FREEMAN BUSINESS INFORMATION PLC REPORT OF THE DIRECTORS AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2007

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25/07/2008 COMPANIES HOUSE

348

CONTENTS OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2007

	l	Page	:
Company Information		1	
Report of the Directors	2	to	4
Report of the Independent Auditors	5	to	6
Profit and Loss Account .		7	
Statement of Total Recognised Gains and Losses		8	
Balance Sheet		9	
Cash Flow Statement		10	
Notes to the Cash Flow Statement		11	
Notes to the Financial Statements	12	to	17
Profit and Loss Account		18	

COMPANY INFORMATION FOR THE YEAR ENDED 31ST DECEMBER 2007

DIRECTORS

P G Freeman Mrs S B Forster

SECRETARY.

Mrs S B Forster

REGISTERED OFFICE:

5 Albany Courtyard

Piccadilly London W1J 0HF

REGISTERED NUMBER:

03705220

AUDITORS:

Ward Mackenzie

Accountants and Registered Auditors

Mackenzie House

Coach and Horses Passage

The Pantiles
Tunbridge Wells

Kent TN2 5NP

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31ST DECEMBER 2007

The directors present their report with the financial statements of the company for the year ended 31st December 2007

PRINCIPAL ACTIVITY

The principal activities of the company in the year under review were those of business publishing (in print and online business information, funded by advertising and subscription sales)

REVIEW OF BUSINESS

The results for the year and financial position of the company are as shown in the annexed financial statements

The company was established in 1999 to provide first class business information services in print and online. Its first product was "Freeman's Guide to the Property Industry" in June 2000, which won the 2001 Champion Award from the Data Publishers Association for any reference source whether in print, online or on CD

Since 2000, the company has published a number of books and created a number of websites, all reflecting the highest editorial standards. The company has achieved revenue of £5 4million since it began but aggregate costs of creating and publishing titles have been about £10 5million. Since the year end, two new directors have been appointed to the company, Christopher McAlpine and Carina Karwatowski. Carina has been closely associated with the company since 2000, first as an employee and subsequently as a consultant responsible for our online technology. Christopher took over as Managing Director from Sue Forster, who remains a director, on 1 July 2008.

DIVIDENDS

No dividends will be distributed for the year ended 31st December 2007

RESEARCH AND DEVELOPMENT

Expenditure on Research and Development is written off to the Profit and Loss account in the year in which it is incurred

DIRECTORS

The directors during the year under review were

P G Freeman Mrs S B Forster

The beneficial interests of the directors holding office on 31st December 2007 in the issued share capital of the company were as follows

Ordinary £1 shares	31 12 07	1 1 07
P G Freeman	2,142,808	1,967,808

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31ST DECEMBER 2007

P G Freeman's beneficial interest in the ordinary shares of the company includes the following interests of his immediate family

	Interest at end of year	Interest at start of year
TC Freeman	90,000	90,000
MI Freeman	117,678	117,678
DJ Freeman	117,678	117,678

The company established an unapproved share options scheme for employees, which was adopted by the shareholders on 29 June 1999

The options granted to directors to subscribe for £1 ordinary shares were as follows

	Exercise Price	At 31 December 2006	Granted in period	Exercised in period	Cancelled/ lapsed in period	At 31 December 2007
	£	No	No	No	No	No
A Goldstone	1 50	10,000	-	-	-	10,000

During a prior period the company established an Enterprise Management Incentive Scheme The options granted to directors to subscribe for £1 ordinary shares were as follows

	Exercise Price	At 31 December 2006	Granted in period	Exercised in period	Lapsed in period	At 31 December 2007
	£	No	No	No	No	No
A Goldstone	1 25	30,000	•	-	_	30,000
A Goldstone	2 50	10,000	-	-	-	10,000
S Forster	1 50	10,000	-	-	_	10,000
S Forster	1 50	66,666	-	-	-	66,666

COMPANY'S POLICY ON PAYMENT OF CREDITORS

It is the company's policy that payments to suppliers are made in accordance with those terms and conditions agreed between the company and its suppliers provided that all trading terms have been complied with

At 31 December 2007, the company had an average of 19 days (2006) 19 days) purchases outstanding in trade creditors

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31ST DECEMBER 2007

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing 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). The financial statements are required by law to 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 accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- 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 proper accounting records which disclose 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 1985. 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 AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 234ZA of the Companies Act 1985) of which the company's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information

