

Company Registration No. 1175242

VIAD SERVICE COMPANIES LIMITED

Report and Financial Statements

31 December 2009



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**Deloitte LLP
Leeds**

VIAD SERVICE COMPANIES LIMITED

REPORT AND FINANCIAL STATEMENTS 2009

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VIAD SERVICE COMPANIES LIMITED

REPORT AND FINANCIAL STATEMENTS 2009

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

P B Dykstra
B Healey
E M Ingersoll

SECRETARY

M R Stewart

REGISTERED OFFICE

88 Wood Street
London
EC2V 7AJ

AUDITORS

Deloitte LLP
Chartered Accountants and Statutory Auditors
Leeds

VIAD SERVICE COMPANIES LIMITED

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the year ended 31 December 2009

ACTIVITIES

The company acts as the parent company for UK subsidiaries of the ultimate parent company, Viad Corp. In addition, the company trades as SDD Exhibitions managing client attendance at trade shows worldwide and SDD Retail, formerly TL Horton Design, selling and maintaining Retail Marketing Units (RMU's), customer service desks and Kiosks

BUSINESS REVIEW

The Exhibit side of the business has continued to grow in the current year with turnover increasing by £3.6m to £24.4m, a key driver of this increase was a larger volume of Airshow and Pharmaceutical business compared to 2008. SDD retail has continued to perform strongly with a number of significant client wins achieved in 2009. Profit after taxation for the financial year, as shown in the profit and loss account on page 6, amounted to £1,763,000 (2008 £1,488,000)

The directors paid a dividend during the year of £1,000,000 (2008 £1,600,000). No further dividends have been proposed. The retained profit for the year of £763,000 (2008 Loss of £112,000) has been transferred to the reserves.

The balance sheet on page 7 of the financial statements shows that the cash balance has remained consistently strong with the increase of 61% to £4,114,000 as a result of improved operating cashflows. Details of the number of employees and related cost can be found in note 2 to the financial statements on page 10.

The directors expect the overall business to remain static both in sales and operating profit in 2009.

GOING CONCERN

The directors have reviewed the financial position of the company, including consideration of the uncertainties arising from the current economic environment and the consequential impact of this upon trading and financing.

Based on the company's continued revenue performance post year end, and the strength of its balance sheet and cash position, the directors have the reasonable expectation that the company has adequate resources to continue in operational existence in the foreseeable future. Accordingly they continue to adopt the going concern basis in preparing the financial statements.

PRINCIPAL RISK AND UNCERTAINTIES

Market risk

The company operates in two distinct markets, Exhibitions and Retail. Each market has different inherent risks and uncertainties, very few of which overlap. It is the directors' belief that working in these two markets significantly reduces overall risk and uncertainty for the business.

Credit risk

Credit risk is mitigated by ensuring that a significant proportion of a contract's value is collected before the handover of the project to the client.

TREASURY

The company's treasury operates procedures designed to reduce and eliminate financial risk. The policies are approved by the ultimate parent Viad Corp and the use of financial instruments is strictly controlled.

The company's principal financial instruments comprise borrowings, cash, and various items, such as trade debtors and trade creditors that arise directly from its operations. The company uses forward foreign currency contracts to manage the currency rate risks arising from the company's operations. The company does not use interest rate swaps to manage the interest rate risks arising from the company's operations.

PAYMENT TO SUPPLIERS

It is company policy to agree terms and conditions for its business transactions with suppliers. Payment is made on those terms subject to the terms and conditions being met by the supplier.

VIAD SERVICE COMPANIES LIMITED

DIRECTORS' REPORT

DIRECTORS

The directors who served during the year and subsequently were as follows

P B Dykstra
B Healey
E M Ingersoll

DISABLED PERSONS

It is the policy of the group to give full and fair consideration to suitable applications for employment by disabled persons. Opportunities also exist for employees who become disabled to continue in their employment where feasible, or to be trained for other positions within the group. The group does not discriminate against disabled persons in respect of the selection of employees for promotion and career development, although account is taken of the suitability of candidates for the positions available.

