DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2006

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YEAR ENDED 31 DECEMBER 2006

COMPANY INFORMATION

1103530 Registered number: England Country of incorporation: 3 Cockspur Street Registered office: London SW1Y 5BQ D.L. Clark Directors: D.L. Proctor R.H. Hunting C.J.P. Gilmore Secretary: PricewaterhouseCoopers LLP Auditors: London

YEAR ENDED 31 DECEMBER 2006

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DIRECTORS' REPORT

The Directors present their report, together with the audited financial statements for the year ended 31 December 2006.

ACTIVITIES

The Company continues to be the parent company of the former defence division and certain other subsidiaries of the Hunting PLC Group, and is a wholly-owned subsidiary of Hunting PLC, a company registered in England and Wales.

From the perspective of the Company, the principal risks and uncertainties are integrated with the principal risks of the Hunting PLC Group and are not managed separately. Accordingly, the principal risks and uncertainties of the Hunting PLC Group, which include those of the Company, are discussed on page 14 of the Hunting PLC 2006 Annual Report and Accounts.

No change in the current activities of the Company is anticipated in 2007.

RESULTS AND DIVIDENDS

The results and financial position of the Company are set out in the attached financial statements. The Directors do not recommend the payment of a dividend (2005: £nil).

The loss for the year of £610,000 (2005: £658,000) has been transferred to reserves.

DIRECTORS

The Directors of the Company who served during the year were as follows:

D. L. Clark

D.L. Proctor

R.H. Hunting

No Director had a material interest in any contract of significance to which either the Company or its subsidiaries were a party.

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

Hunting PLC maintains insurance against certain liabilities which could arise from a negligent act or a breach of duty by its Directors and officers in the discharge of their duties.

DIRECTORS' INTERESTS

None of the Directors had any interests in the shares of the Company during the year.

The interests of the Directors in the shares of Hunting PLC, the ultimate parent company, are disclosed in the Directors' Report incorporated within the 2006 financial statements of Hunting PLC.

Subsequent to the year end, on 6 March 2007 under the 2001 share option scheme, options were granted at 640p per Ordinary share to Directors as follows:

D.L. Clark

38,281

D.L. Proctor

64,688

On 28 March 2007, D.L. Clark exercised and sold 107,540 shares under the 2001 Share Option Scheme.

On 8 March 2007, D.L. Clark was awarded and sold 81,529 shares under the Long Term Incentive Plan and on 28 March 2007 184,623 shares were awarded to D.L. Proctor.

DIRECTORS' REPORT (continued)

CHARITABLE AND POLITICAL CONTRIBUTIONS

The Company made no payments to charitable or political organisations during the year (2005: £nil).

DIRECTORS' RESPONSIBILITIES

The Directors are required by the Companies Act 1985 to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit and loss for the financial year.

The Directors are responsible for maintaining proper accounting records which disclose with reasonable accuracy the financial position of the Company and which enable them to ensure that the financial statements comply with the Companies Act 1985. The Directors are also responsible for preparing the financial statements on a going concern basis unless this is inappropriate.

The Directors confirm that the financial statements, using applicable accounting standards, have been prepared on a going concern basis using suitable accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates.

The Directors are also responsible for taking such steps as are reasonably open to them to safeguard the assets of the Company, and to prevent and detect fraud and other irregularities.

STATEMENT ON DISCLOSURE OF INFORMATION TO AUDITORS

In accordance with Companies Act requirements, all Directors in office, as at the date of this report, have confirmed so far as they are aware there is no relevant audit information of which the Company's auditors are unaware and each Director has taken all reasonable steps necessary in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

AUDITORS

PricewaterhouseCoopers LLP have indicated their willingness to continue in office as auditors. An elective resolution is in force which dispenses with the annual reappointment of auditors.

By Order of the Board

D.L. Clark Director

22 June 2007

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF HUNTING OIL HOLDINGS LIMITED

We have audited the financial statements of Hunting Oil Holdings for the year ended 31 December 2006, which comprise the Income Statement, the Balance Sheet, the Cash Flow Statement, the Statement of Changes in Equity 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 International Financial Reporting Standards (IFRSs) as adopted for use in the European Union 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 whether the financial statements have been properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Directors' Report is not consistent with the financial statements, 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 other information contained in the Annual Report and consider whether it is consistent with the audited financial statements. The other information comprises only the Directors' Report. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

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 judgments 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.

