

**LAMBERT SMITH HAMPTON
GROUP (OVERSEAS) LIMITED**

REG NO. 2510387

REPORT & ACCOUNTS

31 March 2005



LAMBERT SMITH HAMPTON GROUP (OVERSEAS) LIMITED (COMPANY NUMBER 2510387)

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2005

The directors present their annual report together with the unaudited financial statements of the company for the year ended 31 March 2005. The company is dormant and has not traded during the year.

Directors

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

K.E.F. Clarke
D.R. Clements
A.H. Griffiths
R J MacLeod

Directors' Interests

The interests of the directors in the share capital of WS Atkins plc, the ultimate parent company, were

	Ordinary shares of 0.5p as at 31 March 2005		Ordinary shares of 0.5p as at 1 April 2004	
	Shares	Options	Shares	Options
K.E.F. Clarke	26,570	121,849	19,500	95,000
D R Clements	9,480	67,366	39,224	72,140
A H Griffiths	16,296	73,827	24,046	60,589
R J MacLeod	10,070	47,625	10,000	15,000

The following options were granted, lapsed or exercised during the year:

	Granted	Lapsed	Exercised
K.E.F. Clarke	26,849	-	-
D.R. Clements	-	-	4,774
A H Griffiths	13,424	-	186
R J MacLeod	32,625	-	-

The options above include Sharesave, Long Term Incentive, Equity Participation and Deferred Bonus Plans.

All interests at the date shown are beneficial and are in respect of numbers of ordinary shares in WS Atkins plc. Other than as stated above, no director had any interest in the share capital of the Company or of any other subsidiary undertaking of WS Atkins plc at the relevant dates.

By order of the Board


R WEBSTER
Company Secretary

9 January 2006

Registered office:
Woodcote Grove
Ashley Road
Epsom
Surrey, KT18 5BW

LAMBERT SMITH HAMPTON GROUP (OVERSEAS) LIMITED (COMPANY NUMBER 2510387)

BALANCE SHEET AS AT 31 MARCH 2005

	Notes	2005 £	2004 £
Fixed assets and investments current assets	4	<u>27</u>	<u>27</u>
Amounts owed by group undertakings		<u>2</u>	<u>2</u>
Net current assets		<u>2</u>	<u>2</u>
Total assets less current liabilities		29	29
Creditors			
Amounts falling due after more than one year	5	<u>27</u>	<u>27</u>
		<u>2</u>	<u>2</u>
Capital and reserves			
Called up Share Capital	6	<u>2</u>	<u>2</u>

Statements:

- (a) For the year ended 31 March 2005 the company was entitled to exemption under Section 249AA(1) of the Companies Act 1985.
- (b) Members have not required the company to obtain an audit in accordance with Section 249B(2) of the Companies Act 1985.
- (c) The directors acknowledge their responsibilities for:
 - (i) ensuring the company keeps accounting records in accordance with Section 221, and
 - (ii) preparing financial statements which give a true and fair view of the state of affairs of the company as at the end of the financial year and of its profit and loss for the financial year in accordance with the requirements of Section 226, and which otherwise comply with the requirements of the Companies Act 1985 relating to financial statements, so far as applicable to the company.

The accounts were approved by the Board of Directors on 9 January 2006 and signed on its behalf by

R. Macleod

Director

The notes on pages 3-4 form part of these accounts.

LAMBERT SMITH HAMPTON GROUP (OVERSEAS) LIMITED (COMPANY NUMBER 2510387)

BALANCE SHEET AS AT 31 MARCH 2005

1 Accounting Policies

Basis of preparation

The accounts have been prepared in accordance with applicable United Kingdom accounting standards and under the historical cost convention.

The Company has taken advantage of the exemption permitted by section 228 of the Companies Act 1985 and Financial Reporting Standard 2 from the requirement to prepare and deliver group accounts.

2 Profit and Loss Account

The Company did not trade during the year or the preceding year and consequently there are no profit and loss transactions to be reported.

3 Directors' Emoluments

No remuneration was paid to any Director during the period (2004: Nil).

4 Fixed Asset Investments

	£
Shares in group undertakings	
Cost at 31 March 2004 and 31 March 2005	<u>27</u>

The Company's principal subsidiary is:

	Country of Incorporation	Proportion Nature of Business	of Shares Held	Holding
Lambert Smith Hampton Ltd	Republic of Ireland	Surveyors & Valuers	100%	Ordinary Shares

LAMBERT SMITH HAMPTON GROUP (OVERSEAS) LIMITED (COMPANY NUMBER 2510387)

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 MARCH 2005 (CONTINUED)

5 Creditors

	2005	2004
	£	£
Amounts falling due after more than one year:		
Amounts owed to parent undertakings	25	25
Amounts owed to subsidiary undertaking	<u>2</u>	<u>2</u>
	<u>27</u>	<u>27</u>

6 Share Capital

	2005	2004
Authorised: 100 Ordinary shares of £1 each	<u>£100</u>	<u>£100</u>
Allotted, issued and fully paid: 2 Ordinary shares of £1 each	<u>£ 2</u>	<u>£ 2</u>

7 Ultimate Parent Company

The ultimate parent company is WS Atkins plc, which is registered in England and Wales, which the directors regard as the controlling parent undertaking. WS Atkins plc heads the largest and smallest group of undertakings for which group accounts are drawn up and for which the company is a member.

Copies of the accounts for WS Atkins plc are available from The Secretary, WS Atkins plc, Woodcote Grove, Ashley Road, Epsom, Surrey, KT18 5BW.