Registered Number: 07289421

Universe Holdco Limited

Directors' report and financial statements for the year ended 31 December 2011



Universe Holdco Limited

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Universe Holdco Limited

Directors, Advisors and Statutory Information

Directors
JL Harris
HT Hicks

Company Secretary
J Baughman

Independent Auditors
PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
101 Barbirolli Square
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Manchester
M2 3PW
United Kingdom

Registered Office
Washington House
Birchwood Park Avenue
Birchwood
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Cheshire
WA3 6GR

Registered Number
07289421

Universe Holdco Limited

Directors' report for the year ended 31 December 2011

The directors present their annual report and the audited financial statements of Universe Holdco Limited

Registered Number
The registered number of the company is 07289421

Principal activities
The company was incorporated on 18 June 2010 Results for the comparative period cover the 6 month period from the date of incorporation until year end The company's principal activity is a holding company The principal activity of the ultimate parent company, URS Corporation (a Delaware company listed on the New York Stock Exchange) and its subsidiary undertakings (collectively referred to as "URS" throughout these financial statements), is to provide engineering, construction, and technical services in the United States and around the world

Review of business and future developments

Universe Holdco Limited is the immediate parent company of Universe Bidco Limited On 10 September 2010, Universe Bidco Limited completed the acquisition of Scott Wilson Group plc, an infrastructure engineering and design business group based in the U K This acquisition expanded the capabilities of URS group in the UK infrastructure market and in other key regions around the world During 2011, the Scott Wilson Group has been integrated into the wider Infrastructure and Environment division of URS

Principal risks and uncertainties
As the company is a holding company, the principal risks and uncertainties it faces are any economic, political and social risks that may impact on the ability of its subsidiary to remit dividends in the future These risks are monitored by URS Corporation management in conjunction with the Directors as part of the wider URS Corporation risk management activities Steps, such as direct management of subsidiaries, are taken to mitigate risk when deemed appropriate

Going concern
The company is financed by a loan from a fellow subsidiary undertaking of URS Corporation This loan was put in place at the instigation of URS Corporation management to enable the company to acquire the shares of the company's subsidiary, Universe Bidco Limited As a result, the directors are confident that, should the company's subsidiary be unable to remit dividends and enable the company to repay the loan as currently scheduled, group management will extend the term of the existing facility Accordingly, the directors continue to adopt the going concern basis in preparing the financial statements

Charitable donations
The company has made no charitable donations in the year (2010, £nil)

Results and dividends
No dividends were proposed in the year ended 31 December 2011 (2010, £nil) The loss for the year of £8,457,000 (2010, £4,056,000) has been transferred to reserves

Directors
The directors who held office during the year are given below

JL Harris	
HT Hicks	(appointed 14 January 2011)
CF Szurgot	(resigned 13 January 2011)

Universe Holdco Limited

Directors' report for the year ended 31 December 2011

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, 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 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

Statement of disclosure of information to auditors
Each person who is a director at the date of approval of this report confirms that

(a) so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware, and

(b) the 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 auditor is aware of that information

On behalf of the Board

Joy Harris
Director
5 September 2012

Universe Holdco Limited

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF UNIVERSE HOLDCO LIMITED

We have audited the financial statements of Universe Holdco Limited for the year ended 31 December 2011 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 4, 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 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 31 December 2011 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 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 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

Nicholas Gower (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Manchester

5 September 2012

Universe Holdco Limited

Profit and loss account for the year ended 31 December 2011

	Note	Year ending 31 December 2011	Period ending 31 December 2010
		£'000	£'000
Administrative expenses		(30)	(11)
Operating loss	2	**(30)**	(11)
Interest payable and similar charges	4	**(8,427)**	(4,045)
Loss on ordinary activities before taxation		**(8,457)**	(4,056)
Tax on loss on ordinary activities	5	-	-
Loss for the financial year/(period)	10	**(8,457)**	(4,056)

All of the results included in the profit and loss account are from continuing activities

The company had no recognised gains or losses other than the results as set out 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 year/ (period) stated above and their historical cost equivalents

Notes 1 to 14 form part of these financial statements

Universe Holdco Limited

Balance sheet as at 31 December 2011

	Note	31 December 2011 £'000	31 December 2010 £'000
Fixed assets – investments			
Shares in group undertakings	6	**228,012**	226,768
Creditors: amounts falling due within one year	7	**(12,513)**	(4,056)
Net current liabilities		**(12,513)**	(4,056)
Total assets less current liabilities		**215,499**	222,712
Creditors : amounts falling due in more than one year	8	**(221,412)**	(220,168)
Net (liabilities)/assets		**(5,913)**	2,544
Capital and reserves			
Called up share capital	9	**6,600**	6,600
Profit and loss account	10	**(12,513)**	(4,056)
Total shareholders' (deficit)/funds	11	**(5,913)**	2,544

