

**Company Registration No. SC129673 (Scotland)**

**Fifth Ring Limited**  
**financial statements**  
**for the year ended 31 March 2019**  
**Pages for filing with Registrar**



**Fifth Ring Limited**

**Balance sheet**

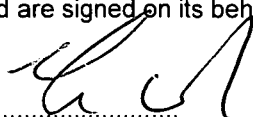
**as at 31 March 2019**

|                                                                | Notes | 2019<br>£        | £                     | 2018<br>£          | £                     |
|----------------------------------------------------------------|-------|------------------|-----------------------|--------------------|-----------------------|
| <b>Fixed assets</b>                                            |       |                  |                       |                    |                       |
| Tangible assets                                                | 4     |                  | 27,704                |                    | 46,513                |
| Investments                                                    | 5     |                  | 710                   |                    | 710                   |
|                                                                |       |                  | <u>28,414</u>         |                    | <u>47,223</u>         |
| <b>Current assets</b>                                          |       |                  |                       |                    |                       |
| Debtors                                                        | 7     | 1,403,229        |                       | 1,085,088          |                       |
| Cash at bank and in hand                                       |       | 79,946           |                       | 141,307            |                       |
|                                                                |       | <u>1,483,175</u> |                       | <u>1,226,395</u>   |                       |
| <b>Creditors: amounts falling due within one year</b>          | 8     | <u>(930,418)</u> |                       | <u>(1,022,495)</u> |                       |
| <b>Net current assets</b>                                      |       |                  | <u>552,757</u>        |                    | <u>203,900</u>        |
| <b>Total assets less current liabilities</b>                   |       |                  | <u>581,171</u>        |                    | <u>251,123</u>        |
| <b>Creditors: amounts falling due after more than one year</b> | 9     |                  | <u>(402,441)</u>      |                    | <u>(100,000)</u>      |
| <b>Net assets</b>                                              |       |                  | <u><u>178,730</u></u> |                    | <u><u>151,123</u></u> |
| <b>Capital and reserves</b>                                    |       |                  |                       |                    |                       |
| Called up share capital                                        | 10    |                  | 50,000                |                    | 50,000                |
| Profit and loss reserves                                       | 11    |                  | 128,730               |                    | 101,123               |
| <b>Total equity</b>                                            |       |                  | <u><u>178,730</u></u> |                    | <u><u>151,123</u></u> |

The directors of the company have elected not to include a copy of the profit and loss account within the financial statements.

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

The financial statements were approved by the board of directors and authorised for issue on 1 November 2019 and are signed on its behalf by:



I Ord  
Director

Company Registration No. SC129673

## **Fifth Ring Limited**

### **Notes to the financial statements**

**for the year ended 31 March 2019**

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#### **1 Accounting policies**

##### **Company information**

Fifth Ring Limited is a private company limited by shares incorporated in Scotland. The registered office is 47 St Mary's Court, Huntly Street, Aberdeen, AB10 1TH.

##### **1.1 Accounting convention**

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies' regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

The company and its subsidiary undertaking comprise a small-sized group. The company has taken advantage of the exemption under section 399 of the Companies Act 2006 not to prepare consolidated financial statements. The financial statements present information about the company as an individual entity and not about its group.

Fifth Ring Limited is a subsidiary of D.C. Thomson & Company Limited and is controlled within that group. The results of Fifth Ring Limited are included in the consolidated financial statements of D.C. Thomson & Company Limited.

##### **1.2 Turnover**

Turnover represents amounts receivable for services net of VAT and trade discounts.

Revenue from contracts for the provision of professional services is recognised by reference to the stage of completion when the stage of completion, costs incurred and costs to complete can be estimated reliably. The stage of completion is calculated by comparing costs incurred, mainly in relation to contractual hourly staff rates and materials, as a proportion of total costs. Where the outcome cannot be estimated reliably, revenue is recognised only to the extent of the expenses recognised that it is probable will be recovered.

##### **1.3 Tangible fixed assets**

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

|                        |                         |
|------------------------|-------------------------|
| Leasehold improvements | 15% straight line       |
| Plant and machinery    | 25% - 33% straight line |

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

## **Fifth Ring Limited**

### **Notes to the financial statements (continued)**

**for the year ended 31 March 2019**

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#### **1 Accounting policies (continued)**

##### **1.4 Fixed asset investments**

Interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

An associate is an entity, being neither a subsidiary nor a joint venture, in which the company holds a long-term interest and where the company has significant influence. The company considers that it has significant influence where it has the power to participate in the financial and operating decisions of the associate.

