Directors and those who served during the year are as follows:

P M A Croton

A J Griffith (resigned 27 May 2008)

R C Flint

V H Russell (appointed 27 May 2008)

Secretary

D J Gormley

Registered office

Grant Way

Isleworth

Middlesex

TW7 5QD

Auditors

Deloitte LLP

London, United Kingdom

Directors' report

The Directors present their Annual Report on the affairs of the Company, together with the financial statements and Auditors' Report for the year ended 30 June 2008.

Business review and principal activities

The Company is a wholly owned subsidiary of the British Sky Broadcasting Group plc ("BSkyB") and operates together with BSkyB's other subsidiaries as part of the Group.

The Company ceased trading during the year ended 31 December 2002.

Principal risks and uncertainties

The balance sheet of the Company is primarily intercompany balances and the Company is therefore exposed to credit risk on these balances. The intercompany balances of the Company are detailed in notes 6 and 7.

Liquidity risk

In order to maintain liquidity the Company relies on the Group treasury function, which has access to a £1,000m rolling credit facility to ensure ongoing liquidity.

The Directors do not believe the business is exposed to cash flow risk or price risk.

Directors

The Directors who served during the year are shown on page 1.

Auditors

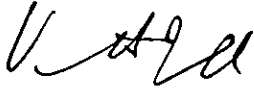
In accordance with the provisions of Section 234ZA of the Companies Act 1985, each of the persons who are Directors of the Company at the date of approval of this report confirms that:

- so far as the Director is aware, there is no relevant audit information (as defined in the Companies Act 1985) of which the Company's auditors are unaware; and
- the Director has taken all the steps that he/she ought to have taken as a Director to make himself/herself aware of any relevant audit information (as defined) and to establish that the Company's auditors are aware of that information.

Deloitte LLP (formerly Deloitte & Touche LLP) has expressed their willingness to continue as auditors and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

Directors' report (continued)

By order of the Board,

A handwritten signature in black ink, appearing to read 'V H Russell', written in a cursive style.

V H Russell
Director
Grant Way
Isleworth
Middlesex
TW7 5QD

8 April 2009

Statement of Directors' responsibilities

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 International Financial Reporting Standards (IFRSs) as adopted by the European Union and as issued by the International Accounting Standards Board. The financial statements are required by law to be properly prepared in accordance with IFRSs as adopted by the European Union and the Companies Act 1985.

International Accounting Standard 1 "Presentation of Financial Statements" requires that financial statements present fairly, for each financial year, the Company's financial position, financial performance and cash flows. This requires the faithful representation of the effects of transactions, other events and conditions in accordance with the definitions and recognition criteria for assets, liabilities, income and expense set out in the International Accounting Standards Board's "Framework for the preparation and presentation of financial statements". In virtually all circumstances, a fair presentation will be achieved by compliance with all applicable IFRSs. However, Directors are also required to:

- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the Company's ability to continue as a going concern.

The Directors are responsible for keeping proper accounting records that 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 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.

Auditors' report

Independent Auditors' Report to the Members of SCG Enterprises Limited

We have audited the financial statements of SCG Enterprises Limited for the year ended 30 June 2008 which comprise the Income Statement, Statement of Changes in Equity, the Balance Sheet, the Cash Flow Statement and the related notes 1 to 11. 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

The Directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and International Financial Reporting Standards (IFRSs) as adopted for use in the European Union are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

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 to you whether in our opinion the information given in the Directors' report is consistent with the financial statements.

In addition we report to you if, in our opinion, 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 other transactions is not disclosed.

We read the other information contained in the Annual Report and consider whether it is consistent with the audited financial statements. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any further information outside the Annual Report.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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.

Auditors' report (continued)

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with those IFRSs as adopted by the European Union, of the state of the Company's affairs as at 30 June 2008 and of its loss for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' report is consistent with the financial statements

Emphasis of matter-Going concern

In forming our opinion on the financial statements, which is not qualified, we have considered the adequacy of disclosures made in note 1 to the financial statements, which explains that the financial statements have been prepared on a basis other than going concern.

