

Company Number: 2388451

ANNUAL REPORT

YEAR ENDED 31 JANUARY 2005



COMPANY INFORMATION

Directors C J Godsell (resigned 1 February 2005)

C A Levine (resigned 1 February 2005)

J O Gravenhorst

J Hayes

Secretary J O Gravenhorst

Company Number 2388451

Registered Office Wells House

65 Boundary Road

Woking Surrey GU21 5BS

Auditors PKF

New Guild House

45 Great Charles Street

Queensway Birmingham B3 2LX

Solicitors Moorcrofts

Mere House, Mere Park

Dedmere Road

Marlow Bucks SL7 1PB

Bankers Lloy

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2nd Floor

39 Threadneedle Street

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CONTENTS

	Page
DIRECTORS' REPORT	1 - 2
STATEMENT OF DIRECTORS' RESPONSIBILITIES	3
INDEPENDENT AUDITORS' REPORT	4 - 5
PROFIT AND LOSS ACCOUNT	6
STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES	7
BALANCE SHEET	8
CASH FLOW STATEMENT	9
NOTES TO THE FINANCIAL STATEMENTS	10 - 18

SUPERCLEAN SUPPORT SERVICES PLC DIRECTORS' REPORT

YEAR ENDED 31 JANUARY 2005

The directors submit their report and the financial statements for the year ended 31 January 2005.

Results and dividends

The profit for the year, after taxation, amounted to £601,945 (2004 - £444,403).

Principal activity and review of the business

The principal activity of the company continues to be that of contract cleaning and associated support services.

The planned expansion of the range of service provisions achieved the growth projections for the trading period without compromising the company's reputation for quality driven, cost effective service delivery.

On 1 February 2005, Superclean Support Services Holdings Limited was acquired by ISS UK Limited. This will bring significant benefits to the company, as it will allow significant expansion of its business in existing and new areas and will provide the opportunity of the further development of its staff. Likewise the ISS group will gain access to markets it has not been involved in before.

Directors

The directors who served during the year were:

C J Godsell (resigned 1 February 2005)

C A Levine (resigned 1 February 2005)

On 1 February 2005, J Hayes and J Gravenhorst were appointed directors of the company. On the same day Mrs Godsell resigned as company secretary and J Gravenhorst was appointed as company secretary from that date.

At the year end the company was a wholly owned subsidiary of Superclean Support Services (Holdings) Limited. The interests of the directors in that company are shown in its financial statements.

Donations

During the year, the company made charitable donations totalling £5,000

Employee involvement

The company has a health and safety committee which meets quarterly and comprises of the directors and all senior managers and supervisors. At these meetings discussions are held on all aspects of health and safety and the welfare of the workforce. Site-based employees are actively encouraged to provide input to these meetings and the committee will agree any necessary actions resulting from this.

The company also operates a quality audit bonus scheme based on criteria of quality, attendance and performance. The scheme has an objective scoring system with cash incentives based on the results.

Disabled persons

The company operates an equal opportunities policy and gives full and fair consideration to all applications for employment. The company's policies on training, career development and promotion apply equally to all employees. Where an existing employee becomes disabled, the company is committed to their continuing employment and training wherever possible. In conjunction with its client base, the company is committed to ensuring that facilities for the disabled are provided in the workplace.

DIRECTORS' REPORT (continued) YEAR ENDED 31 JANUARY 2005

Policy and practice on payment of creditors

The company's policy is to pay its suppliers within thirty days from the date of their invoice. The figure, expressed in days, which bears the same proportion to the number of days in the period as the amount owed to trade creditors at the period end bears to the amounts invoiced by suppliers during the period is 30 (2004: 30)

By order of the board

JO Gravenhorst Secretary

SUPERCLEAN SUPPORT SERVICES PLC 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 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 judgments 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 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.

The directors are responsible for ensuring that the directors' report and other information included in the annual report is prepared in accordance with company law in the United Kingdom.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SUPERCLEAN SUPPORT SERVICES PLC

We have audited the financial statements of Superclean Support Services PLC for the year ended 31 January 2005 which comprise the Profit and Loss Account, the Balance Sheet, the Cash Flow Statement, the Statement of Total Recognised Gains and Losses and the related notes. 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 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 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 Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards 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 United Kingdom Auditing Standards.

