

Forward Recruitment Consultants Limited

Annual report and accounts
for the year ended 31 December 2003

Registered number: 2595508



Directors and Officers

Directors

D M C Doyle

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 2003

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 2003.

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 4 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 2003 are set out on pages 5 to 10. The company's profit for the year after taxation was £55,377 (2002: £ Nil).

The directors do not recommend payment of a dividend for the year (2002: £ Nil).

Directors

The directors who served during the year were:

D M C Doyle (appointed 17 February 2003)

C P Martin (resigned 30 April 2003)

M R Sarson (resigned 1 December 2003)

R J Watson (appointed 17 February 2003)

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 2003 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 2003 were as follows:

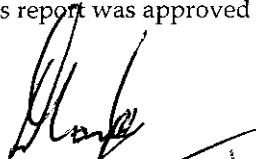
	Share options	Share options	Ordinary shares	Ordinary shares
	2003	2002	2003	2002
	(or date of	(or date of	(or date of	(or date of
	appointment)	appointment)	appointment)	appointment)
	Number	Number	Number	Number
R J Watson	2,657,960	157,960	-	-

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 28 July 2004.



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, 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 2003 which comprise the Profit and Loss Account, Balance Sheet and the related notes 1 to 12. 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.

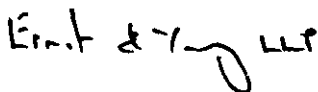
Basis of audit opinion

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 2003 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 Auditors
Luton

28 July 2004.

Profit and loss account

For the year ended 31 December 2003

	Notes	2003 £	2002 £
Profit on ordinary activities before taxation		-	-
Tax on profit on ordinary activities	3	<u>55,377</u>	<u>-</u>
Profit for the year		<u>55,377</u>	<u>-</u>

There are no recognised gains or losses other than the profit 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.

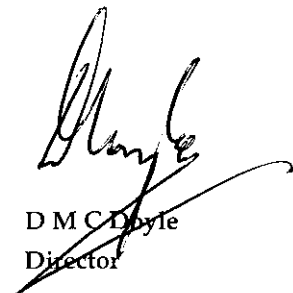
Balance sheet

31 December 2003

	Notes	2003 £	2002 £
Fixed assets			
Investments	4	<u>6,359,368</u>	<u>6,359,368</u>
Current assets			
Debtors	5	500,000	500,000
Creditors: amounts falling due within one year	6	<u>(3,995,748)</u>	<u>(4,051,125)</u>
Net current liabilities		<u>(3,495,748)</u>	<u>(3,551,125)</u>
Total assets less current liabilities		<u>2,863,620</u>	<u>2,808,243</u>
Capital and reserves			
Called up share capital	7	3,000,002	3,000,002
Profit and loss account	8	<u>(136,382)</u>	<u>(191,759)</u>
Equity shareholders' funds	9	<u>2,863,620</u>	<u>2,808,243</u>

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

The accounts on pages 5 to 10 were approved by the board on 28 July 2004.



D M C Doyle
Director

Notes to the accounts

31 December 2003

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.

At 31 December 2003 the company's current liabilities exceeded its current assets by £3,495,748. 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 (2002: £ Nil). 8,630,000 options to acquire shares in the ultimate parent company were granted to directors, no director exercised options over shares in the ultimate parent company and 767,124 such options lapsed unexercised.

3. Taxation

Analysis of tax on profit on ordinary activities

	2003 £	2002 £
Current tax:		
Adjustment in respect of previous periods	(55,377)	-

The credit in respect of previous periods relates primarily to overprovisions for corporation tax.

4. Fixed asset investments

Investment in subsidiary undertakings £

Cost

1 January 2003 and 31 December 2003 6,554,006

Amounts provided

1 January 2003 and 31 December 2003 194,638

Net book value

1 January 2003 and 31 December 2003 6,359,368

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%
People Direct Driving Training Services Limited	Dormant	£1 ordinary	100%
Southern Appointments Limited	Dormant	£1 ordinary	100%

Notes to the accounts (continued)

5. Debtors

	2003 £	2002 £
Amounts owed by other group undertakings	<u>500,000</u>	<u>500,000</u>

6. Creditors: amounts falling due within one year

	2003 £	2002 £
Amounts owed to other group undertakings	3,995,748	3,951,125
Corporation tax	-	100,000
	<u>3,995,748</u>	<u>4,051,125</u>

7. Share capital

	2003 £	2002 £
Authorised		
3,000,100 ordinary shares of £1 each	<u>3,000,100</u>	<u>3,000,100</u>
Allotted, issued and fully paid		
3,000,002 ordinary shares of £1 each	<u>3,000,002</u>	<u>3,000,002</u>

8. Reserves

	Profit and loss account deficit £
1 January 2003	(191,759)
Profit for the year	<u>55,377</u>
31 December 2003	<u>(136,382)</u>

9. Reconciliation of movements in shareholders' funds

	2003 £	2002 £
Profit for the year	<u>55,377</u>	-
Net addition to shareholders' funds	<u>55,377</u>	-
Opening shareholders' funds	<u>2,808,243</u>	<u>2,808,243</u>
Closing shareholders' funds	<u>2,863,620</u>	<u>2,808,243</u>

Notes to the accounts (continued)

10. 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 2003 was £10,544,494 (2002: £1,191,791).
- b) As part of the overdraft facility; the net aggregate amount outstanding against this facility at 31 December 2003 was £1,870,723 (2002: £ Nil).

11. 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".

12. 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.