

GROUP FINANCIAL STATEMENTS

FOR THE YEAR ENDED

30 SEPTEMBER 1995

GROUP FINANCIAL STATEMENTS

Auditors:

FOR THE YEAR ENDED 30 SEPTEMBER 1995

Company registration number:

Registered office:

Tower House
Fairfax Street
Bristol
BS1 3BN

Directors:

M J Law
T A Wills

Secretary:

T A Wills

Bankers:

National Westminster Bank plc
Bank of Scotland

Grant Thornton

Chartered Accountants

GROUP FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 1995

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REPORT OF THE DIRECTORS

The directors present their report together with financial statements for the year ended 30 September 1995.

Principal activities

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

Business review

These accounts reflect buoyant trading conditions for the group which it is pleasing to report have continued into the 1995/96 year. The board therefore have every confidence in the group's progress over the next twelve months.

The group profit for the year after taxation amounted to £114,689 (1994: £121,912). Dividends of £5,090 were paid on 14 September 1995 and the directors recommend further dividends absorbing £13,233 leaving £96,366 retained.

Directors

The directors in office at the end of the year are listed below. A J Ammann resigned on 7 June 1995.

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.

The interests of the directors in the share capital of the company at 1 October 1994 and 30 September 1995 were as follows:

•	'A' ordin	ary shares	Ordina	ary shares
		of £1 each		of £1 each
	1995	1994	1995	1994
M J Law	7,003	7,003	220	220
T A Wills	3,467	3,467	109	109

Acquisition of own shares

2,457 shares of £1 each, being 10.8% of the company's called up share capital, were acquired during the year for a total consideration of £30,825 in order to buy the share capital held by a member no longer employed by the group.

Continued

Directors' responsibilities for the financial statements

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

T A Wills Director

31 January 1996

REPORT OF THE AUDITORS TO THE MEMBERS OF

FORDS PUBLICITY (BRISTOL) LIMITED

We have audited the financial statements on pages 4 to 18 which have been prepared under the accounting policies set out on pages 4 and 5.

Respective responsibilities of directors and auditors

As described on page 2 the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

Basis of opinion

We conducted our audit in accordance with 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 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.

Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the company and the group at 30 September 1995 and of the profit of the group for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Crant Thornton

GRANT THORNTON
REGISTERED AUDITORS
CHARTERED ACCOUNTANTS

Bristol

31 January 1996

PRINCIPAL ACCOUNTING POLICIES

The financial statements have been prepared under the historical cost convention.

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

Basis of consolidation

The group financial statements consolidate those of the company and its subsidiary undertakings drawn up to 30 September 1995.

Turnover

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

Depreciation

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

Motor vehicles	25% to 33%
Fixtures and fittings	15% to 25%

Investments

Investments are included at the lower of cost and net realisable value.

Stock

Stock is 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 taxation is provided for under the liability method using the tax rates estimated to arise when the timing differences reverse and is accounted for to the extent that it is probable that a liability or asset will crystallise. Unprovided deferred tax is disclosed as a contingent liability.

Debit balances arising in respect of advance corporation tax on dividends payable or proposed are carried forward to the extent that it is expected to be recoverable.

PRINCIPAL ACCOUNTING POLICIES

Continued

Contributions to pension funds

The pension costs charged against profits represent the amount of the contributions payable to the scheme 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 expected useful 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 AND STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

FOR THE YEAR ENDED 30 SEPTEMBER 1995

CONSOLIDATED PROFIT AND LOSS ACCOUNT			
	Note	1995 £	1994 £
Turnover Cost of sales	1	6,052,950 (4,192,862)	5,782,384 (4,019,629)
Gross profit Administrative expenses		1,860,088 (1,758,087)	1,762,755 (1,626,683)
Operating profit		102,001	136,072
Net interest	2	53,255	36,181
Profit on ordinary activities before taxation	1	155,256	172,253
Tax on profit on ordinary activities	4	(40,567)	(50,341)
Profit for the financial year	15	114,689	121,912
Dividends	6	(18,323)	(18,242)
Profit transferred to reserves	14	96,366	103,670
By the company By the subsidiary undertaking		36,462 59,904	43,409 60,261
STATEMENT OF TOTAL RECOGNISED GAINS AND LO	SSES		
		1995 £	1994 £
Profit for the financial year Amount paid on purchase of own shares	14	114,689 (30,825)	121,912 (11,732)
Total recognised gains and losses for the year		83,864	110,180