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.

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 United Kingdom 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 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 MEMBERS OF SUPERCLEAN SUPPORT SERVICES PLC (continued)

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31 January 2005 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

PKF

Birmingham, UK
24 March 2005

Registered Auditors

PROFIT AND LOSS ACCOUNT YEAR ENDED 31 JANUARY 2005

	Notes	2005 £	2004 £
TURNOVER Cost of sales	2	5,694,238 (4,116,377)	4,240,970 (2,969,111)
GROSS PROFIT Administrative expenses		1,577,861 (779,742)	1,271,859 (693,775)
OPERATING PROFIT Interest receivable and similar income Interest payable and similar charges	3 6 7	798,119 17,266 (2,071)	578,084 8,018 (4,699)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		813,314	581,403
TAXATION	8	(211,369)	(137,000)
PROFIT FOR THE FINANCIAL YEAR	18&19	601,945	444,403
DIVIDENDS	9&19	-	(346,991)
		601,945	97,412

All amounts relate to continuing operations.

SUPERCLEAN SUPPORT SERVICES PLC STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES YEAR ENDED 31 JANUARY 2005

	2005 £	2004 £
Profit for the financial year (Deficit) / surplus on the revaluation of fixed assets (note 10)	601,945 (45,500)	444,403 58,583
Total recognised gains and losses relating to the year	556,445	502,986
NOTE OF HISTORICAL COST PROFITS	AND LOSSES 2005 £	2004 £
Reported profit on ordinary activities before taxation Difference between a historical cost depreciation charge and actual depreciation charge for the year calculated on the revalued	813,314	581,403
amount	2,104	2,187
Historical cost profit on ordinary activities before taxation	815,418	583,590
Historical cost profit for the year retained after taxation	604,049	99,599

BALANCE SHEET 31 JANUARY 2005

	Notes		2005 £		2004 £
FIXED ASSETS Tangible	10		563,604		627,644
CURRENT ASSETS					
Stocks	11	11,600		7,600	
Debtors	12	1,059,328		449,278	
Cash at bank and in hand		693,200		799,946	
		1,764,128		1,256,824	
CREDITORS: amounts falling due within one year	13	(956,555)		(1,082,736)	
•	~~	-			
NET CURRENT ASSETS			807,573	_	174,088
TOTAL ASSETS LESS CURRENT LIA	ABILITIES	1,	,371,177		801,732
CREDITORS: amounts falling due					
after more than one year	14		(10,000)		(15,000)
PROVISIONS FOR LIABILITIES					
AND CHARGES	16		(18,000)		-
NET ASSETS		1,	343,177		786,732
CARRELL AND DESCRIPTION				_	
CAPITAL AND RESERVES	17		50.000		50,000
Called up share capital Revaluation reserve	1 / 18		50,000 182,751		50,000 228,251
Profit and loss account	18		110,426		508,481
1 1011t and 1033 account	10				
SHAREHOLDERS' FUNDS	19	1,	343,177	<u></u>	786,732
		=		=	

