AMENDING

Academy Supply Agency Limited

Report and Financial Statements

Year ended

31 December 2006

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Report and financial statements for the year ended 31 December 2006

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Directors

D McLaney N J Williams

Secretary and registered office

K Spedding, Fives Court, Hillsborough Barracks, Penistone Road, Sheffield, S6 2GZ

Company number

3205506

Auditors

BDO Stoy Hayward LLP, Emerald House, East Street, Epsom, KT17 1HS

Report of the directors for the year ended 31 December 2006

The directors present their report together with the audited financial statements for the year ended 31 December 2006

Results

The profit and loss account is set out on page 5 and shows the result for the year

Principal activity, review of business and future developments

The company's principal activity is that of a staff agency for supply teachers

The directors expect the company to become dormant

Directors

The directors of the company during the year were

D McLaney

N Williams

No director had any beneficial interest in the share capital of the company

D McLaney and N Williams are also directors of the ultimate parent company, Public Recruitment Group PLC, and their interests in the share capital of the company are shown in its financial statements

Report of the directors for the year ended 31 December 2006 (Continued)

Directors' responsibilities

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice

Company law requires the directors to prepare financial statements for each financial period 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 judgements and estimates that are reasonable and prudent,
- 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 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

All of the current directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the company's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The directors are not aware of any relevant audit information of which the auditors are unaware

BDO Stoy Hayward LLP have expressed their willingness to continue in office and a resolution to re-appoint them will be proposed at the annual general meeting

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

By order of the board

K Spedding Secretary

Date 23 3 07

Report of the independent auditors

Independent Auditor's Report to the Shareholders of Academy Supply Agency Limited

We have audited the financial statements of Academy Supply Agency Limited for the year ended 31 December 2006 which comprise the Profit and Loss Account, 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 financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) 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 International Standards on Auditing (UK and Ireland)

We report to you our opinion as to whether the financial statements give a true and fair view and have been properly prepared in accordance with the Companies Act 1985 and whether the information given in the directors' report is consistent with those financial statements. We also report to you if, in our opinion, 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 other transactions 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

Our report has been prepared pursuant to the requirements of the Companies Act 1985 and for no other purpose. No person is entitled to rely on this report unless such a person is a person entitled to rely upon this report by virtue of and for the purpose of the Companies Act 1985 or has been expressly authorised to do so by our prior written consent. Save as above, we do not accept responsibility for this report to any other person or for any other purpose and we hereby expressly disclaim any and all such liability.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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.

Report of the independent auditors (Continued)

Opinion

In our opinion

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2006 and of its profit for the year then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and

the information given in the directors' report is consistent with the financial statements

Chartered Accountants and Registered Auditors

Epsom

Profit and loss account for the year ended 31 December 2006

| | Note | 2006 £ | 2005 £ |
|--|------|-----------|-------------|
| Turnover | 2 | 4,128 | 10,000 |
| Cost of sales | | - | - |
| Gross profit | | 4,128 | 10,000 |
| Administrative expenses | | 3,625 | (55,500) |
| Operating profit/(loss) | 3 | 7,753 | (45,500) |
| Other interest receivable and similar income Interest payable and similar charges | 4 | - | 749 (70) |
| | | | |
| Profit/(loss) on ordinary activities before taxation | | 7,753 | (44,821) |
| Taxation on profit/(loss) on ordinary activities | 5 | (1,926) | 6,954 |
| Profit/(loss) on ordinary activities after taxation | | 5,827 | (37,867) |

All amounts relate to discontinued activities

All recognised gains and losses in the year are included in the profit and loss account. There are no movements in shareholders' funds in the current year and prior period apart from the profit/(loss) for the year

Balance sheet at 31 December 2006

| | Note | 2006 £ | 2006 £ | 2005 £ | 2005 £ |
|--------------------------------------|----------|-----------|-----------|-----------|-----------|
| Current assets | | | | | |
| Debtors | 6 | 869,714 | | 900,158 | |
| Creditors: amounts falling due wi | ithin | | | | |
| one year | 7 | (9,315) | | (45,586) | |
| Total assets less current habilities | ; | | 860,399 | | 854,572 |
| Capital and reserves | | | | | |
| Called up share capital | 9 | | 40,200 | | 40,200 |
| Profit and loss account | 10 | | 820,199 | | 814,372 |
| | | | | | |
| Shareholders' funds | | | 860,399 | | 854,572 |
| | | | | | |

The financial statements were approved by the Board and authorised for issue on 23/3/07

gui.

N J Williams **Director**

Notes forming part of the financial statements for the year ended 31 December 2006

1 Accounting policies

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

The following principal accounting policies have been applied

Cash flow statement

The company has taken advantage of the exemption conferred by Financial Reporting Standard 1 'Cash Flow Statements (Revised 1996)' not to prepare a cash flow statement on the grounds that at least 90% of the voting rights in the company are controlled within the group headed by Public Recruitment Group PLC and the company is included in consolidated financial statements

Turnover

Turnover represents sales to external customers at invoiced amounts less value added tax or local taxes on sales

Deferred taxation

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except that the recognition of deferred tax assets is limited to the extent that the company anticipates making sufficient taxable profits in the future to absorb the reversal of the underlying timing differences

Deferred tax balances are not discounted

Leased assets

Where assets are held on operating leases their annual rentals are charged to the profit and loss account on a straight-line basis over the term of the lease

Related party disclosure

The company has taken advantage of the exemption conferred by Financial Reporting Standard 8, 'Related party disclosures', not to disclose transactions with members or investees of the group headed by Public Recruitment Group PLC on the grounds that at least 90% of the voting rights in the company are controlled within that group and the company is included in consolidated financial statements

2 Turnover

Turnover is wholly attributable to the principal activity of the company and arises solely within the United Kingdom

