

## **Jones Lang LaSalle Limited**

Directors' report and financial statements

Registered number 1188567

31 December 2001



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## Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 December 2001.

### Principal activities

The principal activity of the company is the provision of services and advice relating to all aspects of commercial real estate for investors and occupiers.

The company continues to hold interests in companies mostly in Europe and Eastern Europe through its subsidiary Jones Lang LaSalle European Holdings Limited.

### Review of business operations and future prospects

The company's activities are principally carried out in England. It is intended that such operations will continue to be focused in the UK and as appropriate elsewhere in the world in conjunction with other companies in the Jones Lang LaSalle Group. The policy of the company is to ensure that its resources are consistent with the needs of the business and current economic climate. As noted, in the last 6 months of 2001, the company implemented a broad based restructuring of the business. This is expected to reduce headcount across England by approximately 100 people.

### Results and dividends

The results of the company for the year ended 31 December 2001 are set out on page 5.

The directors paid an interim dividend of £13,122,105 on 26 July 2001. The directors do not recommend the payment of a final dividend (2000: *£nil*).

### Directors and directors' interests

The directors who hold office or who held office during the year were as follows:

A Hughes	
J A Jenkins	(Resigned 17 December 2001)
R S Orr	
S J Cresswell	(Appointed 14 January 2002)
T R Whittaker	
A J Mottram	(Appointed 19 September 2002)

The directors had no beneficial interests in shares of the company during the year ended 31 December 2001.

The directors had no interest in other UK group companies during the year.

## **Directors' report (*continued*)**

### **Employment of disabled persons**

The company has a policy of giving full and fair consideration to applications for employment made by disabled persons, having regard to their particular aptitudes and abilities and of providing retraining for alternative work for employees who become disabled.

### **Employee consultation**

The company has in place established methods and procedures for providing information to all its staff on matters affecting them as employees and in relation to the business affairs of Jones Lang LaSalle. Information is provided by the company intranet, regular written briefings circulated to all staff and by meetings of staff to provide information to operating units and departments and to receive feedback.

### **Charitable contributions**

During the year the company made contributions for charitable purposes of £49,750 (2000: £84,505). It is the company policy not to make contributions for political purposes.

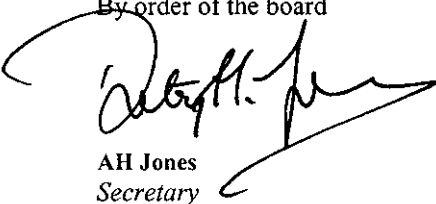
### **Auditors**

The company has passed an Elective Resolution in accordance with Section 386 of the Companies Act 1985 dispensing with the obligation to appoint auditors annually, accordingly KPMG Audit Plc will remain in office until the company or KPMG Audit Plc otherwise determine.

### **Annual General Meeting**

The company has passed an Elective Resolution pursuant to Sections 252 and 366A of the Companies Act 1985 (as amended) dispensing with Annual General Meetings and the laying before the company in general meeting copies of the directors' report and financial statements and the auditors' report on the financial statements.

By order of the board



AH Jones  
Secretary

9 Queen Victoria Street  
London  
EC4N 4YY

25 September 2002

## Statement of directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss 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 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.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the 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.

KPMG Audit Plc  
PO Box 695  
8 Salisbury Square  
London  
EC4Y 8BB

## **Report of the independent auditors to the members of Jones Lang LaSalle Limited**

We have audited the financial statements on pages 5 to 20.

### **Respective responsibilities of directors and auditors**

The directors are responsible for preparing the directors' report and, as described on page 3, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

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 if, in our opinion, the directors' report is not consistent with the financial statements, if 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 transactions with the company is not disclosed.

### **Basis of audit opinion**

We conducted our audit in accordance with Auditing Standards 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 judgements 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.

### **Opinion**

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31 December 2001 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

