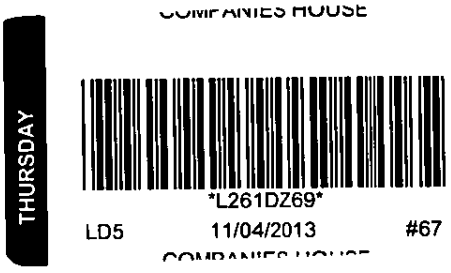
Registration number 03654321

BMS Limited

Directors' Report and Financial Statements

for the 52 week period ended 28 December 2012



BMS Limited
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BMS Limited

Company Information

Directors	A J Burchall R J Watson
Company secretary	R J Watson
Registered office	800 The Boulevard Capability Green Luton Bedfordshire LU1 3BA
Independent Auditors	PricewaterhouseCoopers LLP 10 Bricket Road St Albans Hertfordshire AL1 3JX

BMS Limited

Directors' Report for the 52 week period ended 28 December 2012

The directors present their report and the audited financial statements of the company for the 52 week period ended 28 December 2012

Directors of the company
The directors of the company who were in office during the period and up to the date of signing the financial statements were

A J Burchall

R J Watson

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

Business review
On 26 January 2012 the company reduced its share premium account by the sum of £10,027,497 and its other reserves by the sum of £5,479,160 under s641 of the Companies Act 2006 On 26 January 2012 the company also transferred the entire investment in Carlisle Retail Services (Luton) plc to a fellow group company at book value

During the year the company made a provision of £22,812,000 against balances due from a fellow group company and an impairment provision against an investment in subsidiary undertakings where the underlying trade or assets have changed to an extent that an impairment is required

Insurance
Impellam Group plc ("the Group"), of which the company is a member, maintains a comprehensive insurance programme with a number of reputable third party underwriters These insurance policies are reviewed annually to ensure that there is adequate cover for insurable risks and that the terms of those policies are optimised

Principal risks and uncertainties
The principal risks and uncertainties of the Group, which include those of the company, are discussed in Finance Report in the Group's annual report which does not form part of this report The Group's business and financial risks are managed at a Group level, rather than at an individual company level For this reason, the company's directors believe that a discussion of the Group's risks would not be appropriate for an understanding of the development, performance or position of the company

Donations
There were no charitable or political donations made by the company in either 2012 or 2011

Directors' liabilities
During the period and to the date of these financial statements, the Group had in force an indemnity provision in favour of one or more Directors of the company against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006

Disclosure of information to the auditors
Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information The directors confirm that there is no relevant information that they know of and which they know the auditors are unaware of

Reappointment of auditors
The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and so are deemed to be reappointed under section 487(2) of the Companies Act 2006

Approved by the Board on 28 March 2013 and signed on its behalf by

A J Burchall
Director

BMS Limited

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 period Under that law the directors have prepared 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,
- 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 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

BMS Limited

Independent Auditors' Report

We have audited the financial statements of BMS Limited for the 52 week period ended 28 December 2012 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 3), 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 and express an opinion on 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 In addition, we read all the financial and non-financial information in the Directors' Report and financial statements to identify material inconsistencies with the audited financial statements If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report

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 28 December 2012 and of its loss for the period then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of 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 period 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

Stephen Mount (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
St Albans
28 March 2013

BMS Limited

Profit and Loss Account for the 52 week period ended 28 December 2012

	Note	2012 £ 000	2011 £ 000
Administrative expenses		(22,812)	-
Operating loss/result		(22,812)	-
Loss/result on ordinary activities before taxation		(22,812)	-
Loss/result for the financial period	10	(22,812)	-

Turnover and operating (loss)/result for the current and prior periods derive wholly from continuing operations

The company has no recognised gains or losses for the current and prior periods other than 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)/result on ordinary activities before taxation and the retained (loss)/result for the period stated above and their historical cost equivalents for the current and prior periods

