

Blue Marlin Brand Design Limited

Directors' Report and Financial Statements

For the year ended 31 December 2013



Blue Marlin Brand Design Limited

Company Information

Directors	A J Eyles D J Hodgson
Secretary	A Yates
Company number	02847789
Registered office	Page Barn Newbury Near Frome Somerset BA11 3RG
Auditors	Kingston Smith LLP 141 Wardour Street London W1F 0UT
Bankers	HSBC Bank Plc 62 George White Street Cabot Circus Bristol BS1 3BA

Blue Marlin Brand Design Limited

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Blue Marlin Brand Design Limited

Directors' Report

For the year ended 31 December 2013

The directors present their report and financial statements for the year ended 31 December 2013.

The principal activity of the company continued to be that of the origination of graphic and structural design solutions for the creation and development of fast moving consumer goods.

Directors

The following directors have held office since 1 January 2013:

A J Eyles

D J Hodgson

Auditors

Kingston Smith LLP were appointed auditors to the company in the year 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.

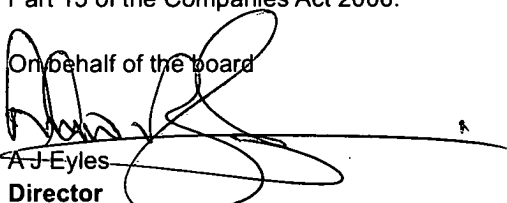
The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies 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.

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



A J Eyles

Director

26 September 2014

Blue Marlin Brand Design Limited

Independent Auditors' Report to the Members of Blue Marlin Brand Design Limited

We have audited the financial statements of Blue Marlin Brand Design Limited for the year ended 31 December 2013 set out on pages 4 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 for no other purpose than to draw to the attention of the company's members those matters which we are required to include in an auditor's report addressed to them. 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 page 1, 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 Directors' 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 31 December 2013 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.

Blue Marlin Brand Design Limited

Independent Auditors' Report to the Members of Blue Marlin Brand Design 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

Richard Heap (Senior Statutory Auditor)
for and on behalf of Kingston Smith LLP
Chartered Accountants
Statutory Auditor

29/9/14

141 Wardour Street
London
W1F 0UT

Blue Marlin Brand Design Limited

Profit and Loss Account

For the year ended 31 December 2013

		2013	Restated
	Notes	£	2012
			£
Turnover		3,992,638	4,581,838
Cost of sales		(2,002,174)	(1,607,674)
Gross profit		1,990,464	2,974,164
Administrative expenses		(1,721,537)	(2,822,503)
Operating profit	2	268,927	151,661
Other interest receivable and similar income	3	-	6
Interest payable and similar charges	4	(11,912)	(19,053)
Profit on ordinary activities before taxation		257,015	132,614
Tax on profit on ordinary activities	6	(51,013)	(2,013)
Profit for the year	15	206,002	130,601

The profit and loss account has been prepared on the basis that all operations are continuing operations.

There are no recognised gains and losses other than those passing through the profit and loss account.

Blue Marlin Brand Design Limited

Balance Sheet

As at 31 December 2013

	Notes	2013 £	£	Restated 2012 £	£
Fixed assets					
Tangible assets	7		150,181		195,239
Current assets					
Stocks		5,932		20,722	
Debtors	8	1,669,227		1,969,827	
Cash at bank and in hand		133,765		49,436	
		<u>1,808,924</u>		<u>2,039,985</u>	
Creditors: amounts falling due within one year	9	<u>(863,155)</u>		<u>(1,242,228)</u>	
Net current assets			945,769		797,757
Total assets less current liabilities			<u>1,095,950</u>		<u>992,996</u>
Creditors: amounts falling due after more than one year	10		-		(120,548)
Provisions for liabilities	12		<u>(17,500)</u>		<u>-</u>
			<u>1,078,450</u>		<u>872,448</u>
Capital and reserves					
Called up share capital	14		45,100		45,100
Profit and loss account	15		<u>1,033,350</u>		<u>827,348</u>
Shareholders' funds	16		<u>1,078,450</u>		<u>872,448</u>

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

Approved by the Board and authorised for issue on 26 September 2014


A J Eyles
Director

Company Registration No. 02847789

Blue Marlin Brand Design Limited

Notes to the Financial Statements

For the year ended 31 December 2013

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention.

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 Cashflow

The company has taken advantage of the exemption in Financial Reporting Standard No. 1 (revised) from the requirement to produce a cashflow statement on the grounds that it is a small company.

1.4 Turnover

Turnover comprises revenue recognised by the company in respect of services supplied during the year, exclusive of Value Added Tax and trade discounts. Revenue is recognised only once a stage or project has been completed and approved by the client.