*KPMG Audit Plc*

**KPMG Audit Plc**  
*Chartered Accountants*  
*Registered Auditor*

25 September 2002

## Profit and loss account

for the year ended 31 December 2001

	<i>Note</i>	<b>2001 £'000</b>	<b>2000 £'000</b>
<b>Turnover – continuing operations</b>	<i>1</i>	103,231	97,653
Administrative expenses		(88,281)	(90,848)
Other operating income	<i>2</i>	228	219
Exceptional item	<i>4</i>	(5,960)	-
Amortisation of goodwill	<i>9</i>	(4,981)	(4,776)
<b>Operating profit</b>		<b>4,237</b>	<b>2,248</b>
Income from shares in group undertakings		14,867	2,000
<b>Profit on ordinary activities before interest</b>		<b>19,104</b>	<b>4,248</b>
Interest receivable and similar income	<i>5</i>	7,657	3,056
Interest payable and similar charges	<i>6</i>	(7,516)	(3,727)
<b>Profit on ordinary activities before taxation</b>	<i>2</i>	<b>19,245</b>	<b>3,577</b>
Tax on profit on ordinary activities	<i>7</i>	(4,984)	(2,966)
<b>Profit on ordinary activities after taxation</b>		<b>14,261</b>	<b>611</b>
Dividends paid	<i>8</i>	(13,122)	-
<b>Retained profit for the year</b>	<i>16</i>	<b>1,139</b>	<b>611</b>

There is no difference between the results as stated and the results on a historical cost basis.

There were no gains or losses recognised in the year or previous year other than those set out above.

All activities derive from continuing operations.

## Balance sheet

at 31 December 2001

	<i>Note</i>	<b>2001</b> <b>£'000</b>	<b>2000</b> <b>£'000</b>
<b>Fixed assets</b>			
Intangible assets	9	77,688	82,669
Tangible assets	10	11,171	9,674
Investments	11	90,870	91,070
		<hr/>	<hr/>
		179,729	183,413
		<hr/>	<hr/>
<b>Current assets</b>			
Debtors	12	108,980	109,741
Cash at bank and in hand		102	293
		<hr/>	<hr/>
		109,082	110,034
<b>Creditors:</b> amounts falling due within one year	13	(188,957)	(198,049)
		<hr/>	<hr/>
<b>Net current liabilities</b>		(79,875)	(88,015)
		<hr/>	<hr/>
<b>Total assets less current liabilities</b>		99,854	95,398
		<hr/>	<hr/>
<b>Provisions for liabilities and charges</b>	14	(8,357)	(5,040)
		<hr/>	<hr/>
<b>Net assets</b>		91,497	90,358
		<hr/>	<hr/>
<b>Capital and reserves</b>			
Called up share capital	15	89,574	89,574
Capital redemption reserve	16	268	268
Profit and loss account	16	1,655	516
		<hr/>	<hr/>
<b>Equity shareholders' funds</b>		91,497	90,358
		<hr/>	<hr/>

These financial statements were approved by the board of directors on 25 September 2002 and were signed on its behalf by:



**S J Cresswell**  
Director



**Reconciliation of movements in shareholders' funds**  
*for the year ended 31 December 2001*

	2001 £'000	2000 £'000
Profit for the financial year	1,139	611
Net addition to shareholders' funds	1,139	611
Opening shareholders' funds	90,358	89,747
Closing shareholders' funds	91,497	90,358

## Notes

*(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 accounting standards and under the historical cost accounting rules.

The company is exempt by virtue of S228 of the Companies Act 1985 from the requirement to prepare group accounts. These financial statements present information about the company as an individual undertaking and not about its group.

Under Financial Reporting Standard 1 (revised) the company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the company in its own published consolidated financial statements.

As the company is a wholly owned subsidiary of Jones Lang LaSalle Europe Limited, 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).

#### *Going concern*

The company's financial statements have been prepared on a going concern basis because the company's ultimate parent Jones Lang LaSalle Incorporated has confirmed that it will provide continuing financial support to the company for the foreseeable future.

#### *Goodwill*

Purchased goodwill arising on acquisitions prior to 1 January 1998 was written off directly to reserves in the year of acquisition. Amounts arising on acquisitions after that date are capitalised and amortised over a period of between five and twenty years, the expected useful life.

#### *Tangible fixed assets and depreciation*

Depreciation is provided to write off the cost, less the estimated residual value of tangible fixed assets, by equal instalments over their estimated useful economic lives as follows:

Motor vehicles	- on written down value	25%
Office machinery and fixtures	- on cost	10% - 20%
Computer equipment	- on cost	33%

Short leasehold improvements are amortised on a straight line basis over the length of the lease.

#### *Investments*

Investments held as fixed assets are stated at cost less provision for impairment.

#### *Leases*

Assets held under finance leases are capitalised at their fair value on the inception of the leases and depreciated to their estimated residual values over their estimated useful lives. The finance charges are allocated over the period of the lease in proportion to the capital element outstanding.

Operating lease rentals are charged to the profit and loss account on a straight line basis over the period of the lease.

## Notes (continued)

### 1 Accounting policies (continued)

#### *Pension costs*

At 1 January 2000 the pension scheme operated on a defined benefit basis, providing benefits based on final pensionable pay. From 1 September 2000 a "Hybrid Section" was introduced. There are both defined benefit and defined contribution members in this new section.

