Jones Lang LaSalle AP Limited

Directors' report and financial statements
31 December 2011

Registered number 02824985

Contents

Directors' report

The directors present their directors' report and financial statements for the period ended 31 December 2011

Business review and principal activities

Until 31 May 2011 the principal activity of the company was the provision of employment and other services in the UK entities within the King Sturge Group On 31 May 2011 the company was sold by the King Sturge International LLP Group to the Jones Lang LaSalle Inc Group of companies

On 31 July 2010 King Sturge LLP transferred the employment contracts of its staff and several other contracts to the Company and entered into an agreement within the Company for the provision of its services

On 31 December 2011 the transfer of the trade and assets of Jones Lang LaSalle AP Limited into Jones Lang LaSalle Limited was finalised This formed part of the integration plan to merge the King Sturge businesses with Jones Lang LaSalle The company is now dormant

Results and dividends

The results of the company for the period ended 31 December 2011 are set out on page 5

The directors did not pay an interim dividend during the period *(Year to 30 April 2011 £nil)* The directors do not recommend the payment of a final dividend *(Year to 30 April 2011 £nil)*

Directors

The directors during the year and to the date of signing were

CM Ireland
J Day
S P James
A J Bruce
S A F Bailey (resigned 1 December 2011)

Secretary

AJ Bruce

Employees

The average number of employees during the period to 31 December 2011 was 138 (*Year to 30 April 2011 768*)

Political and charitable contributions

The company made no political or charitable contributions during the period to 31 December 2011 *(year to 30 April 2011 £nil)*

Directors' report *(continued)*

Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditor is unaware, and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor, KPMG Audit Plc will be deemed to be reappointed and will therefore continue in office

By order of the board on 24th September 2012

AJ Bruce

AJ Bruce
Secretary

Registered office
30 Warwick Street
London, W1B 5NH

Statement of directors' responsibilities in respect of the Directors' Report and the financial statements

The directors are responsible for preparing the Directors' 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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice)

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for the 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 UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, 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 adequate accounting records that are sufficient to show and explain the company's transactions and 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 2006

They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities

Independent auditor's report to the members of Jones Lang LaSalle AP Limited

We have audited the financial statements of Jones Lang LaSalle AP Limited for the period ended 31 December 2011 set out on pages 5 to 13 The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice)

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006 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 auditor's 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 explained more fully in the Directors' Responsibilities Statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors

Scope of the audit of the financial statements
A description of the scope of an audit of financial statements is provided on the APB's web-site at www frc org uk/apb/scope/private cfm

Opinion on financial statements
In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2011 and of its profit for the period then ended,
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matter prescribed by the Companies Act 2006
In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

Matters on which we are required to report by exception
We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

WEJ Holland

WEJ Holland (Senior Statutory Auditor)
for and on behalf of KPMG Audit Plc, Statutory Auditor
Chartered Accountants
15 Canada Square
London
E14 5GL

26 September 2012

Profit and loss account
for the period ended 31 December 2011

	Note	**Period to 31 December 2011 £'000**	Year to 30 April 2011 £'000
Turnover	2	**6,342**	64,573
Staff costs	4	**(4,458)**	(52,904)
Other operating charges		**(1,822)**	(11,010)
Operating profit		**62**	659
Interest receivable and similar income	5	**-**	(96)
Profit on ordinary activities before taxation		**62**	563
Tax on profit on ordinary activities	6	**-**	(1,483)
Profit/(loss) for the financial period/year	12	**62**	(920)

All activities derive from continuing operations

There were no recognised gains or losses for the current period or preceding year, other than as stated in the profit and loss account Accordingly no statement of total recognised gains or losses has been presented

There is no difference between the results as stated and the results on a historical cost basis

The notes on pages 7 to 13 form part of these financial statements

Balance sheet
at 31 December 2011

	Note	At 31 December 2011 £'000	At 30 April 2011 £'000
Fixed assets			
Tangible assets	7	-	2,932
Current assets			
Debtors	8	1,743	13,468
Cash at bank and in hand		-	487
		1,743	13,955
Creditors: amounts falling due within one year	9	(2,101)	(16,988)
Net current liabilities		(358)	(3,033)
Total assets less current liabilities		(358)	(101)
Creditors amounts falling due after more than one year	10	-	(319)
Net liabilities		(358)	(420)
Capital and reserves			
Called up share capital	11	500	500
Profit and loss account	12	(858)	(920)
Equity shareholders' funds	12	(358)	(420)

