

Company Registration No 4983573 (England and Wales)

SMITH AND BROOKS HOLDINGS LIMITED
DIRECTORS' REPORT AND UNAUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2011

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SMITH AND BROOKS HOLDINGS LIMITED

COMPANY INFORMATION

Directors	M J W Ashley R F Mellors M M Segalov K Byers S M Nevitt
Secretary	R L Tylee-Birdsall
Company number	4983573
Registered office	Unit A Brook Park East Shirebrook NG20 8RY

SMITH AND BROOKS HOLDINGS LIMITED

CONTENTS

	Page
Directors' report	1
Balance sheet	2
Notes to the financial statements	3 - 6

SMITH AND BROOKS HOLDINGS LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 30 APRIL 2011

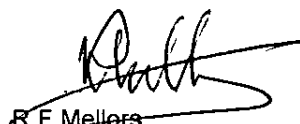
The directors present their report and financial statements for the year ended 30 April 2011. The company is dormant and has not traded during the year.

Directors

The following directors have held office since 1 May 2010:

M J W Ashley
R F Mellors
M M Segalov
K Byers
S M Nevitt

On behalf of the board



R F Mellors

Director

12 DEC 2011

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 30 APRIL 2011

The company has not traded during the year or the preceding financial year. During these years, the company received no income and incurred no expenditure and therefore made neither profit nor loss.

SMITH AND BROOKS HOLDINGS LIMITED

BALANCE SHEET

AS AT 30 APRIL 2011

	Notes	2011 £	2010 £
Fixed assets			
Investments	2	2,890,197	2,890,197
Current assets			
Debtors	3	617,393	617,393
Creditors amounts falling due within one year	4	(3,317,625)	(3,317,625)
Net current liabilities		(2,700,232)	(2,700,232)
Total assets less current liabilities		189,965	189,965
Capital and reserves			
Called up share capital	5	1,000	1,000
Profit and loss account	6	188,965	188,965
Shareholders' funds		189,965	189,965

Audit exemption statement

For the financial year ended 30 April 2011 the company was entitled to exemption from audit under section 480 Companies Act 2006 relating to dormant companies

Directors' responsibilities

- The members have not required the company to obtain an audit of its financial statements for the year in question in accordance with section 476 of the Companies Act 2006, and
- The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements

Approved by the Board and authorised for issue on

12 DEC 2011



R F Mellors

Director

Company Registration No 4983573

SMITH AND BROOKS HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 APRIL 2011

1 Accounting policies

1.1 Accounting convention

The financial statements have been prepared under the historical cost convention. The policies are unchanged from previous years.

The financial statements are prepared on a going concern basis because the company's working capital is financed by Sports Direct International plc. Sports Direct International plc have agreed not to withdraw finance for the foreseeable future.

The company has taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) from the requirement to produce a cash flow statement on the grounds that it is a subsidiary undertaking where 90 percent or more of the voting rights are controlled within the group.

1.2 Compliance with accounting standards

The financial statements are prepared in accordance with applicable accounting standards, which have been applied consistently (except as otherwise stated).

1.3 Investments

Fixed asset investments are stated at cost less provision for diminution in value.

1.4 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 requirement to do so by section 400 of the Companies Act 2006 as it is a subsidiary undertaking of Sports Direct International plc, a company incorporated in England, and is included in the consolidated accounts of that company.

SMITH AND BROOKS HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 APRIL 2011

2 Fixed asset investments

	Shares in group undertakings and participating interests £
Cost	
At 1 May 2010 & at 30 April 2011	2,890,197
Net book value	
At 30 April 2011	2,890,197
At 30 April 2010	2,890,197

Holdings of more than 20%

The company holds more than 20% of the share capital of the following companies

Company	Country of registration or incorporation	Class	Shares held %
Subsidiary undertakings			
Smith and Brooks Group Limited*	England and Wales	100 00	0 00
Smith & Brooks Limited	England and Wales	0 00	100 00
Baseridge Limited	Hong Kong	0 00	100 00
Eastchance Limited	Hong Kong	0 00	100 00

The aggregate amount of capital and reserves and the results of these undertakings for the last relevant financial year were as follows

	Capital and reserves 2011 £	Profit/(loss) for the year 2011 £
Principal activity		
Smith and Brooks Group Limited*	-	-
Smith & Brooks Limited	-	-
Baseridge Limited	-	-
Eastchance Limited	-	-

The principal activity of the subsidiary undertaking marked * is that of a holding company The principal activity of all the other subsidiaries shown above is the wholesale of clothing

SMITH AND BROOKS HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 APRIL 2011

3 Debtors	2011 £	2010 £
Amounts owed by group undertakings	617,193	617,193
Other debtors	200	200
	<u>617,393</u>	<u>617,393</u>

4 Creditors amounts falling due within one year	2011 £	2010 £
Amounts owed to group undertakings	<u>3,317,625</u>	<u>3,317,625</u>

5 Share capital	2011 £	2010 £
Allotted, called up and fully paid		
510 Ordinary A shares of £1 each	510	510
200 Ordinary B shares of £1 each	200	200
290 Ordinary C shares of £1 each	290	290
	<u>1,000</u>	<u>1,000</u>

All shares rank pari passu except for the right to receive dividends separately

6 Statement of movements on profit and loss account	Profit and loss account £
Balance at 1 May 2010	<u>188,965</u>
Balance at 30 April 2011	<u>188,965</u>

SMITH AND BROOKS HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 APRIL 2011

7 Control

The ultimate controlling party is M J W Ashley, by virtue of his 100% ownership of Mash Holdings Limited, the ultimate parent company. Mash Holdings Limited holds the majority of shares in Sports Direct International plc, who own 100% of the share capital of Sportsdirect.com Retail Limited (the immediate parent company).

Sports Direct International plc is the largest and smallest company to consolidate these accounts. Sports Direct International plc is a company registered in England and Wales. A copy of the group accounts can be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.

8 Related party relationships and transactions

The company has taken advantage of the exemptions contained within Financial Reporting Standard No 8 not to disclose transactions with companies within the group on the grounds that it is a parent undertaking whose financial statements are presented with the consolidated financial statements of its group.