# BRIDGE HALL PLC FINANCIAL STATEMENTS 31 DECEMBER 2013



# **HALLIDAYS**

Chartered Accountants & Statutory Auditor
Riverside House
Kings Reach Business Park
Yew Street
Stockport
SK4 2HD

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28/06/2014 COMPANIES HOUSE

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# FINANCIAL STATEMENTS

# 12 MONTHS TO 31 DECEMBER 2013

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#### THE DIRECTORS' REPORT (continued)

#### 12 MONTHS TO 31 DECEMBER 2013

The directors present their report and the financial statements of the group for the 12 months to 31 December 2013.

#### PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activities of the group during the period were that of advertising and marketing. The principal key performance indicator of the group is turnover amounting to £5,934 (2012:£ 500).

#### **RESULTS AND DIVIDENDS**

The loss for the year amounted to £23,470 (2012: £650,372). The directors have not recommended a dividend.

#### FINANCIAL INSTRUMENTS

The group has various other financial assets and liabilities such as trade debtors and creditors arising directly from its operations. The group is exposed to cash flow interest rate risk on deposits, bank overdrafts and loans.

#### **DIRECTORS**

The directors who served the company during the year were as follows:

Mr R K Allen Mr G R Boot Mr M A Borrelli Mr James Butterfield

#### POLICY ON THE PAYMENT OF CREDITORS

The company has not adopted a standard policy on payment of creditors, but attempts to pay suppliers within agreed terms. As trade creditors are immaterial, no disclosure has been prepared in respect of creditor days.

#### **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 the group and of the profit or loss of the group for that year. In preparing those 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 UK 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 group will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group's and company's transactions and disclose with reasonable accuracy at any time the

#### THE DIRECTORS' REPORT (continued)

#### 12 MONTHS TO 31 DECEMBER 2013

financial position of the group 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 group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In so far as the directors are aware:

- there is no relevant audit information of which the group's auditor is unaware; and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

#### **DONATIONS**

During the year the company made the following contributions:

	2013	2012
	£	£
Charitable	-	-
ATTEMO		

#### **AUDITOR**

Hallidays are deemed to be re-appointed under section 487(2) of the Companies Act 2006.

Registered office: 4th Floor 36 Spital Square London England E1 6DY Signed by order of the directors

Mall

MR R K ALLEN Director

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Approved by the directors on 25 June 2014

# INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF BRIDGE HALL PLC (continued)

#### 12 MONTHS TO 31 DECEMBER 2013

We have audited the financial statements of Bridge Hall PLC for the 12 months to 31 December 2013 which comprise the Group Profit & Loss Account, the Group and Company Balance Sheets, the Group Cash Flow Statement 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 shareholders, as a body, in accordance with Chapter 3 of Section 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's shareholders 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 shareholders 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 Directors' Responsibilities Statement set out on pages 3 to 4, 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 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 (APB's) Ethical Standards for Auditors and express an opinion based on our audit.

#### 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 group's and the parent company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by directors; and the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

The Group profit and loss account does not account for the output VAT of £868, the write off of intercompany debts of £500, the provision of bad debts of £725 for a debtor outstanding since prior to 31<sup>st</sup> December 2012 and includes interest payable of £9,833 which should have been accounted for in previous years. The loss for the year should therefore be reduced by £7,740, the group debtors by £1,853, a VAT creditor of £240 recognised. In addition the group retained deficit brought forward should be increased by £9,833.

The company balance sheet should reflect the provision for bad debts of £725 and the retained deficit brought forward adjustment of £9,833.

#### **OPINION ON THE FINANCIAL STATEMENTS**

In our opinion, except for the effect on the financial statements of the matters referred to in the preceding paragraph the financial statements:

• give a true and fair view of the state of the group and the parent company's affairs as at 31<sup>st</sup> December 2013 of the group results for the year then ended;

# INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF BRIDGE HALL PLC (continued)

#### 12 MONTHS TO 31 DECEMBER 2013

- 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 MATTERS 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.