These financial statements were approved by the board of directors on 24th September 2012 and were signed on its behalf by

A J Bruce
Director

The notes on pages 7 to 13 form part of these financial statements

Notes
(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements

Basis of preparation

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

Under Financial Reporting Standard No 1, the company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the company in its own published consolidated financial statements

As the company is a wholly owned subsidiary of Jones Lang LaSalle Incorporated, the company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entities which form part of the group (or investors in the group qualifying as related parties) The consolidated financial statements of Jones Lang LaSalle Incorporated within which this company is included can be obtained from the address given in note 15

Going concern

The financial statements have been prepared on the going concern basis which the directors believe to be appropriate for the following reasons The company is dependent for its working capital on funds provided to it by Jones Lang LaSalle Incorporated, the ultimate parent company Jones Lang LaSalle Incorporated has provided the company with an undertaking that for at least 12 months from the date of approval of these financial statements, it will continue to make available such funds as are needed by the company and in particular will not seek repayment of the amounts currently made available This should enable the company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so

Turnover

Turnover represents commission receivable for facilities management and caretaking services rendered in the United Kingdom during the period exclusive of sales related taxes

Turnover is recognised when the right to consideration arises Amounts unbilled at the balance sheet date are included within prepayments and accrued income Income which is contingent on a critical event is not recognised until that event occurs

Pension

The company operates a defined contribution pension scheme The assets of the scheme are held separately from those of the company in an independently administered fund The amount charged to the profit and loss account represents the contributions payable to the scheme in respect of the accounting period

Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes

Deferred tax is recognised without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19

Notes *(continued)*

1 Accounting policies *(continued)*

Tangible Fixed Assets

Tangible fixed assets are stated at historic purchase cost less accumulated depreciation Depreciation is calculated to write off the cost of the assets, less their residual values, over their expected useful economic lives on a straight line basis at the following rate

Leasehold property	over the life of the lease
Motor vehicles	25% per annum
Furniture, fittings and office equipment	15% - 33% per annum

No depreciation is charged on freehold land

2 Turnover

Turnover represents the amounts invoiced, excluding VAT, for services rendered to external third parties in respect of the company's business The total turnover of the company for the period has been derived from its principal activity wholly undertaken in the UK

3 Audit fees

The audit fee of £9,000 (*Year to 30 April 2011 £120,000*) has been borne by Jones Lang LaSalle Limited, a fellow group company, in the current period

4 Staff numbers and costs

	Period to 31 December 2011	Year to 30 April 2011
	No.	No
Average number of persons employed (including directors)	**138**	768

	Period to 31 December 2011	Year to 30 April 2011
	£'000	£'000
Wages and salaries	**3,705**	42,542
Social security costs	**408**	4,990
Other pension costs	**345**	3,025
Other employment costs	**-**	2,347
	4,458	52,904

The directors did not receive any remuneration during the period to 31 December 2011 (*year to 30 April 2011 £nil*)

Notes *(continued)*

5 Interest payable and similar charges

	Period to 31 December 2011 £'000	Year to 30 April 2011 £'000
Finance lease interest	-	96

6 Tax on profit on ordinary activities

	Period to 31 December 2011 £'000	Year to 30 April 2011 £'000
Analysis of tax charge for the period/ year		
UK corporation tax on profit for the period/year at 26% (Apr 2011 28%)	-	1,483
Deferred tax at 25% (Apr 2011 27%)	-	-
Tax on ordinary activities	-	-

The tax assessed differs from the application of the standard rate of corporation tax in the UK (26%) (Apr 2011 28%) to the company's profit before taxation for the following reasons

Profit on ordinary activities before tax	**63**	563
Profit on ordinary activities multiplied by a standard rate of corporation tax in the UK (26%) (Apr 2011 28%)	**16**	158
Effects of		
Disallowable expenses	-	279
Transfer pricing adjustments	-	837
Other timing differences	-	209
Group relief at no cost relating to current period/year	**(16)**	-
Total current tax	-	1,483

The Emergency Budget announced a phased reduction in the main UK corporation tax rate from 28% to 23% by April 2014, with the first 1% reduction taking effect from 1 April 2011 (and substantively enacted on 20 July 2010), followed by the subsequent reduction to 26% from 1 April 2011 (substantively enacted on 29 March 2011) and a further reduction to 25% from 1 April 2012 (substantively enacted on 5 July 2011) The Budget also set out various other proposed corporation tax changes, including changes in capital allowance rates