1.5 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:

Leasehold property improvements	over the term of the lease
Computer equipment	25% to 100% straight line
Fixtures & fittings	15% to 75% straight line
Motor vehicles	25% straight line

1.6 Leasing and hire purchase commitments

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible assets and depreciated over the shorter of the lease term and their useful lives. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the profit and loss account so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

Rentals payable under operating leases are charged against income on a straight line basis over the lease term.

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight line basis over the period until the date the rent is expected to be adjusted to the prevailing market rate.

1.7 Stocks and work in progress

Stocks and work in progress are valued at the lower of cost and net realisable value after making due allowance for obsolete and slow moving stocks.

1.8 Pensions

The company operates a defined contribution pension scheme and the pension charge represents the amounts payable by the company to the fund in respect of the year.

Blue Marlin Brand Design Limited

Notes to the Financial Statements (Continued)

For the year ended 31 December 2013

1 Accounting policies

(Continued)

1.9 Deferred taxation

Deferred taxation is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. The deferred tax balance has not been discounted.

1.10 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 Operating profit

	2013 £	Restated 2012 £
Operating profit is stated after charging/(crediting):		
Depreciation of tangible assets		
- owned assets	64,657	57,716
- held under finance leases	13,859	74,516
Loss on disposal of tangible assets	-	21,248
(Profit)/loss on foreign exchange transactions	(8,147)	11,495
Operating lease rentals		
- Plant and machinery	32,875	23,057
- Other assets	135,529	230,660
Auditors' remuneration		
- Audit	9,000	8,900
- Non-audit (payable to the company's previous auditors in 2013 - £27,500)	30,500	13,564
	<u> </u>	<u> </u>

3 Investment income

	2013 £	2012 £
Bank interest	-	5
Other interest	-	1
	<u> </u>	<u> </u>
	-	6
	<u> </u>	<u> </u>

Blue Marlin Brand Design Limited

Notes to the Financial Statements (Continued)

For the year ended 31 December 2013

4	Interest payable	2013	Restated
		2012	2012
		£	£
	Bank interest	1,694	2,830
	Hire purchase interest	10,218	16,223
		<u>11,912</u>	<u>19,053</u>

5 Prior year adjustment

The 45,000 preference shares treated as debt and the 50 'A' Ordinary and 50 'B' Ordinary shares were redesignated as 45,100 Ordinary shares in a prior period. The balance sheet at 31 December 2012 has been restated to reflect the reclassification of the preference shares, previously treated as debt, to equity. This has resulted in an increase in net assets of £45,000.

In addition the profit and loss for the year ended 31 December 2012 has been restated to reflect the treatment of the £20,705 preference share dividends as an equity reserve movement rather than interest payable. This has resulted in an increase in the profit for the year ended 31 December 2012 of £20,705.

Blue Marlin Brand Design Limited

Notes to the Financial Statements (Continued)

For the year ended 31 December 2013

6	Taxation	2013	Restated
		2012	2012
		£	£
	Domestic current year tax		
	U.K. corporation tax	33,355	64,767
	Total current tax	33,355	64,767
	Deferred tax		
	Deferred tax	17,658	(62,754)
	Total deferred tax	17,658	(62,754)
	Tax on profit on ordinary activities	51,013	2,013
	Factors affecting the tax charge for the year		
	Profit on ordinary activities before taxation	257,015	132,614
	Profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 23% (2012 - 24.5%)	59,113	32,490
	Effects of:		
	Non deductible expenses	2,330	21,708
	Depreciation in excess of capital allowances	2,242	14,963
	Tax losses utilised	-	(14,926)
	Foreign tax adjustments	(30,826)	19,684
	Other tax adjustments	496	(9,152)
		(25,758)	32,277
	Current tax charge for the year	33,355	64,767

Blue Marlin Brand Design Limited

Notes to the Financial Statements (Continued)

For the year ended 31 December 2013

7 Tangible fixed assets

	Leasehold property improvements	Plant and machinery etc	Total
	£	£	£
Cost			
At 1 January 2013	106,075	604,281	710,356
Additions	-	33,458	33,458
At 31 December 2013	106,075	637,739	743,814
Depreciation			
At 1 January 2013	29,095	486,022	515,117
Charge for the year	30,935	47,581	78,516
At 31 December 2013	60,030	533,603	593,633
Net book value			
At 31 December 2013	46,045	104,136	150,181
At 31 December 2012	76,980	118,259	195,239

Included above are assets held under finance leases or hire purchase contracts with a net book value of £nil (2012 - £13,859).

8 Debtors

	2013 £	2012 £
Trade debtors	698,535	1,047,262
Amounts owed by group undertakings	674,746	643,245
Other debtors	295,946	279,320
	1,669,227	1,969,827

Amounts owed by group undertakings are balances payable within the normal course of business.

Other debtors include a deferred tax asset of £45,096 (2012 - £62,754) as detailed per note 11.

