Registered number: 2810599

PELL FRISCHMANN PROJECTS LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2008



COMPANY INFORMATION

DIRECTORS

Dr W W Frischmann CBE

S S Prabhu R Jones L S Roberts

COMPANY SECRETARY

L S Roberts

COMPANY NUMBER

2810599

REGISTERED OFFICE

5 Manchester Square

London W1U3PD

AUDITORS

Berg Kaprow Lewis LLP Chartered Accountants & Registered Auditor

35 Ballards Lane

Finchley London **N3 1XW**

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DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2008

The directors present their report and the financial statements for the year ended 31 March 2008.

PRINCIPAL ACTIVITIES

The principal activity of the company during the year was that of provision of engineering services.

BUSINESS REVIEW

We have continued to focus on providing professional services, principally in the Public Sector, where we provide services under framework agreements with Kent and East Sussex County Councils. These frameworks are for the provision of project management and design services for principally major education projects throughout Kent and East Sussex. We also continue to undertake further design work for Interserve Defence in their new capacity as Prime Contractor to the MOD, as well as directly for MOD clients.

The Directors use a range of performance measures to monitor and manage the business. Certain of these are particularly important in the generation of shareholder value and are considered key performance indicators (KPIs). Our KPIs measure past performance and also provide information to allow us to manage the business in the future. Turnover, profit before tax and operating cash flow indicate the activity of the company, and the efficiency with which we have turned operating performance into cash. KPIs for 2008 are shown in the table below, along with prior year comparatives.

	2008	2007
Turnover	£ 820,252	£ 1,073,640
Profit / (loss) before tax	£ (212,281)	£ (99,118)
Operating cash flow	£ (18,312)	£ 5,753

The major risks faced by the company are as follows:

Recruitment and retention of sufficient high calibre staff: Our staff and sub-consultants are our key resource. Failure to recruit and retain top quality staff would constrain our growth and prevent us achieving our potential. We have to compete with a large number of other organisations to secure the best of the available talent.

Changes in the competitive environment resulting from government policy or industry consolidation: We operate in a fluid competitive environment which may be altered by government changes in the regulatory environment, changes in public sector procurement practices, or by any significant industry consolidation. We seek to mitigate this risk by regularly monitoring market developments and competitor activity and undertaking benchmarking processes.

Changes to the contracting environment resulting from market developments: The nature of the contracting environment inevitably changes over time. More and more clients seek to transfer risk to consultants; contractors will also seek to share risks. We could accept risks that are insufficiently understood or evaluated, resulting in financial loss. We actively mitigate this risk via our Integrated Management System internal review procedures that forces contract terms to be subject to appropriate scrutiny and manageable risks to be reduced.

Risks arising under engineering design contracts: The company has un-quantified contingent liabilities arising in the normal course of business under engineering design contracts, however the company is covered by professional indemnity insurance in respect of any claims.

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2008

BUSINESS REVIEW (continued)

The Directors consider that the development and performance of the company during the year and state of the company's affairs as at the balance sheet date are satisfactory, and that the outlook for the future performance of the company is favourable.

All members of staff employed by the Group as a whole are available to any Company within the Group, dependent upon the demand or resources of the constituent Company.

RESULTS

The loss for the year, after taxation, amounted to £149,159 (2007 - loss £69,344).

DIRECTORS

The directors who served during the year were:

Dr W W Frischmann CBE S S Prabhu R Jones L S Roberts

PROVISION OF INFORMATION TO AUDITORS

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of
 any information needed by the Company's auditors in connection with preparing their report and to
 establish that the Company's auditors are aware of that information.

AUDITORS

The auditors, Berg Kaprow Lewis LLP, will be proposed for reappointment in accordance with section 385 of the Companies Act 1985.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Annual 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). 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;

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2008

- 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.

The directors are responsible for keeping proper accounting records that 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.

This report was approved by the board on 29 January 2009 and signed on its behalf.

