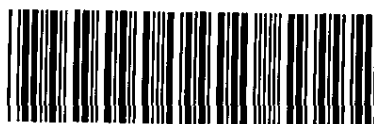


SIMON ENGINEERING LIMITED
FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31st DECEMBER 2007

Company Registration Number 287790



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COMPANIES HOUSE

SIMON ENGINEERING LIMITED
OFFICERS AND PROFESSIONAL ADVISERS

The board of directors

Mantime Advisory Services Limited
F Bracke
J Rubens
G Walker

Company secretary

P Grout

Registered office

Clough Lane
North Killingholme
North Lincolnshire
DN40 3LX

Auditor

Brebners
Chartered Accountants
& Registered Auditors
The Quadrangle
180 Wardour Street
London
W1F 8LB

SIMON ENGINEERING LIMITED

THE DIRECTORS' REPORT

YEAR ENDED 31st DECEMBER 2007

The directors present their report and the financial statements of the company for the year ended 31st December 2007

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

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

The company did not trade in the year and is not expected to trade in the forthcoming year

DIRECTORS

The directors who served the company during the year were as follows

F Bracke

J Rubens

G Walker

Maritime Advisory Services Limited (Appointed 30th November 2007)

C Cigrang (Retired 11th October 2007)

F van Bellingen (Retired 30th November 2007)

DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Annual 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). The financial statements are required by law to 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 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 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.

In so far as the directors are aware

- there is no relevant audit information of which the company's auditor is unaware, and

- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

SIMON ENGINEERING LIMITED

THE DIRECTORS' REPORT *(continued)*

YEAR ENDED 31st DECEMBER 2007

SMALL COMPANY PROVISIONS

This report has been prepared in accordance with the special provisions for small companies under Part VII of the Companies Act 1985

Signed on behalf of the directors

A handwritten signature in black ink, appearing to be 'J Rubens', with a stylized, flowing script.

J Rubens

Director

Approved by the directors on 9th May 2008

SIMON ENGINEERING LIMITED
INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF
SIMON ENGINEERING LIMITED
YEAR ENDED 31st DECEMBER 2007

We have audited the financial statements of Simon Engineering Limited for the year ended 31st December 2007, which have been prepared on the basis of the accounting policies set out on pages 8 to 9

This report is made solely to the company's shareholders, 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 shareholders 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 shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITOR

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

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 whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we 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 other transactions 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 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.

SIMON ENGINEERING LIMITED
INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF
SIMON ENGINEERING LIMITED *(continued)*
YEAR ENDED 31st DECEMBER 2007

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 as at 31st December 2007 and of its loss for the year then ended,

the financial statements have been properly prepared in accordance with the Companies Act 1985, and

the information given in the Directors' Report is consistent with the financial statements

The Quadrangle
180 Wardour Street
London
W1F 8LB

17th June 2008


BREBNERS
Chartered Accountants
& Registered Auditors

SIMON ENGINEERING LIMITED

PROFIT AND LOSS ACCOUNT

YEAR ENDED 31st DECEMBER 2007

	Note	2007 £	2006 £
TURNOVER		-	-
Administrative expenses		-	-
Other operating income	2	(2,000)	-
OPERATING PROFIT	3	2,000	-
Interest receivable	5	63,000	-
Interest payable and similar charges	6	(2,482,000)	(2,531,804)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(2,417,000)	(2,531,804)
Tax on loss on ordinary activities	7	-	(760,000)
LOSS FOR THE FINANCIAL YEAR		<u>(2,417,000)</u>	<u>(1,771,804)</u>

All of the activities of the company are classed as continuing

The company has no recognised gains or losses other than the results for the year as set out above

The notes on pages 8 to 11 form part of these financial statements.

SIMON ENGINEERING LIMITED

BALANCE SHEET

31st DECEMBER 2007

	Note	2007 £	2006 £
CURRENT ASSETS			
Debtors	8	<u>2,309,000</u>	<u>2,246,208</u>
NET CURRENT ASSETS		<u>2,309,000</u>	<u>2,246,208</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>2,309,000</u>	<u>2,246,208</u>
CREDITORS: Amounts falling due after more than one year	9	<u>61,070,804</u>	<u>58,591,012</u>
		<u>(58,761,804)</u>	<u>(56,344,804)</u>
CAPITAL AND RESERVES			
Called-up equity share capital	11	250	250
Profit and loss account	12	<u>(58,762,054)</u>	<u>(56,345,054)</u>
DEFICIT	13	<u>(58,761,804)</u>	<u>(56,344,804)</u>

These financial statements were approved by the directors and authorised for issue on 9th May 2008, and are signed on their behalf by:



J Rubens
Director

The notes on pages 8 to 11 form part of these financial statements.

SIMON ENGINEERING LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31st DECEMBER 2007

1. ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared under the historical cost convention, and in accordance with applicable UK accounting standards

Financial statements for the prior year end were prepared in accordance with International Financial Reporting Standards (IFRS).

