COMPANY REGISTRATION NUMBER 04142005

LIGHTHOUSE TEST RESOURCES LTD

(FORMERLY KNOWN AS F.J.B (CONTRACTS) LTD)

FINANCIAL STATEMENTS

FOR THE YEAR ENDED

31 DECEMBER 2010

LIGHTHOUSE TEST RESOURCES LTD

(FORMERLY KNOWN AS F.J.B (CONTRACTS) LTD)

FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2010

CONTENTS	PAGE

LIGHTHOUSE TEST RESOURCES LTD

(FORMERLY KNOWN AS F.J.B (CONTRACTS) LTD)

COMPANY INFORMATION

The board of directors	G P Ashworth M R S Joyce
Company secretary	M R S Joyce
Registered office	16 - 18 Kirby Street London EC1N 8TS
Auditor	Grant Thornton UK LLP Chartered Accountants Registered Auditors Grant Thornton House Melton Street Euston Square London NW1 2EP
Bankers	The Royal Bank of Scotland Benwell House Green Street Sunbury-On-Thames Middlesex TW16 6QT
Solicitors	Pinsent Masons City Point One Ropemaker Street London EC2Y 9AH

LIGHTHOUSE TEST RESOURCES LTD

(FORMERLY KNOWN AS F.J.B (CONTRACTS) LTD)

THE DIRECTORS' REPORT

YEAR ENDED 31 DECEMBER 2010

The directors have pleasure in presenting their report and the financial statements of the company for the year ended 31 December 2010

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW
The company was known as F J B (Contracts) Ltd until 21 July 2010 when the name was changed to Lighthouse Test Resources Ltd The principal activity of the company has remained unchanged and during the year comprised the provision of IT recruitment solutions The company was dormant in 2009, and began trading again during July 2010

RESULTS AND DIVIDENDS
The profit for the year, after taxation, amounted to £27,410 (2009 £nil) The directors have not recommended a dividend (2009 £nil)

PRINCIPAL BUSINESS RISKS
New employment legislation has increased the burden of compliance upon staffing companies and their clients Future employment legislation could have a negative impact upon the UK recruitment market and the IT contractor market in particular Future tax legislation or rulings could have a negative impact upon the financial status of IT contractors' personal service companies

The company's clients require large numbers of staff, both permanent and temporary To meet this demand, the company has developed increasingly sophisticated and flexible recruitment and consultancy services However, it cannot guarantee that it will be able to supply sufficient numbers of, or suitably skilled, candidates to meet the future demand of its clients This may adversely affect the company's business

Parts of the company's businesses depend on technology systems and services provided by third parties Whilst the company has comprehensive contingency planning, disaster recovery procedures and insurance in place, it cannot guarantee that if there is any interruption to the systems or services provided by those third parties or those systems or services are not as scalable as anticipated or at all, or there are problems in upgrading such systems or services, the company's business will not be adversely affected In addition, the company may be unable to find adequate replacement services on a timely basis or at all

The company plans to maintain its current level of trading during 2011 This places continued demands on the company's management, customer support, marketing, administrative and technological resources If the company is unable to maintain its level of trading effectively, its businesses, operations and/or financial condition may deteriorate

The company's success depends to a significant extent upon a limited number of key employees No assurances can be given that the loss of any executive officer or key employee of the company would not have a material effect on the business, financial condition or results of operations of the company In addition, the company may be adversely affected by staff turnover at more junior levels The company has endeavoured to ensure that the employees at all levels are incentivised, but the retention of such staff cannot be guaranteed

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES
The company uses various financial instruments which include cash, trade debtors, trade creditors and amounts due to and from group undertakings that arise directly from its operations The main purpose of these financial instruments is to finance the company's operations The existence of these financial instruments exposes the company to a number of financial risks, which are described in more detail below

LIGHTHOUSE TEST RESOURCES LTD

(FORMERLY KNOWN AS F.J.B (CONTRACTS) LTD)

