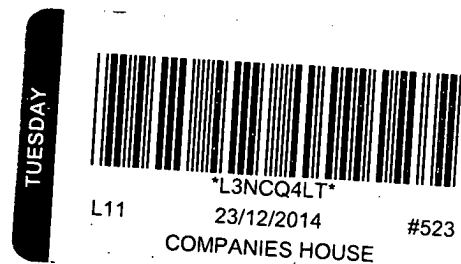


Marketing Matters Limited

Directors' Report and Financial Statements

For the year ended 30 June 2014



Marketing Matters Limited

Company Information

Directors

A Legg
T Davis
M Fleming
P Jones
G Watt

Company number

02386192

Registered office

Holland House
St Pauls Place
Bournemouth
BH8 8GG

Auditors

Kingston Smith LLP
141 Wardour Street
London
W1F 0UT

Bankers

HSBC Bank Plc
PO Box 10
59 Old Christchurch Road
Bournemouth
Dorset
BH1 1EH

Marketing Matters Limited

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Marketing Matters Limited

Directors' Report

For the year ended 30 June 2014

The directors present their report and financial statements for the year ended 30 June 2014.

The principal activity of the company continued to be that of marketing consultancy, including design, implementation and management of marketing projects.

On 30 June 2014 the company ceased trading.

Directors

The following directors have held office since 1 July 2013:

A Legg
T Davis
M Fleming
P Jones
G Watt

Auditors

Kingston Smith LLP were appointed auditors to the company and in accordance with section 485 of the Companies Act 2006, a resolution proposing that they be re-appointed will be put at a General Meeting.

Statement of directors' responsibilities

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law 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 accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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.

Marketing Matters Limited

Directors' Report (Continued)

For the year ended 30 June 2014

Statement of disclosure to auditors

So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the directors 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 auditors are aware of that information.

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

On behalf of the board



.....
M Fleming

Director

09/12/14
.....

Marketing Matters Limited

Independent Auditors' Report to the Members of Marketing Matters Limited

We have audited the financial statements of Marketing Matters Limited for the year ended 30 June 2014 set out on pages 5 to 12. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (effective April 2008) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

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 set out on pages 1 - 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

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 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 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 30 June 2014 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities; 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.

Marketing Matters Limited

Independent Auditors' Report to the Members of Marketing Matters 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 prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption in preparing the Directors' Report and from preparing a Strategic Report.

Kingston Smith LLP

Ian Graham (Senior Statutory Auditor)
for and on behalf of Kingston Smith LLP

10/12/14

Chartered Accountants
Statutory Auditor

141 Wardour Street
London
W1F 0UT

Marketing Matters Limited

Profit and Loss Account

For the year ended 30 June 2014

		Discontinued operations	16 month period to 30 June 2013
	Notes	2014 £	£
Turnover	2	578,639	1,161,423
Cost of sales		(195,854)	(401,087)
Gross profit		382,785	760,336
Administrative expenses		(548,553)	(845,506)
Operating loss	3	(165,768)	(85,170)
Profit loss on sale of tangible assets		4,038	(1,983)
Loss on ordinary activities before interest		(161,730)	(87,153)
Other interest receivable and similar income	4	96	-
Loss on ordinary activities before taxation		(161,634)	(87,153)
Tax on loss on ordinary activities	5	6,540	-
Loss for the year	11	(155,094)	(87,153)

Marketing Matters Limited

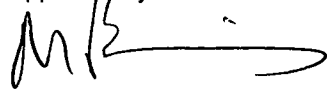
Balance Sheet

As at 30 June 2014

	Notes	2014 £	£	2013 £	£
Fixed assets					
Tangible assets	6		-		7,494
Current assets					
Tangible assets	6	2,036		-	
Debtors	7	35,063		178,591	
Cash at bank and in hand		7,990		9,308	
		<u>45,089</u>		<u>187,899</u>	
Creditors: amounts falling due within one year	8	<u>(249,063)</u>		<u>(244,273)</u>	
Net current liabilities			<u>(203,974)</u>		<u>(56,374)</u>
Total assets less current liabilities			<u>(203,974)</u>		<u>(48,880)</u>
Capital and reserves					
Called up share capital	10		12,371		12,371
Other reserves	11		7,629		7,629
Profit and loss account	11		<u>(223,974)</u>		<u>(68,880)</u>
Shareholders' funds			<u>(203,974)</u>		<u>(48,880)</u>

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and the Financial Reporting Standard for Smaller Entities (effective April 2008).