Entities in which the company has a long term interest and shares control under a contractual arrangement are classified as jointly controlled entities.

##### **1.5 Impairment of fixed assets**

At each reporting period end date, the company reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

##### **1.6 Cash at bank and in hand**

Cash at bank and in hand are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

## **Fifth Ring Limited**

### **Notes to the financial statements (continued)**

**for the year ended 31 March 2019**

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#### **1 Accounting policies (continued)**

##### **1.7 Financial instruments**

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

##### **Basic financial assets**

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

##### **Classification of financial liabilities**

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

##### **Basic financial liabilities**

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

##### **1.8 Equity instruments**

Equity instruments issued by the company are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

##### **1.9 Taxation**

The tax expense represents the sum of the tax currently payable and deferred tax.

##### **Current tax**

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

## **Fifth Ring Limited**

### **Notes to the financial statements (continued)**

**for the year ended 31 March 2019**

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#### **1 Accounting policies (continued)**

##### **Deferred tax**

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

##### **1.10 Employee benefits**

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

##### **1.11 Retirement benefits**

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

##### **1.12 Leases**

Rentals payable under operating leases, including any lease incentives received, are charged to profit or loss on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the leases asset are consumed.

##### **1.13 Foreign exchange**

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation are included in the profit and loss account for the period.

#### **2 Employees**

The average monthly number of persons (including directors) employed by the company during the year was 33 (2018 - 28).

**Fifth Ring Limited**

**Notes to the financial statements (continued)**

**for the year ended 31 March 2019**

**3 Directors' remuneration**

|                                | 2019<br>£      | 2018<br>£      |
|--------------------------------|----------------|----------------|
| Remuneration paid to directors | <u>275,366</u> | <u>234,789</u> |

**4 Tangible fixed assets**

|                                    | Leasehold<br>improve-<br>ments<br>£ | Plant and<br>machinery<br>etc<br>£ | Total<br>£     |
|------------------------------------|-------------------------------------|------------------------------------|----------------|
| <b>Cost</b>                        |                                     |                                    |                |
| At 1 April 2018                    | 269,309                             | 274,269                            | 543,578        |
| Additions                          | -                                   | 21,709                             | 21,709         |
| Disposals                          | -                                   | (82,205)                           | (82,205)       |
| At 31 March 2019                   | <u>269,309</u>                      | <u>213,773</u>                     | <u>483,082</u> |
| <b>Depreciation and impairment</b> |                                     |                                    |                |
| At 1 April 2018                    | 236,923                             | 260,142                            | 497,065        |
| Depreciation charged in the year   | 27,126                              | 9,374                              | 36,500         |
| Eliminated in respect of disposals | -                                   | (78,187)                           | (78,187)       |
| At 31 March 2019                   | <u>264,049</u>                      | <u>191,329</u>                     | <u>455,378</u> |
| <b>Carrying amount</b>             |                                     |                                    |                |
| At 31 March 2019                   | <u>5,260</u>                        | <u>22,444</u>                      | <u>27,704</u>  |
| At 31 March 2018                   | <u>32,386</u>                       | <u>14,127</u>                      | <u>46,513</u>  |

**5 Fixed asset investments**

|             | 2019<br>£  | 2018<br>£  |
|-------------|------------|------------|
| Investments | <u>710</u> | <u>710</u> |

Investments in subsidiary undertakings are held at cost in accordance with FRS 102.

**Fifth Ring Limited**

**Notes to the financial statements (continued)**

**for the year ended 31 March 2019**

**5 Fixed asset investments (continued)**

**Movements in fixed asset investments**

|                                   | Shares in<br>group<br>undertakings<br>£ |
|-----------------------------------|-----------------------------------------|
| <b>Cost or valuation</b>          |                                         |
| At 1 April 2018 and 31 March 2019 | 710                                     |
| <b>Carrying amount</b>            |                                         |
| At 31 March 2019                  | 710                                     |
| At 31 March 2018                  | 710                                     |

**6 Subsidiaries**

These financial statements are separate company financial statements for Fifth Ring Limited.