S S Prabhu

Director

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF PELL FRISCHMANN PROJECTS LIMITED

We have audited the financial statements of Pell Frischmann Projects Limited for the year ended 31 March 2008, set out on pages 6 to 16. These financial statements have been prepared in accordance with 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 TO THE SHAREHOLDERS OF PELL FRISCHMANN PROJECTS LIMITED

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 March 2008 and of its loss 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.

Berg Form Leurs Up
BERG KAPROW LEWIS LLP

Chartered Accountants Registered Auditor

London

Date: 30 January 2009

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2008

	Note	2008 £	2007 £
TURNOVER		820,252	1,073,640
Cost of sales		(778,641)	(931,284)
GROSS PROFIT		41,611	142,356
Administrative expenses		(241,630)	(240,827)
OPERATING LOSS	3	(200,019)	(98,471)
Interest payable	4	(12,262)	(647)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(212,281)	(99,118)
Tax on loss on ordinary activities	5	63,122	29,774
LOSS FOR THE FINANCIAL YEAR	11	(149,159)	(69,344)

All amounts relate to continuing operations.

There were no recognised gains and losses for 2008 or 2007 other than those included in the Profit and loss account.

The notes on pages 9 to 16 form part of these financial statements.

BALANCE SHEET AS AT 31 MARCH 2008

	Note	2	2008 £	£	2007 £
	Note	•	_		
FIXED ASSETS			4==		E 0.50
Tangible fixed assets	7		455		5,958
CURRENT ASSETS					
Debtors	8	636,658		1,053,294	
Cash in hand		500		400	
		637,158		1,053,694	
CREDITORS: amounts falling due within one year	9	(647,441)		(920,321)	
NET CURRENT (LIABILITIES)/ASSETS			(10,283)	_	133,373
TOTAL ASSETS LESS CURRENT LIABIL	ITIES	•	(9,828)		139,331
CAPITAL AND RESERVES		:		-	
	10		160		160
Called up share capital	11		(9,988)		139,171
Profit and loss account	11				
SHAREHOLDERS' (DEFICIT)/FUNDS	12		(9,828)		139,331
,		:		:	

The financial statements were approved and authorised for issue by the board and were signed on its behalf on

29 Jangen 2009

S S Prabhu Director

The notes on pages 9 to 16 form part of these financial statements.

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2008

-	Note	2008 £	2007 £
Net cash flow from operating activities	13	(18,312)	<i>5,753</i>
Returns on investments and servicing of finance	14	(12,262)	(647)
Taxation		29,774	(5,106)
Capital expenditure and financial investment	14	900	-
INCREASE IN CASH IN THE YEAR		100	-

RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET FUNDS/DEBT FOR THE YEAR ENDED 31 MARCH 2008

	2008 £	2007 £
Increase in cash in the year	100	
MOVEMENT IN NET DEBT IN THE YEAR	100	-
Net funds at 1 April 2007	400	400
NET FUNDS AT 31 MARCH 2008	500	400

The notes on pages 9 to 16 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2008

1. ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements

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

At the balance sheet date the company's net liabilities exceeded its assets. The financial statements have been prepared on the going concern basis in the opinion of the directors the company will received continued support from the other Pell Frischmann group of companies for the foreseeable future.

1.2 Turnover

Turnover comprises revenue recognised by the company in respect of goods and services supplied, exclusive of Value Added Tax and trade discounts.

1.3 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Motor vehicles - 25% Reducing balance Fixtures & fittings - 25% Reducing balance Computer equipment - 25% straight line

1.4 LEASING

Rentals under operating leases are charged on a straight line basis over the lease term.

1.5 Pensions

The majority of the company's employees belong to a group pension scheme which is funded by both employer's and employees' contributions and which is of the defined benefit type. The pension cost is assessed in accordance with the advice of an independent qualified actuary.

Contributions are charged to the profit and loss account so as to spread the cost of pensions over the estimated working lives of employees. Any shortfall or surpluses in the pension fund are spread over the average remaining service lives of current employees.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2008

1. ACCOUNTING POLICIES (continued)

1.6 Deferred taxation

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation.

A net deferred tax asset is recognised only if 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.

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse.

Deferred tax assets and liabilities are not discounted.

