

Professional Level – Essentials Module

# Corporate Reporting (United Kingdom)

Tuesday 9 June 2009

**Time allowed**

Reading and planning: 15 minutes

Writing: 3 hours

This paper is divided into two sections:

Section A – This ONE question is compulsory and MUST be attempted

Section B – TWO questions ONLY to be attempted

**Do NOT open this paper until instructed by the supervisor.**

**During reading and planning time only the question paper may be annotated. You must NOT write in your answer booklet until instructed by the supervisor.**

**This question paper must not be removed from the examination hall.**

The Association of Chartered Certified Accountants

# Paper P2 (UK)

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The question paper begins on page 3.**

**Section A – This ONE question is compulsory and MUST be attempted**

1 Bravado, a public limited company has acquired two subsidiaries and an associate. The draft balance sheets are as follows at 31 May 2009:

	Bravado £m	Message £m	Mixed £m
Fixed assets			
Tangible assets	260	230	161
Investments in subsidiaries			
Message	300		
Mixed	133		
Investment in associate – Clarity	20		
Available-for-sale financial assets	51	6	5
	<u>764</u>	<u>236</u>	<u>166</u>
Current assets:			
Stock and work in progress	135	55	73
Trade debtors	91	45	32
Cash at bank and in hand	102	100	8
	<u>328</u>	<u>200</u>	<u>113</u>
Creditors: amounts falling due within one year			
Trade creditors	(115)	(30)	(60)
Tax payable	(60)	(8)	(24)
	<u>(175)</u>	<u>(38)</u>	<u>(84)</u>
Net current assets	<u>153</u>	<u>162</u>	<u>29</u>
Total assets less current liabilities	<u>917</u>	<u>398</u>	<u>195</u>
Creditors: amounts falling due after more than one year			
Long-term borrowings	(120)	(15)	(5)
Deferred tax	(25)	(9)	(3)
	<u>(145)</u>	<u>(24)</u>	<u>(8)</u>
Net assets	<u>772</u>	<u>374</u>	<u>187</u>
Share capital	520	220	100
Other reserves	12	4	7
Profit and loss reserve	240	150	80
Capital employed	<u>772</u>	<u>374</u>	<u>187</u>

The following information is relevant to the preparation of the group financial statements:

- (i) On 1 June 2008, Bravado acquired 80% of the equity interests of Message, a private entity. The purchase consideration comprised cash of £300 million. The fair value of the identifiable net assets of Message was £400 million including any related deferred tax liability arising on acquisition. The owners of Message had to dispose of the entity for tax purposes by a specified date and, therefore, sold the entity to the first company to bid for it which was Bravado. The retained earnings of Message were £136 million and other reserves were £4 million at the date of acquisition. There had been no new issue of capital by Message since the date of acquisition and the excess of the fair value of the net assets is due to an increase in the value of non-depreciable land.
- (ii) On 1 June 2007, Bravado acquired 6% of the ordinary shares of Mixed for £10 million and this investment was treated as available-for-sale. The value of the investment at 31 May 2008 was £15 million and this value has been included in the cost of the investment in the balance sheet at 31 May 2009. On 1 June 2008, Bravado

acquired a further 64% of the ordinary shares of Mixed and gained control of the company. The consideration for this acquisition was £118 million.

Under the purchase agreement of 1 June 2008, Bravado is required to pay on 31 May 2010 30% of the profits of Mixed for each of the financial years to 31 May 2009 and 31 May 2010. The fair value of this arrangement was estimated at £12 million at 1 June 2008 and at 31 May 2009 this value had not changed. This amount has not been included in the financial statements.

At 1 June 2008, the fair value of the identifiable net assets (excluding deferred tax assets and liabilities) of Mixed was £170 million and the retained earnings and other reserves were £55 million and £7 million respectively. There had been no new issue of share capital by Mixed since the date of acquisition and the excess of the fair value of the net assets is due to an increase in the value of tangible fixed assets.

The fair value of the tangible fixed assets was provisional pending receipt of the final valuations for these assets. These valuations were received on 1 December 2008 and they resulted in a further increase of £6 million in the fair value of the net assets at the date of acquisition. The tax written down value of the identifiable net assets of Mixed was £166 million at 1 June 2008. The tax rate of Mixed is 30%.