Details of the company's subsidiaries at 31 March 2019 are as follows:

| Name of undertaking | Country of<br>incorporation | Nature of business                                               | Class of<br>shareholding | % Held |
|---------------------|-----------------------------|------------------------------------------------------------------|--------------------------|--------|
| Fifth Ring Inc.     | USA                         | Marketing, communications,<br>branding and litigation<br>support | Ordinary                 | 100.00 |

The aggregate capital and reserves and the result for the year of the subsidiaries noted above was as follows:

| Name of undertaking | Profit/(Loss)<br>£ | Capital and<br>Reserves<br>£ |
|---------------------|--------------------|------------------------------|
| Fifth Ring Inc.     | (133,194)          | 74,392                       |

**7 Debtors**

|                                             | 2019<br>£ | 2018<br>£ |
|---------------------------------------------|-----------|-----------|
| <b>Amounts falling due within one year:</b> |           |           |
| Trade debtors                               | 427,279   | 384,591   |
| Corporation tax recoverable                 | 1,631     | -         |
| Amounts due from group undertakings         | 810,598   | 551,781   |
| Other debtors                               | 158,608   | 140,212   |
|                                             | 1,398,116 | 1,076,584 |
| Deferred tax asset                          | 5,113     | 8,504     |
|                                             | 1,403,229 | 1,085,088 |

**Fifth Ring Limited****Notes to the financial statements (continued)****for the year ended 31 March 2019****7 Debtors (continued)**

Amounts due from group undertakings have no fixed repayment terms and no interest applies.

**8 Creditors: amounts falling due within one year**

|                                    | 2019<br>£      | 2018<br>£        |
|------------------------------------|----------------|------------------|
| Trade creditors                    | 83,445         | 135,848          |
| Amounts due to group undertakings  | 567,275        | 510,701          |
| Corporation tax                    | -              | 53,591           |
| Other taxation and social security | 103,527        | 96,786           |
| Other creditors                    | 176,171        | 225,569          |
|                                    | <u>930,418</u> | <u>1,022,495</u> |

Amounts due to group undertakings have no fixed repayment terms and no interest applies.

**9 Creditors: amounts falling due after more than one year**

|                 | 2019<br>£ | 2018<br>£ |
|-----------------|-----------|-----------|
| Other creditors | 402,441   | 100,000   |

Other creditors represent intercompany loans which are unsecured. Interest applies at 2% above base rate per annum to part of the balance.

**10 Called up share capital**

|                                   | 2019<br>£ | 2018<br>£ |
|-----------------------------------|-----------|-----------|
| <b>Ordinary share capital</b>     |           |           |
| <b>Issued and fully paid</b>      |           |           |
| 50,000 Ordinary shares of £1 each | 50,000    | 50,000    |

The company has one class of ordinary shares which are non-redeemable shares that carry the right to receive such dividends as the directors of the company may determine; attend and vote at general meetings; and to share in surplus assets on a winding up.

**11 Profit and loss reserves**

Profit and loss reserves include all current and prior period retained profits and losses.

## **Fifth Ring Limited**

### **Notes to the financial statements (continued)**

**for the year ended 31 March 2019**

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#### **12 Audit report information**

As the income statement has been omitted from the filing copy of the financial statements, the following information in relation to the audit report on the statutory financial statements is provided in accordance with s444(5B) of the Companies Act 2006:

The auditor's report was unqualified.

The senior statutory auditor was Gavin Black.

The auditor was MHA Henderson Loggie, a trading name of Henderson Loggie LLP.

#### **13 Financial commitments, guarantees and contingent liabilities**

A bond and floating charge is in place over the assets of the company.

#### **14 Operating lease commitments**

##### **Lessee**

At the reporting end date the company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, as follows:

| <b>2019</b>              | <b>2018</b>              |
|--------------------------|--------------------------|
| <b>£</b>                 | <b>£</b>                 |
| <b>546,373</b>           | <b>605,662</b>           |
| <u><u>          </u></u> | <u><u>          </u></u> |

#### **15 Parent company**

The company is a wholly owned subsidiary of Clavamore Limited, a company incorporated in Great Britain and registered in Scotland.

Clavamore Limited is a 64% owned subsidiary undertaking of D.C. Thomson & Company Limited, a company incorporated in Great Britain and registered in Scotland.

There is no individual controlling party of D.C. Thomson & Company Limited.