#### 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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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

ANKA E JEWNETT (Senior Statutory Auditor)

For and on behalf of HALLIDAYS

**Chartered Accountants** 

& Statutory Auditor

Riverside House Kings Reach Business Park Yew Street Stockport SK4 2HD

27 June 2014

#### **PROFIT AND LOSS ACCOUNT**

#### 12 MONTHS TO 31 DECEMBER 2013

			18
			Months to
		2013	31/12/12
	Note	£	£
GROUP TURNOVER	2	~	~
	4	5 024	500
Continuing operations		5,934	300
Cost of sales		4,230	-
GROSS PROFIT		1,704	500
Administrative expenses			
Continuing operations		10,721	26,685
Discontinued operations		-	-
OPER APPROXIMATION OF A CONTRACT OF A CONTRA	•		
OPERATING PROFIT / (LOSS)	3	(0.04 E)	(0.4.00)
Continuing operations		(9,017)	(26,185)
Interest receivable		-	-
Interest payable and similar charges	6	(12,903)	(69)
Loss on investment in ex subsidiaries		(1,550)	(624,118)
PROFIT / (LOSS) ON ORDINARY ACTIVITIES BEFORE			
TAXATION		(23,470)	(650,372)
IAXATION		(23,470)	(030,372)
Tax on profit / (loss) on ordinary activities		_	-
PROFIT / (I OSS) FOR THE FINANCIAL VEAR	7	(23,470)	(650,372)
PROFIT / (LOSS) FOR THE FINANCIAL YEAR	•	(23,470)	(030,372)

The group has no recognised gains or losses other than the results for the year as set out above.

The company has taken advantage of section 408 of the Companies Act 2006 not to publish its own Profit and Loss Account.

The notes on pages 11 to 17 form part of these financial statements.

#### **GROUP BALANCE SHEET**

#### **31 DECEMBER 2013**

				As at
		201	3	31/12/12
	Note	£	£	£
FIXED ASSETS				
Tangible assets	8		-	-
CURRENT ASSETS				
Debtors	10	1,853		4,485
Investments	11			30,000
Cash at bank and in hand		71		355
		1,924		34,840
CREDITORS: Amounts falling due within one		·		
year	12	(117,392)		(126,837)
NET CURRENT (LIABILITIES)/ASSETS		<del></del>	(115,468)	(91,998)
TOTAL ASSETS LESS CURRENT LIABILITIE	S		(115,468)	(91,998)
CREDITORS: Amounts falling due after more				
than one year	13		-	-
			(115,468)	(91,998)
CAPITAL AND RESERVES				
Called-up equity share capital	17		111,813	111,813
Share premium account	17		427,972	427,972
Convertible loan	17		75,000	75,000
Other reserves	17		525,312	525,312
Profit and loss account	17		(1,255,565)	(1,232,095)
(DEFICIT)/SHAREHOLDERS' FUNDS	18		(115,468)	(91,998)

These financial statements were approved by the directors and authorised for issue on 25th June 2014, and are signed on their behalf by:

MR R K ALLEN

Mall

Mr G R BOOT

#### **BALANCE SHEET**

#### **31 DECEMBER 2013**

		2013		As at 31/12/12
	Note	£ 2013	£	51/12/12 £
FIXED ASSETS	,,,,,,	*	•	2
Investments	9		825	825
CURRENT ASSETS				<del></del>
Debtors	10	725		3,985
Investments		-		30,000
Cash at bank		-		351
		725		34,336
CREDITORS: Amounts falling due within one				
year	12	114,902		98,378
NET CURRENT ASSETS/(LIABILITIES)			(114,177)	(64,041)
TOTAL ASSETS LESS CURRENT LIABILITIES	;		(113,352)	(63,216)
CREDITORS: Amounts falling due after more				
than one year	13		-	-
			(113,352)	(63,216)
CAPITAL AND RESERVES				
Called-up equity share capital	16		111,813	111,813
Share premium account	17		427,972	427,972
Convertible loan	17		75,000	75,000
Profit and loss account	17		(728,137)	(678,001)
SHAREHOLDERS' FUNDS			(113,352)	(63,216)