- (iii) Bravado acquired at 10% interest in Clarity, a public limited company, on 1 June 2007 for £8 million. The investment was accounted for as an available-for-sale investment and at 31 May 2008, its value was £9 million. On 1 June 2008, Bravado acquired an additional 15% interest in Clarity for £11 million and achieved significant influence. Clarity made profits after dividends of £6 million and £10 million for the years to 31 May 2008 and 31 May 2009. The investment in Clarity was impairment tested at 31 May 2009. The test resulted in Clarity having a recoverable amount of £18 million.
- (iv) On 1 June 2007, Bravado purchased an equity instrument of 11 million dinars which was its fair value. The instrument was classified as available-for-sale. The relevant exchange rates and fair values were as follows:

	£ to dinars	Fair value of instrument – dinars
1 June 2007	4.5	11
31 May 2008	5.1	10
31 May 2009	4.8	7

Bravado has not recorded any change in the value of the instrument since 31 May 2008. The reduction in fair value as at 31 May 2009 is deemed to be as a result of impairment.

- (v) Bravado manufactures equipment for the retail industry. The stock is currently valued at cost. There is a market for the part-completed product at each stage of production. The cost structure of the equipment is as follows:

	Cost per unit £	Selling Price £
Production process – 1st stage	1,000	1,050
Conversion costs – 2nd stage	500	
Finished product	<u>1,500</u>	1,700

The selling costs are £10 per unit and Bravado has 100,000 units at the first stage of production and 200,000 units of the finished product at 31 May 2009. Shortly before the year end, a competitor released a new model onto the market which caused the equipment manufactured by Bravado to become less attractive to customers. The result was a reduction in the selling price to £1,450 of the finished product and £950 for 1st stage product.

- (vi) The directors have included a loan to a director of Bravado in cash at bank and in hand of £1 million. The loan has no specific repayment date on it but is repayable on demand. The directors feel that there is no problem with this accounting entry as there is choice of accounting policy within accounting standards and that showing the loan as cash is their choice of accounting policy as there is no standard which says that this policy cannot be utilised.
- (vii) On 1 June 2007, Bravado had made an award of 1,000 share options to each of its 2,000 employees. The employees had to remain in employment for the vesting period of three years. The fair value of each option on 1 June 2007 was £6. The share price of Bravado dropped during 2007 and the management decided to reduce the exercise price of the share options. Thus on 1 June 2008, the fair value of the original share options was £2

and the fair value of the repriced option was £3. At the date of the award and 31 May 2008, management estimated that 10% of employees would leave the company before the vesting date. During the year to 31 May 2009, it was determined that the number of employees leaving would only be 7%. Bravado had accounted for the options in the financial statements to 31 May 2008.

(viii) There is no impairment of goodwill arising on the acquisitions and goodwill is amortised over three years. Tangible assets are depreciated on the straight-line basis over seven years.

Bravado is constantly changing the composition of the group and is currently negotiating the acquisition of another subsidiary, Fusion. The subsidiary is likely to be acquired after the year end by a public offer of shares but before the date on which the financial statements are approved by the Board of Directors. Fusion is being acquired in order to prevent another competitor from acquiring the business and currently sells the majority of its output to Bravado. The Directors wish to include Fusion in the group accounts for the year ending 31 May 2009 because they feel that Fusion is controlled by Bravado as Fusion is dependent upon Bravado for the majority of its sales.

**Required:**

- (a) **Prepare a consolidated balance sheet as at 31 May 2009 for the Bravado Group.** (35 marks)
  - (b) **Discuss the view that Bravado controls Fusion and therefore should be consolidated in the financial statements for the year ending 31 May 2009.** (8 marks)
  - (c) **Discuss the view of the directors that there is no problem with showing a loan to a director as cash taking into account their ethical and other responsibilities as directors of the company.** (5 marks)
- Professional marks will be awarded in part (c) for clarity and expression of your discussion. (2 marks)

**(50 marks)**

**Section B – TWO questions ONLY to be attempted**

2 The directors of Aron, a public limited company, are worried about the challenging market conditions which the company is facing. The markets are volatile and illiquid. The government is injecting liquidity into the economy. The directors are concerned about the significant shift towards the use of fair values in financial statements. FRS 26 'Financial Instruments: recognition and measurement' defines fair value and requires the initial measurement of financial instruments to be at fair value. The directors are uncertain of the relevance of fair value measurements in these current market conditions.

