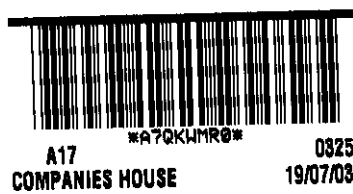


Company Number: 2876729

BAS CONSULTANCY LIMITED
REPORT AND FINANCIAL STATEMENTS
31ST DECEMBER 2002



BAS CONSULTANCY LIMITED

CONTENTS

	<u>Pages</u>
OFFICERS AND ADVISERS	1
REPORT OF THE DIRECTORS	2
BALANCE SHEET	3
NOTES TO THE FINANCIAL STATEMENTS	4

BAS CONSULTANCY LIMITED

OFFICERS AND ADVISERS

Directors:

C. Cole
M.S. Paul

Secretary:

M.S. Paul

Registered Office:

Buchanan House
24 – 30 Holborn
London
EC1N 2HS

BAS CONSULTANCY LIMITED

REPORT OF THE DIRECTORS

The directors have pleasure in submitting their report together with the financial statements for the year ended 31st December 2002.

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.

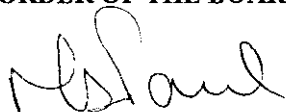
C. Cole
M.S. Paul

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, are disclosed in that company's financial statements.

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

BAS CONSULTANCY LIMITED

BALANCE SHEET

AS AT 31ST DECEMBER 2002

	<u>Notes</u>	<u>2002</u>	<u>2001</u>
		<u>£</u>	<u>£</u>
CURRENT ASSETS			
Debtors	1	<u>83,706</u>	<u>83,706</u>
CAPITAL AND RESERVES			
Called up share capital	2	4	4
Profit and loss account		<u>83,702</u>	<u>83,702</u>
EQUITY SHAREHOLDER'S FUNDS		<u>83,706</u>	<u>83,706</u>

For the year ended 31 December 2002 the company was entitled to exemption under section 249AA(1) of the Companies Act 1985. Members have not required the company to obtain an audit in accordance with section 249B(2) of the companies Act 1985.

The directors acknowledge their responsibility for:

- ensuring the company keeps accounting records which comply with section 221; and
- preparing accounts which give a true and fair view of the state of affairs of the company as at the end of its financial year, and of its profit and loss for the financial year in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.

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.

BAS CONSULTANCY LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST DECEMBER 2002

1. DEBTORS	<u>2002</u>	<u>2001</u>
	<u>£</u>	<u>£</u>
Amounts owed by group undertakings	<u>83,706</u>	<u>83,706</u>

2. CALLED UP SHARE CAPITAL

	<u>2002</u>	<u>2001</u>
	<u>£</u>	<u>£</u>
Authorised:		
100 ordinary shares of £1 each	<u>100</u>	<u>100</u>
Allotted, called up and fully paid:		
4 ordinary shares of £1 each	<u>4</u>	<u>4</u>

3. ULTIMATE PARENT COMPANY

The ultimate parent company of BAS Consultancy Limited is WSP Group plc, incorporated in England and Wales. 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.