

3d 6  
Company Registration No. 4073907 (England and Wales)

**EUROPA FACILITY HOLDINGS LIMITED**  
**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2004**

HLB **AVAudit**





# EUROPA FACILITY HOLDINGS LIMITED

## COMPANY INFORMATION

---

**Directors**

M H Jones  
D J Colbert  
P M Hargraves

**Secretary**

D J Colbert

**Company number**

4073907

**Registered office**

Gate House, Fretherne Road  
Welwyn Garden City  
Herts  
AL8 6RD

**Auditors**

HLB AV Audit plc  
66 Wigmore Street  
London  
W1U 2SB

**Bankers**

National Westminster Bank plc  
P O Box 399  
40 Whitgift Centre  
Croydon  
Surrey  
CR9 3QB



# EUROPA FACILITY HOLDINGS LIMITED

## CONTENTS

---

	Page
Directors' report	1 - 2
Independent auditors' report	3 - 4
Profit and loss account	5
Balance sheet	6
Cash flow statement	7
Notes to the cash flow statement	8
Notes to the financial statements	9 - 14

---



# EUROPA FACILITY HOLDINGS LIMITED

## DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2004

The directors present their report and financial statements for the year ended 31 December 2004.

### Principal activities and review of the business

The principal activity of the company is holding company for group core business.

The company continues to act effectively as a holding company and the directors expect this to continue for the foreseeable future.

### Results and dividends

The results for the year are set out on page 5.

An interim ordinary dividend was paid amounting to £59,400. The directors recommend payment of a final dividend amounting to £20,000.

### Directors

The following directors have held office since 1 January 2004:

M H Jones  
D J Colbert  
P M Hargraves

### Directors' interests

The directors' interests in the shares of the company were as stated below:

	Ordinary shares of £ 1 each	
	31 December 2004	1 January 2004
M H Jones	102	102
D J Colbert	-	-
P M Hargraves	98	98

### Auditors

In accordance with section 385 of the Companies Act 1985, a resolution proposing that HLB AV Audit plc be reappointed as auditors of the company will be put to the Annual General Meeting.



# EUROPA FACILITY HOLDINGS LIMITED

## DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2004

### 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 judgements and estimates that are reasonable and prudent;
- 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 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.

On behalf of the board



D J Colbert

Director

28/06/05



# EUROPA FACILITY HOLDINGS LIMITED

## INDEPENDENT AUDITORS' REPORT

### TO THE SHAREHOLDERS OF EUROPA FACILITY HOLDINGS LIMITED

We have audited the financial statements of Europa Facility Holdings Limited on pages 5 to 14 for the year ended 31 December 2004. These financial statements have been prepared under the historical cost convention and 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 the directors and auditors**

As described in the statement of directors' responsibilities on page 2 the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards.

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 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.



# EUROPA FACILITY HOLDINGS LIMITED

## INDEPENDENT AUDITORS' REPORT (CONTINUED) TO THE SHAREHOLDERS OF EUROPA FACILITY HOLDINGS LIMITED

---

### 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 2004 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

HLB AV Audit plc

*HLB AV Audit plc* 11/7/05

Registered Auditor

66 Wigmore Street  
London  
W1U 2SB



# EUROPA FACILITY HOLDINGS LIMITED

## PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2004

	Notes	2004 £	2003 £
Administrative expenses		(411,860)	(329,715)
Other operating income		410,000	290,000
<b>Operating loss</b>	<b>2</b>	<b>(1,860)</b>	<b>(39,715)</b>
Investment income	<b>3</b>	100,000	40,000
Amounts written off investments	<b>4</b>	(4,000)	-
<b>Profit on ordinary activities before taxation</b>		<b>94,140</b>	<b>285</b>
Tax on profit on ordinary activities	<b>5</b>	-	-
<b>Profit on ordinary activities after taxation</b>		<b>94,140</b>	<b>285</b>
Dividends	<b>6</b>	(79,400)	(46,200)
<b>Retained profit/(loss) for the year</b>	<b>12</b>	<b>14,740</b>	<b>(45,915)</b>

The profit and loss account has been prepared on the basis that all operations are continuing operations.

There are no recognised gains and losses other than those passing through the profit and loss account.