**Required:**

**(a) Briefly discuss how the fair value of financial instruments is determined, commenting on the relevance of fair value measurements for financial instruments where markets are volatile and illiquid.** (4 marks)

**(b)** Further they would like advice on accounting for the following transactions within the financial statements for the year ended 31 May 2009:

(i) Aron issued one million convertible bonds on 1 June 2006. The bonds had a term of three years and were issued with a total fair value of £100 million which is also the par value. Interest is paid annually in arrears at a rate of 6% per annum and bonds, without the conversion option, attracted an interest rate of 9% per annum on 1 June 2006. The company incurred issue costs of £1 million. If the investor did not convert to shares, they would have been redeemed at par. At maturity all of the bonds were converted into 25 million ordinary shares of £1 of Aron. No bonds could be converted before that date. The directors are uncertain how the bonds should have been accounted for up to the date of the conversion on 31 May 2009 and have been told that the impact of the issue costs is to increase the effective interest rate to 9.38%. (6 marks)

(ii) Aron held 3% holding of the shares in Smart, a public limited company. The investment was classified as available-for-sale and at 31 May 2009 was fair valued at £5 million. The cumulative gain recognised in equity relating to the available-for-sale investment was £400,000. On the same day, the whole of the share capital of Smart was acquired by Given, a public limited company, and as a result, Aron received shares in Given with a fair value of £5.5 million in exchange for its holding in Smart. The company wishes to know how the exchange of shares in Smart for the shares in Given should be accounted for in its financial records. (4 marks)

(iii) The functional and presentation currency of Aron is the pound sterling (£). Aron has a wholly owned foreign subsidiary, Gao, whose functional currency is the zloti. Gao owns a debt instrument which is held for trading. In Gao's financial statements for the year ended 31 May 2008, the debt instrument was carried at its fair value of 10 million zloti.

At 31 May 2009, the fair value of the debt instrument had increased to 12 million zloti. The exchange rates were:

	Zloti to £1
31 May 2008	3
31 May 2009	2
Average rate for year to 31 May 2009	2.5

The company wishes to know how to account for this instrument in Gao's entity financial statements and the consolidated financial statements of the group. (5 marks)

(iv) Aron granted interest free loans to its employees on 1 June 2008 of £10 million. The loans will be paid back on 31 May 2010 as a single payment by the employees. The market rate of interest for a two-year loan on both of the above dates is 6% per annum. The company is unsure how to account for the loan but wishes to classify the loans as 'loans and receivables' under FRS 26 'Financial Instruments: recognition and measurement'. (4 marks)

**Required:**

**Discuss, with relevant computations, how the above financial instruments should be accounted for in the financial statements for the year ended 31 May 2009.**

Note. The mark allocation is shown against each of the transactions above.

Note. The following discount and annuity factors may be of use

	Discount factors			Annuity factors		
	6%	9%	9.38%	6%	9%	9.38%
1 year	0.9434	0.9174	0.9142	0.9434	0.9174	0.9174
2 years	0.8900	0.8417	0.8358	1.8334	1.7591	1.7500
3 years	0.8396	0.7722	0.7642	2.6730	2.5313	2.5142

Professional marks will be awarded in question 2 for clarity and quality of discussion.

(2 marks)

**(25 marks)**

**3** Carpart, a public limited company, is a vehicle part manufacturer, and sells vehicles purchased from the manufacturer. Carpart has entered into supply arrangements for the supply of car seats to two local companies, Vehiclex and Autoseat.

