ARAMARK Workplace Solutions (UK)

Limited (formerly Orange Environmental Building Services Limited)

Directors' report and financial statements

Period ended 30 September 2010

Registered number 2949907

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Directors' report and financial statements

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Directors and other information

Directors P Cronin

J O'Shaughnessy D O'Brien A Bell

Secretary E Carey

Registered office 2nd Floor, IQ Business Park,

250 Fowler Avenue Farnborough, Hampshire

GU14 7JP

Auditor KPMG

Chartered Accountants

1 Stokes Place St Stephen's Green

Dublin 2

Bankers Nat West

2nd Floor

2 Cathedral Hill Guildford Surrey GU1 3ZR

Directors' report

The directors present their annual report and the audited financial statements for the period ended 30 September 2010

Principal activities, business review and future developments

The principal activity of the company is that of technical services and installation, maintenance, and repairs within commercial premises and the provision of facilities management services

Principle risks and uncertainties

The directors consider that the principal risks and uncertainties faced by the company are in the following categories

Economic risk

- The credit crisis in the financial markets may cause customers' expansion plans to be deferred and in some cases operations to be downsized in the current year
- The risk of unrealistic increases in wages or infrastructural costs impacting adversely on the competitiveness of the company and its principal customers

These risks are managed by innovative sourcing of products and services and strict control of costs

Competition risk

The directors manage competition risk through close attention to customer service levels

Financial risk

The company has budgetary and financial reporting procedures, supported by appropriate key performance indicators, to manage credit, liquidity and other financial risk

It is the intention of the directors to continue to develop the existing activities of the company. The directors expect the general level of activity to continue for the foreseeable future.

Results and dividends

The results for the financial period are set out in the profit and loss account on page 7. The directors do not recommend the payment of a dividend $(2009 \, £Nil)$

Directors' report (continued)

Directors and secretary

The directors and secretary who served during the year and since year end were as follows

Directors

M McMahon (resigned 10 December 2010)

P Cronin

J O'Shaughnessy

D O'Brien

A Bell (appointed 23 March 2011)

Secretary

J Weygandt (resigned 2 June 2011)

E Carey (appointed 2 June 2011)

Political and charitable contributions

The company did not make any political or charitable donations or incur any political expenditure during the period

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 they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information

Post balance sheet events

On 1 November 2010, the company acquired the assets and liabilities of the Arcadion trade from Aramark Limited (a group company) for the nominal sum of £911,000, payable by way of an intercompany loan (see note 18)

No other significant events effecting the financial statements have occurred since the balance sheet date

Auditor

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

On behalf of the board

9/8/2011

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 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,
- 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 transactions and that 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.

On behalf of the board



KPMG Chartered Accountants

1 Stokes Place St Stephen's Green Dublin 2 Ireland

Independent auditor's report to the members of ARAMARK Workplace Solutions (UK) Limited

We have audited the financial statements of ARAMARK Workplace Solutions (UK) Limited for the period ended 30 September 2010 which comprise the Profit and Loss account, Balance Sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom 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 auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 4, the directors are responsible for preparing the financial statements and for being satisfied that they give a true and fair view

Our responsibility is to audit, and to 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 website at www frc org uk/apb/scope/uknp



Independent auditor's report to the members of ARAMARK Workplace Solutions (UK) Limited (continued)

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 30 September 2010 and of its profit for the year 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.

David Meagher (Senior Statutory Auditor)

Hugg

For and on behalf of KPMG, Statutory Auditor

Chartered Accountants

Dublin

9 August 2011

Profit and loss account for the period ended 30 September 2010

	Notes	Period ended 30 September 2010 Stg£'000	Period ended 31 October 2009 Stg£'000
Turnover - continuing operations Cost of sales	2	4,328 (3,706)	3,380 (2,672)
Gross profit Administrative expenses		622 (562)	708 (537)
Operating profit – continuing operations Interest payable and similar charges	<i>4</i> 5	60 (6)	171 (11)
Profit on ordinary activities before taxation Tax on profit on ordinary activities	6	54 (24)	160 (3)
Profit for the financial period		30	157

The company had no recognised gains or losses in the financial period and the preceding financial period other than those dealt with in the profit and loss account

On behalf of the board

CBONIN

Balance sheet at 30 September 2010

	Notes	2010 Stg£'000	2009 Stg£'000
Fixed assets		J	٥
Tangible assets	7	138	232
Financial assets	8		
		138	232
Current assets Stocks	9	567	41
Debtors	10	3,882	2,841
Cash at bank and in hand	10	136	122
		4,585	3,004
Creditors: amounts falling due within one year	11	(3,403)	(1,906)
Net current assets		1,182	1,098
Total assets less current liabilities		1,320	1,330
Creditors: amounts falling due after more than one year	12	-	(40)
Net assets		1,320	1,290
Capital and reserves			
Called up share capital	14	10	10
Profit and loss account	15	1,310	1,280
Shareholders' funds	16	1,320	1,290

On behalf of the board

CHONIN

Company Registered number 2949907

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 are prepared in pounds sterling in accordance with generally accepted accounting principles under the historical cost convention

Consolidation

As the financial statements of the company and its subsidiary are dealt with in the group financial statements prepared and published by the company's ultimate parent, group financial statements have not been prepared as permitted by section 401 of the Companies Act 2006

Turnover

Turnover is measured at the fair value of the consideration received or receivable and represents amounts receivable for services provided in the normal course of business, net of discounts and value added tax. Turnover comprises fees for facilities services delivery. Turnover is recorded on an accruals basis.

