

ATA MANAGEMENT SERVICES LIMITED

Company Number 03262509

ANNUAL REPORT

YEAR ENDED 31 DECEMBER 2011

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ATA MANAGEMENT SERVICES LIMITED

COMPANY INFORMATION

Directors	W J C Douie (Resigned 25 May 2011) A Pendlebury A Bailey (Appointed 25 May 2011)
Secretary	A Bailey
Company Number	03262509
Registered Office	The Derby Conference Centre London Road Derby DE24 8UX
Auditor	PKF (UK) LLP Century House St James' Court Friar Gate Derby DE1 1BT

ATA MANAGEMENT SERVICES LIMITED

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ATA MANAGEMENT SERVICES LIMITED
DIRECTORS' REPORT
YEAR ENDED 31 DECEMBER 2011

The directors submit their report and the financial statements for the year ended 31 December 2011

Principal activities

The principal activity of the company during the year continued to be that of the provision of services for other group companies

Business Review

The directors' report has taken advantage of the special provisions of section 415A of Companies Act 2006 and not presented a business review

Results and dividends

The loss for the year, after taxation, amounted to £304,000 (2010 £440,000 loss) The directors have declared a dividend of £Nil (2010 £Nil)

Directors

The directors who served during the year were as follows

W J C Douie (Resigned 25 May 2011)
A Pendlebury
A Bailey (Appointed 25 May 2011)

The company is a wholly owned subsidiary of RTC Group Plc A Pendlebury and A Bailey (appointed 18 May 2011) were directors of RTC Group Plc during the year, and their interests in the share capital of the parent company are disclosed in the financial statements of RTC Group Plc

Directors' indemnities

The company has qualifying third party indemnity provisions for the benefit of its directors which remains in force at the date of this report

Financial instruments

Treasury activities take place under procedures and policies approved by and monitored by the board They are designed to minimise the financial risks faced by the company, which arise primarily from interest rate and liquidity risk The company's policy throughout the period has been to ensure the continuity of funding by the use of an overdraft facility as required

The company does not actively use financial instruments as part of its financial risk management It is exposed to the usual credit risk and cash flow risk associated with selling on credit and manages this through credit control procedures All transactions are invoiced and paid in sterling so there is no foreign currency risk

The directors do not consider any other risks attaching to the use of financial instruments to be material to an assessment of its financial position

ATA MANAGEMENT SERVICES LIMITED

DIRECTORS' REPORT (continued)
YEAR ENDED 31 DECEMBER 2011

Provision of information to auditor

So far as each of the directors is aware at the date the report is approved

- there is no relevant audit information of which the company's auditor is unaware, and
- the directors have taken all the steps they should have taken to make themselves aware of any relevant audit information and to establish that the auditor are aware of that information

The report of the directors has been prepared in accordance with the special provisions relating to companies subject to the small companies regime within Part 15 of the Companies Act 2006

This report was approved by the board on 19 June 2012 and signed on its behalf



A Bailey
Secretary

ATA MANAGEMENT SERVICES LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

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 the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 judgments and accounting 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's transactions and 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 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.

ATA MANAGEMENT SERVICES LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ATA MANAGEMENT SERVICES LIMITED

We have audited the financial statements of ATA Management Services Limited for the year ended 31 December 2011 which comprise the profit and loss account, the 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 (United Kingdom 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, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and 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 Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 31 December 2011 and of its loss for the year then ended,
- have been properly prepared in accordance with United Kingdom 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.

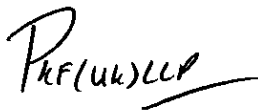
ATA MANAGEMENT SERVICES LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ATA MANAGEMENT SERVICES LIMITED (continued)

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, or
- the directors were not entitled to take advantage of small companies' exemptions in preparing the directors' report



Gareth Singleton (Senior statutory auditor)
for and on behalf of PKF (UK) LLP, Statutory auditor
Derby, UK

19 JUNE 2012

ATA MANAGEMENT SERVICES LIMITED
PROFIT AND LOSS ACCOUNT
YEAR ENDED 31 DECEMBER 2011

	Note	2011 £,000	2010 £,000
TURNOVER	1,2	972	863
Cost of sales		-	-
GROSS PROFIT		972	863
Administrative expenses		(1,206)	(1,285)
OPERATING LOSS	3	(234)	(422)
Interest payable	6	(94)	(18)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(328)	(440)
Tax on loss on ordinary activities	7	17	-
LOSS ON ORDINARY ACTIVITIES AFTER TAXATION	13	(311)	(440)

All amounts relate to continuing operations

There were no recognised gains or losses for 2011 or 2010 other than those included in the profit and loss account

The notes on pages 8 to 15 form part of these financial statements

ATA MANAGEMENT SERVICES LIMITED**BALANCE SHEET
31 DECEMBER 2011**

	Note	2011	2010
		£,000	£,000
FIXED ASSETS			
Tangible	8	99	34
CURRENT ASSETS			
Debtors	9	2,070	2,022
Cash at bank and in hand		323	399
		2,393	2,421
CREDITORS: amounts falling due within one year	11	(5,212)	(4,864)
NET CURRENT LIABILITIES		(2,819)	(2,443)
NET LIABILITIES		(2,720)	(2,409)
CAPITAL AND RESERVES			
Called up share capital	12	1	1
Share based payment reserve		-	(2)
Profit and loss account	13	(2,721)	(2,408)
SHAREHOLDERS' DEFICIT	14	(2,720)	(2,409)

