

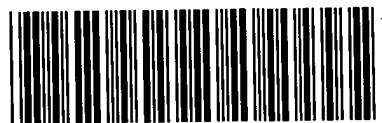
**AEG Themestar (UK) Limited**

**Directors' report and financial  
statements**

**Registered number 06604408**

**For the Year Ended 31 December 2013**

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## Directors' report

The directors present the Directors' report and the audited financial statements of AEG Themestar (UK) Limited ("the Company") for the year ended 31 December 2013. The comparatives are for the year ended 31 December 2012.

### Principal activities

Proceedings which will result in the Company being dissolved commenced in 2012. As a result the accounts for 2013 and 2012 have not been prepared on a going concern basis.

### Results

The results for the period are set out on page 4 of the financial statements. The directors do not recommend the payment of a dividend.

The directors do not believe that it is appropriate to prepare the financial statements on a going concern basis due to the fact that the Company is in the process of being dissolved, as described in note 1 to the financial statements.

### Directors

The following directors held office during the period and subsequently:

A Hill  
S McGuigan

### Small companies provision

The directors' report has been prepared in accordance with the special provision of Part XV of the Companies Act 2006 relating to small companies.

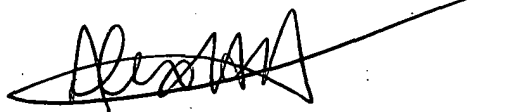
### Political contributions

The Company made no political donations or incurred any political expenditure during the year (*period ended 31 December 2012: £nil*).

### Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each director has taken all the steps that he/she ought to have taken as a director to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

By order of the board



A Hill  
Director

The O<sub>2</sub>  
Peninsula Square  
London, SE10 0DX

25 September 2014

## **Statement of Directors' responsibilities in respect of the Directors' Report and the financial statements**

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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

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;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business. As explained in note 1, the directors do not believe that it is appropriate to prepare these financial statements on a going concern basis.

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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

## **Independent auditor's report to the members of AEG Themestar (UK) Limited**

We have audited the financial statements of AEG Themestar (UK) Limited for the year ended 31<sup>st</sup> December 2013 set out on pages 4 to 8. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally 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 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 auditors**

As explained more fully in the Directors' Responsibilities Statement 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**

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at [www.frc.org.uk/auditscopeukprivate](http://www.frc.org.uk/auditscopeukprivate).

### **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<sup>st</sup> December 2013 and of its loss for the year then ended;
- have been properly prepared in accordance with UK 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.

### **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.
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.



Jonathan Downer (Senior Statutory Auditor)  
for and on behalf of KPMG LLP, Statutory Auditor  
Chartered Accountants  
15 Canada Square  
London, E14 5GL

25 September 2014

## Profit and loss account

for the year ended 31 December 2013

	Note	2013 £'000	2012 £'000
Turnover	1	-	-
Cost of Sales		-	-
<b>Gross profit</b>		<u>-</u>	<u>-</u>
Administration expenses		(15)	(23)
<b>Operating loss</b>		<u>(15)</u>	<u>(23)</u>
<b>Loss on ordinary activities before and after taxation</b>	2-5, 10	<u>(15)</u>	<u>(23)</u>

The results for the year all derive from discontinuing operations. There were no other recognised gains or losses for the year other than the results as disclosed above.

The notes on pages 6 to 8 form part of these financial statements.

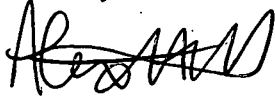
## Balance sheet

at 31 December 2013

	Note	2013 £'000	2013 £'000	2012 £'000	2012 £'000
<b>Current assets</b>					
Debtors	7	5		11	
Cash at bank and in hand		-		-	
		<u>5</u>		<u>11</u>	
<b>Creditors: amounts falling due within one year</b>	8	<b>(1,306)</b>		<b>(1,297)</b>	
<b>Net current liabilities</b>			<b>(1,301)</b>		<b>(1,286)</b>
<b>Net liabilities</b>			<b>(1,301)</b>		<b>(1,286)</b>
<b>Capital and reserves</b>					
Called up share capital	9	-		-	
Profit and loss account			<b>(1,301)</b>		<b>(1,286)</b>
<b>Shareholders' deficit</b>	10		<b>(1,301)</b>		<b>(1,286)</b>

The financial statements have been prepared in accordance with the special provisions of Part XV of the Companies Act 2006 relating to small companies.