Opinion

In our opinion:

 the financial statements give a true and fair view, in accordance with IFRSs as adopted for use in the European Union, of the state of the company's affairs as at 31 December 2006 and of its loss and cash flows for the year then ended; and

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• the financial statements have been properly prepared in accordance with the Companies Act 1985.

PricewaterhouseCoopers LLP

Chartered Accountants and Registered Auditors

London

22 June 2007

INCOME STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2006

	<u>Notes</u>	2006 £'000	2005 £'000
Other income Administrative expenses*		(610)	2,846 (609)
(LOSS) PROFIT FROM OPERATIONS Interest income Interest expense and similar charges	4 5 6	(610) 1 (1)	2,237 302 (1,835)
(LOSS) PROFIT BEFORE TAX Taxation	7	(610)	704 (46)
LOSS FOR THE YEAR		(610)	(658)

The loss for the year arises from the Company's continuing operations.

^{*}Administrative expenses include exceptional charges of £610,000 (2005: £609,000) as described in note 3.

BALANCE SHEET AT 31 DECEMBER 2006

	Notes	2006 £'000	2005 £'000
ASSETS Non-current assets Investments in subsidiaries	8	75,909	77,383
Trade and other receivables	9	70,164	70,164
		146,073	147,547
Current assets Current tax assets		_	56
Cash and cash equivalents	10	33	
		33	56
LIABILITIES			
Current liabilities Borrowings	11	(518)	(541)
Net current liabilities		(485)	(485)
Net assets		145,588	147,062
Shareholders' equity Share capital	13	122,380	122,380 864
Revaluation reserves Retained earnings	14	23,208	23,818
Total equity		145,588	147,062

Approved by the Board on 22 June 2007

D.L. Clark Director

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2006

	Share capital £'000	Revaluation reserves £'000	Retained earnings £'000	Total £'000
At 1 January 2006	122,380	864_	23,818	147,062
Loss for the year Loss on revaluation of investments in subsidiaries	-	(864)	(610)	(610) (864)
Total recognised income and expense for the year		(864)	(610)	(1,474)
At 31 December 2006	122,380		23,208	145,588
FOR THE YEAR ENDED 31 DECEMBER 2005				
	Share capital £'000	Revaluation reserves £'000	Retained earnings £'000	Total £'000
At 1 January 2005 Profit for the year Shares issued	85,659 - 36,721	864	23,160 658	109,683 658 36,721
At 31 December 2005	122,380	864_	23,818	147,062

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2006

	2006 £'000	2005 £'000
Otire auticities	£ 000	£ 000
Operating activities	(610)	2,237
(Loss) profit from operations	(010)	(2,846)
Investment income	-	2,000
Decrease in receivables	-	(13,097)
Decrease in payables	56	
Taxation received (paid)	610	(142) 609
Other non cash flow items	010	009
Net cash inflow (outflow) from operating activities	56_	(11,239)
Investing activities		
Proceeds from disposal of investments		11,096
Net cash inflow from investing activities		11,096
The section and the section of the s		
Financing activities Interest received	1	302
	(1)	(1,836)
Interest paid	(1)	2,846
Dividends received from subsidiaries	-	36,721
Share capital issued	-	7,000
Proceeds from intergroup loans	-	(11,316)
Repayment of borrowings		(11,310)
Net cash inflow from financing activities		33,717
Net inflow in cash and cash equivalents	56	33,574
Cash and cash equivalents at beginning of year	(23)	(33,600)
Adoption of IAS 32 and IAS 39		3
Cash and cash equivalents at end of year	33	(23)
Cash and cash equivalents at end of year comprise:	33	
Cash at bank and in hand (note 10)	33	(23)
Bank overdrafts included in borrowings (note 11)		(23)
	33	(23)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2006

1. ACCOUNTING POLICIES

1.1 Accounting convention

The financial statements for the year ended 31 December 2006 have been prepared under International Financial Reporting Standards (IFRSs) as adopted for use by the European Union (EU).

