COMPANY REGISTRATION NUMBER 06739917

BRIDGE HALL PLC FINANCIAL STATEMENTS 31 DECEMBER 2012

HALLIDAYS ACCOUNTANTS LLP

Chartered Accountants & Statutory Audito Riverside House Kings Reach Business Park Yew Street Stockport SK4 2HD



A35 29/06/2013 COMPANIES HOUSE

#5

FINANCIAL STATEMENTS

18 MONTHS TO 31 DECEMBER 2012

CONTENTS	PAGE
The directors' report	1
Independent auditor's report to the shareholders	4
Profit and loss account	6
Group balance sheet	7
Balance sheet	8
Group cash flow cash flow statement	9
Notes to the financial statements	11

THE DIRECTORS' REPORT

18 MONTHS TO 31 DECEMBER 2012

The directors present their report and the financial statements of the group for the 18 months to 31 December 2012

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activities of the group during the period were that of stock broking, stock dealing, advertising and marketing. However, the main trading company of the Group, Bridge Hall Stockbrokers Ltd, failed to meet its capital adequacy requirement and was placed into voluntary liquidation in February 2012. The liquidation has not yet been completed but as it is no longer a part of the Group no income or expenditure of this company has been included in the accounts and the comparative figures of the previous year have been restated to show the figures for Bridge Hall Stockbrokers separately

The principle key performance indicator of the group is turnover amounting to £500 (2011 £ 883,688)

RESULTS AND DIVIDENDS

The loss for the year amounted to £648,237 The directors have not recommended a dividend

FINANCIAL INSTRUMENTS

The group has various other financial assets and liabilities such as trade debtors and creditors arising directly from its operations. The group is exposed to cash flow interest rate risk on deposits, bank overdrafts and loans.

DIRECTORS

The directors who served the company during the year were as follows

Lord Timothy Razzall (appointed 22 March 2011 and resigned 24 October 2011)

Mr R K Allen

Mr G R Boot (appointed 31 December 2012)

Company Cast Ltd (resigned 13 July 2011)

Mr M A Borrelli (appointed director on 13 July 2011)

Mr R G Battersby (appointed director on 13 July 2011 and resigned on 14 February 2012)

Mr James Butterfield (appointed director on 6 September 2011)

THE DIRECTORS' REPORT (continued)

18 MONTHS TO 31 DECEMBER 2012

POLICY ON THE PAYMENT OF CREDITORS

The company has not adopted a standard policy on payment of creditors, but attempts to pay suppliers within agreed terms. As trade creditors are immaterial, no disclosure has been prepared in respect of creditor days.

DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they 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 year. 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,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group will continue in business

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group's and company's transactions and disclose with reasonable accuracy at any time the financial position of the group and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In so far as the directors are aware

- there is no relevant audit information of which the group's auditor is unaware, and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information

DONATIONS

During the year the company made the following contributions

	2012	2011	
	£	£	
Charitable	-	-	

THE DIRECTORS' REPORT (continued)

18 MONTHS TO 31 DECEMBER 2012

AUDITOR

Hallidays Accountants LLP are deemed to be re-appointed under section 487(2) of the Companies Act 2006

Floor

Registered office

Signed by order of the directors

4th

Spital

36 Square

London England El 6DY

MR R K ALLEN

Director

Approved by the directors on 26 June 2013

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF BRIDGE HALL PLC (continued)

18 MONTHS TO 31 DECEMBER 2012

We have audited the group and parent company financial statements ("the financial statements") of Bridge Hall PLC for the 18 months to 31 December 2012. 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 shareholders, as a body, in accordance with Chapter 3 of Section 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's shareholders 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 shareholders as a body, for our audit work, for this report, or for the opinions we have formed

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITOR

As explained more fully in the Directors' Responsibilities Statement set out on page 2, the directors are 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

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the group's and the parent company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by directors, and the overall presentation of the financial statements.

