

International Military Services Limited

(Registered Number: 924462)

Annual Report and Financial Statements

For the year ended 31 December 2007



International Military Services Limited

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International Military Services Limited

Report of the directors for the year ended 31 December 2007

Review of business

The Company continues to have contractual supply commitments for the maintenance of defence and related equipment and is awaiting the resolution of certain outstanding contractual matters

On 2 May 2001, an award of damages plus interest was made against the Company in connection with a contractual dispute with the Government of Iran. The Company is pursuing setting aside proceedings in the Netherlands in relation to this award

The directors consider that there are reasonable grounds for believing that the setting aside proceedings will eventually be successful. However, in accordance with FRS 12 "Provisions and Contingent Liabilities", the directors have included in the attached financial statements a provision for the maximum amount which would be required to be paid to settle the matter in accordance with the award, should their appeal be unsuccessful

The Company reached agreement with the Government of Iran, through a formal Consent Order, that payment of the Award will not be pursued until the outcome of the appeals process is known provided that a sum by way of security was paid into the UK High Court - this payment was made in December 2002

In December 2006, the Dutch Appeal Court set aside part of the 2001 award. The Company was dissatisfied with the size of the reduction and as a consequence submitted a further appeal in March 2007 for consideration by the Dutch Supreme Court. A final ruling is not expected before early 2009. The sum of security paid into the UK High Court remains more than sufficient to meet any Supreme Court ruling. Company funds will be sufficient to meet the legal and other costs associated with the extended period of litigation. The Directors do not believe that there are any risks and uncertainties facing the Company, other than those disclosed above.

In January 2005 a Dutch Supreme Court decision was made in favour of the Company in respect of a disputed construction contract also with the Government of Iran. Action is in hand to enforce this ruling and recover the sum due of £19.1m.

Once the above issues have been resolved, the intention is to liquidate the Company. Full provision for the costs directly associated with the Company's final closure is reflected in the attached financial statements, which are no longer prepared on a going concern basis.

Details of the Group's results are set out in the attached financial statements. The Group result after taxation for the year was a profit of £620,000 (2006: profit £610,000). The directors do not propose the payment of a dividend for 2007 (2006: nil).

The state of affairs of the Group is set out in the attached consolidated balance sheet and related notes, showing capital and reserves of £29,916,000 (2006: £29,296,000).

Directors

The directors during the year and to the date of this report were as follows

Sir Roger Jackling	Chairman
Mr D G Jones	
Mr C T Sandars	

International Military Services Limited

Report of the directors for the year ended 2007

Review of business (continued)

In accordance with the Company's Articles all the directors retire from office at the forthcoming Annual General Meeting and being eligible, offer themselves for re-election

None of the directors has any beneficial interest, other than in the ordinary course of business, in any contract to which the Company was party during the year

Creditor payment terms

The Company settles creditor invoices as they fall due based on the terms of the invoice

Charitable donations

Charitable donations in the year amounted to £nil (2006 £200)

Statement of directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year that give a true and fair view of the state of affairs of the company and the group and of the profit or loss of the company and the group 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 both reasonable and prudent
- State whether applicable 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, in which case there should be supporting assumptions and qualifications as necessary

• The directors confirm that they have complied with the requirements above in preparing their 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 the group 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Disclosure of information to Auditors

Each of the persons who is a director at the date of approval of this report confirms that

- (1) so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- (2) 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 auditors are aware of that information

This confirmation is given and should be interpreted in accordance with the provisions of s234ZA of the Companies Act 1985.

International Military Services Limited

Report of the directors for the year ended 31 December 2007 (continued)

Auditors

PricewaterhouseCoopers LLP have expressed their willingness to be re-appointed as auditors and a resolution for their re-appointment will be proposed at the Annual General Meeting

By order of the Board



D G Jones
Secretary

21 May 2008

Registered Office
St George's Court
2nd Floor, Zone E
2 – 12 Bloomsbury Way
London WC1A 2SH

International Military Services Limited

Independent auditors' report to the members of International Military Services Limited

We have audited the group and parent company financial statements (the "financial statements") of International Military Services Limited for the year ended 31 December 2007 which comprise the Consolidated Profit and Loss Account, the Consolidated and Company Balance Sheets and the related notes. These financial statements have been prepared under the accounting policies set out therein.