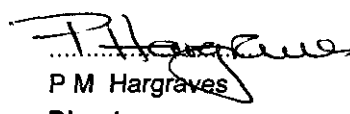
# EUROPA FACILITY HOLDINGS LIMITED

## BALANCE SHEET AS AT 31 DECEMBER 2004

	Notes	2004 £	£	2003 £	£
<b>Fixed assets</b>					
Investments	7		37,600		41,500
<b>Current assets</b>					
Debtors	8	100,000		49,367	
Cash at bank and in hand		1,206		1,475	
		<u>101,206</u>		<u>50,842</u>	
<b>Creditors: amounts falling due within one year</b>	9	<u>(122,049)</u>		<u>(90,325)</u>	
<b>Net current liabilities</b>			<u>(20,843)</u>		<u>(39,483)</u>
<b>Total assets less current liabilities</b>			<u>16,757</u>		<u>2,017</u>
<b>Capital and reserves</b>					
Called up share capital	11		200		200
Profit and loss account	12		16,557		1,817
<b>Shareholders' funds - equity interests</b>	13		<u>16,757</u>		<u>2,017</u>

The financial statements were approved by the Board on 28<sup>th</sup> June 2005

  
M H Jones  
Director

  
P M Hargraves  
Director



# EUROPA FACILITY HOLDINGS LIMITED

## CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2004

	£	2004 £	£	2003 £
<b>Net cash (outflow)/inflow from operating activities</b>		19,131		(211)
<b>Returns on investments and servicing of finance</b>				
Dividends received	40,000		60,000	
<b>Net cash inflow for returns on investments and servicing of finance</b>		40,000		60,000
<b>Equity dividends paid</b>		(59,400)		(61,200)
<b>Net cash (outflow)/inflow before management of liquid resources and financing</b>		(269)		(1,411)
<b>(Decrease)/increase in cash in the year</b>		(269)		(1,411)



# EUROPA FACILITY HOLDINGS LIMITED

## NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2004

1	Reconciliation of operating loss to net cash inflow/(outflow) from operating activities		2004	2003	
			£	£	
		Operating loss	(1,860)	(39,715)	
		Decrease in debtors	9,367	7,963	
		Increase in creditors within one year	11,624	31,541	
			<hr/>	<hr/>	
		Net cash inflow/(outflow) from operating activities	19,131	(211)	
			<hr/>	<hr/>	
2	Analysis of net funds	1 January 2004	Cash flow	Other non-cash changes	31 December 2004
		£	£	£	£
	Net cash:				
	Cash at bank and in hand	1,475	(269)	-	1,206
		<hr/>	<hr/>	<hr/>	<hr/>
		<hr/>	<hr/>	<hr/>	<hr/>
	Net funds	1,475	(269)	-	1,206
		<hr/>	<hr/>	<hr/>	<hr/>
3	Reconciliation of net cash flow to movement in net funds		2004	2003	
			£	£	
		Decrease in cash in the year	(269)	(1,411)	
			<hr/>	<hr/>	
		Movement in net funds in the year	(269)	(1,411)	
		Opening net funds	1,475	2,886	
			<hr/>	<hr/>	
		Closing net funds	1,206	1,475	



# EUROPA FACILITY HOLDINGS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2004

### 1 Accounting policies

#### 1.1 Accounting convention

The financial statements are prepared under the historical cost convention.

#### 1.2 Compliance with accounting standards

The financial statements are prepared in accordance with applicable accounting standards.

#### 1.3 Investments

Fixed asset investments are stated at cost less provision for diminution in value.

#### 1.4 Pensions

The pension costs charged in the financial statements represent the contributions payable by the company during the year in accordance with FRS 17.

#### 1.5 Group accounts

The financial statements present information about the company as an individual undertaking and not about its group. The company and its subsidiary undertaking comprise a medium-sized group. The company has therefore taken advantage of the exemptions provided by section 248 of the Companies Act 1985 not to prepare group accounts.

### 2 Operating loss

Operating loss is stated after charging:

Directors' remuneration

Auditors' remuneration

2004

£

2003

£

150,102

141,601

4,375

2,500

### 3 Investment income

2004

£

2003

£

Income from shares in group undertakings

100,000

40,000

### 4 Amounts written off investments

2004

£

2003

£

Amounts written off fixed asset investments:

- permanent diminution in value

4,000

-



# EUROPA FACILITY HOLDINGS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2004

### 5 Taxation

<b>Current tax charge</b>	-	-
<b>Factors affecting the tax charge for the year</b>		
Profit on ordinary activities before taxation	94,140	285
Profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 19.00% (2003: 19.00%)	17,887	54
Effects of:		
Non deductible expenses	2,071	-
Dividends and distributions received	(19,000)	(3,800)
Group relief	(4)	3,746
Marginal relief	(954)	-
	(17,887)	(54)
<b>Current tax charge</b>	-	-

