Company No: 414220

PA Consulting Services Limited

Report and Financial Statements

For the year ended 31 December 2005



Annual report and financial statements for the year ended 31 December 2005

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Directors and Company information for the year ended 31 December 2005

The present directors of the company are:

J P Moynihan Chairman B E Tindale Director

A D Spreadbury Director (appointed 20 December 2005)

S G M Hirtzel Director

K Janjuah Director (appointed 31 January 2006)

Secretary and registered office

R Yeoman, 123 Buckingham Palace Road, London, SW1W 9SR

Auditors

Ernst & Young LLP, 1 More London Place, London, SE1 2AF

Report of the directors for the year ended 31 December 2005

The directors present their report together with the audited financial statements for the year ended 31 December 2005.

Results and dividends

The profit and loss account for the year ended 31 December 2005 is set out on page 6.

The result for the year after taxation amounted to a profit of £21m (2004: profit of £25m)

In December 2005, the Directors declared and paid a final dividend of £50 per share (2004: £125 per share), in addition to the interim dividends of £10 per share (2004: £nil per share) and £140 per share (2004: £nil per share) paid in January and April 2005 respectively.

Principal activities, trading review and future developments

The principal activity of the Company continues to be the provision of a range of consultancy services to government and industry.

The current business activities of the Company are expected to continue for the foreseeable future. There have been no events since the balance sheet date, which materially affect the position of the Company.

Directors

The directors of the Company during the year were:

J P Moynihan
M F Drabble (resigned 31 January 2006)
B E Tindale
S G M Hirtzel
A D Spreadbury (appointed 20 December 2005)

None of the directors have any interest in the share capital of the Company. The interests of the directors in the shares of the ultimate parent company, PA Holdings Limited, are shown in the table below:

	Ordinary shares of 10p each		
	At 31 December At 1 Ja		
	2005	2005 *	
J P Moynihan	2,894,366	2,758,639	
M F Drabble	85,945	67,668	
B E Tindale	951,618	875,014	
S G M Hirtzel	21,996	6,682	
A D Spreadbury *or at subsequent date of appointment	7,119	1,538	

Report of the directors for the year ended 31 December 2005 (continued)

Share Options

The movement of the aggregate values of the unexercised options over the ordinary shares of 10p each in the ultimate parent company during the year ended 31 December 2005 was as follows:

	At 01/01/05 *	Granted	Exercised	At 31/12/05	Exercise price	Date from which exercisable	Expiry date
J P Moynihan	400	-	-	400	378p	18/9/2006	18/3/2007
M F Drabble	400	-	-	400	378p	18/9/2006	18/3/2007
B E Tindale	400	-	-	400	378p	18/9/2006	18/3/2007
S G M Hirtzel	400	-	-	400	378p	18/9/2006	18/3/2007
A D Spreadbury	400	-	-	400	378p	18/9/2006	18/3/2007
A D Spreadbury	-	1,683	-	1,683	430p	08/9/2008	29/3/2015

^{*}or at subsequent date of appointment

Directors' responsibilities

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 of the profit or loss of the Company 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
- state whether applicable 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 Company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are 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.

Auditors

In accordance with Section 386 of the Companies Act 1985, the Company has elected to dispense with the obligation to appoint Auditors annually.

By order of the Beard Director B

Independent auditor's report

To the shareholders of PA Consulting Services Limited

We have audited the company's financial statements for the year ended 31 December 2005 which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Total Recognised Gains and Losses and the related notes 1 to 25. These financial statements have been prepared under 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 auditors' 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 are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and Accounting Standards (United Kingdom Generally Accepted Accounting Practice) as set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with 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. We also report to you if, in our opinion, the Directors' Report is not consistent with the financial statements, if 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 information specified by law regarding directors' remuneration and other transactions 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 judgments 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 other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Independent auditor's report (continued)

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 31 December 2005 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Ernst & Young LLP
Registered auditor

London

27 June 2006

Profit and loss account for the year ended 31 December 2005

	Notes	2005 £'000	2004 £'000
Turnover	2	209,828	195,813
Administrative expenses		(182,143)	(159,880)
Operating profit	4	27,685	35,933
Interest receivable	5	1,378	1,105
Profit on ordinary activities before taxation		29,063	37,038
Taxation	6	(7,699)	(11,948)
Profit on ordinary activities after taxation		21,364	25,090
Dividends	7	(40,000)	(25,000)
Retained (loss)/profit for the year	18	(18,636)	90

All amounts relate to continuing activities.