Notes forming part of the financial statements for the year ended 31 December 2006 (Continued)

| 3 | Operating profit/(loss) | | |
|---|--|-------------------------|------------------|
| | | 2006 £ | 2005 £ |
| | This is arrived at after charging | | |
| | Depreciation of tangible fixed assets | | 12,752 |
| | There were no staff costs or directors remuneration incurred by the con- | npany in the current or | prior year |
| 4 | Interest payable and similar charges | 2006 £ | 2005 £ |
| | Bank loans and overdrafts | - | 70 |
| 5 | Taxation on profit/(loss) on ordinary activities | 2006 £ | 2005 £ |
| | UK Corporation tax Current tax on profits/(losses) of the period Adjustments in respect of prior periods | 688 | 1,407 (6,333) |
| | Total current tax | 688 | (4,926) |
| | Deferred tax Origination and reversal of timing differences (see note 8) | 1,238 | (2,028) |
| | Taxation on profit/(loss) on ordinary activities | 1,926 | (6,954) |

Notes forming part of the financial statements for the year ended 31 December 2006 (Continued)

5 Taxation on profit/(loss) on ordinary activities (continued)

The tax assessed for the year is lower (2005 higher) than the standard rate of corporation tax in the UK The differences are explained below

| • | | |
|--|-----------|-----------|
| | 2006 | 2005 |
| Profit/(loss) on ordinary activities before tax | 7,753 | (44,821) |
| Profit/(loss) on ordinary activities at the standard rate of | | |
| corporation tax in the UK of 30% (2005 30%) Effect of | 2,326 | (13,446) |
| Expenses not deductible for tax purposes | - | 1,407 |
| Capital allowances for year in excess of depreciation | (1,238) | (2,574) |
| Marginal relief | (400) | - |
| Other timing differences | - | 2,673 |
| Adjustment in respect of prior period | - | (6,333) |
| Utilisation of tax losses | | 13,347 |
| Current tax charge/(credit) for year | 688 | (4,926) |
| 6 Debtors | | |
| | 2006 £ | 2005 £ |
| | • | |
| Amounts owed by group undertakings | 869,395 | 886,195 |
| 04 114 | - | 8,382 |
| Other debtors | 210 | 4,343 |
| Prepayments and accrued income | 319 | - |
| | - | 1,238 |

All amounts shown under debtors fall due for payment within one year

Notes forming part of the financial statements for the year ended 31 December 2006 (Continued)

| 7 | Creditors: amounts falling due within one year | | |
|---|--|---------|---------|
| | | 2006 | 2005 |
| | | £ | £ |
| | Trade creditors | 6,713 | 7,527 |
| | Amounts owed to group undertakings | 1.513 | 14,981 |
| | Corporation tax | 1,512 | 2.079 |
| | Other taxation and social security Accruals and deferred income | 1,090 | 3,078 |
| | Accruais and deferred income | | 20,000 |
| | | 9,315 | 45,586 |
| | | <u></u> | |
| 8 | Deferred taxation | | |
| | | | £ |
| | At 1 January 2006 | | (1,238) |
| | Debited to profit and loss account in the year (see note 5) | | 1,238 |
| | At 31 December 2006 | | • |
| 9 | Share capital | | |
| | • | 2006 | 2005 |
| | | £ | £ |
| | Authorised | | |
| | Share capital | | |
| | 50,000 Ordinary shares of £1 each | 50,000 | 50,000 |
| | 1,000 Ordinary B shares of £1 each | 1,000 | 1,000 |
| | 1,000 Ordinary C shares of £1 each | 1,000 | 1,000 |
| | 1,000 Ordinary D shares of £1 each | 1,000 | 1,000 |
| | | 53,000 | 53,000 |

Notes forming part of the financial statements for the year ended 31 December 2006 (Continued)

9 Share capital (Continued)

| | 2006 £ | 2005 £ |
|------------------------------------|-------------|-------------|
| Allotted, called up and fully paid | | |
| Share capital | | |
| 40,100 Ordinary shares of £1 each | 40,100 | 40,100 |
| 100 Ordinary B shares of £1 each | 100 | 100 |
| | | |
| | 40,200 | 40,200 |
| | | |

The 'B', 'C' and 'D' shares rank pari passu with the Ordinary shares save that -

'B', 'C' and 'D' shares carry no right to receive notice of, attend or vote at any general meeting of the company

Upon the winding up, or other repayment of the capital of the company, holders of 'B', 'C' or 'D' shares shall be paid in preference to the holders of ordinary shares. Such a repayment is equal to the capital paid plus growth in the Retail Price Index as increased by 2 25% per annum

10 Reserves

| | Profit and loss account £ |
|---------------------------------------|---------------------------------|
| At 1 January 2006 Profit for the year | 814,372 5,827 |
| At 31 December 2006 | 820,199 |

11 Contingent liabilities

The company has guaranteed bank borrowings of other group companies At 31 December 2006 amounts outstanding in respect of these borrowings were £29,639,725 (2005 - £22,428,908)

Notes forming part of the financial statements for the year ended 31 December 2006 (Continued)

12 Commitments under operating leases

The company had annual commitments under non-cancellable operating leases as set out below

| | 2006 Land and buildings £ | 2005 Land and buildings £ |
|--------------------------------------|------------------------------------|------------------------------------|
| Operating leases which expire | | _ |
| Within one year In two to five years | 8,838 | 15,150 21,028 |
| | 8,838 | 36,178 |

13 Ultimate parent company and parent undertaking of larger group

At 31 December 2006 the company's ultimate parent company was Public Recruitment Group PLC which is the parent of both the smallest and largest groups in which the results of the company are consolidated

Copies of the consolidated financial statements of Public Recruitment Group PLC are available from Companies House