

Registered number: 04279524

## **Boston University USA (Europe) Limited**

**Directors' report and financial statements**

**for the year ended 30 June 2008**



**Boston University USA (Europe) Limited**

**Company information**

<b>Directors</b>	Urbain de Winter Robert Cumming Philippe Pavillard
<b>Company secretary</b>	Marie O'Brien
<b>Company number</b>	04279524
<b>Registered office</b>	43 Harrington Gardens London SW7 4JU
<b>Auditors</b>	Reeves + Neylan LLP Chartered Accountants & Registered Auditors 37 St Margaret's Street Canterbury Kent CT1 2TU
<b>Bankers</b>	HSBC Bank plc 95 Gloucester Road South Kensington London SW7 4SX
<b>Solicitors</b>	Shepherd & Wedderburn LLP Condor House 10 St Paul's Churchyard London EC4M 8AL

**Boston University USA (Europe) Limited**

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## **Boston University USA (Europe) Limited**

### **Directors' report for the year ended 30 June 2008**

The directors present their report and the financial statements for the year ended 30 June 2008.

#### **Statement of directors' responsibilities**

The directors are responsible for preparing the annual 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). The financial statements are required by law to 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 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 that 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.

#### **Principal activities**

The principal activity of the company during the year was to hold investments in entities whose principal activity is to provide academic programmes and programme support to American students in Europe.

#### **Directors**

The directors who served during the year were:

Urbain de Winter  
Robert Cumming  
Philippe Pavillard

#### **Provision of information to auditors**

Each of the persons who are directors at the time when this directors' report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the company's auditors in connection with preparing their report and to establish that the company's auditors are aware of that information.

**Boston University USA (Europe) Limited**

**Directors' report  
for the year ended 30 June 2008**

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 *July 2<sup>nd</sup> 2009* and signed on its behalf.

*R. A. Cumming*

**Robert Cumming**  
Director

**Independent auditors' report to the shareholders of Boston University USA (Europe) Limited**

We have audited the financial statements of Boston University USA (Europe) Limited for the year ended 30 June 2008, set out on pages 5 to 11. These financial statements have been prepared under the accounting policies set out therein and the requirements of the Financial Reporting Standard for Smaller Entities (effective January 2007).

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 auditors' 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**

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 are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the directors' report is consistent with the financial statements.

In addition we 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.

**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.

**Independent auditors' report to the shareholders of Boston University USA (Europe) Limited**

**Opinion**

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities, of the state of the company's affairs as at 30 June 2008 and of its loss 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.

*Reeves + Neylan LLP*

**Reeves + Neylan LLP**

Chartered Accountants  
Registered Auditors

Canterbury

6 July 2009

**Boston University USA (Europe) Limited**

**Profit and loss account  
for the year ended 30 June 2008**

	<b>Note</b>	<b>2008 £</b>	<b>2007 £</b>
Administrative expenses		<u>(19,826)</u>	<u>(10,476)</u>
<b>Operating loss</b>	<b>2</b>	<b>(19,826)</b>	<b>(10,476)</b>
Income from other participating interests		(113,369)	(20,959)
Interest receivable		<u>745</u>	<u>59</u>
<b>Loss on ordinary activities before taxation</b>		<b>(132,450)</b>	<b>(31,376)</b>
Tax on loss on ordinary activities	<b>3</b>	<u>-</u>	<u>-</u>
<b>Loss for the financial year</b>	<b>9</b>	<b><u>(132,450)</u></b>	<b><u>(31,376)</u></b>

The notes on pages 7 to 11 form part of these financial statements.



**Boston University USA (Europe) Limited**

**Balance sheet  
as at 30 June 2008**

	Note	2008 £	2007 £
<b>Fixed assets</b>			
Fixed asset investments	4	1	1
<b>Current assets</b>			
Debtors	5	7,433	7,433
Cash at bank and in hand		18,861	37,123
		<u>26,294</u>	<u>44,556</u>
<b>Creditors: amounts falling due within one year</b>	6	<u>(2,746,101)</u>	<u>(2,374,413)</u>
<b>Net current liabilities</b>		<u>(2,719,807)</u>	<u>(2,329,857)</u>
<b>Total assets less current liabilities</b>		<u>(2,719,806)</u>	<u>(2,329,856)</u>
<b>Creditors: amounts falling due after more than one year</b>	7	-	(257,500)
<b>Net liabilities</b>		<u><u>(2,719,806)</u></u>	<u><u>(2,587,356)</u></u>
<b>Capital and Reserves</b>			
Called up share capital	8	1	1
Profit and loss account	9	<u>(2,719,807)</u>	<u>(2,587,357)</u>
<b>Shareholders' deficit</b>		<u><u>(2,719,806)</u></u>	<u><u>(2,587,356)</u></u>

The financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 applicable to small companies, and in accordance with the Financial Reporting Standard for Smaller Entities (effective January 2007).

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

*R. G. Cumming*

**Robert Cumming**  
Director

The notes on pages 7 to 11 form part of these financial statements.

## **Boston University USA (Europe) Limited**

### **Notes to the financial statements for the year ended 30 June 2008**

#### **1. Accounting policies**

##### **1.1 Basis of preparation of financial statements**

The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective January 2007).

The company is itself a subsidiary company and is exempt from the requirement to prepare group accounts by virtue of section 228 of the Companies Act 1985. These financial statements therefore present information about the company as an individual undertaking and not about its group.

