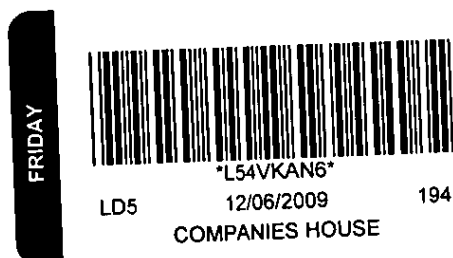


MCG Company No 4 Limited

**Directors' report and audited financial
statements**

31 December 2008

Registered number 5117093



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Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 December 2008. This directors' report has been prepared in accordance with the special provisions relating to small companies under Section 246(4) of the Companies Act 1985.

Principal activities

The company commenced trading on 1 January 2007. The principal activity of the Company is to provide funding to companies within the Management Consulting Group PLC group. The accounts have been prepared in Euros as the directors believe this to be the functional currency of the Company as its major cash flows are in Euros.

Business review

The company made a profit for the year of €2,843,164 (2007:€2,570,211). The directors do not recommend payment of a dividend (2007: €Nil).

Directors

The directors who held office throughout the year and up to the date of this report, except as noted, were as follows:

CW Ansley
ALR Smyth
CH Smith
KAH Parry — resigned 31 March 2008

Financial Risk Management Policy

The Company's capital structure is reviewed regularly to ensure that it remains relevant to the Company. The Company's foreign exchange exposure is not significant since its Euro denominated loans are made to a fellow subsidiary undertaking whose functional currency is also the Euro. The amounts receivable from the fellow subsidiary undertaking are regularly reviewed to assess whether or not they are impaired.

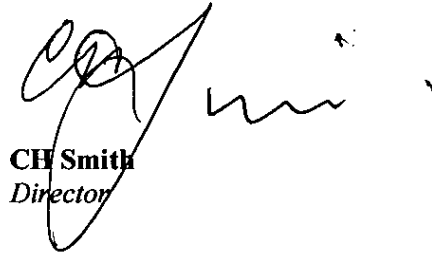
Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware; and each director has taken all the steps that he/ she ought to have taken as a director to make himself/ herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information. This confirmation is given and should be interpreted in accordance with the provisions of S234ZA of the Companies Act.

Auditors

In accordance with Section 385 of the Companies Act 1985, a resolution for the re-appointment of Deloitte LLP as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

On behalf of the board,



CH Smith
Director

10 Fleet Place
London EC4M 7RB

Date: 4 June 2009

Statement of 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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

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;
- state whether applicable UK Accounting Standards have been followed; 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 proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that its financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Independent auditors' report to the members of MCG Company No 4 Limited

We have audited the financial statements of MCG Company No 4 Limited for the year ended 31 December 2008 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 12. These financial statements have been prepared under the accounting policies set out therein.

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 (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 2008 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.

A handwritten signature in black ink that reads "Deloitte LLP". The signature is written in a cursive, flowing style.

Deloitte LLP
Chartered Accountants and Registered Auditors
London, United Kingdom

Date: 4 June 2009

Profit and loss account
for the year ended 31 December 2008

	<i>Note</i>	Year ended 31 December 2008 €	Year ended 31 December 2007 €
Administrative expenses		-	-
Operating result		-	-
Interest income	3	<u>2,843,164</u>	<u>2,570,211</u>
Profit before taxation		2,843,164	2,570,211
Tax on profit on ordinary activities	4	-	-
Profit for the year		<u>2,843,164</u>	<u>2,570,211</u>

There are no recognised gains or losses other than those shown in the profit and loss account, therefore no statement of total recognised gains and losses is presented.

The results for both years relate to continuing operations.

Balance sheet
at 31 December 2008

	<i>Note</i>	2008 €	2007 €
Fixed assets			
Investments	5	<u>43,790,000</u>	<u>43,790,000</u>
Current assets			
Debtors: amounts falling due within one year	6	<u>5,413,376</u>	<u>2,570,212</u>
Net current assets		<u>5,413,376</u>	<u>2,570,212</u>
Net assets		<u>49,203,376</u>	<u>46,360,212</u>
Capital and reserves			
Called up share capital	7	2	2
Share premium account	8	43,789,999	43,789,999
Profit and loss account	9	<u>5,413,375</u>	<u>2,570,211</u>
Shareholder's funds	10	<u>49,203,376</u>	<u>46,360,212</u>

These financial statements were approved by the board of directors on
 signed on its behalf by:

and were


CH Smith
Director

Notes to the accounts

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

Basis of preparation

The financial statements have been prepared in accordance with applicable United Kingdom law and accounting standards and under the historical cost accounting rules.

Going concern

The company's business activities, together with the factors likely to affect its future development, performance and position are set out in the Directors Report.