Registered Number 07289421

The financial statements were approved by the board of directors on 5 September 2012 and were signed on its behalf by

JL Harris
Director

Notes 1 to 14 form part form part of these financial statements

Universe Holdco Limited

Notes to the financial statements for the year ended 31 December 2011

1. Accounting policies

The principal accounting policies, which are summarised below, have been applied consistently throughout the year

Accounting convention
The financial statements are prepared on the going concern basis under the historical cost convention and in accordance with applicable law and United Kingdom accounting standards

Going concern
As set out in note 8, the company is financed by a loan from a fellow subsidiary undertaking of URS Corporation This loan was issued at the instigation of URS Corporation management to enable the company to acquire the shares of the company's subsidiary, Universe Bidco Limited As a result, the directors are confident that, should the company's subsidiary be unable to remit dividends and enable the company to repay the loan as currently scheduled, group management will extend the term of the existing facility Accordingly, the directors continue to adopt the going concern basis in preparing the financial statements

Exemption from the requirement to prepare consolidated financial statements
The financial statements present information about the company as an individual undertaking and not about its group Under section 401 of the Companies Act 2006 the company is exempt from the requirements to prepare consolidated statements on the grounds that a parent undertaking (URS Corporation, which is registered in the United States of America) includes the company in its own published consolidated financial statements The parent company consolidated financial statements are prepared under US GAAP and have been drawn up on a basis equivalent to the provisions of the Seventh Directive (83/349/EEC) Consolidated accounts of companies with limited liability

Exemption from the requirement to prepare a Cash Flow Statement
Under Financial Reporting Standard 1 (revised 1996) 'Cash Flow Statements a company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the company in its own published consolidated financial statements

Shares in group undertakings
Shares in group undertakings are initially recognised at the fair value of the cost of acquisition The carrying value of all investments is reviewed at each year end and whenever events or changes in circumstances indicate that the carrying value may not be recoverable If necessary, a provision is made to write the carrying value down to its recoverable amount

To the extent that investments in foreign currency are financed by foreign currency loans, the investments are translated at the end of each financial year at the closing exchange rate Any exchange differences are taken to reserves where the exchange gains or losses on the foreign currency borrowings are offset

Income from shares is recognised when dividends are declared by the group undertaking

Notes to the financial statements for the year ended 31 December 2011

1. Accounting policies (continued)

Foreign currency
Transactions denominated in foreign currencies are translated into Sterling at the rates ruling at the dates of the transactions Monetary assets and liabilities in foreign currencies at the balance sheet date are translated at the rates ruling at that date Exchange differences which relate to long term loans used to finance foreign currency investments are taken to retained earnings and offset the exchange differences arising from the revaluation of the underlying investment All other exchange differences are taken to the profit and loss account when they arise Exchange gains and losses relating to inter-company interest are included within "other interest receivable and similar income" and "interest payable and similar charges" The US dollar exchange rate used at the balance sheet date was 1 5414175379

Borrowings
Borrowings are initially recognised at fair value less any directly attributable costs They are subsequently measures at amortised cost using the effective interest rate method

Taxation
Current tax, including UK corporation tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date

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 Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements

A net deferred tax asset is regarded 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 from which the future reversal of the 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 a non-discounted basis

Notes to the financial statements for the year ended 31 December 2011

2. Operating loss

The operating loss is stated after charging

	Year ending 31 December 2011 £'000	Period ending 31 December 2010 £'000
Fees for the audit of the company	4	4

3. Information regarding directors

The company has no employees (2010 nil) who served in the current year or previous period The cost of directors' remuneration is borne by other companies within the URS group

4. Interest payable and similar charges

	Year ending 31 December 2011 £'000	Period ending 31 December 2010 £'000
Interest payable on loans from group companies	8,078	3,931
Currency loss	349	114
	8,427	4,045

5. Tax on loss on ordinary activities

	Year ending 31 December 2011 £'000	Period ending 31 December 2010 £'000
Current tax	-	-
Total tax on loss on ordinary activities	-	-

Notes to the financial statements for the year ended 31 December 2011

5. Tax on loss on ordinary activities (continued)

	Year ending 31 December 2011 £'000	Period ending 31 December 2010 £'000
Loss on ordinary activities before taxation	**(8,457)**	(4,056)
Tax on loss on ordinary activities at standard UK corporation tax rate of 26 5% (2010 28%)	**(2,241)**	(1,136)
Effects of		
Non-deductible expenses	**321**	-
Losses carried forward	**1,920**	1,136
Total current tax charge on ordinary activities	**-**	-

