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FORDS PUBLICITY (BRISTOL) LIMITED

GROUP FINANCIAL STATEMENTS

FOR THE YEAR ENDED

31 DECEMBER 2002

GROUP FINANCIAL STATEMENTS

Company registration number:	1385669
Registered office:	Discovery House 125 Redcliffe Street Bristol BS1 6HU
Directors:	S P Henley (resigned 03/05/02) M Brown D J Morris
Secretary:	I Howe
Bankers:	National Westminster Bank plc Bank of Scotland
Auditors:	Grant Thornton Registered Auditors Chartered Accountants

GROUP FINANCIAL STATEMENTS

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REPORT OF THE DIRECTORS

The directors present their report together with financial statements for the year ended 31 December 2002.

Principal activities

The principal activity of the group is the design and management of retail display and merchandising projects.

Business review

Over the last few years the group has enjoyed a period of sustained growth and success.

The year to 31 December 2002 saw a marked down turn in the industry in general. Clients were cutting their budgets and delaying production orders along with more companies competing for work in our field.

We have reviewed and restructured our sales team in order to be better prepared to face the challenges ahead. The first six months of 2003 have seen better results with returns to profits although we are still competing in a tough market.

There was a loss for the year after taxation amounting to £273,508 (2001: profit £314,353). The directors do not recommend payment of any dividends (2001: £450,000).

Directors

The present membership of the Board is set out below. All directors served throughout the year. Mr S P Henley resigned from the Board on 3 May 2002.

In accordance with the company's articles of association all directors retire from the Board at the annual general meeting and being eligible, offer themselves for re-election.

M Brown

D J Morris

The directors had no interests in the shares of the company at 1 January 2002 and 31 December 2002 nor in any of the group companies headed by ARNO GmbH.

Directors' responsibilities for the financial statements

United Kingdom company law requires the directors to prepare financial statements for each financial year which 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 period. 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;
- 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, for safeguarding the assets of the group and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Auditors

Grant Thornton offer themselves for reappointment as auditors in accordance with section 385 of the Companies Act 1985.

ON BEHALF OF THE BOARD

Director

18 July 2003

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF

FORDS PUBLICITY (BRISTOL) LIMITED

We have audited the financial statements of Fords Publicity (Bristol) Limited for the year ended 31 December 2002 which comprise the principal accounting policies, the consolidated profit and loss account, the balance sheets, the consolidated cash flow statement and notes 1 to 24. 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 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

The directors' responsibilities for preparing the directors' report and the financial statements in accordance with United Kingdom law and accounting standards are set out in the statement of directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom auditing standards.

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 if, in our opinion, the directors' report is not consistent with the financial statements, if 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 transactions with the company is not disclosed.

We read other information contained in the directors' report, and consider whether it is consistent with the audited financial statements. This other information comprises only the directors' report. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

Basis of opinion

We conducted our audit in accordance with United Kingdom auditing standards 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 MEMBERS OF

FORDS PUBLICITY (BRISTOL) LIMITED

sait Thornton

Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the company and the group as at 31 December 2002 and of the loss of the group for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

GRANT THORNTON REGISTERED AUDITORS

CHARTERED ACCOUNTANTS

Bristol 18 July 2003

PRINCIPAL ACCOUNTING POLICIES

BASIS OF PREPARATION

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

The principal accounting policies of the group have remained unchanged from the previous period and are set out below.

BASIS OF CONSOLIDATION

The group financial statements consolidate those of the company and its subsidiary undertakings drawn up to 31 December 2002.

TURNOVER

Turnover is the total amount receivable by the group for goods supplied and services provided, excluding VAT and trade discounts.

TANGIBLE FIXED ASSETS AND DEPRECIATION

Tangible fixed assets are stated at cost net of depreciation.

Depreciation is calculated to write down the cost less estimated residual value of all tangible fixed assets by equal annual instalments over their estimated useful economic lives. The rates generally applicable are:

Motor vehicles Fixtures, fittings and equipment 25% to 33% 12.5% to 25%

INVESTMENTS

Investments are included at cost less amounts written off.

STOCKS

Stocks are stated at the lower of cost and net realisable value.