The ultimate parent undertaking, Simon Group Plc, no longer has its shares traded on a regulated market following its delisting from the London Stock Exchange. Accordingly, Simon Group Plc and its subsidiaries are permitted to, and have reverted to, UK GAAP under section 226(5) Companies Act 1985

This is classified as a change in accounting policy and the comparatives have been restated. However, this restatement has not resulted in any change to the net assets at 31st December 2006, the result for the year then ended or to the classification of assets, liabilities or equity

Consolidation

The company was, at the end of the year, a wholly-owned subsidiary of another company incorporated in the EEA and in accordance with Section 228A of the Companies Act 1985, is not required to produce, and has not published, consolidated accounts

Cash flow statement

The directors have taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) from including a cash flow statement in the financial statements on the grounds that the company is small

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 have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax, with the following exceptions

Provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold

Deferred tax assets are recognised only to the extent that the directors consider that it is 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 on an undiscounted 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

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences are taken into account in arriving at the operating profit

SIMON ENGINEERING LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31st DECEMBER 2007

1. ACCOUNTING POLICIES *(continued)*

Financial Instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities.

Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the balance sheet. Finance costs and gains or losses relating to financial liabilities are included in the profit and loss account. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity.

2. OTHER OPERATING INCOME

	2007	2006
	£	£
Other operating income	<u>2,000</u>	<u>-</u>

3. OPERATING PROFIT

Operating profit is stated after crediting

	2007	2006
	£	£
Directors' emoluments	<u>-</u>	<u>-</u>

Auditor's remuneration is met by the ultimate UK holding company, Simon Group Plc

4. PARTICULARS OF EMPLOYEES

No salaries or wages have been paid to employees, including the directors, during the year.

5. INTEREST RECEIVABLE

	2007	2006
	£	£
Interest from group undertakings	<u>63,000</u>	<u>-</u>

6. INTEREST PAYABLE AND SIMILAR CHARGES

	2007	2006
	£	£
Interest to group undertakings	<u>2,482,000</u>	<u>2,531,804</u>

SIMON ENGINEERING LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31st DECEMBER 2007

7. TAXATION ON ORDINARY ACTIVITIES

(a) Analysis of charge in the year

	2007 £	2006 £
Current tax		
UK Corporation tax based on the results for the year at 30% (2006 - 30%)	-	(760,000)
Total current tax	-	(760,000)

(b) Factors affecting current tax charge

The tax assessed on the loss on ordinary activities for the year is higher than the standard rate of corporation tax in the UK of 30% (2006 - 30%)

	2007 £	2006 £
Loss on ordinary activities before taxation	(2,417,000)	(2,531,804)
Loss on ordinary activities by rate of tax	(725,100)	(760,000)
Losses surrendered to group undertakings	725,100	-
Total current tax (note 7(a))	-	(760,000)

8. DEBTORS

	2007 £	2006 £
Amounts owed by group undertakings	2,309,000	2,246,208

9. CREDITORS: Amounts falling due after more than one year

	2007 £	2006 £
Amounts owed to group undertakings	61,070,804	58,591,012

10. RELATED PARTY TRANSACTIONS

Control

Control vests with the parent undertaking as shown in note 14 to the accounts

Related Party Transactions

Amounts due to and from group undertakings at 31st December 2007 are aggregated as permitted by FRS 8 and shown separately in debtors and creditors

In accordance with FRS 8, exemption is taken not to disclose transactions in the year between group undertakings where 90% or more of the voting rights are controlled within the group and the consolidated financial statements in which Simon Engineering Limited is included are publicly available.

SIMON ENGINEERING LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31st DECEMBER 2007

11. SHARE CAPITAL

Authorised share capital:

	2007 £	2006 £
5,000 Ordinary shares of £1 each	<u>5,000</u>	<u>5,000</u>

Allotted, called up and fully paid:

	2007 No	£	2006 No	£
Ordinary shares of £1 each	<u>250</u>	<u>250</u>	<u>250</u>	<u>250</u>

12. PROFIT AND LOSS ACCOUNT

	2007 £	2006 £
Balance brought forward	(56,345,054)	(54,573,250)
Loss for the financial year	<u>(2,417,000)</u>	<u>(1,771,804)</u>
Balance carried forward	<u>(58,762,054)</u>	<u>(56,345,054)</u>

13. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2007 £	2006 £
Loss for the financial year	(2,417,000)	(1,771,804)
Opening shareholders' deficit	<u>(56,344,804)</u>	<u>(54,573,000)</u>
Closing shareholders' deficit	<u>(58,761,804)</u>	<u>(56,344,804)</u>

14. ULTIMATE PARENT COMPANY

Simon Engineering Limited's immediate parent undertaking is Eaton Gate Holdings Limited and its ultimate UK parent undertaking is Simon Group Plc, both registered in England and Wales. The directors confirm the ultimate parent undertaking to be Shipbourne SA, a company incorporated in Luxembourg.

15. SUBSIDIARY UNDERTAKINGS

The principal subsidiary undertakings of Simon Engineering Limited as at 31st December 2007 are listed below. All companies are 100% owned by Simon Engineering Limited and are all registered in England and Wales.

	Principal activities	Capital and reserves	Profit/(loss) for the year
Principal related undertakings			
Simon UK 1995 Limited	Holding company	£(9,181,554)	£(1,039,954)
Simon-Holder Limited	Dormant		
SC Cheadle Hulme Limited	Holding company	£78,744	£1,031
Precis (1905) Limited	Non-trading	£14,751,936	£624,560