The financial statements were approved and authorised for issue by the board and signed on its behalf on 19 June 2012

A Bailey
Director

The notes on pages 8 to 15 form part of these financial statements

ATA MANAGEMENT SERVICES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31 DECEMBER 2011

1 ACCOUNTING POLICIES

(a) Basis of preparation of financial statements

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

The balance sheet shows that liabilities exceed assets by £2,720,000 (2010 £2,409,000) RTC Group Plc has confirmed that it will maintain its financial support for the foreseeable future to enable the company to continue normal trading operations. On that basis, the directors consider it appropriate to prepare the financial statements on the going concern basis. The accounts do not include any adjustments that would result if this financial support was withdrawn.

(b) Turnover

The turnover shown in the profit and loss account represents amounts earned during the year, excluding value added tax.

Turnover is recognised at the point of delivery.

(c) Cash flow

The company, being a subsidiary undertaking where 90% or more of the voting rights are controlled within the group whose consolidated financial statements are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with FRS 1.

(d) Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Fixtures and fittings	33 3 % per annum
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(e) Hire purchase agreements and finance leases

Assets obtained under hire purchase agreements and finance leases are capitalised as tangible fixed assets. Assets acquired by finance lease or hire purchase agreement are depreciated over their useful lives. Finance leases are those where substantially all of the benefits and risks of ownership are assumed by the company. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payments is charged to the profit and loss account so as to produce a constant periodic rate of charge on the net obligation outstanding each period.

(f) Operating leases

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

Benefits received and receivable as an incentive to sign an operating lease are recognized on a straight line basis over the period until the date the rent is expected to be adjusted to the prevailing market rate.

ATA MANAGEMENT SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2011

1 ACCOUNTING POLICIES (continued)

(g) Deferred taxation

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation

A net deferred tax asset are recognised only if 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

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse

Deferred tax assets and liabilities have not been discounted

(h) Pensions

Contributions to money purchase pension schemes are charged to the profit and loss account as they become payable in accordance with the rules of the scheme

2 TURNOVER

Turnover is attributable to one class of business

All turnover arose within the United Kingdom

3 OPERATING LOSS

The operating loss is stated after charging/(crediting)

	2011 £,000	2010 £,000
Depreciation of tangible fixed assets		
- owned by the company	30	32
Fees payable to the company's auditor for the audit of the company's annual accounts	6	4

ATA MANAGEMENT SERVICES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31 DECEMBER 2011

4 DIRECTORS' REMUNERATION

	2011	2010
	£,000	£,000
Directors' emoluments	18	22
Company pension contributions to money purchase schemes	2	2

The number of directors accruing benefits under pension schemes were

Money purchase schemes	1	1
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5 STAFF COSTS

Staff costs, including directors' emoluments, were as follows

	2011	2010
	£,000	£,000
Wages and salaries	469	532
Social security costs	42	52
Other pension costs	6	13
	517	597

The average monthly number of employees, including executive directors, during the year was

	Number	Number
Administrative staff	19	20

During the year, A Pendlebury and A Bailey (appointed 18 May 2011) were directors of the company's parent company A Bailey's emoluments prior to his appointment to the board of RTC Group Plc are included in note 4 A Pendlebury did not receive any emoluments from ATA Management Services Limited Full details of their emoluments and benefits for the periods which they were Group Board Directors are disclosed in the financial statements of the parent company, RTC Group Plc

6 INTEREST PAYABLE

	2011	2010
	£,000	£,000
Bank loans and overdrafts	94	18

ATA MANAGEMENT SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2011

7 TAXATION

Analysis of (credit) / charge in year	2011 £,000	2010 £,000
Current tax		
UK corporation tax charge on loss for the year	-	-
Adjustments in respect of prior periods	-	-
Total current tax	-	-
Deferred tax (see note 10)		
Origination or reversal of timing differences	(17)	-
Tax on loss on ordinary activities	(17)	-

Factors affecting the tax charge for the year

The tax assessed for the year is lower than the profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 25% (2010 28%) The differences are explained below

	2011 £,000	2010 £,000
Loss on ordinary activities before tax	(328)	(440)
Loss on ordinary activities multiplied by the standard rate of corporation tax of 25% (2010 28%)	(82)	(123)
Effects of:		
Depreciation in excess of capital allowances	8	5
Expenses not deductible for taxation purposes	24	3
Short term timing differences	50	94
Losses carried forward	-	21
Group relief	-	-
Current tax charge for the year (see note above)	-	-

Estimated losses available to offset against future taxable profits on continuing operations in the UK amount to £351,000 (2010 - £337,000)

The Chancellor of the Exchequer has announced that the rate of corporation tax will be reduced by one percentage point a year until 2014, when it will remain at 22% In accordance with relevant accounting standards, calculation of deferred tax is based on a tax rate of 25%, being the rate enacted at the year end date

