

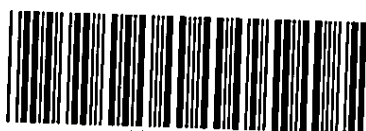
OMNICOM ENGINEERING LIMITED

FINANCIAL STATEMENTS

31 AUGUST 2008

Registered number: 3153641

TUESDAY



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19/05/2009
COMPANIES HOUSE

ANTRAMS

REGISTERED AUDITORS

BRIGHTON

OMNICOM ENGINEERING LIMITED

FINANCIAL STATEMENTS

for the year ended 31 August 2008

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OMNICOM ENGINEERING LIMITED**COMPANY INFORMATION****31 August 2008**

Incorporated in England and Wales on 31 January 1996

Number 3153641

DIRECTORS:P.I. Harkness
S.A. Kimkeran
M. Mitcheson**SECRETARY:**

P.I. Harkness

REGISTERED OFFICE:292 Tadcaster Road
York
North Yorkshire
YO24 1ET**BANKERS:**Barclays Bank Plc
Parliament Street
York YO1 1XD**AUDITORS:**Antrams
44-46 Old Steine
BRIGHTON
East Sussex BN1 1NH

OMNICOM ENGINEERING LIMITED**DIRECTORS' REPORT****31 August 2008**

The directors present their report together with the audited financial statements for the year ended 31 August 2008.

Principal activity

The principal activity of the company is that of the development, installation and maintenance of computer equipment, software and services for the management of assets and infrastructure.

The results for the year are shown in the profit and loss account on page 5. The retained profit for the year is £251,253 (2007: loss £590,343).

The directors do not propose the payment of a final dividend.

Directors**Directors**

The directors of the company during the year were as follows:

P.I. Harkness
S.A. Kimkeran
M. Mitcheson

So far as the directors are aware, there is no relevant audit information of which the Company's auditors are unaware.

Each director has taken the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Auditors

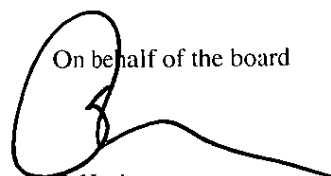
Antrams have expressed their willingness to continue in office as auditors, and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting in accordance with Section 385 of the Companies Act 1985.

Small Company Exemptions

The directors' report has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

292 Tadcaster Road
York
YO24 1ET

On behalf of the board



P Harkness
Secretary

Date: 27/4/09

OMNICOM ENGINEERING LIMITED**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

We are responsible for preparing the annual report and the financial statements in accordance with applicable law and UK generally accepted accounting practice.

We are required under company law to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those financial statements we are required to:

- select suitable accounting policies and apply them consistently;
- make reasonable and prudent judgements and estimates;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

We are also responsible for:

- keeping proper accounting records;
- safeguarding the company's assets;
- taking reasonable steps for the prevention and detection of fraud.

OMNICOM ENGINEERING LIMITED**REPORT OF THE INDEPENDENT AUDITORS**

We have audited the financial statements which comprise the profit and loss account, the balance sheet and the related notes. These financial statements have been prepared under the historical cost convention and 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 annual report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with the relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

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 and our opinion as to whether the information given in the directors' report is consistent with the financial statements. We also report to you if, in our opinion, 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 the information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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 error or other irregularity. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

We have undertaken the audit in accordance with the requirements of APB Ethical Standards including APB Ethical Standard – Provisions Available for Smaller Entities, in the circumstances set out in note 14 to the financial statements.

Opinion

In our opinion the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31st August 2009 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

In our opinion the information given in the directors' report is consistent with the financial statements.


