

BAS CONSULTANCY LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

31ST DECEMBER 1999



BAS CONSULTANCY LIMITED

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BAS CONSULTANCY LIMITED

OFFICERS AND ADVISERS

Directors:

C. Cole
M.S. Paul

Secretary:

M.S. Paul

Auditor:

KPMG Audit Plc
8 Salisbury Square
London
EC4Y 8BB

Bankers:

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

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 audited financial statements for the year ended 31st December 1999.

PRINCIPAL ACTIVITY AND BUSINESS REVIEW

The company did not trade during the year.

RESULTS AND DIVIDEND

The company's results for the year are set out in the profit and loss account on page 4. The directors do not recommend the payment of a final dividend (1998: £Nil).

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 385 of the Companies Act 1985, a resolution to re-appoint KPMG Audit Plc as auditor of the company will be proposed at the forthcoming Annual General Meeting.

BY ORDER OF THE BOARD

M.S. PAUL 
Secretary
17 October 2000
Buchanan House
24 - 30 Holborn
London
EC1N 2HS

REPORT OF THE AUDITOR

to the member of

BAS CONSULTANCY LIMITED

We have audited the financial statements on pages 4 to 7.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITOR

The directors are responsible for preparing the directors' report and, as described on page 2, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditor, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

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. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, 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.

BASIS OF OPINION

We conducted our audit in accordance with 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 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.

OPINION

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31st December 1999 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



KPMG Audit Plc

Chartered Accountants
Registered Auditor

LONDON

17 October 2000

BAS CONSULTANCY LIMITED

PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31ST DECEMBER 1999

	<u>1999</u>	<u>1998</u>
	<u>£</u>	<u>£</u>
Turnover	-	918,164
Net operating expenses	-	(918,164)
Result for the financial period	<u>-</u>	<u>-</u>

There were no recognised gains or losses other than the results shown above.

The notes on pages 6 to 7 form part of these financial statements.

BAS CONSULTANCY LIMITED

BALANCE SHEET
AS AT 31ST DECEMBER 1999

	<u>Notes</u>	<u>1999</u>	<u>1998</u>
		<u>£</u>	<u>£</u>
CURRENT ASSETS			
Debtors	2	83,706	480,191
Cash at bank and in hand		-	54,110
		<u>83,706</u>	<u>534,301</u>
CREDITORS: amounts falling due within one year	3	-	(450,595)
NET ASSETS		<u>83,706</u>	<u>83,706</u>
CAPITAL AND RESERVES			
Called up share capital	4,5	4	4
Profit and loss account	5	83,702	83,702
EQUITY SHAREHOLDER'S FUNDS	5	<u>83,706</u>	<u>83,706</u>

The financial statements set out on pages 4 to 7 were approved by the board of directors and were signed on its behalf by:



C. COLE
Director

The notes on pages 6 to 7 form part of these financial statements.

BAS CONSULTANCY LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST DECEMBER 1999

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

	<u>1999</u>	<u>1998</u>
	<u>£</u>	<u>£</u>
Trade debtors	-	245,217
Amounts owed by group undertakings	83,706	225,496
Other debtors	-	9,478
	<u>83,706</u>	<u>480,191</u>

3. CREDITORS: amounts falling due within one year

	<u>1999</u>	<u>1998</u>
	<u>£</u>	<u>£</u>
Trade creditors	-	111,248
Amounts owed to group undertakings	-	338,644
Other taxes and social security costs	-	703
	<u>-</u>	<u>450,595</u>

4. CALLED UP SHARE CAPITAL

	<u>1999</u>	<u>1998</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>

BAS CONSULTANCY LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31ST DECEMBER 1999

5. RECONCILIATION OF MOVEMENTS IN EQUITY SHAREHOLDER'S FUNDS

	Share Capital £	Profit and loss account £	Shareholder's funds £
At 1 st January 1999 and at 31st December 1999	4	83,702	83,706

6. YEAR 2000

The Year 2000 changeover has had no effect on the company.

7. 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.