

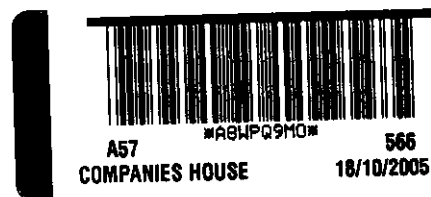
Registered number
3082240

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KFP Consulting Limited

Report and Accounts

31 March 2005



KFP Consulting Limited
Report and accounts
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**KFP Consulting Limited
Company Information**

Directors

Paul Bryant
Kaajal Bryant
Stephen Hitchings

Secretary

Kaajal Bryant

Auditors

Roland Klepzig & Co. LLP
42 Copperfield St
London
SE1 0DY

Bankers

HSBC plc
13-14 Sloane Square
London
SW1W 8AL

Registered office

44 Copperfield Street
London
SE1 0DY

Registered number

3082240

KFP Consulting Limited

Directors' Report

The directors present their report and accounts for the year ended 31 March 2005.

Principal activities

The company's principal activity during the year continued to be that of fire safety consultants.

Directors

The directors who served during the year and their interests in the share capital of the company were as follows:

	£1 Ordinary shares	
	31 Mar 2005	1 Apr 2004
Paul Bryant	-	-
Kaajal Bryant	-	-
Stephen Hitchings	-	-

The company is a wholly owned subsidiary of Kingfell plc. The directors have an interest in the issued share capital of the company through their interests in the share capital of Kingfell plc. These interests are as follows:

	Class "A" shares of £1		Class "B" shares of £1	
	2005	2004	2005	2004
Paul Bryant	28,501	28,501	-	-
Kaajal Bryant	19,000	19,000	-	-
Stephen Hitchings	-	-	5,000	5,000

Directors' responsibilities

Company law requires the directors to prepare accounts 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 accounts, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent; and
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for maintaining 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 accounts comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Auditors

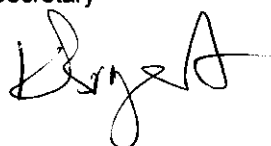
A resolution to reappoint Roland Klepzig & Co. LLP as auditors will be put to the members at the Annual General Meeting.

Small company special provisions

The report of the directors has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

This report was approved by the board on 21 September 2005.

Kaajal Bryant
Secretary



KFP Consulting Limited
Independent auditors' report
to the shareholders of KFP Consulting Limited

We have audited the accounts of KFP Consulting Limited for the year ended 31 March 2005 which comprise pages 4 to 10. These accounts have been prepared in accordance with the Financial Reporting Standard for Smaller Entities (effective June 2002), under the historical cost convention and the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. 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 auditors

As described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the accounts in accordance with applicable law and United Kingdom Accounting Standards.

Our responsibility is to audit the accounts in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the accounts give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Directors' Report is not consistent with the accounts, 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.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with United Kingdom 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 accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, 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 accounts 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 accounts.

Opinion

In our opinion the accounts give a true and fair view of the state of the company's affairs as at 31 March 2005 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Roland Klepzig & Co. LLP
Registered auditors

42 Copperfield St
London
SE1 0DY



21 September 2005

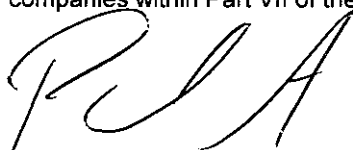
KFP Consulting Limited
Profit and Loss Account
for the year ended 31 March 2005

	Notes	2005 £	2004 £
Turnover		708,317	687,739
Cost of sales		(220,551)	(265,988)
Gross profit		<u>487,766</u>	<u>421,751</u>
Administrative expenses		(240,497)	(277,523)
Operating profit	2	<u>247,269</u>	<u>144,228</u>
Interest receivable		512	259
Interest payable		(25,428)	-
Profit on ordinary activities before taxation		<u>222,353</u>	<u>144,487</u>
Tax on profit on ordinary activities	3	(61,133)	(28,423)
Profit for the financial year		<u>161,220</u>	<u>116,064</u>
Dividends		(125,000)	(172,500)
Retained profit/(loss) for the financial year	12	<u>36,220</u>	<u>(56,436)</u>

KFP Consulting Limited
Balance Sheet
as at 31 March 2005

	Notes	2005 £	2004 £
Fixed assets			
Tangible assets	4	419,493	424,679
Investments	5	-	45,000
		<u>419,493</u>	<u>469,679</u>
Current assets			
Work in progress		39,010	18,296
Debtors	6	126,252	145,671
Cash at bank and in hand		<u>3,547</u>	<u>2,128</u>
		168,809	166,095
Creditors: amounts falling due within one year	7	(162,866)	(171,326)
Net current assets/(liabilities)		<u>5,943</u>	<u>(5,231)</u>
Total assets less current liabilities		<u>425,436</u>	<u>464,448</u>
Creditors: amounts falling due after more than one year	8,9	(370,995)	(446,227)
Provisions for liabilities and charges	10	(133)	(133)
Net assets		<u>54,308</u>	<u>18,088</u>
Capital and reserves			
Called up share capital	11	205	205
Profit and loss account	12	54,103	17,883
Shareholders' funds		<u>54,308</u>	<u>18,088</u>

The accounts have been prepared in accordance with the special provisions relating to small companies within Part VII of the Companies Act 1985.