Turnover is accrued for services provided by the accounting date but not invoiced and deferred if services are invoiced but not fully provided by the accounting date. Turnover on long term projects and on-going management is spread over the period in which the services are being provided.

Where the company acts as principal in the provision of these services, turnover is recognised together with a corresponding cost of sale. Where the company acts as agent in the provision of these services, the turnover recognised amounts to the net fee earned.

Taxation

Current tax is provided at amounts expected to be paid or recovered using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Provision is made at the rates expected to apply when timing differences reverse. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Notes (continued)

1 Accounting policies (continued)

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

Foreign currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction or at a contracted rate. The resulting monetary assets and liabilities are translated at the balance sheet rate or the contracted rate and the exchange differences are dealt with in the profit and loss account.

Leased assets

Tangible fixed assets acquired under finance leases or hire purchase contracts are included in the balance sheet at their equivalent capital value. Those held under hire purchase contracts are depreciated over their estimated useful lives. Those held under finance leases are depreciated over the shorter of the lease term and their useful lives. The interest element of these obligations is charged to the profit and loss account over the relevant period. The capital element of the future payments is treated as a liability.

Rental payments under operating leases are charged to the profit and loss account on a straight line basis over the lease term

Pensions

Pension costs are allocated to the profit and loss account on the basis of contributions payable to the defined contribution scheme in respect of each accounting period

Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less accumulated depreciation. Depreciation of tangible fixed assets is provided on a straight line basis at rates calculated to write off the cost of each asset over its estimated useful life as follows.

Plant & machinery	4 years
Property Improvements	4 years
Motor vehicles	5 years
Office equipment	3 years

Provision is also made for the impairment of tangible fixed assets

Notes (continued)

1 Accounting policies (continued)

Financial fixed assets

Financial fixed assets are shown at cost less provision for impairment. Income from financial assets, together with any related tax credit, is recognised in the profit and loss account in the year in which it is receivable.

Stocks and work in progress

Work in progress is calculated at the lower of cost and net realisable value

Long term work in progress represents costs incurred on specific contracts, net of amounts transferred to cost of sales in respect of work recorded as turnover, less foreseeable losses and payments on account not matched to turnover. Turnover is recorded when the outcome of a contract can be assessed with reasonable certainty before its conclusion. This is achieved by calculating the expected profit margin on the contract and applying that margin to the costs at the balance sheet date on the contract.

Cash flow statement

The company is exempt from the requirements of Financial Reporting Standard No 1, "Cash Flow Statements" to include a Cash Flow Statement as part of its financial statements as it is a wholly owned subsidiary and its results are included in the financial statements of its parent company which are publicly available

2 Turnover

All turnover relates to sales within the United Kingdom and arises from the company's principal activity which is that of technical services and installation, maintenance, and repairs within commercial premises and the provision of facilities management services

Notes (continued)

3	Employee numbers and remuneration	Period ended 30 September 2010 Stg£'000	Period ended 31 October 2009 Stg£'000
	Gross wages and salaries Employer's national insurance contribution Employer's pension contribution	1,444 173 13	1,242 130 7
		1,630	1,379
	The average monthly number of employees during the perio	d was as follows	
		Number 2010	r of employees 2009
	Engineering Administration Sales Management	29 17 2 5	26 11 1 10
		53	48
	Information regarding the highest paid director for the periods as follows	d ended 30 Septer	mber 2010
	15 d5 10110W5	Period ended 30 September 2010 Stg£'000	Period ended 31 October 2009 Stg£'000
	Emoluments	-	74

Notes (continued)

4 Statutory information

	Operating profit is stated after charging	Period ended 30 September 2010 Stg£'000	Period ended 31 October 2009 Stg£'000
	Depreciation – owned assets Depreciation – assets on hire purchase contracts Loss/(profit) on disposal of fixed assets Auditor's remuneration Directors' emoluments including pension contributions	35 61 7 16	45 55 (2) 14 208
5	Interest payable and similar charges	Period ended 30 September 2010 Stg£'000	Period ended 31 October 2009 Stg£'000
	Hire purchase interest	6	11
		6	11

Notes (continued)

6 Tax on profit on ordinary activities

Analysis of tax charge in year	Period ended 30 September 2010 Stg£'000	Period ended 31 October 2009 Stg£'000
Current Tax Adjustment in respect of prior year	24	3
Total tax charge	24	3
Factors affecting the current tax charge for period		
The current tax assessed for the period differs from the stand United Kingdom The differences are explained below	dard rate of corpor	ation tax in the
Profit on ordinary activities before tax	54	160
Tax on profit on ordinary activities at standard UK corporation tax rate of 28%	15	45
Effects of Accelerated depreciation in excess of capital allowances Other timing differences Group relief surrendered Adjustment in respect of prior year	9 -	18 (5) (58) 3
Current tax charge	24	3

