

Financial Statements

Please Hold (UK) Limited

For the year ended 31 December 2009



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Company information

Company registration number :	3669221
Registered office :	Oakland House Talbot Road Old Trafford Manchester M16 0PQ
Director :	G Reed
Secretary :	C Berisford
Bankers :	National Westminster Bank plc 5th Floor 1 Spinningfields Square Deansgate Manchester M3 3AP
Auditors :	Grant Thornton UK LLP Registered Auditors Chartered Accountants 4 Hardman Square Spinningfields Manchester M3 3EB

Report of the director

The director presents his report and the financial statements of the Company for the year ended 31 December 2009

Principal activities

The principal activities of the Company are that of audio branding and new media services

Results and dividends

The trading results for the year and the Company's financial position at the end of the year are shown in the attached financial statements and are discussed further in the business review below

A dividend of £1,500,000 (2008 £Nil) on the ordinary shares has been proposed and paid after the end of the financial year

Business review

Financial overview

The Company recorded an eleventh consecutive year of growth, with turnover for the year ended 31 December 2009 of £4.8 million, a rise of 9.9% on last year (2008 £4.4 million). Profit before tax was £1.3 million, an increase of 28.9% from the prior year (2008 £0.98 million).

The director is very pleased with the performance during the year and believes that the Company is in a strong position to continue to expand both revenue and profit.

Financial performance

Financial performance for the year has been analysed as follows

	Year to 31 December 2009 £'000	Year to 31 December 2008 £'000	Change	
			£'000	%
Turnover	4,805	4,371	434	9.9
Gross profit	2,717	2,773	(56)	(2.0)
Profit before tax	<u>1,261</u>	<u>978</u>	<u>283</u>	<u>28.9</u>

Strategy

The strategy adopted during the year has been to continually build on the market position established by the Company. To achieve future growth the director is committed to developing new, innovative product ranges whilst maintaining our investment in core products.

Principal risks and uncertainties

The director considers that the Company is well placed and subject to comparatively low levels of risk. The Company's revenues are derived from a large and diverse customer base. The Company has low levels of fixed costs, no material exposure to exchange rate fluctuations and no external funding.

The directors

The present director who served the Company throughout the year and up to the date of this report is shown on page 1.

Statement of directors' responsibilities

The director is responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice). The financial statements are required by law to 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 these financial statements, the director is 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 director is responsible for keeping adequate accounting records that disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. He is also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In so far as the director is aware

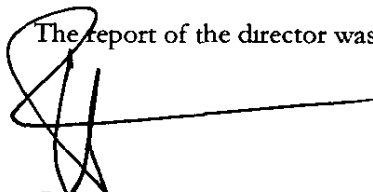
- there is no relevant audit information of which the Company's auditor is unaware, and
- the director has taken all steps that he ought to have taken to make himself aware of any relevant audit information and to establish that the auditor is aware of that information.

Auditor

Grant Thornton UK LLP, having expressed their willingness to continue in office, will be deemed reappointed for the next financial year in accordance with Section 487(2) of the Companies Act 2006 unless the Company receives notice under Section 488(1) of the Companies Act 2006.

Approval

The report of the director was approved by the Board on 30 September 2010 and signed on its behalf by



G Reed
Director

Report of the independent auditor to the members of Please Hold (UK) Limited

We have audited the financial statements of Please Hold (UK) Limited for the year ended 31 December 2009 which comprise the income and expenditure account, the balance sheet the cash flow statement and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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

As explained more fully in the Statement of directors' responsibilities, set out on page 3, the director is responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's website at www.frc.org.uk/apb/scope/UKNP.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2009 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Report of the Director for the financial year for which the financial statements are prepared is consistent with the financial statements.

Report of the independent auditor to the members of Please Hold (UK) Limited

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit



John Shinnick
Senior Statutory Auditor
for and on behalf of Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants
Manchester

30 September 2010

Accounting policies

Basis of accounting

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

The directors have reviewed the accounting policies in accordance with FRS 18 "Accounting Policies" and have concluded that no further changes were required from the previous year

Turnover

Turnover is the total amount receivable by the Company for goods supplied and services provided and is stated net of value added tax

Depreciation

Depreciation is provided evenly on tangible fixed assets, so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows

Fixtures and fittings	- 33%
Motor Vehicles	- 25%

Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred or accelerated because of timing differences between the treatment of certain items for accounting and taxation purposes

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date

Profit and loss account

	Note	2009 £	2008 £
Turnover	1	4,805,205	4,370,952
Cost of sales		<u>(2,088,356)</u>	<u>(1,597,902)</u>
Gross profit		2,716,849	2,773,050
Administrative expenses		<u>(1,425,006)</u>	<u>(1,635,577)</u>
Operating profit	2	1,291,843	1,137,473
Interest payable and similar charges	5	<u>(30,835)</u>	<u>(159,272)</u>
Profit on ordinary activities before taxation		1,261,008	978,201
Tax on profit on ordinary activities	6	<u>(366,273)</u>	<u>(114,576)</u>
Profit for the financial period	13	<u>894,735</u>	<u>863,625</u>