Respective responsibilities of directors and auditors

The directors' responsibilities 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) 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). 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 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 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 group's and company's circumstances, consistently applied and adequately disclosed.

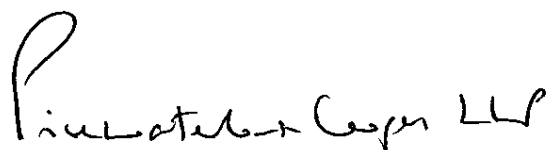
We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity 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 International Military Services Limited
(Continued)

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 group's and the parent company's affairs as at 31 December 2007 and of the group's profit 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



PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors

1 Embankment Place
London
WC2N 6RH

Date 11 June 2008

International Military Services Limited

Consolidated profit and loss account for the year ended 31 December 2007

	Note	Year ended 31 December 2007 £'000	Year ended 31 December 2006 £'000
Turnover		-	-
Cost of sales		-	11
Gross profit		-	11
Administrative expenses	3	(779)	(544)
Operating loss		(779)	(533)
Interest receivable and similar income		1,679	1,355
Profit before tax	3	900	822
Taxation on profit on ordinary activities	5	(280)	(212)
Profit for the financial year		620	610
Profit and loss account brought forward		9,296	8,686
Profit and loss account carried forward		9,916	9,296

There were no recognised gains and losses other than the profit for the year in both the current and previous year

There is no difference between the result for the period stated above and the result on an historical cost basis

All results are derived from discontinuing operations

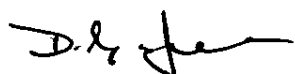
The notes on pages 9 to 16 form part of these financial statements

International Military Services Limited

Consolidated balance sheet as at 31 December 2007

	Note	2007 £'000	2006 £'000
Fixed tangible assets	7	-	-
Current assets			
Debtors	8	467,201	449,222
Investments	9	29,943	29,045
Cash at bank and in hand		9	20
		<u>497,153</u>	<u>478,287</u>
Creditors - amounts falling due within one year	10	(378)	(266)
Net current assets		<u>496,775</u>	<u>478,021</u>
Total assets less current liabilities		<u>496,775</u>	<u>478,021</u>
Provisions for liabilities and charges	12	(466,859)	(448,725)
Net assets		<u>29,916</u>	<u>29,296</u>
Capital and reserves			
Called up share capital	13	20,000	20,000
Profit and loss account		9,916	9,296
Shareholders' funds	17	<u>29,916</u>	<u>29,296</u>

Approved by the Board on 21 May 2008 and signed on its behalf by



D G Jones

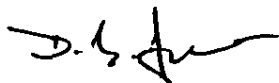
The notes on pages 9 to 16 form part of these financial statements

International Military Services Limited

Company balance sheet as at 31 December 2007

	Note	2007 £'000	2006 £'000
Fixed assets			
Tangible assets	7	-	-
Investments in subsidiary undertakings	14	-	-
		<u>-</u>	<u>-</u>
Current assets			
Debtors	8	467,201	449,222
Investments	9	29,943	29,045
Cash at bank and in hand		9	20
		<u>497,153</u>	<u>478,287</u>
Creditors - amounts falling due within one year	10	(377)	(265)
Net current assets		<u>496,776</u>	<u>478,022</u>
Total assets less current liabilities		<u>496,776</u>	<u>478,022</u>
Provisions for liabilities and charges	12	(466,859)	(448,725)
Net assets		<u>29,917</u>	<u>29,297</u>
Capital and reserves			
Called up share capital	13	20,000	20,000
Profit and loss account		9,917	9,297
Shareholders' funds	17	<u>29,917</u>	<u>29,297</u>

Approved by the Board on 21 May 2008 and signed on its behalf by:



D G Jones

The notes on pages 9 to 16 form part of these financial statements

International Military Services Limited

Notes to the financial statements for the year ended 31 December 2007

1 Accounting policies

The principal accounting policies adopted by the Group are as follows

Accounting convention

The financial statements have been prepared in accordance with the historical cost convention and in accordance with applicable accounting standards. The financial statements have not been prepared on a going concern basis as the decision has been taken to liquidate the Company once its remaining trading and contractual commitments have been completed. Provisions have been made for one-off closure costs, and professional fees in winding up the Company (See note 12). Provision has not been made for future operating costs as these will be met out of income on investments.