Long-term contract balances included in work in progress are stated at cost, after provision has been made for any foreseeable losses and the deduction of applicable payments on account.

DEFERRED TAXATION

Deferred tax is recognised on all timing differences where the transactions or events that give the company an obligation to pay more tax in the future, or a right to pay less tax in the future, have occurred by the balance sheet date. Deferred tax assets are recognised when it is more likely than not that they will be recovered. Deferred tax is measured using rates of tax that have been enacted or substantively enacted by the balance sheet date.

PRINCIPAL ACCOUNTING POLICIES

Continued

FOREIGN CURRENCIES

Transactions in foreign currencies are translated at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities in foreign currencies are translated at the rates of exchange ruling at the balance sheet date.

RETIREMENT BENEFITS

Defined Contribution Schemes

The pension costs charged against profits represent the amount of the contributions payable to the schemes in respect of the accounting period.

LEASED ASSETS

Assets held under finance leases and hire purchase contracts are capitalised in the balance sheet and depreciated over their estimated useful economic lives. The interest element of the leasing payments represents a constant proportion of the capital balance outstanding and is charged to the profit and loss account over the period of the lease.

All other leases are regarded as operating leases and the payments made under them are charged to the profit and loss account on a straight line basis over the lease term.

CONSOLIDATED PROFIT AND LOSS ACCOUNT

For the year ended 31 December 2002

	Note	2002 £	2001 £
T.,	1		
Turnover Cost of sales	1	4,727,923 (3,023,648)	8,074,360 (5,327,499)
Gross profit		1,704,275	2,746,861
Administrative expenses		(2,075,003)	(2,332,552)
Operating (loss)/profit		(370,728)	414,309
Net interest	2	11,348	35,691
(Loss)/profit on ordinary activities before taxation	1	(359,380)	450,000
Tax on (loss)/profit on ordinary activities	4	85,872	(135,647)
(Loss)/profit for the financial year	15	(273,508)	314,353
Dividends	6	<u> </u>	(450,000)
Loss transferred from			
reserves	14	(273,508)	(135,647)
By the company		86,857	121,491
By the subsidiary undertaking		(360,365)	(257,138)
		(273,508)	(135,647)

There were no recognised gains or losses other than the loss for the financial year.

The accompanying accounting policies and notes form an integral part of these financial statements.

CONSOLIDATED BALANCE SHEET AT 31 DECEMBER 2002

•				
	Note		2002	2001
	11010	£	£	£
Fixed assets		~	~	~
Tangible assets	7		195,934	265,335
Investments	8		300	300
			196,234	265,635
Current assets				
Stocks	9	203,086		125 422
Debtors	10	1,075,974		125,422 1,540,355
Cash at bank and in hand	10			
Cash at bank and in hand		1,015,178		446,254
		2,294,238	•	2,112,031
Creditors: amounts falling due				
within one year	11	(1,995,843)		(1,609,529)
Net current assets			298,395	502,502
Total assets less current liabilities			494,629	768,137
Provision for liabilities and charges				
Deferred taxation	12		-	· <u>-</u>
			494,629	768,137
Capital and reserves	*.	•		
Called up share capital	13		80,000	80,000
Share premium	14		2,506	2,506
Capital redemption reserve	14		2,506 12,049	2,306 12,049
Capital reserve	14		41,109	41,109
Profit and loss account	14			
From and loss account	14	-	358,965	632,473
Shareholders' funds	15	=	494,629	768,137

The financial statements were approved by the Board of Directors on 18 July 2003

D J Morris

The accompanying accounting policies and notes form an integral part of these financial statements.

