

ADVICEPART LIMITED
ANNUAL REPORT
YEAR ENDED 31 MARCH 2001

PKF



ADVICEPART LIMITED

COMPANY INFORMATION

Directors	J Cohen-resigned 7 September 2001 R Kelvin Hughes-resigned 7 September 2001 C Chapman-appointed 8 November 2000 W J C Douie-appointed 8 November 2000
Secretary	P W McWeeney
Company Number	3125335
Registered Office	20 Portland Square Bristol BS2 8SJ
Auditors	PKF Pannell House 6/7 Litfield Place Clifton Bristol BS8 3LX

ADVICEPART LIMITED

CONTENTS

	Page
DIRECTORS' REPORT	1
STATEMENT OF DIRECTORS' RESPONSIBILITIES	2
AUDITORS' REPORT	3
BALANCE SHEET	4
NOTES TO THE FINANCIAL STATEMENTS	5

ADVICEPART LIMITED
DIRECTORS' REPORT
YEAR ENDED 31 MARCH 2001

The directors submit their report and the financial statements for the year ended 31 March 2001.

Dormant company status

The company did not trade and was dormant throughout the year. There has been no income or expenditure and no change has arisen in the position of the company. Any expenses have been met by the holding company.

Directors

The directors who served during the year were:

J Cohen-resigned 7 September 2001

R Kelvin Hughes-resigned 7 September 2001

C Chapman-appointed 8 November 2000

W J C Douie-appointed 8 November 2000

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-	-
-	-

The company is a wholly owned subsidiary of Catalis Rail Training Limited, which is itself a wholly owned subsidiary of ATA Group Plc.

The interests of the directors in the share capital of ATA Group Plc are disclosed in the financial statements of that company.

Auditors

The auditors, PKF, will be proposed for reappointment in accordance with section 385 of the Companies Act 1985.

By order of the board


Secretary

ADVICEPART LIMITED
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 of the company for that period. In preparing those financial statements the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments 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 enable them to ensure that the financial statements 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.

The directors are responsible for ensuring that the directors' report is prepared in accordance with company law in the United Kingdom.

**INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF
ADVICEPART LIMITED**

We have audited the financial statements of Advicepart Limited for the year ended 31 March 2001 which comprise the Balance Sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards are set out in the Statement of Directors' Responsibilities.

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

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 1985. 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.

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 financial statements. It also includes an assessment of the significant estimates and judgments 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 31 March 2001 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

295 my 2002

Bristol, UK

PKE

Registered Auditors

ADVICEPART LIMITED
BALANCE SHEET
31 MARCH 2001

	Notes	2001 £	2000 £
CURRENT ASSETS			
Debtors	2	1,000	1,000
NET CURRENT ASSETS		<u>1,000</u>	<u>1,000</u>
CAPITAL AND RESERVES			
Called up share capital	3	1,000	1,000
SHAREHOLDERS' FUNDS		<u>1,000</u>	<u>1,000</u>

The financial statements were approved by the board on 29 January 2002

Signed on behalf of the board of directors


 Director

ADVICEPART LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31 MARCH 2001

1 BASIS OF PREPARATION

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

2 DEBTORS

	2001 £	2000 £
Due after one year		
Amounts due from group undertakings	1,000	1,000
	<u>1,000</u>	<u>1,000</u>

3 SHARE CAPITAL

	Authorised £	Allotted, called up and fully paid No.	£
At 1 April 2000 and 31 March 2001			
Ordinary shares of £1 each	3,000,000	1,000	1,000
	<u>3,000,000</u>	<u>1,000</u>	<u>1,000</u>

4 CONTINGENT LIABILITIES

On 12 December 1997 the company entered into a counter indemnity to the bank to procure a guarantee from the bank in respect of the unsecured loan notes 2002 of its parent company. Loan notes in issue at 31 December 2000 amounted to £41,837 (31 March 2000:£146,524).

On 12 December 1997 the company entered into a guarantee with the bank over the borrowings to Catalis Group Limited which amounted to £1,475,880 at 31 December 2000 (31 March 2000:£1,786,600).

5 PARENT UNDERTAKINGS AND CONTROLLING PARTIES

Advicepart Limited is a wholly owned subsidiary of Catalis Rail Training Limited, a company registered in England and Wales and the immediate parent undertaking. The accounts of Catalis Rail Training Limited are available to the public and may be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.

Catalis Rail Training Limited is itself a wholly owned subsidiary of ATA Group Plc, a company registered in England and Wales, and the ultimate parent undertaking. ATA is both the smallest and largest group into which the results of the company are consolidated. The consolidated financial statements of ATA Group Plc are available to the public and may be obtained from ATA Group Plc, 20 Portland Square, Bristol, BS2 8SJ.