The pension cost charged to the profit and loss account is calculated by the actuary so as to spread the cost of pensions over the employees' working lives with the company.

#### *Foreign exchange*

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.

#### *Taxation*

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Provision is made for deferred tax only to the extent that it is probable that an actual liability will crystallise.

#### *Turnover*

Turnover represents the amounts (excluding value added tax) derived from the provision of goods and services to customers.

**Notes (continued)**

**2 Profit on ordinary activities before taxation**

	<b>2001</b>	<b>2000</b>
	<b>£'000</b>	<b>£'000</b>
<b>Profit on ordinary activities before taxation is stated after including:</b>		
(a) <i>Other operating income:</i>		
Gross rents receivable	228	219
	<hr/>	<hr/>
(b) <i>Staff costs (including directors):</i>		
Wages and salaries	55,681	30,852
Social security costs	6,814	3,892
Other pension costs	3,005	1,769
	<hr/>	<hr/>
	65,500	36,513
	<hr/>	<hr/>
	<b>No.</b>	<b>No.</b>
<b>Average number of persons employed:</b>		
Technical and administration	1,064	367
	<hr/>	<hr/>

Staff costs for the prior year are for staff formerly employed by Jones Lang LaSalle Resources who transferred with effect from 1 October 2000, plus senior managers who were employed throughout the year.

	<b>£'000</b>	<b>£'000</b>
(c) <i>Other operating charges:</i>		
Auditors' remuneration - audit fee	100	95
Other payments to auditors	212	154
Rentals under operating leases:		
Hire of plant and machinery	119	133
Other operating leases	6,360	6,036
	<hr/>	<hr/>

The company bore the cost of auditing all of its UK subsidiary undertakings.

(d) <i>Depreciation and other amounts written off</i>		
<i>tangible fixed assets</i>		
Own assets	3,700	2,962
	<hr/>	<hr/>

## Notes (continued)

### 3 Remuneration of directors

	2001 £'000	2000 £'000
Directors' emoluments	1,449	1,382
Company contributions to money purchase pension schemes	47	42
	<u>1,496</u>	<u>1,424</u>

The aggregate of emoluments of the highest paid director was £546,132 (2000: £591,341), and company pension contributions of £10,000 (2000: £10,000) were made to a money purchase scheme on his behalf.

	Number of directors 2001	2000
Retirement benefits accrued to the following number of directors under:		
Money purchase schemes	<u>5</u>	<u>6</u>

### 4 Exceptional item

In the last 6 months of 2001, the company implemented a broad based restructuring of its business. This is expected to reduce headcount across England by approximately 100 people. The majority of these actions were implemented and communicated late in the fourth quarter of 2001, although statutory considerations resulted in a significant number of affected employees either leaving the company's employment or receiving their termination payments in early 2002. The costs of this exercise relate principally to severance payments, legal fees and provision for onerous property leases.

**Notes (continued)**

**5 Interest receivable and similar income**

	2001 £'000	2000 £'000
Bank interest	328	-
Interest receivable from fellow subsidiaries	7,329	3,056
	<u>7,657</u>	<u>3,056</u>

**6 Interest payable and similar charges**

	2001 £'000	2000 £'000
Bank loans and overdrafts	104	80
Interest payable to third parties	119	100
Interest payable to fellow subsidiaries	7,049	3,447
Amortisation of debt issuance costs	244	100
	<u>7,516</u>	<u>3,727</u>

**7 Tax on profit on ordinary activities**

	2001 £'000	2000 £'000
United Kingdom corporation tax at 30%	5,060	2,607
Adjustment in respect of prior years	(76)	359
	<u>4,984</u>	<u>2,966</u>

Reconciliation of current tax charge for the year

	2001 £'000	2000 £'000
Profit before tax	19,245	3,577
Tax charge on profit at a standard rate of 30% (2000: 30%)	5,774	1,073
Expenses not deductible for tax purposes	2,197	1,945
Movement in potential deferred tax assets not recognised	1,498	1,032
Dividend income not taxable	(4,409)	(600)
Group relief not paid for	-	(843)
Adjustment to tax charge in respect of previous periods	(76)	359
	<u>4,984</u>	<u>2,966</u>

**Notes (continued)**

**8 Dividends paid**

	<b>2001 £'000</b>	<b>2000 £'000</b>
Interim paid	13,122	-

**9 Intangible fixed assets**

	<b>Purchased goodwill £'000</b>
<b>Cost</b>	
At 1 January 2001	87,084
At 31 December 2001	87,084
<b>Accumulated amortisation</b>	
At 1 January 2001	4,415
Charge for the year	4,981
At 31 December 2001	9,396
<b>Net book value</b>	
At 31 December 2001	77,688
At 31 December 2000	82,669

Purchased goodwill principally relates to the acquisition of the activities of the Jones Lang Wootton partnership on 8 March 1999.

