

Company Registration No. 964286

Atlas Advertising Limited

Report and Financial Statements

31 December 2011



Atlas Advertising Limited

Report and financial statements 2011

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Atlas Advertising Limited

Report and financial statements 2011

Officers and professional advisers

Directors

P Delaney
A Scott
C Sweetland

Secretary

WPP Group Nominees Ltd

Registered Office

27 Farm Street
London
W1J 5R1

Bankers

HSBC Bank PLC
The Cross
Gloucester
GL1 2AP

Solicitors

Squire Sanders (UK) LLP
7 Devonshire Square
London
EC2M 4YH

Auditor

Deloitte LLP
Chartered Accountants and Statutory Auditor
2 New Street Square
London
EC4 3BZ

Atlas Advertising Limited

Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 December 2011

This Directors' Report has been prepared in accordance with the special provisions relating to small companies under the Companies Act 2006

Business review and principle activities

The company is a wholly owned subsidiary of WPP plc and previously operated as part of the group's Advertising and Media Investment Management sector

The company did not trade in 2011 following the cessation of its business operation on 1 July 2006. The principal activities of the company until 1 July 2006 were to act as advertising agents and consultants in the UK and the rest of the world. The Directors are continuing to explore other opportunities for the company but do not currently expect the company to trade in the foreseeable future.

The profit and loss account on page 6 of the financial statements discloses a profit for the year after taxation of £86,873 (2010 £160,021). The profit for the year is primarily due to the release of aged creditor balances.

The balance sheet on page 7 of the financial statements shows that the company is in a net current asset financial position at the year end, consistent with the prior year.

No dividends were declared in the year ended 31 December 2011 (2010 £nil).

Directors

The directors of the company during the year and subsequent to the year end are set out on page 1.

Going concern

After making enquiries, the Directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they have adopted the going concern basis in preparing the financial statements.

Further details regarding the adoption of the going concern basis can be found in the Statement of accounting policies in the financial statements (Note 1).

Auditor

Each of the persons who is a director at the date of approval of this report confirms that

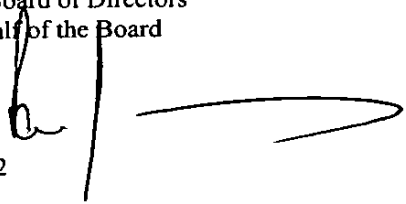
- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that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

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Deloitte LLP have expressed their willingness to continue in office as auditor and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors
and signed on behalf of the Board

P Delaney
14 September 2012



Atlas Advertising Limited

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, and
- 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 with reasonable accuracy at any time, the financial position of the company and to 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.

Independent auditor's report to the members of Atlas Advertising Limited

We have audited the financial statements of Atlas Advertising Limited for the year ended 31 December 2011 which comprise the profit and loss account, the balance sheet and the related notes 1 to 14. 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 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 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 annual report 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 31 December 2011 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 matters prescribed by the Companies Act 2006

In our opinion the information 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 Atlas Advertising 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, or
- the directors were not entitled to take advantage of the small companies exemption in preparing the directors' report



Mark Tolley (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
London, United Kingdom

14 September 2012

Atlas Advertising Limited

Profit and loss account Year ended 31 December 2011

	Notes	2011 £	2010 £
Other income (net)	2	87,005	160,095
Operating profit before interest	2	<u>87,005</u>	<u>160,095</u>
Interest payable and similar charges	5	(132)	(74)
Profit on ordinary activities before taxation		86,873	160,021
Tax on profit on ordinary activities	6	-	-
Profit on ordinary activities and retained profit for the year	10	<u>86,873</u>	<u>160,021</u>

There are no recognised gains or losses in either the current year or the previous year other than the profit for the financial years ended 31 December 2011 and 31 December 2010, respectively, as stated above, therefore no statement of total recognised gains and losses is required. All results are derived from continuing operations.

The accompanying notes are an integral part of the financial statements.

Atlas Advertising Limited


Balance sheet 31 December 2011

	Notes	2011 £	2010 £
Current assets			
Debtors	7	2,215	39
Cash at bank and in hand		3,045,939	3,046,826
		<u>3,048,154</u>	<u>3,046,865</u>
Creditors: amounts falling due within one year	8	(13,200)	(98,784)
Net current assets		<u>3,034,954</u>	<u>2,948,081</u>
Net assets		<u>3,034,954</u>	<u>2,948,081</u>
Capital and reserves			
Called up share capital	9	2,000	2,000
Profit and loss account	10	3,032,954	2,946,081
Shareholders' funds	11	<u>3,034,954</u>	<u>2,948,081</u>

The accompanying notes are an integral part of the financial statements

The financial statements of Atlas Advertising Limited, registered number 964286 were approved by the Board of Directors on 14 September 2012

Signed on behalf of the Board of Directors


 P Delaney
 Director

Atlas Advertising Limited

Notes to the accounts Year ended 31 December 2011

1. Accounting policies

The financial statements are prepared in accordance with applicable United Kingdom accounting standards. The particular accounting policies adopted are described below.

Accounting convention

The accounts have been prepared under the historical cost convention.

Going concern

The company currently has £3 million cash and net assets of £3 million. In determining if the business is a going concern, the Directors have considered the Company's financial position, future prospects, cash flows, liquidity and contingent liabilities. After making enquiries, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they have adopted the going concern basis in preparing the accounts.