The financial statements have been prepared on a going concern basis under the historical cost convention as modified by the revaluation of investments in subsidiaries.

1.2 Compliance with accounting standards

These financial statements have been prepared in accordance with the provisions of the Companies Act 1985 and those IFRS standards and IFRIC interpretations which are effective as at 31 December 2006. The following Standards, Interpretations and Amendments, which became effective for and were adopted during the year ended 31 December 2006, had no impact on the Company's results or financial position:

- IFRS 6 Exploration for and Evaluation of Mineral Resources
- Amendment to IAS 21 The Effects of Changes in Foreign Exchange Rates
- Amendment to IAS 39 Financial Instruments: Recognition and Measurement
- Amendment to IFRS 4 Insurance Contracts
- IFRIC 4 Determining Whether an Arrangement Contains a Lease
- IFRIC 5 Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds
- IFRIC 6 Liabilities arising from Participating in a Specific Market Waste, Electrical and Electronic Equipment

The following Standards, Interpretations and Amendments are effective subsequent to the year end and consequently have not been adopted for the year ended 31 December 2006, and the Company has determined that these are not expected to have an impact on its results or financial position:

- IFRS 7 Financial Instruments: Disclosures
- IFRS 8 Operating Segments
- Amendment to IAS 1 Presentation of Financial Statements
- IFRIC 7 Applying the Restatement Approach under IAS 29 Financial Reporting in Hyperinflationary Economies
- IFRIC 8 Scope of IFRS 2
- IFRIC 9 Re-assessment of Embedded Derivatives
- IFRIC 10 Interim Financial Reporting and Impairment
- IFRIC 11 IFRS 2 Group and Treasury Share Transactions
- IFRIC 12 Service Concession Arrangements

1.3 Taxation

The tax charge on the profit or loss for the year comprises current tax.

Current tax is the expected net tax payable on the current year's net profits, using tax rates enacted or substantively enacted at the balance sheet date, plus adjustments to net tax payable in respects of prior years' net profits.

Full provision is made for deferred taxation on all taxable temporary differences. Deferred tax assets and liabilities are recognised separately on the balance sheet. Deferred tax assets are recognised only to the extent that they are expected to be recoverable.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2006 (continued)

1. ACCOUNTING POLICIES (continued)

1.3 Taxation (continued)

Deferred tax is recognised in the income statement unless it relates to taxable transactions taken directly to equity, in which case the deferred tax is also recognised in equity. The deferred tax is released to the income statement at the same time as the taxable transaction is recognised in the income statement.

Deferred tax on unremitted overseas earnings is provided for to the extent a tax charge is foreseeable.

1.4 Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the average rate for the period. All exchange differences are recognised in the income statement.

1.5 Provisions

Provisions are set up only where it is probable that a present obligation exists as a result of an event prior to the balance sheet date and that a payment will be required in settlement that can be estimated reliably. If the time value of money is material, provisions are discounted to their present value.

1.6 Impairments

At least once a year, the Company assesses whether there is any indication that an asset may be impaired. Where impairment exists, the asset is written down to the lower of value in use and fair value less costs to sell.

1.7 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand and short-term bank deposits, with less than 3 months until maturity. For cash flow statement purposes, cash and cash equivalents include bank overdrafts.

1.8 Dividend income

Overseas dividends are stated in the income statement, as other income, gross of overseas withholding taxes but net of underlying overseas tax attributable to dividends.

1.9 Investments in subsidiaries

Investments in subsidiaries are stated at Directors' valuation at 31 December. Surpluses and the reversal of surpluses above historic cost are dealt with in the revaluation reserve and deficits below historic cost are dealt with in the profit and loss account. Investments in subsidiaries pending liquidation are stated at the lower of cost and net realisable value and are dealt with as current assets.

1.10 Exceptional items

Exceptional items are regarded as one-off items of income and expense that do not intentionally recur, and due to their size and nature, have been separately disclosed in the financial statements in order to give a true and fair view.