In our opinion the financial statements give a true and fair view, in accordance with IFRSs, of the state of the Company's affairs as at 30 June 2008 and of its profit for the year then ended.

Separate opinion in relation to IFRS

As explained in note 1 to the financial statements, the company in addition to complying with IFRSs as adopted by the European Union, has also complied with the IFRSs as issued by the International Accounting Standards Board.

In our opinion the financial statements give a true and fair view, in accordance with IFRSs, of the state of the Company's affairs as at 30 June 2008 and of its loss for the year then ended.



Deloitte LLP

Chartered Accountants and Registered Auditors

London

United Kingdom

8 April 2009

Income Statement

For the year ended 30 June 2008

Discontinued operations	Notes	12 months to	18 months to
		30 June 2008	30 June 2007
		£'000	£'000
Operating loss	2	(17)	-
Loss before tax	3	(17)	-
Taxation	5	-	-
Loss for the year		(17)	-

The accompanying notes form an integral part of this income statement.

As detailed in the Directors' report all business activities of the Company ceased during the year ended 31 December 2002.
All income statement balances relate to discontinued operations.

Statement of Changes in Equity

For the year ended 30 June 2008

	Retained earnings £'000	Total shareholders' deficit £'000
At 1 January 2006	(398)	(398)
Result for the period	-	-
At 30 June 2007	(398)	(398)
Loss for the year	(17)	(17)
At 30 June 2008	(415)	(415)

The accompanying notes form an integral part of this Statement of Changes in Equity.

Balance Sheet

As at 30 June 2008

	Notes	2008 £'000	2007 £'000
Current assets			
Trade and other receivables	6	201	218
Total assets		201	218
Current liabilities			
Trade and other payables	7	616	616
Total liabilities		616	616
Shareholders' deficit		(415)	(398)
Total liabilities and shareholders' deficit		201	218

The accompanying notes are an integral part of this balance sheet.

Approved by and signed on behalf of the Board



VH Russell

Director

8 April 2009

Cash Flow Statement

For the year ended 30 June 2008

	12 months to 30 June 2008	18 months to 30 June 2007
Discontinued operations	£'000	£'000
Cash flows from operating activities		
Decrease in trade and other payables	-	(6)
Net cash from operating activities	-	(6)
Cash flows from investing activities		
Net cash used in investing activities	-	-
Cash flows from financing activities		
Receipts from loans to subsidiaries	-	-
Net cash from financing activities	-	-
Effect of foreign exchange rate changes	-	-
Net increase (decrease) in cash and cash equivalents	-	(6)
Cash and cash equivalents at the beginning of the year	-	6
Cash and cash equivalents at the end of the year	-	-

As detailed in the Directors' report all business activities of the Company ceased during the year ended 31 December 2002. All cash flow statement balances relate to discontinued operations.

Notes to financial statements

1. Accounting policies

SCG Enterprises Limited (the "Company") is a limited liability company incorporated in England and Wales, and domiciled in the United Kingdom ("UK").

a) Statement of compliance

These financial statements are prepared in accordance with IFRSs (including International Accounting Standards ("IAS") and interpretations issued by the International Accounting Standards Board ("IASB") and its committees) as adopted for use in the European Union ("EU"), the Companies Act 1985 and as issued by the IASB.

The following IFRSs were adopted from the 1 July 2004, the date of transition to IFRS (the "Transition Date"), which is earlier than required under the IFRS transitional provisions: IAS 32 "Financial Instruments: Disclosure and Presentation", IAS 39 "Financial Instruments: Recognition and Measurement", IFRS 2 "Share-based Payment" and IFRS 5 "Non-current Assets Held for Sale and Discontinued Operations".

In the current year, the Company adopted IFRS 7 "Financial Instruments: Disclosures", which is effective for annual reporting periods beginning on or after 1 January 2007, and the consequential amendments to IAS 1 "Presentation of Financial Statements".

b) Basis of preparation

As explained in the Directors' Report, the Company ceased to trade during the year ended 31st December 2002. As required by IAS1, the Directors have prepared the financial statements on the basis that the Company is no longer a going concern, due to the fact that there have been transactions in the year related to the previous trade of the Company.

