

Company Registration No. 05528591 (England and Wales)

**BGPH LIMITED**

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**

**FOR THE PERIOD ENDED 31 MAY 2006**



***Saffery Champness***

CHARTERED ACCOUNTANTS

## **BGPH LIMITED**

### **COMPANY INFORMATION**

---

<b>Directors</b>	B A P Hewetson	(Appointed 10 October 2005)
	L J Stone	(Appointed 10 October 2005)
<b>Secretary</b>	J E C Davis	
<b>Company number</b>	05528591	
<b>Registered office</b>	Brookfield House Green Lane Ivinghoe Leighton Buzzard LU7 9ES	
<b>Auditors</b>	Saffery Champness Lion House Red Lion Street London WC1R 4GB	
<b>Solicitors</b>	Edwin Coe 2 Stone Buildings Lincoln's Inn London WC2A 3TH	

---

# BGPH LIMITED

## CONTENTS

---

	<b>Page</b>
Directors' report	1 - 2
Independent auditors' report	3 - 4
Profit and loss account	5
Balance sheet	6
Notes to the financial statements	7 - 13

---

# **BGPH LIMITED**

## **DIRECTORS' REPORT FOR THE PERIOD ENDED 31 MAY 2006**

---

The directors present their report and financial statements for the period ended 31 May 2006.

### **Principal activities and review of the business**

The company was incorporated on 5 August 2005. The principal activity of the company was that of holding investments in subsidiary companies.

### **Results and dividends**

The results for the period are set out on page 5.

### **Directors**

The following directors have held office since 5 August 2005:

B A P Hewetson	(Appointed 10 October 2005)
L J Stone	(Appointed 10 October 2005)
Loviting Limited	(Appointed 5 August 2005 and resigned 10 October 2005)
Serjeants' Inn Nominees Limited	(Appointed 5 August 2005 and resigned 10 October 2005)
D J Bleeker	(Appointed 17 October 2005 and resigned 28 November 2005)

### **Directors' interests**

None of the directors had any beneficial interest in the share capital of the company at 5 August 2005 or 31 May 2006.

Any interests the directors have in the share capital of the ultimate holding company are disclosed in the accounts of that company.

### **Auditors**

Saffery Champness were appointed auditors to the company and in accordance with section 385 of the Companies Act 1985, a resolution proposing that they be re-appointed will be put to the Annual General Meeting.

## **BGPH LIMITED**

### **DIRECTORS' REPORT (continued) FOR THE PERIOD ENDED 31 MAY 2006**

---

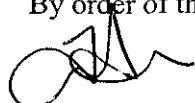
#### **Directors' responsibilities**

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 to 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.

By order of the board



J E C Davis

**Secretary**

24 August 2006

## **BGPH LIMITED**

### **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BGPH LIMITED**

---

We have audited the financial statements on pages 5 to 13. These financial statements have been prepared in accordance with the accounting policies set out therein.

#### **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).

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.

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. 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 transactions with the company is not disclosed.

#### **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.

**BGPH LIMITED**

**INDEPENDENT AUDITORS' REPORT (continued)  
TO THE MEMBERS OF BGPH LIMITED**

---

**Opinion**

In our opinion:

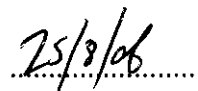
the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 May 2006 and of its loss for the period then ended; and

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.

  
Saffery Champness

Chartered Accountants  
Registered Auditors

  
.....

Lion House  
Red Lion Street  
London  
WC1R 4GB

**BGPH LIMITED****PROFIT AND LOSS ACCOUNT  
FOR THE PERIOD ENDED 31 MAY 2006**

---

	Notes	Period ended 31 May 2006 £'000
Administrative expenses		(1,498)
<b>Operating loss</b>		<u>(1,498)</u>
Other interest receivable and similar income		1,711
Interest payable and similar charges	2	<u>(3,180)</u>
<b>Loss on ordinary activities before taxation</b>		(2,967)
Tax on loss on ordinary activities	3	<u>-</u>
<b>Loss on ordinary activities after taxation</b>	9	<u><u>(2,967)</u></u>

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.

