

Bell Bidco Limited

Report and Financial Statements

Year Ended

31 December 2012

Company Number 6309648



Bell Bidco Limited

Report and financial statements for the year ended 31 December 2012

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Directors

Timothy Green
Vikram Krishna
Ashley Long

Secretary and registered office

Monica MacKinnon, The MET Building, 22 Percy Street, London, W1T 2BU

Company number

6309648

Auditors

BDO LLP, 2 City Place, Beehive Ring Road, Gatwick, West Sussex, RH6 0PA

Bell Bidco Limited

Report of the directors for the year ended 31 December 2012

The directors present their report together with the audited financial statements for the year ended 31 December 2012

Principal activities

The principal activity of the company is the holding company of Primesight Limited and Primesight Billboards Limited and as a consequence the company incurs certain expenses on behalf of other group undertakings

Review of business and future developments

The directors consider the results for the year and the financial position as at 31st December 2012 to be in line with expectations

Results and dividends

The profit and loss account is set out on page 5 and shows the loss for the year

The company's loss for the year was £4,186,482 (2011 £3,799,570)

Financial risk factors

The company is exposed to a variety of financial risks that arise from and apply to the company's activities credit risk, liquidity risk, and interest rate risk. The company's overall risk management programme seeks to minimise potential adverse effects on its financial performance

Risk management is carried out under policies approved by the board of directors of Primesight Limited, a subsidiary undertaking, on behalf of the group

(a) Credit risk

The group has credit insurance in place and insures debts as required. The group's credit risk is further managed by the application of credit checks and limits. The company makes no sales and so is not exposed to credit risk

(b) Liquidity risk

Liquidity risk is managed through detailed cash forecasting and the application of strict cash management practices to ensure the group has sufficient funds for operations

(c) Cash flow interest rate risk

The interest on long term debt due to the company's shareholders is at a fixed rate and accrues, and is not paid. The interest on third party debt is fixed and is paid monthly

Key performance indicators ("KPIs")

The directors manage the company's operations on a group basis. For this reason, the company's directors believe that analysis using financial key performance indicators is not necessary or appropriate for an understanding of the development, performance or position of the company. The directors manage and evaluate the performance of the business by reviewing key performance indicators based on sales, EBITDA, cash flows, panel yield and panel voidage

Directors

The directors of the company during the period were

Timothy Green
Vikram Krishna (appointed 22 March 2012)
Ashley Long

Bell Bidco Limited

Report of the directors for the year ended 31 December 2012 (*continued*)

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, 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.

Directors' 3rd party indemnity insurance

During the year, the company had in place an indemnity insurance in respect of the directors and officers of the company.

Auditors

All of the current directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the company's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The directors are not aware of any relevant audit information of which the auditors are unaware.

BDO LLP have expressed their willingness to continue in office and a resolution to re-appoint them will be proposed at the annual general meeting.

By order of the board


Monica MacKinnon
Secretary

26 September 2013

Bell Bidco Limited

Independent auditor's report

To the members of Bell Bidco Limited

We have audited the financial statements of Bell Bidco Limited for the year ended 31 December 2012 which comprise the profit and loss account, the balance sheet and the related notes. 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 auditors

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

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

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 2012 and of its loss 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.

Bell Bidco Limited

Independent auditor's report (*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



James Roberts (senior statutory auditor)
For and on behalf of BDO LLP, statutory auditor
Gatwick
United Kingdom

30 September 2017

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127)

Bell Bidco Limited

Profit and loss account for the year ended 31 December 2012

	Note	2012 £	2011 £
Administrative expenses		25	2,560
Operating loss	2	(25)	(2,560)
Interest receivable	3	3,224	4,847
Interest payable	4	(4,189,681)	(3,801,857)
Loss on ordinary activities before and after taxation for the financial year		(4,186,482)	(3,799,570)

All amounts relate to continuing activities

All recognised gains and losses in the current and prior year are included in the profit and loss account