THE DIRECTORS' REPORT *(continued)*

YEAR ENDED 31 DECEMBER 2010

The main risks arising from the company's financial instruments are interest rate risk, credit risk and liquidity risk The directors review and agree policies for managing each of these risks and they are summarised below These policies have remained unchanged from previous years

INTEREST RATE RISK
The company is exposed to interest rate fluctuations on its invoice discounting facility The company policy for interest rate management is to maintain a mix of fixed and floating rate borrowings Interest rate risk in respect of debt on the balance sheet is reviewed on a regular basis against forecast interest costs and covenants

CREDIT RISK
The company's principal financial assets are cash and trade debtors The credit risk associated with cash is limited as the counterparties have high credit ratings assigned by international credit-rating agencies The principal credit risk arises, therefore, from trade debtors

In order to manage credit risk management set limits for customers based on a combination of payment history and third party credit references Credit limits are reviewed by the financial controller on a regular basis in conjunction with debt ageing and collection history

LIQUIDITY RISK
The company seeks to manage financial risk by ensuring sufficient liquidity is available to meet foreseeable needs and to invest cash assets safely and profitably

The company's policy throughout the year has been to achieve this objective through management's day to day involvement in business decisions rather than through setting maximum or minimum liquidity ratios

KEY PERFORMANCE RISKS
The directors use a range of performance indicators to measure the delivery of the company's strategic objectives The most important of these measures are considered Key Performance Indicators ("KPI's") and their targets are determined annually Our KPI's are set out below

	2010	2009
	£	£
Revenue	**1,624,119**	-
GP %	**12.5%**	-
Operating profit	**33,227**	-

THE DIRECTORS AND THEIR INTERESTS IN THE SHARES OF THE COMPANY
The directors who served the company during the year were as follows

G P Ashworth
M R S Joyce

G P Ashworth and M R S Joyce are directors of the ultimate parent company, InterQuest Group Plc Their interests in the share capital of that company are shown in the financial statements

LIGHTHOUSE TEST RESOURCES LTD

(FORMERLY KNOWN AS F.J.B (CONTRACTS) LTD)

THE DIRECTORS' REPORT *(continued)*

YEAR ENDED 31 DECEMBER 2010

DIRECTORS' RESPONSIBILITIES

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 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,
- 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

In so far as the directors are aware

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

AUDITOR

Grant Thornton UK LLP are deemed to be re-appointed under section 487(2) of the Companies Act 2006

Signed by order of the directors

M R S Joyce
Company Secretary

Approved by the directors on

LIGHTHOUSE TEST RESOURCES LTD

(FORMERLY KNOWN AS F.J.B (CONTRACTS) LTD)

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF LIGHTHOUSE TEST RESOURCES LTD

YEAR ENDED 31 DECEMBER 2010

We have audited the financial statements of Lighthouse Test Resources Ltd for the year ended 31 December 2010 which comprise the profit and loss account, the balance sheet, the accounting policies and 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 shareholders, as a body, in accordance with Chapter 3 of Section 16 of the Companies Act 2006 Our audit work has been undertaken so that we might state to the company's shareholders 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 shareholders 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 set out on page 4, 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 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 (APB's) Ethical Standards for Auditors

SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS

A description of the scope of an audit of financial statements is provided on the APB's website at www frc org uk/apb/scope/private cfm

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 2010 and of its profit 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 MATTERS 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

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

Grant Thornton UK LLP

Marc Summers, BSc, FCA
(Senior Statutory Auditor)

Signed for and on behalf of

Grant Thornton UK LLP
Chartered Accountants
Registered Auditors
Grant Thornton House
Melton Street
Euston Square
London
NW1 2EP

Date 31/03/11

LIGHTHOUSE TEST RESOURCES LTD

(FORMERLY KNOWN AS F.J.B (CONTRACTS) LTD)

