

# Forward Recruitment Consultants Limited

Annual report and accounts  
for the year ended 31 December 2004

Registered number: 2595508

13/01/2006



## Directors and Officers

### **Directors**

D M C Doyle

J Rowley

R J Watson

### **Registered office**

800 The Boulevard

Capability Green

Luton

LU1 3BA

### **Auditors**

Ernst & Young LLP

400 Capability Green

Luton

LU1 3LU

## Directors' report

For the year ended 31 December 2004

The directors present their annual report on the affairs of the company, together with the accounts and auditors' report, for the year ended 31 December 2004.

### Principal activities and business review

The principal activity of the company during the year was that of a holding company.

The subsidiary undertakings of the company are listed in note 5 to the accounts. Consolidated accounts are not presented as the company takes advantage of the exemption afforded by Section 228 of the Companies Act 1985.

### Results and dividends

The audited accounts for the year ended 31 December 2004 are set out on pages 5 to 11. The company's loss for the year after taxation was £138,880 (2003: profit £55,377).

The directors do not recommend payment of a dividend for the year (2003: £ Nil).

### Directors

The directors who served during the year were:

D M C Doyle  
J Rowley (appointed 20 May 2005)  
R J Watson

### Directors' interests in shares

None of the directors had any interest in the share capital of the company at any time.

D M C Doyle was a director of the ultimate parent company at 31 December 2004 and his interests in the share capital of that company are as shown in the accounts of that company.

The interests in the share capital of the ultimate parent company of the other director holding office at 31 December 2004 were as follows:

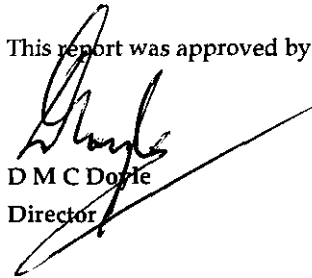
	Share options	Share options	Ordinary shares	Ordinary shares
	2004	2003	of 1p each	of 1p each
	Number	Number	2004	2003
			Number	Number
R J Watson	2,657,960	2,657,960	-	-

### Auditors

The company has elected under the elective regime (Section 386 of the Companies Act 1985) to dispense with the obligation to appoint auditors annually and Ernst & Young LLP are deemed to be reappointed.

## Directors' report (continued)

This report was approved by the board on 13 January 2006.



D M C Doyle

Director

800 The Boulevard  
Capability Green  
Luton  
LU1 3BA

## Directors' responsibilities

### *Accounts, including adoption of going concern basis*

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 for that period. After making enquiries, and as explained more fully in note 1, the directors have a reasonable expectation that the company and the group have adequate resources to continue in operational existence *for the foreseeable future*. *For this reason, they continue to adopt the going concern basis in preparing the accounts.*

In preparing the accounts, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent; and
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and 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.

## Independent auditors' report

To the members of Forward Recruitment Consultants Limited

We have audited the company's accounts for the year ended 31 December 2004 which comprise the Profit and Loss Account, Balance Sheet and the related notes 1 to 13. These accounts have been prepared on the basis of 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

As described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the accounts in accordance with applicable United Kingdom law and accounting standards.

Our responsibility is to audit the accounts in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the accounts 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 accounts, 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 Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

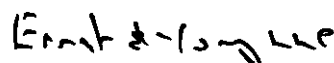
### Basis of audit opinion

We conducted our audit in accordance with 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 accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, 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 accounts 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 accounts.

### Opinion

In our opinion the accounts give a true and fair view of the state of affairs of the company as at 31 December 2004 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Ernst & Young LLP  
Registered Auditors  
Luton

13 January 2006.

## Profit and loss account

For the year ended 31 December 2004

	Notes	2004 £	2003 £
Loss on disposal of fixed asset investments	5	(2)	-
<b>Loss on ordinary activities before investment income and taxation</b>		(2)	-
Income from subsidiary undertakings	3	522,527	-
Amounts written off investments	5	(661,405)	-
<b>Loss/(profit) on ordinary activities before taxation</b>		(138,880)	-
Tax on loss/(profit) on ordinary activities	4	-	55,377
<b>(Loss)/profit for the year after taxation</b>		(138,880)	55,377

There are no recognised gains or losses other than the loss for the financial year as shown in the profit and loss account.

The accompanying notes are an integral part of this profit and loss account.