There is no difference between the reported loss shown in the profit and loss account and the results for the relevant years restated on an historical cost basis.

Statement of total recognised gains and losses for the year ended 31 December 2005

	Notes	2005	2004
		£'000	£'000
Retained (loss)/profit for the year Exchange differences on retranslation of net assets of	19	(18,636)	90
overseas undertaking	19	(79)	(8)
Total recognised (loss)/profit for the year		(18,715)	82

Balance sheet at 31 December 2005

	Notes	2005 £'000	2004 £'000
Fixed assets		2.000	2 000
Intangible asset	8	51,865	-
Tangible fixed assets	9	17,395	15,028
Fixed asset Investments	10		
•		69,260	15,028
Current assets			
Debtors: Due within one year	11	92,943	99,067
:Due after more than one year	12	10,028	7,161
Cash at bank and in hand		2,683	2,032
		105,654	108,260
Creditors: amounts falling due within			
one year	13	(143,605)	(77,103)
one your	10	(140,000)	(11,100)
Net current (liabilities)/assets		(37,951)	31,157
Total assets less current liabilities		31,309	46,185
Creditare, amounts falling due often			
Creditors: amounts falling due after more than one year	14	(25,001)	(21,069)
Provisions for liabilities and charges	15	(510)	(603)
Net assets		5,798	24,513
Capital and reserves			
Called up share capital	17	200	200
Profit and loss account	18	5,598	24,313
Equity shareholders' funds	19	5,798	24,513

The financial statements were approved by the board of directors on 29 Tune 200 .

Director

Notes to the financial statements for the year ended 31 December 2005

1 Accounting policies

The financial statements have been prepared under the historical cost convention and are in accordance with applicable United Kingdom accounting standards. The following principal accounting policies have been applied:

Foreign currencies

Foreign currency transactions are translated at rates ruling when they occurred. Foreign currency monetary assets and liabilities are translated at rates ruling at the balance sheet date; any differences are taken to the profit and loss account. Exchange differences which arise from translation of the opening net investment in foreign undertakings, are taken to Reserves.

Turnover

Turnover represents the value of goods sold or invoiceable value of work carried out stated net of value added tax.

Pensions

The costs of the Company's defined contribution pension arrangements are charged to the profit and loss account in the period to which they relate.

Deferred Taxation

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 which will result in an obligation to pay more, or a right to pay less or to receive more, tax, with the following exception:

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.

Intangible fixed assets

Licences are stated at cost and are amortised over a period of 10 years being the length of the licence granted.

Dividends

In accordance with FRS21 'Event after the balance sheet date' dividends declared by the Company are only recognised in the profit and loss account when payment has taken place rather than in the year in relation to which they were declared. Similarly dividends receivable are only recognised in the profit and loss account when receipt is considered to have been made rather than when the dividend is declared.

Notes to the financial statements for the year ended 31 December 2005 (continued)

1 Accounting policies (continued)

Tangible fixed assets

Depreciation is provided on all tangible fixed assets other than freehold land to write off the cost less estimated residual value over their expected useful lives.

The depreciation rates are as follows:

Improvements to freehold property: 2-10% on cost

Improvements to leasehold property: evenly over the remaining period of the lease unless

the economic life of the asset is determined to be less than that of the lease.

Office furniture, machinery and equipment: 10% - 33% on cost

Computer equipment: 20-50% on cost

Fixed asset investments

Investments are included as fixed assets and are shown at cost less provision for any diminution in value considered permanent.

Leased assets

Where assets are financed by leasing agreements that give rights approximating to ownership (finance leases), the assets are treated as if they had been purchased outright. The amount capitalised is the present value of the minimum lease payments payable over the term of the lease. The corresponding leasing commitments are shown as amounts payable to the lessor.

2 Segmental Information

All turnover arises from the principal activity of the Company, which is the provision of consultancy services. All turnover has been stated net of value added tax and similar taxes.

Turnover by destination

	2005 £'000	2004 £'000
UK	197,499	182,784
Europe (excluding UK)	8,386	6,541
Scandinavia	591	215
North America	2,652	2,549
Asia Pacific	700	3,724
	209,828	195,813

An analysis of the profit before tax and net assets by geographic region is not provided because there is no suitable basis of allocating the profit before tax, assets and related liabilities to geographical segments because the Company's resources are utilised flexibly over all geographical segments.