The notes on pages 7 to 13 form part of these financial statements.



**BGPH LIMITED****BALANCE SHEET  
AS AT 31 MAY 2006**

	Notes	2006 £'000	£'000
<b>Fixed assets</b>			
Investments	4		41,928
<b>Current assets</b>			
Debtors	5	51,377	
Cash at bank and in hand		56	
		<u>51,433</u>	
<b>Creditors: amounts falling due within one year</b>	6	<u>(23,350)</u>	
<b>Net current assets</b>			<u>28,083</u>
<b>Total assets less current liabilities</b>			<u>70,011</u>
<b>Creditors: amounts falling due after more than one year</b>	7		<u>(54,344)</u>
			<u>15,667</u>
<b>Capital and reserves</b>			
Called up share capital	8		18,281
Share premium account	9		353
Profit and loss account	9		<u>(2,967)</u>
<b>Shareholders' funds - equity interests</b>	10		<u>15,667</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.

The notes on pages 7 to 13 form part of these financial statements.

The financial statements were approved by the board on 24 August 2006

B A P Hewetson  
Director



L J Stone  
Director



## BGPH LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MAY 2006

---

#### 1 Accounting policies

##### 1.1 Accounting convention

The financial statements are prepared under the historical cost convention.

##### 1.2 Compliance with accounting standards

The financial statements are prepared in accordance with applicable accounting standards.

##### 1.3 Investments

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

##### 1.4 Deferred taxation

Deferred taxation is provided at appropriate rates on all timing differences using the liability method only to the extent that, in the opinion of the directors, there is a reasonable probability that a liability or asset will crystallise in the foreseeable future.

##### 1.5 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 228 of the Companies Act 1985 as it is a subsidiary undertaking of BGPH Group Limited, a company incorporated in England and Wales, and is included in the consolidated accounts of that company.

##### 1.6 Financial instruments

The company has adopted the requirements of FRS 25 Financial Instruments: Disclosure and Presentation. Equity instruments which result in a financial obligation have been classified as debt in these financial statements and dividends payable on such equity instruments are included as interest costs.

<b>2 Interest payable</b>	<b>2006</b>
	<b>£'000</b>
On amounts payable to group companies	889
On loans repayable after five years	2,291
	<hr/>
	3,180
	<hr/>

**BGPH LIMITED****NOTES TO THE FINANCIAL STATEMENTS (continued)  
FOR THE PERIOD ENDED 31 MAY 2006**

---

<b>3</b>	<b>Taxation</b>	<b>2006</b>
		<b>£'000</b>
	<b>Current tax charge</b>	-
		<hr/>
	<b>Factors affecting the tax charge for the period</b>	
	Loss on ordinary activities before taxation	(2,967)
		<hr/>
	Loss on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 30.00%	(890)
	Effects of:	
	Tax losses surrendered to group companies	890
		<hr/>
	<b>Current tax charge</b>	-
		<hr/>

**BGPH LIMITED****NOTES TO THE FINANCIAL STATEMENTS (continued)  
FOR THE PERIOD ENDED 31 MAY 2006****4 Fixed asset investments**

	Shares in group undertakings and participating interests £'000
<b>Cost</b>	
At 5 August 2005	-
Additions	41,928
	<hr/>
At 31 May 2006	41,928
	<hr/>

**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	Shares held Class	%
<b>Subsidiary undertakings</b>			
Sporting Index Group Limited	England and Wales	Ords and prefs.	100

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 £'000	Profit for the year 2006 £'000
Sporting Index Group Limited	1,436	(18)
	<hr/>	<hr/>

