

**STARCITE LIMITED**  
**FINANCIAL STATEMENTS**  
**31 DECEMBER 2014**

**FILING COPY**



# **STARCITE LIMITED**

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# STARCITE LIMITED

## COMPANY INFORMATION

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**Directors**

D W Bonnette  
V L Burkett  
R B Rogers

**Company secretary**

Taylor Wessing Secretaries Limited

**Registered number**

05875214

**Registered office**

5 New Street Square  
London  
EC4A 3TW

**Independent auditor**

Blick Rothenberg LLP  
Chartered Accountants & Statutory Auditor  
16 Great Queen Street  
Covent Garden  
London  
WC2B 5AH

# STARCITE LIMITED

## DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2014

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The directors present their report and the financial statements for the year ended 31 December 2014.

### Directors

The directors who served during the year were:

M Skelly (resigned 30 April 2014)  
S E Mendel (resigned 24 January 2014)  
D W Bonnette (appointed 30 April 2014)  
V L Burkett (appointed 30 April 2014)  
R B Rogers (appointed 30 April 2014)

### Disclosure of information to auditor

Each of the persons who are directors at the time when this directors' report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the company's auditor is aware of that information.

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board and signed on its behalf:

D W Bonnette  
Director

Date:

  
1/12/16

# **STARCITE LIMITED**

## **DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2014**

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The directors are responsible for preparing the directors' 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 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 judgments and accounting 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 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.

# **STARCITE LIMITED**

## **INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF STARCITE LIMITED FOR THE YEAR ENDED 31 DECEMBER 2014**

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We have audited the financial statements of Starcite Limited for the year ended 31 December 2014, set out on pages 6 to 13. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (effective April 2008) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

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 auditor's 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 directors' responsibilities statement, 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 to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. 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 31 December 2014 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities; 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.

# **STARCITE LIMITED**

## **INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF STARCITE LIMITED FOR THE YEAR ENDED 31 DECEMBER 2014**

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### **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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and to take advantage of the small companies' exemption from the requirement to prepare a strategic report or in preparing the directors' report.



Andrew Sanford (senior statutory auditor)

for and on behalf of  
**Blick Rothenberg LLP**

Chartered Accountants  
Statutory Auditor

16 Great Queen Street  
Covent Garden  
London  
WC2B 5AH

1 February 2016

# STARCITE LIMITED

## PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2014

	Note	2014 £	2013 £
Turnover	2	2,476,531	985,031
Administrative expenses		(2,283,343)	(912,066)
Operating profit	3	193,188	72,965
Interest receivable and similar income		20	20
Profit on ordinary activities before taxation		193,188	72,985
Tax on profit on ordinary activities	4	(36,875)	(17,086)
Profit for the financial year	11	156,313	55,899

The notes on pages 8 to 13 form part of these financial statements.



**STARCITE LIMITED**

REGISTERED NUMBER: 05875214

**BALANCE SHEET  
AS AT 31 DECEMBER 2014**

	Note	£	2014 £	£	2013 £
<b>Fixed assets</b>					
Tangible assets	5		5,747		
Investments	6		21,738		21,738
			<u>27,485</u>		<u>21,738</u>
<b>Current assets</b>					
Debtors	7	2,983,452		1,975,094	
Cash at bank				86,063	
			<u>2,983,452</u>	<u>2,061,157</u>	
<b>Creditors: amounts falling due within one year</b>	8	(2,935,603)		(2,163,874)	
<b>Net current assets/(liabilities)</b>			<u>47,849</u>		<u>(102,717)</u>
<b>Net assets/(liabilities)</b>			<u>75,334</u>		<u>(80,979)</u>
<b>Capital and reserves</b>					
Called up share capital	10		1		1
Profit and loss account	11		75,333		(80,980)
<b>Shareholder's funds/(deficit)</b>			<u>75,334</u>		<u>(80,979)</u>

The financial statements have been prepared in accordance with the provisions applicable to small companies within Part 15 of the Companies Act 2006 and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008).

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:

**D W Bonnetie**  
Director

Date: *11/1/15*

The notes on pages 8 to 13 form part of these financial statements.

# STARCITE LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

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### 1. Accounting policies

#### 1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008).

The company is the parent undertaking of a small group and as such is not required by the Companies Act 2006 to prepare group accounts. These financial statements therefore present information about the company as an individual undertaking and not about its group.

#### 1.2 Going concern

After making inquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence and meet its liabilities as they fall due for the foreseeable future. The company has also received a letter of financial support from its parent company, the sole customer of the company. Accordingly, the directors continue to adopt the going concern basis in preparing the financial statements.

#### 1.3 Turnover

Turnover comprises revenue recognised by the company in respect of services supplied. It is stated at the fair value of the consideration receivable, net of value added tax.

