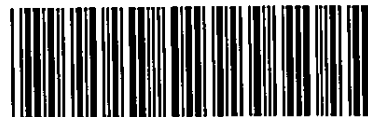


Company Registration No 4983573 (England and Wales)

SMITH AND BROOKS HOLDINGS LIMITED
DIRECTORS' REPORT AND UNAUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2013

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COMPANIES HOUSE

SMITH AND BROOKS HOLDINGS LIMITED

COMPANY INFORMATION

Directors

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

Secretary

C Olsen

Company number

4983573

Registered office

Unit A
Brook Park East
Shirebrook
NG20 8RY

SMITH AND BROOKS HOLDINGS LIMITED

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SMITH AND BROOKS HOLDINGS LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 30 APRIL 2013

The directors present their report and financial statements for the year ended 30 April 2013. The company is dormant and has not traded during the year.

Directors

The following directors have held office since 1 May 2012:

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

On behalf of the board



R F Mellors

Director

30.12.13

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 30 APRIL 2013

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 2013

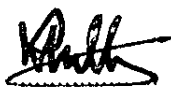
	Notes	2013 £	2012 £
Fixed assets			
Investments	2	2,890,197	2,890,197
Current assets			
Debtors	3	617,393	617,393
Creditors amounts falling due within one year	4	(3,317,625)	(3,317,625)
Net current liabilities		(2,700,232)	(2,700,232)
Total assets less current liabilities		<u>189,965</u>	<u>189,965</u>
Capital and reserves			
Called up share capital	5	1,000	1,000
Profit and loss account	6	188,965	188,965
Shareholders' funds		<u>189,965</u>	<u>189,965</u>

Audit exemption statement

For the financial year ended 30 April 2013 the company was entitled to exemption from audit under section 480 Companies Act 2006 relating to dormant companies

- 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 30.12.13



R F Mellors
Director

Company Registration No. 4983573

SMITH AND BROOKS HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 APRIL 2013

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 2013

2 Fixed asset investments

	Shares in group undertakings and participating interests £
Cost	
At 1 May 2012 & at 30 April 2013	2,890,197
Net book value	
At 30 April 2013	2,890,197
At 30 April 2012	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 2013 £	Profit/(loss) for the year 2013 £
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 2013

3	Debtors	2013 £	2012 £
	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	2013 £	2012 £
	Amounts owed to group undertakings	<u>3,317,625</u>	<u>3,317,625</u>
5	Share capital	2013 £	2012 £
	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 2012	<u>188,965</u>
	Balance at 30 April 2013	<u>188,965</u>

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 indirectly holds 100% of the shares in Brands Holdings Limited, the immediate parent company

SMITH AND BROOKS HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 APRIL 2013

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