2. TURNOVER

The whole of the turnover is attributable to the principal activity of the company.

All turnover arose within the United Kingdom.

3. OPERATING LOSS

The operating loss is stated after charging:

	2008 £	2007 £
Depreciation of tangible fixed assets: - owned by the company	4,392	4,914
Operating lease rentals: - other operating leases	16,728	15,303
INTEREST PAYABLE		2007
	2008 £	2007 £
Other interest	12,262	647 ————
TAXATION		
	2008 £	2007 £
Receipt in respect of group relief	(63,122)	(29,774)
Tax on loss on ordinary activities	(63,122)	(29,774)
	- owned by the company Operating lease rentals: - other operating leases INTEREST PAYABLE Other interest TAXATION Receipt in respect of group relief	Depreciation of tangible fixed assets: - owned by the company Operating lease rentals: - other operating leases INTEREST PAYABLE Cother interest TAXATION Receipt in respect of group relief E Depreciation of tangible fixed assets: 4,392 4,392 16,728 2008 E C Contact of group relief (63,122)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2008

5. TAXATION (continued)

Factors affecting tax charge for the year

The tax credit for the year is lower than (2007 - higher than) the standard rate of corporation tax in the UK (30%). The differences are explained below:

		2008 £	2007 £
	Loss on ordinary activities before tax	(212,281)	(99,118)
	Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 30% (2007 - 30%)	(63,684)	(29,735)
	Effects of:		
	Expenses not deductible for tax purposes Capital allowances for year in excess of depreciation Other tax adjustments	62 500 -	294 (333)
	Current tax credit for the year (see note above)	(63,122)	(29,774)
	Factors that may affect future tax charges		
	There were no factors that may affect future tax charges.		
6.	AUDITORS' REMUNERATION		
		2008 £	2007 £
	Fees payable to the company's auditor for the audit of the company's annual accounts	6,400	5,100
			

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2008

7.	TANGIBLE FIXED ASSETS				
		Computer equipment £	Motor vehicles £	Furniture, fittings and equipment £	Total £
	Cost				
	At 1 April 2007 Disposals	32,370 -	4,799 (4,799)	14,130 -	51,299 (4,799)
	At 31 March 2008	32,370	-	14,130	46,500
	Depreciation				
	At 1 April 2007 Charge for the year On disposals	30,719 1,649 -	3,320 368 (3,688)	11,302 2,375 -	45,341 4,392 (3,688)
	At 31 March 2008	32,368	-	13,677	46,045
	Net book value				
	At 31 March 2008	2	-	453	455
	At 31 March 2007	1,651	1,479	2,828 	<i>5,958</i>
8.	DEBTORS			2008 £	2007 £
	Trade debtors Amounts owed by group undertakings Other debtors Prepayments and accrued income Tax recoverable			200,253 169,486 3,341 200,456 63,122	435,527 136,918 2,316 448,759 29,774
			_	636,658	1,053,294
9.	CREDITORS: Amounts falling due within one year				
				2008 £	2007 £
	Trade creditors			29	29
	Amounts owed to group undertakings			580,481	789,264
	Social security and other taxes Other creditors			26,171 35	61,557 36
	Accruals and deferred income			40,725	69,435
				647,441	920,321

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2008

10.	SHARE CAPITAL		
		2008	2007 £
	Authorised	£	£
	1,000 Ordinary shares of £1 each	1,000	1,000
	Allotted, called up and fully paid		
	160 Ordinary shares of £1 each	160 	160
	The issued share capital remains unpaid and is included within debtors.		
11.	RESERVES		
			Profit and loss account £
	At 1 April 2007 Loss for the year		139,171 (149,159)
	At 31 March 2008		(9,988)
12.	RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS		
		2008 £	2007 £
	Opening shareholders' funds Loss for the year	139,331 (149,159)	208,675 (69,344)
	Closing shareholders' (deficit)/funds	(9,828)	139,331
	NET OACH ELOW EDOM OBEDATING ACTIVITIES		
13.	NET CASH FLOW FROM OPERATING ACTIVITIES	2008	2007
		£ (200,019)	£ (98,471)
	Operating loss Depreciation of tangible fixed assets	4,392	4,914
	Loss on disposal of tangible fixed assets	211	- 70 526
	Decrease in debtors (Decrease)/increase in creditors	449,985 (272,881)	70,535 28,775
		(18,312)	 5,753