CONSOLIDATED BALANCE SHEET AT 30 SEPTEMBER 1995

		£	1995 £	1994 £
Fixed assets		T.	£	2
Tangible assets	7		217,954	126,449
nvestments	8	_	300	300
			218,254	126,749
Current assets				
Stocks	9	119,030		123,909
Debtors	10	1,283,805		1,234,000
Cash at bank and in hand		1,339,580		<u>789,458</u>
		2,742,415		2,147,367
Creditors: amounts falling due		(0.000.004)		(1 427 420)
within one year	11	(2,060,984)		(1,436,438)
Net current assets		_	681,431	710,929
Fotal assets less current liabilities			899,685	837,678
Creditors: amounts falling due				4
after more than one year	12	_	-	(3,730)
		=	899,685	833,948
Capital and reserves				
Called up share capital	13		20,359	22,802
Share premium	14		2,506	2,324
Capital reserve	14 14		41,109 10,430	41,109 7,973
Capital redemption reserve Profit and loss account	14		825,281	759,740
Shareholders' funds		=	899,685	833,948
The financial statements were approved by t	he Board of D	irectors on 31 Ja	nuarv 1996	
n . / .				
MJ Law I Com)		
) :	Directors	
T A Wills)		
J g				

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

COMPANY BALANCE SHEET AT 30 SEPTEMBER 1995

	Note	٥	1995	1994
Fixed assets		£	£	£
Investments	8		67,833	67,833
Current assets				
Debtors Cash at bank and in hand	10	49,451 1,136,419		45,322 718,361
		1,185,870		763,683
Creditors: amounts falling due within one year	11	(908,047)		(491,693)
Net current assets			277,823	271,990
		:	345,656	339,823
Capital and reserves				
Called up share capital Share premium Capital reserve Profit and loss account	13 14 14 14		20,359 2,506 10,430 312,361	22,802 2,324 7,973 306,724
Shareholders' funds			345,656	339,823

The financial statements were approved by the Board of Director	ors on 31 January 1996
MJLaw M. V. Can)) Directors
T A Wills)

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

CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED 30 SEPTEMBER 1995

			1995	1994
	Note	£	£	£
Net cash inflow from operating activities	16		743,247	397,707
Returns on investments and servicing of finance				
Interest received		46,514		28,889
Rents received		7,990		8,387
Finance lease interest paid		(1,249)		(698)
Dividends paid		(17,631)	-	(5,701)
Net cash inflow from returns on investments and servicing of finance			35,624	30,877
G		•	770 071	120 501
Taxation			778,871	428,584
			(38,818)	(20,923)
UK corporation tax paid			(30,010)	(20,723)
Investing activities				
Purchase of tangible fixed assets		(216,667)		(67,693)
Sale of tangible fixed assets		71,398	-	9,901
Net cash outflow from investing				
activities			(145,269)	(57,792)
Net cash inflow before financing			594,784	349,869
Financing				
		100		0.45
Issue of shares		196		945
Purchase of own shares Capital element of finance lease rentals		(30,825) (14,033)		(11,732) (6,732)
Capital element of finance lease lentals		(14,033)	-	(0,732)
Net cash outflow from financing	17		(44,662)	(17,519)
Increase in cash and				
cash equivalents	18		550,122	332,350

