

Forward Recruitment Consultants Limited

Directors' Report and Financial Statements
for the Year Ended 31 December 2008

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Forward Recruitment Consultants Limited

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Forward Recruitment Consultants Limited
Company Information

Directors	A Burchall
	D M C Doyle (resigned 14 May 2009)
	J Rowley (resigned 7 October 2008)
	R J Watson
Secretary	R J Watson
Registered office	800 The Boulevard Capability Green Luton LU1 3BA
Bankers	Barclays Bank plc 1 Churchill Place London E14 5HP

Forward Recruitment Consultants Limited
Directors' Report for the Year Ended 31 December 2008

The directors present their report and the financial statements for the year ended 31 December 2008.

Directors' responsibilities

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to 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, directors are required to:

- select suitable accounting policies and 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 a going concern basis unless it is inappropriate to presume that the company will continue in business, in which case there should be supporting assumptions or qualifications as necessary.

The directors confirm that they have complied with the above requirements in preparing the financial statements.

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

Principal activity

The principal activity of the company is that of a holding company and this is expected to continue into the future.

Business review and future developments

The Directors' report has been prepared in accordance with the special provisions of part VII of the Companies Act 1985.

The company has not traded during the current year, therefore no profit and loss account is presented.

Results and dividend

The results for the company are set out in the financial statements.

The directors do not recommend the payment of a dividend (2007 - £nil).

Principal risks facing the business

The principal risks and uncertainties of the Impellam Group plc ("the Group"), which include those of the company, are discussed in the Group Financial Director's Report in the group's annual report which does not form part of this report. The group's Business and financial risks are managed at a group level, rather than at an individual company level. For this reason, the company's directors believe that a discussion of the group's risks would not be appropriate for an understanding of the development, performance or position of the company.

Donations

There were no charitable or political donations made by the company in either 2008 or 2007.

Forward Recruitment Consultants Limited
Directors' Report for the Year Ended 31 December 2008

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Directors

The directors who held office during the year were as follows:

- A Burchall
- D M C Doyle (resigned 14 May 2009)
- J Rowley (resigned 7 October 2008)
- R J Watson

Directors' indemnity provisions

During the year and to the date of these accounts, the group had in force an indemnity provision in favour of one or more Directors of the company against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 1985.

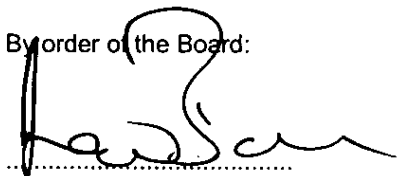
Retirement of directors

In accordance with the Articles of Association, directors are not required to retire from the board on a rotational basis.

Election to dispense laying accounts

In accordance with s.252, Companies Act 1985, the company has elected to dispense with laying accounts before the members in general meeting. Members, however, may by notice in writing to the company at its registered office require that accounts are laid before the members in general meeting.

By order of the Board:



A Burchall
Director

Date: **11 AUG 2009**

Forward Recruitment Consultants Limited

Balance Sheet as at 31 December 2008

		2008		2007	
	Note	£	£	£	£
Fixed assets					
Investments	5		2,498,750		2,498,750
Current assets					
Debtors	6	3,231,395		3,231,395	
Creditors: Amounts falling due within one year	7	<u>(3,060,239)</u>		<u>(3,060,239)</u>	
Net current assets			<u>171,156</u>		<u>171,156</u>
Net assets			<u>2,669,906</u>		<u>2,669,906</u>
Capital and reserves					
Called up share capital	8		3,000,002		3,000,002
Profit and loss reserve	9		<u>(330,096)</u>		<u>(330,096)</u>
Shareholders' funds	10		<u>2,669,906</u>		<u>2,669,906</u>

For the financial year ended 31 December 2008, the company was entitled to exemption from audit under section 249A(1) of the Companies Act 1985; and no notice has been deposited under section 249B(2) requesting an audit. The directors acknowledge their responsibilities for ensuring that the company keeps accounting records which comply with section 221 of the Act and preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the year and of its profit or loss for the financial year in accordance with the requirements of section 226 and which otherwise comply with the Companies Act 1985, so far as applicable to the company.

11 AUG 2009

The financial statements on pages 4 to 10 were approved by the Board of Directors on and were signed on its behalf by:



A Burchall
Director

The notes on pages 5 to 10 form an integral part of these financial statements.

Forward Recruitment Consultants Limited

Notes to the Financial Statements for the Year Ended 31 December 2008

1 Accounting policies

Basis of preparation

The financial statements have been prepared on a going concern basis under the historical cost convention and in accordance with applicable accounting standards and the Companies Act 1985.

Significant accounting judgements

In applying the company's accounting policies the following judgements have been made that may have a significant effect on the amounts recognised in the financial statements:

Recoverability of debtors

The company determines whether debtors are impaired if events or changes in circumstances indicate that the carrying value may not be recoverable at least on an annual basis. This requires an estimation of the recoverable amount of the cash-generating unit to which the debtor is attached.

Fixed asset investments

Fixed asset investments are stated at cost. The carrying value of investments are reviewed for impairment if events or changed in circumstances indicate the carrying value may not be recoverable.

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.

Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement as financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities. Financial assets and financial liabilities are recorded on the company's balance sheet when the company has become a party to the contractual provisions of the instrument and derecognised when this is no longer the case.

Capital instruments

Shares are included in shareholders' funds. Other instruments are classified as liabilities if they contain an obligation to transfer economic benefits and if not they are included in shareholders' funds. The finance cost recognised in the profit and loss account in respect of capital instruments other than equity shares is allocated to periods over the term of the instrument at a constant rate on the carrying amount.