COMPANY BALANCE SHEET AT 31 DECEMBER 2002

	Note	£	2002 £	2001 £
Fixed assets			-	~
Investments	. 8		67,833	67,833
Current assets				
Debtors	10	492,108		595,124
Cash at bank and in hand		24,057		65,259
		516,165		660,383
Creditors: amounts falling due				
within one year	11 .	(94,740)		(325,815)
Net current assets			421,425	334,568
Total assets less current liabilities		:	489,258	402,401
Capital and reserves				
Called up share capital	13		80,000	80,000
Share premium	14		2,506	2,506
Capital redemption reserve	14		12,049	12,049
Profit and loss account	14	-	394,703	307,846
Shareholders' funds			489,258	402,401

The financial statements were approved by the Board of Directors on 18 July 2003

D J Morris Director

CONSOLIDATED CASH FLOW STATEMENT

For the year ended 31 December 2002

	Note			
		£	2002 £	2001 £
Net cash inflow from operating activities	16	~	443,984	631,538
-	10		443,704	031,338
Returns on investments and servicing of finance				
Interest paid		(5,063)		-
Interest received		16,378		36,641
Net cash inflow from returns on investments and servicing of finance			11,315	36,641
		_	455,299	668,179
Taxation			433,277	008,179
UK corporation tax paid			(149,470)	(129,774)
Capital expenditure		er Till state og state Till state og state		
Purchase of tangible fixed assets		(64,806)		(129,560)
Sale of tangible fixed assets		27,901		61,899
Net cash outflow from capital				
expenditure			(36,905)	(67,661)
Net cash inflow before financing			268,924	470,744
Equity dividends paid			-	(700,000)
Financing				
Bank loan			300,000	•
Increase/(decrease) in cash	18	_	568,924	(229,256)

The accompanying accounting policies and notes form an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2002

1	Turnover and (loss)/profit on ordinary activities before taxation
	The turnover and (loss)/profit before taxation are attributable to the design and management of retail display

The turnover and (loss)/profit before taxation are attributable to the design and management of retail display and merchandising projects.

	and merchandising projects.		
	The (loss)/profit on ordinary activities is stated after:		
		2002	2001
		£	£
	Auditors' remuneration	11,000	11,000
	Depreciation of tangible fixed assets	98,065	114,005
	Operating lease rentals:		
	Motor vehicles	65,734	46,524
	Other	83,873	78,550
2	Net interest		
		2002	2001
		£	£
	Interest receivable	(16,411)	(35,691)
	On bank loans	5,063	
		(11 240)	(25 601)
		(11,348)	(35,691)
3	Directors and employees		
	Staff costs during the year were as follows:		
		2002	2001
		£	£
	Wages and salaries	1,128,098	1,402,508
	Social security costs	121,850	144,702
	Pension costs	57,164	60,814
		1,307,112	1,608,024
	The average number of employees of the group during the year was 33 (200 follows:	11: 35) made up as	
		2002	2001
		£	£
	Office administration and sales	14	16
	Production	7	7
	Art studio		12
		33	35

NOTES TO THE FINANCIAL STATEMENTS

Continued

3	Directors and employees (continued)					
	Remuneration in respect of directors was as follows:	2002	2001			
		2002 £	2001 £			
	Emoluments	199,854	561,850			
	Pension contributions to money purchase pension schemes	27,000	32,231			
	-	226,854	594,081			
	During the year 4 directors (2001: 4 directors) participated in money purchase schemes.	pension				
	The amounts set out above include remuneration in respect of the highest paid as follows:	l director				
		2002 £	2001 £			
	Emoluments					
	Pension contributions to money purchase pension schemes	99,682 9,000	170,551 10,539			
		108,682	181,090			
4	Tax on (loss)/profit on ordinary activities					
	The taxation (credit)/charge represents:	2002	2001			
		£	£			
	Corporation tax @ 30% (2001: 29.2%) Adjustment in respect of prior period:	(100,791)	134,589			
	Corporation tax	14,919	1,058			
		(85,872)	135,647			
	The tax assessed for the period is lower than the standard rate of corporation to 30%). The differences are explained as follows:	ax in the UK 199	% (2001:			
	•	2002	2001			
		£	£			
	(Loss)/profit on ordinary activities before tax (Loss)/profit on ordinary activities multiplied by standard rate of corporation	(359,380)	450,000			
	tax in the UK of 19% (2001: 30%).	(68,282)	135,000			
	Effect of:					
	Expenses not deductible for tax purposes Capital allowances for the period less than depreciation	2,664 2,888	3,376 (501)			
	Loss recovered at a higher rate of tax	(37,483)	-			
	Marginal relief	(578)	(3,286)			
	-					

NOTES TO THE FINANCIAL STATEMENTS

Continued

For the year ended 31 December 2002

5 Profit for the financial period

The parent company has taken advantage of section 230 of the Companies Act 1985 and has not included its own profit and loss account in these financial statements. The group loss for the period includes a profit of £86,857 (2001: £121,491) which is dealt with in the financial statements of the company.

