

Registered number: 06073546

WS Recruitment Services Limited

**Directors' report and financial statements
For the year ended 3 January 2010**



WS Recruitment Services Limited
Registered number 06073546

Company information

Directors

P Searle
N Martin

Company secretaries

S McCracken
L Horwood

Registered number

06073546

Registered office

Project House
110-113 Tottenham Court Road
London
W1T 5AE

Independent auditors

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
1 Embankment Place
London
WC2N 6RH

WS Recruitment Services Limited
Registered number 06073546

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WS Recruitment Services Limited
Registered number: 06073546

Directors' report
For the year ended 3 January 2010

The directors present their report and the audited financial statements of the company for the year ended 3 January 2010

Principal activities

The name of the company was changed on 2 April 2009 from Woodstreet Consulting Limited to WS Recruitment Services Limited. The principal activity of the company for the year under review was that of an executive search agency.

Both the level of business and the year-end financial position were in line with expectations. The company ceased trading in the second quarter of 2009.

Going concern

The company relies on the continuing support of its parent undertaking, MPS Group International Limited (formerly MPS Group International plc). The financial statements have been prepared on a going concern basis, as the parent company has confirmed its intention to support the company for a period of at least one year following the signing of these financial statements.

Results and dividends

The loss for the financial year, after taxation, amounted to £332,974 (2007 £691,240) which will be transferred from reserves.

The directors do not recommend the payment of a dividend (2008 £Nil).

Every fifth year the company reports on a 53-week financial period. Throughout the Director's Report, references to 2009 relate to the 53 weeks ended 3 January 2010 and for 2008, relate to the 52 weeks ended 28 December 2008, unless otherwise stated.

Post balance sheet event

The company's ultimate parent company, MPS Group Inc, was acquired by Adecco SA in Switzerland in January 2010.

Directors

The directors who held office during the year and up to the date of signing the financial statements were

N Martin (appointed 19 January 2010)
P Searle (appointed 19 January 2010)
J Melbourne (resigned 31 March 2010)
N Wilson (resigned 19 January 2010)
F Douglas (resigned on 1 April 2009)

Directors' report (continued)
For the year ended 3 January 2010

Statement of directors' responsibilities

The directors are responsible for preparing the Directors' 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). Under company law the directors must not approve the financial statements unless they are satisfied that they 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 judgements and accounting 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 adequate accounting records that are sufficient to show and explain the company's transactions and 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 2006. 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 company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Disclosure of information to auditors

So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information, and to establish that the company's auditors are aware of that information.

The directors' report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

This report was approved by the board on **29 June 2010** and signed on its behalf by


S McCracken
Company Secretary

Independent auditors' report to the members of WS Recruitment Services Limited

We have audited the financial statements of WS Recruitment Services Limited for the year ended 3 January 2010 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page 2 the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, 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.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 3 January 2010 and of its loss for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit, or
- the directors were not entitled to prepare the directors' report in accordance with the small company regime.



Nigel Reynolds (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
Date 30 June 2010

WS Recruitment Services Limited
Registered number: 06073546

Profit and loss account
For the year ended 3 January 2010

| | Note | 2009 £ | 2008 £ |
|--|------|-------------------|------------------|
| Turnover | 2 | - | 344,547 |
| Administrative expenses | | (336,217) | (1,035,801) |
| Loss on ordinary activities before taxation | 3 | (336,217) | (691,254) |
| Tax on loss on ordinary activities | 6 | 3,243 | 14 |
| Loss for the financial year | 12 | (332,974) | (691,240) |

All amounts relate to discontinued operations

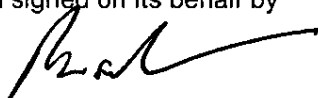
The company has no recognised gains and losses other than those included in the results above, and therefore no separate statement of total recognised gains and losses has been presented

There is no material difference between the loss on ordinary activities before taxation and the loss for the financial year stated above and their historical cost equivalents

Balance sheet
As at 3 January 2010

| | Note | £ | 2009 £ | £ | 2008 £ |
|---|------|---------------|-----------------|----------------|--------------------|
| Fixed assets | | | | | |
| Tangible assets | 7 | | 30,503 | | 69,763 |
| Current assets | | | | | |
| Debtors | 8 | 783 | | 74,779 | |
| Cash at bank and in hand | | 39,728 | | 354,894 | |
| | | <u>40,511</u> | | <u>429,673</u> | |
| Creditors' amounts falling due within one year | 9 | (70,254) | | (1,757,998) | |
| Net current liabilities | | | <u>(29,743)</u> | | <u>(1,328,325)</u> |
| Total assets less current liabilities | | | <u>760</u> | | <u>(1,258,562)</u> |
| Provisions for liabilities | 10 | | - | | (2,461) |
| Net assets/ (liabilities) | | | <u>760</u> | | <u>(1,261,023)</u> |
| Capital and reserves | | | | | |
| Called up share capital | 11 | | 2 | | 1 |
| Share premium account | | | 1,594,756 | | - |
| Profit and loss account | 12 | | (1,593,998) | | (1,261,024) |
| Total shareholders' funds/ (deficit) | | | <u>760</u> | | <u>(1,261,023)</u> |

The financial statements on pages 4 to 11 were approved by the board of directors on 29 June 2010 and signed on its behalf by



P Searle
Director

Notes to the financial statements
For the year ended 3 January 2010

1. Accounting policies

1.1 Basis of preparation of financial statements

The financial statements have been prepared on the going concern basis, under the historical cost convention, and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The principal accounting policies, which have been applied consistently throughout the period, are set out below.