Notes to the financial statements for the year ended 31 December 2005 (continued)

3 Directors emoluments

No Director received remuneration during the year (2004: Nil).

All emoluments are paid by PA Holdings Limited and represent the total remuneration of the directors for their work relating to the group as a whole. The directors are of the opinion that it is impractical to determine the proportion of remuneration relating to PA Consulting Services Limited, however it is felt unlikely that this will be a significant proportion of their work, which is primarily on a group basis.

....

4 Operating profit

	2005 £'000	2004 £'000
ng profit is stated after charging/(crediting):	2000	2 000
remuneration	323	350
ts to the auditors for other services	4	43
ation of intangible fixed assets	436	-
ation of tangible fixed assets	3,538	3,240
disposal of intangible fixed assets	(4)	-
plant and equipment	518	487
perating lease charges	10,471	9,758
eivable	(6,468)	(7,002)
ge differences	112	(156)
ase of property provisions	(93)	(29)
eceivable		
	2005	2004
	£'000	£'000
on bank deposits	33	117
receivable from group undertakings	1,345	988
	1,378	1,105
	remuneration ts to the auditors for other services ation of intangible fixed assets ation of tangible fixed assets disposal of intangible fixed assets lant and equipment perating lease charges eivable ge differences ase of property provisions ecceivable	g profit is stated after charging/(crediting): remuneration ts to the auditors for other services 4 tation of intangible fixed assets 436 attion of tangible fixed assets 436 disposal of intangible fixed assets 437 disposal of intangible fixed assets 438 disposal of intangible fixed assets 439 disposal of intangible fixed assets 430 disposal of intangible fixed assets 431 disposal of intangible fixed assets 432 disposal of intangible fixed assets 433 disposal of intangible fixed assets 434 disposal of intangible fixed assets 435 disposal of intangible fixed assets 436 disposal of intangible fixed assets 436 disposal of intangible fixed assets 437 disposal of intangible fixed assets 438 disposal of intangible fixed assets 439 disposal of intangible fixed assets 430 disposal of intangible fixed assets 431 disposal of intangible fixed assets 432 disposal of intangible fixed assets 433 disposal of intangible fixed assets 436 disposal of intangible fixed assets 437 disposal of intangible fixed assets 437 disposal of intangible fixed assets 439 disposal of intangible fixed assets 439 disposal of intangible fixed assets 439 disposal of intangible fixed assets 430 disposal of intangible fixed assets 431 disposal of intangible fixed assets 439 disposal of intangible fixed assets 430 disposal of intangible fixed as

Notes to the financial statements for the year ended 31 December 2005 (continued)

6 Ta	axation		
		2005 £'000	2004 £'000
a)	Analysis of tax charge for the year The taxation charge based on the results of the year comprises:		
	Current tax UK corporation tax Corporate tax (over)/under provided in prior year	10,566	16,099 (864)
	Double taxation relief	(618)	(358)
	Foreign tax	9,948 618	14,877 358
	Total current tax	10,566	15,235
	Deferred tax Origination and reversal of timing differences UK deferred tax over provided in prior years	(2,867)	(2,733) (554)
	Total deferred tax	(2,867)	(3,287)
		7,699	11,948
b)	Factors affecting the current tax charge for the year		·
	The tax assessed on the loss on ordinary activities for standard rate of corporation tax in the UK of 30% (20 explained below:	-	
	Profit on ordinary activities before taxation	29,063	37,038
	Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 30% (2004: 30%)	e 8,719	11,111
	Effects of:		
	Expenses not deductible for tax purposes Increased deduction for qualifying R&D expenditure Payment of group relief at less than UK tax rate Origination and reversal of timing differences Adjustments in respect of prior years	318 (300) (1,038) 2,867	2,793 (315) (223) 2,733 (864)

Notes to the financial statements for the year ended 31 December 2005 (continued)

Taxation (continued)

c) Factors that may affect future tax charges

The current tax charges in future periods are likely to be affected by the reversal of the timing differences shown at note 16. However, the directors anticipate that similar timing differences will arise such that the net effect is not as significant.

The current tax charges in future periods will continue to be reduced because of group relief from losses surrendered by other group companies for payment at less than the UK tax rate.