All of the activities of the Company are classed as continuing

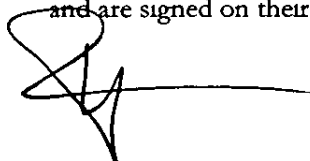
The Company has no recognised gains or losses other than the results for the year as set out above

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

Balance sheet

	Note	2009 £	2008 £
Fixed assets			
Tangible assets	7	58,996	65,768
Current assets			
Debtors	8	4,101,699	2,584,880
Cash at bank		103,201	93,232
		<u>4,204,900</u>	<u>2,678,112</u>
Creditors: amounts falling due within one year	9	(3,146,896)	(2,521,615)
Net current assets		<u>1,058,004</u>	<u>156,497</u>
Total assets less current liabilities		<u>1,117,000</u>	<u>222,265</u>
Net assets		<u><u>1,117,000</u></u>	<u><u>222,265</u></u>
Capital and reserves			
Called-up equity share capital	12	2	2
Profit and loss account	13	1,116,998	222,263
Shareholders' funds	14	<u><u>1,117,000</u></u>	<u><u>222,265</u></u>

These financial statements were approved by the director and authorised for issue on 30 September 2010, and are signed on their behalf by



G Reed
 Director

Please Hold (UK) Limited
Company no: 3669221

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

Cash flow statement

	Note	2009 £	2008 £
Net cash inflow from operating activities	15	51,138	23,437
Returns on investments and servicing of finance			
Interest paid		(17,071)	(18,953)
Net cash outflow from returns on investments and servicing of finance		(17,071)	(18,953)
Taxation		—	—
Capital expenditure and financial investment			
Payments to acquire tangible fixed assets		(24,098)	(27,455)
Net cash outflow for capital expenditure and financial investments		(24,098)	(27,455)
Cash inflow/(outflow) before financing		9,969	(22,971)
Financing		—	—
Increase/(decrease) in cash		<u>9,969</u>	<u>(22,971)</u>

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

Notes to the financial statements

1 Turnover and profit on ordinary activities before taxation

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

	2009 £	2008 £
United Kingdom	<u>4,805,205</u>	<u>4,370,952</u>

2 Operating profit

Operating profit is stated after charging:

	2009 £	2008 £
Depreciation	30,870	60,724
Loss on disposal of fixed assets	–	7,469
Auditor's remuneration		
Audit fees	9,000	9,000
Non audit fees	<u>1,000</u>	<u>1,000</u>

Liability Limitation Agreement with the auditor

The director proposes that the Company enter into a liability limitation agreement with Grant Thornton UK LLP, the statutory auditor, in respect of the statutory audit for the year ended 31 December 2009. The proportionate liability agreement follows the standard terms in Appendix B to the Financial Reporting Council's June 2008 Guidance on Auditor Liability Agreements, and retrospective approval will be sought at the Annual General Meeting.

3 Particulars of employees

The average number of staff employed by the Company during the financial period amounted to:

	2009 No	2008 No
Sales and administration	<u>76</u>	<u>90</u>

The aggregate payroll costs of the above were:

	2009 £	2008 £
Wages and salaries	2,073,930	2,205,390
Social security costs	<u>198,909</u>	<u>214,469</u>
	<u>2,272,839</u>	<u>2,419,859</u>

4 Directors

Remuneration in respect of directors was as follows

	2009 £	2008 £
Emoluments receivable	<u>40,000</u>	<u>40,000</u>

The director did not accrue any benefits under pension arrangements (2008 Nil)

5 Interest payable and similar charges

	2009 £	2008 £
Bank interest and charges	17,071	18,953
Other interest	<u>13,764</u>	<u>140,319</u>
	<u>30,835</u>	<u>159,272</u>

6 Taxation on ordinary activities

Analysis of charge in the period

	2009 £	2008 £
Current tax		
UK corporation tax	369,540	189,605
Adjustments in respect of prior periods	<u>(1,738)</u>	<u>(66,517)</u>
	367,802	123,088
Deferred tax		
Origination and reversal of timing differences	<u>(1,529)</u>	<u>(8,512)</u>
Tax charge for the year	<u>366,273</u>	<u>114,576</u>

Taxation on ordinary activities (continued)

Factors affecting current tax charge

	2009 £	2008 £
Profit on ordinary activities before taxation	<u>1,261,008</u>	<u>978,201</u>
Profit on ordinary activities by rate of tax at 28%	353,082	278,787
Expenses not deductible for tax purposes	16,299	48,336
Marginal relief	(2,968)	(15,134)
Adjustments in respect of prior periods	(1,738)	(66,517)
Depreciation in excess of capital allowances	3,127	8,664
Utilisation of tax losses and other deductions	—	(131,048)
Total current tax	<u>367,802</u>	<u>123,088</u>