This includes, where appropriate, writing down the company's assets to net realisable value. The financial statements do not include any provision for the future costs of terminating the business of the company.

The Company maintains a 52 or 53 week fiscal year ending on the Sunday nearest to 30 June in each year. In fiscal year 2008 this date was 29 June 2008, this being a 52 week year (fiscal year 2007: 1 July 2007, 78 week period). For convenience purposes, the Company continues to date its financial statements as of 30 June 2008.

c) Financial assets and liabilities

Financial assets and liabilities are initially recognised at fair value plus any directly attributable transaction costs. At each balance sheet date, the Company assesses whether there is any objective evidence that any financial asset is impaired. Financial assets and liabilities are recognised on the Company's balance sheet when the Company becomes a party to the contractual provisions of the financial asset or liability. Financial assets are derecognised from the balance sheet when the Company's contractual rights to the cash flows expire or the Company transfers substantially all the risks and rewards of the financial asset. Financial liabilities are derecognised from the Company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

Notes to financial statements

1. Accounting policies (continued)

i. Trade and other receivables

Trade and other receivables are non-derivative financial assets with fixed or determinable payments and are measured at amortised cost using the effective interest method. Trade and other receivables, with no stated interest rate, are measured at the original invoice amount if the effect of discounting is immaterial. An allowance account is maintained to reduce the carrying value of trade and other receivables for impairment losses identified from objective evidence, with movements in the allowance account, either from increased impairment losses or reversals of impairment losses, being recognised in the income statement.

ii Trade and other payables

Trade and other payables are non-derivative financial liabilities and are measured at amortised cost using the effective interest method. Trade and other payables, with no stated interest rate, are measured at the original invoice amount if the effect of discounting is immaterial.

d) Impairment

At each balance sheet date, and in accordance with IAS 36 "Impairment of Assets", the Company reviews the carrying amounts of all its assets, excluding financial assets (see accounting policy c) and deferred taxation (see accounting policy f), to determine whether there is any indication that any of those assets have suffered an impairment loss.

An impairment is recognised in the income statement whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of net selling price, defined as the fair value less costs to sell, and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset.

An impairment loss for an individual asset shall be reversed if there has been a change in estimates used to determine the recoverable amount since the last impairment loss was recognised and is only reversed to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised. Any impairment loss in respect of goodwill is irreversible.

e) Provisions

Provisions are recognised when the Company has a present legal or constructive obligation to make a probable transfer of economic benefits as a result of past events. The amounts recognised represent the Company's best estimate of the transfer of benefits that will be required to settle the obligation as of the balance sheet date. Provisions are discounted if the effect of the time value of money is material using a market rate adjusted for risks specific to the liability.

Notes to financial statements

1. Accounting policies (continued)

f) Taxation, including deferred taxation

The Company's liability for current tax is based on taxable profits for the year, and is calculated using tax rates that have been enacted or substantively enacted at the balance sheet date.

Deferred tax assets and liabilities are recognised using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities in the balance sheet and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates that have been enacted or substantially enacted at the balance sheet date.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and adjusted to reflect an amount that is "probable" to be realised based on the weight of all available evidence. Deferred tax is calculated at the rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax assets and liabilities are not discounted.

Deferred tax is charged or credited in the income statement, except where it relates to items charged or credited directly to equity, in which case the deferred tax is also included within equity.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

The standard rate of corporation tax changed from 30% to 28% in the UK with effect from 1 April 2008.

g) Critical accounting policies

Certain accounting policies are considered to be critical to the Company. An accounting policy is considered to be critical if its selection or application materially affects the Company's financial position or results. The Directors are required to use their judgement in order to select and apply the Company's critical accounting policies. Below is a summary of the Company's critical accounting policies and details of the key areas of judgement that are exercised in their application.