7 Dividends

	2005	2004
	£'000	£'000
Dividends of £200 per ordinary share		
(2004 final dividends of £125 per ordinary share)	40,000	25,000

In December 2005, the Directors declared and paid a final dividend of £50 per share, in addition to the interim dividends of £10 per share and £140 per share paid in January and April 2005 respectively.

Licence

Previous year final dividends of £125 per share was declared and paid in June 2004.

8 Intangible fixed assets

	£000
Cost at 1 January 2005	-
Additions	52,301
Disposals	(1)
Cost at 31 December 2005	52,300
Amortisation at 1 January 2005	-
Current year amortisation	(435)
Amortisation at 31 December 2005	(435)
Net Book Value at 31 December 2005	51,865
Net Book Value at 31 December 2004	_

The intangible asset represents a 10 years licence for the use of the UK trademarks. The intangible asset is to be amortised on a straight line basis over the 10 years.

Notes to the financial statements for the year ended 31 December 2005 (continued)

9	Tangible fixed assets					
		Freehold land and buildings	Property held on short lease	Office Furniture machinery & equipment	Computer equipment	Total
		£000	£000	£000	£000	£000
	Cost at 1 January 2005	9,702	13,392	9,189	23,753	56,036
	Additions	4,155	135	291	1,356	5,937
	Disposals	-	-	-	(160)	(160)
	Exchange differences	-	_	-	(5)	(5)
	Cost at 31 December 2005	13,857	13,527	9,480	24,944	61,808
	Depreciation at 1 January 2005	4,330	8,255	6,703	21,720	41,008
	Charge for the year	496	801	579	1,662	3,538
	Released on disposal	-	-	-	(129)	(129)
	Exchange differences		(4)	-	-	(4)
	Depreciation at 31 December 2005	4,826	9,052	7,282	23,253	44,413
	Net book value at 31 December 2005	9,031	4,475	2,198	1,691	17,395
	Net book value at 31 December 2004	5,372	5,137	2,486	2,033	15,028
10	Fixed asset investments					
					2005 £'000	2004 £'000
	Cost or net book value at 1 January Written off				- -	21 (21)
	Balance at 31 December			- 0	-	_

During the year, the Company purchased 100 units of ordinary shares of £1.00 each in PA Shared Services Limited for a consideration of £100.

Details of the subsidiary undertaking at 31 December 2005 are as follow:

Name of Company	Country of incorporation	Shareholding	Nature of business
PA Shared Services Limited	England	100% of ordinary shares	Consulting company

Notes to the financial statements for the year ended 31 December 2005 (continued)