Cash flow statement.

The company has taken advantage of the exemption under Financial Reporting Standard 1 (revised 1996) not to prepare a cash flow statement as it is a wholly-owned subsidiary of WPP plc, which prepares consolidated financial statements, including a cash flow statement, which are publicly available.

Debtors

Debtors are stated net of provisions for bad and doubtful debts.

Current tax

Current tax is provided on amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax

Deferred taxation is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date at rates expected to apply when they crystallise based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements.

Atlas Advertising Limited

Notes to the accounts Year ended 31 December 2011

2. Operating profit before interest

Operating profit before interest is stated after (charging)/crediting

	2011 £	2010 £
Fees payable to the company's auditor for the audit of the company's annual accounts	(2,000)	(1,008)
Inter-group administration recharge	(9,000)	(9,000)
Other (expenses) / income	(779)	3,225
Release of aged creditor balances	98,784	166,878
	<u>87,005</u>	<u>160,095</u>

No amounts have been paid to the company's auditor in respect of non audit services in either year

3. Directors' remuneration

All remuneration expenses in both 2011 and 2010 were borne by the ultimate parent company, WPP plc, and none of the Directors' services were specifically attributable to the company

4. Staff costs

The company had no employees in 2011 (2010 none) and incurred no employee related costs in 2011

5. Interest payable and similar charges

	2011 £	2010 £
Bank charges	132	74
	<u>132</u>	<u>74</u>

Atlas Advertising Limited

Notes to the accounts Year ended 31 December 2011

6. Taxation

i) Current taxation

There was no tax charge in either period

Corporation tax is payable at 26.5% (2010: 28%) on taxable profits or losses for the period. However, losses are available from other group companies to reduce taxable profits to under the group relief provisions. There is no corresponding payment by the claimant company for the losses.

The standard rate of tax for the year, based on the UK standard rate of corporation tax is 26.5% (2010: 28%). A reconciliation of the tax charge calculated using this standard rate, and the actual charge, is shown below:

	2011 £	2010 £
Profit on ordinary activities before tax	86,873	160,021
Tax on loss on ordinary activities at standard rate of 26.5% (2010: 28%)	(23,021)	(44,806)
Factors affecting charge for the year		
Adjustments to tax charge in respect of group relief	23,021	44,806
Current tax charge for the year	-	-

i) Factors that may affect future tax charge

The Finance (No 3) Act 2011, which became law on 19 July 2011, includes legislation reducing the main rate of corporation tax from 26% to 25% from 1 April 2012. However, on 21 March 2012, the UK government announced in the 2012 Budget that there will be a further reduction in the corporation tax rate to 24% from 1 April 2012, with additional 1% reductions to 22% by 1 April 2014. The announcements were not substantively enacted at the balance sheet date and therefore have not been reflected in the financial statements.

Atlas Advertising Limited

Notes to the accounts Year ended 31 December 2011

7. Debtors: amounts falling due within one year

	2011 £	2010 £
Other debtors	2,215	39
	<u>2,215</u>	<u>39</u>

8. Creditors: amounts falling due within one year

	2011 £	2010 £
Trade creditors	-	1,313
Amounts owed to other group undertakings	13,200	-
Accruals and deferred income	-	97,471
	<u>13,200</u>	<u>98,784</u>

9. Called up share capital

	2011 £	2010 £
Called up, allotted and fully paid 2,000 ordinary shares of £1 each	2,000	2,000

10. Profit and loss account

	Profit and loss account £
At 1 January 2011	2,946,081
Profit for the year	86,873
At 31 December 2011	<u>3,032,954</u>

11. Reconciliation of movement in shareholders' funds

	2011 £	2010 £
Profit for the financial year	86,873	160,021
Shareholders' funds at the beginning of the year	2,948,081	2,788,060
Shareholders' funds at the end of the year	<u>3,034,954</u>	<u>2,948,081</u>

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Notes to the accounts

Year ended 31 December 2011

12. Related party transactions

The company has taken advantage of the exemption provided by paragraph 3(c) of FRS 8 (2008) Related Party Disclosures not to disclose the details of transactions with related parties. The company and all companies with whom related party transactions took place in the year are ultimately 100% owned by WPP plc, the consolidated accounts of which are publicly available.

13. Guarantees and charges

Atlas Advertising Limited participates in group banking arrangements with its parent company, WPP plc, and has access to a group cash management facility. The company guarantees the facility to the extent of its cash deposited in the United Kingdom with its clearing bank.

14. Ultimate parent company and controlling party

The directors regard Garrott Dorland Crawford Holdings Limited, a company incorporated in England and Wales, as the immediate parent company and WPP plc, a company registered in Jersey, as the ultimate parent company and the ultimate controlling party.

At the year end the parent undertaking of the largest group of undertakings for which group financial statements are drawn up and of which the company is a member is WPP plc, registered in Jersey. Copies of the financial statements of WPP plc are available at www.wppinvestor.com.

The parent undertaking of the smallest such group is Lexington International B V, registered in the Netherlands. Copies of the financial statements of Lexington International B V can be obtained from Wilhelmaplein 10, 3072 DE Rotterdam, Netherlands or 27 Farm Street, London W1J 5RJ, UK.