EMPLOYEE INVOLVEMENT

During the year, the group informed employees about developments in the business. This was carried out, in particular, by giving regular briefings to managers on financial performance, future plans, and other issues of importance.

DISCLOSURE OF INFORMATION TO AUDITORS

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 auditors are unaware, and
- the director has taken all the steps that he/she ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

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

AUDITORS

A resolution to re-appoint Deloitte LLP as the company's auditor will be proposed at the forthcoming Annual General Meeting.

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



M R Stewart
Company Secretary
13 September 2010

VIAD SERVICE COMPANIES LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

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 judgments and accounting 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.

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.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF VIAD SERVICE COMPANIES LIMITED

We have audited the group and parent company financial statements (the "financial statements") of Viad Service Companies Limited for the year ended 31 December 2009 which comprise the Group Profit and Loss Account, the statement of total recognised gains and losses, the Group and Company Balance Sheets and the related notes 1 to 20. These financial statements have been prepared under the accounting policies set out therein.

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 auditors' 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, 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 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 directors, and the overall presentation of the financial statements.

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 2009 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 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.



Simon Manning (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditors
Leeds, UK

24 September 2010

VIAD SERVICE COMPANIES LIMITED

CONSOLIDATED PROFIT AND LOSS ACCOUNT Year ended 31 December 2009

	Note	2009 £'000	2008 £'000
TURNOVER	1	24,403	20,763
Cost of sales		(19,199)	(16,373)
Gross profit		5,204	4,390
Administrative expenses		(2,666)	(2,241)
OPERATING PROFIT	3	2,538	2,149
Interest receivable and similar income		13	36
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		2,551	2,185
Tax on profit on ordinary activities	4	(788)	(697)
PROFIT FOR THE YEAR	16	1,763	1,488

There are no recognised gains and losses for the current or prior financial year other than as stated above. Therefore, no statement of total consolidated recognised gains and losses has been presented.

All the items in the profit and loss account above relate to continuing operations.

VIAD SERVICE COMPANIES LIMITED

CONSOLIDATED BALANCE SHEET 31 December 2009

	Note	£'000	2009 £'000	£'000	2008 £'000
FIXED ASSETS					
Intangible assets	6		1,914		2,122
Tangible assets	7		121		179
			<u>2,035</u>		<u>2,301</u>
CURRENT ASSETS					
Stocks	9	862		1,486	
Debtors	10	1,562		1,372	
Cash at bank and in hand		4,114		2,562	
		<u>6,538</u>		<u>5,420</u>	
CREDITORS: amounts falling due within one year	11	<u>(2,917)</u>		<u>(2,828)</u>	
NET CURRENT ASSETS			<u>3,621</u>		<u>2,592</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			<u>5,656</u>		<u>4,893</u>
NET ASSETS			<u>5,656</u>		<u>4,893</u>
CAPITAL AND RESERVES					
Called up share capital	14		1,263		1,263
Profit and loss account	15		4,321		3,558
Consolidation reserves	15		72		72
TOTAL SHAREHOLDERS' FUNDS	16		<u>5,656</u>		<u>4,893</u>

These financial statements of Viad Service Companies Limited (registered number 1175242) were approved by the Board of Directors on 13 September 2010

Signed on behalf of the Board of Directors



B Healey
Director

VIAD SERVICE COMPANIES LIMITED

COMPANY BALANCE SHEET 31 December 2009

	Note	£'000	2009 £'000	£'000	2008 £'000
FIXED ASSETS					
Intangible assets	6		1,569		1,734
Tangible assets	7		121		179
Investments	8		1,068		1,068
			<u>2,758</u>		<u>2,981</u>
CURRENT ASSETS					
Stocks	9	862		1,486	
Debtors	10	1,562		1,372	
Cash at bank		4,114		2,562	
		<u>6,538</u>		<u>5,420</u>	
CREDITORS: amounts falling due within one year	11	<u>(3,985)</u>		<u>(3,897)</u>	
NET CURRENT ASSETS			<u>2,553</u>		<u>1,523</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			<u>5,311</u>		<u>4,504</u>
NET ASSETS			<u>5,311</u>		<u>4,504</u>
CAPITAL AND RESERVES					
Called up share capital	14		1,263		1,263
Profit and loss account	15		4,048		3,241
TOTAL SHAREHOLDERS' FUNDS	16		<u>5,311</u>		<u>4,504</u>

