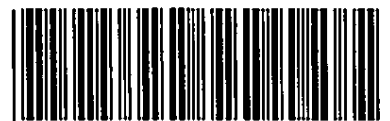


**REGISTRAR'S COPY
PLEASE SIGN AND RETURN**

Company Number 04896166

Orange Genie Cover Limited
Financial Statements
For the year ended 31st March 2011

FRIDAY



A07Z7Z5F

A29

11/11/2011

203

COMPANIES HOUSE

Orange Genie Cover Limited
Financial Statements
For the year ended 31st March 2011

| Contents | Pages |
|---|--------------|
| Officers and professional advisers | 1 |
| The directors' report | 2 to 4 |
| Independent auditor's report to the shareholders | 5 to 6 |
| Profit and loss account | 7 |
| Balance sheet | 8 |
| Cash flow statement | 9 |
| Notes to the financial statements | 10 to 14 |
| The following pages do not form part of the financial statements | |
| Detailed profit and loss account | 16 |
| Notes to the detailed profit and loss account | 17 |

Orange Genie Cover Limited
Officers and Professional Advisers

| | |
|-------------------------------|--|
| The board of directors | C Graham G Fisher R Baker J Ward |
| Company secretary | R Baker |
| Registered office | 3rd Floor, Buckingham House, Buckingham Street, Aylesbury, Bucks, HP20 2LA |
| Registered number | 04896166 |
| Auditor | Benjamin, Taylor & Co , Chartered Accountants & Statutory Auditor 201, Great Portland Street, London, W1W 5AB |

Orange Genie Cover Limited
The Directors' Report
For the year ended 31st March 2011

The directors have pleasure in presenting their report and the financial statements of the company for the year ended 31st March 2011

Principal activities and business review

The company's principal business activity is the supply of professional contractors' services to carry out short term assignments within the UK

There have not been any significant changes in the company's principal activities in the period under review and the directors have no plans, at the date of this report, to make any major changes in the company's activities in the next year

A robust and compliant business model ensured that the company has increased profits during the year, by strengthening its relationships with a number of existing high profile customers and securing new business with new customers based on the company's reputation for compliance, world class customer service and the continuous improvement of its' quality processes (UKAS accredited ISO 9001 2008)

The company continues to invest in the development of its software to provide a robust, scalable platform that allows the company to continue its growth without incurring significant additional operating costs

Principle Risks and Uncertainties

The most significant risk to the company is the regulatory risk around the changes to employment legislation. Whilst continuing to strengthen its' own expertise, the company retains the services of employment and taxation specialists to ensure we are able to respond quickly and positively but changes could adversely affect human, financial and system resources within the company

Customer credit risk continues to be monitored closely and deferred payment terms are only offered to customers who have a long term relationship with the company and satisfy credit worthiness procedures

Results and dividends

The profit for the year amounted to £247,114. The directors have not recommended a dividend

The trading results for the year and the company's financial position at the end of the year are shown in the attached financial statements

As shown in the company's profit and loss account on page 7, in the year of trading, the company has recorded sales of £52.6m (2010: £44.7m)

Orange Genie Cover Limited
The Directors' Report *(continued)*
For the year ended 31st March 2011

Financial risk management objectives and policies

The company's principle financial instruments comprise bank balances, bank overdraft, trade creditors and trade debtors. The main purpose of these instruments is to raise funds for and finance the company's operations.

Due to the nature of the financial instruments used by the company there is no exposure to price risk. The company's approach to managing other risks applicable to the financial instruments concerned is shown below.

In respect of bank balances the liquidity risk is managed by maintaining a balance between the continuity of funding and flexibility through the use of overdrafts at floating rates of interest. The company makes use of a deposit account with a higher rate of interest where funds are available.

Trade debtors are managed in respect of credit and cash flow risk by policies concerning the credit offered to customers and the regular monitoring of amounts outstanding for both time and credit limits.

Trade creditor liquidity risk is managed by ensuring sufficient funds are available to meet amounts due.

Directors

The directors who served the company during the year were as follows:

C. Graham
G. Fisher
R. Baker
J. Ward

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,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

Orange Genie Cover Limited
The Directors' Report *(continued)*
For the year ended 31st March 2011

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.

