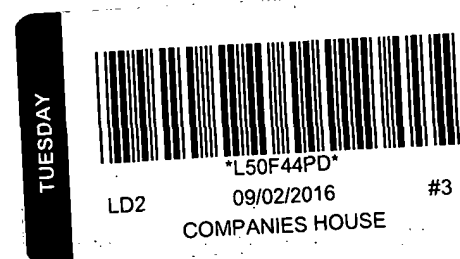


**Company Registration No. 03157401
(England and Wales)**

Halpern Limited

Annual Report and Financial Statements

For the year ended 30 September 2015



Halpern Limited

Annual report and financial statements for the year ended 30 September 2015

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Halpern Limited

Annual report and financial statements 2015

Officers and professional advisers

Directors

J P Hornby
P Walker
J Halpern Prince

Company Secretary

P Walker

Registered Office

7 Rathbone Street
London
W1T 1LY
United Kingdom

Auditor

Deloitte LLP
Chartered Accountants and Statutory Auditor
London
United Kingdom

Halpern Limited

Directors' report

The directors present their annual report and audited financial statements for the year ended 30 September 2015. This directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies' exemption under S415a.

Principal activities

Halpern Limited (halpern.co.uk) is a public relations agency which provides game changing PR and brand consultancy for its clients.

Business review

During the year the Company has benefited from organic growth from existing clients as well as winning retained contracts from new clients. The Directors are satisfied with the Company's performance for the past year. Turnover for the company was £5.05m (2014: £5.97m) with Gross Profit of £3.79m (2014: £4.73m).

This period to 30 September 2015 was a 12 month financial period, compared to a 17 month period to 30 September 2014.

Results and dividends

The results for the period are set out on page 6.

A dividend amounting to £700,000 (2014: £429,518) was declared and paid in the period.

Going concern

The directors are of the expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus 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 note 1 of the financial statements.

Directors

The following directors held office during the period and up to the date of this report:

J P Hornby
P Walker
J Halpern Prince

Capital Risk Management

The Company's principal financial assets are bank balances and cash, trade and other receivables, which represents the maximum exposure to credit risk in relation to financial assets. The principal credit risk is attributable to trade receivables. In order to mitigate this risk, the company operates strict credit control procedures and restricts trading relationships to primarily blue-chip clients. The credit risk on cash balances is limited because the counterparties are banks with high credit ratings.

Halpern Limited

Directors' report (continued)

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 ought to have taken as a director in order to make himself 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 be reappointed for another term and appropriate arrangements are being made for them to be deemed reappointed as auditor in the absence of an Annual General Meeting.

Approved by the Board of Directors and signed

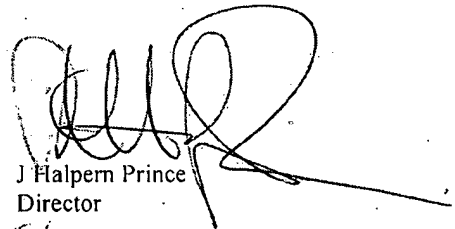
P Walker
Director

4 February 2016



J Halpern Prince
Director

4 February 2016



Halpern 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 year. 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;
- 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.

The directors are 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.

Independent auditor's report to the members of Halpern Limited

We have audited the financial statements of Halpern Limited for the year ended 30 September 2015 which comprise the profit and loss account, the balance sheet, and the related notes 1 to 19. 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 statement of directors' responsibilities, 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 September 2015 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 period of 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
- 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 from preparing a Strategic Report or in preparing the Directors' Report; or
- we have not received all the information and explanations we require for our audit.

M. R. Lee-Amies

Mark Lee-Amies (Senior Statutory Auditor)
For and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
London, United Kingdom

4 FEBRUARY 2016

Halpern Limited

Profit and loss account For the year ended 30 September 2015

		For the year ended 30 September 2015 £'000	For the 17 Month period to 30 September 2014 £'000
	Notes		
Turnover	2	5,045	5,974
Cost of sales		(1,254)	(1,245)
Gross profit		3,791	4,729
Operating costs		(2,736)	(3,468)
Operating profit		1,055	1,261
Interest receivable and similar income	5	14	4
Interest payable and similar charges	4	(4)	(6)
Profit on ordinary activities before taxation	3	1,065	1,259
Tax on profit on ordinary activities	6	(228)	(295)
Profit for the year/period	12, 13	837	964

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

There are no recognised gains or losses in the period other than those presented above. Accordingly, no statement of total recognised gains and losses has been presented.