Cost of sales

"Cost of sales" represents all direct contract related costs, including distribution, together with the direct costs associated with staff responsible for operating contracts. Distribution costs, which mainly comprise freight charges, are all directly associated with particular contracts and are recovered as part of the contract sales prices. Accordingly, these costs are regarded as a cost of sales.

Administrative expenses

"Administrative expenses" represent all indirect overheads, including corporate management, accounting, legal, secretarial and office services functions and the cost of premises.

Interest receivable and similar income

This includes interest receivable and similar income and exchange gains and losses. These are recognised in the period in which they arise.

Foreign currencies

Foreign currency transactions are translated into sterling at the rate ruling when they take place, except for transactions subject to currency hedging arrangements which are accounted for at the rates implicit in the related hedge transactions. Assets and liabilities, except for amounts, matched by, or forming part of, hedging arrangements are accounted for at the exchange rate ruling at the balance sheet date and resulting differences are recognised in the profit and loss account.

Deferred taxation

Deferred tax is recognised in respect of timing differences that have originated but not reversed by the balance sheet date, but only when transactions or events that result in a right to pay less tax or an obligation to pay more tax in the future have occurred at the balance sheet date. The likelihood of these rights or obligations arising is based on the estimated probabilities of future events occurring. Deferred tax is measured on a non-discounted basis.

International Military Services Limited

Notes to the financial statements for the year ended 31 December 2007 (continued)

1. Accounting policies (continued)

Tangible assets

All tangible assets are depreciated in full

Leases

Rentals under operating leases are charged to the profit and loss account as incurred over the lease term.

Cash flow statement

The Group has claimed exemption from preparing a cash flow statement under the terms of Financial Reporting Standard 1 (Revised 1996) as it qualifies as a small company under the criteria of Section 246 of the Companies Act 1985

2. Liabilities and provisions relating to contracts with the Government of Iran

On 2 May 2001, an award of damages plus interest was made against the Company in connection with a contractual dispute with the Government of Iran. The Company is pursuing setting aside proceedings in the Netherlands in relation to this award.

The directors consider that there are reasonable grounds for believing that the setting aside proceedings will eventually be successful. However, in accordance with FRS 12 "Provisions and Contingent Liabilities", the directors have included in the attached financial statements a provision for the maximum amount which would be required to be paid to settle the matter in accordance with the award, should their appeal be unsuccessful (see notes 8 and 12). This provision includes interest calculated up to 31 December 2007. The Company reached agreement with the Government of Iran, through a formal Consent Order, that payment of the Award will not be pursued until the outcome of the appeals process is known provided that a sum by way of security was paid into the UK High Court. This payment was made in December 2002.

In December 2006, the Dutch Appeal Court set aside part of the 2001 award. The Company was dissatisfied with the size of the reduction and as a consequence submitted a further appeal in March 2007 for consideration by the Dutch Supreme Court. A final ruling is not expected before early 2009. The sum of security paid into the UK High Court remains more than sufficient to meet any Supreme Court ruling.

Company funds will be sufficient to meet the legal and other costs associated with the extended period of litigation.

Future costs in connection with the dispute will be met out of the Company's future resources. An increase in the amount required to settle the award in excess of the provision will result in a corresponding increase in the payment by the Company's shareholder who is also the sub-contractor. Any funds remaining in Court after settlement of the Award will be returned to the shareholder and sub-contractor.

