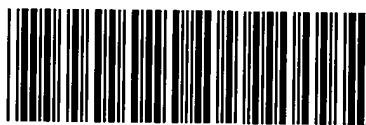


St James Holdings Limited

Report and financial statements
Registered number 6254688
30 June 2014

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COMPANIES HOUSE

St James Holdings Limited

Corporate Information

Director

M J W Ashley

Secretary

J A Irving

Auditor

Ernst & Young LLP

Citygate

St James' Boulevard

Newcastle upon Tyne NE1 4JD

Bankers

Bank of Scotland Plc

PO Box 54873

London SW1Y 5WX

Barclays Bank Plc

71 Grey Street

Newcastle upon Tyne NE99 1LG

Solicitors

Freshfields Bruckhaus Deringer

65 Fleet Street

London EC4Y 1HS

Registered Office

Unit A

Brook Park East

Shirebrook NG20 8RY

St James Holdings Limited
Director's report (incorporating Strategic Report)
Registered number 6254688

The Director of St James Holdings Limited presents the Annual Report for the year ended 30 June 2014, together with the financial statements of the company and the Independent auditors' report for the year.

Principal activities

The principal activity of the company during the year was that of an intermediate holding company.

Business review

The company's main investment is that in Newcastle United Limited, a professional football club together with related and ancillary activities. A full business review is given in that company's financial statements for the year ended 30 June 2014.

Results and dividends

The profit for the year of £77,000 (2013 – profit of £84,000) has been transferred to reserves.

The Director does not recommend the payment of a dividend for the year ended 30 June 2014 (2013: £nil).

Director

The Director who held office during the year and at 30 June 2014 was as follows:

M J W Ashley

Disclosure of information to the auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the Group's auditor, the director has taken all the steps that he is obliged to take as a director in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information.

Independent auditors

A resolution to re-appoint Ernst & Young LLP as independent auditors of the Company and to authorise the Director to agree their remuneration will be proposed at the Annual General Meeting.

Risks and uncertainties

The company's primary risks and uncertainties mirror those of its main investment, Newcastle United Limited. Full disclosure is given in its financial statements for the year ended 30 June 2014.

Going concern

The Director has prepared financial forecasts and expects to maintain suitable financial facilities from its bankers and ultimate shareholder to provide adequate ongoing finance consistent with these forecast requirements. The Director has concluded that the Group remains a going concern and has accordingly prepared these financial statements on the going concern basis.

Statement of Director's responsibilities

The Director is responsible for preparing the Annual 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to give a true and fair view of the state of affairs of the Group and the company and of the profit or loss of the Group for that period. In preparing those financial statements, the Director is 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; and
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

St James Holdings Limited
Director's report (incorporating Strategic Report)
Registered number 6254688

Statement of Director's responsibilities (continued)

The Director is responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Group and the company and to enable him to ensure that the financial statements comply with the Companies Act 2006. He is also responsible for safeguarding the assets of the Group and company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Director is responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

On behalf of the Board

A handwritten signature in black ink, appearing to read 'M J W Ashley', with a long horizontal stroke extending to the right.

M J W Ashley
Director

28 February 2015

Independent auditors' report to the members of St James Holdings Limited

We have audited the financial statements of St James Holdings Limited for the year ended 30 June 2014 which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Balance Sheet and the related notes 1 to 13. 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).

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 auditors

As explained more fully in the Director's Responsibilities Statement set out on pages 2 and 3, 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 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 (APB'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 Director; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Report and Financial Statements 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 misstatements or inconsistencies we consider the implications for our report.

Opinion on the 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 2014 and of its profit 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.

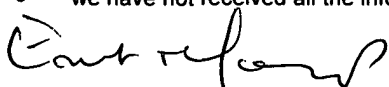
Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Director's 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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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.



Mark Hatton (Senior Statutory Auditor)
For and on behalf of Ernst & Young LLP (Statutory Auditor)
Newcastle upon Tyne
2 March 2015

St James Holdings Limited
Profit and loss account
for the year ended 30 June 2014

	Note	2014 £'000	2013 £'000
Turnover		200	209
Operating expenditure		(100)	(100)
Operating profit	2	100	109
Interest receivable	4	-	1
Profit on ordinary activities before taxation		100	110
Tax on profit on ordinary activities	5	(23)	(26)
Profit for the year	10	77	84

All results are derived from continuing operations.