AUDITORS

The auditors, Ward Mackenzie, will be proposed for re-appointment in accordance with Section 385 of the Companies Act 1985

ON BEHALF OF THE BOARD

Mrs S B Forster - Secretary

1st July 2008

REPORT OF THE INDEPENDENT AUDITORS TO THE SHAREHOLDERS OF FREEMAN BUSINESS INFORMATION PLC

We have audited the financial statements of Freeman Business Information Plc for the year ended 31st December 2007 on pages seven to seventeen. 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 Section 235 of the Companies Act 1985. 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

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accounting Practice) are set out on page four

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland)

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Report of the Directors is consistent with the financial statements.

In addition, we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed

We read the Report of the Directors and consider the implications for our report if we become aware of any apparent misstatements within it

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

REPORT OF THE INDEPENDENT AUDITORS TO THE SHAREHOLDERS OF FREEMAN BUSINESS INFORMATION PLC

Opinion

In our opinion

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31st December 2007 and of its loss for the year then ended.
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the Report of the Directors is consistent with the financial statements

Ward Mackenzie

Accountants and Registered Auditors

1/1/08

Ward Machin

Mackenzie House

Coach and Horses Passage

The Pantiles

Tunbridge Wells

Kent

TN2 5NP

Date

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST DECEMBER 2007

	Notes	31 12 07 £	31 12 06 £
TURNOVER		389,687	591,770
Administrative expenses		458,881	884,864
OPERATING LOSS	3	(69,194)	(293,094)
Interest payable and similar charges	4	7,300	7,300
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION	5	(76,494)	(300,394)
Tax on loss on ordinary activities	5	-	-
LOSS FOR THE FINANCIAL YEAR AFTER TAXATION	R	(76,494)	(300,394)

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current year or previous year

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES FOR THE YEAR ENDED 31ST DECEMBER 2007

	31.12.07 £	31 12 06 £
LOSS FOR THE FINANCIAL YEAR	(76,494)	(300,394)
TOTAL RECOGNISED GAINS AND LOSSES RELATING TO THE YEAR	(76,494)	(300,394)
Prior year adjustment		(24,936)
TOTAL GAINS AND LOSSES RECOGNISED SINCE LAST ANNUAL REPORT		(325,330)

BALANCE SHEET 31ST DECEMBER 2007

		31 12	07	31 12	06
	Notes	£	£	£	£
FIXED ASSETS					
Intangible assets	6		-		-
Tangible assets	7		206		7,630
			206		7,630
CURRENT ASSETS					
Debtors	8	18,183		114,683	
Cash at bank and in hand		55,105		31,656	
		73,288		146,339	
CREDITORS					
Amounts falling due within one year	9	179,848		358,829	
NET CURRENT LIABILITIES			(106,560)		(212,490)
TOTAL ASSETS LESS CURRENT					
LIABILITIES			(106,354)		(204,860)
CAPITAL AND RESERVES					
Called up share capital	11		2,318,308		2,143,308
Share premium	12		3,086,473		3,086,473
Profit and loss account	12		(5,511,135)		(5,434,641)
SHAREHOLDERS' FUNDS	14		(106,354)		(204,860)

The financial statements were approved by the Board of Directors on 1st July 2008 and were signed on its behalf by

Mrs S B Forster - Director

Jusa Borsos

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST DECEMBER 2007

31 12.07	31 12 06
£	£
(151,961)	(279,060)
410	(4,141)
(151,551)	(283,201)
175,000	200,000
23,449	(83,201)
	£ (151,961) 410 (151,551) 175,000

Reconciliation of net cash flow to movement in net funds 3		
Increase/(Decrease) in cash in the period	23,449	(83,201)
Change in net funds resulting from cash flows	23,449	(83,201)
Movement in net funds in the period Net funds at 1st January	23,449 31,656	(83,201) 114,857
Net funds at 31st December	55,105	31,656

NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST DECEMBER 2007

RECONCILIATION OF OPERATING LOSS TO NET CASH OUTFLOW FROM OPERATING ACTIVITIES

7 31 12 06
£
(293,094)
5,148
-
6,597
2,289
(279,060)
= ===
31

2 ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT

		31 12 07 £	31 12 06 £
Capital expenditure Purchase of tangible fixed assets Sale of tangible fixed assets Net cash inflow/(outflow) for capital expenditure		410	(4,141)
Financing Share issue		175,000	200,000
Net cash inflow from financing		175,000	200,000
ANALYSIS OF CHANGES IN NET FUNDS			At
Net cash	At 1.1 07 £	Cash flow £	31.12.07 £
Cash at bank and in hand	31,656	23,449	55,105 55,105
			