Notes *(continued)*

7 Tangible fixed assets

	Land and buildings £'000	Fixtures, fittings and office equipment £'000	Motor vehicles £'000	Total £'000
Cost				
At 1 May 2011	26	6,874	1,911	8,811
Disposals	(26)	(6,874)	(1,911)	(8,811)
At 31 December 2011	-	-	-	-
Accumulated depreciation				
At 1 May 2011	-	4,922	957	5,879
Charge for period	-	82	22	104
Disposals	-	(5,004)	(979)	(5,983)
At 31 December 2011	-	-	-	-
Net Book Value				
At 31 December 2011	-	-	-	-
At 30 April 2011	26	1,952	954	2,932

Included in the total net book value of assets is £nil (year to 30 April 2011 £954,000) in respect of assets held under finance leases Depreciation for the period on these assets was £nil (year to 30 April 2011 £245,000)

On 1 June 2011 fixed assets were transferred to Jones Lang LaSalle Limited a fellow group company

8 Debtors

	At 31 December 2011 £'000	At 30 April 2011 £'000
Amounts owed by group undertakings	**1,743**	11,667
Other debtors	-	301
Prepayments and accrued income	-	1,500
	1,743	13,468

Notes *(continued)*

9 Creditors: amounts falling due within one year

	At 31 December 2011 £'000	At 30 April 2011 £'000
Finance leases	-	618
Trade creditors	-	1,554
Corporation tax	1,483	1,483
Taxation and social security	-	865
Other creditors	-	280
Accruals and deferred income	-	12,188
Amounts owed to group undertakings	618	-
	2,101	16,988

10 Creditors: amounts falling due after more than one year

	At 31 December 2011 £'000	At 30 April 2011 £'000
Finance leases	-	319
	-	319

11 Called up share capital

	At 31 December 2011 £'000	At 30 April 2011 £'000
Allotted, called up and fully paid 500,000 ordinary shares of £1 each	500	500

Notes *(continued)*

12 Reconciliation of movements in shareholders' funds

	Share capital	Profit and loss account	Total shareholders' fund
	£'000	£'000	£'000
At 1 May 2011	500	(920)	(420)
Profit for the period	-	62	62
At 31 December 2011	**500**	**(858)**	**(358)**

13 Operating lease commitments

At 31 December 2011 the company was committed to making the following payments during the following year in respect of operating leases

	Land and buildings 31 Dec 2011 £'000	**Other 31 Dec 2011 £'000**	**Total 31 Dec 2011 £'000**	Land and buildings 30 Apr 2011 £'000	Other 30 Apr 2011 £'000	Total 30 Apr 2011 £'000
Leases which expire						
Within one year	-	-	-	7	103	110
Within two to five years	-	-	-	40	477	517
After five years	-	-	-	-	-	-
	-	-	-	47	580	627

14 Pension scheme

The company was a member of a larger group pension scheme providing benefits based on final pensionable pay but because the company is unable to identify its share of the scheme assets and liabilities on a consistent and reasonable basis, as permitted by FRS 17 'Retirement benefits', the scheme has been accounted in these financial statements for as if the scheme was a defined contribution scheme The scheme deficit at the end of the period was £3,637,000

The latest full actuarial valuation was carried out in September 2010 and was updated for FRS 17 purposes to 31 December 2011 by a qualified independent actuary The Jones Lang LaSalle Limited Group contributions for the period were £1,633,000

Full disclosure of the scheme can be found in the accounts of Jones Lang LaSalle Limited

The company also operated a defined contribution pension scheme The pension cost charge for the period represents contributions payable by the company to the scheme and amounted to £345,000 (year to 30 April 2011 £3,025,000) There were no outstanding or prepaid contributions at either the beginning or end of the financial period

Notes *(continued)*

15 Ultimate controlling party

The company's immediate parent company during the period was King Sturge Holdings Limited, a company incorporated in England and Wales, and the ultimate parent company is Jones Lang LaSalle Incorporated, a company incorporated in Maryland, USA

The only group in which the financial statements of the company are consolidated is that headed by Jones Lang LaSalle Incorporated Copies of the group financial statements of Jones Lang LaSalle Incorporated can be obtained from Jones Lang LaSalle Incorporated, 200 East Randolph Drive, Chicago, Illinois 60601, USA