Paul Bryant
Director

Approved by the board on 21 September 2005

KFP Consulting Limited
Notes to the Accounts
for the year ended 31 March 2005

1 Accounting policies

Accounting convention

The accounts have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective June 2002).

Turnover

Turnover represents the invoiced value of goods and services supplied by the company, net of value added tax and trade discounts.

Depreciation

Depreciation has been provided at the following rates in order to write off the assets over their estimated useful lives.

Long leasehold interest	Not depreciated (see below)
Plant and machinery	20% straight line
Motor vehicles	25% straight line

No depreciation is provided on long leasehold interests. The company follows a programme of regular refurbishment and maintenance of its properties, which includes the reinstatement of the fabric of the buildings, where necessary, in order to maintain them to a high standard. Accordingly, in the opinion of the directors, any element of depreciation would be immaterial and no provision has been made.

Work in progress

Work in progress is valued on the basis of direct costs plus attributable overheads based on normal level of activity. Provision is made for any foreseeable losses where appropriate. No element of profit is included in the valuation of work in progress.

Deferred taxation

Full provision is made for deferred taxation resulting from timing differences between the recognition of gains and losses in the accounts and their recognition for tax purposes. Deferred taxation is calculated on an un-discounted basis at the tax rates which are expected to apply in the periods when the timing differences will reverse.

Leasing and hire purchase commitments

Assets held under finance leases and hire purchase contracts, which are those where substantially all the risks and rewards of ownership of the asset have passed to the company, are capitalised in the balance sheet and depreciated over their useful lives. The corresponding lease or hire purchase obligation is treated in the balance sheet as a liability.

The interest element of the rental obligations is charged to the profit and loss account over the period of the lease and represents a constant proportion of the balance of capital repayments outstanding.

Rentals paid under operating leases are charged to income on a straight line basis over the lease term.

Pensions

The company operates a defined contribution pension scheme. Contributions are charged to the profit and loss account as they become payable in accordance with the rules of the scheme.

KFP Consulting Limited
Notes to the Accounts
for the year ended 31 March 2005

2 Operating profit	2005	2004
	£	£
This is stated after charging:		
Depreciation of owned fixed assets	7,715	4,880
Amortisation of long leasehold interest (see Note 1)	(4,320)	4,320
Auditors' remuneration	3,750	4,000
	<hr/>	<hr/>
3 Taxation	2005	2004
	£	£
UK corporation tax	61,133	28,423
	<hr/>	<hr/>
	61,133	28,423
4 Tangible fixed assets		
	Long leasehold interest	Plant and machinery etc
	£	£
Cost		Total
		£
At 1 April 2004	416,939	462,549
Additions	-	2,529
At 31 March 2005	<hr/>	<hr/>
	416,939	465,078
Depreciation		
At 1 April 2004	4,320	33,550
Charge for the year	(4,320)	12,035
At 31 March 2005	<hr/>	<hr/>
	-	45,585
Net book value		
At 31 March 2005	<hr/>	<hr/>
	416,939	419,493
At 31 March 2004	<hr/>	<hr/>
	412,619	424,679

The company's long leasehold interest represents trading premises acquired in 2003 on a lease of 999 years.

5 Investments	Investments in subsidiary undertakings
	£
Cost	
At 1 April 2004	45,000
Disposals	(45,000)
At 31 March 2005	<hr/>
	-

KFP Consulting Limited
Notes to the Accounts
for the year ended 31 March 2005

5 Investments (continued)

The company held 20% or more of the share capital of the following companies:

Company	Country of registration or incorporation	Shares held Class	%
Kingfell Fire Engineering Ltd	England and Wales	Ordinary	100

The company's investment in Kingfell Fire Engineering Limited was transferred to Kingfell plc in September 2004 following the acquisition by Kingfell plc of the entire issued share capital of the company.