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 1995

1. Turnover and profit on ordinary activities before taxation

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

	The profit on ordinary activities is stated after:	1995	1994
		£	£
	Auditors' remuneration	10,000	10,000
	Depreciation of tangible fixed assets:		
	Owned assets	54,441	54,764
	Leased assets	•	6,392
	Operating lease rentals:		
	Motor vehicles	11,448	14,142
	Plant and equipment	4,576	-
	Other	<u>49,000</u>	49,000
2.	Net interest		
_,	1,00 a	1995	1994
		£	£
	Finance charges in respect of finance leases	(1,249)	(698)
	Bank deposit interest	46,039	28,889
	Rent receivable	7,968	7,990
	Other income	497	
		53,255	36,181
3.	Directors and employees		
	Staff costs during the year were as follows:		
	Juli oosis during me yeur were as zone we.	1995	1994
		£	£
	Wages and salaries	1,161,720	950,241
	Social security costs	134,051	<i>85,164</i>
	Pension costs	65,699	109,853
		1,361,470	<i>1,145,258</i>

The average number of employees of the group during the year was 20 (1994: 20) made up as follows:

	1995	1994
Office administration and sales	11	11
Production	4	4
Art studio	5	5
	20	20

NOTES TO THE FINANCIAL STATEMENTS

Continued

FOR THE YEAR ENDED 30 SEPTEMBER 1995

3. Directors and employees (continued)

Remuneration in respect of directors was as follows:

	1995	1994
	£	£
Management remuneration	334,910	358,796

The emoluments of the directors, excluding pension contributions, were as follows:

	1995 £	1994 £
The Chairman and highest paid director	180,351	127,292

The emoluments of the directors, excluding pension contributions, fell within the following ranges:

	1995 Number	1994 Number
£20,001 to £25,000	1	_
£75,001 to £80,000	-	1
£100,001 to £105,000	-	1
£105,001 to £110,000	1	-
£125,001 to £130,000	-	1
£180,001 to £185,000	1	-

4. Tax on profit on ordinary activities

The taxation charge is based on the profit for the year and is made up as follows:

	1995 £	1994 £
Corporation tax @ 25% (1994: 25%) Deferred tax	40,567	50,800 (1,500)
Adjustment in respect of prior years	40,567	49,300
Corporation tax Deferred tax	-	1,041
	<u>40,567</u> _	50,341

5. Profit for the financial year

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 profit for the year includes £54,785 (1994: £61,651) which is dealt with in the financial statements of the company.

NOTES TO THE FINANCIAL STATEMENTS

Continued

FOR THE YEAR ENDED 30 SEPTEMBER 1995

6.	Dividends		1995 £	1994 £
	Ordinary shares - interim dividend of 25p per share paid 14 September 1995 (1994: 25p)		172	187
	'A' Ordinary shares - interim dividend of 25p per share paid 14 September 1995 (1994: 25p)	е	4,918	5,514
	Ordinary shares - proposed final dividend of 65p per share (1994: 55p)		446	411
	'A' Ordinary shares - proposed final dividend of 65p p share (1994: 55p)	er	12,787	12,130
		=	18,323	18,242
7.	Tangible fixed assets The group	Fixtures fittings & equipment £	Motor vehicles £	Total £
	Cost At 1 October 1994 Additions Disposals	90,144 28,874 (24,362)	197,561 187,793 (156,782)	287,705 216,667 (181,144)
	At 30 September 1995	94,656	228,572	323,228
	Depreciation At 1 October 1994 Provided in the year Disposals	61,611 8,452 (22,237)	99,645 45,989 (88,186)	161,256 54,441 (110,423)
	At 30 September 1995	47,826	57,448	105,274
	Net book amount at 30 September 1995	46,830	171,124	217,954
	Net book amount at 30 September 1994	28,533	97,916	126,449
	The figures stated above include assets held under fin contracts, as follows:	ance leases and	l similar hire pu	rchase
	The group		Motor vehicles £	
	Net book amount at 30 September 1995		-	
	Net book amount at 30 September 1994	:	19,434	