Statement of total recognised gains and losses
for the year ended 30 June 2014

There are no recognised gains or losses other than the profit attributable to the shareholders of the company of £77,000 in the year (2013 – profit of £84,000).

St James Holdings Limited
Balance sheet
at 30 June 2014

Company registration no. 6254688

	Note	2014 £'000	2013 £'000
Fixed assets			
Investments	6	141,805	141,805
		141,805	141,805
Current assets			
Debtors	7	64,391	4
Cash at bank and in hand		1	1
		64,392	5
Creditors: amounts falling due within one year	8	(206,332)	(142,022)
Net current liabilities		(141,940)	(142,017)
Total assets less current liabilities		(135)	(212)
Net liabilities		(135)	(212)
Capital and reserves			
Called up share capital	9	-	-
Profit and loss account	10	(135)	(212)
Shareholder's deficit	10	(135)	(212)

The financial statements have been approved for issue by the Director:


M J W Ashley
Director

28 February 2015

St James Holdings Limited
Notes to the financial statements
at 30 June 2014

1 Accounting policies

St James Holdings Limited ('the Company') is a company incorporated in the United Kingdom.

Group financial statements are not prepared as permitted under Section 401 of the Companies Act 2006. Therefore, these financial statements present information about the Company as a separate entity and not about its Group.

The company has taken advantage of the exemption in FRS 1 *Cash Flow Statements* from the requirement to produce a consolidated cash flow statement dealing with flows for the group as the company's cash flows are included within those of its ultimate parent undertaking.

The financial statements are prepared under the historical cost convention, and in accordance with accounting principles generally accepted in the United Kingdom.

The Group financial statements are presented in sterling and all values are rounded to the nearest thousand pounds (£000) except where otherwise stated.

a) Fundamental accounting concept

At 30 June 2014 the company had net liabilities of £135,000. Net current liabilities were £141,940,000. The Director has received a commitment from its parent undertaking, MASH Holdings Limited, that they will continue to provide the Group with financial support so that it can meet its debts as they fall due for a period of at least 12 months from the date of approval of these financial statements or up until the date of any change in control. On this basis, the Director has prepared the financial statements on a going concern basis.

b) Turnover

Turnover represents income arising from sales of management services to group undertakings to group undertakings, third parties, and excludes value added tax.

c) Taxation

The charge for taxation is based upon the result for the period and takes comprises current taxation and taxation deferred through timing differences between the treatment of certain items for taxation and accounting purposes.

Current tax is the expected tax payable on the taxable income for the period, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous periods.

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 have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax, with the following exceptions:

- provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of those assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more than likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold.
- provision is made for deferred tax that would arise on remittance of the retained earnings of overseas subsidiaries, associates and joint ventures to the extent that, at the balance sheet date, dividends have been accrued as receivable; and
- deferred tax assets are recognised only to the extent that the directors consider that it is 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 is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

d) Investments

Interest in subsidiary undertakings is carried at cost less any impairment identified by the Director.

e) Dividends

Dividends are recognised as a liability in the period in which they are declared.

St James Holdings Limited
Notes to the financial statements
at 30 June 2014

2 Operating profit

Auditors' remuneration

The company paid the following amounts to its auditors in respect of the audit of the financial statements and for other services provided to the Group.

	2014 £'000	2013 £'000
Auditors' remuneration:		
Audit	3	3
Fees receivable by the auditors and their associates in respect of other services	-	-

3 Staff numbers and costs

The only employee of the company during the current year was the Director.

The director did not receive any remuneration in respect of services to the Company for the year ended 30 June 2014 or year ended 30 June 2013.

