

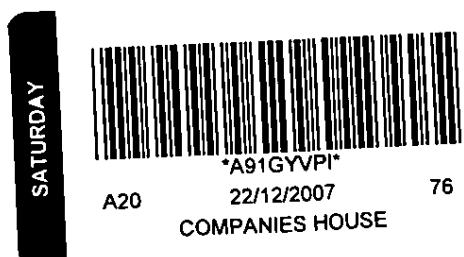
**Company Registration No 1813102**

**TUBEMASTERS LIMITED**

**Report and Financial Statements**

**31 August 2006**

**Deloitte & Touche LLP  
Leeds**



# **TUBEMASTERS LIMITED**

## **REPORT AND FINANCIAL STATEMENTS 2006**

### **CONTENTS**

### **Page**

<b>Officers and professional advisers</b>	<b>1</b>
<b>Directors' report</b>	<b>2</b>
<b>Statement of directors' responsibilities</b>	<b>3</b>
<b>Independent auditors' report</b>	<b>4</b>
<b>Profit and loss account</b>	<b>5</b>
<b>Balance sheet</b>	<b>6</b>
<b>Notes to the financial statements</b>	<b>7</b>

# **TUBEMASTERS LIMITED**

## **REPORT AND FINANCIAL STATEMENTS 2006**

### **OFFICERS AND PROFESSIONAL ADVISORS**

#### **DIRECTORS**

P J Davison  
S A Day  
P M Levine

#### **SECRETARY**

P J Davison

#### **REGISTERED OFFICE**

Dalton Airfield Industrial Estate  
Dalton  
Thirsk  
North Yorkshire  
YO7 3JN

#### **AUDITORS**

Deloitte & Touche LLP  
Chartered Accountants & Registered Auditors  
Leeds

# **TUBEMASTERS LIMITED**

## **DIRECTORS' REPORT**

The directors present their annual report and the audited financial statements for the year ended 31 August 2006

### **ACTIVITIES**

The company did not trade during the year, and is not expected to trade for the foreseeable future

### **DIVIDENDS AND TRANSFER TO RESERVES**

The results for the year are set out in the profit and loss account on page 5

The directors do not recommend the payment of a dividend (2005 £Nil)

### **DIRECTORS AND THEIR INTERESTS**

The directors who served throughout the year are noted on page 1

No directors held any shares in the company during the year

### **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

Deloitte & Touche LLP have expressed their willingness to continue in office as auditors and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting

Approved by the Board of Directors  
and signed on behalf of the Board



P J Davison  
Secretary  
17 December 2007

## **TUBEMASTERS LIMITED**

### **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The directors are responsible for preparing the annual report and the financial statements. The directors have chosen to prepare the accounts for the company in accordance with United Kingdom Generally Accepted Accounting Practice ("UK GAAP").

Company law requires the directors to prepare such financial statements for each financial year which give a true and fair view in accordance with UK GAAP of the state of affairs of the company and of the profit or loss of the company for that period and comply with UK GAAP and the Companies Act 1985. 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 reasonable and prudent,
- state whether applicable accounting standards have been followed, 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 proper accounting records which 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.

## **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TUBEMASTERS LIMITED**

We have audited the financial statements of Tubemasters Limited for the year ended 31 August 2006 which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Total Recognised Gains and Losses, the Reconciliation of Movements in Shareholders' Funds and the related notes 1 to 11. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, 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 members those matters we are required to state to them in an auditors' 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 members as a body, for our audit work, for this report, or for the opinions we have formed.

### **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).

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 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 United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 August 2006 and of its result 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.

*Debit & Touche LLP*

**Deloitte & Touche LLP**

Chartered Accountants and Registered Auditors

Leeds

17 December 2007

## TUBEMASTERS LIMITED

### PROFIT AND LOSS ACCOUNT

Year ended 31 August 2006

	Note	2006 £	2005 £
<b>TURNOVER - discontinued operations</b>		-	-
Cost of sales		-	-
Gross profit		-	-
Administrative expenses		-	(1,203)
<b>OPERATING LOSS - discontinued operations</b>	2	-	(1,203)
Interest payable and similar charges	4	-	(11,690)
<b>LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		-	(12,893)
Tax on loss on ordinary activities	5	-	-
<b>LOSS AFTER TAXATION FOR THE FINANCIAL YEAR WITHDRAWN FROM RESERVES</b>	9	-	(12,893)

### STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

There are no recognised gains and losses for the current financial year and the preceding financial year other than as stated in the profit and loss account. Therefore no statement of total recognised gains and losses can be presented.

### RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

There have been no other movements in shareholders' funds during the year and the preceding year other than as stated in the profit and loss account. Therefore no reconciliation of movements in shareholders' funds has been presented.

# TUBEMASTERS LIMITED

## BALANCE SHEET

31 August 2006

	Note	2006 £	2005 £
<b>CURRENT ASSETS</b>			
Debtors	6	584,849	584,849
<b>CREDITORS: amounts falling due within one year</b>	7	(380,473)	(380,473)
<b>NET ASSETS</b>		<u>204,376</u>	<u>204,376</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	8	1,000	1,000
Profit and loss account	9	203,376	203,376
<b>TOTAL EQUITY SHAREHOLDERS' FUNDS</b>		<u>204,376</u>	<u>204,376</u>

These financial statements were approved by the Board of Directors on 17 December 2007

Signed on behalf of the Board of Directors



P J Davison  
Director



P M Levine  
Director

# TUBEMASTERS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 August 2006

### 1. ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable United Kingdom accounting standards. The particular accounting policies adopted are described below. They have all been applied consistently throughout the year and the preceding year.

#### Accounting convention

The financial statements are prepared under the historical cost convention.

#### Cash flow statement

The cash flows of the company are included in the consolidated group cash flow statement of Severfield-Rowen Plc. Accordingly, the company has taken advantage of the exemption under the terms of Financial Reporting Standard No. 1 not to publish a cash flow statement.

### 2. OPERATING LOSS

Operating loss is stated after charging

	2006 £	2005 £
Auditors' remuneration - as auditors	-	1,000

### 3. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

The directors received no remuneration in the year (2005: £Nil) and the company has no employees (2005: Nil).

### 4. INTEREST PAYABLE AND SIMILAR CHARGES

	2006 £	2005 £
Interest payable on bank borrowing	-	11,690

### 5. TAX ON LOSS ON ORDINARY ACTIVITIES

	2006 £	2005 £
(a) The tax charge comprises:		
Current tax	-	-
(b) Tax reconciliation:		
Loss on ordinary activities before taxation	-	(12,893)
Tax on loss on ordinary activities at UK corporation tax rate of 19%	-	(2,450)
Unutilised tax losses	-	2,450
	-	-

# TUBEMASTERS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 August 2006

### 6. DEBTORS

	2006 £	2005 £
Amounts due within one year		
Amounts owed by fellow subsidiary undertakings	584,849	584,849

### 7. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2006 £	2005 £
Amount owed to fellow subsidiary undertakings	380,473	379,473
Accruals and deferred income	-	1,000
	380,473	380,473

### 8. SHARE CAPITAL

	2006 £	2005 £
<b>Authorised</b>		
100,000 Ordinary shares of £1 each	100,000	100,000
<b>Issued and fully paid</b>		
1,000 Ordinary shares of £1 each	1,000	1,000

### 9. PROFIT AND LOSS ACCOUNT

	2006 £	2005 £
Balance brought forward	203,376	216,269
Loss for year	-	(12,893)
Balance carried forward	203,376	203,376

### 10. RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption granted in paragraph 3(c) of Financial Reporting Standard No 8 not to disclose related party transactions with other group companies. The cost of the Annual Return and audit fees has been borne by a fellow subsidiary undertaking.

There were no other related party transactions in the year (2005: none).

### 11. ULTIMATE PARENT COMPANY

The immediate and ultimate parent company and ultimate controlling party is Severfield-Rowen Plc (for which consolidated accounts are prepared), a company incorporated in Great Britain and registered in England and Wales. Copies of the group financial statements can be obtained from Dalton Airfield Industrial Estate, Dalton, Thirsk, North Yorkshire, YO7 3JN.