Disabled employees

The company gives full consideration to application for employment from the disabled persons where the requirements of the job can be adequately fulfilled by a handicapped or disabled person. Where existing employees become disabled, it is the company's policy wherever practicable to provide continuing employment under normal terms and conditions and to provide training and career development and promotion to disabled employees wherever appropriate.

Employee involvement

During the year, the policy of providing employees with information about the company has been continued through internal media methods in which employees have also been encouraged to present their suggestions and views on the company's performance. Regular meetings are held between senior management and employees to allow a free flow of information and ideas.

Signed by order of the directors



R Baker
Company Secretary

Approved by the directors on 4th November 2011

**Independent Auditor's Report to the Shareholders of
Orange Genie Cover Limited**

For the year ended 31st March 2011

We have audited the financial statements of Orange Genie Cover Limited for the year ended 31st March 2011 which comprise the Profit and Loss Account, Balance Sheet, Cash Flow Statement 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 shareholders, 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 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 pages 3 to 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 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 (APB'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 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 31st March 2011 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.

**Independent Auditor's Report to the Shareholders of
Orange Genie Cover Limited (continued)**

For the year ended 31st March 2011

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

Jeffrey Diner (Senior Statutory Auditor)
For and on behalf of
Benjamin, Taylor & Co ,
Chartered Accountants
& Statutory Auditor
201, Great Portland Street,
London,
W1W 5AB

4th November 2011

Orange Genie Cover Limited
Profit and Loss Account
For the year ended 31st March 2011

| | Note | 2011 £ | 2010 £ |
|--|------|------------------|------------------|
| Turnover | 2 | 52,587,914 | 44,743,332 |
| Cost of sales | | (50,980,729) | (43,409,210) |
| Gross Profit | | <u>1,607,185</u> | <u>1,334,122</u> |
| Administrative expenses | | (1,361,515) | (1,252,531) |
| Operating Profit | 3 | <u>245,670</u> | <u>81,591</u> |
| Interest receivable | | 1,444 | 287 |
| Interest payable and similar charges | 5 | – | (497) |
| Profit on Ordinary Activities Before Taxation | | <u>247,114</u> | <u>81,381</u> |
| Tax on profit on ordinary activities | 6 | – | – |
| Profit for the Financial Year | | <u>247,114</u> | <u>81,381</u> |
| Balance brought forward | | (207,054) | (288,435) |
| Balance carried forward | | <u>40,060</u> | <u>(207,054)</u> |

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 10 to 14 form part of these financial statements

Orange Genie Cover Limited

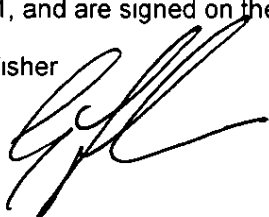
Balance Sheet

As at 31st March 2011

| | Note | £ | 2011 £ | 2010 £ | £ |
|---|------|-----------|---------------|-----------|------------------|
| Fixed Assets | | | | | |
| Intangible assets | 7 | | 226,000 | | 274,400 |
| Current Assets | | | | | |
| Debtors | 8 | 4,929,044 | | 4,112,561 | |
| Cash at bank | | 1,596,938 | | 237,362 | |
| | | 6,525,982 | | 4,349,923 | |
| Creditors: Amounts Falling due Within One Year | 9 | 6,711,920 | | 4,831,375 | |
| Net Current Liabilities | | | (185,938) | | (481,452) |
| Total Assets Less Current Liabilities | | | <u>40,062</u> | | <u>(207,052)</u> |
| Capital and Reserves | | | | | |
| Called-up equity share capital | 11 | | 2 | | 2 |
| Profit and loss account | | | 40,060 | | (207,054) |
| Shareholders' Funds/(Deficit) | 12 | | <u>40,062</u> | | <u>(207,052)</u> |

These financial statements were approved by the directors and authorised for issue on 4th November 2011, and are signed on their behalf by