Total	31,656	23,449	55,105

3

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2007

ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention and are in accordance with applicable accounting standards

Turnover

1

Turnover represents net invoiced sales of services, excluding value added tax

Turnover represents the amounts (excluding VAT) derived from the provision of goods and services to customers

Turnover derived from advertising in publications but prior to their release, is deferred until the release date of the publication

Web-site subscription revenues, which are generally paid in advance are non-refundable, are recognised ratably over the term of the subscription agreement, which is typically twelve months

All turnover is derived from sales made in the United Kingdom

Intangible fixed assets and amortisation

Intangible fixed assets acquired as part of an acquisition are capitalised as part of their fair value where this can be measured reliably. Intellectual property purchased by the group is amortised to nil by equal annual instalments over its useful economic life, estimated at 3 years.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life

Computer equipment

- Straight line over 3 years

Research and development

Expenditure on research and development is written off in the year in which it is incurred

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

Hire purchase and leasing commitments

Rentals paid under operating leases are charged to the profit and loss account on a straight line basis over the period of the lease

Pension costs and other post-retirement benefits

Contributions payable to the company's pension scheme are charged to the profit and loss account in the period to which they relate

Employee share scheme

The cost of awards to employees that take the form of shares or rights to shares are recognised upon the granting of such options to employees where these vest immediately with no performance criteria. Where such criteria exists the cost is charged over the performance period based on an estimate of the extent to which the criteria will be met

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST DECEMBER 2007

2	STAFF COSTS		
		31 12.07	31 12 06
		£	£
	Wages and salaries	215,346	475,187
	Social security costs	20,935	49,425
	Other pension costs	5,000	7,500
	Outer pension costs		7,500
		241,281	532,112
		241,201	332,112
		 	
	771		
	The average monthly number of employees during the year was as follows	21.12.05	21.12.06
		31 12 07	31 12 06
			3
	Sales and Marketing	1	3
	Administrative	2	3
	Research and IT	4	11
			
		7	17
3	OPERATING LOSS		
	The operating loss is stated after charging		
		31 12 07	31 12 06
		£	£
	Other operating leases	22,500	45,000
	Depreciation - owned assets	2,726	5,148
	Loss on disposal of fixed assets	4,288	•
	Auditors' remuneration	7,690	5,425
		402	5,425
	Foreign exchange differences		
		40.07	75.000
	Directors' emoluments	40,962	75,000
	Directors' pension contributions to money purchase schemes	5,000	7,500
	Compensation to director for loss of office	10,000	
	The number of directors to whom retirement benefits were accruing was as follows		
	Money purchase schemes	1	1
		===	===
4	INTEREST PAYABLE AND SIMILAR CHARGES		
		31 12 07	31 12 06
		£	£
	Loan	7,300	7,300

5 TAXATION

Analysis of the tax charge

No liability to UK corporation tax arose on ordinary activities for the year ended 31st December 2007 nor for the year ended 31st December 2006

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST DECEMBER 2007

5 TAXATION - continued

Factors affecting the tax charge

The tax assessed for the year is higher than the standard rate of corporation tax in the UK. The difference is explained below

	31 12 07 £	31 12 06 £
Loss on ordinary activities before tax	<u>(76,494)</u>	(300,394)
Loss on ordinary activities		
multiplied by the standard rate of corporation tax		
in the UK of 30% (2006 - 30%)	(22,948)	(90,118)
Effects of		
Expenses not deductible for the tax purposes	3,736	2,297
Depreciation for period less than capital allowances	(2,959)	(3,491)
Deferred tax asset not recognised for increase in tax losses	22,171	91,312
Current tax charge	-	-

Factors that may affect future tax charges

In accordance with the guidelines set out in FRS19, the Company has not recognised a deferred tax asset of £1,486,770 (2006 £1,466,149) The deferred tax asset arises on tax losses for which the relief of the loss against future profits cannot be foreseen with reasonable certainty

6 INTANGIBLE FIXED ASSETS

	Patents and licences
	£
COST	
At 1st January 2007	
and 31st December 2007	400,000
AMORTISATION At 1st January 2007 and 31st December 2007	400,000
NET BOOK VALUE	
At 31st December 2007	-
	=
At 31st December 2006	-
	