There is no significant unprovided deferred tax (2009 - nil)

ARAMARK Workplace Solutions (UK) Limited (formerly Orange Environmental Building Services Limited)

Notes (continued)

Notes (continued)

7 Tangible fixed assets (continued)

Included in the above are fixed assets which are held under hire purchase contracts as follows

	Motor vehicles Stg£'000	Totals Stg£'000
Cost		
At beginning of period	329	329
Disposals	(63)	(63)
At end of period	266	266
Depreciation	 -	
At beginning of period	166	166
Charge for the period	61	61
Disposals	(44)	(44)
At 30 September 2010	183	183
Net book values		
At 30 September 2010	83	83
At 31 October 2009	163	163

Notes (continued)

8 Financial assets

Investments Stg £000's

At the beginning and end of the period

The company's investment at the balance sheet date, which has been fully provided for, comprises the following

Name	Activity	Country of incorporation	Ownership
Veris Property Management Limited	Property maintenance services	UK	100%

The above entity had its registered office at 250 Fowler Avenue, IQ Business Park, Farnborough, Hampshire, England, GU14 7JP

9	Stocks	2010 Stg£'000	2009 Stg£'000
	Work-in-progress	567	41

In the opinion of the directors, there is no material difference between the carrying value of the company's work in progress and its replacement cost at 30 September 2010

10	Debtors: amounts falling due within one year	2010 Stg£'000	2009 Stg£'000
	Trade debtors	1,027	827
	Other debtors and accrued income	25	150
	Amounts due from group companies (a)	2,804	1,821
	Prepayments	26	38
	Corporation tax	-	5
		3,882	2,841

(a) Amounts due from group companies are unsecured, interest free and repayable on demand

Notes (continued)

11	Creditors: amounts falling due within one year	2010 Stg£'000	2009 Stg£'000
	Bank overdraft (unsecured)	65	-
	Hire purchase contracts (Note 13)	35	61
	Trade creditors	1,120	395
	Social security	56	41
	VAT payable	30	37
	Corporation tax	19	-
	Other creditors and accruals	140	59
	Amounts due to group companies (a)	1,938	1,313
		3,403	1,906
	(a) Amounts due to group companies are unsecured, interest	free and repayabl	e on demand
12	Creditors: amounts falling due after more than one year	2010 Stg£'000	2009 Stg£`000
	Hire purchase contracts (Note 13)	-	40

Notes (continued)

13	Obligations under hire purchase contracts	2010 Stg£'000	2009 Stg£'000
	Gross obligations repayable Within one year Between one and five years	40	71 46
		40	117
	Finance charges repayable Within one year Between one and five years	5	10
		5	16
	Net obligations repayable Within one year Between one and five years	35	61
		35	101
14	Called up share capital	2010 Stg£'000	2009 Stg£'000
	Authorised 1,000,000 ordinary shares of Stg£1 each	1,000	1,000
	Allotted, issued and fully paid 10,000 ordinary shares of Stg£1 each	10	10
15	Reconciliation of movement in profit and loss account	2010 Stg£'000	2009 Stg£'000
	At beginning of period Profit for the financial period	1,280 30	1,123 157
	At end of period	1,310	1,280

Notes (continued)

16	Reconciliation of movements on shareholders' funds	2010 Stg£'000	2009 Stg£'000
	Opening shareholders' funds Profit for the financial period	1,290 30	1,133 157
	Closing shareholders' funds	1,320	1,290

17 Group membership and related party disclosures

The company is a 100% subsidiary of Veris UK Limited, a UK company, which in turn is a 100% subsidiary of Aramark Investments Limited, a company incorporated in the United Kingdom Aramark Investments Limited is a subsidiary of the Aramark Corporation

The largest group of which the company is a member and for which group accounts are prepared is that headed by Aramark Corporation, incorporated in the state of Delaware, USA whose principal place of business is at Aramark Tower, 1101 Market Street, Philadelphia, PA 19107, USA The consolidated financial statements of this group are available to the public and may be obtained from Aramark Tower, 1101 Market Street, Philadelphia, PA 19107, USA

Notes (continued)

18 Post balance sheet events

On 1 November 2010, the company acquired the assets and liabilities of the Arcadion trade from Aramark Limited (a group company)

The assets and liabilities acquired and consideration paid were as follows

	Book value at date of acquisition £'000	Fair value adjustments £'000	Fair value at date of acquisition £'000
Tangible fixed assets	24	-	24
Debtors	889	-	889
Accruals	(2)	-	(2)
Net assets acquired (excluding cash)	911	-	911
Goodwill arising on acquisition			-
Total acquired			911
Satisfied by:			
Intercompany loan payable to Aramark Limited			

Approval of financial statements

The financial statements were approved by the directors on

9/8/2011