

Registered no: 2833805

Jarvis Construction (UK) Limited
Report and financial statements
for period ended 31 March 2008

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Jarvis Construction (UK) Limited

Report and financial statements

for period ended 31 March 2008

	Pages
Directors and advisors	1
Directors' report	2 - 5
Independent auditor's report	6 - 7
Profit and loss account	8
Balance sheet	9
Notes to the financial statements	10 - 17

Jarvis Construction (UK) Limited
Directors and advisors
for period ended 31 March 2008

Directors

R W Entwistle
K K Karlsen
S W Laird
B L Westbrook

Secretary

Secretariat Services Limited

Auditors

Grant Thornton UK LLP
No 1 Whitehall Riverside
Leeds
West Yorkshire
LS1 4BN

Registered office

Meridian House
The Crescent
York
YO24 1AW

Jarvis Construction (UK) Limited

Directors' report

for period ended 31 March 2008

The directors present their report and the audited financial statements for the period ended 31 March 2008

Business review and principal activities

Construction defects on old contracts are now largely finished and the final phase of the company's last contract, Whittington Hospital, reached practical completion in December 2007

The loss for the period attributable to shareholders and reported in the financial statements was £473,000 (2007 profit £2,410,000)

Key performance indicators (KPI's)

As Jarvis Construction (UK) Limited is operating almost exclusively from trust accounts there are no standard performance indicators used to monitor the performance of the company. The trust account balances are monitored daily and administered by the company. A fortnightly cost-to-complete exercise is undertaken by agents for each project on behalf of the trust account funders to ensure sufficient funds are available to complete the projects. Shortfalls in projects can be covered by surpluses in others, subject to certain trust rulings. Where shortfalls cannot be covered this way, additional funding can be (and has been) requested and granted from the trust funders.

Principal risks and uncertainties facing the company

In order to manage the business effectively the directors have to identify and respond both to the risks inherent in the business environment and those particular to the fields in which the company operates. The Group has recently reviewed its risk management procedures for the identification and monitoring of both strategic and operational risks. The stated intention of the Group's directors is to embed risk identification and evaluation within the operational process and risk reporting is a formal consideration in the Monthly Operating Review meeting for the division's operational management. Key issues are escalated within the Group management hierarchy.

Environment

The company's policy with regard to the environment is to ensure that we understand and effectively manage the actual and potential environmental impact of our activities. Our operations are conducted such that we comply with all legal requirements relating to the environment in all areas where we carry out our business. During the period covered by this report the company has not incurred any fines or penalties or been investigated for any breach of environmental regulations.

Jarvis Construction (UK) Limited

Directors' report

for period ended 31 March 2008 (continued)

Financial risk management

The company's operations expose it to a variety of financial risks but the principal financial risk is funding and liquidity due to the contractual nature of the business and its commercial arrangements under the private finance initiative contracts that it has entered with special purpose companies as intermediaries between the company and the ultimate clients. The treasury department of the Group implements appropriate risk management strategies to ensure adequate cost effective funding whilst limiting the adverse effects of liquidity, credit and interest rate risks on the company. The treasury team ensures that financial risks are identified by means of formalised reporting, a regular review of operational results and involvement in the planning and forecasting processes.

Credit risk

The company's credit risk is primarily attributable to the structure of its customer base with the ultimate customers, who are mainly public bodies such as local authorities and hospital trusts paying for services through a third party owned intermediary special purpose company under the private finance initiative. The Group's main working capital funding facility is syndicated with highly credit rated banks and institutions with surplus cash being invested with highly credit rated banks.

Interest rate risk

The company benefits from loan facilities negotiated by the Group. The Group facilities are predominantly subject to floating interest rates due to the type of facility in place.