BASIS FOR DISCLAIMER OF OPINION

The audit evidence available to us was limited as the company has been unable to provide evidence to adequately support the figures for investments and the majority of the debtor and creditor balances. We were unable to verify these balances by any other means

DISCLAIMER OF OPINION

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion Accordingly, we do not express an opinion on the financial statements

Qualified opinion on financial statements

In our opinion, except for the effects of the matter described in the Basis for Qualified Opinion paragraph, the financial statements

- give a true and fair view of the state of the group's and parent company's affairs as at 31 December 2012 and of the group's 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

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF BRIDGE HALL PLC (continued)

18 MONTHS TO 31 DECEMBER 2012

OPINION ON OTHER MATTERS PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us, or
- the parent company 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, or
- the directors were not entitled to prepare the financial statements and the directors' report in accordance with the small companies regime

N. Bent

NIGEL BENNETT (Senior Statutory Auditor) For and on behalf of HALLIDAYS ACCOUNTANTS LLP Chartered Accountants & Statutory Auditor

Riverside House Kings Reach Business Park Yew Street Stockport SK4 2HD

26 June 2013

PROFIT AND LOSS ACCOUNT

18 MONTHS TO 31 DECEMBER 2012

		2012	12 Mths to June 2011
	Note	£	£
GROUP TURNOVER	2		
Continuing operations		500	-
Discontinued operations		-	883,688
Cost of sales discontinued operations		-	158,006
GROSS PROFIT		500	725,682
Administrative expenses			
Continuing operations		26,685	22,661
Discontinued operations		-	835,875
OPERATING PROFIT / (LOSS)	3		
Continuing operations		(26,185)	(22,661)
Discontinued operations -			(110,193)
Interest receivable		_	4
Interest payable and similar charges	6	(69)	(27,214)
Loss on investment in ex subsidiaries		(624,118)	-
PROFIT / (LOSS) ON ORDINARY ACTIVITIES BEFORE			
TAXATION		(650,372)	(160,064)
Tax on profit / (loss) on ordinary activities		_	
PROFIT / (LOSS) FOR THE FINANCIAL YEAR	7	(650,372)	$(1\overline{60,064})$

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

The company has taken advantage of section 408 of the Companies Act 2006 not to publish its own Profit and Loss Account

GROUP BALANCE SHEET

31 DECEMBER 2012

				12 Mths to
		2012	2	June 2011
	Note	£	£	£
FIXED ASSETS				
Tangible assets	8		-	14,890
CURRENT ASSETS				
Debtors	10	4,485		153,225
Investments	11	30,000		292,707
Cash at bank and in hand		355		1,454
		34,840		447,386
CREDITORS: Amounts falling due within one				
year	12	126,838		395,862
NET CURRENT (LIABILITIES)/ASSETS			(91,998)	51,524
TOTAL ASSETS LESS CURRENT LIABILITIES	,		(91,998)	66,414
CREDITORS: Amounts falling due after more				
than one year	13		-	-
			(91,998)	66,414
			(,)	
CAPITAL AND RESERVES				
Called-up equity share capital	17		111,813	111,546
Share premium account	17		427,972	427,972
Convertible loan	17		75,000	75,000
Other reserves	17		525,312	525,312
Profit and loss account	17		(1,232,095)	(1,073,416)
(DEFICIT)/SHAREHOLDERS' FUNDS	18		(91,998)	66,414

These financial statements were approved by the directors and authorised for issue on 26th June 2013, and are signed on their behalf by

MR R K ALLEN

Mr G R BOOT

BALANCE SHEET

31 DECEMBER 2012

				12 Mths to
	Note	2012	•	June 2011
FIXED ASSETS	note	£	£	£
Investments	9		825	596,669
CURRENT ASSETS				
Debtors	10	3,985		50,000
Investments		30,000		
Cash at bank		351		20
		34,336		50,020
CREDITORS: Amounts falling due within one				
year	12	98,378		49,881
NET CURRENT ASSETS/(LIABILITIES)			(64,041)	139
TOTAL ASSETS LESS CURRENT LIABILITIES	S		(63,216)	596,808
CREDITORS: Amounts falling due after more				
than one year	13			10,401
			(63,216)	586,407
CAPITAL AND RESERVES				
Called-up equity share capital	16		111,813	111,546
Share premium account	17		427,972	427,972
Convertible loan	17		75,000	75,000
Profit and loss account	17		(678,001)	(28,111)
SHAREHOLDERS' FUNDS			(63,216)	586,407

