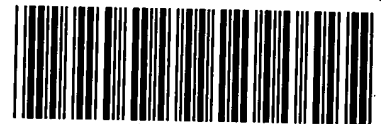


Company Registration No. 06254688 (England and Wales)

ST JAMES HOLDINGS LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2016

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ST JAMES HOLDINGS LIMITED

COMPANY INFORMATION

Director	M J W Ashley
Secretary	Eacotts International Limited
Company number	06254688
Registered office	Grenville Court Britwell Road Burnham Buckinghamshire SL1 8DF
Independent Auditor	Grant Thornton UK LLP Chartered Accountants and Statutory Auditors 2 Broadfield Court Sheffield S8 0XF

ST JAMES HOLDINGS LIMITED

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ST JAMES HOLDINGS LIMITED

DIRECTOR'S REPORT

FOR THE YEAR ENDED 30 JUNE 2016

The director presents his annual report and financial statements for the year ended 30 June 2016.

Director

The director who held office during the year and up to the date of signature of the financial statements was as follows:

M J W Ashley

Results and dividends

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

Post reporting date events

There were no post balance sheet events to report.

Auditor

The auditor, Grant Thornton UK LLP, is deemed to be reappointed under section 487(2) of the Companies Act 2006.

Statement of director's responsibilities

The director is responsible for preparing the Director's Report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with FRS 102. Under company law the director must not approve the financial statements unless he is 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 director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable 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 director is 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 him to ensure that the financial statements comply with the Companies Act 2006. He is 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.

ST JAMES HOLDINGS LIMITED


DIRECTOR'S REPORT (CONTINUED)


FOR THE YEAR ENDED 30 JUNE 2016

Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

This report was approved by the Board on 26/07/17..... and is signed on its behalf.


.....
M J W Ashley
Director



ST JAMES HOLDINGS LIMITED

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBER OF ST JAMES HOLDINGS LIMITED

We have audited the financial statements of St James Holdings Limited for the year ended 30 June 2016 which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity, the Statement of Cash Flows and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

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 director and auditor

As explained more fully in the Director's Responsibilities Statement, the director is 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.

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 2016 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 matters prescribed by the Companies Act 2006

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

INDEPENDENT AUDITOR'S REPORT (CONTINUED)
TO THE MEMBER OF ST JAMES HOLDINGS LIMITED

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 director was not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption in preparing the director's report and from preparing a strategic report.

Mr Michael Redfern
Senior Statutory Auditor
for and on behalf of Grant Thornton UK LLP

Chartered Accountants
Statutory Auditor

Michael Redfern
.....
27 JAN 2017

2 Broadfield Court
Sheffield
S8 0XF

ST JAMES HOLDINGS LIMITED

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 JUNE 2016

	Notes	2016 £000	2015 £000
Turnover	2	100	200
Administrative expenses		(250)	(107)
Operating (loss)/profit	3	(150)	93
Amounts written off investments	4	(2,163)	-
(Loss)/profit before taxation		(2,313)	93
Taxation	5	8	(40)
(Loss)/profit and total comprehensive income for the financial year	11	(2,305)	53


ST JAMES HOLDINGS LIMITED

BALANCE SHEET

AS AT 30 JUNE 2016

	Notes	2016 £000	2015 £000
Fixed assets			
Investments	6	139,642	141,805
Current assets			
Debtors	9	106,918	64,627
Cash at bank and in hand		1	1
		<u>106,919</u>	<u>64,628</u>
Creditors: amounts falling due within one year	10	<u>(248,948)</u>	<u>(206,515)</u>
Net current liabilities		<u>(142,029)</u>	<u>(141,887)</u>
Total assets less current liabilities		<u>(2,387)</u>	<u>(82)</u>
Capital and reserves			
Called up share capital		-	-
Profit and loss reserves	11	<u>(2,387)</u>	<u>(82)</u>

The financial statements were approved and signed by the director and authorised for issue on 29/07/17.


.....
M J W Ashley
Director

Company Registration No. 06254688

ST JAMES HOLDINGS LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2016

	Notes	Profit and loss reserves £000
Balance at 1 July 2014		(135)
Year ended 30 June 2015:		
Profit and total comprehensive income for the year		53
Balance at 30 June 2015		(82)
Year ended 30 June 2016:		
Loss and total comprehensive income for the year		(2,305)
Balance at 30 June 2016		(2,387)

ST JAMES HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2016

1 Accounting policies

Company information

St James Holdings Limited is a company limited by shares incorporated in England and Wales. The registered office is Grenville Court, Britwell Road, Burnham, Buckinghamshire, SL1 8DF.

The principal activity of the company continued to be that of an intermediate holding company.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £000.

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of freehold properties and to include investment properties and certain financial instruments at fair value. The principal accounting policies adopted are set out below.