# Balance sheet

31 December 2004

	Notes	2004 £	2003 £
<b>Fixed assets</b>			
Investments	5	<u>5,697,962</u>	<u>6,359,368</u>
<b>Current assets</b>			
Debtors	6	500,000	500,000
Creditors: amounts falling due within one year	7	<u>(3,473,222)</u>	<u>(3,995,748)</u>
Net current liabilities		<u>(2,973,222)</u>	<u>(3,495,748)</u>
Total assets less current liabilities		<u>2,724,740</u>	<u>2,863,620</u>
<b>Capital and reserves</b>			
Called up share capital	8	3,000,002	3,000,002
Profit and loss account	9	<u>(275,262)</u>	<u>(136,382)</u>
Equity shareholders' funds	10	<u>2,724,740</u>	<u>2,863,620</u>

The accompanying notes are an integral part of this balance sheet.

The accounts on pages 5 to 11 were approved by the board on 13 January 2006.



D M C Doyle  
Director



# Notes to the accounts

31 December 2004

## 1. Accounting policies

The principal accounting policies are summarised below. They have all been applied consistently throughout the year and the preceding year.

### a) Basis of accounting

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

The company incurred a loss of £138,880 in the year ended 31 December 2004 and at that date it had net current liabilities amounting to £2,973,222. The company is dependent, in the absence of other funding, on the continued support of the ultimate parent company, The Corporate Services Group PLC. The ultimate parent company has confirmed that it will continue to support the company for a period of at least twelve months from the date the accounts are signed. On this basis, the directors consider it appropriate to prepare the accounts on the going concern basis. The accounts do not include any adjustments that might be necessary if The Corporate Services Group PLC were not to provide further support.

### b) Investments

Fixed asset investments are stated at cost. Provision is made against the carrying value of investments where there is an impairment in value.

### c) Taxation

Current tax is recognised at the amounts estimated to be payable or recoverable using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax assets and liabilities are recognised, subject to certain exceptions, in respect of all material timing differences between the recognition of gains and losses in the accounts and for tax purposes. Those timing differences recognised may include accelerated capital allowances, unrelieved tax losses and short term timing differences. Timing differences not recognised include those relating to the revaluation of fixed assets in the absence of a commitment to sell the revalued assets and the gain on sale of assets rolled over into replacement assets in the absence of a commitment to sell the replacement assets.

Deferred tax assets are recognised to the extent that they are regarded as recoverable. They are regarded as recoverable to the extent that, on the basis of all available evidence, it can be regarded as 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 calculated on a non-discounted 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.

### d) Consolidation

The company is exempt under section 228 of the Companies Act 1985 from the requirement to prepare group accounts because it is a wholly owned subsidiary of The Corporate Services Group PLC which prepares consolidated accounts which are publicly available. Accordingly, these accounts are those of the company and not of its group.

## Notes to the accounts (continued)

### 1. Accounting policies (continued)

#### e) Cashflow statement

The company has not prepared a cashflow statement as it is exempt under the provisions of Financial Reporting Standard No. 1 (revised).

### 2. Employees

Other than the directors, the company had no employees throughout the year.

### Directors' remuneration

No remuneration was paid to the directors for their services as directors of the company during the year (2003: £ Nil). No options to acquire shares in the ultimate parent company were granted to directors during the year and no options over shares in the ultimate parent company were exercised.

### 3. Income from subsidiary undertakings

	2004 £	2003 £
Dividends received in the year	522,527	-

### 4. Taxation

#### a) Analysis of tax on profit on ordinary activities

	2004 £	2003 £
Current tax:		
Adjustment in respect of previous periods	-	(55,377)

#### b) Factors affecting current and future tax charges

The current tax charge on the ordinary activities can be reconciled to the current tax charge that would result from applying the standard rate of corporation tax in the UK as follows:

	2004 £	2003 £
Loss on ordinary activities before taxation	(138,880)	-
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 30%	(41,664)	-
Effect of:		
Amounts written off investments	198,422	-
Non-taxable dividends received	(156,758)	-
Transfer pricing adjustments (see below)	(44,700)	-
Effect of not receiving payment for group relief at the standard rate of tax	44,700	-
Adjustments in respect of previous periods	-	(55,377)
Current tax credit	-	(55,377)

## Notes to the accounts (continued)

### 4. Taxation (continued)

UK legislation requiring, in broad terms, that cross-border transactions between most connected parties be at an arm's length price for tax purposes (commonly known as 'transfer pricing') has been extended from 1 April 2004 to transactions between UK companies. As a result, this company has become entitled to tax relief in 2004 on deemed net interest payable that has not been recognised in the accounts.