#### 1.4 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Fixtures & fittings	14% straight line
Computer equipment	33% straight line

#### 1.5 Investments

Investments held as fixed assets are shown at cost less provision for impairment.

#### 1.6 Operating leases

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

#### 1.7 Deferred taxation

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation.

A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse.

Deferred tax assets and liabilities are not discounted.

**STARCITE LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2014**

**1. Accounting policies (continued)**

**1.8 Foreign currencies**

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date.

Transactions in foreign currencies are translated into sterling at the rate ruling on the date of the transaction.

Exchange gains and losses are recognised in the profit and loss account.

**1.9 Pensions**

For defined contribution schemes the amount charged to the profit and loss account in respect of pension costs and other post retirement benefits is the contribution payable in the year. Differences between contributions payable in the year and contributions actually paid are shown as with accruals or prepayments in the balance sheet.

**1.10 Financial instruments**

Financial instruments are classified and accounted for, according to the substance of the contractual agreement, as either financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

**2. Turnover**

100.0% of the company's turnover (2013 - 100.0%) is attributable to geographical markets outside the United Kingdom.

**3. Operating profit**

The operating profit is stated after charging:

	2014 £	2013 £
Depreciation of tangible fixed assets: - owned by the company	138	138
Auditor's remuneration	14,030	6,076
Pension costs	8,725	9,716

During the year, no director received any emoluments (2013 - £NIL).

# STARCITE LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

### 4. Taxation

	2014 £	2013 £
<b>Analysis of tax charge in the year</b>		
<b>Current tax</b>		
UK corporation tax charge on profit for the year	36,875	16,654
Adjustments in respect of prior periods		(285)
<b>Total current tax</b>	<b>36,875</b>	<b>16,369</b>
<b>Deferred tax (see note 9)</b>		
Origination and reversal of timing differences		717
<b>Tax on profit on ordinary activities</b>	<b>36,875</b>	<b>17,086</b>

### Factors affecting tax charge for the year

The UK corporation tax rate was reduced to 21% effective from 1 April 2014 and 20% effective from 1 April 2015 on 2 July 2013.

### 5. Tangible fixed assets

	Other fixed assets £
<b>Cost</b>	
At 1 January 2014	2,632
Additions	5,885
At 31 December 2014	8,517
<b>Depreciation</b>	
At 1 January 2014	2,632
Charge for the year	138 ✓
At 31 December 2014	2,770
<b>Net book value</b>	
At 31 December 2014	5,747
At 31 December 2013	

# STARCITE LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

### 6. Fixed asset investments

	Investments in subsidiary companies £
<b>Cost</b>	
At 1 January 2014 and 31 December 2014	21,738
<b>Net book value</b>	
At 31 December 2014	21,738
At 31 December 2013	21,738

#### Subsidiary undertakings

The following were subsidiary undertakings of the company:

Name	Class of shares	Holding
Starcite GmbH	Ordinary	100%

Name	Business	Registered office
Starcite GmbH	IT consulting	Germany

The aggregate of the share capital and reserves as at 31 December 2014 and of the profit or loss for the year ended on that date for the subsidiary undertakings were as follows:

Name	Aggregate of share capital and reserves €	Profit/(loss) €
Starcite GmbH	357,968	(67,918)

### 7. Debtors

	2014 £	2013 £
Amounts owed by group undertakings	2,958,513	1,963,351
Other debtors	21,389	8,193
Deferred tax asset (see note 9)	3,550	3,550
	2,983,452	1,975,094

# STARCITE LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

### 8. Creditors: Amounts falling due within one year

	2014 £	2013 £
Bank loans and overdrafts	-	4,370
Trade creditors	19,047	918
Amounts owed to group undertakings	2,661,466	2,078,692
Corporation tax	54,619	16,720
Other taxation and social security	6,786	1,945
Other creditors	193,685	61,229
	<u>2,935,603</u>	<u>2,163,874</u>

### 9. Deferred tax asset

	2014 £	2013 £
At beginning of year	3,550	4,267
Charge for the year	-	(717)
At end of year	<u>3,550</u>	<u>3,550</u>

The deferred tax asset is made up as follows:

	2014 £	2013 £
Other timing differences	<u>3,550</u>	<u>3,550</u>

### 10. Share capital

	2014 £	2013 £
Allotted, called up and fully paid		
1 Ordinary share of £1	<u>1</u>	<u>1</u>

### 11. Reserves

	Profit and loss account £
At 1 January 2014	(80,980)
Profit for the financial year	156,313
At 31 December 2014	<u>75,333</u>

# **STARCITE LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014**

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

The company has taken advantage of the exemption from disclosing transactions with entities which are a wholly owned part of the group.

### **13. Ultimate parent undertaking and controlling party**

The immediate parent undertaking is Starcite Inc., a company incorporated in the United States of America. Group accounts are not prepared.

The ultimate parent company is Athlaction TopCo, LLC. Group financial statements are not available to the public.