**Notes (continued)**

**10 Tangible fixed assets**

	Motor vehicles £'000	Office machinery, computer equipment and fixtures £'000	Improvements to short leasehold premises £'000	Total £'000
<b>Cost</b>				
At 1 January 2001	5,592	12,250	2,946	20,788
Additions	737	4,601	1,618	6,956
Disposals	(3,084)	(4,584)	-	(7,668)
At 31 December 2001	3,245	12,267	4,564	20,076
<b>Accumulated depreciation</b>				
At 1 January 2001	2,547	7,266	1,301	11,114
Charge for the year	693	2,482	525	3,700
Disposals	(1,511)	(4,398)	-	(5,909)
At 31 December 2001	1,729	5,350	1,826	8,905
<b>Net book value</b>				
At 31 December 2001	1,516	6,917	2,738	11,171
At 31 December 2000	3,045	4,984	1,645	9,674



## Notes (continued)

### 11 Fixed asset investments

	2001 £'000	2000 £'000
Shares in group companies – subsidiaries	90,866	91,054
Other investments	4	16
	<hr/> 90,870 <hr/>	<hr/> 91,070 <hr/>
		<b>£'000</b>
Shares in group companies – subsidiary undertakings:		
At 1 January 2001		91,054
Reduction in share capital of subsidiary undertakings		(188)
		<hr/>
At 31 December 2001		90,866 <hr/>
Interest in joint venture:		
At 1 January 2001		16
Disposals		(12)
		<hr/>
		4
At 31 December 2001		<hr/>

The directors are satisfied that the company's investments are worth at least as much as the amounts at which they are included in the balance sheet.

A list of principal subsidiaries is set out in note 21. The company's other investments are minority holdings in Jones Lang LaSalle KK (Japan) and Jones Lang Wootton International Limited (Bermuda). The company disposed of its interest in Jones Lang LaSalle KK during the year, at cost. The investments are stated at cost in the balance sheet. No dividends were received in the year.

**Notes (continued)**

**12 Debtors**

	<b>2001</b>	<b>2000</b>
	<b>£'000</b>	<b>£'000</b>
Trade debtors	9,500	13,424
Amounts owed by:		
Subsidiary undertakings	11,306	9,968
Parent company and fellow subsidiaries	74,595	78,693
Other debtors	1,098	1,254
Prepayments and accrued income: amounts due within one year	9,920	6,402
Prepayments and accrued income: amounts due after more than one year	2,561	-
	<u>108,980</u>	<u>109,741</u>

**13 Creditors: amounts falling due within one year**

	<b>2001</b>	<b>2000</b>
	<b>£'000</b>	<b>£'000</b>
Bank loans and overdrafts	1,736	-
Amounts due to:		
Subsidiary undertakings	94,013	95,130
Parent company and fellow subsidiaries	53,846	64,073
Taxation and social security	9,410	6,690
Other creditors	2,486	4,029
Accruals and deferred income	27,466	28,127
	<u>188,957</u>	<u>198,049</u>

Included in amounts due to parent company and fellow subsidiaries is an amount due to Jones Lang LaSalle Finance BV of £52,101,000. This includes the partial offset of net debt issuance costs. Gross debt issuance costs were £1,701,000 of which £344,000 (2000: £100,000) had been amortised by the year end.

## Notes (continued)

### 14 Provisions for liabilities and charges

	Onerous contracts £'000	Pensions and similar obligations £'000	Total £'000
At 1 January 2001	-	5,040	5,040
Charge for the year	1,292	2,025	3,317
	<hr/>	<hr/>	<hr/>
At 31 December 2001	1,292	7,065	8,357
	<hr/>	<hr/>	<hr/>

#### Pensions

At 1 January 2001 the Company operated a scheme providing defined benefits based on final pensionable pay – the Jones Lang LaSalle Retirement Benefits Scheme (“the Scheme”). The Scheme also includes a “Hybrid Section” (introduced from 1 September 2000) in which there are both defined benefit and defined contribution members. The Scheme is set up under a trust and the assets of the Scheme are held separately from those of the Company.

The company's employees are members of either the defined benefit scheme or the defined contribution scheme. Contributions paid to the scheme are based on pension costs across the companies within the scheme as a whole. The assets and liabilities of the scheme cannot be accurately allocated to the company.