1.11 Group accounts

The Company has taken advantage of the exemption from preparing group accounts under s228(2) of the Companies Act 1985 as it is a wholly-owned subsidiary of Hunting PLC, a company registered in England and Wales, in whose consolidated financial statements the Company is included.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2006 (continued)

1. ACCOUNTING POLICIES (continued)

1.12 Financial assets

The Company has classified its financial assets as loans and receivables. Management determines the classification of its investments at initial recognition and re-evaluates this designation at every reporting date.

Financial assets are initially recognised at fair value at the trade date, which is normally the consideration paid, plus, in the case of financial assets that are not measured at fair value through profit or loss, transaction costs. The Company assesses at each balance sheet date whether a financial asset is impaired by comparing its carrying value with the present value of the estimated future cash flows discounted at a rate relevant to the nature of the financial asset. If the carrying amount is higher, it is reduced to the appropriate value and the loss is recognised in the income statement immediately. Financial assets cease to be recognised when the right to receive cash flows has expired or has been transferred and the Company has transferred substantially all the risks and rewards of ownership.

Loans and receivables

Loans and receivables are carried at amortised cost using the effective interest method where the time value of money is material. Interest accrued on loans that are measured at amortised cost using the effective interest method is regarded as an integral part of the loan balance and, therefore, included within the carrying value of those loans. Consequently, interest receivable within twelve months on loans due after more than one year is recognised in non-current trade and other receivables.

1.13 Financial liabilities

Financial liabilities are initially recognised at fair value at the trade date, which is normally the consideration received less, in the case of financial liabilities that are not measured at fair value through profit or loss, transaction costs. The Company subsequently re-measures all of its financial liabilities, including trade payables, at amortised cost.

Interest accrued on loans that are measured at amortised cost using the effective interest method is regarded as an integral part of the loan balance and, therefore, included within the carrying value of those loans.

1.14 Critical accounting estimates and judgements

The preparation of financial statements requires management to make judgements and assumptions about the future, resulting in the use of accounting estimates. These will, by definition, seldom equal the related actual results and adjustments will consequently be necessary. Estimates are continually evaluated, based on experience and reasonable expectations of future events.

Accounting estimates are applied in determining the carrying value of the following assets and liabilities: deferred taxation, provisions and accruals.

2. DIRECTORS AND EMPLOYEES

None of the Directors received any remuneration during the year in respect of their services to the Company (2005: £nil). Remuneration received by Directors was for their services to Hunting PLC, the ultimate parent company acting in various Group capacities. The key management of Hunting Oil Holdings Limited is its Directors.

The average number of persons employed by the Company during the year was nil (2005: nil).

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2006 (continued)

3. EXCEPTIONAL ITEMS

	2006 £'000	2005 £'000
Impairment of investments in subsidiaries	610	609

4. (LOSS) PROFIT FROM OPERATIONS

Auditors' remuneration has been dealt with in the financial statements of Hunting PLC, the Company's ultimate parent.

5. INTEREST INCOME

	2006 £'000	2005 £'000
Bank interest Group companies interest	1	301
	1	302

6. INTEREST EXPENSE AND SIMILAR CHARGES

	2006 £'000	2005 £'000
Bank interest Group companies interest	11	1,345 490
	1	1,835

7. TAXATION

	2006	2005
	£,000	£'000
UK Corporation Tax:		
Current tax on income for the year	-	(57)
Adjustments in respect of prior years		(39)
Total UK tax charge	-	(96)
Withholding tax on overseas dividends		142
Total tax charge	<u> </u>	46

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2006 (continued)

7. TAXATION (continued)

The tax for the year is below (2005: below) the UK standard rate for corporation tax of 30% for the following reasons:

		2006	2005
		£'000	£,000
	(Loss) profit before taxation	(610)	704
	Taxation at the standard UK corporation tax rate of 30%	(183)	211
	Permanent differences	183	(268)
	Overseas tax	-	142
	Adjustments in respect of prior years		(39)
		<u> </u>	46
8.	INVESTMENTS IN SUBSIDIARIES		
		2006	2005
		£'000	£,000
	Cost or valuation		
	At 1 January	77,992	77,992
	Revaluation	(864)	
	At 31 December	77,128	77,992
	Impairment provision		
	At 1 January	(609)	-
	Charge for the year	(610)	(609)
	31 December	(1,219)	(609)
	Net book value	75,909	77,383

The carrying values of investments in subsidiaries are considered to be a reasonable approximation of their fair values.