The financial statements were approved by the board of directors on 25 September 2014 and were signed on its behalf by:



**A Hill**  
 Director

Registered number 06604408

The notes on pages 6 to 8 form part of these financial statements.

**Notes** (forming part of the financial statements)

**1 Accounting policies**

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's financial statements, except as noted below.

***Basis of preparation***

During 2013 the Directors resolved to dissolve the Company. As a result these accounts have not been prepared on a going concern basis, and have been prepared on a break up basis. All assets have been stated at their estimated recoverable amounts, and full provision has been made for any obligations as at the balance sheet date.

The financial statements have been prepared in accordance with applicable accounting standards.

The financial statements have been prepared in accordance with the Special Provisions of Part XV of the Companies Act 2006 relating to small companies.

Under Financial Reporting Standard 1, the Company is exempt from the requirement to prepare a cash flow statement on the grounds of its size.

***Deferred taxation***

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19. A net deferred tax asset is only recognised to the extent that it is considered more likely than not to be recoverable against future taxable profits.

***Turnover***

Turnover excludes Value Added Tax and represents box office revenue received. Turnover is recognised upon the delivery of services. Turnover is derived in the United Kingdom.

**2 Loss on ordinary activities before taxation**

	2013 £'000	2012 £'000
<b><i>Loss on ordinary activities before taxation is stated after charging:</i></b>		
Auditors' remuneration	6	1



## Notes (continued)

### 3 Staff numbers and costs

The Company employed no staff and incurred no staff costs during the year (*year ended 31 December 2012: £nil*).

### 4 Remuneration of directors

The Company did not pay any emoluments to the directors during the year (*period ended 31 December 2012: £nil*).

### 5 Interest receivable and similar income

The company did not receive any interest or similar income during the period (*2012: £nil*).

### 6 Taxation

There is no charge to corporation tax.

	2013 £'000	2012 £'000
<i>Current tax reconciliation</i>		
Loss on ordinary activities before tax	(15)	(23)
Current tax charge/credit at 23.25 % (2014: 24.5%)	(4)	(6)
<i>Effects of:</i>		
Tax losses not utilised	4	6
Total current tax charge	-	-

Reductions in the UK corporation tax rate from 26% to 24% (effective from 1 April 2012) and to 23% (effective 1 April 2013) were substantively enacted on 26 March 2012 and 3 July 2012 respectively. Further reductions to 21% (effective from 1 April 2014) and 20% (effective from 1 April 2015) were substantively enacted on 2 July 2013. This will reduce the company's future current tax charge accordingly.

A potential deferred tax asset at 31 December 2013 of £260,000 (*year ended 31 December 2012: £309,000*) was not recognised as the directors do not currently consider it more likely than not to be recovered against future taxable profits. Un-utilised tax losses at the balance sheet date amount to £1,301,000 (*period ended 31 December 2012: £1,286,000*).

### 7 Debtors

	2013 £'000	2012 £'000
Amounts owed by related parties	5	11
	5	11

## Notes (continued)

### 8 Creditors: amounts falling due within one year

	2013 £'000	2012 £'000
Amounts owed to related parties	1,306	1,297
	<u>1,306</u>	<u>1,297</u>

### 9 Called up share capital

	2013 £	2012 £
<i>Allotted, called up and fully paid</i>		
1 Ordinary share of £1	1	1
	<u>1</u>	<u>1</u>

### 10 Reconciliation of movement in shareholders' funds

	2013 £'000	2012 £'000
Opening shareholders' deficit	(1,286)	(1,263)
Loss for the period	(15)	(23)
Closing shareholders' deficit	<u>(1,301)</u>	<u>(1,286)</u>

### 11 Related party disclosures

As the Company is a wholly owned subsidiary of The Anschutz Corporation, the Company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with wholly owned subsidiaries which form part of the group.

### 12 Ultimate parent undertaking

The Company is a subsidiary of The Anschutz Corporation, incorporated in the United States of America. The smallest group in which it is consolidated is that headed by Anschutz Entertainment Group Inc, incorporated in the United States of America. The consolidated accounts of these groups are not available to the public.

## Notes (continued)

### 8 Creditors: amounts falling due within one year

	2013 £'000	2012 £'000
Amounts owed to related parties	1,306	1,297
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