VIAD SERVICE COMPANIES LIMITED

NOTES TO THE ACCOUNTS

Year ended 31 December 2009

1. ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable United Kingdom accounting standards. The particular accounting policies adopted are described below and have been applied consistently in the current and preceding year.

Accounting convention

The financial statements are prepared under the historical cost convention.

Going Concern

Following the review of the company as discussed in the Directors' Report, the directors have reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

Basis of consolidation

The group's financial statements consolidate on an acquisition accounting basis, the financial statements for the year ended 31 December 2009, of the parent company and all subsidiary undertakings. To comply with FRS10, purchased goodwill has been capitalised and amortised over its useful economic life, a reasonable estimate of which the directors regard as 20 years. Capitalised purchased goodwill in respect of subsidiaries is included within intangible fixed assets.

Goodwill which arose on the acquisition of a business prior to FRS 10 was written off directly to reserves as a matter of accounting policy and remains eliminated in that reserve. Such goodwill will be charged or credited to the profit and loss account as appropriate on the subsequent disposal of the business to which it related.

Cash flow statement

As a wholly owned subsidiary of Viad Corp, the company takes advantage of the exemption from the requirement to produce a cash flow statement.

Turnover

Turnover represents amounts invoiced in the ordinary course of business to outside clients for goods and services provided, excluding VAT. Turnover is only recognised when the exhibitions occur. Amounts invoiced in advance are excluded from turnover.

Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation and any provision for impairment. Depreciation is provided on cost in equal annual instalments over the estimated useful lives of the assets. The rates of depreciation are as follows:

Motor vehicles	4 years
Computers	3 years
Office equipment	10 years
Short life exhibition assets	3 years

Investments

Shares in-group undertakings are stated at cost less any provision for impairment in value.

Stocks

Goods for resale are stated at the lower of cost and net realisable value. Work in progress balances represent costs incurred on specific contracts, net of amounts transferred to cost of sales in respect of work recorded as turnover less payments on account not matched with turnover.

Foreign exchange

Transactions denominated in foreign currencies are translated into sterling at average rates. Amounts receivable and payable in foreign currencies at the balance sheet date are translated at the rates ruling at that date. Translation differences are dealt with in the profit and loss account.

VIAD SERVICE COMPANIES LIMITED

NOTES TO THE ACCOUNTS

Year ended 31 December 2009

1. ACCOUNTING POLICIES (continued)

Taxation

Current tax, including UK corporation tax and foreign tax, is provided at 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 is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, 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 is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis

Leases

Rental costs under operating leases are charged to the profit and loss account in equal annual instalments over the period of the lease

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 contributions payable in the year

2. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

	2009 £'000	2008 £'000
Directors' emoluments		
Directors' remuneration	245	247
Pension scheme contributions	7	7
	<u>252</u>	<u>254</u>

All the directors' emoluments were paid to the highest paid director. No director is a member of a defined benefit pension scheme (2008: none)

	No	No.
Number of employees		
Design	7	7
Project management	14	14
Administration	8	8
	<u>29</u>	<u>29</u>

	£'000	£'000
Staff costs during the year (including directors)		
Wages and salaries	2,056	1,934
Social security costs	249	328
Pension costs	58	88
	<u>2,363</u>	<u>2,350</u>