The financial statements were approved by the board on 15 March 2005

Signed on behalf of the board of directors

J Hayes

Director

CASH FLOW STATEMENT YEAR ENDED 31 JANUARY 2005

	2005 £	2004
Reconciliation of operating profit to net cash inflow from	I.	£
operating activities		
Operating profit	798,119	578,084
Depreciation of tangible fixed assets	39,681	45,975
(Profit)/loss on sale of fixed assets	(4)	963
Increase in debtors	(610,050)	(190,249)
Increase in stocks	(4,000)	(1,800)
(Decrease)/increase in creditors	(171,713)	507,223
Net cash inflow from operating activities	52,033	940,196
CASH FLOW STATEMENT (note 20)	## 0.44	0.40.404
Net cash inflow from operating activities	52,033	940,196
Returns on investments and servicing of finance	15,195	3,319
Taxation	(136,369)	(75,070)
Capital expenditure	(21,137)	(64,543) (346,991)
Equity dividends paid		(340,991)
	(90,278)	456,911
Financing	(16,468)	(19,487)
(Decrease)/increase in cash	(106,746)	437,424
Reconciliation of net cash flow to movement in net funds (note 21)		
(Decrease)/increase in cash in the year	(106,746)	437,424
Cash outflow from decrease in debt and lease financing	16,468	19,487
Change in net funds	(90,278)	456,911
Net funds at 1 February 2004	768,404	311,493
Net funds at 31 January 2005	678,126	768,404
		

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 JANUARY 2005

1 ACCOUNTING POLICIES

(a) Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention as modified by the revaluation of freehold property and in accordance with applicable accounting standards.

(b) Turnover

Turnover represents the invoiced value of goods and services provided (stated net of value added tax).

(c) Tangible fixed assets

Tangible fixed assets are stated at cost or valuation less depreciation. Depreciation is provided at rates calculated to write off the cost or valuation of fixed assets on a reducing balance basis over their expected useful lives, using the following rates:

Freehold buildings 1 % per annum
Fixtures, fittings and equipment 15 % per annum
Motor vehicles 25 % per annum

(d) Finance leases and hire purchase

Assets acquired under finance leases or hire purchase are treated as tangible fixed assets and depreciation is provided accordingly. The present value of future rentals is shown as a liability and the interest element of rental obligations is charged to the profit and loss account over the period of the lease.

(e) Operating leases

Operating lease rentals are charged in the profit and loss account on a straight line basis over the lease term.

(f) Stocks

Stocks are stated at the lower of estimated cost and net realisable value.

(g) Deferred taxation

Deferred tax is provided using the full provision method. Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date. Deferred tax balances are not discounted.

Deferred tax assets are only recognised where they arise from timing differences where their recoverability in the short term is regarded as more likely than not.

(h) Pensions

The company operates a defined contribution pension scheme and the pension charge in the profit and loss account represents the amounts payable by the company to the fund in respect of the year.

2 TURNOVER

Turnover is attributable to one class of business.

All turnover arose within the United Kingdom.

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 JANUARY 2005

3 OPERATING PROFIT

	The operating profit is stated after charging / (crediting):		
		2005	2004
		£	£
	Depreciation of tangible fixed assets:		
	- owned by the company	35,298	31,488
	- held under finance lease or hire purchase contracts	4,383	14,487
	Audit fees	8,000	6,000
	Auditors' remuneration - non-audit services	2,858	3,482
	Operating lease rentals:		
	- plant & machinery	4,878	3,659
	•		<u> </u>
4	DIRECTORS' EMOLUMENTS AND BENEFITS		
		2005	2004
		£	£
	Directors' emoluments	176,508	154,652
	Contributions to money purchase pension schemes	-	5,000
	The number of directors accruing benefits under pension schemes were:		
	Solicines were.	No	No
	Money purchase schemes	-	1
	No directors (2004 - none) were members of company pension scho	emes.	
	The highest paid director received emoluments and benefits as follows:	ows:	
		2005	2004
		£	£
	Emoluments and benefits under long term incentive schemes	89,753	82,894

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 JANUARY 2005

5 STAFF COSTS

	Staff costs, including directors' emoluments, were as follows:	2005 £	2004 £
	Wages and salaries	4,095,248	3,025,657
	Social security costs	223,152	104,645
	Other pension costs	25,373	30,412
		4,343,773	3,160,714
	The average monthly number of employees during the year was:		
	D : (No	No
	Directors Managers and Administration	2 10	2 10
	Managers and Administration Cleaning staff	393	324
	Cleaning start		
		405	336
6	INTEREST RECEIVABLE AND SIMILAR INCOME		
		2005	2004
		£	£
	Other interest receivable	17,266	8,018
7	INTEREST PAYABLE AND SIMILAR CHARGES		-
		2005	2004
		£	£
	Bank loans and overdrafts	-	130
	Finance charges under finance lease and hire	# O	
	purchase contracts	2,071	4,569
		2,071	4,699