6 Debtors	2005 £	2004 £
Trade debtors	102,278	142,221
Amounts owed by group undertakings and undertakings in which the company has a participating interest	20,712	-
Other debtors	3,262	3,450
	<u>126,252</u>	<u>145,671</u>
7 Creditors: amounts falling due within one year	2005 £	2004 £
Bank loans and overdrafts	20,000	53,805
Trade creditors	14,316	24,851
Amounts owed to group undertakings and undertakings in which the company has a participating interest	13,906	15,533
Corporation tax	61,487	28,320
Other taxes and social security costs	24,492	36,873
Other creditors	28,665	11,944
	<u>162,866</u>	<u>171,326</u>
8 Creditors: amounts falling due after one year	2005 £	2004 £
Bank loans	220,995	231,227
Amounts owed to group undertakings and undertakings in which the company has a participating interest	150,000	215,000
	<u>370,995</u>	<u>446,227</u>
9 Loans	2005 £	2004 £
Creditors include:		
Amounts falling due for payment after more than five years	<u>130,995</u>	<u>161,227</u>
Secured bank loans	<u>240,995</u>	<u>251,227</u>

KFP Consulting Limited
Notes to the Accounts
for the year ended 31 March 2005

10 Provisions for liabilities and charges

Deferred taxation:	2005	2004
	£	£
Accelerated capital allowances	133	133

	2005	2004
	£	£
At 1 April	133	133
At 31 March	133	133

11 Share capital

Authorised:	2005	2004
Ordinary shares of £1 each	£	£
	1,000	1,000

	2005	2004	2005	2004
	No	No	£	£
Allotted, called up and fully paid:				
Ordinary shares of £1 each	205	205	205	205

12 Profit and loss account

	2005	2004
	£	£
At 1 April	17,883	74,319
Retained profit/(loss)	36,220	(56,436)
At 31 March	54,103	17,883

13 Contingent liabilities

[a] The Company has given unlimited composite guarantees to its bankers in respect of the borrowings of its fellow subsidiary Kingfell Fire Engineering Limited and parent company Kingfell plc. All short and long term borrowings under this arrangement are secured by a debenture incorporating a fixed and floating charge over all current and future assets of the company. At 31 March 2005 the total outstanding on these borrowings was £600,480 (2004 - £Nil).

[b] In common with certain other group companies, the company is party to a group VAT registration whereby each member company guarantees the liability to VAT of the other members.

Contingent liabilities are not expected to give rise to any material losses.

KFP Consulting Limited
Notes to the Accounts
for the year ended 31 March 2005

14 Transactions with directors

The company financed the use of a vehicle by P Bryant through contract hire. The total cost to the company of this arrangement during the period was £5,379 (2004 - £5,379) and was treated as payment in lieu of dividends due to P Bryant on his shares in the holding company.

15 Related parties

The company has claimed exemption under FRS 8 from the disclosure of transactions between group companies on the grounds that consolidated accounts are prepared by the ultimate parent company and made publicly available.

16 Controlling party

The ultimate parent company is Kingfell plc, a company incorporated in the United Kingdom.

The largest group in which the results of the company are consolidated is that headed by Kingfell plc. Copies of the annual report and accounts of this company may be obtained from Companies House, Crown Way, Cardiff CF14 3UZ.

KFP Consulting Limited
Profit and Loss Account
for the year ended 31 March 2005
for the information of the directors only

	2005 £	2004 £
Sales	708,317	687,739
Cost of sales	(220,551)	(265,988)
Gross profit	<u>487,766</u>	<u>421,751</u>
Administrative expenses	(240,497)	(277,523)
Operating profit	<u>247,269</u>	<u>144,228</u>
Interest receivable	512	259
Interest payable	(25,428)	-
Profit before tax	<u>222,353</u>	<u>144,487</u>

KFP Consulting Limited
Schedule to the Profit and Loss Account
for the year ended 31 March 2005
for the information of the directors only

	2005 £	2004 £
Turnover		
Sales	708,317	687,739
Cost of sales		
Purchases	21,189	22,170
Increase in stocks	(20,714)	(1,446)
Subcontractor costs	220,076	245,264
	220,551	265,988
Administrative expenses		
Employee costs:		
Wages and salaries	113,370	21,933
Directors' salaries	3,634	121,401
Pensions	6,186	17,150
Employer's NI	7,590	15,540
Staff training and welfare	3,361	230
Travel and subsistence	8,355	9,197
Motor expenses	5,454	6,797
Entertaining	1,485	2,097
	149,435	194,345
Premises costs:		
Rent and rates	13,178	18,151
Light and heat	2,580	1,138
	15,758	19,289
General administrative expenses:		
Telephone and fax	170	10,124
Stationery and printing	4,080	7,876
Bank charges	2,769	3,315
Insurance	2,400	20,634
Equipment hire	-	912
Depreciation	12,035	4,880
Amortisation of long leasehold interest	(4,320)	4,320
Bad debts	-	(10,363)
Sundry expenses	2,240	3,973
	19,374	45,671
Legal and professional costs:		
Audit fees	3,750	4,000
Accountancy fees	1,000	13,575
Management charges	50,000	-
Advertising and PR	915	85
Other legal and professional	265	558
	55,930	18,218
	240,497	277,523