These financial statements were approved by the directors and authorised for issue on 25<sup>th</sup> June 2014 and are signed on their behalf by:

MR R K ALLEN

Mr G R BOOT

Company Registration Number: 06739917

#### **GROUP CASH FLOW CASH FLOW STATEMENT**

# 12 MONTHS TO 31 DECEMBER 2013

			18 Months
	2012		to 31/12/012
	2013 £	£	51/12/012 £
NET CASH INFLOW / (OUTFLOW) FROM	-		-
OPERATING ACTIVITIES		(15,831)	28,970
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE Interest received Interest paid	- (12,903)		- (69)
•			
NET CASH OUTFLOW FROM RETURNS ON INVESTMENTS AND SERVICING OF FINANCE		(12,903)	(69)
CAPITAL EXPENDITURE AND FINANCIAL INVESTM Loss on disposal of tangible fixed assets	1ENT		_
Loss on disposal of tangiote fixed assets  Loss on disposal of subsidiary	(1,550)		•
Sale of current asset investment	30,000		-
(Acquisition) of current asset investments	-		(30,000)
NET CASH OUTFLOW FROM CAPITAL			
EXPENDITURE		28,450	(30,000)
CASH OUTFLOW BEFORE FINANCING		(284)	(1,099)
FINANCING Issue of equity share capital	-		-
NET CASH INFLOW FROM FINANCING	<del></del>	-	-
DECREASE IN CASH		(284)	(1,099)
RECONCILIATION OF OPERATING LOSS TO NET COPERATING ACTIVITIES	ASH OUTFLO	W FROM	
			12 Mths to
		2013	Dec 2012
		£	£
Operating profit / (loss)		(9,017)	(26,185)
Depreciation		2 (22	1.40 77.40
Decrease/(increase) in debtors (Decrease)/increase in creditors		2,632 (9,446)	148,740 (269,024)
(Decrease)/mercase in ereations		(2,440)	(207,024)
Reduction in net assets resulting from disposal of subsidiary		•	175,439
Net cash outflow from operating activities		(15,831)	28,970
The same of the sa		(10,001)	

The notes on pages 11 to 17 form part of these financial statements.

# GROUP CASH FLOW CASH FLOW STATEMENT 12 MONTHS TO 31 DECEMBER 2013

#### RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET DEBT

Decrease in each in the newled		2013 £	18 Months to 31/12/12 £
Decrease in cash in the period		(284)	1,099
Cash (inflow) from directors' long-term loans		-	-
		(284)	1,099
Change in net debt		(284)	(1,099)
Net funds at 1 July 2010		(74,645)	(73,546)
Net debt at 31 DECEMBER 2012		(74,929)	(74,645)
ANALYSIS OF CHANGES IN NET DEBT			
	At 1 Jan 2013 £	Cash flows	At 31 Dec 2013 £
Net cash:			
Cash in hand and at bank Overdrafts	355	(284)	71
Overdiants	355	(284)	71
Debt:	<del></del>		
Debt due after 1 year: Convertible loan	(75,000)		(75,000)
•	· —		
Net debt	(74,645)	(284)	(74,929)

The notes on pages 12 to 17 form part of these financial statements.

#### NOTES TO THE FINANCIAL STATEMENTS

#### 12 MONTHS TO 31 DECEMBER 2013

#### 1. ACCOUNTING POLICIES

#### Going Concern

The group has a net liabilities position of £115,468. The Directors have agreed to loan the company sufficient money to meet the creditors as they fall due. The Directors have therefore drawn the accounts up on a going concern basis.