International Military Services Limited

Notes to financial statements for the year ended 31 December 2007 (continued)

3 Operating profit and profit on ordinary activities before taxation

	2007 £'000	2006 £'000
Profit on ordinary activities before taxation is stated after charging		
Wages and salaries	51	50
Social security costs	5	4
	<u>56</u>	<u>54</u>
Operating lease rentals – other	72	82
- plant and machinery	<u>-</u>	<u>1</u>
Administration expenses	779	785
Release of provision against arbitration costs	-	(241)
	<u>779</u>	<u>544</u>
Fees paid to auditors comprise		
Audit fees	12	13
Fees payable for other services – tax compliance	3	3

4 Emoluments of directors

The emoluments of the directors were as follows

	2007 £'000	2006 £'000
Fees as directors	29	29
Emoluments for management services	22	21
Aggregate emoluments	<u>51</u>	<u>50</u>

International Military Services Limited

Notes to the financial statements for the year ended 31 December 2007 (continued)

5. Taxation on profit on ordinary activities

	2007 £'000	2006 £'000
Corporation tax on the profit for the year		
Current at 30% (2006 30%)	281	220
Deferred (note 12)	(1)	(7)
	<u>280</u>	<u>213</u>
Prior year adjustment	-	(1)
	<u>280</u>	<u>212</u>

The tax for the period is higher (2006 lower) than the standard rate of corporation tax in the UK. The differences are explained below

	2007 £'000	2006 £'000
Profit before tax	<u>900</u>	<u>822</u>
Profit before tax multiplied by standard rate of corporation tax in the UK of 30% (2006 30%)	270	247
Expenses not deductible for tax purposes	25	6
Accelerated capital allowances and other timing differences	-	7
Release of provision not previously taxed	-	(21)
Small companies marginal relief	(14)	(19)
	<u>281</u>	<u>220</u>

Factors that may affect future tax charges

The standard rate of Corporation Tax in the UK changes to 28% with effect from 01 April 2008

6 Profit and loss account

International Military Services Limited has not presented its own profit and loss account as permitted by Section 230 of the Companies Act 1985. The amount of the consolidated result for the year dealt with in the accounts of the holding company was a profit of £620,000 (2006 profit of £610,000)

7 Tangible assets

All tangible assets, cost £32,000 (2006 £32,000) have been depreciated in full. All tangible assets were scrapped and disposed off at nil value prior to the office relocation to furnished accommodation.

There was no capital expenditure authorised and contracted but not provided for at 31 December 2007 (2006 nil)

International Military Services Limited

Notes to the financial statements for the year ended 31 December 2007 (continued)

8

Debtors

	Group		Company	
	31 December 2007	31 December 2006	31 December 2007	31 December 2006
	£'000	£'000	£'000	£'000
Interest receivable	4,816	4,778	4,816	4,778
Other debtors	462,367	444,409	462,367	444,409
Deferred tax	2	1	2	1
Prepayments and accrued income	16	34	16	34
	<u>467,201</u>	<u>449,222</u>	<u>467,201</u>	<u>449,222</u>

Other debtors comprise primarily amounts paid into the UK High Court as a security deposit against the company's potential liabilities in relation to the disputed contracts (see note 2) and interest thereon. In the event that the award against the company is set aside or reduced, amounts already paid by the subcontractor and shareholder will become repayable and the corresponding provision for the liability will reduce (see note 12). In the event that the company is unsuccessful in setting aside the award then the security deposit will be used in settlement of the company's liability (see note 12).

Deferred taxation

	Group and Company	
	2007	2006
	£'000	£'000
Tangible assets	(2)	(1)
	<u>(2)</u>	<u>(1)</u>

Provision for deferred tax balances for the Group represents estimated future tax on all items of income and expenditure which are recognised for tax purposes in periods different from those used for accounting purposes at the tax rate of 30% (2006 30%).