### 6 Dividends

	2004 £	2003 £
Ordinary interim paid	59,400	46,200
Ordinary final proposed	20,000	-
	79,400	46,200



# EUROPA FACILITY HOLDINGS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2004

### 7 Fixed asset investments

	Shares in subsidiary undertakings £
<b>Cost</b>	
At 1 January 2004	41,500
Additions	100
	<hr/>
At 31 December 2004	41,600
	<hr/>
<b>Provisions for diminution in value</b>	
At 1 January 2004	-
Charge for the year	4,000
	<hr/>
At 31 December 2004	4,000
	<hr/>
<b>Net book value</b>	
At 31 December 2004	37,600
	<hr/>
At 31 December 2003	41,500
	<hr/>

### Holdings of more than 20%

The company holds more than 20% of the share capital of the following companies:

Company	Country of registration or incorporation	Class	Shares held	%
<b>Subsidiary undertakings</b>				
Europa Facility Services Limited	England	Ordinary		100
Nationwide Facility Services Limited	England	Ordinary		100
Europa Security Services Limited	England	Ordinary		100

The aggregate amount of capital and reserves and the results of these undertakings for the last relevant financial year were as follows:

	Principal activity	Capital and reserves 2004 £	Profit for the year 2004 £
Europa Facility Services Limited	Facilities management	300,924	146,136
Nationwide Facility Services Limited	Facilities management	-	9,921
Europa Security Services Limited	Dormant	100	-
		<hr/>	<hr/>



# EUROPA FACILITY HOLDINGS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2004

8 Debtors	2004 £	2003 £
Amounts owed by subsidiary undertakings	-	9,367
Other debtors	100,000	40,000
	<u>100,000</u>	<u>49,367</u>

9 Creditors: amounts falling due within one year	2004 £	2003 £
Amounts owed to subsidiary undertakings	69,920	65,437
Taxes and social security costs	11,978	19,385
Other creditors	20,151	5,503
Proposed dividend	20,000	-
	<u>122,049</u>	<u>90,325</u>

### 10 Pension costs

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

#### Defined contribution

	2004 £	2003 £
Contributions payable by the company for the year	<u>23,712</u>	<u>20,747</u>

### 11 Share capital

	2004 £	2003 £
<b>Authorised</b>		
100,000 Ordinary shares of £1 each	<u>100,000</u>	<u>1,000,000</u>
<b>Allotted, called up and fully paid</b>		
200 Ordinary shares of £1 each	<u>200</u>	<u>200</u>



# EUROPA FACILITY HOLDINGS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2004

### 12 Statement of movements on profit and loss account

Profit and  
loss  
account  
£

Balance at 1 January 2004	1,817
Retained profit for the year	14,740
Balance at 31 December 2004	16,557

### 13 Reconciliation of movements in shareholders' funds

2004  
£

2003  
£

Profit for the financial year	94,140	285
Dividends	(79,400)	(46,200)
Net addition to/(depletion in) shareholders' funds	14,740	(45,915)
Opening shareholders' funds	2,017	47,932
Closing shareholders' funds	16,757	2,017

### 14 Directors' emoluments

2004  
£

2003  
£

Emoluments for qualifying services	157,118	168,056
Company pension contributions to money purchase schemes	15,023	14,831
	172,141	182,887

The number of directors for whom retirement benefits are accruing under money purchase pension schemes amounted to 3 (2003- 3).



# EUROPA FACILITY HOLDINGS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2004

### 15 Employees

#### Number of employees

The average monthly number of employees (including directors) during the year was:

	2004 Number	2003 Number
Management staff	6	6
Employment costs	2004 £	2003 £
Wages and salaries	319,045	264,260
Social security costs	37,174	34,055
Other pension costs	23,712	20,747
	379,931	319,062

### 16 Control

The ultimate controlling party is M H Jones, a director.

### 17 Related party transactions

During the year there was a management charge of £410,000 (2003: £290,000) receivable from Europa Facility Services Limited. At the balance sheet date the company owed £69,820 (2003: £65,437) to Europa Facility Services Limited.

During the year the company has written off £6,882 due from Nationwide Facility Services Limited, as this company ceased trading and so the balance is not deemed to be recoverable.