Report of the Director and

Financial Statements

for the Year Ended 31 May 2001

for

Tunnel Engineering Services (UK) Limited

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Company Information for the Year Ended 31 May 2001

DIRECTOR: G Clarke

SECRETARY: L Clarke

REGISTERED OFFICE: Heywood Street

Waterhead Oldham Lancashire Ol4 2HA

REGISTERED NUMBER: 2696865 (England and Wales)

AUDITORS: Ainleys

Chartered Accountants Registered Auditors 324 Manchester Road West Timperley

Altrincham

Cheshire WA14 5NB

Report of the Director for the Year Ended 31 May 2001

The director presents his report with the financial statements of the company for the year ended 31 May 2001.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of engineering consultants.

DIRECTOR

G Clarke was the sole director during the year under review.

His beneficial interest in the issued share capital of the company was as follows:

| | 31.5.01 | 1.6.00 |
|-------------------|---------|--------|
| Ordinary 1 shares | 33 | 33 |

STATEMENT OF DIRECTOR'S RESPONSIBILITIES

Company law requires the director to prepare financial statements for each financial year which 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 those financial statements, the director is 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 director is responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable him to ensure that the financial statements comply with the Companies Act 1985. He is 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.

AUDITORS

The auditors, Ainleys, will be proposed for re-appointment in accordance with Section 385 of the Companies Act 1985.

This report has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

ON BEHALF OF THE BOARD:

CTOR

18-02-02

Report of the Independent Auditors to the Shareholders of Tunnel Engineering Services (UK) Limited

We have audited the financial statements of Tunnel Engineering Services (UK) Limited for the year ended 31 May 2001 on pages four to nine. These financial statements have been prepared in accordance with the Financial Reporting Standard for Smaller Entities (effective March 2000), under the historical cost convention and the accounting policies set out therein.

Respective responsibilities of director and auditors

As described on page two the company's director is responsible for the preparation of financial statements in accordance with applicable law and United Kingdom Accounting Standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

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 if, in our opinion, the Report of the Director 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 director's remuneration and transactions with the company is not disclosed.

We read the Report of the Director 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 United Kingdom Auditing Standards 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 director 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 of the state of the company's affairs as at 31 May 2001 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Chartered Accountants Registered Auditors 324 Manchester Road

West Timperley Altrincham

Cheshire

WA14 5NB

Dated: 19/2/02

Profit and Loss Account for the Year Ended 31 May 2001

| | | 31.5.0 | 1 | 31.5.00 |) |
|--|---------|-------------------|-----------|---------|-----------|
| | Notes | £ | £ | £ | £ |
| TURNOVER | | | 643,313 | | 497,827 |
| Cost of sales | | | 312,283 | | 227,973 |
| GROSS PROFIT | | | 331,030 | | 269,854 |
| Distribution costs Administrative expenses | | 17,261 311,606 | 328,867 | 327,635 | 327,635 |
| OPERATING PROFIT/(LOSS) | 3 | | 2,163 | | (57,781) |
| Interest payable and similar charges | | | 179 | | 327 |
| PROFIT/(LOSS) ON ORDINARY ACT BEFORE TAXATION | IVITIES | | 1,984 | | (58,108) |
| Tax on profit/(loss) on ordinary activities | 4 | | (307) | | |
| PROFIT/(LOSS) FOR THE FINANCIA AFTER TAXATION | L YEAR | | 2,291 | | (58,108) |
| Deficit brought forward | | | (85,793) | | (27,685) |
| DEFICIT CARRIED FORWARD | | | £(83,502) | | £(85,793) |

Balance Sheet 31 May 2001

| | | 31.5.0 | 1 | 31.5.0 | 0 |
|----------------------------|-------|-------------|-------------|---------|-----------|
| | Notes | £ | £ | £ | £ |
| FIXED ASSETS: | | | | | |
| Tangible assets | 5 | | 16,940 | | 18,240 |
| CURRENT ASSETS: | | | | | |
| Stocks | | 60,494 | | 50,010 | |
| Debtors | 6 | 75,983 | | 43,721 | |
| Cash at bank and in hand | | 7,462 | | 10,518 | |
| | | 143,939 | | 104,249 | |
| CREDITORS: Amounts falling | | • | | • | |
| due within one year | 7 | 243,348 | | 207,249 | |
| NET CURRENT LIABILITIES: | | | (99,409) | | (103,000) |
| TOTAL ASSETS LESS CURRENT | | | | | |
| LIABILITIES: | | | £(82,469) | | £(84,760) |
| | | | | | |
| CAPITAL AND RESERVES: | | | | | |
| Called up share capital | 8 | | 99 | | 99 |
| Share premium | 9 | | 934 | | 934 |
| Profit and loss account | | | (83,502) | | (85,793) |
| SHAREHOLDERS' FUNDS: | | | £(82,469) | | £(84,760) |
| | | | | | |

These financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies and with the Financial Reporting Standard for Smaller Entities (effective March 2000).

ON BEHALF OF THE BOARD:

- pirector

Approved by the Board on 8.62.62.

Notes to the Financial Statements for the Year Ended 31 May 2001

1. ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective March 2000).

