Company Number: 2876729

BAS CONSULTANCY LIMITED REPORT AND FINANCIAL STATEMENTS 31ST DECEMBER 2000

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27/10/01

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OFFICERS AND ADVISERS

Directors:

C. Cole
M.S. Paul

Secretary:

M.S. Paul

Barclays Bank plc
50 Pall Mall
PO Box 15162
London
SW1A 1QB

Registered Office:

Buchanan House
24 – 30 Holborn

London EC1N 2HS

REPORT OF THE DIRECTORS

The directors have pleasure in submitting their report together with the audited financial statements for the year ended 31st December 2000.

PRINCIPAL ACTIVITY AND BUSINESS REVIEW

The company did not trade during the year.

DIRECTORS AND THEIR INTERESTS

The directors of the company at the date of this report are set out below.

C. Cole

M.S. Paul

The directors had no beneficial interests in the share capital of the company. The beneficial interests of C. Cole and M.S. Paul in the share capital of the ultimate parent company, WSP Group plc is disclosed in that company's financial statements.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare financial statements 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. 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 accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 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 have a 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.

AUDITOR

In accordance with section 250 of the Companies Act 1985 the company, being eligible, has resolved not to appoint an auditor.

BY ORDER OF THE BOARD

M.S. PAUL

Secretary

Buchanan House 24 -- 30 Holborn London EC1N 2HS

BALANCE SHEET AS AT 31ST DECEMBER 2000

	Notes	<u>2000</u>	<u>1999</u>
		£	£
CURRENT ASSETS			
Debtors	2	83,706	83,706
CAPITAL AND RESERVES			
Called up share capital	3,4	4	4
Profit and loss account	4	83,702	83,702
EQUITY SHAREHOLDER'S FUN	NDS 4	83,706	83,706
		± 	

During the above financial year the company has been dormant within the meaning of section 250 of the Companies Act 1985, there have been no significant accounting transactions of the company required to be entered in its accounting records and accordingly no profit and loss account has been prepared.

The financial statements set out on pages 3 to 4 were approved by the board of directors and were signed on its behalf by:

C. COLE
Director

The notes on page 4 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2000

1. ACCOUNTING POLICIES

Basis of preparation

The financial statements have been prepared in accordance with the Companies Act 1985 and applicable accounting standards using the historical cost basis of accounting.

2. DEBTORS

	83.706	83.706
Amounts owed by group undertakings	83,706	83,706
	2000 £	1999 £

3. CALLED UP SHARE CAPITAL

A medicanity and	2 <u>000</u> £	1999 <u>£</u>
Authorised: 100 ordinary shares of £1 each	100	100
100 ordinary snares of £1 each	100	100
Allotted, called up and fully paid:		
4 ordinary shares of £1 each	4	4
	<u> </u>	==

4. RECONCILIATION OF MOVEMENTS IN EQUITY SHAREHOLDER'S FUNDS

	Share	Profit and	Shareholder's
	Capital	loss account	funds
	$\underline{\mathbf{t}}$	$\underline{\mathbf{t}}$	<u>£</u>
At 1st January 2000and at 31st December 2000	4	83,702	83,706
	====		

5. ULTIMATE PARENT COMPANY

The ultimate parent undertaking of BAS Consultancy Limited is WSP Group plc, incorporated in England. WSP Group plc is the only group for which group financial statements including BAS Consultancy Limited are drawn up. The consolidated accounts of WSP Group plc are available to the public and may be obtained from WSP Group plc, Buchanan House, 24 - 30 Holborn, London, EC1N 2HS.