Halpern Limited

Balance sheet As at 30 September 2015

	Notes	2015 £'000	2014 £'000
Fixed assets			
Tangible assets	7	41	53
Goodwill	8	198	228
		<u>239</u>	<u>281</u>
Current assets			
Work-in-progress		184	57
Debtors	9	1,419	813
Cash at bank and in hand		585	1,175
		<u>2,188</u>	<u>2,045</u>
Creditors: amounts falling due within one year	10	<u>(958)</u>	<u>(994)</u>
Net current assets		<u>1,230</u>	<u>1,051</u>
Net assets		<u>1,469</u>	<u>1,332</u>
Capital and reserves			
Called up share capital	11	-	-
Profit and loss account	12	1,469	1,332
Shareholders' funds	13	<u>1,469</u>	<u>1,332</u>

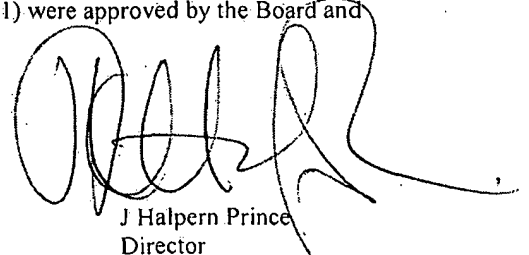
The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements of Halpern Limited (registered number 03157401) were approved by the Board and authorised for issue on 4 February 2016.

P Walker
Director



J Halpern Prince
Director



Halpern Limited

Notes to the financial statements Year ended 30 September 2015

1. Accounting policies

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which have been applied consistently. The particular accounting policies adopted are described below.

Accounting convention

The financial statements are prepared under the historical cost convention.

Turnover

Turnover represents gross billings to clients. This includes fee and commission billings to clients, as well as amounts recharged for costs incurred on behalf of clients relating to externally purchased goods and services. All amounts included in turnover are for services provided and costs recharged in the normal course of business, net of VAT and other sales-related taxes. Revenue is recognised on the date that services are performed.

Tangible fixed assets and depreciation

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

Fixtures, fittings and equipment	25% reducing balance
----------------------------------	----------------------

Leasing

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.

Intangible assets - goodwill

Goodwill arising on the acquisition of subsidiary undertakings, business assets and businesses, representing any excess of the fair value of the consideration given over the fair value of the identifiable assets and liabilities acquired. Provision is made for any impairment.

Work in progress

Work in progress is valued at the lower of cost and net realisable value and represents production costs which have not yet been recharged to clients.

Halpern Limited

Notes to the financial statements (continued) Year ended 30 September 2015

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 to the extent that, 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.

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.

Going concern

The company and the group's business activities, together with the factors likely to affect its future development, performance and position are set out in the director report on page 2. The financial position of the company is shown in the balance sheet on page 7. After making enquiries and taking into consideration the profitability and financial position of the company and the group, the directors have formed a judgement, at the time of approving the financial statements, that there is a reasonable expectation that the company and the group have access to 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.

Cash flow statement

Under the provision of Financial Reporting Standard No.1 (revised), the Company is exempt from the requirement to produce a cash flow statement on the grounds that it is a wholly-owned subsidiary of a parent undertaking which has produced a consolidated cash flow statement in its consolidated financial statements.

2. Analysis of turnover

Turnover is mainly attributable to one geographical market, the United Kingdom.

	2015 £'000	2014 £'000
UK	4,326	5,349
USA	279	343
Europe	268	218
Rest of World	172	64
	<u>5,045</u>	<u>5,974</u>

Halpern Limited

Notes to the financial statements (continued) Year ended 30 September 2015

3. Profit on ordinary activities before taxation

	Year ended 30 September 2015 £'000	17 Month period to 30 September 2014 £'000
Profit on ordinary activities before taxation is stated after charging:		
Amortisation of goodwill	30	42
Depreciation	14	21
Fees payable to the company's auditor for the audit of the company's statutory accounts	15	-
Operating lease rentals – property	-	310
	<u> </u>	<u> </u>

Audit fees for the 17 month period to 30 September 2014 were borne by CHI & Partners Limited as part of the group audit fees.