Trade debtors	11 Debtors: amounts falling due within one year				
Trade debtors		2005	2004		
Amounts owed by group undertakings 50,662 10,957 13,207 13,207 11,979 Prepayments - 1,979 12 Debtors: amounts falling due after more than one year 2005 £'000 £'000 Deferred tax (note 16) 10,028 7,161 13 Creditors: amounts falling due within one year 2005 £'000 £'000 Trade creditors Amounts due to group undertakings 1,789 2,813 Amounts due to group undertakings 59,477 1,312 Taxation 22,509 20,919 Social security and other taxes 11,987 13,396 Other creditors and accruals 11,987 13,396 38,663 38,663 47,843 38,663 77,103 14 Creditors: amounts falling due after more than one year 2005 2004 £'000 £'000 £'000 £'000		£'000	£'000		
Other debtors 10,957 13,207 Prepayments 2,943 99,067 12 Debtors: amounts falling due after more than one year 2005 2004 £'000 £'000 £'000 Deferred tax (note 16) 10,028 7,161 13 Creditors: amounts falling due within one year 2005 2004 £'000 £'000 £'000 Trade creditors 1,789 2,813 Amounts due to group undertakings 59,477 1,312 Taxation 22,509 20,919 Social security and other taxes 11,987 13,396 Other creditors and accruals 47,843 38,663 143,605 77,103 14 Creditors: amounts falling due after more than one year 2005 2004 £'000 £'000			•		
Prepayments - 1,979	Amounts owed by group undertakings	50,662	70,553		
12 Debtors: amounts falling due after more than one year 2005	Other debtors	10,957	13,207		
12 Debtors: amounts falling due after more than one year 2005 £'000 £'000 Deferred tax (note 16) 10,028 7,161 13 Creditors: amounts falling due within one year 2005 £'000 £'000 Trade creditors Amounts due to group undertakings Amounts due to group undertakings 59,477 1,312 Taxation 22,509 20,919 Social security and other taxes 11,987 13,396 Other creditors and accruals 47,843 38,663 11,987 13,396 47,843 38,663 14 Creditors: amounts falling due after more than one year 2005 2004 £'000 £'000	Prepayments		1,979_		
Deferred tax (note 16) 10,028 7,161		92,943	99,067		
Deferred tax (note 16) 10,028 7,161	40 Dabtava amazusta fallina dua aftau mara than ana usan				
Deferred tax (note 16) £'000 £'000 13 Creditors: amounts falling due within one year 2005 2004 £'000 £'000 £'000 Trade creditors 1,789 2,813 Amounts due to group undertakings 59,477 1,312 Taxation 22,509 20,919 Social security and other taxes 11,987 13,396 Other creditors and accruals 47,843 38,663 14 Creditors: amounts falling due after more than one year 2005 2004 £'000 £'000	12 Deptors: amounts failing due after more than one year	2005	2004		
Deferred tax (note 16) 10,028 7,161 13 Creditors: amounts falling due within one year 2005 2004 £'000 £'000 £'000 Trade creditors 1,789 2,813 Amounts due to group undertakings 59,477 1,312 Taxation 22,509 20,919 Social security and other taxes 11,987 13,396 Other creditors and accruals 47,843 38,663 14 Creditors: amounts falling due after more than one year 2005 2004 £'000 £'000					
13 Creditors: amounts falling due within one year 2005 2004 £'000 £'000 Trade creditors 1,789 2,813 Amounts due to group undertakings 59,477 1,312 Taxation 22,509 20,919 Social security and other taxes 11,987 13,396 Other creditors and accruals 47,843 38,663 143,605 77,103 14 Creditors: amounts falling due after more than one year 2005 2004 £'000 £'000		£7000	£ 000		
Trade creditors 1,789 2,813 Amounts due to group undertakings 59,477 1,312 Taxation 22,509 20,919 Social security and other taxes 11,987 13,396 Other creditors and accruals 47,843 38,663 14 Creditors: amounts falling due after more than one year 2005 2004 £'000 £'000	Deferred tax (note 16)	10,028	7,161		
Trade creditors 1,789 2,813 Amounts due to group undertakings 59,477 1,312 Taxation 22,509 20,919 Social security and other taxes 11,987 13,396 Other creditors and accruals 47,843 38,663 14 Creditors: amounts falling due after more than one year 2005 2004 £'000 £'000					
Trade creditors 1,789 2,813 Amounts due to group undertakings 59,477 1,312 Taxation 22,509 20,919 Social security and other taxes 11,987 13,396 Other creditors and accruals 47,843 38,663 14 Creditors: amounts falling due after more than one year 2005 2004 £'000 £'000	13 Creditors: amounts falling due within one year				
Trade creditors 1,789 2,813 Amounts due to group undertakings 59,477 1,312 Taxation 22,509 20,919 Social security and other taxes 11,987 13,396 Other creditors and accruals 47,843 38,663 14 Creditors: amounts falling due after more than one year 2005 2004 £'000 £'000		2005	2004		
Amounts due to group undertakings 59,477 1,312 Taxation 22,509 20,919 Social security and other taxes 11,987 13,396 Other creditors and accruals 47,843 38,663 14 Creditors: amounts falling due after more than one year 2005 2004 £'000		£'000	£'000		
Taxation 22,509 20,919 Social security and other taxes 11,987 13,396 Other creditors and accruals 47,843 38,663 14 Creditors: amounts falling due after more than one year 2005 2004 £'000 £'000	Trade creditors	1,789	2,813		
Taxation 22,509 20,919 Social security and other taxes 11,987 13,396 Other creditors and accruals 47,843 38,663 14 Creditors: amounts falling due after more than one year 2005 2004 £'000 £'000	Amounts due to group undertakings	59,477	1,312		
Social security and other taxes 11,987 13,396 Other creditors and accruals 47,843 38,663 14 Creditors: amounts falling due after more than one year 2005 2004 £'000 £'000		22,509	20,919		
Other creditors and accruals 47,843 38,663 143,605 77,103 14 Creditors: amounts falling due after more than one year 2005 2004 £'000 £'000	Social security and other taxes	11,987	13,396		
14 Creditors: amounts falling due after more than one year 2005 2004 £'000 £'000		•			
2005 2004 £'000 £'000		143,605	77,103		
2005 2004 £'000 £'000					
£'000 £'000	14 Creditors: amounts falling due after more than one year				
		2005	2004		
Bonus <u>25,001</u> 21,069		£'000	£'000		
	Bonus	25,001	21,069		