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 JANUARY 2005

8 TAXATION

(a) Analysis of charge in year	2005 £	2004 £
UK corporation tax		
Current tax on income for the year	193,984	137,000
Adjustments in respect of prior periods	(615)	-
Total UK taxation	193,369	137,000
Deferred tax		
Changes in deferred tax balances arising from:		
Origination or reversal of timing differences	18,000	-
Tax on profit on ordinary activities	211,369	137,000

(b) Factors affecting the tax charge for the year

The tax assessed for the year is lower than would be expected by multiplying profit on ordinary activities by the standard rate of corporation tax in the UK of 30%. The differences are explained below:

Profit on ordinary activities before tax	2005 £ 813,314	2004 £ 581,403
Profit on ordinary activities multiplied by the standard rate of corporation tax of 30% (2004: 30%)	243,994	174,421
Effects of:		
Expenses not deductible for tax purposes	8,472	7,861
Capital allowances in excess of depreciation	(16,062)	(4,805)
Losses group relieved	(40,616)	(33,651)
Small companies relief	(2,678)	(6,826)
Adjustment in respect of prior periods	(615)	-
Other	874	-
Current tax charge for the year	193,369	137,000

9 DIVIDENDS

	2005 £	2004 £
Ordinary shares		
Interim paid	-	346,991
of which:		
Dividends on equity shares	-	346,991

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 JANUARY 2005

10 TANGIBLE FIXED ASSETS

	Land & buildings £	Motor vehicles £	Fixtures, fittings, & equip £	Total £
Cost or valuation				
At 1 February 2004	450,000	137,101	214,332	801,433
Additions	-	22,100	34,292	56,392
Disposals	-	(100,895)	-	(100,895)
Revaluations	(50,000)		<u> </u>	(50,000)
At 31 January 2005	400,000	58,306	248,624	706,930
Depreciation				
At 1 February 2004	-	83,192	90,597	173,789
Charge for year	4,500	11,546	23,635	39,681
On disposals	~	(65,644)	-	(65,644)
Revaluations	(4,500)	-	-	(4,500)
At 31 January 2005	-	29,094	114,232	143,326
Net book amount				
At 31 January 2005	400,000	29,212	134,392	563,604
At 31 January 2004	450,000	53,909	123,735	627,644
		=======================================		

The net book amounts of assets held under finance lease or hire purchase contracts included above were:

	2005	2004
	£	£
Motor vehicles	-	32,822
Fixtures & fittings etc.	17,084	20,099
	17,084	52,921

The company's freehold premises were revalued on 28 January 2005 at an amount of £400,000.

These assets were revalued by Wilson Hawkins, an external firm of chartered surveyors, on the open market existing use basis.

On the historical cost basis, land and buildings would have been included as follows:

	2005 £	2004 £
Cost	239,596	239.596
Cumulative depreciation	(16,283)	(13,887)
Net book amount	223,313	225,709

SUPERCLEAN SUPPORT SERVICES PLC NOTES TO THE FINANCIAL STATEMENTS

OTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 JANUARY 2005

11 STOCKS

•	5100115		
		2005 £	2004
	Cleaning materials	11,600	£ 7,600
		<u>-</u>	
12	DEBTORS		
		2005	2004
		£	£
	Due within one year		
	Trade debtors	506,131	416,054
	Amounts due from group undertakings	491,589	-
	Other debtors	8,746	426
	Prepayments and accrued income	52,862	32,798
		1,059,328	449,278
13	CREDITORS		
		2005	2004
		£	£
	Amounts falling due within one year		
	Payments received on account	267,845	549,985
	Trade creditors	46,790	53,838
	Corporation tax	194,000	137,000
	Other tax and social security	280,578	215,384
	Net obligations under finance lease and hire	C 054	17.540
	purchase contracts (note 15)	5,074	16,542
	Other creditors	490	625
	Accruals and deferred income	161,778	109,362
		956,555	1,082,736
		=	

Lloyds TSB Bank plc holds a fixed charge over the company's book debts and a floating charge over the company's other assets.