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST DECEMBER 2007

7 TANGIBLE FIXED ASSETS

7	TANGIBLE FIXED ASSETS				
		Fixtures and fittings £	Computer equipment £	Totals £	
	COST				
	At 1st January 2007 Disposals	35,091 (35,091)	231,255 (230,684)	266,346 (265,775)	
	At 31st December 2007		571	571	
	DEPRECIATION				
	At 1st January 2007	34,096	224,620	258,716	
	Charge for year	497	2,229	2,726	
	Eliminated on disposal	(34,593)	(226,484)	(261,077)	
	At 31st December 2007		365	365	
	NET BOOK VALUE				
	At 31st December 2007	<u> </u>	206	206	
	At 31st December 2006	995	6,635	7,630	
8	DEBTORS. AMOUNTS FALLING DUE WITHIN ONE Y	EAR			
•			31.12 07	31 12 06	
			£	£	
	Trade debtors		18,180	85,698	
	VAT		3	2,860	
	Prepayments and accrued income		-	26,125	
			18,183	114,683	
9	CREDITORS. AMOUNTS FALLING DUE WITHIN ONE	YEAR			
			31 12 07	31 12 06	
	m		£	£	
	Trade creditors		3,286	13,597	
	Social security and other taxes		-	15,030	
	Other creditors Directors' loan accounts		156 020	61,280	
	Accruals and deferred income		156,930 19,632	149,630 119,292	
	Accurate and deterred income		17,034		
			179,848	358,829	

Interest of £56,930 (2006 £49,630) has accrued on the director's loan account Interest of £7,300 (2006 £7,300) has been charged to loan interest in the profit and loss account. This represents a commercial rate of 7 30%pa (2006 7 30%)

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST DECEMBER 2007

10 OPERATING LEASE COMMITMENTS

The following operating lease payments are committed to be paid within one year

				Land and buildings	
				31.12 07 £	31 12 06 £
	Expiring				
	Within one ye	ear		====	45,000
1	CALLED U	P SHARE CAPITAL			
	Authorised				
	Number	Class	Nominal value	31.12.07 £	31 12 06 £
	3,000,000	Ordinary	£1	3,000,000	3,000,000
	Allotted, issu	ed and fully paid			
	Number	Class	Nominal value	31 12 07 £	31 12 06 £
	2,318,308	Ordinary	£1	2,318,308	2,143,308
	(31 12 06 - 2,	.143,308)			
					

The company issued 100,000 shares at no premium on 13 March 2007 and a further 75,000 shares on 25 June 2007 also at no premium

12 RESERVES

11

	Profit and loss account £	Share premium £	Totals £
At 1st January 2007 Deficit for the year	(5,434,641) (76,494)	3,086,473	(2,348,168) (76,494)
At 31st December 2007	(5,511,135)	3,086,473	(2,424,662)

13 RELATED PARTY DISCLOSURES

Peter Freeman, a director, has lent the company £100,000 (£50,000 on 2/3/00 and £50,000 on 20/3/00), which was outstanding at the start and end of the year At the year end, interest of £56,930 (2006 £49,630) had accrued on the loan, £7,300 (2006 £7,300) accruing during the year. The interest is payable upon the repayment of the loan.

During the year £Nil (2006 £125) was payable to J Forster in respect of consultancy services

J Forster is the husband of S Forster, a director of the company

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST DECEMBER 2007

14 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	31.12 07	31 12 06
	£	£
Loss for the financial year	(76,494)	(300,394)
New share capital introduced	175,000	200,000
Not addition/(wadvation) to shough aldows founds	98,506	(100,394)
Net addition/(reduction) to shareholders' funds	,	
Opening shareholders' funds	(204,860)	(104,466)
Closing shareholders' funds	(106,354)	(204,860)
		

15 GOING CONCERN

The financial statements have been prepared on the going concern basis, which the directors/shareholders believe to be appropriate for the following reasons

The board of directors has indicated its willingness to continue to support the company for at least twelve months from the date of approval of these financial statements. This should enable the company to continue in operational existence for the foreseeable future. The directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so

Based on this undertaking, the directors believe that it remains appropriate to prepare the financial statements on a going concern basis. The financial statements do not include any adjustments that would result from the basis of preparation being inappropriate.