Turnover

Turnover represents net invoiced sales of goods, excluding value added tax.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Plant and machinery etc

- 20% on reducing balance and

25% on reducing balance

Stocks

Stock and work in progress are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

Cost includes all direct expenditure and an appropriate proportion of fixed and variable overheads.

Deferred taxation

Provision is made at current rates for taxation deferred in respect of all material timing differences except to the extent that, in the opinion of the director, there is reasonable probability that the liability will not arise in the foreseeable future.

Pensions

The company operates a defined contribution pension scheme. Contributions payable for the year are charged in the profit and loss account.

2. STAFF COSTS

| | 31.5.01 | 31.5.00 |
|---|---------|---------|
| | £ | £ |
| Wages and salaries | 181,668 | 215,597 |
| Social security costs | 16,910 | 25,294 |
| Other pension costs | 2,278 | _ |
| | 200,856 | 240,891 |
| The average monthly number of employees during the year was as follows: | 31.5.01 | 31.5.00 |
| Administration | 10 | 2 |
| Engineering | 3 | 14 |
| | _ | _ |
| | 13 | 16 |
| | = | = |

Notes to the Financial Statements for the Year Ended 31 May 2001

3. **OPERATING PROFIT/(LOSS)**

At 31 May 2001

The operating profit (2000 - operating loss) is stated after charging:

| | Depreciation - owned assets | | 31.5.01 £ 4,500 | 31.5.00 £ 3,259 |
|----|--|---------------------|-----------------------|-----------------------------|
| | Director's emoluments and other benefits etc | | 41,490 | 44,020 |
| 4. | TAXATION | | | |
| | The tax credit on the profit on ordinary activities for the year w | vas as follows: | 31.5.01 | 31.5.00 |
| | UK corporation tax | | £ (307) — | £ |
| 5. | TANGIBLE FIXED ASSETS | | | |
| | | Office Equipment | Plant and machinery | Fixtures and fittings |
| | 20.25 | £ | £ | £ |
| | COST: At 1 June 2000 | 2,725 | 15,413 | 2,655 |

| DEPRECIATION: | | | |
|-----------------|-------|-------|-------|
| At 1 June 2000 | 1,921 | 8,612 | 2,114 |
| Charge for year | 201 | 1,360 | 108 |
| At 31 May 2001 | 2,122 | 9,972 | 2,222 |
| NET BOOK VALUE: | | 5 441 | |

2,725

15,413

2,655

| At 31 May 2001 | 603 | 5,441 | 433 |
|----------------|-----|-------|-----|
| | | | |
| At 31 May 2000 | 804 | 6,801 | 541 |

Notes to the Financial Statements for the Year Ended 31 May 2001

5. TANGIBLE FIXED ASSETS - continued

| | | Motor vehicles | Computer equipment | Totals |
|----|---|-------------------|--------------------|--------------|
| | | £ | £ | £ |
| | COST: | | | |
| | At 1 June 2000 | 600 | 23,402 | 44,795 |
| | Additions | 3,200 | <u>-</u> | 3,200 |
| | At 31 May 2001 | 3,800 | 23,402 | 47,995 |
| | DEPRECIATION: | | | |
| | At 1 June 2000 | 347 | 13,561 | 26,555 |
| | Charge for year | 863 | 1,968 | 4,500 |
| | At 31 May 2001 | 1,210 | 15,529 | 31,055 |
| | NET BOOK VALUE: | | | |
| | At 31 May 2001 | 2,590 | 7,873 | 16,940 |
| | At 31 May 2000 | 253 | 9,841 | 18,240 |
| 6. | DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR | | 31.5.01 | 31.5.00 |
| | | | £ | £ |
| | Trade debtors | | 62,960 | 31,639 |
| | Prepayments & accrued income | | 13,023 | 12,082 |
| | | | 75,983 | 43,721 |
| | | | - | |
| 7. | CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR | | | |
| | | | 31.5.01 | 31.5.00 |
| | Trade creditors | | £ 170,453 | £ 142,447 |
| | Directors current accounts | | 16,775 | 8,138 |
| | Other creditors | | 11,831 | 8,073 |
| | V.A.T. | | 21,739 | 16,157 |
| | Social security & other taxes | | 21,550 | 29,219 |
| | Accrued expenses | | 1,000 | 3,215 |
| | | | 243,348 | 207,249 |

Notes to the Financial Statements for the Year Ended 31 May 2001

8. CALLED UP SHARE CAPITAL

| | Authorised: | | | | |
|----|---------------|---------------------|---------|---------|---------|
| | Number: | Class: | Nominal | 31.5.01 | 31.5.00 |
| | | | value: | £ | £ |
| | 1,000 | Ordinary | 1 | 1,000 | 1,000 |
| | | | | | |
| | Allotted, iss | ued and fully paid: | | | |
| | Number: | Class: | Nominal | 31.5.01 | 31.5.00 |
| | | | value: | £ | £ |
| | 99 | Ordinary | 1 | 99 | 99 |
| | | | | = | = |
| 9. | SHARE PR | EMIUM | | | |
| | | | | 31.5.01 | 31.5.00 |
| | | | | £ | £ |
| | Brought for | ward | | 934 | 934 |
| | O | | | | |