Approved by the Board for issue on 09/12/14



M Fleming
Director

Company Registration No. 02386192

MARKETING MATTERS LIMITED

Notes to the Financial Statements

For the year ended 30 June 2014

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008).

Break up basis

The accounts have been prepared on a break up basis due to the company ceasing to trade following the sale of trade and assets to Aylesworth Fleming Limited effective from 1 July 2014. All fixed assets have been reclassified as current assets and the carrying values have been reduced to estimated realisable value. There are no long term liabilities.

1.2 Compliance with accounting standards

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which have been applied consistently (except as otherwise stated).

1.3 Turnover and profits

Turnover represents amounts receivable for goods and services net of VAT and trade discounts.

Profit is recognised on long-term contracts, if the final outcome can be assessed with reasonable certainty, by including in the profit and loss account turnover and related costs as contract activity progresses. Turnover is calculated as that proportion of total contract value which costs to date bear to total expected costs for that contract.

1.4 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Land and buildings Leasehold	4/5 years straight line
Computer equipment	2/3 years straight line
Fixtures, fittings & equipment	7 years straight line
Motor vehicles	3/5 years straight line

1.5 Revenue recognition

Fee income represents revenue earned under a wide variety of contracts to provide professional services. Revenue is recognised as earned when, and to the extent that, the firm obtains the right to consideration in exchange for its performance under these contracts. It is measured at the fair value of the right to consideration, which represents amounts chargeable to clients, including expenses and disbursements but excluding value added tax.

Revenue is generally recognised as contract activity progresses so that for incomplete contracts it reflects the partial performance of the contractual obligations. For such contracts the amount of revenue reflects the accrual of the right to consideration by reference to the value of work performed. Revenue not billed to clients is included in debtors and payments on account in excess of the relevant amount of revenue are included in creditors.

Fee income that is contingent on events outside the control of the firm is recognised when the contingent event occurs.

MARKETING MATTERS LIMITED

Notes to the Financial Statements (Continued)

For the year ended 30 June 2014

1 Accounting policies

(Continued)

1.6 Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to profit and loss account.

2 Turnover

In the year to 30 June 2014 1% (2013 - 8%) of the company's turnover was to markets outside the United Kingdom.

3 Operating loss

	2014 £	2013 £
Operating loss is stated after charging:		
Depreciation of tangible assets	2,217	15,810
Auditors' remuneration	5,000	5,000
Directors' remuneration	158,689	177,958
	<u> </u>	<u> </u>

4 Investment income

	2014 £	2013 £
Bank interest	96	-
	<u> </u>	<u> </u>
	96	-
	<u> </u>	<u> </u>

5 Taxation

	2014 £	2013 £
Domestic current year tax		
Adjustment for prior years	(6,540)	-
	<u> </u>	<u> </u>
Total current tax	(6,540)	-
	<u> </u>	<u> </u>

The company has estimated losses of £ 5,689 (2013 - £ 5,689) available for carry forward against future trading profits.

MARKETING MATTERS LIMITED

Notes to the Financial Statements (Continued)

For the year ended 30 June 2014

6 Tangible fixed assets

	Plant and machinery etc £
Cost	
At 1 July 2013	325,313
Additions	369
Disposals	(284,750)
At 30 June 2014	40,932
Depreciation	
At 1 July 2013	317,819
On disposals	(281,140)
Charge for the year	2,217
At 30 June 2014	38,896
Net book value	
At 30 June 2014	2,036
At 30 June 2013	7,494

Due to the accounts being prepared on a break up basis, all fixed assets have been reclassified as current assets with the carrying values regarded as equivalent to the estimated realisable value. Therefore the above carried forward amounts are included in current assets on the balance sheet.