### 5. Fixed asset investments

Investment in subsidiary undertakings	£
<b>Cost</b>	
1 January 2004	6,554,006
Addition	1
Written off on dissolution	(2)
<b>31 December 2004</b>	<u>6,554,005</u>
<b>Amounts Provided</b>	
1 January 2004	194,638
Additions	661,405
<b>31 December 2004</b>	<u>856,043</u>
<b>Net book value</b>	
<b>31 December 2004</b>	<u>5,697,962</u>
31 December 2003	<u>6,359,368</u>

As a result of an impairment review carried out at December 2004 the carrying values of certain of the company's investments have been reduced. This was based on a comparison of these carrying values to the value of the net assets held by subsidiary undertakings at that date.

In the opinion of the directors the aggregate market value of the company's investment in subsidiary undertakings is not less than the amount included in the balance sheet.

The company has investments in the following subsidiary undertakings:

Name of subsidiary undertaking	Principal activity	Class of shares held	Holding
ABC Contract Services Limited	Dormant	£1 ordinary	100%
Heman Contracts Limited	Dormant	£1 deferred	100%
		US\$1 ordinary	100%
Southern Appointments Limited	Dormant	£1 ordinary	100%
Greycoat Executive Resourcing Limited	Dormant	£1 ordinary	100%

People Direct Driving Training Services Limited, in which the company held 100% of the issued share capital, was dissolved on 26 October 2004.

## Notes to the accounts (continued)

### 6. Debtors

	2004 £	2003 £
Amounts owed by other group undertakings	<u>500,000</u>	<u>500,000</u>

### 7. Creditors: amounts falling due within one year

	2004 £	2003 £
Amounts owed to other group undertakings	<u>3,473,222</u>	<u>3,995,748</u>

### 8. Share capital

	2004 £	2003 £
<b>Authorised</b>		
3,000,100 ordinary shares of £1 each	<u>3,000,100</u>	<u>3,000,100</u>
<b>Allotted, issued and fully paid</b>		
3,000,002 ordinary shares of £1 each	<u>3,000,002</u>	<u>3,000,002</u>

### 9. Reserves

	Profit and loss account deficit £
1 January 2004	(136,382)
Loss for the year	<u>(138,880)</u>
31 December 2004	<u>(275,262)</u>

### 10. Reconciliation of movements in shareholders' funds

	2004 £	2003 £
Loss/(profit) for the year	<u>(138,880)</u>	<u>55,377</u>
Net (reduction in)/addition to shareholders' funds	(138,880)	55,377
Opening shareholders' funds	<u>2,863,620</u>	<u>2,808,243</u>
Closing shareholders' funds	<u>2,724,740</u>	<u>2,863,620</u>

## Notes to the accounts (continued)

### 11. Contingent liabilities

On 31 March 2004, the company's ultimate parent undertaking, The Corporate Services Group PLC, announced a fundamental refinancing of the Group's balance sheet. This included the restructuring of the existing £60 million 7.5 per cent Convertible notes due 2005 by the issue of £45 million 10 per cent Guaranteed secured notes due 2011. The Group also entered into new and revised banking facilities. The changes to banking facilities are in the form of new and revised invoice discounting facilities with new and existing lenders respectively, plus a change to the clearing bank.

In respect of the above refinancing the company has given cross guarantees as follows:

- a) As part of the invoice discounting facility of the group of which the company is a member; the net aggregate amount outstanding against this facility at 31 December 2004 was £ Nil (2003, prior to refinancing: £10,544,494).
- b) In respect of the £45 million 10 per cent Guaranteed secured notes due 2011; the net aggregate amount outstanding at 31 December 2004 was £45,000,000 (2003, prior to refinancing: £ Nil).

### 12. Related party transactions

The company has taken advantage of the exemption granted to 90% subsidiaries not to disclose transactions with group undertakings under the provisions of Financial Reporting Standard No. 8 "Related Party Disclosures".

### 13. Parent undertakings and controlling party

The company's immediate parent undertaking is Goodchild's Employment Agency Limited, a company incorporated in Great Britain. The directors regard The Corporate Services Group PLC, a company incorporated in Great Britain, as the ultimate parent undertaking and the ultimate controlling party.

The parent undertaking of the largest and smallest group which includes the company and for which group accounts are prepared is The Corporate Services Group PLC. Copies of the group accounts of The Corporate Services Group PLC have been delivered to, and are available from, the Registrar of Companies, Companies Registration Office, Crown Way, Maindy, Cardiff, CF14 3UZ.