PROFIT AND LOSS ACCOUNT

YEAR ENDED 31 DECEMBER 2010

	Note	2010 £	2009 £
TURNOVER	2	1,624,119	–
Cost of sales		(1,421,614)	–
GROSS PROFIT		202,505	–
Administrative expenses		(169,278)	–
OPERATING PROFIT	3	33,227	–
Interest payable and similar charges	5	(1,617)	–
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		31,610	–
Tax on profit on ordinary activities	6	(4,200)	–
PROFIT/(LOSS) FOR THE FINANCIAL YEAR	13	27,410	–

All of the activities of the company are classed as continuing

The company has no recognised gains or losses other than the results for the year as set out above

The notes on pages 9 to 14 form part of these financial statements

LIGHTHOUSE TEST RESOURCES LTD

(FORMERLY KNOWN AS F.J.B (CONTRACTS) LTD)

BALANCE SHEET

31 DECEMBER 2010

	Note	2010 £	£	2009 £
FIXED ASSETS				
Tangible assets	7		–	–
CURRENT ASSETS				
Debtors	8	1,892,248		1,221,879
CREDITORS: Amounts falling due within one year	9	(1,749,952)		(1,106,993)
NET CURRENT ASSETS			142,296	114,886
TOTAL ASSETS LESS CURRENT LIABILITIES			142,296	114,886
CAPITAL AND RESERVES				
Called-up equity share capital	12		100	100
Profit and loss account			142,196	114,786
SHAREHOLDERS' FUNDS	13		142,296	114,886

These financial statements were approved by the directors and authorised for issue on ,
and are signed on their behalf by

....

M R S Joyce

Company Registration Number 04142005

The notes on pages 9 to 14 form part of these financial statements

1. ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom accounting standards The principal accounting policies of the Company have been applied consistently and remain unchanged from the previous year and are set out below

Cash flow statement

The directors have taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) from including a cash flow statement in the financial statements on the grounds that the company is over 90% owned and its parent publishes a consolidated cash flow statement

Turnover

Turnover, which excludes VAT, is derived from the Company's provision of IT recruitment solutions

Turnover for temporary contract assignments is recognised over the contract period for the services of the temporary contractor Turnover recognised, but not invoiced at the balance sheet date, is correspondingly accrued on the balance sheet within 'Prepayments and accrued income'

Turnover from permanent placements, which is based on a percentage of the candidate's remuneration package, is derived from both retained assignments (income recognised on completion of defined stages of work) and non-retained assignments (income is recognised at the time the candidate accepts an offer of full time employment and where a start date has been determined)

Provision is made for the expected cost of meeting obligations where placements do not work for the specified contractual period

Fixed assets

All fixed assets are initially recorded at cost

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

Computer equipment - 33% straight line per annum

Operating lease agreements

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease

1. ACCOUNTING POLICIES *(continued)*

Pension costs

The Company operates a defined contribution pension scheme for employees The assets of the scheme are held separately from those of the Company The annual contributions payable are charged to the profit and loss account

Invoice discounting

Where debts are invoice discounted the separate presentation proposed by FRS 5 has bee adopted In accordance with FRS 5 the gross amount of debts due from customers is included within trade debtors with the advances received from the financier shown as a liability

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax, except tax assets which are recognised only to the extent that the directors consider that it is 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 is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date

Financial instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities

Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities Financial liabilities are presented as such in the balance sheet Finance costs and gains or losses relating to financial liabilities are included in the profit and loss account Finance costs are calculated so as to produce a constant rate of return on the outstanding liability

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument Dividends and distributions relating to equity instruments are debited direct to equity

2. TURNOVER

The turnover and profit before tax are attributable to the one principal activity of the company An analysis of turnover is given below

	2010	2009
	£	£
United Kingdom	1,624,119	-

LIGHTHOUSE TEST RESOURCES LTD

(FORMERLY KNOWN AS F.J.B (CONTRACTS) LTD)

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2010

3. OPERATING PROFIT

Operating profit is stated after charging

	2010	2009
	£	£
Directors' remuneration	–	–
Operating lease costs		
- Other	10,440	–

The audit fees of the company have been settled on the company's behalf by InterQuest Group Plc

4. PARTICULARS OF EMPLOYEES

The average number of staff employed by the company during the financial year amounted to

