

THE PAINTING & MAINTENANCE CONTRACTORS (SOUTHERN) LIMITED

Report and Balance Sheet

31 March 2002

**Deloitte & Touche
Queen Anne House
69-71 Queen Square
Bristol
BS1 4JP**



REPORT AND BALANCE SHEET 2002

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OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

D M Telling
I R Stewart

SECRETARIES

C K Ross
A F Waters (resigned 31 March 2002)

REGISTERED OFFICE

The Stable Block
Barley Wood
Wrington
Bristol
BS40 5SA

AUDITORS

Deloitte & Touche
Queen Anne House
69-71 Queen Square
Bristol
BS1 4JP

DIRECTORS' REPORT

The directors present their report and balance sheet for the financial year ended 31 March 2002.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

United Kingdom 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 as at the end of the financial year 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; and
- 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 him 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.

PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

The company ceased trading on 31 March 1992 and it is anticipated that the company will remain dormant for the foreseeable future.

PROFIT AND LOSS ACCOUNT

No profit and loss account is presented with these financial statements because the company has not received income, incurred expenditure or recognised any gains or losses during either the year under review or the preceding accounting period. There have been no movements in shareholders' funds during the year under review or the preceding accounting period.

DIRECTORS AND THEIR INTERESTS

The directors during the year were as follows:

D M Telling
I R Stewart (appointed 31 October 2001)

Mr D M Telling was the sole director during the year.

Messrs D M Telling and I R Stewart are directors of MITIE Group PLC, the parent undertaking, and their interests in the share capital of that company are shown in the financial statements of MITIE Group PLC.

DIRECTOR'S REPORT (continued)

AUDITORS

A resolution for the reappointment of Deloitte & Touche as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

Approved by the Director and
signed on his behalf

A handwritten signature in black ink, appearing to be 'C K Ross', with a stylized flourish at the end.

C K Ross
Secretary

12 August 2002

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF THE PAINTING & MAINTENANCE CONTRACTORS (SOUTHERN) LIMITED

We have audited the financial statements of The Painting & Maintenance Contractors (Southern) Limited for the year ended 31 March 2002 which comprise the balance sheet and the related notes 1 to 8. These financial statements have been prepared under the accounting policies set out therein.

Respective responsibilities of the director and auditors

As described in the statement of director's responsibilities, the company's director is responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and auditing standards.

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 if, in our opinion, the director's 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 transactions with the company is not disclosed.

We read the director's report for the above year and consider the implications for our report if we become aware of any apparent misstatements.

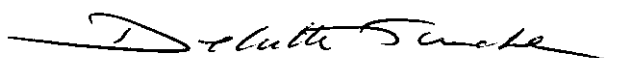
Basis of audit opinion

We conducted our audit in accordance with United Kingdom auditing standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion, we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31 March 2002 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



DELOITTE & TOUCHE
Chartered Accountants and
Registered Auditors

12 August 2002

BALANCE SHEET
At 31 March 2002

	Notes	2002 £	2001 £
CURRENT ASSETS			
Debtors	3	18,571	18,571
NET ASSETS		<u>18,571</u>	<u>18,571</u>
CAPITAL AND RESERVES			
Called up share capital	4	40,000	40,000
Profit and loss account		(21,429)	(21,429)
TOTAL EQUITY SHAREHOLDERS' FUNDS		<u>18,571</u>	<u>18,571</u>

These financial statements were approved by the Director on 12 August 2002.

Signed on behalf of the Director



D M Telling
Director

NOTES TO THE BALANCE SHEET
Year ended 31 March 2002**1. ACCOUNTING POLICIES****Accounting convention**

The financial statements are prepared under the historical cost convention.

Compliance with accounting standards

The financial statements are prepared in accordance with applicable accounting standards.

2. PROFIT AND LOSS ACCOUNT

No profit and loss account is presented with these financial statements because the company has not received income, incurred expenditure or recognised any gains or losses during either the year under review or the preceding accounting period. There have been no movements in shareholders' funds during the year under review or the preceding accounting period.

The audit fee was borne by the parent company.

3. DEBTORS

	2002 £	2001 £
Amounts owed by group undertakings	18,571	18,571

4. CALLED UP SHARE CAPITAL

	2002 £	2001 £
Authorised		
40,000 £1 Ordinary shares	40,000	40,000
	£	£
Allotted and fully paid		
40,000 £1 Ordinary shares	40,000	40,000

5. FINANCIAL COMMITMENTS**Commitments on behalf of group undertakings**

The company is party with other group undertakings to cross guarantees of each other's bank overdrafts. As at 31 March 2002 the overall commitment was nil (2001: nil).

NOTES TO THE BALANCE SHEET
Year ended 31 March 2002

6. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

No emoluments were payable to the directors, who were the only employees of the company, for their services to this company during the current financial year.

7. RELATED PARTY TRANSACTIONS

As a wholly owned subsidiary of MITIE Group PLC, The Painting & Maintenance Contractors (Southern) Limited, has taken advantage of the exemption from the requirement to disclose related party transactions with MITIE Group PLC and companies within the group.

8. PARENT UNDERTAKING AND CONTROLLING PARTY

The directors regard MITIE Group PLC, a company registered in Scotland, as the company's ultimate parent undertaking and controlling party. Copies of the group financial statements can be obtained from the Company Secretary at the registered office.