Blue Marlin Brand Design Limited

Notes to the Financial Statements (Continued)

For the year ended 31 December 2013

9 Creditors: amounts falling due within one year	2013	2012
	£	£
Bank loans and overdrafts	-	126,946
Net obligations under hire purchase contracts	-	30,722
Trade creditors	219,461	180,889
Amounts owed to group undertakings	253,749	366,182
Taxation and social security	68,116	73,821
Other creditors	321,829	463,668
	<u>863,155</u>	<u>1,242,228</u>

The company's overdraft facilities are secured by a fixed and floating charge over all the assets of the company and its ultimate parent company, Barracuda Holdings Limited, and a cross guarantee between the companies dated 1 October 2012 in favour of HSBC Bank Plc.

Amounts owed to group undertakings are balances payable within the normal course of business.

Net obligations under hire purchase contracts are secured on the related assets.

10 Creditors: amounts falling due after more than one year	2013	Restated 2012
	£	£
Other creditors	-	120,548
	<u>-</u>	<u>120,548</u>

Other creditors comprise interest free, unsecured loans from directors of £nil (2012 - £10,000) from A J Eyles and £nil (2012 - £20,000) from D J Hodgson with the remainder being unsecured loans from shareholders of the parent company bearing interest at a rate of 1% above the bank base rate. The loans were fully repaid in the year.

11 Deferred taxation	Deferred tax
	£
At 1 January 2013	62,754
Movement in year	(17,658)
At 31 December 2013 (included in note 8)	<u>45,096</u>
The deferred tax balance consists of:	
Accelerated capital allowances	<u>45,096</u>

Blue Marlin Brand Design Limited

Notes to the Financial Statements (Continued)

For the year ended 31 December 2013

12 Provisions for liabilities

	Dilapidations provision £
Balance at 1 January 2013	-
Provided in year	17,500
Balance at 31 December 2013	<u>17,500</u>

13 Pension commitments

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. Contributions totalling £nil (2012 - £nil) were payable to the scheme at the balance sheet date.

	2013 £	2012 £
Contributions payable by the company for the year	<u>28,303</u>	<u>47,685</u>

14 Share capital

	2013 £	Restated 2012 £
Allotted, called up and fully paid		
45,100 Ordinary shares of £1 each	<u>45,100</u>	<u>45,100</u>

15 Statement of movements on profit and loss account

	Profit and loss account £
Balance at 1 January 2013	827,348
Profit for the year	206,002
Balance at 31 December 2013	<u>1,033,350</u>

Blue Marlin Brand Design Limited

Notes to the Financial Statements (Continued)

For the year ended 31 December 2013

16 Reconciliation of movements in shareholders' funds

	2013 £	Restated 2012 £
Profit for the financial year	206,002	109,896
Prior year adjustment - interest payable (note 5)	-	20,705
Restated profit for the financial year	206,002	130,601
Prior year adjustment - dividends paid (note 5)	-	(20,705)
Opening shareholders' funds	872,448	762,552
Closing shareholders' funds	1,078,450	872,448

17 Financial commitments

At 31 December 2013 the company was committed to making the following payments under non-cancellable operating leases in the year to 31 December 2014:

	Land and buildings		Other	
	2013 £	2012 £	2013 £	2012 £
Operating leases which expire:				
Within one year	-	-	4,005	1,429
Between two and five years	179,221	179,221	11,246	6,952
	179,221	179,221	15,251	8,381

18 Control

Blue Marlin Brand Design Limited is a 100% subsidiary of Barracuda Holdings Limited, a company registered in England and Wales. Barracuda Holdings Limited is the ultimate parent company. Copies of the group accounts can be obtained from:

Page Barn
Newbury
Near Frome
Somerset
BA11 3RG

Blue Marlin Brand Design Limited

Notes to the Financial Statements (Continued)

For the year ended 31 December 2013

19 Related party relationships and transactions

The company has taken advantage of the exemption available in FRS 8 "Related party disclosures" whereby it has not disclosed transactions with the ultimate parent company or any wholly owned subsidiary undertaking of the group.

During the year purchases of £nil (2012 - £3,120) were made from The Curtain Exchange which is owned by A J Eyles' wife. An amount of £nil (2012 - £nil) was outstanding at the balance sheet date.

During the year rent of £42,500 (2012 - £42,500) was paid to the Blue Marlin Executive Pension Scheme of which the directors, A J Eyles and D J Hodgson, are the sole members. Other debtors include an amount of £80,311 (2012 - £76,411) due from the scheme which includes amounts from previous years incurred by the company on its behalf net of the year end creditor for rent.

At the year end the company was owed £3,310 (2012 - £nil) and £3,056 (2012 - £nil) by A J Eyles and D J Hodgson respectively. These balances were transferred to Barracuda Holdings Limited, the ultimate parent company, post year end.