Notes to financial statements

1. Accounting policies (continued)

i. Taxation

Tax laws that apply to the Company's business may be amended by the relevant authorities, for example, as a result of changes in fiscal circumstances or priorities. Such potential amendments and their application to the Company are regularly monitored and the requirement for recognition of any liabilities assessed where necessary.

The Company is subject to income taxes and judgement is required in determining the appropriate provision for transactions where the ultimate tax determination is uncertain. In such circumstances, the Company recognises liabilities for anticipated taxes due based on the best information available and where the anticipated liability is probable and estimable. Where the final outcome of such matters differs from the amounts initially recorded, any differences will impact the income tax and deferred tax provisions in the period to which such determination is made. Where the potential liabilities are not considered probable, the amount at risk is disclosed unless an adverse outcome is considered remote.

ii. Deferred Taxation

An estimation of the current tax liability together with an assessment of the temporary differences which arise as a consequence of different tax and accounting treatments is required. Assumptions are made around the extent to which it is probable that future taxable profit will be available against which the temporary differences can be utilised and deferred tax assets are recognised at the balance sheet date based on these assumptions.

iii. Receivables

Judgement is required in evaluating the likelihood of collection of debt, including intercompany debt. This evaluation requires estimates to be made, including the level of provision to be made for amounts with uncertain recovery profiles.

Notes to financial statements

1. Accounting policies (continued)

h) Accounting standards, interpretations and amendments to published standards not yet effective

The Company has not yet adopted certain new standards, amendments and interpretations to existing standards, which have been published and are mandatory for the Company's accounting periods beginning on or after 1 July 2008, or later periods. These new standards are listed below:

- IFRIC 12 "Service Concession Arrangements" (effective from 1 January 2008).
- IFRIC 14 "IAS 19 - The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction" (effective from 1 January 2008).
- IFRIC 13 "Customer Loyalty Programmes" (effective from 1 July 2008).
- IFRIC 16 "Hedges of a Net Investment in a Foreign Operation" (effective from 1 October 2008).
- IAS 1 (revised) "Presentation of Financial Statements" (effective from 1 January 2009).
- IAS 32 "Financial Instruments: Presentation" (effective from 1 January 2009).
- Amendment to IAS 23 "Borrowing Costs" (effective from 1 January 2009).
- IFRS 8 "Operating Segments" (effective from 1 January 2009).
- IFRIC 15 "Agreements for the Construction of Real Estate" (effective from 1 January 2009).
- Amendments to IFRS 2 "Share-Based Payments" (effective from 1 January 2009).
- Amendments to IFRS 1 "First Time Adoption of International Financial Reporting Standards" (effective 1 January 2009).
- IFRS 3 "Business Combinations" (effective from 1 July 2009).
- IAS 27 "Consolidated & Separate Financial Statements" (effective from 1 July 2009).

The Directors are currently evaluating the impact of the adoption of these standards, amendments and interpretations in future periods.

The Directors currently anticipate that the adoption of these standards, amendments and interpretations in future periods will not have a material impact on the financial statements of the Company other than additional disclosure requirements.

2. Operating expense

	12 months to 30 June 2008 £'000	18 months to 30 June 2007 £'000
Write off of intercompany receivables	5	-
Provision against intercompany receivables	12	-
	17	-

Notes to financial statements

3. Loss before taxation

Audit fees

Amounts paid to the auditors for audit services of £1,000 (2007: £nil) were borne by another Group subsidiary in 2008 and 2007. No amounts for other services have been paid to the auditors.

4. Employee benefits and key management compensation

There were no staff costs during the year (2007: £nil), as the Company had no employees (2007: nil).

5. Taxation

a) Analysis of the tax charge

There is no tax charge for the year (2007: £nil)

b) Deferred tax recognised directly in equity

There is no deferred tax recognised in the year (2007: £nil)

c) Reconciliation of total tax charge

The tax expense for the year is higher (2007: the same as) than the blended rate of corporation tax in the UK (29.5%) applied to profit before tax. The differences are explained below:

	12 months to 30 June 2008 £'000	18 months to 30 June 2007 £'000
Loss before tax	(17)	-
Loss before tax multiplied by the blended rate of corporation tax in the UK of 29.5% (2007: 30%) applied to profit before tax. The differences are explained below:	(5)	-
Effects of:		
Other permanent differences	5	-
Taxation	-	-

All taxation relates to UK corporation tax.