G Fisher



R Baker



Company Registration Number 04896166

The notes on pages 10 to 14 form part of these financial statements

Orange Genie Cover Limited
Cash Flow Statement
For the year ended 31st March 2011

| | | 2011 | | 2010 | |
|---|-------------|--------------|-------------------------|--------------|-------------------------|
| | Note | £ | £ | £ | £ |
| Net Cash Inflow/(Outflow) from Operating Activities | 13 | | 1,224,738 | | (201,595) |
| Returns on Investments and Servicing of Finance | | | | | |
| Interest received | | 1,444 | | 287 | |
| Interest paid | | — | | (497) | |
| Net Cash Inflow/(Outflow) from Returns on Investments and Servicing of Finance | | | 1,444 | | (210) |
| Increase/(Decrease) in Cash | 14 | | <u>1,226,182</u> | | <u>(201,805)</u> |

The notes on pages 10 to 14 form part of these financial statements

Orange Genie Cover Limited
Notes to the Financial Statements
For the year ended 31st March 2011

1. Accounting Policies

Basis of Accounting

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

Turnover

The turnover shown in the profit and loss account represents amounts invoiced during the year, exclusive of Value Added Tax

Amortisation

Amortisation 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

Goodwill - 10% Straight line

Financial Instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities

Going Concern

After making enquiries the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. For this reason they continue to adopt the going concern basis in preparing the financial statements

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

| | 2011 £ | 2010 £ |
|----------------|------------|------------|
| United Kingdom | 52,587,914 | 44,743,332 |

3. Operating Profit

Operating profit is stated after charging

| | 2011 £ | 2010 £ |
|--|-----------|-----------|
| Directors' remuneration | — | — |
| Amortisation of intangible assets | 48,400 | 48,400 |
| Auditor's remuneration - audit of the financial statements | 8,000 | 8,000 |
| Auditor's remuneration - other fees | 6,000 | 5,500 |

Orange Genie Cover Limited
Notes to the Financial Statements
For the year ended 31st March 2011

| | 2011 £ | 2010 £ |
|--|-------------------------|-------------------------|
| Auditor's remuneration - audit of the financial statements | <u>8,000</u> | <u>8,000</u> |
| Auditor's remuneration - other fees | | |
| - Taxation services | 500 | 500 |
| - Accountancy services | <u>5,500</u> | <u>5,000</u> |
| | <u>6,000</u> | <u>5,500</u> |

4. Particulars of Employees

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

| | 2011 No | 2010 No |
|------------------------------------|--------------------------|--------------------------|
| Professional freelance contractors | <u>1,495</u> | <u>1,250</u> |

The aggregate payroll costs of the above were

| | 2011 £ | 2010 £ |
|-----------------------|-------------------------|-------------------------|
| Wages and salaries | 47,254,942 | 40,257,796 |
| Social security costs | <u>3,564,856</u> | <u>3,044,363</u> |
| | <u>£50,819,798</u> | <u>£43,302,159</u> |

5. Interest Payable and Similar Charges

| | 2011 £ | 2010 £ |
|-------------------------------|-------------------------|-------------------------|
| Other similar charges payable | <u>—</u> | <u>497</u> |

Orange Genie Cover Limited
Notes to the Financial Statements
For the year ended 31st March 2011

6 Taxation on Ordinary Activities

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 21% (2010 - 21%)

| | 2011 | 2010 |
|---|-------------|-------------|
| | £ | £ |
| Profit on ordinary activities before taxation | 247,114 | 81,381 |
| Profit on ordinary activities by rate of tax | 51,894 | 17,090 |
| Utilisation of tax losses | (51,894) | (17,090) |
| Total current tax | - | - |

7. Intangible Fixed Assets

| | Goodwill |
|---------------------------------------|-----------------|
| | £ |
| Cost | |
| At 1st April 2010 and 31st March 2011 | 484,156 |
| Amortisation | |
| At 1st April 2010 | 209,756 |
| Charge for the year | 48,400 |
| At 31st March 2011 | 258,156 |
| Net Book Value | |
| At 31st March 2011 | 226,000 |
| At 31st March 2010 | 274,400 |