The notes on pages 7 to 12 form part of these financial statements

Bell Bidco Limited

Balance sheet at 31 December 2012

<i>Company number 6309648</i>	Note	2012 £	2012 £	2011 £	2011 £
Fixed assets					
Fixed asset investments	6		51,305,353		51,305,353
Current assets					
Debtors - due after more than one year	7	239,111		235,914	
Cash at bank and in hand		43,635		45,381	
		<u>282,746</u>		<u>281,295</u>	
Creditors' amounts falling due within one year	8	-		474,964	
Net current assets/(liabilities)			<u>282,746</u>		<u>(193,669)</u>
Total assets less current liabilities			<u>51,588,099</u>		<u>51,111,684</u>
Creditors' amounts falling due after more than one year	9		<u>57,211,376</u>		<u>52,548,479</u>
			<u>(5,623,277)</u>		<u>(1,436,795)</u>
Capital and reserves					
Called up share capital	10		13,000,000		13,000,000
Profit and loss account	11		(18,623,277)		(14,436,795)
Shareholders' deficit	12		<u>(5,623,277)</u>		<u>(1,436,795)</u>

The financial statements were approved by the board of directors and authorised for issue on **26 September 2013**


Vikram Krishna
Director

The notes on pages 7 to 12 form part of these financial statements

Bell Bidco Limited

Notes forming part of the financial statements for the year ended 31 December 2012

1 Accounting policies

Basis of preparation

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

The following principal accounting policies have been applied consistently in the preparation of these financial statements

Going concern

These financial statements have been prepared on the going concern basis, on the understanding that the group and shareholders will continue to financially support the company for a period of at least 12 months from the date of signing

Consolidated financial statements

The company is exempt under Section 228 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as the results of the company and its subsidiary undertakings will be included in the consolidated financial statements of its ultimate parent, Bell Holdco Limited, a company registered in England for the year ended 31 December 2012. Information contained in these financial statements is therefore presented for the individual company rather than for the group

Cash flow

A cash flow statement has not been included within these financial statements as the company is a wholly owned subsidiary of Bell Holdco Limited, a company incorporated in England, which has prepared a consolidated cash flow statement, including the cash flows of this company, in its consolidated financial statements for the year ended 31 December 2012 in accordance with Financial Reporting Standard No 1 (Revised)

Related party transactions

The company has taken advantage of the exemption contained in paragraph 3 (c) of Financial Reporting Standard No 8 in respect of disclosure of transactions with Bell Holdco Limited group undertakings, as the results of the company will be included in the consolidated financial statements of Bell Holdco Limited for the year ended 31 December 2012. All other related party transactions have been disclosed in the notes to these financial statements

Investments

Fixed asset investments are stated at cost, unless in the opinion of the directors, there has been a permanent diminution in value

Intercompany balances

Balances between group companies which reflect trading and funding activity are charged interest at a rate of LIBOR plus 2.5% on the year end balance. Balances with dormant group companies are treated as investments in those companies and are therefore not charged interest

Bell Bidco Limited

Notes forming part of the financial statements
for the year ended 31 December 2012 (*continued*)

2 Operating loss

During the year, the company has no employees and no directors' emoluments. The emoluments of the directors are paid by another group company which makes no recharge to Bell Bidco Limited as it is not possible to make an accurate apportionment of their emoluments in respect of their services to specific group companies. Full details of the emoluments paid to directors for their services to group companies can be found in the statutory financial statements of Bell Holdco Limited.

The audit costs were borne by another group company.

3 Interest receivable

	2012 £	2011 £
On intercompany balances	3,197	4,821
Intercompany interest receivable	27	26
	<u>3,224</u>	<u>4,847</u>

4 Interest payable

	2012 £	2011 £
On intercompany balances	3,541,264	3,227,813
On shareholder loans	648,417	574,044
	<u>4,189,681</u>	<u>3,801,857</u>

Bell Bidco Limited

Notes forming part of the financial statements
for the year ended 31 December 2012 *(continued)*

5 Taxation on loss on ordinary activities

The tax assessed for the year is higher than the standard rate of corporation tax in the UK applied to loss before tax

	2012 £	2011 £
Loss on ordinary activities before tax	(4,186,482)	(3,799,570)
Loss on ordinary activities at the standard rate of corporation tax in the UK of 24.50% (2011 - 26.50%)	(1,025,688)	(1,006,886)
Effect of		
Group relief surrendered for no consideration	260,000	285,000
Tax loss for the period carried forward	765,688	721,886
Current tax charge for the year	-	-

The company has the availability of tax losses carried forward of £3,774,000 (2011 1,465,000) which will be used to reduce the tax charge in future periods

A deferred taxation asset has not been created, given the inherent uncertainty of the timing of future profits. The unprovided deferred taxation asset is £868,000 (2011 366,000)

Factors that may affect future tax charges

During the year, as a result of the changes in the UK corporation tax rate to 24%, which was substantially enacted on 26 March 2012 and was effective from 1 April 2012, and to 23%, which was substantially enacted on 3 July 2012 and will be effective from 1 April 2013. The relevant deferred tax balances have been remeasured.