Funding and liquidity risk

A key function of the Group's Treasury department is to ensure that the company has sufficient cost effective facilities to meet its obligations in the short medium and long terms with regard to the company's underlying cash generation and usage. In order to establish the funding requirement the Group's treasury department monitors

- regular cash flow forecasts prepared by the company's finance team,
- budgets and forecasts,
- actual trading results and resultant debt and balance sheet positions, and
- capital expenditure requests

Dividends

The directors did not pay a dividend for the period ended 31 March 2008 (2007: £Nil)

Directors

The directors holding office during the period ended 31 March 2008 and subsequent to that date are shown below

G K H Mason (resigned 1 June 2007)

B L Westbrook

R W Entwistle (appointed 1 June 2007)

K K Karlsen (appointed 1 June 2007)

S W Laird (appointed 23 April 2008)

Jarvis Construction (UK) Limited

Directors' report

for period ended 31 March 2008 (continued)

Employment policies

The Directors recognise the need for communication with employees at every level. All employees have access to a copy of the Jarvis plc Annual Report and Accounts, which together with staff briefings, internal noticeboard statements and newsletters, keeps them informed of the Group's progress.

The Jarvis Group continues to be committed to the health, safety and welfare of its employees and to observe the terms of the Health & Safety at Work Act 1974, and all other relevant regulatory and legislative requirements. It is the policy of the Group that there shall be no discrimination or less favourable treatment of employees, workers or job applicants in respect of race, colour, ethnic or national origins, religious beliefs, sex, sexual orientation, disability, political beliefs, age or marital status. Full consideration will be given to suitable applications for employment from disabled persons, where they have the necessary abilities and skills for that position, and wherever possible to re-train employees who become disabled, so that they can continue their employment in another position. Jarvis and its subsidiaries engage, promote, and train staff on the basis of their capabilities, qualifications and experience, without discrimination, giving all employees an equal opportunity to progress within the Group.

Creditor payment terms

When entering into commitments for the purchase of services and goods the company seeks to give due consideration to quality, price and the terms of payment. The company abides by whatever terms are agreed where it is satisfied that suppliers have provided the services or goods in accordance with such agreed terms and conditions. In the event of disputes, every effort is made to resolve these quickly.

During the period ended 31 March 2008, the company on average paid its creditors within 70 days (2007: 72 days) of receipt of invoice.

Statement of directors' responsibilities

The directors are responsible for preparing 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 these 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,

Jarvis Construction (UK) Limited

Directors' report

for period ended 31 March 2008 (continued)

- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements , and
- prepare 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 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 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

Disclosure of information to auditors

At the date of making this report each of the company's directors, as set out on page 1, confirm the following

- so far as each director is aware, there is no relevant information needed by the company's auditors in connection with preparing their report of which the company's auditors are unaware, and
- each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant information needed by the company's auditors in connection with preparing their report and to establish that the company's auditors are aware of that information

Auditors

Following the merger in July 2007 of the audit practice of RSM Robson Rhodes LLP ("Robson Rhodes") with that of Grant Thornton UK LLP ("Grant Thornton"), Robson Rhodes' successor firm, Grant Thornton, was appointed auditors of the company

By order of the board

For and on behalf of
Secretariat Services Ltd

Secretariat Services Limited

31 July 2008

Independent auditor's report to the members of Jarvis Construction (UK) Limited

We have audited the financial statements of Jarvis Construction (UK) Ltd for the period ended 31 March 2008 which comprise the profit and loss account, the balance sheet and notes 1 to 18. These financial statements 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 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

The directors' responsibilities for preparing the Directors' Report and financial statements in accordance with United Kingdom Law and Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the directors' report is consistent with the financial statements.

In addition, we report to you if, in our opinion, 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 other transactions 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 International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, 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 financial statements 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 financial statements.

Independent auditor's report to the members of Jarvis Construction (UK) Limited (continued)

Opinion

In our opinion

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of affairs of the company as at 31 March 2008 and of its loss for the period then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the Directors' Report is consistent with the financial statements

Grant Thornton UK LLP

**Grant Thornton UK LLP
Chartered Accountants and Registered Auditors
Leeds, England
31 July 2008**

Jarvis Construction (UK) Limited
Profit and loss account
for period ended 31 March 2008

		Period ended 31 March 2008 £'000	Period ended 2 April 2007 £'000
	Note		
Turnover	2	8,100	13,877
Cost of Sales		(8,100)	(9,677)
Exceptional cost of sales	3	<u>-</u>	<u>(1,600)</u>
		(8,100)	(11,277)
Gross profit		<u>-</u>	<u>2,600</u>
Operating expenses		(500)	(733)
Operating (loss)/profit	7	(500)	1,867
Interest receivable and similar income	8	27	90
Interest payable and similar charges	9	<u>-</u>	<u>(239)</u>
(Loss)/profit on ordinary activities before taxation		(473)	1,718
Tax credit on (loss)/profit on ordinary activities	10	<u>-</u>	<u>692</u>
(Loss)/profit for the period	15	<u>(473)</u>	<u>2,410</u>