#### Basis of accounting

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

#### **Basis of consolidation**

The consolidated financial statements incorporate the financial statements of the company and all group undertakings. These are adjusted, where appropriate, to conform to group accounting policies. As a consolidated profit and loss account is published, a separate profit and loss account for the parent company is omitted from the group financial statements by virtue of section 408 of the Companies Act 2006.

#### **Turnover**

The turnover shown in the profit and loss account represents amounts invoiced during the year, exclusive of Value Added Tax.

#### Fixed assets

All fixed assets are initially recorded at cost.

#### **Depreciation**

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Plant & Machinery

25% Reducing balance

Equipment

- 33% Reducing balance

#### Operating lease agreements

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease.

#### Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities.

# **NOTES TO THE FINANCIAL STATEMENTS**

#### 12 MONTHS TO 31 DECEMBER 2013

#### 2. TURNOVER

The turnover and loss before tax are attributable to the one principal activity of the group. An analysis of turnover is given below:

	United Kingdom	2013 £ 5,933	18 Mths to Dec 2012 £ 500
3.	OPERATING LOSS		
	Operating loss is stated after charging:		
		2013 £	18 Mths to Dec 2012
	Depreciation of owned fixed assets Auditor's remuneration - as auditor	8,268	1,953
4.	PARTICULARS OF EMPLOYEES		
	The aggregate payroll costs of the above were:		
	Wages and salaries Social security costs	2013 £	18 Mths to Dec 2012 £ 15,279 15,279
5.	DIRECTORS' REMUNERATION		
	The directors' aggregate remuneration in respect of qualifying services we	ere:	
	Remuneration receivable	2013 £	18 Mths to Dec 2012 £ 15,279
	Remainstation receivable		13,277
	Remuneration of highest paid director:		18 Mths to
	Total remuneration (excluding pension contributions)	2013 £	Dec 2012 £ 5,279

#### NOTES TO THE FINANCIAL STATEMENTS

#### 12 MONTHS TO 31 DECEMBER 2013

#### 6. INTEREST PAYABLE AND SIMILAR CHARGES

		18 Mths to
	2013	Dec 2012
	£	£
Interest payable on bank borrowing	-	24
Other similar charges payable	12,903	45
	12,903	69

#### 7. LOSS ATTRIBUTABLE TO MEMBERS OF THE PARENT COMPANY

The loss dealt with in the financial statements of the parent company was £37,533 (2012 - £(649,889)).

#### 8. INVESTMENTS

Company	Group companies
COST	£
COST	925
At 1 January2013	825
Additions	-
Disposals	
At 31 December 2013	825
NET BOOK VALUE	
At 31 December 2013	825
A 21 D 1 2010	
At 31 December 2012	825

	Proportion of voting	
Country of	rights and	
incorporation	Holding shares held	Nature of business
ngs		

\_\_\_\_\_

# Subsidiary undertakings

All held by the company:

Marble Marketing		Ordinary		Marketing and
Limited	England	shares	100%	communication services

Company Cast	C	Ordinary		
Limited	England	shares	100%	Dormant

#### NOTES TO THE FINANCIAL STATEMENTS

#### 12 MONTHS TO 31 DECEMBER 2013

#### 9. DEBTORS

	Group		Company	
	18Mths to		18 Mths to	
	2013	Dec 2012	2013	Dec 2012
	£	£	£	£
Trade debtors	-	-	_	_
Amounts owed by group undertakings	_	_	-	-
VAT recoverable	628	-	_	_
Other debtors	1,225	4,485	725	3,985
Prepayments and accrued income	-	-	_	-
•	1,853	4,485	725	3,985

#### 11. INVESTMENTS

	Group		Company	
	18 Mths to		18Mths	
	2013	Dec 2012	2013	Dec 2012
	£	£	£	£
Current asset at market value	-	30,000		-
				==