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2008

14. ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN CASH FLOW STATEMENT

ANALYSIS OF CASH FLOWS FOR READINGS NETTED IN	CASH FLOW STATEMENT	
	2008	2007
	£	£
Returns on investments and servicing of finance		
Interest paid	(12,262)	(647)
		
	2008	2007
	£	£
Capital expenditure and financial investment		
Sale of tangible fixed assets	900	-
Out of turigitate interest	 =	

15. ANALYSIS OF CHANGES IN NET DEBT

	1 April 2007 £	Cash flow	Other non-cash changes £	31 March 2008 £
Cash at bank and in hand:	400	100	-	500
Net funds	400	100	-	500

16. PENSION COMMITMENTS

The company is a member of a defined benefit group pension scheme, covering the majority of its employees, which is funded through a separate trustee administered fund.

The pension contributions payable by the company for the year ended 31 March 2008 amounted to £40,801 (2007: £53,025). All contributions were paid within the year.

Contributions to other schemes amounted to £4,211 (2007: £4,048). All contributions were paid within the year.

Disclosures are also required in these accounts under the new accounting standard FRS 17 "Retirement Benefits". The Pell Frischmann Retirement Benefits Scheme has an FRS 17 deficit of £3.084 million at 31 March 2008 (£3.084 million at 31 March 2007). Given the current market conditions, the directors have considered it prudent to leave the net deficit of the pension scheme as per 31 March 2007 rather than reduce it to 31 March 2008 valuation. The company is unable to identify its share of the underlying assets or liabilities of this scheme, as it participates in the scheme along with other fellow subsidiaries of the group. As such, contributions to the scheme have been accounted for as if it were a defined contribution scheme, in accordance with FRS 17. The consolidated accounts should be referred to for the FRS 17 detailed disclosure.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2008

17. OPERATING LEASE COMMITMENTS

At 31 March 2008 the company had annual commitments under non-cancellable operating leases as follows:

	Land	Land and buildings	
	2008	2007	
·	£	£	
Expiry date:			
Within 1 year	13,400	-	
Between 2 and 5 years	-	13,400	
			

18. CONTINGENT LIABILITIES

There are unquantified contingent liabilities in the normal course of business arising under consultancy contracts and the company is covered by professional indemnity insurance in respect of claims.

19. DIRECTORS' REMUNERATION

	2008 £	2007 £
Emoluments	57,083	71,680
Company pension contributions to money purchase pension schemes	9,511	10,995

During the year retirement benefits were accruing to 1 director (2007 - 1) in respect of defined benefits pension schemes.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2008

20. STAFF COSTS

Staff costs, including directors' remuneration, were as follows:

	2008 £	2007 £
Wages and salaries Social security costs Other pension costs	436,345 39,737 45,012	481,148 41,406 57,073
	521,094	579,627

The average monthly number of employees, including the directors, during the year was as follows:

	2008 No.	2007 No.
Administration Engineering Management	1 9 2	1 12 2
•	12	15

21. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The company is a subsidiary of Pell Frischmann Consulting Engineers Ltd, a company registered in England and Wales.

The ultimate parent undertaking is Pell Frischmann Holdings Limited, a company incorporated in England and Wales, which prepares group financial statements.

Copies of the group financial statements of Pell Frischmann Holdings Limited may be obtained from L S Roberts, the company secretary, at the following address-

5 Manchester Square, London W1U 3PD. Tel. 020 7486 3661

22. RELATED PARTY TRANSACTIONS

During the year, management charges of £93,483 (2007: £41,750), rent of £14,000 (2007: £14,000) and insurance of £1,438 (2007: £32,894) were paid to fellow subsidiary undertakings.

The net amount due to group undertakings as at 31 March 2008 was £410,995 (2007: £647,240).