The results reflect the continuing operations of the company

The company has no recognised gains and losses other than the results for the period ended 31 March 2008 and for the period ended 2 April 2007 and therefore no separate statement of total recognised gains and losses has been presented

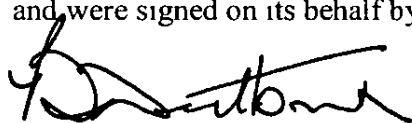
Jarvis Construction (UK) Limited

Balance sheet

as at 31 March 2008

		31 March 2008 £'000	2 April 2007 £'000
	Note		
Fixed assets			
Investments	11	1,599	1,599
Current assets			
Debtors	12	4,356	10,564
Cash at bank and in hand		<u>70,464</u>	<u>71,188</u>
		74,820	81,752
Creditors amounts falling due within one year	13	<u>(192,927)</u>	<u>(199,386)</u>
Net current liabilities		<u>(118,107)</u>	<u>(117,634)</u>
Net liabilities		<u>(116,508)</u>	<u>(116,035)</u>
Capital and reserves			
Called up share capital	14	5,299	5,299
Capital reserve	15	4,000	4,000
Profit and loss account deficit	15	<u>(125,807)</u>	<u>(125,334)</u>
Equity shareholders' deficit	15	<u>(116,508)</u>	<u>(116,035)</u>

The financial statements were approved by the board on 31 July 2008
and were signed on its behalf by



B L Westbrook
Director

Jarvis Construction (UK) Limited

Notes to the financial statements

for period ended 31 March 2008

1. Principal accounting policies

(a) Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom accounting standards and the Companies Act 1985. The results are presented for the financial year 3 April 2007 to 31 March 2008 in line with the reporting period of the Jarvis plc group. The comparative results are for the financial year 1 April 2006 to 2 April 2007.

The company is a subsidiary undertaking of Jarvis plc ("the parent" or "Jarvis") and is dependent upon the continued provision of financial support by Jarvis plc and its subsidiary undertakings ("the Group") in order to meet its liabilities as they fall due.

(b) Cash flow statement

The company is a wholly owned subsidiary of Jarvis plc and the cash flows of the company are included in the consolidated cash flow statement of Jarvis plc. Consequently the company is exempt under the terms of FRS 1 (revised) from publishing a cash flow statement.

(c) Deferred taxation

Full provision has been made for deferred taxation in respect of timing differences that have originated, but not reversed at the balance sheet date where an event has occurred that results in an obligation to pay more or less tax in the future by the balance sheet date except that

- Deferred tax assets are recognised to the extent that it is 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 measured on a non-discounted basis at the tax rates enacted at the balance sheet date.

(d) Investments

Investments in group undertakings and joint ventures are stated at cost, less any provision for impairment.

(e) Related party transactions

The company is a wholly owned subsidiary of Jarvis plc and as such the company has taken advantage of the exemption available under FRS 8 not to disclose related party transactions with entities that are part of the group or investees of the group.

Jarvis Construction (UK) Limited

Notes to the financial statements

for period ended 31 March 2008

1. Principal accounting policies (continued)

(f) Pensions

Contributions to employees' personal pension arrangements during the year are charged to the profit and loss account as incurred. Details of the pension arrangements are given in Note 6.

(g) Leases

Costs in respect of operating leases are charged to the profit and loss account on a straight line basis over the lease term.

(h) Long term contracts

When the outcome of a long-term contract can be estimated reliably, contract revenue is recognised by reference to the degree of completion of each contract, based on the amounts certified and to be certified by the customer.

Incentive payments and insurance claims arising from long-term contracts are included where they have been agreed with the client. Variations and other claims are included where it is probable that the amount will be settled, based on agreement in principle with the customer. When the outcome of a long-term contract cannot be estimated reliably, contract revenue is recognised to the extent of contract costs incurred where it is probable those costs will be recoverable.