6	Dividends			
			2002 £	2001 £
	Ordinary shares - interim dividend of £nil per share (2001: £2.50)		-	200,000
	Ordinary shares - proposed final dividend of £nil per share (2001: £3.125)	_	- -	250,000
		=	<u>-</u>	450,000
7	Tangible fixed assets			
	The group	Fixtures fittings & equipment £	Motor vehicles £	Total £
	Cost			
	At 1 January 2002 Additions	480,124 64,806	209,166	689,290 64,806
	Disposals		(78,106)	(78,106)
	At 31 December 2002	544,930	131,060	675,990
	Depreciation			
	At 1 January 2002	347,467	76,488	423,955
	Provided in the year	59,655	38,410	98,065
	Eliminated on disposals		(41,964)	(41,964)
	At 31 December 2002	407,122	72,934	480,056
	Net book amount at			
	31 December 2002	137,808	58,126	195,934
	Net book amount at			
	31 December 2001	132,657	132,678	265,335

NOTES TO THE FINANCIAL STATEMENTS

Continued

8 Fixed asset investments					
			The group Investments other than loans £	The contract Investments other than loans	ompany Shares in group undertakings £
	Cost and net book amount At 31 December 2001 and 31 Decem	h 2002	200	200	(7.522
	At 31 December 2001 and 31 Decem	lber 2002	300	300	67,533
	Investments other than loans include:	:			2002 and 2001
	The group and the company				2002 and 2001
	Investment listed on a recognised sto	ck exchange			300
	At 31 December 2002 the group held companies, all of which are subsidiar		ne allotted share o	capital of the foll	owing
		Class of	\mathbf{p}_{1}	roportion held	
		share	by	by	Nature
		capital	the	the	of
		held	company	group	business
	Fords Group Holdings (Bristol) Limited	Ordinary	100%	-	Holding company
	Brennan Ford (Canada) Limited	Ordinary	-	100%	Dormant
	ARNO Fords Limited	Ordinary	•	100%	Design/ Publicity
9	Stocks				
					The group
	•			2002	2001
	Work in progress			£	£
	Cost			337,279	164,113
	Less: Payments on account			(134,193)	(38,691)
				203,086	125,422

NOTES TO THE FINANCIAL STATEMENTS

Continued

For the year ended 31 December 2002

10	Debtors				
			The group		The company
		2002	2001	2002	2001
		£	£	£	£
	Trade debtors	810,490	1,401,817	-	•
	Amounts owed by group undertakings	-	3,752	420,515	537,874
	Corporation tax	138,229	36,011	-	•
	Other debtors	19,908	14,609	14,458	8,809
	Prepayments and accrued income	107,347	84,166	57,135	48,441
		1,075,974	1,540,355	492,108	595,124

11 Creditors: amounts falling due within one year

	The group		The company	
	2002	2001	2002	2001
	£	£	£	£
Bank loan	300,000	-	-	_
Payments received on account	634,137	93,566	-	_
Trade creditors	530,225	452,543	-	_
Amounts owed to group undertakings	20,884	5,466	-	127,900
Corporation tax	1,432	134,589	1,432	47,285
Social security and other taxes	127,036	236,479	37,581	79,549
Proposed dividend	-	-	-	•
Accruals and deferred income	382,129	686,886	55,727	71,081
	1,995,843	1,609,529	94,740	325,815

The bank loan is unsecured and interest is charged on this loan at 5.5% per annum.

12 Deferred taxation

There is no deferred taxation in the company or the group in either year.