7 Tangible fixed assets

	Fixtures & fittings £	Motor vehicles £	Total £
Cost			
At 1 January 2009	148,427	25,752	174,179
Additions	24,098	—	24,098
At 31 December 2009	<u>172,525</u>	<u>25,752</u>	<u>198,277</u>
Depreciation			
At 1 January 2009	97,681	10,730	108,411
Charge for the period	24,432	6,438	30,870
At 31 December 2009	<u>122,113</u>	<u>17,168</u>	<u>139,281</u>
Net book value			
At 31 December 2009	<u>50,412</u>	<u>8,584</u>	<u>58,996</u>
At 31 December 2008	<u>50,746</u>	<u>15,022</u>	<u>65,768</u>

8 Debtors

	2009 £	2008 £
Trade debtors	462,821	530,004
Directors loan account	1,107,006	732,665
Amounts owed by related parties (note 11)	1,887,427	877,177
Corporation tax	559,664	401,017
Prepayments and accrued income	69,614	42,991
Other debtors	12,612	—
Deferred tax asset (note 10)	2,555	1,026
	<u>4,101,699</u>	<u>2,584,880</u>

9 Creditors: amounts falling due within one year

	2009 £	2008 £
Trade creditors	265,308	125,226
Corporation tax	1,229,979	689,766
Amounts owing to related parties (note 11)	30,000	32,495
Other taxation and social security	951,685	921,204
Other creditors	3,606	110,140
Accruals and deferred income	666,318	642,784
	<u>3,146,896</u>	<u>2,521,615</u>

10 Deferred taxation

	Deferred taxation £
Balance brought forward	(1,026)
Profit and loss account movement arising during the period	(1,529)
Balance carried forward (note 8)	<u>(2,555)</u>

The provision for deferred taxation consists of the tax effect of timing differences in respect of

	2009 £	2008 £
Fixed asset timing differences	<u>(2,555)</u>	<u>(1,026)</u>

11 Related party transactions

During the year the following interest free loans to directors and shareholders existed. No repayments have been made during the year.

Name	Relationship to Company	Maximum liability during the year £	Amount outstanding at 1 January 2009 £	Amount outstanding at 31 December 2009 £
Mr G L Reed	Director/Shareholder	1,107,006	732,665	1,107,006
Mr J P Clarke	Shareholder	1,131,650	871,402	1,131,650

CVS (Commercial Valuers and Surveyors) Limited is a related party to the Company by virtue of the fact that its share capital is owned by Mr J P Clarke, a shareholder of the Company. At 31 December 2009 there was an amount owing to the Company from CVS (Commercial Valuers Surveyors) Limited of £755,777 (2008 amount due from the Company of £5,775). During the year expenses of £239,998 (2008 £235,487) were recharged to CVS (Commercial Valuers and Surveyors) Limited by the Company.

Strattons & Co (Consultants Surveyors) Limited is a related party to the Company by virtue of the fact that its share capital is wholly owned by Mr J P Clarke, a shareholder in the Company. At 31 December 2009 there was an amount owing to the company of £30,000 (2008 £30,000). There has been no trade during the year between the companies (2008 Nil).

12 Share capital

Authorised share capital

	2009 £	2008 £
1,000 Ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>

Allotted, called up and fully paid

	2009		2008	
	No	£	No	£
Ordinary shares of £1 each	<u>2</u>	<u>2</u>	<u>2</u>	<u>2</u>

13 Profit and loss account

	2009 £
At 1 January 2009	222,263
Profit for the year	894,735
At 31 December 2009	<u>1,116,998</u>

14 Reconciliation of movements in shareholders funds

	2009 £	2008 £
Opening funds/(deficit)	222,265	(641,360)
Profit for the year	894,735	863,625
Closing shareholders' funds	<u>1,117,000</u>	<u>222,265</u>

15 Notes to the statement of cash flows

Reconciliation of operating profit to net cash inflow from operating activities

	2009 £	2008 £
Operating profit	1,291,843	1,137,473
Depreciation	30,870	60,724
Loss on disposal of fixed assets	–	7,469
Increase in debtors	(1,516,819)	(602,057)
Increase/(decrease) in creditors	245,244	(580,172)
Net cash inflow from operating activities	<u>51,138</u>	<u>23,437</u>

Reconciliation of net cash flow to movement in net funds

	2009 £	2008 £
Increase/(decrease) in cash in the period	<u>9,969</u>	<u>(22,971)</u>
Change in net funds	9,969	(22,971)
Net funds at 31 December 2008	93,232	116,203
Net funds at 31 December 2009	<u>103,201</u>	<u>93,232</u>

Notes to the statement of cash flows (continued)

Analysis of changes in net funds

	At 1 January 2009 £	Cash flows £	At 31 December 2009 £
Cash in hand and at bank	93,232	9,969	103,201
Net funds	<u>93,232</u>	<u>9,969</u>	<u>103,201</u>

16 Controlling party

The director considers there to be no controlling party as neither of the shareholders holds a majority of voting rights

17 Post balance sheet event

A dividend of £1,500,000 has been proposed and paid after the end of the financial year