NOTES TO THE FINANCIAL STATEMENTS

Continued

FOR THE YEAR ENDED 30 SEPTEMBER 1995

8.	Fixed asset investments	The guerra	The	mnant
		The group Investments other than loans	Investments other than loans	mpany Shares in group undertakings
		£	£	£
	Cost and net book amount At 30 September 1995 and			
	30 September 1994	300	300	67,533
	Investments other than loans include:		1	995 and 1994
	Group and company			£
	Investment listed on a recognised stock exchange			300

At 30 September 1995 the group held more than 10% of the allotted share capital of the following companies, all of which are subsidiary undertakings:

	Country	Class of	Propo	rtion held	
	of registra- tion	share capital held	by parent company	by the group	Nature of business
Fords Group Holdings (Bristol) Limited	England & Wales	Ordinary	100%	-	Holding company
Brennan Ford (Canada)Limited	England & Wales	Ordinary	-	100%	Dormant
Fords of Bristol Limited	England & Wales	Ordinary	-	100%	Design/ Publicity
Fords Creative Limited	England & Wales	Ordinary	-	100%	Dormant
Eric Buston & Associates Limited	England & Wales	Ordinary	100%	-	Dormant

NOTES TO THE FINANCIAL STATEMENTS

Continued

FOR THE YEAR ENDED 30 SEPTEMBER 1995

9.	Stocks		
		The group	
		1995	1994
	·	£	£
	Work in progress Cost	329,086	167,894
	Less: Payments on account	(212,977)	(53,522)
		116,109	114,372
	Raw materials and consumable stores	2,921	9,537
		119,030	123,909

10. Debtors

	The group		The co	The company	
	1995	1994	1995	1994	
	£	£	£	£	
Trade debtors	1,250,919	1,205,757	-	-	
Amounts owed by group undertakings	-	-	27,874	27,874	
Corporation tax	9,664	7,522	9,664	7,522	
Prepayments and accrued income	23,222	20,721	11,913	9,926	
	1,283,805	1,234,000	49,451	45,322	

Included above for both the company and group is corporation tax of £3,860 (1994 £7,522) which is due after more than one year.

11. Creditors: amounts falling due within one year

Creditors, amounts failing due within	The group		The com	The company	
	1995	1994	1995	1994	
	£	£	£	£	
Payments received on account	160,349	216,397	-	-	
Trade creditors	962,426	493,645	-	-	
Amounts owed to group undertakings	-	-	753,943	<i>372,358</i>	
Corporation tax	45,146	41,255	24,336	25,194	
Social security and other taxes	42,574	53,627	18,820	14,644	
Proposed dividend	13,233	12,541	13,233	12,541	
Accruals and deferred income	837,256	608,670	97,715	66,956	
Amounts due under finance leases		10,303	<u></u>		
	2,060,984	1,436,438	908,047	491,693	

NOTES TO THE FINANCIAL STATEMENTS

Continued

FOR THE YEAR ENDED 30 SEPTEMBER 1995

12.	Creditors: amounts falling due after more than one year		
	·	The gr	roup
		1995	1994
		£	£
	Amounts due under finance leases		3,730
	These amounts are due after one and within two years.		
13.	Share capital	1995 £	1994 £
	Authorised		_
	Ordinary shares of £1 each	1,000	1,000
	'A' Ordinary shares of £1 each	29,500	29,500
		30,500	30,500
	Allotted, called up and fully paid		
	Ordinary shares of £1 each	687	<i>748</i>
	'A' Ordinary shares of £1 each	19,672	22,054
		20,359	22,802

The two classes of shares rank pari passu in respect of entitlement to dividends and participation in surplus profits on a winding up.

Holders of ordinary shares have one vote for every share held. Holders of 'A' ordinary shares are not entitled to vote.

During the year the company purchased 2,382 of its 'A' ordinary shares for £29,775 and 75 of its ordinary shares for £1,050 in order to buy the share capital held by a member no longer employed by the group.

The company has allotted 14 ordinary shares at a premium of £182 to an existing member.