Forward Recruitment Consultants Limited

Notes to the Financial Statements for the Year Ended 31 December 2008

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Cash flow statement

The company has taken advantage of the exemption under Financial Reporting Standard No. 1 (revised 1996) not to publish a cash flow statement as it is a wholly owned subsidiary of Impellam Group plc, which has prepared consolidated financial statements which are publically available.

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 Impellam Group plc which prepares consolidated accounts which are publicly available. Accordingly, these accounts are those of the company and not of its group.

2 Particulars of employees

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

3 Directors' emoluments

The directors who held office during the year were also directors of fellow subsidiaries. Total remuneration, including company contributions to a money purchase scheme received by directors, totalled £1,304,148 (2007: £1,212,867) paid by the ultimate parent company or by other subsidiaries. Four of these directors were members of a money purchase scheme in 2008 (2007: four). The directors do not believe that it is practicable to apportion this amount between services as directors to the company and services as directors of the ultimate parent company and of fellow subsidiary companies.

Forward Recruitment Consultants Limited
Notes to the Financial Statements for the Year Ended 31 December 2008

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4 Taxation

Analysis of current period tax credit

	2008 £	2007 £
Total tax on profit on ordinary activities	<u>-</u>	<u>-</u>

Factors affecting current period tax credit

The tax assessed on the profit on ordinary activities for the year is the same as (2007 - the same as) the standard rate of corporation tax in the UK of 28.5% (2007 - 30.0%).

The differences are reconciled below:

	2008 £	2007 £
Profit on ordinary activities before taxation	<u>-</u>	<u>-</u>
Standard rate corporation tax	-	-
Transfer pricing adjustments (see below)	4,275	(17,100)
Effect of not receiving payment for group relief at the standard rate of tax	<u>(4,275)</u>	<u>17,100</u>
Total current tax for the year	<u>-</u>	<u>-</u>

The standard rate of Corporation Tax in the UK changed from 30% to 28% with effect from 1 April 2008. Accordingly, the company's profits for this accounting period are taxed at an effective rate of 28.5% and will be taxed at the standard rate in the future.

UK legislation requires in broad terms, that most transactions between connected parties be at an arm's length price for tax purposes (commonly known as 'transfer pricing'). As a result, this company has become entitled to a tax deduction on deemed net interest payable that has not been recognised in the accounts.

Forward Recruitment Consultants Limited
Notes to the Financial Statements for the Year Ended 31 December 2008

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5 Investments held as fixed assets

	Group shares £
Cost	
As at 1 January 2008 and 31 December 2008	<u>3,000,003</u>
Provision	
As at 1 January 2008 and 31 December 2008	<u>501,253</u>
Net book value	
As at 31 December 2008	<u>2,498,750</u>
As at 31 December 2007	<u>2,498,750</u>

The company holds more than 20% of the share capital of the following companies:

	Country of incorporation	Principal activity	Class	%
Subsidiary undertakings				
Heman Contracts limited	England & Wales	Dormant	£1 deferred US\$1 Ordinary	100
Southern Appointments Limited	England & Wales	Dormant	Ordinary	100
Greycoat Executive Resourcing Limited	England & Wales	Dormant	Ordinary	100

6 Debtors

	2008 £	2007 £
Amounts owed by group undertakings	<u>3,231,395</u>	<u>3,231,395</u>

Amounts owed by group undertakings are interest free, unsecured and repayable on demand.

7 Creditors: Amounts falling due within one year

	2008 £	2007 £
Amounts owed to group undertakings	<u>3,060,239</u>	<u>3,060,239</u>

Amounts owed to group undertakings are interest free, unsecured and repayable on demand.

Forward Recruitment Consultants Limited
Notes to the Financial Statements for the Year Ended 31 December 2008

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8 Share capital

	2008 £	2007 £
Authorised		
Equity		
3,000,100 Ordinary shares of £1 each	<u>3,000,100</u>	<u>3,000,100</u>
Allotted, called up and fully paid		
Equity		
3,000,002 Ordinary shares of £1 each	<u>3,000,002</u>	<u>3,000,002</u>

9 Reserves

	Profit and loss reserve £
Balance at 1 January 2008	(330,096)
Transfer from profit and loss account for the year	-
Balance at 31 December 2008	<u>(330,096)</u>

10 Reconciliation of movements in shareholders' funds

	2008 £	2007 £
Result attributable to members of the company	-	-
Opening shareholders' funds	<u>2,669,906</u>	<u>2,669,906</u>
Closing shareholders' funds	<u>2,669,906</u>	<u>2,669,906</u>

11 Contingent liabilities

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 2008 was £47,711,535 (2007: £25,767,466).
- b) In respect of the £45 million 10 per cent guaranteed secured notes due 2011; the net aggregate amount outstanding at 31 December 2008 was £20,000,000 (2007: £ 20,000,000).

Forward Recruitment Consultants Limited
Notes to the Financial Statements for the Year Ended 31 December 2008

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12 Related parties

Controlling entity

The company's immediate parent undertaking is Goodchild's Employment Agency Limited, a company incorporated in Great Britain.

The directors regard Impellam Group plc, a company incorporated in Great Britain, as the ultimate parent undertaking. At 31 December 2008, Lord Ashcroft, KCMG was interested in and controlled 59.1% of Impellam Group plc. This is also the parent undertaking of the largest and smallest group which includes the company and for which group accounts are prepared. Copies of the group accounts of Impellam Group plc will be delivered to, and be available from, the Registrar of Companies, Companies Registration Office, Crown Way, Maindy, Cardiff, CF14 3UZ.

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".