

OIL CONSULTANTS HOLDCO LIMITED
CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2013

Company Registration Number 07444313



Baker Tilly Business Services Limited

Chartered Accountants
The Poynt
45 Wollaton Street
Nottingham
NG1 5FW

OIL CONSULTANTS HOLDCO LIMITED
CONSOLIDATED FINANCIAL STATEMENTS
YEAR ENDED 30 JUNE 2013

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OIL CONSULTANTS HOLDCO LIMITED
OFFICERS AND PROFESSIONAL ADVISERS
YEAR ENDED 30 JUNE 2013

The board of directors

Mr G Lennox
Mr R Fielding
Mrs J E Lennox
Mr D E Spencer
Mrs C Fielding
Mr M L Cooper
Mrs H M Smith
Mrs D Cooper

Business address

Parsons House
Parsons Industrial Estate
Washington
Tyne and Wear
NE37 1EZ

Registered office

Parsons House
Parsons Industrial Estate
Washington
Tyne and Wear
NE37 1EZ

Auditor

Baker Tilly Audit Limited
Chartered Accountants
The Poynt
45 Wollaton Street
Nottingham
NG1 5FW

Accountants

Baker Tilly Business Services Limited
Chartered Accountants
The Poynt
45 Wollaton Street
Nottingham
NG1 5FW

OIL CONSULTANTS HOLDCO LIMITED

DIRECTORS' REPORT

YEAR ENDED 30 JUNE 2013

The directors present their report and the consolidated financial statements of the group for the year ended 30 June 2013

Principal activity and business review

The principal activity of the company was that of a holding company. The principal activity of the group during the year continued to be that of the recruitment of personnel consultants to the oil and gas industry.

2013 has been another successful year and the significant investment in people and infrastructure, which commenced in 2011 has continued through into the current year. The benefits, which were evident in 2012 have continued into 2013 with an increase in sales of 55%. The average number of staff has increased by 33% year on year, whilst the number of consultants deployed during the year has also increased along with an expansion of the wide range of technical disciplines provided by the group.

The group has increased its activity with all key customers and has also secured a number of new accounts during the year.

The group also incorporated in a number of countries during the year - including Malaysia, Indonesia and the USA with the aim of furthering business interests in these areas during the future.

The growth of the business and consequent increase in the working capital requirement continues to be funded entirely by the shareholders, although alternative sources of capital may be reviewed for the coming year. This gives the company the flexibility to make long term strategic investments that are key to continuing the success of the business.

The market outlook remains very positive with new projects coming on stream supporting the business growth on a global basis. The group is well placed to take advantage of this given the increased investment in human resources and infrastructure in the group over the past years.

Results and dividends

The profit for the year, after taxation, amounted to £492,925. The directors have not recommended a dividend.

Financial instruments

The group makes little use of financial instruments other than an operational bank account and loan notes with the directors. Therefore, its exposure to price risk, credit risk, liquidity risk and cashflow risk is not material for the assessment of the assets, liabilities, financial position and profit and loss of the company. Further detail surrounding the loan notes is shown in note 14.

Directors

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

Mr G Lennox
Mr R Fielding
Mrs J E Lennox
Mr D E Spencer
Mr M L Cooper
Mrs H M Smith
Mrs D Cooper

OIL CONSULTANTS HOLDCO LIMITED

DIRECTORS' REPORT *(continued)*

YEAR ENDED 30 JUNE 2013

Mrs J E Lennox was appointed as a director on 10 September 2012

Mrs D M Cooper was appointed as a director on 16 July 2012

Mrs C Fielding was appointed as a director on 25 October 2013

Directors' responsibilities

The directors are responsible for preparing the Directors' Report and the consolidated financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare consolidated financial statements for each financial year. Under that law the directors have elected to prepare the consolidated financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the consolidated financial statements unless they are satisfied that they 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 group for that year.

In preparing these consolidated financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent, and
- prepare the consolidated financial statements on the going concern basis unless it is inappropriate to presume that the group will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group's and company's transactions and disclose with reasonable accuracy at any time the financial position of the group and enable them to ensure that the consolidated financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In so far as the directors are, individually, aware

- there is no relevant audit information of which the group's auditor is unaware, and
- each director has taken all steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

OIL CONSULTANTS HOLDCO LIMITED

DIRECTORS' REPORT *(continued)*

YEAR ENDED 30 JUNE 2013

Auditor

Baker Tilly Audit Limited (formerly RSM Tenon Audit Limited) are deemed to be reappointed under section 487(2) of the Companies Act 2006

Signed on behalf of the directors



Mr D E Spencer
Director

Approved by the directors on 14 March 2014

OIL CONSULTANTS HOLDCO LIMITED
INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF OIL
CONSULTANTS HOLDCO LIMITED
YEAR ENDED 30 JUNE 2013

We have audited the group and parent company consolidated financial statements ("the consolidated financial statements") of Oil Consultants Holdco Limited for the year ended 30 June 2013 on pages 7 to 22. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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 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 members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 3, the directors are responsible for the preparation of the consolidated financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the consolidated financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the consolidated financial statements

An audit involves obtaining evidence about the amounts and disclosures in the consolidated financial statements sufficient to give reasonable assurance that the consolidated financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the group's and the parent company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the consolidated financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited consolidated financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on consolidated financial statements

In our opinion the consolidated financial statements

- give a true and fair view of the state of the group's and parent company's affairs as at 30 June 2013 and of the group's profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the consolidated financial statements are prepared is consistent with the consolidated financial statements.