These financial statements were approved by the directors and authorised for issue on 26 June 2013

and are signed on their behalf by

MR R K ALLEN

Mr G R BOOT

Company Registration Number 06739917

GROUP CASH FLOW CASH FLOW STATEMENT

18 MONTHS TO 31 DECEMBER 2012

NET CASH INFLOW / (OUTFLOW) FROM	2012 £	£	12 Mths to June 2011
OPERATING ACTIVITIES		28,970	41,939
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE Interest received Interest paid	- (69)		4 (27,214)
NET CASH OUTFLOW FROM RETURNS ON INVESTMENTS AND SERVICING OF FINANCE		(69)	(27,210)
CAPITAL EXPENDITURE AND FINANCIAL INVESTMENT Loss on disposal of tangible fixed assets Loss on disposal of subsidiary	MENT - -		(49)
Sale of fixed assets (Acquisition) of current asset investments	(30,000)		2,030 (286,614)
NET CASH OUTFLOW FROM CAPITAL EXPENDITURE		(30,000)	(284,633)
CASH OUTFLOW BEFORE FINANCING		(1,099)	(269,904)
FINANCING Issue of equity share capital Share premium on issue of equity share capital Adjustments Repayment of directors' long-term loans			363 338,817 1,221
NET CASH INFLOW FROM FINANCING			340,401
DECREASE IN CASH		(1,099)	70,497
RECONCILIATION OF OPERATING LOSS TO NET OF OPERATING ACTIVITIES	CASH OUTFLO	OW FROM	
		2012 £	12 Mths to June 2011
Operating profit / (loss) Depreciation		(26,185)	(132,854) 11,076
Decrease/(increase) in debtors (Decrease)/increase in creditors		148,740 (269,024)	107,681 56,036
Reduction in net assets resulting from disposal of subsidiary		175,439	
Net cash outflow from operating activities		28,970	41,939

The notes on pages 11 to 17 form part of these financial statements

GROUP CASH FLOW CASH FLOW STATEMENT

18 MONTHS TO 31 DECEMBER 2012

RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET DEBT

Decrease in cash in the period		2012 £ 1,099	12 Mths to June 2011 £ 70,497
Cash (inflow) from directors' long-term loans		-	-
, , ,		1,099	70,497
Change in net debt		(1,099)	70,497
Net funds at 1 July 2010		(73,546)	(144,043)
Net debt at 31 DECEMBER 2012		(74,645)	(73,546)
ANALYSIS OF CHANGES IN NET DEBT			
	At 1 Jul 2011 £	Cash flows	At 31 Dec 2012
Net cash	_	_	_
Cash in hand and at bank Overdrafts	1,454	(1,099)	355
	1,454	(1,099)	355
Debt			
Debt due after 1 year . Convertible loan	(75,000)	-	(75,000)
Net debt	(73,546)	(1,099)	(74,645)

NOTES TO THE FINANCIAL STATEMENTS

18 MONTHS TO 31 DECEMBER 2012

1. ACCOUNTING POLICIES

Basis of accounting

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

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the company and all group undertakings. These are adjusted, where appropriate, to conform to group accounting policies. As a consolidated profit and loss account is published, a separate profit and loss account for the parent company is omitted from the group financial statements by virtue of section 408 of the Companies Act 2006.

Turnover

The turnover shown in the profit and loss account represents amounts invoiced during the year, exclusive of Value Added Tax

Fixed assets

All fixed assets are initially recorded at cost

Depreciation

Depreciation is calculated 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

Plant & Machinery

25% Reducing balance

Equipment

33% Reducing balance

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 on a straight line basis over the period of the lease

Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities.

