

AMENDED

**LAMBERT SMITH HAMPTON
(OVERSEAS) LIMITED**

REG NO. 2510387

REPORT & ACCOUNTS

31 March 2000



Company Information

		Appointed	Resigned
Directors	J B Brown		22/03/2000
	N S Stagg		22/03/2000
	R G Pavitt		13/12/1999
	R J Piper	22/03/2000	
	R H Tomalin	22/03/2000	
	Miss A J E Massie	22/03/2000	
Secretary	R G Pavitt		13/12/1999
	Miss A J E Massie	19/08/1999	
	R H Tomalin	22/03/2000	
Registered Office	Woodcote Grove Ashley Road Epsom Surrey KT18 5BW		

Report of the Directors

The Directors have pleasure in presenting their report together with the accounts for the year ended 31 March 2000.

Principal Activities and Review of the Business Developments

The company was formed to act as a holding company for companies acting as consultant surveyors and valuers in overseas countries.

On 15 July 1999, WS Atkins plc completed the acquisition of Lambert Smith Hampton plc, and its subsidiary companies, with the result that the accounting reference date has been changed to 31 March in line with that of WS Atkins plc. The accounts therefore report on a 14 month period to 31 March 2000.

During the financial year and the preceding financial year the company has not traded and has received no income and incurred no expenditure.

Consequently, during these periods the company made neither a profit nor a loss. No dividends are proposed for the year.

Directors' Interests

Under the Companies Act 1985, it is required that directors, other than those who are also directors of a holding company, disclose any interest in shares or options held by them and their families in the holding company as at 31 March 2000.

R J Piper is a director of WS Atkins plc and as such his shareholding is disclosed in the accounts of that company.

Report of the Directors (continued)
Directors' Interests (continued)

	WS Atkins plc Ordinary shares of 0.5p each 31 March 2000	Lambert Smith Hampton plc Ordinary shares of 10p each 31 January 1999
RH Tomalin	63,696	nil
AJE Massie	514	nil

Auditors

In accordance with Section 252 of the Companies Act 1985 the company, being eligible, has resolved not to appoint an auditor.

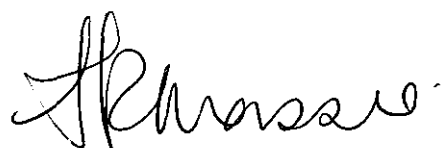
Statement Of Directors' Responsibilities

Company law requires the directors to prepare accounts 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 accounts, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments 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 accounts;
- prepare the accounts 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 accounts 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.

By Order of the Board



A J E Massie
Secretary
2 October 2000

Balance Sheet
As at 31 March 2000

	Notes	2000 £	1999 £
Fixed assets and investments current assets	3	27	27
Amounts owed by group undertakings		<u>2</u>	<u>2</u>
Net current assets		<u>2</u>	<u>2</u>
Total assets less current liabilities		29	29
Creditors			
Amounts falling due after more than one year	4	<u>(27)</u>	<u>(27)</u>
		<u>2</u>	<u>2</u>
Capital and reserves			
Called up Share Capital	5	2	2
Profit and Loss Account		<u>-</u>	<u>-</u>
		<u>2</u>	<u>2</u>

In accordance with Section 252 of the Companies Act 1985, the company, being eligible has resolved not to appoint an auditor.

The company was dormant throughout the financial year.

These accounts were approved by the Board of Directors on 2 October 2000 and signed on its behalf by



Director

The notes on pages 4 to 5 form part of these accounts.

Notes to the Accounts

For the period ended 31 March 2000

1 Accounting Policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's accounts.

(a) Basis of preparation

The accounts have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules.

(b) Investments are stated at cost less provisions for permanent diminution in value.

(c) The company is exempt by virtue of S228 of the Companies Act 1985 from the requirement to prepare group accounts.

2 Directors Emoluments

No remuneration was paid to any director during the period (1999:NIL).

3 Fixed Asset Investments

	£
Shares in group undertakings	
Cost at 31 January 1999	<u>27</u>
Cost at 31 March 2000	<u>27</u>

The Company's principal subsidiaries are:

	Country of Incorporation	Nature of Business	Proportion of Shares Held	Holding
Lambert Smith Hampton Ltd	Republic of Ireland	Surveyors & Valuers	100%	Ordinary Shares
Lambert Smith Hampton Group Inc.	USA	Holding Co.	100%	Ordinary

Notes to the Accounts (*continued*)
For the period ended 31 March 2000

4 Creditors

Amounts falling due after more than one year:

	2000 £	1999 £
Amounts owed to parent undertakings	25	25
Amounts owed to subsidiary undertaking	<u>2</u>	<u>2</u>
	<u>27</u>	<u>27</u>

5 Called Up Share Capital

	2000 & 1999
Authorised: 100 Ordinary Shares of £1 each	<u>£100</u>
Share Capital Allotted, Called Up and Fully Paid: 2 Ordinary Shares of £1 each	<u>£ 2</u>

6 Ultimate Parent Undertaking

The ultimate parent undertaking is WS Atkins plc, a company incorporated in England and registered in England and Wales, the accounts of which can be obtained from the Company Secretary, Woodcote Grove, Ashley Road, Epsom, Surrey KT18 5BW.