OIL CONSULTANTS HOLDCO LIMITED
INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF OIL
CONSULTANTS HOLDCO LIMITED *(continued)*

YEAR ENDED 30 JUNE 2013

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us, or
- the parent company consolidated financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

Baker Tilly Audit Limited

Richard Eccles, Senior Statutory Auditor
For and on behalf of

Baker Tilly Audit Limited, Statutory Auditor
Chartered Accountants
The Poynt
45 Wollaton Street
Nottingham
NG1 5FW

24 March 2014

OIL CONSULTANTS HOLDCO LIMITED
GROUP CONSOLIDATED PROFIT AND LOSS ACCOUNT
YEAR ENDED 30 JUNE 2013

	Note	2013 £	2012 £
Group turnover	2	27,879,033	17,992,246
Cost of sales		(22,993,718)	(14,828,118)
Gross profit		<u>4,885,315</u>	<u>3,164,128</u>
Administrative expenses		(2,726,247)	(1,688,940)
Operating profit	3	<u>2,159,068</u>	<u>1,475,188</u>
Interest payable and similar charges	6	(534,465)	(360,112)
Profit on ordinary activities before taxation		<u>1,624,603</u>	<u>1,115,076</u>
Tax on profit on ordinary activities	7	(1,132,537)	(1,006,842)
Profit on ordinary activities after taxation		<u>492,066</u>	<u>108,234</u>
Minority interests		859	–
Profit attributable to members of the parent company	8	<u>492,925</u>	<u>108,234</u>
Profit for the financial year		<u><u>492,925</u></u>	<u><u>108,234</u></u>

All of the activities of the group are classed as continuing

The company has taken advantage of section 408 of the Companies Act 2006
not to publish its own Profit and Loss Account

The notes on pages 12 to 22 form part of these consolidated financial statements

OIL CONSULTANTS HOLDCO LIMITED
CONSOLIDATED STATEMENT OF TOTAL RECOGNISED GAINS AND
LOSSES

YEAR ENDED 30 JUNE 2013

	2013	2012
	£	£
Profit for the financial year		
Attributable to the shareholders of the parent company	492,925	108,234
Currency translation differences on foreign currency net investments	<u>(17)</u>	<u>-</u>
Total gains and losses recognised since the last annual report	<u>492,908</u>	<u>108,234</u>

The notes on pages 12 to 22 form part of these consolidated financial statements

OIL CONSULTANTS HOLDCO LIMITED

CONSOLIDATED BALANCE SHEET

30 JUNE 2013

	Note	2013 £	£	2012 £	£
Fixed assets					
Intangible assets	9		2,136,824		2,259,513
Tangible assets	10		57,420		58,813
			<u>2,194,244</u>		<u>2,318,326</u>
Current assets					
Debtors	12	5,172,239		4,131,308	
Cash at bank		2,197,166		2,017,746	
		<u>7,369,405</u>		<u>6,149,054</u>	
Creditors: amounts falling due within one year	13	<u>(3,713,037)</u>		<u>(3,556,517)</u>	
Net current assets			3,656,368		2,592,537
Total assets less current liabilities			<u>5,850,612</u>		<u>4,910,863</u>
Creditors: amounts falling due after more than one year	14		(5,303,561)		(4,845,861)
Provisions for liabilities					
Deferred taxation	15		(4,000)		(14,000)
			<u>543,051</u>		<u>51,002</u>
Capital and reserves					
Called-up share capital	19		1,000		1,000
Profit and loss account	20		542,910		50,002
Shareholders' funds	21		<u>543,910</u>		<u>51,002</u>
Minority interests			(859)		-
			<u>543,051</u>		<u>51,002</u>

These accounts were approved by the directors and authorised for issue on 14 March 2014, and are signed on their behalf by

David Spencer

Mr D E Spencer
Director

The notes on pages 12 to 22 form part of these consolidated financial statements

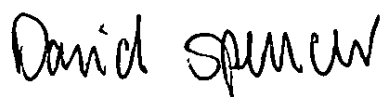
OIL CONSULTANTS HOLDCO LIMITED

Registered Number 07444313

COMPANY BALANCE SHEET**30 JUNE 2013**

	Note	2013 £	£	2012 £	£
Fixed assets					
Investments	11		4,536,685		4,536,685
Current assets					
Debtors	12	–		161,303	
Creditors amounts falling due within one year	13	<u>(330,862)</u>		<u>(415,400)</u>	
Net current liabilities			(330,862)		(254,097)
Total assets less current liabilities			<u>4,205,823</u>		<u>4,282,588</u>
Creditors amounts falling due after more than one year	14		<u>(5,303,561)</u>		<u>(4,845,861)</u>
			<u>(1,097,738)</u>		<u>(563,273)</u>
Capital and reserves					
Called-up share capital	19		1,000		1,000
Profit and loss account	20		(1,098,738)		(564,273)
Shareholders' funds			<u>(1,097,738)</u>		<u>(563,273)</u>