Contract costs are recognised as expenses in the period in which they are incurred. When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised immediately.

2. Turnover

Turnover, all of which arises from operations within the United Kingdom, excludes value added tax and trade discounts and represents the value of work carried out and earned during the period.

3. Exceptional cost of sales

	Period ended 31 March 2008 £'000	Period ended 2 April 2007 £'000
Provisions for construction defects	-	1,600

The provision for construction defects relates to the estimated costs of completing outstanding defects on old construction contracts.

Jarvis Construction (UK) Limited

Notes to the financial statements

for period ended 31 March 2008

4. Directors' remuneration

The directors were remunerated through the ultimate parent undertaking, Jarvis plc and their services to the company are of a non-executive nature. The remuneration is deemed to be wholly attributable to their services to the parent undertaking.

5. Employee information

The average monthly number of persons employed by the company including executive directors, during the period was as follows

	Period ended 31 March 2008 number	Period ended 2 April 2007 number
Employees	<u>6</u>	<u>19</u>

The employment costs of all employees included above were

	Period ended 31 March 2008 £'000	Period ended 2 April 2007 £'000
Wages and salaries	283	829
Social security costs	19	71
Other pension costs	<u>10</u>	<u>27</u>
	<u>312</u>	<u>927</u>

6. Pension arrangements

For eligible employees, contributions equal to a predetermined percentage of individuals' salaries are made to employees' personal pension schemes.

7. Operating (loss)/profit

	Period ended 31 March 2008 £'000	Period ended 2 April 2007 £'000
The operating loss is stated after charging		
Operating lease rentals - plant and machinery	-	3
Operating lease rentals - land and buildings	-	58
Redundancy costs	<u>41</u>	<u>117</u>

Audit fees for the periods ended 31 March 2008 and 2 April 2007 have been borne by a fellow group undertaking.

Jarvis Construction (UK) Limited

Notes to the financial statements

for period ended 31 March 2008

8. Interest receivable and similar income

	Period ended 31 March 2008 £'000	Period ended 2 April 2007 £'000
Interest receivable - other	<u>27</u>	<u>90</u>

9. Interest payable and similar charges

	Period ended 31 March 2008 £'000	Period ended 2 April 2007 £'000
Interest payable - other	<u>-</u>	<u>239</u>

10. Taxation

	Period ended 31 March 2008 £'000	Period ended 2 April 2007 £'000
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(a) Analysis of tax credit for the period

Current tax

Adjustment in respect of previous years

Tax credit on profit on ordinary activities (note 10

(b))

Total tax credit

-	692
-	692
-	692

(b) Factors affecting tax credit for the period

	Period ended 31 March 2008 £'000	Period ended 2 April 2007 £'000
(Loss)/profit on ordinary activities before taxation	<u>(473)</u>	<u>1,718</u>
(Loss)/profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 30% (2007 30%)	(142)	515
<i>Effects of</i>		
Capital allowances in excess of depreciation	(1)	-
Tax losses carried forward	143	(515)
Adjustment to tax charge in respect of previous years	-	692
Current tax credit for the period (note 10(a))	<u>-</u>	<u>692</u>

Jarvis Construction (UK) Limited

Notes to the financial statements

for period ended 31 March 2008

11. Fixed asset investments

Cost and net book value

	£'000
At 31 March 2008 and 2 April 2007	<u>1,599</u>

A list of subsidiary undertakings, whose results and financial position are included in the consolidated financial statements of Jarvis Plc, the company's ultimate parent undertaking, are listed below

Name of undertakings	Holding	Proportion of voting rights and shares held
J Jarvis & Sons Limited	Ordinary	100%
Jarvis (Scotland) Limited	Ordinary	100%
Shephard Hill Civil Engineering Limited	Ordinary	100%

All of the above companies are incorporated and registered in the United Kingdom. They are 100% owned and the investment comprises ordinary shares only. All of the companies are non-trading. As a wholly owned subsidiary of Jarvis plc, the company is exempt from producing group accounts under Section 228 of the Companies Act 1985.