ANTRAMS
Registered Auditors

44-46 Old Steine
BRIGHTON
East Sussex BN1 1NH

Date: 27th April 2009

OMNICOM ENGINEERING LIMITED

PROFIT AND LOSS ACCOUNT

for the year ended 31 August 2008

		2008 £	2007 £
	Notes		
Turnover		2,004,961	1,463,684
Cost of sales		(1,366,415)	(949,779)
Gross profit		<u>638,546</u>	<u>513,905</u>
Administrative expenses		(605,331)	(1,095,010)
Operating profit/(loss)	2	<u>33,215</u>	<u>(581,105)</u>
Interest receivable and similar income	3	223,761	10,137
Interest payable and similar charges		(4,574)	(19,375)
Profit/(loss) on ordinary activities before taxation		<u>252,402</u>	<u>(590,343)</u>
Taxation	4	(1,149)	-
Profit/(loss) on ordinary activities After taxation		<u><u>251,253</u></u>	<u><u>(590,343)</u></u>

None of the company's activities were acquired or discontinued during the above year.

There are no recognised gains and losses in 2008 or 2007 other than the profit/loss for the year.

A statement of reserves and reconciliation of movement in shareholders' funds is given in note 12.

OMNICOM ENGINEERING LIMITED

BALANCE SHEET

as at 31 August 2008

		2008		2007	
		£	£	£	£
	Note				
Fixed assets					
Tangible assets	5		35,732		530,832
Investments	6		-		-
			<u>35,732</u>		<u>530,832</u>
 Current assets					
Work in Progress		62,137		6,626	
Debtors	7	379,482		393,151	
Cash at bank and in hand		752,375		290,970	
		<u>1,193,994</u>		<u>690,747</u>	
 Creditors: amounts falling due within one year	8	(672,308)		(695,661)	
 Net current (liabilities)/assets			<u>521,686</u>		<u>(4,914)</u>
 Total assets less current liabilities			<u>557,418</u>		<u>525,918</u>
 Creditors: amounts falling due after more than one year	9		(-)		(219,753)
 Net assets			<u><u>557,418</u></u>		<u><u>306,165</u></u>
 Capital and reserves					
Called up share capital	11		1,000		1,000
Own shares held by EBT for re-issue	16		(401,800)		(401,800)
Profit and loss account			958,218		706,965
	12		<u><u>557,418</u></u>		<u><u>306,165</u></u>

The financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

The financial statements on pages 5 to 12 were approved by the board of directors on ^{27/1/09} and were signed on its behalf by:



S. Kimkeran
Director

OMNICOM ENGINEERING LIMITED
NOTES TO THE FINANCIAL STATEMENTS
as at 31 August 2008

1. Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

The company has taken advantage of the exemption from preparing a cash flow statement conferred by Financial Reporting Standard No. 1 on the grounds that it is entitled to the exemption available in sections 246 to 247 of the Companies Act 1985 for small companies.

The company has taken advantage of the exemption as a medium sized group from preparing group accounts available in section 248 of the Companies Act 1985 as its' subsidiary Omnicom Engineering Inc is immaterial.

Basis of accounting

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

Fixed Assets and Depreciation

Depreciation of fixed assets is provided at rates calculated to write off the cost or valuation less any residual value of each asset over its expected useful life, as follows:

Computer equipment	50% per annum on a straight line basis
Office equipment	25% per annum on written down value
Freehold property	2% per annum on a straight line basis
Motor vehicles	25% per annum on a straight line basis

Deferred taxation

The company has adopted FRS 19: Deferred Tax, which is effective for periods ended after January 2002. Except where otherwise required by accounting standards, full provision without discounting is made for all timing differences, which have arisen but not reversed at the balance sheet date. Deferred tax assets are recognised only to the extent that it is more likely than not that they will be recovered.

Under previous practice no provision was required where deferred liabilities were not expected to crystallise.

Stock and work in progress

Stocks are valued at the lower of cost and net realisable value. Cost is computed on a first in first out basis. The cost of work in progress and finished goods includes all production overheads and depreciation and the attributable proportion of indirect overheads based on the normal level of activity. Net realisable value is based on estimated selling price less the estimated cost of disposal. Work in progress is valued at its fair value. Provision is made for any foreseeable losses where appropriate.

Turnover

Turnover represents amounts derived from ordinary activities for goods and services provided in the UK net of VAT and trade discounts. Turnover is recognised when the Company has obtained the right to consideration in exchange for its performance under each contract.

Pensions

Pension costs of the defined contribution scheme are charged to the profit and loss account and represent the amount of contributions payable to the scheme in respect of the accounting period. The assets of the scheme are held separately from those of the company.