14 CREDITORS

	2005	2004
	£	£
Amounts falling due after more than one year		
Net obligations under finance lease and hire		
purchase contracts (note 15)	10,000	15,000

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 JANUARY 2005

15 FINANCE LEASES

Net obligations under finance lease and hire purch	ase agreements fall due as follows	3:
	2005	2004
	£	£
Within one year	5,074	16,542
Between one and five years	10,000	15,000
	15,074	31,542
	١	

Finance lease and hire purchase creditors are secured on the assets concerned.

16 PROVISIONS FOR LIABILITIES AND CHARGES

	taxation £
At 1 February 2004 Charged to profit and loss	18,000
At 31 January 2005	18,000

Deferred tax is analysed as follows:

	Provided		Not provided	
	2005	2004	2005	2004
	£	£	£	£
Capital allowances	18,000	-	-	-

17 SHARE CAPITAL

	Authorised	Allotted, called up and fully paid	
At 1 February 2004 and 31 January 2005	£	No	£
Ordinary shares of 1p each	50,000	5,000,000	50,000

18 RESERVES

Revaluation reserve	t.
At 1 February 2004	228,251
Revalution during the year	(45,500)
At 31 January 2005	182,751

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 JANUARY 2005

18	RESERVES (continued)				
10	Profit and loss account At 1 February 2004 Profit for the year				£ 508,481 601,945
	At 31 January 2005				1,110,426
19	SHAREHOLDERS' FUNDS	S			
				2005	2004
	Shareholders' funds at 1 Febru Profit for the year Other recognised gains and los Dividends	-		£ 786,732 601,945 (45,500)	£ 630,737 444,403 58,583 (346,991)
	Shareholders' funds at 31 January	ary 2005		1,343,177	786,732
20	GROSS CASH FLOWS				
	Returns on investments and Interest received	servicing of financ	ce	2005 £ 17,266	2004 £ 8,018
	Interest paid			(2,071) 15,195	(4,699)
	Capital expenditure Payments to acquire tangible f Receipts from sales of tangible			(56,392) 35,255 (21,137)	(81,043) 16,500 (64,543)
	Financing Capital element of finance leas	ee rentals		(16,468)	(19,487)
21	ANALYSIS OF CHANGES	IN NET FUNDS			
	Cash at bank and in hand Finance leases	At 1 February 2004 £ 799,946 (31,542)	Cash flows £ (106,746) 16,468	At	31 January 2005 £ 693,200 (15,074)

(90,278)

678,126

768,404

Total

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 JANUARY 2005

22 OTHER COMMITMENTS

At 31 January 2005 the company had annual commitments under operating leases as follows:

	Other	
	2005	2004
	£	£
Expiry date:		
Between one and five years	4,878	4,878
		

23 TRANSACTIONS WITH RELATED PARTIES

Included within debtors is a loan of £NIL (2004 - £425) to C J Godsell, a director. The maximum amount outstanding during the year was £425.

During the year C J Godsell, a director, purchased a motor vehicle from the Company for £11,986. This was equal to the net book value of the vehicle at the date of sale.

24 PENSION COSTS

The company operates a defined contribution pension scheme, the assets of which are held separately from those of the company in an independently administered fund.

Contributions made by the company to the scheme during the year amounted to £25,373 (2004 - £30,412).

25 PARENT UNDERTAKINGS AND CONTROLLING PARTIES

As at 31 January 2005, the company was controlled by Superclean Support Services Holdings Limited.

The parent undertaking of the largest and smallest group for which consolidated accounts are prepared is Superclean Support Services Holdings Limited.

Consolidated accounts are available from Companies House, Cardiff, CF4 3UZ.

In the opinion of the directors this was the company's ultimate parent company and ultimate controlling party as at 31 January 2005.

Since the year-end the entire share capital of Superclean Support Services Holdings Limited has been acquired by ISS UK Limited. Therefore, at the date of approving these financial statements the company's ultimate controlling party is ISS UK Limited.