

Protocol Education Developments Limited

Registered number. 3080557

Directors' report and accounts

Year ended 30 June 2007

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The directors submit their report and the unaudited financial statements of the company for the year ended 30 June 2007

Principal activity, review of business and future developments

During the year the company has not traded, has not incurred any liabilities and consequently made neither a profit nor a loss and will not trade in the future

Directors

The directors of the company who held office during the year are

G Stevens (resigned 31 December 2007)

S Burgess

D Lewis (appointed 29 November 2007)

None of the directors had any beneficial interest in the shares of the company at 30 June 2007 or 30 June 2006

S Burgess has no interest in the shares of Protocol Associates NV. The interests of G Stevens in the shares of Protocol Associates NV, the company's ultimate parent company at 30 June 2007, are disclosed in the accounts of Protocol Associates NV.

Auditors

The directors have relied upon the provisions of Sections 249AA and 388A of the Companies Act 1985 and have resolved not to appoint auditors.

Financial Risk Management

The company's operations expose it to a variety of financial risks that include the effects of credit risk, liquidity risk and interest rate risk. The directors monitor any risk considered to be significant to the company and establish appropriate risk management policies.

Liquidity risk and interest rate risk are managed at group level as the company is part of a group pooling arrangement and is funded through intercompany balances with entities that carry the group's external debt. The company does not use derivative financial instruments to manage interest rate costs and as such, no hedge accounting is applied.

Balance sheet as at 30 June 2007

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	<i>Note</i>	2007 £	2006 £
<i>Current assets</i>			
Debtors	3	1	1
Net assets		1	1
<i>Capital and Reserves</i>			
Called up share capital	4	1	1
Equity shareholders' funds		1	1

For the year ended 30 June 2007 the company was entitled to the exemption under Section 249AA(1) of the Companies Act 1985

Members have not required the company to obtain an audit in accordance with Section 249(B)(2) of the Companies Act 1985

The directors acknowledge their responsibility for

- (i) ensuring the company keeps accounting records which comply with Section 221, and
- (ii) preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the financial year, and of its profit or 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

Approved by the Board
22 May 2008



S Burgess
Director

The notes on pages 3 and 4 form part of these financial statements

1 Accounting policies

Accounting convention

The financial statements have been prepared under the historical cost convention and in accordance with applicable Accounting Standards all of which have been applied consistently throughout the year and the preceding period, with the exception of accounting standards adopted in the current year. Where a choice of treatment is available the directors apply the most appropriate accounting policy and estimation technique in accordance with Financial Reporting Standard (FRS 18).

Going concern

The financial statements have been prepared on a going concern basis as Protocol Associates NV, the Protocol group holding company, have agreed to support the company for the foreseeable future.

Basis of preparation

The company has not prepared a profit and loss account as there was no revenue during the year ended 30 June 2007. Any incidental expenses incurred by the company have been borne by the shareholders.

2 Employees

The average number of persons (all directors) employed by the company during the year was 2 (2006: 2).

The total emoluments of the directors, including pension contributions was £nil (2006: £nil).

The directors' emoluments in respect of services to the company for the year ended 30 June 2007 are borne by Protocol Systems Limited, another group company, and their emoluments are shown in the financial statements of that company. Copies of these financial statements can be obtained from the Company Secretary, Castle Marina Road, Castle Marina Park, Nottingham, NG7 1TN. The directors receive no emoluments for services to this company.

3 Debtors

	2007 £	2006 £
Other debtors	1	1

4 Share capital

	2007 £	2006 £
<i>Authorised</i>		
Ordinary shares of £1 each	1	1
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<i>Allotted, called up and fully paid</i>		
Ordinary shares of £1 each	1	1
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5 Contingent liabilities

The group, as part of an interest set-off arrangement, has guaranteed the overdraft facilities of subsidiary companies. The maximum liability under the guarantee is limited to the credit balances in those accounts which totals £32,951,000 at 30 June 2007 which are part of the interest set-off arrangement together with the proceeds of any items in the course of collection for the credit of such bank accounts.

Bank debt held by the group is secured by fixed and floating charges across the undertakings of the group. Significant repayments of this bank debt are due in June 2009.

The VAT position of the Group is necessarily complex as a result of the sectors in which it operates. The directors are of the view that VAT legislation has been correctly applied and the risk of further reviews being successfully pursued by HMRC is low. Therefore no additional provisions for VAT liabilities are considered necessary.

6 Ultimate parent company

The company's entire issued share capital is owned by Protocol National Limited. This company is the immediate parent undertaking.

Protocol Associates NV is the smallest and largest group to consolidate these financial statements. Protocol Associates NV is registered in the European Union. Copies of the group financial statements can be obtained from the Company Secretary, Castle Marina Road, Castle Marina Park, Nottingham, NG7 1TN.

Bridgepoint Capital (Nominees) Limited have a majority shareholding in Protocol Associates NV. This shareholding is for the benefit of a number of investment vehicles managed by Bridgepoint Capital Limited. In the opinion of the directors there is no ultimate controlling party. Copies of the financial statements of these companies are available at their registered office at 30 Warwick Street, London, W1B 5AL.