Research and development

Research and development costs are charged to the profit and loss account as incurred.

OMNICOM ENGINEERING LIMITED

NOTES TO THE FINANCIAL STATEMENTS
as at 31 August 2008**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 as incurred

2. Operating profit

	2008 £	2007 £
Operating profit is stated after charging:		
Depreciation of tangible fixed assets	17,924	32,433
Directors' remuneration	230,138	283,424
Directors' pension contributions	-	240,000
Compensation for loss of office	-	30,000
Auditors' remuneration:		
Audit fee	7,500	7,500
Hire of plant and machinery	5,026	3,720
Research and development costs	-	110,174
	<u>230,138</u>	<u>283,424</u>

Retirement benefits are accruing to four directors under money purchase schemes.

The company operates a defined contribution pension scheme. The charge for the year was £13,030.
(2007: £15,300).

3. Interest receivable and similar income

	2008 £	2007 £
Bank interest	9,553	9,467
Other income	-	670
Profit on sale of property	214,208	-
	<u>223,761</u>	<u>10,137</u>

OMNICOM ENGINEERING LIMITED

NOTES TO THE FINANCIAL STATEMENTS
as at 31 August 2008

4. Taxation

	2008 £	2007 £
UK corporation tax at 19.42% (2007:19 %)	1,149	-
Over provision in previous years	(-)	-
	<u>1,149</u>	<u>-</u>

The tax assessed for the year is lower than the standard rate of corporation tax in the UK. The differences are explained below:

	2008 £	2007 £
Profit/(loss) on ordinary activities before tax	318,673	(590,343)
Profit/(loss) on ordinary activities at the standard rate of Corporation Tax in the UK of 19.42% (2006:19%)	56,419	(177,103)
Effect on (income)/expenditure not deductible for tax purposes	(41,274)	4,376
Difference between capital allowances and depreciation for year	(10,775)	(18,029)
Research and development allowance	(-)	(16,526)
Chargeable gain	1,149	-
Losses (utilised)/carried forward	(4,370)	207,282
Current tax charge for the year	<u>1,149</u>	<u>-</u>

5. Tangible fixed assets

	Freehold Property £	Motor Vehicles £	Office equipment £	Computer equipment £	Total £
Cost					
At 1 September 2007	586,844	7,500	113,598	1,788,023	2,495,965
Additions	-	4,105	21,375	2,191	27,671
Disposals	(586,844)	-	-	-	(586,844)
As at 31 August 2008	<u>-</u>	<u>11,605</u>	<u>134,973</u>	<u>1,790,214</u>	<u>1,936,792</u>
Depreciation					
At 1 September 2007	81,997	7,500	101,182	1,774,454	1,965,133
Charge for the year	-	1,026	8,000	8,898	17,924
On disposal	(81,997)	-	-	-	(81,997)
As at 31 August 2008	<u>-</u>	<u>8,526</u>	<u>109,182</u>	<u>1,783,352</u>	<u>1,901,060</u>
Net book value					
As at 31 August 2008	<u>-</u>	<u>3,079</u>	<u>25,791</u>	<u>6,862</u>	<u>35,732</u>
As at 1 September 2007	<u>504,847</u>	<u>-</u>	<u>12,416</u>	<u>13,569</u>	<u>530,832</u>

OMNICOM ENGINEERING LIMITED
NOTES TO THE FINANCIAL STATEMENTS
as at 31 August 2008

6. Investments

The company held the following investments:

	2008	2007
	£	£
100 Ordinary 1 cent shares in Omnicom Engineering Inc	-	-

The company owns 100% of the issued share capital of Omnicom Engineering Inc, a company incorporated on 13th May 2002 in the State of Delaware in the USA. The company is dormant and has no distributable reserves. The accounts of Omnicom Engineering Inc have not been consolidated into these accounts as the group is entitled to claim exemption from preparing group accounts under S248 of the Companies Act 1985 as a small group.