##### **1.2 Going concern**

The company is dependent upon the continuing support of Boston University, which the directors are confident will continue for the foreseeable future. The trustees of Boston University have guaranteed to fund EUSA LLP, an associated undertaking of the company, at all times whilst it remains, in the opinion of that LLP's members, economically viable.

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts.

##### **1.3 Cash flow**

The financial statements do not include a Cash flow statement because the company, as a small reporting entity, is exempt from the requirement to prepare such a statement under the Financial Reporting Standard for Smaller Entities (effective January 2007).

##### **1.4 Investments**

Fixed asset investments are stated at cost less provision for diminution in value.

##### **1.5 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 is 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 are not discounted.

##### **1.6 Foreign currencies**

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date.

Transactions in foreign currencies are translated into sterling at the rate ruling on the date of the transaction.

Exchange gains and losses are recognised in the profit and loss account.

# **Boston University USA (Europe) Limited**

## **Notes to the financial statements for the year ended 30 June 2008**

### **2. Operating loss**

The operating loss is stated after charging:

	2008 £	2007 £
Auditors' remuneration	2,585	2,000

During the year, no director received any emoluments (2007 - £NIL).

### **3. Taxation**

	2008 £	2007 £
UK corporation tax charge on loss for the year	-	-

#### **Factors affecting tax charge for the year**

There were no factors that affected the tax charge for the year which has been calculated on the profits on ordinary activities before tax at the standard rate of corporation tax in the UK of 20.25% (2007 - 19.25%).

#### **Factors that may affect future tax charges**

The company has unrelieved trading losses available to carry forward against future profits. No deferred tax asset has been recognised in respect of these losses due to the uncertainty of their recovery.

### **4. Fixed asset investments**

	Investments in particip- ating interests £	Unlisted investments £	Total £
<b>Cost</b>			
At 1 July 2007 and 30 June 2008	475,472	1	475,473
<b>Impairment</b>			
At 1 July 2007 and 30 June 2008	475,472	-	475,472
<b>Net book value</b>			
At 30 June 2008	-	1	1
At 30 June 2007	-	1	1

## Boston University USA (Europe) Limited

### Notes to the financial statements for the year ended 30 June 2008

#### 4. Fixed asset investments (continued)

##### Subsidiary undertakings

The following were subsidiary undertakings of the company:

Name	Holding
COSIF Communication Sin Fronteras	100%
EUSA LLP	50%
EUSA Sarl	50%

The aggregate of the share capital and reserves as at 30 June 2008 and of the profit or loss for the year ended on that date for the subsidiary undertakings were as follows:

Name	Aggregate of share capital and reserves £	Profit/(loss) £
COSIF Communication Sin Fronteras	-	-
EUSA LLP	(828,326)	(226,738)
EUSA Sarl	(89,748)	(107,877)

The company is a member in EUSA LLP and is entitled to a 50% share in the profits generated by the LLP. EUSA Sarl is a wholly owned subsidiary undertaking of EUSA LLP.

The above financial information for EUSA LLP and EUSA Sarl is stated as at 31 December 2007 and the six month accounting period then ended, the most recent accounting period for which information is available.

At 30 June 2008 the decision had been taken by the directors to dissolve COSIF Communication Sin Fronteras. Accordingly the investment in this company has been recognised as being disposed of. The winding up of COSIF Communication Sin Fronteras has not yet been completed.

#### 5. Debtors

	2008 £	2007 £
Amounts owed by group undertakings	7,433	7,433

#### 6. Creditors: Amounts falling due within one year

	2008 £	2007 £
Amounts owed to group undertakings	1,826,817	1,569,317
Amounts owed to undertakings in which the company has a participating interest	657,551	544,182
Other creditors	261,733	260,914
	2,746,101	2,374,413

# **Boston University USA (Europe) Limited**

## **Notes to the financial statements for the year ended 30 June 2008**

### **7. Creditors: Amounts falling due after more than one year**

	2008 £	2007 £
Other creditors	-	257,500

### **8. Share capital**

	2008 £	2007 £
<b>Authorised</b>		
100 Ordinary shares of £1 each	100	100
<b>Allotted, called up and fully paid</b>		
1 Ordinary share of £1	1	1

### **9. Reserves**

	Profit and loss account £
At 1 July 2007	(2,587,357)
Loss for the year	(132,450)
At 30 June 2008	(2,719,807)

### **10. Other financial commitments**

The company has granted options to Hayes and Johnson Limited which require the company to purchase their share of EUSA LLP.

The option is exercisable by Hayes and Johnson Limited during the period 10 January 2006 to 31 December 2014.

The price to be paid by the company for the option shares will be determined when the option notice is exercised.

### **11. Related party transactions**

The company is a member of EUSA LLP. The company's share of the loss of EUSA LLP recognised in its profit and loss account amounted to £113,369, representing the company 50% share of the loss of EUSA LLP for the six month period ending 31 December 2007. Included within creditors due within one year is an amount of £657,551 owed to EUSA LLP (2007: £544,182).

Included within creditors are interest-free loans of £1,826,817 from Boston University (2007: £1,569,317).

## **Boston University USA (Europe) Limited**

### **Notes to the financial statements for the year ended 30 June 2008**

#### **12. Ultimate parent undertaking and controlling party**

The company is a wholly owned subsidiary undertaking of Boston University (USA) London, a charitable company incorporated in England and Wales. Group financial statements are not prepared.

The company derives its academic accreditation, governing policies and direction from the Trustees of Boston University, a corporation based in Massachusetts in the United States of America.