12. Debtors

	31 March 2008 £'000	2 April 2007 £'000
Trade debtors	563	698
Amounts recoverable on contracts	1,005	2,100
Amounts owed by group undertakings	1,980	1,668
VAT receivable	-	600
Other debtors	770	4,527
Prepayments and accrued income	38	971
	<u>4,356</u>	<u>10,564</u>

Amounts owed by group undertakings are included under current assets as there are no specific terms as to their repayment.

Jarvis Construction (UK) Limited

Notes to the financial statements

for period ended 31 March 2008

12. Debtors (continued)

Included within other debtors is £770,000 (2007 £3,352,000) relating to cash balances held in separate trust accounts. On 29 January 2005, Jarvis plc and certain other subsidiaries entered into agreements with other relevant parties in respect of 14 construction contracts (being those contracts not then past Practical Completions or that had material future cash outflows associated with them). The purpose of the agreements was to release the company from parent company guarantees given under the original contracts and to limit the Group's liability to additional costs required to complete the contracts. These agreements specified that the sums required to complete the contracts be placed into two trusts for each contract. The trusts are in the name of Jarvis Construction (UK) Limited but the funds standing to the credit of them are available only for the purposes specified by each trust and are directly related to funding construction liabilities. The funds are not available to Jarvis plc and Jarvis Construction (UK) Limited except for these purposes. The cash in each trust is only made available at the point when payments are made in accordance with the purposes of the trust. For these reasons, the cash in the trusts is recognised as a debtor.

13. Creditors

	31 March 2008 £'000	2 April 2007 £'000
Creditors: amounts falling due within one year		
Trade creditors	1,551	4,471
Amounts owed to group undertakings	187,897	171,056
Corporation tax	-	18,485
VAT payable	60	-
Other taxes and social security costs	15	202
Other creditors	1,782	77
Accruals and deferred income	1,622	5,095
	<u>192,927</u>	<u>199,386</u>

Amounts owed to group undertakings are included under amounts falling due within one year as there are no specific terms as to their repayment.

Included in accruals and deferred income is £1,592,000 (2007 £1,600,000) in respect of provisions for construction defects.

Jarvis Construction (UK) Limited

Notes to the financial statements

for period ended 31 March 2008

13. Creditors (continued)

As explained in note 12, the Group entered into agreements with other relevant parties in respect of the funding of 14 construction contracts. The purpose of the agreements was to release the company from parent company guarantees given under the original contracts and to limit the Group's liability to additional costs required to complete the contracts.

As at 31 March 2008, cash in these trusts (shown as other debtors in note 12) amounting to £770,000 was available for funding trade creditors of £691,000 and accruals of £79,000 in relation to these 14 contracts.

14. Share capital

	31 March 2008 £'000	2 April 2007 £'000
Authorised		
6,000,000 Ordinary shares of £1 each	<u>6,000</u>	<u>6,000</u>
Allotted, called up and fully paid		
5,299,001 Ordinary shares of £1 each	<u>5,299</u>	<u>5,299</u>

15. Reconciliation of shareholders' deficit and movement on reserves

	Share capital £'000	Capital Reserve £'000	Profit & Loss account £'000	Total Shareholders' deficit £'000
At 31 March 2006	5,299	4,000	(127,744)	(118,445)
Profit for the period	-	-	2,410	2,410
At 2 April 2007	5,299	4,000	(125,334)	(116,035)
Loss for the period	-	-	(473)	(473)
At 31 March 2008	<u>5,299</u>	<u>4,000</u>	<u>(125,807)</u>	<u>(116,508)</u>

16. Capital and financial commitments

The company has no capital commitments or obligations under non-cancellable operating leases at 31 March 2008 (2007: £Nil).

Jarvis Construction (UK) Limited

Notes to the financial statements

for period ended 31 March 2008

17. Contingent liabilities

The company is a subsidiary undertaking of Jarvis plc and is dependent upon the continued provisions of certain services by Jarvis plc and its subsidiary undertakings ("the Group"), in order to fulfil its contractual obligations to its principal customer, in particular, the provision of construction services

18. Ultimate parent undertaking and controlling party

The company's immediate and ultimate parent undertaking and controlling party is Jarvis plc, a company registered and incorporated in England and Wales, whose annual report and financial statements may be obtained from The Secretary, Jarvis plc, Meridian House, The Crescent, York, YO24 1AW