Notes to the financial statements for the year ended 31 December 2005 (continued)

15 Provisions for liabilities and charges		
	2005 £'000	2004 £'000
Property provisions	510	603
Property provision movements: Balance 1 January Released to the profit and loss account New provisions created in the year	603 (93)	619 (29) 13
	510	603

Property provisions relate to the difference between rents payable and rents receivable on all vacant and sub-let space, and leasehold dilapidation costs arising on lease termination which are assessed on lease-by-lease basis throughout the year.

10

16	Deferred tax					
				2005 £'000 Provided	2004 £'000 Provided	
	Provided deferred tax is as follows:					
	Fixed asset timing differences Bonus Other		-	442 8,849 737	442 5,982 737	
	Deferred tax asset (note 12)			10,028	7,161	
	Deferred tax movements:					
	Balance at 1 January New provision in the year Under provision in respect of the price	or year	-	7,161 2,867	3,874 2,733 554	
	Balance at 31 December		=	10,028	7,161	
17	17 Share capital					
	Authorised	2005 Number	2005 £'000	2004 Number	2004 £'000	
	Ordinary shares of £1 each	250,000	250	250,000	250	
	Allotted, called up and fully paid Ordinary shares of £1 each	200,000	200	200,000	200	

Notes to the financial statements for the year ended 31 December 2005 (continued)

18 Profit and loss account		
	2005 £'000	2004 £'000
Balance at 1 January Retained (loss)/profit for the year Exchange differences taken directly to reserves	24,313 (18,636) (79)	24,231 90 (8)
Balance at 31 December	<u>5,598</u>	24,313
19 Reconciliation of movements in shareholders' fund	s	
	2005 £'000	2004 £'000
(Loss)/Profit for the year Other recognised losses relating to the year	(18,636) (79)	90 (8)
Current year movement in shareholders funds Opening shareholders' funds	(18,715) 24,513	82 24,431
Closing shareholders' funds	5,798	24,513

20 Operating lease commitments

The Company has commitments to pay operating lease rentals in the year following the balance sheet date in respect of leases expiring within the period shown below as follows:

Land and buildings:	2005 £'000	2004 £'000 (restated)
Within one year	2	` 2Ó
Between one and two years	-	22
Between two and five years	327	-
Beyond five years	153	460
	482	502
Other operating leases:		
Within one year	89	401
Between one and two years	•	307
Between two and five years	343	-
Beyond five years		
	432	708

Certain prior year comparatives have been amended to reflect the correct commitments in the year.

Notes to the financial statements for the year ended 31 December 2005 (continued)

21 Capital and other commitments

Guarantees

The Company has guaranteed overdraft facilities of group undertakings amounting to £5m of which none were utilised as at 31 December 2005 (2004: £5m).

22 Cash flow statement

The Company has taken advantage of the exemption conferred by Financial Reporting Standard No 1, 'Cash Flow Statements', not to produce a cash flow statement, as it is a wholly owned subsidiary undertaking. A group cash flow statement is included in the financial statements of PA Holdings Limited.

23 Related party transactions

The Company has taken advantage of the exemption conferred by Financial Reporting Standard No 8, 'Related Party Transactions', not to disclose details of transactions with other group companies as 100% of the voting rights are controlled within the group and consolidated financial statements are publicly available.

24 Parent company and ultimate parent company

During the year the Company became a wholly owned subsidiary undertaking of PA Holdings Limited, formerly it was a wholly owned subsidiary of PA International Consulting Group Limited.

The ultimate parent company is PA Holdings Limited, a company registered in England. The Company's results have been included in the consolidated financial statements of the ultimate parent company, copies of which can be obtained from the registered office at 123 Buckingham Palace Road, London, SW1W 9SR.

25 Group Financial Statements

The Company has taken advantage of the exemption conferred by S228 of the Companies Act not to produce group financial statements on the grounds that the ultimate parent company, PA Holdings Limited, produces consolidated financial statements, which are publicly available.