The subsidiaries comprise:

		Country of incorporation and operations	% interest in ordinary shares
*	Hunting Specialised Products Ltd	England	100
*	Hunting Aviation Ltd	England	100
*	Hunting International Aviation Ltd	England	100
*	Huntfield Trust Ltd	England	100
*	Hunting Defence Ltd	England	100
	Hunting Italian Holdings Ltd	England	100
	Hunting BRAE Ltd	England	51
	Aero Sekur SpA	Italy	100
*	Huntaven Properties Ltd	England	100

Interests in companies marked * are held directly by the Company. The other companies are held indirectly.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2006 (continued)

9. TRADE AND OTHER RECEIVABLES

	2006	2005
	£,000	£'000
Non-current:		
Amounts owed by group companies	70,164	70,164

Non-current amounts owed by group companies are unsecured and interest free. All financial assets included in trade and other receivables at the year end are denominated in sterling.

The Company is exposed to credit risk to the extent of non-receipt of its financial assets, however, management believes no provision is required for the doubtful recovery of its financial assets, as the amounts are due from a fellow group company.

10. CASH AND CASH EQUIVALENTS

	2006 £'000	2005 £'000
Cash at bank and in hand	33	
Cash and cash equivalents at the year end are denominated in sterling.		
11. BORROWINGS		
	2006 £°000	2005 £'000
Current Amounts owed to group companies Unsecured bank overdraft	518	518
Total borrowings	518_	541

Current amounts owed to group companies are unsecured, interest free and repayable on demand. The effective interest rate of the unsecured bank overdraft in 2005 was 5.5%.

All borrowings are denominated in sterling, and their carrying values are considered to be a reasonable approximation of their fair values.

12. FINANCIAL INSTRUMENTS

Maturity profile of financial assets

The maturity profile of the carrying value of the Company's non-current financial assets at the end of the year was as follows:

	2006	2005
	£'000	£'000
Between two and five years	70,164	70,164

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2006 (continued)

12. FINANCIAL INSTRUMENTS (continued)

Fair values of financial assets

Where market values are not available, fair values of financial assets have been calculated by discounting expected cash flows at prevailing interest rates and by applying year end exchange rates. The carrying values and the fair values of non-current financial assets at 31 December are set out below:

		2006		2005	
		Carrying value £'000	Fair value £'000	Carrying value £'000	Fair value £'000
	Financial assets - non-current:				
	Amounts owed by group companies (note 9)	70,164	57,219	70,164	58,174
13.	SHARE CAPITAL				
				2006	2005
				£'000	£'000
	Ordinary equity shares of £1 each: Authorised		12	2,380	122,380
	Allotted, issued and fully paid		12	2,380	122,380

There are no restrictions to any of the Ordinary shares in issue and all Ordinary shares carry equal voting rights.

14. RETAINED EARNINGS

	2006 £'000	2005 £'000
At 1 January (Loss) profit for the year	23,818 (610)	23,160 658
At 31 December	23,208	23,818

15. BANKING ARRANGEMENTS

The Company is party to a Group set-off arrangement with Lloyds TSB Bank Plc.

16. ULTIMATE PARENT COMPANY

The immediate and ultimate parent company is Hunting PLC, a company registered in England and Wales. The only group of which the Company is a member and for which consolidated financial statements are prepared is Hunting PLC. The consolidated financial statements of Hunting PLC can be obtained from its registered office at 3 Cockspur Street, London, SW1Y 5BQ.

17. RELATED PARTY TRANSACTIONS

Stagline Limited, a wholly-owned subsidiary of Huntfield Trust Limited, which is a wholly-owned subsidiary of the Company, was owed £518,000 (2005: £518,000) at the year end on the interest free loan.

Hunting Energy Holdings Limited, a fellow group company, owed the Company £70,164,000 (2005: £70,164,000) at the year end on their interest free loan.