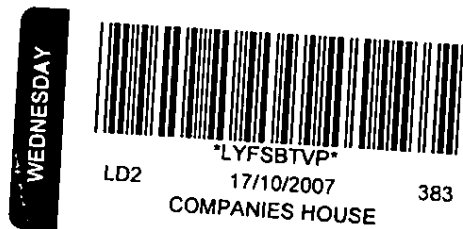


Company Registration No 05416558 (England and Wales)

**WILTON INTERNATIONAL MARKETING LIMITED**

**DIRECTORS' REPORT  
AND FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 DECEMBER 2006**



# WILTON INTERNATIONAL MARKETING LIMITED

## COMPANY INFORMATION

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<b>Directors</b>	P Foulger A Reynolds D Keen
<b>Secretary</b>	P Foulger
<b>Company number</b>	05416558
<b>Registered office</b>	14 Kinnerton Place South London SW1X 8EH
<b>Auditors</b>	Gerald Edelman 25 Harley Street London W1G 9BR

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# WILTON INTERNATIONAL MARKETING LIMITED

## CONTENTS

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	Page
Directors' report	1 - 2
Independent auditors' report	3 - 4
Profit and loss account	5
Balance sheet	6
Notes to the financial statements	7 - 11

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# **WILTON INTERNATIONAL MARKETING LIMITED**

## **DIRECTORS' REPORT**

### **FOR THE YEAR ENDED 31 DECEMBER 2006**

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The directors present their report and financial statements for the year to 31 December 2006

#### **Principal activities**

The principal activity of the company is that of sports marketing

#### **Going concern**

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the financial statements

The disclosures required by Financial Reporting Standard No 18 in relation to the Directors' going concern assessment are set out in Note 1 to the financial statements

#### **Directors**

The following directors have held office since 1 January 2006

P Foulger  
A Reynolds  
D Keen

#### **Auditors**

In accordance with section 385 of the Companies Act 1985, a resolution proposing that Gerald Edelman be reappointed as auditors of the company will be put to the Annual General Meeting

#### **Directors' responsibilities**

The directors are responsible for preparing the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice

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 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,
- 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 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

#### **Statement of disclosure to auditor**

So far as the directors are aware there is no relevant audit information of which the company's auditors are unaware. The directors have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information

# WILTON INTERNATIONAL MARKETING LIMITED

## DIRECTORS' REPORT (CONTINUED)

***FOR THE YEAR ENDED 31 DECEMBER 2006***

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This report has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies

On behalf of the board



P Foulger

**Director**

19 September 2007

# **WILTON INTERNATIONAL MARKETING LIMITED**

## **INDEPENDENT AUDITORS' REPORT**

### **TO THE SHAREHOLDERS OF WILTON INTERNATIONAL MARKETING LIMITED**

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We have audited the financial statements of Wilton International Marketing Limited for the year ended 31 December 2006 set out on pages 5 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 the directors and auditors**

As described in the Statement of Directors' Responsibilities on page 2, the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Our responsibility is to audit the financial statements in accordance with relevant 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, and whether in our opinion the information given in the directors' report is consistent with the financial statements. We also 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 directors' report and consider the implications for our report if we become aware of any apparent misstatements within it.

#### **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.

# **WILTON INTERNATIONAL MARKETING LIMITED**

## **INDEPENDENT AUDITORS' REPORT (CONTINUED)**

### **TO THE SHAREHOLDERS OF WILTON INTERNATIONAL MARKETING LIMITED**

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#### **Opinion**

In our opinion

- the financial statements give a true and fair view in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2006 and of its loss for the year then ended and 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



**Gerald Edelman**

19 September 2007

Chartered Accountants  
**Registered Auditor**

25 Harley Street  
London  
W1G 9BR

# WILTON INTERNATIONAL MARKETING LIMITED

## PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 DECEMBER 2006

		Year ended 31 December 2006 £	Period ended 31 December 2005 £
	Notes		
Turnover		28,982	24,868
Cost of sales		(4,020)	(8,202)
<b>Gross profit</b>		24,962	16,666
Administrative expenses		(324,514)	(199,771)
<b>Operating loss</b>	<b>2</b>	(299,552)	(183,105)
Exceptional write back of inter company balances		250,876	-
<b>Loss on ordinary activities before interest</b>		(48,676)	(183,105)
Amounts written off investments	<b>3</b>	(32,360)	-
Interest payable and similar charges		(5,618)	(18)
<b>Loss on ordinary activities before taxation</b>		(86,654)	(183,123)
Tax on loss on ordinary activities	<b>4</b>	-	-
<b>Loss for the year</b>	<b>9</b>	(86,654)	(183,123)

The profit and loss account has been prepared on the basis that all operations are continuing operations

There are no recognised gains and losses other than those passing through the profit and loss account

# WILTON INTERNATIONAL MARKETING LIMITED


## BALANCE SHEET

AS AT 31 DECEMBER 2006

	Notes	2006 £	£	2005 £	£
<b>Fixed assets</b>					
Investments	5		-		32,360
<b>Current assets</b>					
Debtors	6	12,837		47,307	
		<u>12,837</u>		<u>47,307</u>	
<b>Creditors amounts falling due within one year</b>	7	<u>(282,612)</u>		<u>(262,788)</u>	
<b>Net current liabilities</b>			<u>(269,775)</u>		<u>(215,481)</u>
<b>Total assets less current liabilities</b>			<u><u>(269,775)</u></u>		<u><u>(183,121)</u></u>
<b>Capital and reserves</b>					
Called up share capital	8		2		2
Profit and loss account	9		<u>(269,777)</u>		<u>(183,123)</u>
<b>Shareholders' funds</b>	10		<u><u>(269,775)</u></u>		<u><u>(183,121)</u></u>

These financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies

Approved by the Board and authorised for issue on 19 September 2007



P Foulger  
Director

# WILTON INTERNATIONAL MARKETING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2006

### 1 Accounting policies

#### 1.1 Accounting convention

The financial statements are prepared under the historical cost convention

The financial statements have been prepared on the assumption that the company is a going concern. The financial statements of the company for the year ended 31 December 2006 show a loss of £86,654 and net liabilities of £269,775. In the opinion of the directors the financial statements have been properly prepared on the going concern basis which assumes continued financial support from its ultimate parent company.