**5 Debtors**

	2006 £'000
Amounts owed by group undertakings	51,377
	<hr/>

**BGPH LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS (continued)  
FOR THE PERIOD ENDED 31 MAY 2006**

---

<b>6</b>	<b>Creditors: amounts falling due within one year</b>	<b>2006</b>
		<b>£'000</b>
	Bank loans and overdrafts	2,500
	Amounts owed to group undertakings	20,835
	Other creditors	15
		<hr/>
		23,350
		<hr/>

**BGPH LIMITED****NOTES TO THE FINANCIAL STATEMENTS (continued)  
FOR THE PERIOD ENDED 31 MAY 2006**

<b>7 Creditors: amounts falling due after more than one year</b>	<b>2006 £'000</b>
Bank loans	43,206
Other loans	9,000
Accruals and deferred income	308
12.6% cumulative redeemable preference shares	1,830
	<u>54,344</u>
<b>Analysis of loans</b>	
Not wholly repayable within five years other than by instalments:	
Bank loans	47,000
Other loans	9,000
Accruals and deferred income	308
12.6% cumulative redeemable preference shares	1,830
Issue costs	(1,294)
	<u>56,844</u>
Included in current liabilities	(2,500)
	<u>54,344</u>
<b>Loan maturity analysis</b>	
In more than one year but not more than two years	1,750
In more than two years but not more than five years	9,000
In more than five years	<u>42,750</u>

The bank loans are secured by way of a debenture over the assets of the company and other group companies.

The bank loans bear interest at rates varying from LIBOR plus 2.5% to LIBOR plus 10.5%. The bank loan facilities are due for repayment in installments by 30 November 2015. The other loans bear interest at 18%.

On 22 November 2005 the company issued 1,830,391 12.6% redeemable cumulative preference shares of £1 each. These have been classified as a financial liability in accordance with FRS 25 Financial Instruments: Disclosure and Presentation.

**BGPH LIMITED****NOTES TO THE FINANCIAL STATEMENTS (continued)  
FOR THE PERIOD ENDED 31 MAY 2006**

<b>8 Share capital</b>	<b>2006 £'000</b>
<b>Authorised</b>	
36,562,508 Ordinary shares of 50p each	<u>18,281</u>
<b>Allotted, called up and fully paid</b>	
36,562,507 Ordinary shares of 50p each	<u>18,281</u>

On 5 August 2005 one ordinary share of £1 each was issued at par. This class of share capital was subsequently sub-divided into two ordinary shares of £0.50 each and the authorised share capital of the company in respect of ordinary shares was increased from £100 to £18,281,254.

On 22 November 2005 36,326,880 ordinary shares of £0.50 each were issued at par. On 22 November 2005 a further 235,625 ordinary shares of £0.50 each were issued at £2 per share. The premium on issue of £353,437 has been taken to the share premium account.

**9 Statement of movements on reserves**

	<b>Share premium account £'000</b>	<b>Profit and loss account £'000</b>
Retained loss for the period	-	(2,967)
Premium on shares issued during the period	353	-
	<u>353</u>	<u>(2,967)</u>
Balance at 31 May 2006	<u>353</u>	<u>(2,967)</u>

**10 Reconciliation of movements in shareholders' funds**

	<b>2006 £'000</b>
Loss for the financial period	(2,967)
Proceeds from issue of shares	<u>18,634</u>
Net addition to shareholders' funds	15,667
Opening shareholders' funds	<u>-</u>
Closing shareholders' funds	<u>15,667</u>

## **BGPH LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE PERIOD ENDED 31 MAY 2006**

---

#### **11 Control**

The immediate parent company is BGPH Group Limited, a company registered in England and Wales, and the ultimate parent company is BGPH Holdings Limited, a company registered in England and Wales.

BGPH Holdings Limited prepares group financial statements and copies can be obtained from Gateway House, Milverton Street, London SE11 4AP.

#### **12 Related party transactions**

The company has taken advantage of the exemption in Financial Reporting Standard Number 8 from the requirement to disclose transactions with group companies on the grounds that consolidated financial statements are prepared by the ultimate parent company.