

Aspers Management Services Limited

(Registered Number: 5808398)

Directors' Report and Financial Statements

For the Year ended 30 June 2013



Aspers Management Services Limited

Directors' Report for the year ended 30 June 2013

The directors have pleasure in submitting their report and the audited financial statements of the company for the year ended 30 June 2013

Principal activity and review of the business

The principal activities of the company are to provide central support services to operating subsidiaries and to explore development opportunities for new casinos

Results and dividends

The results for the year show a post-tax loss of £768,000 (2012 £472,000), which has been transferred to reserves. The directors do not propose the payment of a dividend (2012 £nil)

Future developments

The company plans to continue its existing activities in the forthcoming year

Principal risks and uncertainties

From the perspective of the company, the principal risks and uncertainties are integrated with the principal risks of Aspers UK Holdings Limited and subsidiaries ("the group") and are not managed separately. Accordingly, the principal risks and uncertainties of the group, which include those of the company, are discussed in the Directors' Report of the group's annual report, which does not form part of this report.

Going concern

The company's business activities, together with the factors likely to affect its future development and position, are set out above.

As at 30 June 2013 and the date of approval of the financial statements, the company had net liabilities. The financial statements have been prepared on a going concern basis as the parent undertaking has indicated its intention to provide sufficient financial support to the company to enable it to meet its liabilities as they fall due for a period of at least 12 months from the date of these financial statements.

Having carefully considered the company's and group's current financial resources and cash flow forecasts, the directors are confident that they demonstrate that the company can meet its liabilities as they fall due.

Further details of the directors' going concern assessment are set out in note 1 to the financial statements.

Directors

The directors who served during the period and to the date of signing the financial statements were

J D A Aspinall
M P B Kennedy

Charitable donations

During the period the company made no charitable donations (2012 £17,000)

Aspers Management Services Limited

Directors' Report for the year ended 30 June 2013 (continued)

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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they 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 these 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,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- 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 adequate accounting records that are sufficient to show and explain the company's transactions and 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 2006. 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.

Provision of information to auditors

So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Auditors

Ernst & Young LLP have indicated their willingness to continue in office as auditors and a resolution concerning their appointment will be proposed at the Annual General Meeting.

By Order of the Board



M P B Kennedy
Company Secretary

18 March 2014

Independent auditor's report to the members of Aspers Management Services Limited

We have audited the financial statements of Aspers Management Services Limited for the year ended 30 June 2013 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 15. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom General Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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 auditor

As explained more fully in the Statement of directors' responsibilities set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Directors' Report and Financial Statements to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 30 June 2013 and of its loss for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent auditor's report to the members of Aspers Management Services Limited (continued)

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

Ernst & Young L.L.P.

Cameron Cartmell (Senior statutory auditor)

For and on behalf of Ernst & Young LLP, Statutory auditor

London

Date

25th March 2014

Aspers Management Services Limited

Profit and Loss Account for the year ended 30 June 2013

	<i>Note</i>	2013	2012
		£000	£000
Turnover	1(b)	4,566	3,193
Staff costs			
- Wages and salaries		(1,953)	(1,807)
- Social security costs		(253)	(248)
- Pension costs		(136)	(101)
		(2,342)	(2,156)
Depreciation and other amounts written off tangible fixed assets		(32)	(28)
Provision against amounts due from group undertaking		(871)	(365)
Other operating charges		(1,911)	(1,500)
Loss on ordinary activities before taxation	3	(590)	(856)
Tax (charge)/credit on loss on ordinary activities	5	(136)	384
Loss on ordinary activities after taxation and for the financial year	10	(726)	(472)

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

All results relate to continuing operations

Aspers Management Services Limited

Balance Sheet as at 30 June 2013

	<i>Note</i>	2013 £000	2012 £000
Fixed assets			
Tangible fixed assets	6	46	58
Current assets			
Debtors	7	2,831	3,152
Cash at bank and in hand		65	1,789
		2,896	4,941
Creditors amounts falling due within one year	8	(8,116)	(9,447)
Net current liabilities		(5,220)	(4,506)
Total assets less current liabilities		(5,174)	(4,448)
Capital and reserves			
Called up share capital	9	-	-
Profit and loss account	10	(5,174)	(4,448)
Equity shareholders' deficit	10	(5,174)	(4,448)

The financial statements on pages 5 to 12 were approved by the Board on 18 March 2014 and signed on its behalf by