1.2 Going concern

The company relies on the continuing support of its parent undertaking, MPS Group International Limited (formerly MPS Group International plc). The financial statements have been prepared on a going concern basis, as the parent company has confirmed its intention to support the company for a period of at least one year following the signing of these financial statements.

1.3 Turnover

Turnover comprises the invoiced value of goods and services supplied by the company, net of value added tax and trade discounts.

The company derives its turnover from fees for permanent placements. Permanent placement fees are recognised on the earlier of the placement start or client confirmation that the candidate's acceptance has been received, or when the contract allows.

1.4 Tangible fixed assets and depreciation

Tangible fixed assets are stated at historic purchase cost less accumulated depreciation.

Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use.

Depreciation is calculated so as to write off the cost of tangible fixed assets, less their estimated residual value, on a straight line basis over the expected useful economic lives of the assets concerned.

| | | |
|-----------------------------------|---|---|
| Leasehold property improvements | - | Term of lease or 15% per annum if term is greater than five years |
| Furniture, fittings and equipment | - | 20% |
| Computer equipment | - | 20-33% |

1.5 Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date.

A net deferred tax asset is recognised as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on an undiscounted basis.

Notes to the financial statements
For the year ended 3 January 2010

1 Accounting policies (continued)

1.6 Pensions

Contributions to defined contribution pension schemes are charged to the profit and loss account in the period in which they become payable

1.7 Cash flow statement and related party disclosures

The company is a wholly owned subsidiary of MPS Group International Limited (formerly MPS Group International plc), which is ultimately owned by Adecco SA. The consolidated financial statements of MPS Group International Limited (formerly MPS Group International plc), which include the results of this company, are publicly available. Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS 1 (revised 1996).

The company is also exempt under the terms of FRS 8 from disclosing related party transactions with entities that are part of Adecco SA or investees of Adecco SA.

2 Turnover

All turnover arose within the United Kingdom, and relates to the principal activity of the company.

3 Loss on ordinary activities before taxation

The loss on ordinary activities before taxation is stated after charging

| | 2009 £ | 2008 £ |
|---|-----------|-----------|
| Depreciation of tangible fixed assets - owned by the company | 17,061 | 21,586 |

The auditors' remuneration for the current year and prior year was borne by the parent company, MPS Group International Limited (formerly MPS Group International plc).

4. Staff costs

Staff costs, including directors' remuneration, were as follows

| | 2009 £ | 2008 £ |
|-------------------------------|----------------|----------------|
| Wages and salaries | 194,539 | 635,349 |
| Social security costs | (766) | 73,262 |
| Other pension costs (note 14) | (521) | 24,170 |
| | 193,252 | 732,781 |

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

| | 2009 Number | 2008 Number |
|----------------|----------------|----------------|
| Administrative | - | 2 |
| Fee earners | 1 | 9 |
| | 1 | 11 |

Notes to the financial statements
For the year ended 3 January 2010

5 Directors' remuneration

| | 2009 | 2008 |
|---|----------------|-------------|
| | £ | £ |
| Aggregate emoluments | - | 76,333 |
| Aggregate compensation for loss of office | 200,520 | - |
| Company pension contributions to money purchase pension schemes | - | 3,175 |

During the year retirement benefits were not accruing to any director (2008 1) under money purchase scheme

The emoluments of J Melbourne were paid by MPS Group International Limited (formerly MPS Group International plc) The emoluments of N Wilson are paid by Badenoch and Clark Limited, a subsidiary of MPS Group International Plc

These directors' services to this company are of a non-executive nature, and their emoluments are not attributable to services to this company The emoluments of J Melbourne are disclosed in the financial statements of MPS Group International Plc and the emoluments of N Wilson are disclosed in the financial statements of Badenoch and Clark Limited The emolument of N Martin is not attributable to this company for the year

6 Tax on loss on ordinary activities

| | 2009 | 2008 |
|--|----------------|----------------|
| | £ | £ |
| Analysis of tax in year | | |
| Current tax | | |
| UK corporation tax charge on losses of the year | - | - |
| Total current tax | - | - |
| Deferred tax | | |
| Origination and reversal of timing differences | (909) | (3,713) |
| Adjustment in respect of prior year | (2,334) | 3,699 |
| Total deferred tax (note 10) | (3,243) | (14) |
| Tax charge on loss on ordinary activities | (3,243) | (14) |

Factors affecting tax charge for year

The tax assessed for the year is higher (2008 higher) than the standard rate of corporation tax in the UK 28%(2008 28.5%) The differences are explained below