These financial statements for the year ended 30 June 2016 are the first financial statements of St James Holdings Limited prepared in accordance with FRS 102, The Financial Reporting Standard applicable in the UK and Republic of Ireland. The date of transition to FRS 102 was 1 July 2014. The reported financial position and financial performance for the previous period are not affected by the transition to FRS 102.

This company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The company has therefore taken advantage of exemptions from the following disclosure requirements:

Section 4 'Statement of Financial Position' – Reconciliation of the opening and closing number of shares;

Section 7 'Statement of Cash Flows' – Presentation of a statement of cash flow and related notes and disclosures;

Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instrument Issues' – Carrying amounts, interest income/expense and net gains/losses for each category of financial instrument; basis of determining fair values; details of collateral, loan defaults or breaches, details of hedges, hedging fair value changes recognised in profit or loss and in other comprehensive income;

Section 26 'Share based Payment' – Share-based payment expense charged to profit or loss, reconciliation of opening and closing number and weighted average exercise price of share options, how the fair value of options granted was measured, measurement and carrying amount of liabilities for cash-settled share-based payments, explanation of modifications to arrangements;

Section 33 'Related Party Disclosures' – Compensation for key management personnel.

The financial statements of the company are consolidated in the financial statements of MASH Holdings Ltd. These consolidated financial statements are available from its registered office.

The company has taken advantage of the exemption under section 400 of the Companies Act 2006 not to prepare consolidated accounts. The financial statements present information about the company as an individual entity and not about its group.

St James Holdings Limited is a wholly owned subsidiary of MASH Holdings Limited and the results of St James Holdings Limited are included in the consolidated financial statements of MASH Holdings Limited which are available from its registered office.

ST JAMES HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2016

1 Accounting policies **(Continued)**

1.2 Going concern

At the time of approving the financial statements, the director has a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus the director continues to adopt the going concern basis of accounting in preparing the financial statements.

1.3 Turnover

Turnover is recognised at the fair value of the consideration received or receivable for goods and services provided in the normal course of business, and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

When cash inflows are deferred and represent a financing arrangement, the fair value of the consideration is the present value of the future receipts. The difference between the fair value of the consideration and the nominal amount received is recognised as interest income.

Revenue from contracts for the provision of professional services is recognised by reference to the stage of completion when the stage of completion, costs incurred and costs to complete can be estimated reliably. The stage of completion is calculated by comparing costs incurred, mainly in relation to contractual hourly staff rates and materials, as a proportion of total costs. Where the outcome cannot be estimated reliably, revenue is recognised only to the extent of the expenses recognised that are recoverable.

1.4 Fixed asset investments

Interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

1.5 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

1.6 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's statement of financial position when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

ST JAMES HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2016

1 Accounting policies

(Continued)

Other financial assets

Other financial assets, including investments in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publically traded and whose fair values cannot be measured reliably are measured at cost less impairment.

Impairment of financial assets

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

ST JAMES HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2016

1 Accounting policies

(Continued)

Other financial liabilities

Derivatives, including interest rate swaps and forward foreign exchange contracts, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or finance income as appropriate, unless hedge accounting is applied and the hedge is a cash flow hedge.

Debt instruments that do not meet the conditions in FRS 102 paragraph 11.9 are subsequently measured at fair value through profit or loss. Debt instruments may be designated as being measured at fair value through profit or loss to eliminate or reduce an accounting mismatch or if the instruments are measured and their performance evaluated on a fair value basis in accordance with a documented risk management or investment strategy.

Derecognition of financial liabilities

Financial liabilities are derecognised when the company's contractual obligations expire or are discharged or cancelled.

1.7 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

1.8 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

ST JAMES HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2016

2 Turnover and other revenue

An analysis of the company's turnover is as follows:

	2016 £000	2015 £000
Turnover		
Sales of Services	100	200

Turnover analysed by geographical market

	2016 £000	2015 £000
UK Sales	100	200

3 Operating (loss)/profit

Operating (loss)/profit for the year is stated after charging/(crediting):

Fees payable to the company's auditor for the audit of the company's financial statements

	2016 £000	2015 £000
	-	3

4 Amounts written off investments

	2016 £000	2015 £000
Other gains and losses	(2,163)	-

The above represents the diminution in value of the shares in one of the company's subsidiaries.