NOTES TO THE FINANCIAL STATEMENTS

Continued

FOR THE YEAR ENDED 30 SEPTEMBER 1995

14.	Share premium account and reserves	
		Shara

The group	Share premium account	Capital redemption reserve	Capital reserve £	Profit and loss account £
At 1 October 1994	2,324	7,973	41,109	759,740
Retained profit for the year	-	-	-	96,366
Purchase of own shares:				
-nominal amount	-	2,457	•	-
-paid on redemption	-	-	-	(30,825)
Premium on allotment during the year	182		-	
At 30 September 1995	2,506	10,430	41,109	825,281

The company	Share premium account	Capital redemption reserve	Profit and loss account £
At 1 October 1994	2,324	7,973	306,724
Retained profit for the year	-	-	36,462
Purchase of own shares:			
-nominal amount	-	2,457	-
-paid on redemption	-	-	(30,825)
Premium on allotment during the year	182	-	_
At 30 September 1995	2,506	10,430	312,361

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

NOTES TO THE FINANCIAL STATEMENTS

Continued

FOR THE YEAR ENDED 30 SEPTEMBER 1995

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15.	Reconciliation of movements in share	eholders' fun	ds	1995	1994		
				£	£		
	Profit for the financial year	114,689	121,912				
	Dividends		(18,323)	(18,242)			
				96,366	103,670		
	Issue of Ordinary £1 shares			14	100		
	Premium on allotment of shares	182	845				
	Own shares purchased			(2,457)	(1,237)		
	Premium on purchase of own share cap	(28,368)	(10,495)				
	Net increase in shareholders' funds			65,737	92,883		
	Shareholders' funds at 1 October 1994				741,065		
	Shareholders' funds at 30 September 19		899,685	833, <u>948</u>			
16.	Net cash inflow from operating activi	ities					
10.	net cash mnow from operating activi	ities		1995	1994		
				£	£		
	Operating profit			102,001	136,072		
	Depreciation	54,441	61,156				
	(Profit)/loss on sale of tangible fixed as	(677)	5,287				
	Decrease/(increase) in stocks	4,879	(73,027)				
	Increase in debtors	(47,663)	(838,531)				
	Increase in creditors			630,266	1,106,750		
	Net cash inflow from operating activiti	743,247	397,707				
17.	Analysis of changes in financing						
			Share capital (including premium)	Loans and amoun due under finan leas			
		1995	1994	1995	1994		
		£	£	£	£		
	At 1 October 1994 Net cash outflow	25,126	25,418	14,033	~		
	from financing	(30,629)	(10,787)	(14,033)	(6,732)		
	Premium on purchase of own shares	28,368	10,495	-	-		
	Inception of finance leases		_	-	20,765		
	At 30 September 1995	22,865	25,126	_	14,033		

NOTES TO THE FINANCIAL STATEMENTS

Continued

FOR THE YEAR ENDED 30 SEPTEMBER 1995

18.	Analysis of cash and ca					
10.	Timayor or caon and co	1995	1994			
					£	£
	At 1 October 1994				789,458	457,108
	Net cash inflow				550,122	332,350
	Balance at 30 September	er 1995		:	1,339,580	789,458
	Cash and cash equivalents comprise:					
		1995	1994	1993	Change in 1995	Change in 1994
		£	£	£	£	£
	Cash at bank and					
	in hand	1,339,580	789,458	457,108	550,122	332,350

19. Capital commitments

Neither the group nor the company had any capital commitments at 30 September 1995 or 30 September 1994.

20. Contingent liabilities

There were no contingent liabilities at 30 September 1995 or 30 September 1994.

21. Pensions

Defined Contribution Scheme

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

22. Leasing commitments

The group

Operating lease payments amounting to £50,866 (1994: £60,448) are due within one year. The leases to which these amounts relate expire as follows:

	1995		1994	
	Land and buildings £	Other £	Land and buildings £	Other £
In one year or less Between one and two years Between two and five years	36,750 - -	9,540 - 4,576	49,000 -	- 11,448 -
	36,750	14,116	49,000	11,448