After making enquiries, the directors have a reasonable expectation that the company and the group have 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.

Functional currency

The accounts have been prepared in US Dollars as the directors believe this to be the functional currency of the company as its major cash flows are in US Dollars.

Cash flow statement

Under Financial Reporting Standard Number 1 (Revised), the company is exempt from the requirement to prepare a cash flow statement because it is a wholly owned subsidiary undertaking of Management Consulting Group PLC and its cash flows are included within the consolidated cash flow statement of that company.

Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

Fixed asset investments

Fixed asset investments, comprising shares in group undertakings, are stated at cost less provision for impairment.

Taxation

Current tax is provided at amounts expected to be paid or recovered using tax rates and laws that have been enacted or substantively enacted at the balance sheet date.

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 that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date.

Notes to the accounts (*continued*)

1 Accounting policies (*continued*)

Taxation (continued)

A deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, 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.

2a Staff numbers and costs

The company did not have any employees during the current or prior financial years. The directors did not receive any emoluments from the company.

2b Audit fee

Fees payable to the Company's auditors for the audit of the Company's annual financial statements of £2,500 (2007: £2,500), pursuant to legislation, were borne by the Company's ultimate parent undertaking.

3. Interest income

	2008 €	2007 €
Interest on loan to group undertaking	<u>2,843,164</u>	<u>2,570,211</u>

4. Tax charge on profit on ordinary activities

	2008 €	2007 €
Current tax		
UK corporation tax at 28.5% (2007: 30%) on the profit for the period on ordinary activities	-	-
Deferred tax	<u>-</u>	<u>-</u>
Prior period tax credit	<u>-</u>	<u>-</u>
Total tax charge/(credit) on profit on ordinary activities	<u>-</u>	<u>-</u>

Factors affecting the tax charge for the period

The applicable rate of tax on the company's profit on ordinary activities for the year is 28.5% (2007: 30%) reflecting the reduction to 28% with effect from 1 April 2008.

Notes to the accounts *(continued)*

4. Tax charge on profit on ordinary activities *(continued)*

The tax charge for the year is less than the charge expected by applying the applicable rate for the reasons set out in the following reconciliation:

	2008 €	2007 €
Profit on ordinary activities before tax	<u>2,843,164</u>	<u>2,750,211</u>
Expected tax charge at 28.5% (2007: 30%)	810,302	825,063
Factors affecting the tax charge:		
Group relief claimed for nil consideration	<u>(810,302)</u>	<u>(825,063)</u>
Current tax charge	<u>-</u>	<u>-</u>

5. Fixed asset investments

	2008 €	2007 £
Amounts owed by group undertakings due after more than one year	<u>43,790,000</u>	<u>43,790,000</u>

6. Debtors

	2008 €	2007 €
Amounts owed by group undertakings due within one year	<u>5,413,376</u>	<u>2,570,212</u>

7. Called up share capital

	2008 £	2007 £
<i>Authorised</i>		
10,000,000 ordinary shares of £1 each	<u>10,000,000</u>	<u>10,000,000</u>
	€	€
<i>Called up, allotted and fully paid</i>		
Two ordinary shares of £1	<u>2</u>	<u>2</u>

Notes to the accounts *(continued)*

8. Share premium account

	2008 €	2007 €
Opening balance	43,789,999	-
Premium arising on share issued in the year	-	43,789,999
Closing balance	43,789,999	43,789,999

During 2007 the company's parent contributed amounts owed by group companies with a face value of €43,790,000 to the company in exchange for the issue of one share.

9. Profit and loss account

	€
Opening balance	2,570,211
Profit for the year	2,843,164
As at 31 December 2008	5,413,375

10. Reconciliation of the movement in shareholder's funds

	2008 €	2007 €
Opening shareholder's funds	46,360,212	1
Share issue	-	43,790,000
Profit for the year	2,843,164	2,570,211
Closing shareholder's funds	49,203,376	46,360,212

11. Related party transactions

As described in note 12, the company is part of a group headed by Management Consulting Group PLC. The company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entities which form part of the group (or investees of the group qualifying as related parties). There were no other related party transactions requiring disclosure in the current or prior year. The consolidated financial statements of Management Consulting Group PLC, within which the results of this company are included, can be obtained from the address given in note 12.

12. Immediate and ultimate parent company and controlling entity

The immediate and ultimate parent company and controlling entity is Management Consulting Group PLC, a company incorporated in Great Britain and registered in England and Wales.

The smallest and largest group in which the accounts are consolidated is that headed by Management Consulting Group PLC. Copies of the accounts of Management Consulting Group PLC may be obtained at the following address: Management Consulting Group PLC, 10 Fleet Place, London, EC4M 7RB.