Notes to the financial statements
For the year ended 3 January 2010

6. Tax on loss on ordinary activities (continued)

| | 2009 £ | 2008 £ |
|---|------------------|------------------|
| Loss on ordinary activities before taxation | (336,217) | (691,254) |
| Loss on ordinary activities multiplied by the standard rate in the UK of 28% (2008 28.5%) | (94,141) | (197,007) |
| Effects of: | | |
| Group relief | 93,140 | 191,333 |
| Expenses not deductible for tax purposes | 92 | 1,961 |
| Depreciation in excess of capital allowances and other timing differences | 909 | 3,713 |
| Current tax charge for the year | - | - |

Factors that may affect future tax charges

The standard rate of corporation tax in the UK changed to 28% with effect from the 1 April 2008

7. Tangible assets

| | Leasehold property improvements £ | Computer equipment £ | Furniture, fittings and equipment £ | Total £ |
|---------------------------------|--|----------------------------|--|---------------|
| Cost | | | | |
| At 29 December 2008 | 61,570 | 26,914 | 12,123 | 100,607 |
| Disposals | - | (17,957) | - | (17,957) |
| Group disposals | - | (8,957) | (12,123) | (21,080) |
| At 3 January 2010 | 61,570 | - | - | 61,570 |
| Accumulated depreciation | | | | |
| At 29 December 2008 | 18,754 | 8,825 | 3,265 | 30,844 |
| Charge for the year | 12,313 | 3,738 | 1,010 | 17,061 |
| Disposals | - | (9,032) | - | (9,032) |
| Group disposals | - | (3,531) | (4,275) | (7,806) |
| At 3 January 2010 | 31,067 | - | - | 31,067 |
| Net book value | | | | |
| At 3 January 2010 | 30,503 | - | - | 30,503 |
| At 28 December 2008 | 42,816 | 18,089 | 8,858 | 69,763 |

Notes to the financial statements
For the year ended 3 January 2010

8. Debtors

| | 2009 | 2008 |
|---------------------------------|------------|---------------|
| | £ | £ |
| Trade debtors | - | 68,637 |
| Social security and other taxes | - | 5,250 |
| Deferred tax (note 10) | 782 | - |
| Other debtors | 1 | - |
| Prepayments and accrued income | - | 892 |
| | 783 | 74,779 |

9 Creditors. amounts falling due within one year

| | 2009 | 2008 |
|------------------------------------|---------------|------------------|
| | £ | £ |
| Trade creditors | 93 | 1,396 |
| Amounts owed to group undertakings | 68,889 | 1,737,162 |
| Accruals and deferred income | 1,272 | 19,440 |
| | 70,254 | 1,757,998 |

Amounts owed to group undertakings are unsecured, interest free and have no fixed date for repayment

10 Provisions for liabilities

| Deferred taxation | 2009 | 2008 |
|---------------------------------------|--------------|--------------|
| | £ | £ |
| As at 29 December 2008 | 2,461 | 2,475 |
| Charge to the profit and loss account | (3,243) | (14) |
| At 3 January 2010 | (782) | 2,461 |

The deferred tax (asset) liability is made up as follows

| | 2009 | 2008 |
|--------------------------------|--------------|--------------|
| | £ | £ |
| Accelerated capital allowances | 3,915 | 7,504 |
| Other timing differences | (4,697) | (5043) |
| | (782) | 2,461 |

Notes to the financial statements
For the year ended 3 January 2010

11 Called up share capital

| | 2009 £ | 2008 £ |
|---------------------------------|-----------|-----------|
| Authorised | | |
| 1,000 ordinary share of £1 each | 1,000 | 1,000 |
| Allotted and fully paid | | |
| 2 ordinary share of £1 each | 2 | 1 |

12. Reserves

| | Share premium £ | Profit and loss account £ |
|-------------------------------|--------------------|---------------------------------|
| As At 29 December 2008 | - | (1,261,024) |
| Addition | 1,594,756 | - |
| Loss for the financial period | - | (332,974) |
| At 3 January 2010 | 1,594,756 | (1,593,998) |

13 Reconciliation of movements in shareholders' funds/ (deficit)

| | 2009 £ | 2008 £ |
|---|-------------|--------------------|
| Loss for the financial year | (332,974) | (691,240) |
| Net proceeds of issue of ordinary share capital | 1 | - |
| Share premium | 1,594,756 | - |
| Opening shareholders' deficit | (1,261,023) | (569,783) |
| Closing shareholders' funds / (deficit) | 760 | (1,261,023) |

During the year the company has issued one ordinary share of £1 at a premium of £1,594,756 to its parent company MPS Group Limited

14. Pension commitments

The company operates a defined contributions pension scheme. The pension rebate in the year of £520 (2008 Charge £24,170) represents contributions receivable by the company. There were no amounts outstanding at the year end (2008 £nil).

15. Ultimate parent undertaking and controlling party

The company's immediate parent undertaking is MPS Group International Limited (formerly MPS Group International plc) which is incorporated in England and Wales and is the parent of the smallest group into which these financial statements are consolidated. MPS Group Inc, a company incorporated in the USA, is the ultimate parent company and the ultimate controlling party of the company until 20 January 2010 when MPS Group Inc was acquired by Adecco SA, CH1275, Cheserex, Switzerland.