	2010	2009
	No	No
Sales	2	-
Management	1	-
	3	-

The aggregate payroll costs of the above were

	2010	2009
	£	£
Wages and salaries	96,721	–
Social security costs	10,721	–
	107,442	–

The directors were remunerated by the company's ultimate parent company, InterQuest Group Plc

5. INTEREST PAYABLE AND SIMILAR CHARGES

	2010	2009
	£	£
Interest payable on bank borrowing	1,617	–

6. TAXATION ON ORDINARY ACTIVITIES

(a) Analysis of charge in the year

	2010 £	2009 £
Current tax		
UK Corporation tax based on the results for the year at 28% (2009 - 28%)	4,200	-
Total current tax	4,200	-
Deferred tax		
Origination and reversal of timing differences	-	-
Tax on profit on ordinary activities	4,200	-

(b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 28% (2009 – 28%)

	2010 £	2009 £
Profit on ordinary activities before taxation	31,610	-
Profit on ordinary activities by rate of tax	8,851	-
Expenses not deductible for tax purposes	683	-
Group relief	(3,934)	-
Difference in tax rates	(1,400)	-
Total current tax (note 7(a))	4,200	-

7. TANGIBLE FIXED ASSETS

	Fixtures & Fittings £
COST	
At 1 January 2010 and 31 December 2010	4,847
DEPRECIATION	
At 1 January 2010 and 31 December 2010	4,847
NET BOOK VALUE	
At 31 December 2010	-
At 31 December 2009	-

LIGHTHOUSE TEST RESOURCES LTD

(FORMERLY KNOWN AS F.J.B (CONTRACTS) LTD)

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2010

8. DEBTORS

	2010	2009
	£	£
Trade debtors	306,587	–
Amounts owed by group undertakings	1,572,658	1,221,879
Prepayments and accrued income	13,003	–
	1,892,248	1,221,879

Included within trade debtors is £201,313 (2009 £nil) in respect of invoice discounted debts outstanding at the year end

9. CREDITORS: Amounts falling due within one year

	2010	2009
	£	£
Bank overdrafts	50,900	–
Trade creditors	118,858	–
Amounts owed to group undertakings	1,311,645	1,106,993
Trade debtor invoicing facility	201,313	–
Corporation tax	4,217	–
Taxes and other social security	24,124	–
Accruals and deferred income	38,895	–
	1,749,952	1,106,993

A Debenture dated 15 February 2006 was executed to secure all the company's assets to National Westminster Bank plc A cross corporate guarantee and indemnity is in place on the invoice discounting facility between the company, InterQuest Group (UK) Limited, Intelect Recruitment Plc, e-CRM People Ltd, Peopleco Worldwide Limited and Sand Resources Limited

10. CONTINGENCIES

There were no contingent liabilities at 31 December 2010 or 31 December 2009

11. RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption in Financial Reporting Standard No 8 "Related party disclosures" and has not disclosed transactions with group undertakings

There were no other related party transactions

12. SHARE CAPITAL

Authorised share capital:

	2010	2009
	£	£
1,000 Ordinary shares of £1 each	**1,000**	1,000

Allotted and called up:

	2010		2009	
	No	£	No	£
100 Ordinary shares of £1 each	**100**	**100**	100	100

13. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2010	2009
	£	£
Profit / (loss) for the financial year	**27,410**	-
Opening shareholders' funds	**114,886**	114,886
Closing shareholders' funds	**142,296**	114,886

14. PENSIONS

The company operates a defined contribution pension scheme The assets of the scheme are held separately from those of the company in an independently administered fund The pension cost charge represents contributions payable by the company to the fund and amounted to £nil (2009 £nil) At the balance sheet date there were no outstanding contributions

15. ULTIMATE PARENT COMPANY

The ultimate parent undertaking and controlling party of the company is InterQuest Group plc, which is the parent undertaking of the smallest and largest group to consolidate these financial statements, incorporated in England and Wales Copies of the group accounts can be obtained from the ultimate parent undertakings' registered office