M P B Kennedy - Director

Aspers Management Services Limited

Notes to the Financial Statements for the year ended 30 June 2013

1 Accounting policies

The following are the principal accounting policies adopted by the company

a) Basis of preparation

The financial statements are prepared under the historical cost convention and in accordance with applicable UK accounting standards and Companies Act 2006

Going concern

The company's business activities, together with the factors likely to affect its future development, performance and position are set out in the Directors' report. The financial position of the company and borrowing facilities are described in these financial statements

As at 30 June 2013 and the date of approval of the financial statements, the company had net liabilities. The financial statements have been prepared on a going concern basis as the parent undertaking has indicated its intention to provide sufficient financial support to the company to enable it to meet its liabilities as they fall due for a period of at least 12 months from the date of these financial statements

In addition, the ultimate parent undertaking has indicated that it is not its intention to seek repayment of its loans to group companies for a period of at least 12 months from the date of these financial statements

Having carefully considered the company's and group's current financial resources and cash flow forecasts, the directors are confident that they demonstrate that the company can meet its liabilities as they fall due. On this basis the directors believe that it is appropriate to prepare the financial statements on a going concern basis

b) Turnover

Turnover represents management and consultancy fees for services provided to group companies and third parties, and royalty fees receivable from group companies in respect of intellectual property licensed to the company

c) Tangible fixed assets

Tangible fixed assets are included at cost less accumulated depreciation. Depreciation is provided on all tangible fixed assets at rates calculated to write off the cost of each asset evenly over its expected useful economic life. The rates applied are as follows

Furniture, equipment and plant and machinery	3 to 5 years
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The carrying values of tangible fixed assets are reviewed for impairment in accordance with FRS 11, when events or changes in circumstances indicate the carrying value may not be recoverable

Aspers Management Services Limited

Notes to the Financial Statements for the year ended 30 June 2013 (Continued)

1 Accounting policies (Continued)

d) Foreign currency translation

Transactions denominated in foreign currencies are translated into sterling at the rate applicable on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the year end rate. Any profits or losses arising on exchange are dealt with in the profit and loss account.

e) Pension contributions

Pension contributions payable by the company under its defined contribution schemes are charged to the profit and loss account in the period in which they fall due for payment.

f) Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. A net deferred tax asset is recognised as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted. Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on an undiscounted basis.

g) Leased assets

Rentals under operating leases are charged to the profit and loss account on a straight line basis over the term of the lease.

2 Staff numbers

The average monthly number of employees, including directors, during the year was 21 (2012: 17).

3 Operating loss

	2013 £000	2012 £000
The operating loss is stated after charging		
Depreciation of tangible fixed assets	32	28
Auditor's remuneration		
- audit of the financial statements	4	5
- other fees to auditors: taxation services	85	124
Operating lease rentals		
- land and buildings	74	74

Aspers Management Services Limited

Notes to the Financial Statements for the year ended 30 June 2013 (Continued)

4 Directors' emoluments

The directors of the company are also directors of Aspers UK Holdings Limited and other group companies. The directors received total remuneration for the year of £550,000 (2012 £539,000), all of which was paid by Aspers UK Holdings Limited. The directors do not believe that it is practicable to apportion this amount between their services as directors of the company and their services as directors of Aspers UK Holdings Limited and other group companies.

5 Taxation on loss on ordinary activities

	2013 £000	2012 £000
Current taxation		
UK corporation tax on loss for the year at 23.75% (2012 25.5%)	-	-
Deferred taxation		
- losses (utilised)/carried forward	(76)	375
- origination and reversal of timing differences	7	33
- change of rate	(16)	(24)
- adjustment relating to prior years	(51)	-
Tax on loss on ordinary activities	(136)	384

The tax assessed on the loss on ordinary activities for the year differs from the standard rate of corporation tax in the UK of 23.75% (2012 25.5%). The differences are reconciled below.

Tax reconciliation	2013 £000	2012 £000
Loss on ordinary activities before taxation	(590)	(856)
Loss before taxation multiplied by standard rate of Corporation Tax at 23.75% (2012 25.5%)	(140)	(218)
Excess of depreciation over capital allowances	8	7
Expenses not allowed for taxation	211	98
Losses (utilised)/carried forward	(79)	113
Total current taxation charge	-	-

Changes to the UK Corporation tax system were announced in the 2012 Budget and Autumn Statements and the 2013 Budget. These reduced the UK corporation tax rate from 24% to 23% from 1 April 2013 and proposed further reductions to the rate to 21% from 1 April 2014 and to 20% from 1 April 2015. However, as the reductions to 21% and 20% were substantively enacted after the balance sheet date, on 3 July 2013, deferred tax has been measured at the substantively enacted rate of 23%. These future rate changes will affect the amount of future cash tax payments to be made by the Company and will also reduce the size of the Company's balance sheet deferred tax asset in the future.