7 Debtors	2014 £	2013 £
Trade debtors	32,972	165,634
Amounts owed by group undertakings and undertakings in which the company has a participating interest	-	2,908
Other debtors	2,091	10,049
	35,063	178,591

MARKETING MATTERS LIMITED

Notes to the Financial Statements (Continued)

For the year ended 30 June 2014

8 Creditors: amounts falling due within one year	2014 £	2013 £
Trade creditors	12,482	16,008
Amounts owed to group undertakings and undertakings in which the company has a participating interest	185,511	170,607
Taxation and social security	9,923	32,177
Other creditors	41,147	25,481
	<u>249,063</u>	<u>244,273</u>

There is a fixed and floating charge over the undertaking and all property and assets in favour of HSBC Bank PLC.

9 Pension costs

Defined contribution

	2014 £	2013 £
Contributions payable by the company for the year	<u>14,906</u>	<u>27,539</u>

10 Share capital

	2014 £	2013 £
Allotted, called up and fully paid		
12,371 Ordinary of £1 each	<u>12,371</u>	<u>12,371</u>

11 Statement of movements on reserves

	Other reserves (see below) £	Profit and loss account £
Balance at 1 July 2013	7,629	(68,880)
Loss for the year	-	(155,094)
Balance at 30 June 2014	<u>7,629</u>	<u>(223,974)</u>
Other reserves		
Capital redemption reserve		
Balance at 1 July 2013 & at 30 June 2014	<u>7,629</u>	

MARKETING MATTERS LIMITED

Notes to the Financial Statements (Continued)

For the year ended 30 June 2014

12 Contingent liabilities

An unlimited multilateral guarantee exists which was given by Emerge Limited, Adgenda Media Services Limited, Aylesworth Fleming Limited, Refreshed Wellbeing Limited, Space & Time Media Limited, Thinking Juice Limited, Marketing Matters Limited, Aylesworth Fleming East Midlands Limited, Go Wild Limited, Whistle PR Limited and EG Media Limited.

13 Control

The ultimate parent company is Emerge Limited, a company incorporated in England and Wales.

The ultimate controlling parties are M H Fleming and P Jones by virtue of their ownership of a majority of the issued share capital of Emerge Limited.

14 Post balance sheet events

The trade and assets of the company were sold to Aylesworth Fleming Limited with an effective date of 1 July 2014.

MARKETING MATTERS LIMITED

Notes to the Financial Statements (Continued)

For the year ended 30 June 2014

15 Related party relationships and transactions

During the year the company made sales totalling £nil (2013: £14,026) to Emerge Limited, and made purchases totalling £100,553 (2013: £121,563) from the same company. Emerge Limited is the parent company of Marketing Matters Limited. As at 30 June 2014, there were amounts outstanding of £7,686 (2013: £18,139) due to Emerge Limited in respect of these transactions. As at 30 June 2014, there were also loan amounts outstanding of £170,000 (2013: £150,000) due to Emerge Limited.

During the year the company made sales totalling £9,229 (2013: £2,973) to Aylesworth Fleming Limited, and made purchases totalling £38,303 (2013: £617) from the same company. Aylesworth Fleming Limited is a fellow subsidiary of Emerge Limited. As at 30 June 2014, there were amounts outstanding of £1,748 due to (2013: £2,188 due from) Aylesworth Fleming Limited.

During the year the company made sales totalling £41 (2013: £216) to Thinking Juice Limited, and made purchases totalling £69,481 (2013: £4,455) from the same company. Thinking Juice Limited is a fellow subsidiary of Emerge Limited. As at 30 June 2014, there were amounts outstanding of £4,758 (2013: £1,252) due to Thinking Juice Limited.

During the year the company made sales totalling £5,200 (2013: £nil) to Space & Time Media Limited, and made purchases totalling £22,468 (2013: £2,153) from the same company. Space & Time Media Limited is a fellow subsidiary of Emerge Limited. As at 30 June 2014, there were amounts outstanding of £784 (2013: £1,216) due to Space & Time Media Limited.

During the year the company made sales totalling £600 (2013: £2,298) to Whistle PR Limited, and made purchases totalling £968 (2013: £nil) from the same company. Whistle PR Limited is a fellow subsidiary of Emerge Limited. As at 30 June 2014, there were amounts outstanding of £535 due to (2013: £720 due from) Whistle PR Limited.

During the year the company made purchases totalling £2,000 (2013: £2,000) from Emerge Boat Charter LLP, a company under common control. There were no amounts outstanding as at 30 June 2014 in respect of these transactions.

All above transactions were at arm's length, and no amounts were provided for or written off during the year.