13 Share capital

Share capital	2002 £	2001 £
Authorised Ordinary shares of £1 each	80,000	80,000
Allotted, called up and fully paid Ordinary shares of £1 each	80,000	80,000

NOTES TO THE FINANCIAL STATEMENTS

Continued

For the year ended 31 December 2002

14 Share premium account and reserv

The group	Share premium account £	Capital redemption reserve	Capital reserve £	Profit and loss account
At 1 January 2002 Retained loss for the year	2,506 	12,049	41,109	632,473 (273,508)
At 31 December 2002	<u> 2,506</u>	12,049	41,109	358,965
The company		Share premium account £	Capital redemption reserve	Profit and loss account £
At 1 January 2002 Retained profit for the year		2,506	12,049	307,846 86,857
At 31 December 2002		2,506	12,049	394,703

The capital reserve represents the excess value of the net assets over the cost of investment in the subsidiary undertakings and arises on consolidation.

15 Reconciliation of movements in shareholders' funds

	The group		
	2002	2001	
	£	£	
(Loss)/profit for the financial year	(273,508)	314,353	
Dividends		(450,000)	
Net decrease in shareholders' funds	(273,508)	(135,647)	
Shareholders' funds at 1 January 2002	768,137	903,784	
Shareholders' funds at 31 December 2002	494,629	768,137	

NOTES TO THE FINANCIAL STATEMENTS

Continued

16	Net cash inflow from operating activities			
			2002 £	2001 £
			(250 520)	
	Operating (loss)/profit		(370,728)	414,309
	Depreciation		98,065 8,241	114,005 15,776
	Loss on sale of tangible fixed assets (Increase)/decrease in stocks		6,241 (77,664)	386,473
	Decrease in debtors		556,884	225,490
	Increase/(decrease) in creditors		229,186	(524,515)
	mercase (decrease) in creditors	•	227,100	(324,313)
	Net cash inflow from operating activities	:	443,984	631,538
17	Reconciliation of net cash flow to movement in net fu	ınds		
			2002	2001
			£	£
	Increase/(decrease) in cash	•	568,924	(229,256)
	Cash inflow from financing		(300,000)	
	Change in net funds resulting from cashflows		268,924	(229,256)
	Net funds at 1 January 2002	٠.	446,254	675,510
	Net funds at 31 December 2002	=	715,178	446,254
18	Analysis of changes in net funds			
		2001 £	Cash flow £	2002 £
	Cash in hand and at bank	446,254	568,924	1,015,178
		446,254	568,924	1,015,178
	Bank loan	-	(300,000)	(300,000)
	Julia voli		(200,000)	(000,000)
		446,254	268,924	715,178
19	Capital commitments			e group
			2002	2001
			£	£
	Contracted for but not provided in these financial statements			4 000
	imaneral statements	=	_	4,800

NOTES TO THE FINANCIAL STATEMENTS

Continued

For the year ended 31 December 2002

20 Contingent liabilities

There were no contingent liabilities at 31 December 2002 or 31 December 2001.

21 Pensions

Defined Contribution Schemes

The group operates defined contribution schemes for the benefit of the directors and employees. The assets of the schemes are administered by trustees in funds independent from those of the group.

22 Leasing commitments

The group

Operating lease payments amounting to £231,382 (2001: £138,359) are due within one year. The leases to which these amounts relate expire as follows:

		2002		2001
	Land and buildings £	Other £	Land and buildings	Other £
		~	a.C	£.
In one year or less	-	14,714	78,550	-
Between one and five years	121,025	94,098	-	59,809
After more than 5 years		1,545		
	121,025	110,357	78,550	59,809

23 Transactions with other related parties

The company is exempt from the requirements of FRS 8 to disclose transactions with other members of the group headed by Fords Publicity (Bristol) Limited. During the year the group transacted with its wider group. It had sales of £40,181 (2001: £11,494) to and purchases of £681 (2001: £174) from ARNO GmbH. The group made sales of £2,363 (2001: £49,743) to and purchases of £41,782 (2001: £440,328) from ARNO Interactive GmbH.

At 31 December 2002 amounts due to ARNO GmbH were £251 (2001: £nil).

At 31 December 2002 amounts due to and from ARNO Interactive GmbH were £20,633 (2001: £5,466) and £nil (2001: £3,752) respectively.

24 Controlling related party

The ultimate parent undertaking of this company, and the largest group of undertakings for which group accounts are drawn up, is ARNO GmbH (incorporated in Germany). F Arnholdt is the controlling related party by virtue of his shareholding in ARNO GmbH.