ATA MANAGEMENT SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2011

8 TANGIBLE FIXED ASSETS

	Fixtures & Fittings	Total
	£,000	£,000
Cost		
At 1 January 2011	360	360
Additions	95	95
Disposals	-	-
At 31 December 2011	455	455
Depreciation		
At 1 January 2011	326	326
Charge for year	30	30
Disposals	-	-
At 31 December 2011	356	356
Net Book amount		
At 31 December 2011	99	99
At 31 December 2010	34	34

9 DEBTORS

	2011 £,000	2010 £,000
Due within one year		
Amounts due from group undertakings	1,942	1,887
Net deferred tax asset (see note 10)	57	39
Other debtors	71	96
	2,070	2,022

ATA MANAGEMENT SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2011

10 DEFERRED TAX ASSET

	2011 £,000	2010 £,000
At 1 January 2011	39	39
Created during the year	18	-
At 31 December 2011	<u>57</u>	<u>39</u>

The deferred tax asset is made up as follows:

Depreciation in excess of capital allowances	<u>57</u>	<u>39</u>
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The deferred tax asset not recognised:

Losses	<u>88</u>	<u>91</u>
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11 CREDITORS

	2011 £,000	2010 £,000
Amounts falling due within one year		
Trade creditors	90	43
Amounts owed to group undertakings	5,013	4,702
Corporation tax	-	-
Accruals and deferred income	63	119
Other tax and social security	46	-
	<u>5,212</u>	<u>4,864</u>

ATA MANAGEMENT SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2011

12 SHARE CAPITAL

	Authorised £	Allotted, called up and fully paid No	£
At 1 January 2011 and 31 December 2011 Ordinary shares of £1 each	1,000	1,000	1,000

13 RESERVES

	Share based payment reserve £,000	Profit and loss account £,000
At 1 January 2011	(2)	(2,408)
Loss for the year	-	(311)
Movement on share based payment reserve	2	(2)
At 31 December 2011	-	(2,721)

14 SHAREHOLDERS' DEFICIT

	2011 £,000	2010 £,000
Shareholders' deficit at 1 January 2011	(2,409)	(1,968)
Loss for the year	(311)	(440)
Share based payment	-	(1)
Shareholders' deficit at 31 December 2011	(2,720)	(2,409)

15 TRANSACTIONS WITH RELATED PARTIES

As the company is a wholly owned subsidiary of a company producing consolidated financial statements that are publicly available, the company is exempt under FRS 8 from disclosing transactions with other wholly owned group companies

During the year the company recharged costs of £94,000 (2010 - £NIL) to Global Choice Recruitment Limited, a company under common control. At the year end the full amount was outstanding and was fully provided against

During the year various recharges of central costs were made to Ganymede Solutions Limited, a company under common control and at the year end the company was owed £1,210,000 (2010 - £1,495,000) by Ganymede Solutions Limited in relation to the recharges of costs

16 PENSION COSTS

The company operates a defined contribution pension scheme, the assets of which are held separately from those of the company in an independently administered fund

Contributions made by the company to the scheme during the year amounted to £4,397 (2010 £13,000). At the year end there were no amounts outstanding in respect of the pension scheme (2010 £Nil)

ATA MANAGEMENT SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2011

17 CONTINGENT LIABILITIES

The company has provided Lloyds TSB Bank Plc with an unlimited cross guarantee with fellow wholly owned subsidiaries of RTC Group Plc in respect of net overdraft facilities of £50,000 (2010 £50,000) available to these companies. At 31 December 2011 the company had a gross contingent liability of £50,000 (2010 £50,000) in respect of this facility.

18 SHARE OPTIONS

The Group operates an EMI based equity settled share option scheme for certain employees of the company. Options are exercisable at a price equal to the average quoted market price of the parent company's shares on the date of the grant. The vesting period is three years. If the options remain unexercised after a period of ten years from the date of the grant the options expire. Options are forfeited if the employee leaves the group before the options vest.

A Pendlebury and A Bailey are directors of RTC Group Plc and details of their share options are given in the remuneration report of RTC Group Plc.

The share options under the approved schemes remaining are as follows -

Year	No of Options			Option Price	Exercise Period
	As at 1 January 2011	Granted in 2011	Lapsed in 2011	As at 31 December 2011	
2007	10,000	-	(10,000)	- 55 5p	June 2010 to June 2017
2007	5,000	-	(5,000)	- 53 0p	May 2010 to May 2017

These were no share options outstanding at 31 December 2011

	2011 £'000	2010 £'000
Total expense / (credit) recognised in the profit and loss account in respect of share based payment	(2)	-

19 PARENT UNDERTAKINGS AND CONTROLLING PARTIES

The company is controlled by RTC Group Plc. The parent undertaking of the largest and smallest group for which consolidated financial statements are prepared is RTC Group Plc. Consolidated financial statements are available from RTC Group Plc, The Derby Conference Centre, London Road, Derby, DE24 8UX.

In the opinion of the directors this is the company's ultimate parent company.