# 12. CREDITORS: Amounts falling due within one year

Group		Company	
18 Mths to		18 Mths to	
2013	Dec 2012	2013	Dec 2012
£	£	£	£
4,134	-	5,268	<del></del>
_	_	600	-
14,610	16,857	14,600	16,847
·			
-	-	_	_
37,601	37,601	37,601	37,601
43,433	30,530	43,433	30,530
13,480	41,850	13,400	13,400
4,134	-	•	·
117,392	126,838	114,902	98,378
	2013 £ 4,134 — 14,610 37,601 43,433 13,480 4,134	18 Mths to 2013 Dec 2012 £ 4,134 - 14,610 16,857  37,601 37,601 43,433 30,530 13,480 41,850 4,134 -	18 Mths to  2013 Dec 2012 2013 £ £ £  4,134 - 5,268 - 600  14,610 16,857 14,600  37,601 37,601 37,601 43,433 30,530 43,433 13,480 41,850 13,400 4,134

Included within Group other creditors as at 31<sup>st</sup> December 2012 was £28,450 due to Bridge Hall Stockbrokers Limited, which was not a member of the group. A liquidator was appointed on 14<sup>th</sup> March 2012. The return of the final meeting of the creditors' voluntary winding up was lodged at Companies House on 14<sup>th</sup> February 2014 and the company was struck of the register on 14<sup>th</sup> May 2014. This creditor has been written off in the profit and loss account for the year ended 131<sup>st</sup> December 2013.

#### NOTES TO THE FINANCIAL STATEMENTS

#### 12 MONTHS TO 31 DECEMBER 2013

#### 13. RELATED PARTY TRANSACTIONS

The company was under the control of Mr R K Allen throughout the current and previous year. Mr R K Allen is the managing director and majority shareholder.

At the year end the following Directors were owed the following amounts by the group. Mr R K Allen £3,810 and Mr G R Boot £10,800.

#### 14. SHARE CAPITAL

#### Allotted, called up and fully paid:

	2013		18 Mths to Dec 2012	
	No	£	No	£
11,384,500 Ordinary shares of £0.0001 each	11,384,500	1,138	11,384,500	1,138
441,000 Ordinary shares of £0.0001 each	441,000	44	441,000	44
5,000 Ordinary shares of £0.0001 each	5,000	1	5,000	1
3,195,567 Ordinary shares of £0.0001 each	3,195,567	320	3,195,567	320
434,700 Ordinary shares of £0.0001 each	434,700	43	434,700	43
2,664,431 Ordinary shares of £0.0001 each	2,664,431	266	2,664,431	266
110,000 Preference shares of £1 each	110,000	110,000	110,000	110,000
	18,235,198	111,812	18,235,198	111,812

#### NOTES TO THE FINANCIAL STATEMENTS

# 12 MONTHS TO 31 DECEMBER 2013

#### 15. RESERVES

Group	Share premium account £	Non distributable reserve £	Profit and loss account
Balance brought forward	427,972	525,312	(1,232,095
Loss for the year	_	· -	(23,470)
Other movements		-	
New equity share capital subscribed	-	_	-
Balance carried forward	427,972	525,312	(1,255,565)
Company		Share premium account £	Profit and loss account
Balance brought forward		427,972	(678,001)
Loss for the year		_	(50,136)
Other movements			
New equity share capital subscribed		-	-
Balance carried forward		427,972	(728,137)

The convertible loan of £75,000 (2012: £75,000) is convertible into ordinary 0.01p shares of the company at a price of 1.6p per share at the option of the holder or otherwise repayable on 30 June 2015. No interest is payable.

#### 16. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

Loss for the financial year	2013 £ (23,470)	18 Mths to June 2012 £ (650,372)
Net (reduction)/addition to shareholders' funds	(23,470)	(650,372)
Convertible loan Opening shareholders' funds Adjustment to opening funds	(91,998)	66,414 491,960
Closing shareholders' (deficit)/funds	(115,468)	(91,998)

# 19. CONTINGENT LIABILITIES None