5 Taxation

	2016 £000	2015 £000
Current tax		
UK corporation tax on profits for the current period	3	19
Adjustments in respect of prior periods	(11)	21
Total current tax	(8)	40

ST JAMES HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2016

5 Taxation (Continued)

The actual charge for the year can be reconciled to the expected charge based on the profit or loss and the standard rate of tax as follows:

	2016 £000	2015 £000
(Loss)/profit before taxation	(2,313)	93
Expected tax charge based on the standard rate of corporation tax in the UK of 20.00% (2015: 20%)	(463)	19
Tax effect of expenses that are not deductible in determining taxable profit	33	-
Effect of impairment of investments	433	-
Under/(over) provided in prior years	(11)	21
Tax expense for the year	(8)	40

6 Fixed asset investments

	Notes	2016 £000	2015 £000
Investments in subsidiaries	7	139,642	141,805

Fixed asset investments have been impaired due to a diminution in value of the company's investment in Strawberry Place (Holdings) Limited. The value of the underlying assets of that company fell below the original cost of investment and therefore an impairment charge was considered necessary to reflect this.

Movements in fixed asset investments

	Shares in group undertakings £000
Cost or valuation	
At 1 July 2015	141,805
Impairment	
At 1 July 2015	-
Impairment losses	2,163
At 30 June 2016	2,163
Carrying amount	
At 30 June 2016	139,642
At 30 June 2015	141,805

ST JAMES HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2016

7 Subsidiaries

Details of the company's subsidiaries at 30 June 2016 are as follows:

Name of undertaking and country of incorporation or residency	Nature of business
Newcastle United Limited	Holding Company
Newcastle United Football Company Limited	Professional football club
Newcastle United Enterprises Limited	Dormant
St James' Park Newcastle Limited	Dormant
Newcastle United Football Club (International) Limited	Dormant
nufc.co.uk Limited	Exploitation of internet and media rights
Strawberry Place (Holdings) Limited	Investment Company
Newcastle United Employment Limited	Dormant
Newcastle United Entertainment Limited	Dormant
Newcastle United Group Limited	Dormant
Newcastle United Licensing Limited	Dormant
Newcastle United Promotions Limited	Dormant
Newcastle United Publications Limited	Dormant
Newcastle United Sports Limited	Dormant
Newcastle United Sportswear Limited	Dormant
Newcastle United Telecoms Limited	Dormant
Newcastle United Television Limited	Dormant
Newcastle United Ventures Limited	Dormant
NUFC Limited	Dormant
Newcastle United FC Limited	Dormant
Newcastle United Football Club Limited	Dormant
Project J Newco No.39 Limited	Non-trading
Project J Newco No.40 Limited	Non-trading
The Football Channel Limited	Dormant

8 Financial instruments

	2016 £000	2015 £000
Carrying amount of financial assets		
Debt instruments measured at amortised cost	106,918	64,627
Equity instruments measured at cost less impairment	139,642	141,805
	<u> </u>	<u> </u>
Carrying amount of financial liabilities		
Measured at amortised cost	248,937	206,473
	<u> </u>	<u> </u>

9 Debtors

	2016 £000	2015 £000
Amounts falling due within one year:		
Amounts due from subsidiary undertakings	106,912	64,622
Other debtors	6	5
	<u> </u>	<u> </u>
	<u>106,918</u>	<u>64,627</u>

ST JAMES HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2016

9 Debtors (Continued)

Debtors disclosed above are measured at amortised cost.

10 Creditors: amounts falling due within one year	2016 £000	2015 £000
Amounts due to group undertakings	248,930	206,469
Corporation tax	11	42
Accruals and deferred income	7	4
	<u>248,948</u>	<u>206,515</u>

The director considers that the carrying amounts of financial liabilities carried at amortised cost in the financial statements approximate to their fair values.

Amounts due to parent and subsidiary undertakings are payable on demand.

11 Profit and loss reserves	2016 £000	2015 £000
At the beginning of the year	(82)	(135)
(Loss)/profit for the year	(2,305)	53
At the end of the year	<u>(2,387)</u>	<u>(82)</u>

12 Events after the reporting date

There were no post balance sheet events to report.

13 Related party transactions

The immediate parent of the company is MASH Holdings Limited. As a wholly owned subsidiary of MASH Holdings Limited, the company is exempt from requirements of FRS 102 Section 33 to disclose transactions with other members of the group headed by MASH Holdings Limited.

Services were provided to the company by Sports Direct International plc totalling £100,000 (2015: £100,000) on normal commercial terms. The balance owed at 30 June 2016 was £825,624 (2015: £715,625). The maximum amount outstanding during the year was £825,614 (2015: £715,625).

ST JAMES HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2016

14 Controlling party

The company's immediate and ultimate parent company is MASH Holdings Limited, a company incorporated in England. The largest group in which the results of the company are consolidated is that headed by MASH Holdings Limited. The consolidated accounts are available to the public and may be obtained from: MASH Holdings Limited, Grenville Court, Britwell Road, Burnham, SL1 8DF.

The ultimate controlling party is Mr M A W Ashley, by virtue of his beneficial interest in the issued share capital of MASH Holdings Limited.