7. Debtors

	2008	2007
	£	£
Trade debtors	339,928	323,425
Amounts recoverable under contracts	-	14,546
Other debtors	4,847	16,971
Prepayments	34,707	38,209
	<u>379,482</u>	<u>393,151</u>

8. Creditors: amounts falling due within one year

	2008	2007
	£	£
Bank loan	-	42,995
Payments in advance	350,138	35,177
Trade creditors	123,645	110,720
Corporation tax	1,149	-
Other creditors including taxation and social security	129,303	88,605
Other creditors	1,814	245,820
Accruals	66,259	172,344
	<u>672,308</u>	<u>695,661</u>

OMNICOM ENGINEERING LIMITED
NOTES TO THE FINANCIAL STATEMENTS
as at 31 August 2008

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

	2008 £	2007 £
Bank loan	-	219,753
	<u>-</u>	<u>219,753</u>

10. Deferred Taxation

No provision has been made in the accounts for the deferred tax asset. The amount unprovided at the end of the year was as follows:

	2008 £	2007 £
Accelerated capital allowances	26,735	37,105
Tax losses	129,812	131,279
	<u>156,547</u>	<u>168,384</u>

This deferred tax asset will be recoverable against future suitable profits when the company's current timing difference between the depreciation charge in the accounts and capital allowances claimed is reversed.

11. Share capital

	2008 £	2007 £
Authorised		
1,000 Ordinary shares of £1 each	1,000	1,000
	<u>1,000</u>	<u>1,000</u>
Allotted, called up and fully paid		
1,000 Ordinary shares of £1 each	1,000	1,000
	<u>1,000</u>	<u>1,000</u>

12. Reconciliation of movements in shareholders' funds

	2008 £	2007 £
Profit/(Loss) for the financial year	251,253	(590,343)
Opening shareholders' funds	306,165	896,508
Closing shareholders' funds	<u>557,418</u>	<u>306,165</u>

OMNICOM ENGINEERING LIMITED

NOTES TO THE FINANCIAL STATEMENTS
as at 31 August 2008

13. Commitments

Capital Commitments

As at 31 August 2008 the company had capital commitments of £nil (2007; £3,550) for computer and other technological equipment.

Commitments under operating leases

At 31 August 2008 the company had annual commitments under non-cancellable operating leases as set out below:

	2008		2007	
	Land & Buildings £	Other £	Land & Buildings £	Other £
Operating leases which expire:				
Within 1 year	-	3,100	-	-
Within 1 to 2 years	-	-	-	4,002
Within 2 to 5 years	55,000	-	-	-
After more than 5 years	-	-	-	-
	<u>55,000</u>	<u>3,100</u>	<u>-</u>	<u>4,002</u>

14. Related party transactions

On 8th August 2002 the company set up an Employee Benefit Trust. The two trustees are Mr P Harkness and Mr S Kimkeran, two of the company's directors and its only shareholders. Mr Harkness and Mr Kimkeran have absolute discretion over the funds held within the trust. As a result, the funds held within the trust at 31 August 2007 have been included within the balance sheet of the company.

At 31 August 2008, Cash at bank and in hand included £11,946 held by the Trust's bank accounts.

During the year the Company paid £12,000 rent to the FURBS belonging to Mr Harkness and Mr Kimkeran, two of the Company's directors.

On 26th October 2007, the Company sold its freehold premises to Mr Harkness and Mr Kimkeran for £750,000. The Company has continued to occupy these premises since that date and paid £45,830 rent to Mr Harkness and Mr Kimkeran during the year.

15. Ultimate Controlling Party

The Company's ultimate controlling party is Mr Paul Harkness.

16. Employee Benefit Trust

As explained in note 14 above, on 8th August 2002 the Company established an Employee Benefit Trust. On 10th March 2004, it purchased one hundred ordinary shares of the Company for £401,800. In accordance with UITF abstract 38, £401,800 has been deducted from shareholders funds. At 31st August 2008, Mr M Mitcheson one of the Company's directors had an option to purchase some of the shares held by the Employee Benefit Trust.

17. Relevant circumstances within the financial statements

In common with many other businesses of our size and nature we use our auditors to prepare and submit returns to the tax authorities and assist with the preparation of the financial statements.