VIAD SERVICE COMPANIES LIMITED

NOTES TO THE ACCOUNTS

Year ended 31 December 2009

3. OPERATING PROFIT

	2009 £'000	2008 £'000
Operating profit is after charging/(crediting):		
Depreciation	100	118
Rentals under operating leases		
Other operating leases	55	55
Fees payable to the Company's auditors for the audit of the Company's annual accounts		
Audit fees	19	20
Goodwill amortisation	208	208
Foreign exchange loss/(gain)	78	(393)

4. TAX ON PROFIT ON ORDINARY ACTIVITIES

Analysis of tax charge in the year

	2009 £'000	2008 £'000
Current tax		
UK corporation tax at 28% (2008 28.5%)	787	704
Prior period adjustments	-	37
Total current tax	787	741
Deferred taxation		
Origination and reversal of timing differences	1	(44)
Total deferred taxation	1	(44)
Tax on profit on ordinary activities	788	697

Factors affecting the current tax charge for the year

	2009 £'000	2008 £'000
Profit on ordinary activities	2,551	2,185
Tax on profit on ordinary activities at standard rate of 28% (2008 28.5%)	714	622
Effects of		
Expenses not deductible for tax purposes	74	66
Capital allowances in excess of depreciation	5	11
Movement in other timing differences	(6)	5
Prior period adjustments	-	37
Current tax charge for the year	787	741

5. PROFIT OF PARENT COMPANY

As permitted by Section 408 of the Companies Act 2006, the profit and loss account of the parent company is not presented as part of these financial statements. The parent company's profit for the financial year amounted to £1,807,000 (2008 £3,633,000)

VIAD SERVICE COMPANIES LIMITED

NOTES TO THE ACCOUNTS Year ended 31 December 2009

6. INTANGIBLE FIXED ASSETS

Group		Goodwill £'000
Cost		
At 1 January 2009 and 31 December 2009		4,158
Accumulated amortisation		
At 1 January 2009		2,036
Charge for the year		208
At 31 December 2009		2,244
Net book value		
At 31 December 2009		1,914
At 31 December 2008		2,122
Company		Goodwill £'000
Cost		
At 1 January 2009 and 31 December 2009		3,302
Accumulated amortisation		
At 1 January 2009		1,568
Charge for the year		165
At 31 December 2009		1,733
Net book value		
At 31 December 2009		1,569
At 31 December 2008		1,734

7. TANGIBLE FIXED ASSETS

Company and group	Motor vehicles £'000	Equipment £'000	Total £'000
Cost			
At 1 January 2009	291	521	812
Additions	-	42	42
Disposals	(14)	(19)	(33)
At 31 December 2009	277	544	821
Accumulated depreciation			
At 1 January 2009	193	440	633
Charge for the year	50	50	100
Disposals	(14)	(19)	(33)
At 31 December 2009	229	471	700
Net book value			
At 31 December 2009	48	73	121
At 31 December 2008	98	81	179

VIAD SERVICE COMPANIES LIMITED

NOTES TO THE ACCOUNTS

Year ended 31 December 2009

8. INVESTMENTS HELD AS FIXED ASSETS

Company	Shares in group undertakings £'000
At cost	
At 1 January 2009 and 31 December 2009	1,068

Information regarding investments

All subsidiary undertakings are unlisted, directly owned and are registered in England and Wales. The holdings are as follows:

		Percentage of shares owned by Viad Service Companies Limited at 31 December 2009	Class of business
Class of shares			
SDD Exhibitions Limited	£1 ordinary shares	100%	Dormant

9. STOCKS

	Group		Company	
	2009 £'000	2008 £'000	2009 £'000	2008 £'000
Work in progress	1,098	2,017	1,098	2,017
Less payments on account	(712)	(806)	(712)	(806)
Excess payments on account transferred to creditors	476	275	476	275
	<u>862</u>	<u>1,486</u>	<u>862</u>	<u>1,486</u>