Movement on deferred taxation

	Group and Company
	2007
	£'000
Opening balance	(1)
Release to profit and loss account (note 5)	(1)
Closing balance	<u>(2)</u>

9. Investments

	Group		Company	
	31 December 2007	31 December 2006	31 December 2007	31 December 2006
	£'000	£'000	£'000	£'000
Short term deposits with local authorities and public utilities	-	19,945	-	19,945
Other short term deposits	29,943	9,100	29,943	9,100
	<u>29,943</u>	<u>29,045</u>	<u>29,943</u>	<u>29,045</u>

No listed securities were held at 31 December 2007 and 31 December 2006

International Military Services Limited

Notes to the financial statements for the year ended 31 December 2007 (continued)

10. Creditors: amounts falling due within one year

	Group		Company	
	31 December 2007	31 December 2006	31 December 2007	31 December 2006
	£'000	£'000	£'000	£'000
Trade creditors	55	7	54	6
Corporation tax	281	220	281	220
Accruals & deferred income	40	37	40	37
Social Security and payroll taxation balances	2	2	2	2
	<u>378</u>	<u>266</u>	<u>377</u>	<u>265</u>

11. Operating lease commitments

Annual commitments under operating leases, analysed over the periods in which they expire, were as follows

	<u>Land and Buildings</u>	
	31 December 2007	31 December 2006
	£'000	£'000
Less than one year	70	39
Between two and five years	-	-
	<u>70</u>	<u>39</u>

In January 2007, the old lease was cancelled and a new lease at another location was entered into with the company's shareholder and subcontractor, the UK Ministry of Defence at £70,000 per annum. This new lease may be terminated at three months notice by either party. A total of £81,353 was paid to the UK Ministry of Defence during the year, of which £16,077 is recorded as a rent prepayment.

	<u>Other</u>	
	31 December 2007	31 December 2006
	£'000	£'000
Less than one year	-	1
Between two and five years	-	-
	<u>-</u>	<u>1</u>

12. Provision for liabilities and charges

	Group		Company	
	31 December 2007	31 December 2006	31 December 2007	31 December 2006
	£'000	£'000	£'000	£'000
Provisions relating to contracts	466,829	448,695	466,829	448,695
Provision for closure costs	30	30	30	30
	<u>466,859</u>	<u>448,725</u>	<u>466,859</u>	<u>448,725</u>

International Military Services Limited

Notes to the financial statements for the year ended 31 December 2007 (continued)

Information relating to the major contract provisions is given in note 2 and note 8. The timing of settlement will depend upon the resolution of the setting aside proceedings in the Netherlands. The provision includes interest earned on the security deposit, which if not needed to meet any potential increases in the amount of the award, will ultimately be repayable to the sub-contractor and shareholder.

Movements on contract provisions

	Group		Company	
	2007	2006	2007	2006
	£'000	£'000	£'000	£'000
Provisions brought forward	448,695	431,515	448,695	431,515
Provision relating to contracts (note 2)	18,134	17,180	18,134	17,180
Provisions carried forward	<u>466,829</u>	<u>448,695</u>	<u>466,829</u>	<u>448,695</u>

13. Called up share capital

	Group and Company	
	2007	2006
	£'000	£'000
Authorised, allotted and fully paid Ordinary shares of £1 each	<u>20,000</u>	<u>20,000</u>

14. Subsidiary undertakings

The Company owns all the ordinary share capital of the following subsidiary undertaking

IMS (Iran) Limited

The subsidiary undertaking is incorporated in England and is now dormant. The assets and liabilities of this entity have been fully consolidated within these accounts.

15. Ownership of share capital

The share capital is beneficially owned by the Secretary of State for Defence

16. Employees

During the year ended 31 December 2007 the Group had 3 employees (2006: 3). At 31 December 2007 the Group had 3 employees (2006: 3) based in the UK.

International Military Services Limited

Notes to the financial statements for the year ended 31 December 2007 (continued)

17. Reconciliation of movements in shareholders' funds

	Group		Company	
	31 December 2007 £'000	31 December 2006 £'000	31 December 2007 £'000	31 December 2006 £'000
Profit for the financial year	620	610	620	610
Opening shareholders' funds	29,296	28,686	29,297	28,687
Closing shareholders' funds	29,916	29,296	29,917	29,297

18. Related Party Transactions

The only related party is the UK Ministry of Defence (UK MOD). Transactions with the UK MOD are disclosed in these accounts.