4. Interest payable and similar charges

	Year ended 30 September 2015 £'000	17 Month period to 30 September 2014 £'000
Bank charges paid	<u>4</u>	<u>6</u>

5. Interest receivable and similar income

	Year ended 30 September 2015 £'000	17 Month period to 30 September 2014 £'000
Bank interest received	1	1
Other income	13	3
	<u>14</u>	<u>4</u>

Halpern Limited

Notes to the financial statements (continued) Year ended 30 September 2015

6. Tax on profit on ordinary activities

	Year ended 30 September 2015 £'000	17 Month period to 30 September 2014 £'000
Domestic tax for the period		
UK corporation tax	226	295
Current tax charge	<u>226</u>	<u>295</u>
Deferred tax		
Deferred tax charge	2	-
	<u>228</u>	<u>295</u>
Profit on ordinary activities before taxation	1,065	1,259
Tax on profit on ordinary activities at standard UK corporation tax rate of 20.5% (2014: 22.29%)	218	281
Effects of:		
Fixed assets ineligible	6	10
Expenses not deductible for tax purposes	1	2
Deferred tax asset not recognised	-	2
Depreciation in excess of capital allowances	1	-
Current tax charge	<u>226</u>	<u>295</u>

7. Tangible fixed assets

	Plant and machinery £'000
Cost	
At 1 October 2014	322
Additions	2
Disposals	-
At 30 September 2015	<u>324</u>
Accumulated depreciation	
At 1 October 2014	269
Charge for the year	14
Disposals	-
At 30 September 2015	<u>283</u>
Net book value	
At 30 September 2015	<u>41</u>
At 30 September 2014	<u>53</u>

Halpern Limited

Notes to the financial statements (continued) Year ended 30 September 2015

8. Goodwill

	Goodwill £'000
Cost	
At 1 October 2014	600
At 30 September 2015	600
Amortisation	
At 1 October 2014	372
Charge for the year	30
At 30 September 2015	402
Net book value	
At 30 September 2015	198
At 30 September 2014	228

9. Debtors

	2015 £'000	2014 £'000
Trade debtors	1,186	766
Amount due from group companies	18	-
Other debtors	215	47
	<u>1,419</u>	<u>813</u>

All debtors are due within one year.

10. Creditors: amounts falling due within one year

	2015 £'000	2014 £'000
Trade creditors	165	156
Other taxation and social security costs	132	239
Corporation tax	95	295
Other creditors	564	304
Deferred tax	2	-
	<u>958</u>	<u>994</u>

Halpern Limited

Notes to the financial statements (continued) Year ended 30 September 2015

11. Called up share capital

	2015 £	2014 £
Called up, allotted and fully paid: 2000 ordinary shares of £0.001 each	2	2

12. Reserves

	Share capital £'000	Profit and loss account £'000	Total £'000
Balance at 30 September 2014	-	1,332	1,332
Profit for the year/period	-	837	837
Dividends	-	(700)	(700)
Balance at 30 September 2015	-	1,469	1,469

13. Reconciliation of movements in shareholders' funds

	2015 £'000	2014 £'000
Profit for the year/period	837	964
Dividends	(700)	(429)
Net addition to shareholders' funds	137	535
Opening shareholders' funds	1,332	797
Closing shareholders' funds	1,469	1,332

14. Dividends

	2015 £'000	2014 £'000
Ordinary dividend paid in the period	700	429

15. Directors' emoluments

	2015 £'000	2014 £'000
Emoluments for qualifying services	200	200
	200	200

Only one director is remunerated by Halpern Limited therefore the disclosure above also represents the highest paid director's disclosure.

Halpern Limited

Notes to the financial statements (continued)

Year ended 30 September 2015

16. Employees

Number of employees

The average monthly number of employees (including directors) during the year/period was:

	2015 Number	2014 Number
Administrative	5	6
Fee earners	33	32
	<u>38</u>	<u>38</u>
	£'000	£'000
Employment costs:		
Wages and salaries	1,685	2,255
Social security costs	193	248
	<u>1,878</u>	<u>2,503</u>

17. Related party transactions

Name	Relationship	Transactions	Amounts owed to and/or due from at 30 September 2015
CHI & Partners Ltd	Fellow Subsidiary	Purchases of £589,082 (2014: £182,307) relating to recharges of staff costs and head office costs, and revenues earned of £15,000 (2014: £nil) in respect to mutual clients.	£218,443 (2014: £67,538) owed to and £18,000 (2014: £nil) owed from CHI & Partners Ltd.
CHI America Partners Inc	Fellow Subsidiary	Purchases of \$17,077 (2014: £nil) relating to recharges of staff and administrative costs	£5,216 (2014: nil) owed to CHI America Partners Inc

18. Ultimate parent company and controlling party

The & Partners Group Limited, incorporated in Great Britain, registered in England and Wales and a subsidiary of CHI Partners Holdings Limited, is the immediate parent Company of Halpern Limited and the head of the smallest group of which the results of the Company are consolidated.

CHI Partners Holdings Limited, incorporated in Great Britain, registered in England and Wales, is the ultimate parent Company and the head of the largest group of which the results of the Company are consolidated. Copies of those financial statements are available from 7 Rathbone Place, London W1T 1LY.