BMS Limited

Registration number: 03654321

Balance Sheet as at 28 December 2012

	Note	2012 £ 000	2011 £ 000
Fixed assets			
Investments	6	21,319	38,081
Current assets			
Debtors	7	257	-
Creditors Amounts falling due within one year	8	(9,757)	(3,450)
Net current liabilities		(9,500)	(3,450)
Net assets		11,819	34,631
Capital and reserves			
Share premium account	10	-	10,027
Other reserves	10	-	5,479
Profit and loss account	10	11,819	19,125
Total shareholders' funds	11	11,819	34,631

The financial statements on pages 5 to 12 were approved by the Board on 28 March 2013 and signed on its behalf by:

A J Burchall
Director

BMS Limited

Notes to the Financial Statements for the 52 week period ended 28 December 2012

1 Accounting policies

Basis of preparation
The financial statements have been prepared on a going concern basis under the historical cost convention and in accordance with applicable UK accounting standards and the Companies Act 2006 The principal accounting policies have been applied consistently during the period and are set out below

Exemption from preparing a cash flow statement
The company has taken advantage of the exemption under FRS 1 (Revised 1996) 'Cash flow Statements' not to publish a cash flow as its ultimate parent, Impellam Group plc, a company incorporated in the United Kingdom, has prepared consolidated financial statements which are publicly available

Exemption from preparing group financial statements
The company has taken exemption from preparing group financial statements as it is included in consolidated financial statements for Impellam Group plc which are drawn up as full consolidated audited financial statements which are filed at Companies House as per section 400 of the Companies Act 2006

Significant accounting judgements
In applying the company's accounting policies the following judgements have been made that may have a significant effect on the amounts recognised in the financial statements

Recoverability of debtors
The company determines whether debtors are impaired if events or changes in circumstances indicate that the carrying value may not be recoverable at least on an annual basis

Going concern
These financial statements have been prepared on a going concern basis

As at 28 December 2012 the company had net current liabilities amounting to £9,500,000 The main assets and liabilities of the company relate to transactions with fellow Impellam Group companies, and as such the directors consider it appropriate to preare the accounts on a going concern basis

Fixed asset investments
Fixed asset investments are stated at cost less a provision for impairment The carrying values of investments are reviewed for impairment at least on an annual basis This requires an estimation of the recoverable amount of the cash-generating unit to which the assets are allocated Estimating the value in use requires the company to make and estimate of the future cash flows from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows

..... continued

Taxation
Current tax is recognised at the amounts estimated to be payable or recoverable using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date

Deferred tax assets and liabilities are recognised, subject to certain exceptions, in respect of all material timing differences between the recognition of gains and losses in the financial statements and for tax purposes Those timing differences recognised may include accelerated capital allowances, unrelieved tax losses and short term timing differences Timing differences not recognised include those relating to the revaluation of fixed assets in the absence of a commitment to sell the revalued assets and the gain on sale of assets rolled over into replacement assets in the absence of a commitment to sell the replacement assets

Deferred tax assets are recognised to the extent that they are regarded as recoverable They are regarded as recoverable to the extent that, on the basis of all available evidence, 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 is calculated on a non-discounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date

2 Auditors' remuneration

Auditors' remuneration for the current and prior periods has been borne by a fellow group company

3 Exceptional items

	2012 £ 000	2011 £ 000
Exceptional administrative expenses	22,812	-

The exceptional items in 2012 relate to a provision against balances due from a fellow group company and an impairment provision against an investment in subsidiary undertakings where the underlying trade or assets have changed to an extent that an impairment is required

4 Directors' remuneration

The emoluments of the directors are paid by the ultimate parent company, or by another group company The directors' services to this company are of a non-executive nature and are deemed to be attributable to services to the remunerating company Accordingly, the directors received no remuneration for services to the company in the period (2011 £nil)

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5 Tax on profit/loss on ordinary activities

Factors affecting current tax charge for the period

The effective current tax rate on the profit on ordinary activities for the year is higher than (2011 - the same as) the standard rate of corporation tax in the UK of 24 5% (2011 - 26 5%)

The differences are reconciled below

	2012 £ 000	2011 £ 000
Loss on ordinary activities before taxation	(22,812)	-
Corporation tax at standard rate	(5,589)	-
Permanently disallowable / non-taxable items	5,589	(30)
Group relief surrendered not at the standard rate of tax	-	30
Total current tax	-	-

