

# **Carlisle Staffing Services Holdings Limited**

## **Report and financial statements for the year ended 31 March 2006**

Registered No. 4167777



# **Carlisle Staffing Services Holdings Limited**

## **Report and financial statements for the year ended 31 March 2006**

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## **Company information**

### **Registered office**

Buckland House  
Waterside Drive  
Langley Business Park  
Slough  
Berkshire  
SL3 6EZ

### **Directors**

R J Bradford  
J W Coates  
D I Pennington

### **Company secretary**

D I Pennington

### **Auditors**

PricewaterhouseCoopers LLP  
1 Embankment Place  
London  
WC2N 6RH

## **Report of the directors for the year ended 31 March 2006**

The directors present their report and the audited financial statements of the company for the year ended 31 March 2006.

### **Review of the business and performance in the year**

The principal activity of the company is that of an investment holding company.

The company did not trade in the current or previous financial year and made neither a profit or loss. Accordingly, no profit and loss account has been presented.

The management of the business and the execution of the company's strategy are subject to a number of risks. The key business risks and uncertainties affecting the company are considered to relate to employee retention and legislative change. Further discussion of these risks and uncertainties, in the context of the group as a whole, is provided in the group's annual report which does not form part of this report. The company is a wholly owned subsidiary of Carlisle Group Limited ("CGL") (see note 8 to the financial statements).

The directors of CGL manage the group's operations on a divisional basis. For this reason, the company's directors believe that analysis using key performance indicators for the company is not necessary or appropriate for an understanding of the development, performance or position of Carlisle Staffing Services Holdings Limited. The development, performance and position of CGL's Staffing Services division, which includes the company, is discussed in the group's annual report which does not form part of this report.

### **Directors**

The following have served as directors during the year:

R J Bradford  
J W Coates  
D I Pennington (appointed 26 July 2005)  
I G Robinson (resigned 26 July 2005)

During the year under review no director had any beneficial interest in the share capital of the company.

Under Statutory Instrument No. 802 made under the authority of Section 324(3) of the Companies Act 1985, the directors' interests in the share capital of the ultimate parent undertaking need not be disclosed.

## Report of the directors for the year ended 31 March 2006 (continued)

### Statement of directors' responsibilities

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

The directors are responsible for preparing financial statements for each financial year which give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, 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;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors confirm that they have complied with the above requirements in preparing the financial statements.

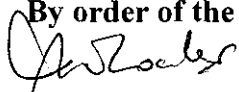
The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

### Auditors

PricewaterhouseCoopers LLP continue in office as, in accordance with Section 386 of the Companies Act 1985, the company has made an elective resolution to dispense holding an annual general meeting.

By order of the board



J W Coates

Director

27 October 2006

# **Independent auditors' report to the members of Carlisle Staffing Services Holdings Limited**

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We have audited the financial statements of Carlisle Staffing Services Holdings Limited which comprise the balance sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

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

As described in the statement of directors' responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 report to you if, in our opinion the information given in the report of the directors is consistent with the financial statements. We also 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 transactions is not disclosed.

We read the report of the directors 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 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.

# **Independent auditors' report to the members of Carlisle Staffing Services Holdings Limited (continued)**

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## **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 at 31 March 2006;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the report of the directors is consistent with the financial statements.

*PricewaterhouseCoopers LLP*

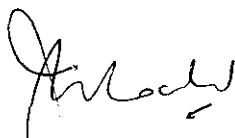
**PricewaterhouseCoopers LLP**  
Chartered Accountants and Registered Auditors  
London

27 October 2006

## Balance sheet as at 31 March 2006

	Notes	2006 £'000	2005 £'000
<b>Fixed assets</b>			
Investments	3	<u>20,319</u>	<u>20,319</u>
<b>Creditors: amounts falling due within one year</b>	4	<u>(3,000)</u>	<u>(3,000)</u>
<b>Net current liabilities</b>		<u>(3,000)</u>	<u>(3,000)</u>
<b>Net assets</b>		<u>17,319</u>	<u>17,319</u>
<b>Capital and reserves</b>			
Called up share capital	5	-	-
Other reserves	6	<u>17,319</u>	<u>17,319</u>
<b>Equity shareholders' funds</b>		<u>17,319</u>	<u>17,319</u>

The financial statements on pages 6 to 10 were approved by the board of directors on 27 October 2006 and were signed on its behalf by:



J W Coates

Director



## **Notes to the financial statements for the year ended 31 March 2006**

### **1 Principal accounting policies**

#### **Basis of accounting**

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards in the United Kingdom and the provisions of the Companies Act 1985, and on the basis of continuing financial support from group undertakings.

The company is exempt under Section 228 of the Companies Act 1985 from the requirement to prepare consolidated financial statements as it is included in the consolidated financial statements of Carlisle Group Limited.

#### **Fixed assets investments**

Fixed asset investments are stated at cost less any provision required for any impairment in value.

### **2 Results for the year**

The directors received no remuneration from the company during the year (2005: nil). The auditors' remuneration for the current year and prior year was borne by Carlisle Staffing plc.

**Notes to the financial statements  
for the year ended 31 March 2006 (continued)****3 Fixed asset investments**

Interest  
in group  
undertakings  
£'000

At 31 March 2005 and 31 March 2006

20,319

The list of principal subsidiary undertakings at 31 March 2006 is as follows:

<b>Name of subsidiary</b>	<b>Description of the nominal value of the shares held</b>
Carlisle Staffing Services Limited	Ordinary shares of £1 each and 7½% cumulative redeemable convertible preference shares of £1 each
Carlisle Staffing Limited (incorporated in the British Virgin Islands)	Ordinary shares of US\$1 each

Unless otherwise stated (a) all companies are incorporated and operating in Great Britain and registered in England and Wales; (b) the proportion of the nominal value of shares and the voting rights held by the group comprises 100 per cent; and (c) all companies are non-trading in nature.

**Notes to the financial statements  
for the year ended 31 March 2006 (continued)**

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

	2006 £'000	2005 £'000
Amounts owed to group undertakings	<u>3,000</u>	<u>3,000</u>

**5 Called up share capital**

	2006 £'000	2005 £'000
<b>Authorised</b>		
100 ordinary shares of £1 each	<u>-</u>	<u>-</u>
<b>Allotted, called up and fully paid</b>		
1 ordinary share of £1 each	<u>-</u>	<u>-</u>

**6 Other reserves**

	£'000
At 31 March 2005 and 31 March 2006	<u>17,319</u>

Other reserves are unrealised and are not available for distribution.

**7 Related party transactions**

The company have taken advantage of the exemption within Financial Reporting Standard 8 not to disclose transactions with other group companies.

**Notes to the financial statements  
for the year ended 31 March 2006 (continued)**

**8 Ultimate parent undertaking**

The company's immediate parent undertaking is BMS Limited, a company incorporated in Great Britain and registered in England and Wales.

As at 31 March 2006, the company's ultimate parent undertaking was Carlisle Group Limited, a company registered in Belize. Lord Ashcroft, KCMG was interested in and controlled 73.3 percent of Carlisle Group Limited. Copies of the consolidated financial statements of Carlisle Group Limited can be obtained from its registered office at 60 Market Square, Belize City, Belize, Central America.