NOTES TO THE FINANCIAL STATEMENTS

18 MONTHS TO 31 DECEMBER 2012

2. TURNOVER

The turnover and loss before tax are attributable to the one principal activity of the group An analysis of turnover is given below

United Kingdom	-	2012 £ 500	12 Mths to June 2011 £ 883,688
3. OPERATING	LOSS		
Operating loss	is stated after charging		
Depreciation of own	ned fixed assets	2012 £	12 Mths to June 2011 £ 11,076
Auditor's remu - as auditor Operating lease	neration	1,953	9,114
U 4.1.U-1			
4. PARTICULA	RS OF EMPLOYEES		
The aggregate	payroll costs of the above were		
Wages and salaries Social security costs		2012 £ 15,279	12 Mths to June 2011 £ 227,179 32,037
		15,279	259,216
5. DIRECTORS	' REMUNERATION		
The directors' a	aggregate remuneration in respect of qualifying service	ces were	
Remuneration receiv		2012 £ 15,279	12 Mths to June 2011 £ 74,374
Dames and			
Kemuneration	of highest paid director:	2012 £	12 Mths to June 2011
Total remuneration ((excluding pension contributions)	5,279	36,729

NOTES TO THE FINANCIAL STATEMENTS

18 MONTHS TO 31 DECEMBER 2012

6. INTEREST PAYABLE AND SIMILAR CHARGES

		12 Mths to
	2012	June 2011
	£	£
Interest payable on bank borrowing	24	1,532
Other similar charges payable	45	25,682
	69	27,214

7. LOSS ATTRIBUTABLE TO MEMBERS OF THE PARENT COMPANY

The loss dealt with in the financial statements of the parent company was £(649,889) (2011 - £(22,827))

8. TANGIBLE FIXED ASSETS

A 100 110 000		
Machinery	Equipment	Total
£	£	£
12,328	96,022	108,350
-	_	_
(12,328)	(96,022)	(108,350)
-	-	
9,999	83,461	93,460
-	-	· -
(9,999)	(83,461)	(93,460)
-	-	-
		_
2,329	12,561	14,890
	12,328 (12,328) 	Machinery Equipment £ 12,328 96,022 (12,328) (96,022)

9. INVESTMENTS

Company	Group companies £
COST At 1 July 2011	596,669
Additions Disposals	(595,844)
At 31 December 2012	825
NET BOOK VALUE At 31 December 2012 At 30 June 2011	825 596,669

NOTES TO THE FINANCIAL STATEMENTS

18 MONTHS TO 31 DECEMBER 2012

of voting

rights and

Proportion Country of incorporation Holding shares held

Nature of business

Subsidiary undertakings

All held by the company

Marble Marketing		Ordinary		Marketing and
Limited	England	shares	100%	communication services
Settlement Services		Ordinary		
Limited	England	shares	100%	Dormant
City Brokers		Ordinary		
Limited	England	shares	100%	Dormant
Plus Stockbrokers		Ordinary		
Limited	England	shares	100%	Struck off 17/07/2012
Company Cast		Ordinary		
Limited	England	shares	100%	Dormant
Fairbank Data		Ordinary		
Limited	England	shares	100%	Struck of f 17/07/2012
Arc Equities Data		Ordinary		DormantAssociate
Limited	England	shares	100%	companies

10. DEBTORS

	Group		Company	
	12 Mths to			12 Mths to
	2012	June 2011	2012	June 2011
	£	£	£	£
Trade debtors	-	38,146	_	-
Amounts owed by group undertakings	• –	_	-	-
VAT recoverable	-	5,734	_	-
Other debtors	4,485	92,427	3,985	50,000
Prepayments and accrued income	-	16,918	-	-
	4,485	153,225	3,985	50,000

The debtors above include the following amounts falling due after more than one year

	Group		Company	
	12 Mths to		12 Mths to	
	2012 June 2011		2012	June 2011
	£	£	£	£
Amounts owed by group undertakings	_	-	-	-
	_			

NOTES TO THE FINANCIAL STATEMENTS

18 MONTHS TO 31 DECEMBER 2012

11. INVESTMENTS

	Group		Com	pany		
	12 Mths to		12 Mths to			
	2012	June 2011	2012	June 2011		
	£	£	£	£		
Current asset at market value	30,000	292,707	30,825	-		