8. Debtors

| | 2011 | 2010 |
|------------------------------------|-------------------|-------------------|
| | £ | £ |
| Trade debtors | 4,082,047 | 3,244,039 |
| Amounts owed by group undertakings | 715,270 | 739,932 |
| Other debtors | 129,319 | 126,206 |
| Prepayments and accrued income | 2,408 | 2,384 |
| | <u>£4,929,044</u> | <u>£4,112,561</u> |

Orange Genie Cover Limited
Notes to the Financial Statements
For the year ended 31st March 2011

9. Creditors. Amounts Falling due Within One Year

| | 2011 | 2010 |
|--|-------------------|-------------------|
| | £ | £ |
| Overdrafts | 294,641 | 161,247 |
| Amounts owed to group undertakings | 33,225 | 35,575 |
| Other creditors including taxation and social security | | |
| Other taxation and social security | 2,841,369 | 1,646,901 |
| Other creditors | 3,508,587 | 2,933,674 |
| | <u>6,677,822</u> | <u>4,777,397</u> |
| Accruals and deferred income | 34,098 | 53,978 |
| | <u>£6,711,920</u> | <u>£4,831,375</u> |

10. Related Party Transactions

As the company is a wholly owned subsidiary of Genie Management Group Limited and the group publishes consolidated accounts, it has taken advantage of the exemptions contained in FRS 8 and has therefore not disclosed transactions or balances with entities which form part of the group

11. Share Capital

Authorised share capital:

| | 2011 | 2010 |
|----------------------------------|--------------|--------------|
| | £ | £ |
| 1,000 Ordinary shares of £1 each | <u>1,000</u> | <u>1,000</u> |

Allotted, called up and fully paid

| | 2011 | | 2010 |
|------------------------------|-------------|----------|-------------|
| | No | £ | No |
| | 2 | 2 | 2 |
| 2 Ordinary shares of £1 each | <u>2</u> | <u>2</u> | <u>2</u> |

12. Reconciliation of Movements in Shareholders' Funds

| | 2011 | 2010 |
|---------------------------------------|---------------|------------------|
| | £ | £ |
| Profit for the financial year | 247,114 | 81,381 |
| Opening shareholders' deficit | (207,052) | (288,433) |
| Closing shareholders' funds/(deficit) | <u>40,062</u> | <u>(207,052)</u> |

Orange Genie Cover Limited
Notes to the Financial Statements
For the year ended 31st March 2011

13 Reconciliation of Operating Profit to Net Cash Inflow/(Outflow) from Operating Activities

| | 2011 | 2010 |
|---|------------------|------------------|
| | £ | £ |
| Operating profit | 245,670 | 81,591 |
| Amortisation | 48,400 | 48,400 |
| Increase in debtors | (816,483) | (198,017) |
| Increase/(decrease) in creditors | 1,747,151 | (133,569) |
| Net cash inflow/(outflow) from operating activities | <u>1,224,738</u> | <u>(201,595)</u> |

14. Reconciliation of Net Cash Flow to Movement in Net Funds

| | 2011 | 2010 |
|---|------------------|------------------|
| | £ | £ |
| Increase/(Decrease) in cash in the period | 1,226,182 | (201,805) |
| Movement in net funds in the period | <u>1,226,182</u> | <u>(201,805)</u> |
| Net funds at 1 April 2010 | 76,115 | 277,920 |
| Net funds at 31 March 2011 | <u>1,302,297</u> | <u>76,115</u> |

15. Analysis of Changes in Net Funds

| | At | | At |
|--------------------------|-------------------|-------------------|--------------------|
| | 1 Apr 2010 | Cash flows | 31 Mar 2011 |
| | £ | £ | £ |
| Cash in hand and at bank | 237,362 | 1,359,576 | 1,596,938 |
| Overdrafts | (161,247) | (133,394) | (294,641) |
| Net funds | <u>76,115</u> | <u>1,226,182</u> | <u>1,302,297</u> |

16. Ultimate Parent Company

The directors regard Genie Management Group Limited, a company incorporated in England as being the ultimate holding company and controlling party

Genie Management Group was under the control of the directors G Fisher, C Graham, R Baker and J Ward throughout the year, by virtue of their 99% shareholding in the company