There is no provided or unprovided deferred tax at the end of the current or prior period.

Notes to financial statements

6. Trade and other receivables

	2008 £'000	2007 £'000
Amounts receivable from other group companies	213	218
Less: provision for impairment of receivables	(12)	-
Net amounts receivable from other group companies	201	218

The Directors consider that the carrying amount of trade and other receivables approximates to their fair values.

No interest is charged on amounts due from other Group companies or subsidiaries, which are repayable on demand.

The Company is exposed to credit risk on its trade and other receivables. Within the Group there is a concentration of risk within amounts receivable from other Group companies.

Provisions for doubtful debts

	2008 £'000	2007 £'000
Balance at beginning of year	-	-
Income statement charge	12	-
Balance at end of year	12	-

7. Trade and other payables

	2008 £'000	2007 £'000
Amounts owed to other group companies	616	616

The Directors consider that the carrying amount of trade and other payables approximates to their fair values.

No interest is charged on amounts due to other Group companies, which are repayable on demand.

Subsequent to the year end the company received confirmation from its intercompany creditors that all amounts owed to group companies are not due for repayment within one year from the date of approval of these accounts.

Notes to financial statements

8. Financial risk management objectives and policies

The accounting classification of each class of the Company's financial assets and financial liabilities, together with their fair values, is as follows.

	Loans and receivables £'000	Other liabilities £'000	Total carrying value £'000	Total fair values £'000
At 30 June 2008				
Trade and other payables	-	(616)	(616)	(616)
Trade and other receivables	201	-	201	201
At 30 June 2007				
Trade and other payables	-	(616)	(616)	(616)
Trade and other receivables	218	-	218	218

The directors consider that the carrying amount of financial assets and liabilities at 30 June 2008 and 30 June 2007 approximates to their fair value. All financial liabilities are due in less than twelve months.

Liquidity risk

The Company's financial liabilities are shown in note 7.

The following tables analyses the Company's non-derivative financial liabilities, net-settled derivative financial instruments and gross-settled financial instruments into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity. The amounts disclosed in the table are the contractual undiscounted cash flows.

	Less than 12 months £'000	Between one and two years £'000	Between two and five years £'000	More than 5 years £'000
At 30 June 2008				
Trade and other payables	(616)	-	-	-
At 30 June 2007				
Trade and other payables	(616)	-	-	-

Capital risk management

The capital structure of the Company consists of equity attributable to equity holders of the parent company, comprising issued capital, reserves and retained earnings.

Risk and treasury management is governed by British Sky Broadcasting Group plc's policies approved by its board of directors.

Additional information

Notes to financial statements

At 30 June 2008, the carrying value of financial assets that were, upon initial recognition, designated as financial assets at fair value through profit or loss, was Enil (2007: Enil).

9. Share capital

	2008 £'000	2007 £'000
Authorised		
1,000 (2007: 1,000) ordinary shares of £1 each	1	1
Allotted, called-up and fully paid		
1 Ordinary share of £1	-	-

10. Transactions with related parties

The Company has related party transactions with other Group companies. In particular, it is normal practice for the Company to borrow cash from other Group companies as required. For details of amounts owed to and from other Group companies, see notes 6 and 7. All amounts payable to other Group companies are non-interest bearing and repayable on demand.

11. Ultimate parent undertaking

The Company is a wholly-owned subsidiary undertaking of British Sky Broadcasting Group plc, a company incorporated in Great Britain and registered in England and Wales. The Company is ultimately controlled by British Sky Broadcasting Group plc. The only group in which the results of the Company are consolidated is that headed by BSkyB.

The consolidated accounts of the Group are available to the public and may be obtained from the Company Secretary, British Sky Broadcasting Group plc, Grant Way, Isleworth, Middlesex TW7 5QD.