Aspers Management Services Limited

Notes to the Financial Statements for the year ended 30 June 2013 (Continued)

6 Tangible fixed assets

	Furniture, equipment, plant & machinery £000
Cost	
At 1 July 2012	209
Additions	20
At 30 June 2013	229
Accumulated depreciation	
At 1 July 2012	151
Charge for the year	32
At 30 June 2013	183
Net book value	
At 30 June 2013	46
At 30 June 2012	58

7 Debtors

	2013 £000	2012 £000
Trade debtors	11	-
Amounts due from group undertakings	2,348	2,653
Other debtors	130	55
VAT recoverable	31	-
Deferred tax	248	384
Prepayments and accrued income	63	60
	2,831	3,152

8 Creditors: amounts falling due within one year

	2013 £000	2012 £000
Trade creditors	93	142
Other creditors	18	63
Other taxes and social security	92	124
Amounts due to group undertakings	7,568	8,735
Accruals	345	383
	8,116	9,447

Aspers Management Services Limited

Notes to the Financial Statements for the year ended 30 June 2013 (Continued)

9 Share capital

	2013 £'000	2012 £'000
Authorised equity share capital 1,000 £1 ordinary shares	1	1
Allotted, called up and fully paid equity share capital 1 £1 ordinary share	-	-

10 Reconciliation of shareholders' deficit and movements in reserves

	Share capital £'000	Profit and loss account £'000	Total £'000
At 1 July 2011	-	(3,976)	(3,976)
Loss for the year	-	(472)	(472)
At 30 June 2012	-	(4,448)	(4,448)
Loss for the year	-	(726)	(726)
At 30 June 2013	-	(5,174)	(5,174)

11 Capital and financial commitments

At 30 June the company had annual commitments under non-cancellable operating leases expiring as follows

	2013 £000	2012 £000
On leases expiring in less than 5 years		
- Land & buildings	70	70

Aspers Management Services Limited

Notes to the Financial Statements for the year ended 30 June 2013 (Continued)

12 Cash flow statement

The company has taken advantage of the provisions in FRS 1, which exempt subsidiary undertakings, 90% or more of whose voting rights are controlled within the group, from preparing a cash flow statement. The company's parent company, Aspers UK Holdings Limited, has included the required consolidated cash flow statement within its consolidated financial statements.

13 Related party transactions

The company has taken advantage of the provisions in FRS 8, which exempt subsidiary undertakings, 100% of whose voting rights are controlled within the group, from disclosing transactions with other entities within the group.

During the year the company entered into transactions, in the ordinary course of business, with Aspers (Northampton) Limited, a fellow group company that is 50.0001% owned by the group. The company sold goods and services for £212,000 (2012: £356,000) during the year to Aspers (Northampton) Limited, and but at year end owed £130,000 (2012: £200,000) by Aspers (Northampton) Limited.

During the year, the company also sold consultancy services to Aspinall's Club Limited, which owned by one of the ultimate parent company's shareholders, Crown Limited. These are on commercial terms. The amount charged during the period was £136,000 (2012: £127,000) and £nil (2012: £nil) was outstanding at the end of the period.

During the prior year the company entered into a lease of office space with AC Overseas Limited, a company owned by JDA Aspinall. The lease is on commercial terms and continued in the year. During the year the company made rental and service charge payments to AC Overseas Limited totalling £81,000 (2012: £88,000), and £nil was outstanding at the year end (2012: £nil).

There were no other related party transactions.

15 Immediate and ultimate parent undertaking

The immediate parent undertaking of the company is Aspers Group Limited, a company registered in England and Wales, and the ultimate parent undertaking is Aspers Holdings (Jersey) Limited ("AHJL"), a company registered in Jersey. The shareholding of AHJL is such that there is no controlling party of AHJL.

The largest and smallest group preparing consolidated financial statements which include the company is Aspers UK Holdings Limited. Copies of the financial statements of Aspers UK Holdings Limited can be obtained from the registered office of that company at 1 Hans Street, London, SW1X 0JD.