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.

#### 1.2 Compliance with accounting standards

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which have been applied consistently (except as otherwise stated).

#### 1.3 Turnover

Turnover represents amounts receivable for goods and services net of VAT and trade discounts.

#### 1.4 Investments

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

#### 1.5 Deferred taxation

Deferred taxation is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. Recognition of a deferred tax asset is limited to the extent that the company anticipates making sufficient taxable profits in the future to absorb the reversal of the underlying timing difference. The deferred tax balance has not been discounted.

#### 1.6 Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to profit and loss account.

#### 1.7 Group accounts

The financial statements present information about the company as an individual undertaking and not about its group. The company and its subsidiary undertaking comprise a small-sized group. The company has therefore taken advantage of the exemptions provided by section 248 of the Companies Act 1985 not to prepare group accounts.

#### 1.8 Comparatives

Comparatives figures are in respect of period from incorporation 7 April 2005 to 31 December 2005.

2 Operating loss	2006	2005
	£	£
Operating loss is stated after charging		
Loss on foreign exchange transactions	-	726
Auditors' remuneration	8,295	7,500

# WILTON INTERNATIONAL MARKETING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2006

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3	Amounts written off investments	2006 £	2005 £
	Amounts written off fixed asset investments		
	- permanent diminution in value	32,360	-

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### 4 Taxation

There is no provision for UK Corporation tax due to tax losses incurred during the year ended 31 December 2006, subject to agreement with HM Revenue & Customs. Accumulated tax losses have not been recognised as a deferred tax asset.

# WILTON INTERNATIONAL MARKETING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2006

### 5 Fixed asset investments

	Shares in group undertakings and participating interests £
<b>Cost</b>	
At 1 January 2006 & at 31 December 2006	32,360
<b>Provisions for diminution in value</b>	
At 1 January 2006	-
Charge for the year	32,360
At 31 December 2006	32,360
<b>Net book value</b>	
At 31 December 2006	-
At 31 December 2005	32,360

### 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 %
<b>Subsidiary undertakings</b>			
S P Middle East WLL	Bahrain	Ordinary	51.00

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 2006 £	Profit for the year 2006 £
	<b>Principal activity</b>		
S P Middle East WLL	Sports event management	(549,660)	(391,030)

On 8 June 2007 the company disposed of its 51% shareholding in SP Middle East WLL for a consideration of £1

# WILTON INTERNATIONAL MARKETING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2006

6 Debtors	2006 £	2005 £
Trade debtors	11,512	5,875
Amounts owed by group undertakings	-	38,001
Other debtors	1,325	3,431
	<u>12,837</u>	<u>47,307</u>

7 Creditors amounts falling due within one year	2006 £	2005 £
Bank loans and overdrafts	103,104	45,250
Trade creditors	44,419	27,746
Amounts owed to group undertakings	-	116,184
Taxation and social security	91,657	66,108
Other creditors	43,432	7,500
	<u>282,612</u>	<u>262,788</u>

The bank loans and overdrafts have been secured over the fixed and floating assets of the company. In addition the directors, D Keen, A Reynolds and P Foulger have provided personal guarantees limited to £50,000, £25,000 and £25,000 respectively over the bank borrowings.

8 Share capital	2006 £	2005 £
<b>Authorised</b>		
1,000 Ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>
<b>Allotted, called up and fully paid</b>		
2 Ordinary shares of £1 each	<u>2</u>	<u>2</u>

9 Statement of movements on profit and loss account	Profit and loss account £
Balance at 1 January 2006	(183,123)
Loss for the period	<u>(86,654)</u>
Balance at 31 December 2006	<u>(269,777)</u>

# WILTON INTERNATIONAL MARKETING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2006

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10 Reconciliation of movements in shareholders' funds	2006 £	2005 £
Loss for the financial year	(86,654)	(183,123)
Proceeds from issue of shares	-	2
	<hr/>	<hr/>
Net depletion in shareholders' funds	(86,654)	(183,121)
Opening shareholders' funds	(183,121)	-
	<hr/>	<hr/>
Closing shareholders' funds	<u>(269,775)</u>	<u>(183,121)</u>

### 11 Control

The ultimate parent company is Wilton International Management Group Limited, a company registered in England and Wales

### 12 Related party transactions

During the year Alan Bailey Studios Limited, a company in which A Reynolds and P Foulger are directors, charged the company £15,099 (2005 - £5,075) for the use of office services. At the year end the balance owed to Alan Bailey Studios Limited was £21,599 (2005 - £5,963)

At the year end the balance owed by subsidiary undertaking, SP Middle East WLL amounting to £331,929 was written off to profit and loss account. The balance owed by the subsidiary undertaking at 2005 year end was £38,001

At the year end the balance owed to parent undertaking, Wilton International Management Group Limited amounting to £582,805 was written back to profit and loss account. The balance owed to the parent company at 2005 year end was £116,184