12. CREDITORS: Amounts falling due within one year

	Group		Company	
	12 Mths to			12 Mths to
	2012 June 2011		2012	June 2011
	£	£	£	£
Overdrafts	-	_		_
Trade creditors	_	212,584	_	-
Amounts owed to group undertakings	_	_	-	_
Directors' loan accounts	6,057	825	6,047	_
Other creditors including taxation				
and social security				
PAYE and social security	-	14,448	_	_
Loan notes	37,601	_	37,601	_
Secured loan account	30,530	-	30,530	
Other creditors	52,650	80,375	24,200	49,881
Accruals and deferred income	, -	87,630	· -	· -
	126,838	395,862	98,378	49,881

Included within other creditors is £28,450 due to Bridge Hall Stockbrokers Ltd which is in liquidation

13. CREDITORS: Amounts falling due after more than one year

Group		Company	
•	• 12 Mths to		12 Mths to
2012	June 2011	2012	June 2011
£	£	£	£
	-	-	10,401
-	-	-	-
			
			10,401
	2012 £	12 Mths to 2012 June 2011 £ £	12 Mths to 2012 June 2011 2012 £ £ £

NOTES TO THE FINANCIAL STATEMENTS

18 MONTHS TO 31 DECEMBER 2012

14. COMMITMENTS UNDER OPERATING LEASES

At 31 December 2012 the group had annual commitments under non-cancellable operating leases as set out below

Group	Land and	buildings 12 Mths to
	2012	June 2011
	£	£
Operating leases which expire		
Within 1 year	-	-
Within 2 to 5 years	-	-
		

15. RELATED PARTY TRANSACTIONS

The company was under the control of Mr R K Allen throughout the current and previous year Mr R K Allen is the managing director and majority shareholder

No transactions with related parties were undertaken such as are required to be disclosed under Financial Reporting Standard 8

16. SHARE CAPITAL

Allotted, called up and fully paid:

	2012		12 Mths to June 2011	
	No	£	No	£
11,384,500 Ordinary shares of £0 0001				
each	11,384,500	1,138	11,384,500	1,138
441,000 Ordinary shares of £0 0001				
each	441,000	44	441,000	44
5,000 Ordinary shares of £0 0001 each	5,000	1	5,000	1
3,195,567 Ordinary shares of £0 0001				
each	3,195,567	320	3,195,567	320
434,700 Ordinary shares of £0 0001				
each	434,700	43	434,700	43
2,664,431 Ordinary shares of £0 0001				
each	2,664,431	266	-	-
110,000 Preference shares of £1 each	110,000	110,000	110,000	110,000
	18,235,198	111,812	15,570,767	111,546

NOTES TO THE FINANCIAL STATEMENTS

18 MONTHS TO 31 DECEMBER 2012

17. RESERVES

Group	Share premium account	Non distributable reserve £	Profit and loss account
Balance brought forward Loss for the year Other movements	427,972	525,312	(1,073,416) (650,372) 491,893
New equity share capital subscribed	425 052	- 	(1 222 005)
Balance carried forward	427,972	525,312	(1,232,095)
Company		Share premium account £	Profit and loss account
Balance brought forward Loss for the year Other movements New equity share capital subscribed		427,972	(28,111) (649,890)
Balance carried forward		427,972	(678,001)

The convertible loan of £75,000 (2011 nil) is convertible into ordinary 0 01p shares of the company at a price of 1 6p per share at the option of the holder or otherwise repayable on 30 June 2015 No interest is payable

18. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

		12 Mths to
	2012	June 2011
	£	£
Loss for the financial year	(650,372)	(160,064)
New equity share capital subscribed	-	363
Premium on new share capital subscribed	-	338,817
	-	
Net (reduction)/addition to shareholders' funds	(650,372)	179,116
Convertible loan		75,000
Opening shareholders' funds	66,414	(188,923)
Adjustment to opening funds	491,960	1,221
Closing shareholders' (deficit)/funds	(91,998)	66,414

19. CONTINGENT LIABILITIES

None