UK legislation requires, in broad terms, that most transactions between connected parties be at an arm's length price for tax purposes (commonly known as 'transfer pricing') As a result, this company must make an adjustment for deemed net interest that has not been recognised in the financial statements

6 Fixed asset investments

	2012 £ 000	2011 £ 000
Shares in group undertakings and participating interests	21,319	38,081

..... continued

Shares in group undertakings and participating interests

	Subsidiary undertaking £ 000
Cost	
At 31 December 2011	46,681
Additions	6,100
Disposals	(6,150)
At 28 December 2012	46,631
Provision for impairment	
At 31 December 2011	8,600
Charge for the period	22,812
Eliminated on disposal	(6,100)
At 28 December 2012	25,312
Net book value	
At 28 December 2012	21,319
At 30 December 2011	38,081

Details of undertakings

During the period the company made a capital contribution to Carlisle Events Services Limited of £6,100,000 This contribution has been fully provided for in the period

During the period the company transferred its entire holding in Carlisle Retail Services (Luton) Plc and Carlisle Events Services Limited to fellow group companies at net book value

Also, during the period the company dissolved Carlisle Facilities Services Limited and Carlisle Support Services Limited, dormant companies in which BMS Limited held an investment

Details of the investments in which the company holds 20% or more of the nominal value of any class of share capital are as follows

Undertaking	Holding	Proportion of voting rights and shares held	Principal activity
Subsidiary undertakings			
Carlisle Staffing Services Holdings Limited	Ordinary	100%	Holding company
Carlisle Cleaning Services Holdings Limited	Ordinary	100%	Holding company

The directors believe that the carrying value of the investments is supported by their underlying trade and net assets

7 Debtors

	2012 £ 000	2011 £ 000
Amounts owed by group undertakings	257	-

Amounts owed by group undertakings are interest free, unsecured and repayable on demand

8 Creditors: Amounts falling due within one year

	2012 £ 000	2011 £ 000
Amounts owed to group undertakings	9,757	3,450

Amounts owed to group undertakings are interest free, unsecured and repayable on demand

9 Called up share capital

Allotted, called up and fully paid shares	2012		2011	
	Number	£	Number	£
Ordinary shares of £1 each	4	4	4	4

10 Profit and loss account

	Share premium account £ 000	Other reserves £ 000	Profit and loss account £ 000	Total £ 000
At 31 December 2011	10,027	5,479	19,125	34,631
Loss for the financial period	-	-	(22,812)	(22,812)
Other reserve movements	(10,027)	(5,479)	15,506	-
At 28 December 2012	-	-	11,819	11,819

On 26 January 2012 the company reduced its share premium reserve by the sum of £10,027,497 and its other reserves by the sum of £5,479,160 under s641 of the Companies Act 2006

..... continued

11 Reconciliation of movements in shareholders' funds

	2012 £ 000	2011 £ 000
Loss for the financial period	(22,812)	-
Shareholders' funds at start of period	34,631	34,631
Shareholders' funds at end of period	11,819	34,631

12 Contingent liabilities

The company has given cross guarantees as part of the invoice discounting facility of the Group of which the company is a member, a net aggregate amount of £20,954,810 was drawn down by other group companies as at 28 December 2012 (2011 £20,476,447)

13 Related party transactions

The company has taken advantage of the exemption in FRS8 "Related Party Disclosures" from disclosing transactions with other members of the Group

14 Control

The company's immediate parent undertaking is Carlisle Group Limited, a company incorporated in England and Wales

The directors regard Impellam Group plc, a company incorporated in England and Wales, as the ultimate parent undertaking This is also the parent undertaking of the largest and smallest group which includes the company and for which group financial statements are prepared Copies of the group financial statements of Impellam Group plc will be delivered to, and be available from, the Registrar of Companies, Companies Registration Office, Crown Way, Maindy, Cardiff, CF14 3UZ

At 28 December 2012, the Lombard Trust was interested in and controlled 58 7% of Impellam Group plc