10. DEBTORS

	Group		Company	
	2009 £'000	2008 £'000	2009 £'000	2008 £'000
Trade debtors	1,385	1,123	1,385	1,123
Amounts owed by parent undertaking	3	1	3	1
Amounts owed by other group companies	1	-	1	-
Tax recoverable	-	46	-	46
Deferred tax asset (note 13)	81	82	81	82
Other debtors	48	90	48	90
Prepayments and accrued income	44	30	44	30
	<u>1,562</u>	<u>1,372</u>	<u>1,562</u>	<u>1,372</u>

VIAD SERVICE COMPANIES LIMITED

NOTES TO THE ACCOUNTS

Year ended 31 December 2009

11. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group		Company	
	2009	2008	2009	2008
	£'000	£'000	£'000	£'000
Excess payments on account	476	275	476	275
Trade creditors	1,113	1,175	1,113	1,175
Amounts owed to fellow subsidiary undertakings	-	-	1,068	1,069
Amounts owed to other group companies	107	104	107	104
Corporation tax	412	426	412	426
Other taxation and social security	54	94	54	94
Accruals and deferred income	755	754	755	754
	<u>2,917</u>	<u>2,828</u>	<u>3,985</u>	<u>3,897</u>

12. PROVISIONS FOR LIABILITIES

There are no provided or unprovided deferred taxation liabilities or unprovided assets in the group or company in the current or prior year

13. DEFERRED TAXATION ASSET

Group and Company	£'000
Deferred taxation as at 1 January 2009 (note 10)	82
Credited to the profit and loss account	(1)
Deferred taxation asset at 31 December 2009 (note 10)	<u>81</u>
Analysis of deferred taxation	
	2009
	£'000
Depreciation in excess of capital allowances	<u>81</u>
	2008
	£'000
	<u>82</u>

14. CALLED UP SHARE CAPITAL

Group and Company	2009	2008
	£'000	£'000
Authorised, called up, allotted and fully paid: 1,262,803 ordinary shares of £1 each	<u>1,263</u>	<u>1,263</u>

15. RESERVES

Profit and loss account	Group	Company
	£'000	£'000
Balance at 1 January 2009	3,558	3,241
Profit for the year	1,763	1,807
Dividend	(1,000)	(1,000)
Balance at 31 December 2009	<u>4,321</u>	<u>4,048</u>
Consolidation reserves		Goodwill write-off reserve
		£'000
Balance at 1 January 2009 and 31 December 2009		<u>72</u>

VIAD SERVICE COMPANIES LIMITED

NOTES TO THE ACCOUNTS Year ended 31 December 2009

16. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	Group		Company	
	2009	2008	2009	2008
	£'000	£'000	£'000	£'000
Profit for the year	1,763	1,488	1,807	3,633
Dividend	(1,000)	(1,600)	(1,000)	(1,600)
Net (decrease)/ increase in shareholders' funds	763	(112)	807	2,033
Opening shareholders' funds	4,893	5,005	4,504	2,471
Closing shareholders' funds	5,656	4,893	5,311	4,504

17. FUTURE COMMITMENTS

(a) Operating lease commitments

Annual commitments under non-cancellable operating leases are as follows

	2009 Land & buildings £	2008 Land & buildings £
Operating leases which expire		
Within one year	-	-
Within two to five years	55	55
	<u>55</u>	<u>55</u>

(b) Group capital commitments

At 31 December 2009, neither the group nor the company had any capital commitments (2008 £nil)

18. RELATED PARTY TRANSACTIONS

In accordance with Financial Reporting Standard No 8 "Related Party Disclosures", transactions with other undertakings within the Viad Corp group have not been disclosed in these financial statements

19. ULTIMATE PARENT COMPANY

The company's immediate and ultimate parent and controlling company is Viad Corp, which is incorporated in the United States of America. Copies of the consolidated financial statements of Viad Corp are available from Dial Tower, Phoenix, Arizona 85077

20. PENSION SCHEME

During the current and prior period, the group has contributed to personal pension schemes only. The cost of these is charged to the profit and loss account in the period in which it is incurred. The total pension cost for the company in the year was £58,000 (2008 £88,000)