In accordance with the accounting policies set out on page 9, a deferred tax asset of £2,825,000 (2010, £1,095,000) in respect of tax losses and timing differences has not been recognised However, this asset may be recovered if relevant profits, against which this timing difference can be offset, arise in future periods

The Finance Act 2011, which was substantively enacted in July 2011, included provisions to reduce the rate of corporation tax to 26% with effect from 1 April 2011 and 25% with effect from 1 April 2012 Accordingly, deferred tax balances have been revalued to the lower rate of 25% in these accounts On 21 March 2012, the government announced that it intends to further reduce the rate of corporation tax to 24% with effect from 1 April 2012, 23% from 1 April 2013 and 22% from 1 April 2014 As this legislation was not substantively enacted by 31 December 2011, the impact of the anticipated rate changes have not been reflected in the tax provisions reported in these accounts

6. Shares in group undertakings

	Preference shares	Ordinary shares	Shares in group undertakings
Investment at cost	**£'000**	**£'000**	**£'000**
As at 1 January 2011	220,168	6,600	226,768
Foreign currency movement in the year	1,244	-	1,244
As at 31 December 2011	**221,412**	**6,600**	**228,012**

The directors believe that the carrying value of the investments is supported by the forecast future profits and cash flows of the underlying trading companies

Notes to the financial statements for the year ended 31 December 2011

6. Shares in group undertakings (continued)

The principal subsidiaries of Universe Holdco Limited as at 31 December 2011 are as follows

	Country of incorporation	Percentage ordinary shares held by the group
Principal activities:		
Holding companies		
Universe Bidco Limited	England and Wales	100%
URS Corporation Group Limited (formerly Scott Wilson Group Limited)*	England and Wales	100%
Principal activities:		
Engineering, construction and technical services companies		
URS Infrastructure and Environment Limited (formerly URS Scott Wilson Limited)*	England and Wales	100%
URS Scott Wilson India Private Limited (formerly Scott Wilson India (Pvt) Limited)*	India	100%
URS Polska Z o o (formerly Scott Wilson Sp Z o o)*	Poland	100%
Scott Wilson Limited*	Hong Kong	100%

Shareholdings
All shareholdings are in the name of Universe Holdco Limited with the exception of companies marked with *

The shares of URS Corporation Group Limited are held by Universe Bidco Limited

The shares of the remaining subsidiaries are held by URS Corporation Group Limited

7. Creditors: amounts falling due within one year

	31 December 2011 £'000	31 December 2010 £'000
Amounts owed to group undertakings	**12,495**	4,045
Accruals	**18**	11
	12,513	4,056

Notes to the financial statements for the year ended 31 December 2011

8. Creditors: amounts falling due in more than one year

	31 December 2011 £'000	31 December 2010 £'000
Amounts owed to group undertakings	**221,412**	220,168

A loan of $341 3m was provided to the company by a fellow URS group undertaking on 12 July 2010 for duration of 36 months from that date Interest is payable quarterly at a commercial rate equivalent to 3 5% above the 3 month USD rate offered in the London interbank market (LIBOR)

9. Called up share capital

	31 December 2011 £'000	31 December 2010 £'000
Called up, allotted and fully paid:		
6,600,001 (2010 6,600,001) ordinary shares of £1 each	**6,600**	6,600

10. Profit and loss account

	Profit and loss account £'000
At 1 January 2011	(4,056)
Loss for the financial year	(8,457)
At 31 December 2011	**(12,513)**

Exchange losses of £1,244,000 (2010, £6,227,000) on foreign currency loans have been offset in reserves against equivalent gains on foreign currency investments

Universe Holdco Limited

Notes to the financial statements for the year ended 31 December 2011

11. Reconciliation of movement in shareholders' funds/ (deficit)

	31 December 2011 £'000	31 December 2010 £'000
Opening total shareholders' funds	**2,544**	-
Share capital issued	-	6,600
Loss for the financial year /(period)	**(8,457)**	(4,056)
Closing total shareholders' (deficit)/ funds	**(5,913)**	2,544

12. Financial commitments

At 31 December 2011, the company has no capital commitments or operating lease commitments (2010, £nil)

13. Related party disclosures

The company has taken advantage of the exemption granted by paragraph 3c of Financial Reporting Standard 8 'Related Party transactions' not to disclose related party transactions with URS Corporation group companies

There were no other material related party transactions

14. Ultimate parent company and controlling party

The immediate parent company of Universe Holdco Limited is URS Global Holdings UK Limited, a company registered in England & Wales

The parent undertaking of both the smallest and the largest group which includes the company and for which group financial statements are prepared is URS Corporation, which is registered in the state of Delaware in the United States of America and is deemed to be the company's ultimate parent company and controlling party Copies of the financial statements of URS Corporation are available from Corporate Office, 600 Montgomery Street, 26th Floor, San Francisco, California 94111-2728, USA