Details of the Scheme, including the basis on which the actuarial valuations have been carried out and the level of funding as required under the transitional rules of Financial Reporting Standard No. 17 “Retirement Benefits” (“FRS17”) are set out in the financial statements of Jones Lang LaSalle Europe Limited.

#### Deferred taxation

The potential deferred taxation liabilities/(assets) and the portions thereof which are considered likely to be payable/(receivable) within the foreseeable future and therefore provided in the financial statements are:

	2001		2000	
	Total potential tax £'000	Amount Provided £'000	Total potential tax £'000	Amount provided £'000
<b>Company</b>				
Capital allowances in excess of depreciation	(191)	-	(428)	-
Other timing differences	(4,172)	-	(2,437)	-
	<hr/>	<hr/>	<hr/>	<hr/>
	(4,363)	-	(2,865)	-
	<hr/>	<hr/>	<hr/>	<hr/>

**Notes (continued)**

**15 Called up share capital**

	<b>2001</b>	<b>2000</b>
	<b>£'000</b>	<b>£'000</b>
<b>Authorised:</b>		
125,000,000 ordinary shares of £1 each	125,000	125,000
	<hr/>	<hr/>
<b>Allotted, called up and fully paid:</b>		
89,574,265 ordinary shares of £1 each	89,574	89,574
	<hr/>	<hr/>

**16 Reserves**

	<b>Capital redemption reserve £'000</b>	<b>Profit and loss account £'000</b>
At 1 January 2001	268	516
Profit for the year	-	1,139
	<hr/>	<hr/>
At 31 December 2001	268	1,655
	<hr/>	<hr/>

**17 Operating lease commitments**

At 31 December 2001 the company was committed to making the following payments during the following year in respect of operating leases:

	<b>Land and buildings £'000</b>	<b>Office equipment £'000</b>
Leases which expire:		
Within one year	334	39
Within two to five years	3,991	630
After five years	1,244	-
	<hr/>	<hr/>
	5,569	669
	<hr/>	<hr/>

**Notes (continued)**

**18 Capital commitments**

	2001 £'000	2000 £'000
Contracted for but not provided	300	300

**19 Contingent liabilities**

Jones Lang LaSalle Limited has given guarantees to the bankers of some of its subsidiary undertakings in order to obtain otherwise unsecured loan and credit facilities. The amounts of each guarantee and subsidiary to which it relates are listed below:

<b>Subsidiary undertakings</b>		
France – Euros	3,809,000	Jones Lang LaSalle SA France
Spain - Euros	901,000	Jones Lang LaSalle SA Spain
<b>Other group companies</b>		
Sterling	950,000	Jones Lang LaSalle Finance BV

The company, along with other Jones Lang LaSalle group entities, is guarantor of:

- The repayment of Euro 165,000,000 9 percent Senior Notes due 2007 issued by Jones Lang LaSalle Finance BV.
- The obligations of Jones Lang LaSalle Finance BV to lending banks under the Multicurrency Credit Agreement dated 21 September 2001, providing a finance facility up to the equivalent of US\$275,000,000. As at 31 December 2001, the facility had a drawn down balance of US\$59,900,000 (2000: US\$85,300,000).

## Notes (continued)

### 20 Ultimate controlling party

The company's immediate parent company during the year was Jones Lang LaSalle Europe Limited, a company incorporated in England and Wales, which heads the smallest group in which the results of the company are consolidated.

Copies of the group financial statements of Jones Lang LaSalle Europe Limited are available from 22 Hanover Square, London, W1A 2BN.

Throughout the year the ultimate controlling party was Jones Lang LaSalle Incorporated, a company incorporated in Maryland, USA.

Copies of the group financial statements of Jones Lang LaSalle Incorporated can be obtained from Jones Lang LaSalle Incorporated, 200 East Randolph Drive, Chicago, Illinois 60601, USA.

### 21 Additional information on principal subsidiary undertakings

Subsidiaries	Activity	Country of incorporation/ registration and operation	Proportion of ordinary shares held %
<i>Direct holdings</i>			
Jones Lang LaSalle Corporate Finance Limited	Financial services	England	100
Property Management Resources Limited	Staff services provider	England	100
Jones Lang LaSalle European Services Limited	Surveying services	England	100
Jones Lang LaSalle European Holdings Limited	Holding company	England	100
Jones Lang LaSalle European Resources Limited	Surveying services	England	100
Jones Lang LaSalle Eastern European Services Limited	Surveying services	England	100
Orchid Insurance Limited	Insurance underwriting	Guernsey	100

A full list of companies will be included in the company's annual return.