A further reduction to the UK corporation tax rate has been announced. The change proposes to reduce the rate to 22% from 1 April 2014. The change had not been substantively enacted at the balance sheet date and, therefore, is not recognised in these financial statements.

6 Fixed asset investments

	Group undertakings £
<i>Cost or valuation</i>	
At 1 January 2012 and 31 December 2012	51,305,353

Bell Bidco Limited

Notes forming part of the financial statements for the year ended 31 December 2012 (continued)

6 Fixed asset investments (continued)

Subsidiary undertakings, associated undertakings and other investments

The principal undertakings in which the company's interest at the year end is 20% or more are as follows

	Country of incorporation or registration	Number of shares held	Proportion of share capital held	Nature of business
<i>Subsidiary undertakings</i>				
Primesight Limited*	England	10,467,585	100%	Advertising Contractor
Primesight Billboards Limited*	England	250	100%	Investment Company
Primesight Airport Advertising Limited	England	100	100%	Dormant
Primesight Communications Limited	England	2	100%	Dormant
Falcon Outdoor (North) Limited	England	200	100%	Advertising contractor

* - direct subsidiary

7 Debtors

	2012 £	2011 £
Amounts receivable after more than one year		
Amounts owed by group undertakings	163,044	159,847
Other debtors	76,067	76,067
	<u>239,111</u>	<u>235,914</u>

Amounts owed by group undertakings are unsecured and have no fixed date of repayment. It has been agreed that they will not be requested to be repaid within one year. Interest is charged in accordance with the accounting policies.

Bell Bidco Limited

Notes forming part of the financial statements
for the year ended 31 December 2012 *(continued)*

8 Creditors amounts falling due within one year

	2012 £	2011 £
Accruals and deferred income	-	474,964

9 Creditors: amounts falling due after more than one year

	2012 £	2011 £
Amount owed to parent undertakings	43,260,671	39,246,218
Shareholder loan	13,950,705	13,302,261
	<u>57,211,376</u>	<u>52,548,479</u>

The shareholder loan incurs an interest rate of 3% over LIBOR

Amounts owed to parent undertakings are unsecured and have no fixed date of repayment. It has been agreed that they will not be requested to be repaid within one year. Interest is charged in accordance with the accounting policies.

10 Share capital

	2012 £	2011 £
<i>Allotted, called up and fully paid</i>		
13,000,000 ordinary shares of £1 each	<u>13,000,000</u>	<u>13,000,000</u>

11 Reserves

	Profit and loss account £
At 1 January 2012	(14,436,795)
Loss for the year	<u>(4,186,482)</u>
At 31 December 2012	<u>(18,623,277)</u>

Bell Bidco Limited

Notes forming part of the financial statements
for the year ended 31 December 2012 (*continued*)

12 Reconciliation of movements in shareholders' deficit

	2012 £	2011 £
Loss for the year	(4,186,482)	(3,799,570)
Opening shareholders' (deficit)/funds	(1,436,795)	2,362,775
Closing shareholders' deficit	(5,623,277)	(1,436,795)

13 Ultimate parent company and parent undertaking of larger group

The ultimate parent undertaking and controlling party is Bell Holdco Limited, which is the parent undertaking of the smallest and largest group to consolidate these financial statements. Copies of Bell Holdco Limited consolidated financial statements for the year ending 31st December 2012 are available and can be obtained from the Company Secretary at The MET Building, 2 Percy Street, London, W1T 2BU.

14 Cross Group Guarantees

On 22nd October 2012 the company entered into a cross guarantee with other group companies in favour of a secured creditor of Primesight Limited covering all assets of the company. At the year end the amount owing to a secured creditor by the group was £15,000,000 (2011 - £5,708,281).