**(i) Vehiclex**

This contract will last for five years and Carpart will manufacture seats to a certain specification which will require the construction of machinery for the purpose. The price of each car seat has been agreed so that it includes an amount to cover the cost of constructing the machinery but there is no commitment to a minimum order of seats to guarantee the recovery of the costs of constructing the machinery. Carpart retains the ownership of the machinery and wishes to recognise part of the revenue from the contract in its current financial statements to cover the cost of the machinery which will be constructed over the next year. (4 marks)

**(ii) Autoseat**

Autoseat is purchasing car seats from Carpart. The contract is to last for three years and Carpart is to design, develop and manufacture the car seats. Carpart will construct machinery for this purpose but the machinery is so specific that it cannot be used on other contracts. Carpart maintains the machinery but the know-how has been granted royalty free to Autoseat. The price of each car seat includes a fixed price to cover the cost of the machinery. If Autoseat decides not to purchase a minimum number of seats to cover the cost of the machinery, then Autoseat has to repay Carpart for the cost of the machinery including any interest incurred.

Autoseat can purchase the machinery at any time in order to safeguard against the cessation of production by Carpart. The purchase price would be the cost of the machinery not yet recovered by Carpart. The machinery has a life of three years and the seats are only sold to Autoseat who sets the levels of production for a period. Autoseat can perform a pre-delivery inspection on each seat and can reject defective seats. (9 marks)

**(iii) Vehicle sales**

Carpart sells vehicles on a contract for their market price (approximately £20,000 each) at a mark-up of 25% on cost. The expected life of each vehicle is five years. After four years, the car is repurchased by Carpart at 20% of its original selling price. This price is expected to be significantly less than its fair value. The car must be maintained and serviced by the customer in accordance with certain guidelines and must be in good condition if Carpart is to repurchase the vehicle.

The same vehicles are also sold with an option that can be exercised by the buyer two years after sale. Under this option, the customer has the right to ask Carpart to repurchase the vehicle for 70% of its original purchase price. It is thought that the buyers will exercise the option. At the end of two years, the fair value of the vehicle is expected to be 55% of the original purchase price. If the option is not exercised, then the buyer keeps the vehicle.

Carpart also uses some of its vehicles for demonstration purposes. These vehicles are normally used for this purpose for an eighteen month period. After this period, the vehicles are sold at a reduced price based upon their condition and mileage. (10 marks)

**Professional marks will be awarded for clarity and quality of your discussion. (2 marks)**

**Required:**

**Discuss how the above transactions would be accounted for under Financial Reporting Standards in the financial statements of Carpart.**

**Note.** The mark allocation is shown against each of the arrangements above.

**(25 marks)**

- 4 (a) Accounting for defined benefit pension schemes is a complex area of great importance. In some cases, the net pension liability even exceeds the market capitalisation of the company. The financial statements of a company must provide investors, analysts and companies with clear, reliable and comparable information on a company's pension obligations, discount rates and expected returns on plan assets.

**Required:**

(i) **Discuss**

(a) **the general principle behind the components of a pension scheme's liabilities and whether these components reflect the characteristics of a present obligation under FRS 12 'Provisions, Contingencies and Commitments'.** (7 marks)

(b) **the view that pension fund assets and liabilities should be consolidated with the rest of the company's assets and liabilities and should not be shown as a 'net presentation' in the balance sheet.** (4 marks)

(ii) **Discuss the implications of the current accounting practices in FRS 17 'Retirement Benefits' for dealing with the setting of discount rates for pension obligations and the expected returns on plan assets.**

(6 marks)

Professional marks will be awarded in part (a) for clarity and quality of discussion.

(2 marks)

(b) Smith, a public limited company and Brown a public limited company utilise FRS 17 'Retirement Benefits' to account for their pension plans. The following information refers to the company pension plans for the year to 30 April 2009:

(i) At 1 May 2008, plan assets of both companies were fair valued at £200 million.

(ii) At 30 April 2009, the fair value of the plan assets of Smith was £219 million and that of Brown was £276 million.

(iii) The contributions received were £70 million and benefits paid were £26 million for both companies. These amounts were paid and received on 1 November 2008.

(iv) The expected return on plan assets was 7% at 1 May 2008 and 8% on 30 April 2009.

(v) Actuarial losses on the obligation for the year were negligible for both companies.

**Required:**

**Show how the use of the expected return on assets can cause comparison issues for potential investors using the above scenario for illustration.**

(6 marks)

**(25 marks)**

**End of Question Paper**