4 Interest receivable

	2014 £'000	2013 £'000
Bank interest receivable	-	1

5 Taxation

(a) Tax on profit on ordinary activities

The tax charge is made up as follows:

	2014 £'000	2013 £'000
Current tax		
UK corporation tax at 22.5% (2013 – 23.75%)	23	26
	23	26
Deferred tax		
Origination and reversal of temporary differences	-	-
Total tax expense in profit and loss account (note 5(b))	23	26

(b) Factors affecting the current tax charge

The tax assessed on the profit on ordinary activities for the year is different from the standard rate of corporation tax in the UK of 22.5%. The differences are reconciled below:

	2014 £'000	2013 £'000
Profit on ordinary activities before tax	100	110
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 22.5% (2013 – 23.75%)	23	26
Effect of:		
Group relief receivable	-	-
Total current tax (note 5(a))	23	26

St James Holdings Limited
Notes to the financial statements
at 30 June 2014

6 Investments in subsidiaries

Company	Shares in subsidiary undertakings £'000
At 1 July 2013 and 30 June 2014	141,805
	Principal activity
Subsidiary undertakings	
Newcastle United Limited *	Holding company
Newcastle United Football Company Limited	Professional football club
Newcastle United Enterprises Limited	General commercial
St. James' Park Newcastle Limited	General commercial
Newcastle United Football Club (International) Limited **	General commercial
nufc.co.uk Limited	Exploitation of internet and media rights
MGM Grand Newcastle (Holdings) Limited *	Investment company
MGM Grand Newcastle Limited	Property development
Newcastle United 1892 Limited	Dormant
Newcastle United Catering Limited	Dormant
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
Newcastle United Foundation	Charitable Foundation - community activities
Newcastle (NUFC Holdings) Limited	Dormant
Newcastle United Management Company Limited	Dormant
Project J Newco No. 39 Limited *	Non-trading
Project J Newco No. 40 Limited *	Non-trading
The Football Channel Limited	Dormant

* Direct investment of St James Holdings Limited, others are held by subsidiary undertakings.

** This company is a subsidiary undertaking of Newcastle United Football Company Limited. It is registered in Gibraltar.

The company or its subsidiary, Newcastle United Limited, owns 100% of the ordinary share capital in each of the subsidiary undertakings.

All subsidiary undertakings (except as noted above) are registered in, and operate in, England and Wales and have their registered offices at St. James' Park, Newcastle upon Tyne NE1 4ST.

7 Debtors

	2014 £'000	2013 £'000
Other debtors	4	4
Amounts due from subsidiary undertaking	64,387	-
	64,391	4

St James Holdings Limited
Notes to the financial statements
at 30 June 2014

8 Creditors: amounts falling due within one year

	2014 £'000	2013 £'000
Term and other loans (see below)	-	32,144
Amounts owed to parent undertaking	205,713	104,723
Amounts owed to subsidiary undertakings	-	4,653
Amounts owed to other group undertakings	596	476
Corporation tax	23	26
	206,332	142,022

The company's outstanding loan from Mr M J W Ashley, of £nil (2013 – £32,144,000) is unsecured, non-interest bearing and repayable on demand.

Analysis of debt (excluding amounts due to the parent undertaking):

	2014 £'000	2013 £'000
Debt can be analysed as falling due:		
In one year or less, or on demand	-	32,144
Between one and two years	-	-
Between two and five years	-	-
In five years or more	-	-

9 Share capital

	2014		2013	
	Number	£'000	Number	£'000
Allotted, called-up and fully paid				
Ordinary shares of £1 each	2	-	2	-

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

10 Capital and reserves

	Share capital £'000	Profit and loss account £'000	Total £'000
At 1 July 2013	-	(212)	(212)
Profit for the year	-	77	77
At 30 June 2014	-	(135)	(135)

11 Dividends

No dividends were paid in the year.

12 Ultimate controlling party

The ultimate controlling party is Mr M J W Ashley. The ultimate parent company is MASH Holdings Limited. The largest group in which the results will be consolidated is that headed by MASH Holdings Limited.

13 Related party transactions

Transactions between the Company and its parent and its subsidiaries which net off on consolidation are not disclosed in accordance with FRS8.

Mr M J W Ashley continued to provide a loan to the company for part of the year. The balance outstanding at 30 June 2014 was £nil (2013 – £32,144,000). The maximum amount outstanding in the year was £32,144,000 (2013 – £132,144,000). No interest was payable on the loan for either the current or prior year. The loan was repaid in full in the year.

Services were provided to the company by Sports Direct International plc, totalling £100,000 plus VAT, on normal commercial terms. The balance owed at 30 June 2014 was £596,000 (2013 – £476,000). The maximum amount outstanding in the year was £596,000 (2013 – £476,000).