These accounts were approved by the directors and authorised for issue on 14 March 2014, and are signed on their behalf by



Mr D E Spencer
Director

The notes on pages 12 to 22 form part of these consolidated financial statements

OIL CONSULTANTS HOLDCO LIMITED
CONSOLIDATED CASH FLOW STATEMENT
YEAR ENDED 30 JUNE 2013

	Note	2013 £	£	2012 £	£
Net cash inflow from operating activities	23		863,962		1,916,660
Returns on investments and Servicing of finance					
Interest paid		(534,465)		(564,315)	
Net cash outflow from returns on investments and servicing of finance			(534,465)		(564,315)
Taxation			(167,731)		(1,051,596)
Capital expenditure					
Payments to acquire intangible fixed assets		—		90,041	
Payments to acquire tangible fixed assets		(24,646)		(31,036)	
Net cash (outflow)/inflow from capital expenditure			(24,646)		59,005
Acquisitions and disposals					
Acquisition of shares in group undertakings		—		(1,119,800)	
Repayment of deferred consideration		(207,700)		—	
Net cash outflow from acquisitions and disposals			(207,700)		(1,119,800)
Cash outflow before financing			(70,580)		(760,046)
Financing					
Increase in loan notes		250,000		1,426,861	
Net cash inflow from financing			250,000		1,426,861
Increase in cash	23		179,420		666,815

The notes on pages 12 to 22 form part of these consolidated financial statements

OIL CONSULTANTS HOLDCO LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
YEAR ENDED 30 JUNE 2013

1 Accounting policies

Basis of accounting

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

The company relies on the shareholders and the loan note holders for financial support. The shareholders have undertaken to maintain the existing financial support to enable the company to meet its debts as they fall due. Accordingly, the financial statements have been prepared on a going concern basis.

Basis of consolidation

The consolidated financial statements incorporate the consolidated financial statements of the company and all group undertakings. These are adjusted, where appropriate, to conform to group accounting policies. Acquisitions are accounted for under the acquisition method and goodwill on consolidation is capitalised and written off over twenty years from the year of acquisition. The results of companies acquired or disposed of are included in the consolidated profit and loss account after or up to the date that control passes respectively. As a consolidated profit and loss account is published, a separate profit and loss account for the parent company is omitted from the group consolidated financial statements by virtue of section 408 of the Companies Act 2006.

Turnover

The turnover shown in the consolidated profit and loss account represents amounts receivable during the year, exclusive of Value Added Tax.

Amortisation

Amortisation is calculated so as to write off the cost of an asset, net of anticipated disposal proceeds, over the estimated useful economic life of that asset as follows:

Goodwill - 20 years

Tangible fixed assets and depreciation

Depreciation is calculated so as to write off the cost of an asset, net of anticipated disposal proceeds, over the useful economic life of that asset as follows:

Plant & machinery - 20% straight line

Tangible fixed assets are stated at cost less depreciation. Cost represents purchase price together with any incidental costs of acquisition.

Operating lease agreements

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease.

OIL CONSULTANTS HOLDCO LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
YEAR ENDED 30 JUNE 2013

1. Accounting policies (continued)

Pension costs

The group operates a defined contribution pension scheme and the pension charge represents the amounts payable by the company to the fund in respect of the year. The assets of the scheme are held separately from those of the group in an independently administered fund.

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 that result in an obligation to pay more or a right to pay less tax in the future have occurred by the balance sheet date with certain limited exceptions.

Deferred tax is calculated on an undiscounted basis at the tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Foreign currencies

Transactions denominated in foreign currencies are recorded at the rates of exchange ruling at the dates of the transactions, or at an average rate for the period if the rates do not fluctuate significantly. Monetary assets and liabilities are translated at year end exchange rates or, where appropriate, at rates of exchange fixed under the terms of the relevant transaction. The resulting exchange rate differences are charged to the profit and loss account.

The profit and loss account of the overseas subsidiaries are translated into sterling at average rates of exchange prevailing during the year. The net assets are translated at year end rates and the difference on exchange is recorded as a reserve movement.

Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Foreign branch

During the year the group operated a foreign branch in Trinidad and Tobago. This branch was closed on 26th July 2013. The branch was accounted for using the temporal method.

2. Turnover

The turnover and profit before tax are attributable to the one principal activity of the group.

An analysis of turnover is given below.

	2013	2012
	£	£
United Kingdom	3,223,061	1,723,127
Overseas	24,655,972	16,269,119
	<u>27,879,033</u>	<u>17,992,246</u>

OIL CONSULTANTS HOLDCO LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
YEAR ENDED 30 JUNE 2013

3 Operating profit

Operating profit is stated after charging/(crediting)

	2013	2012
	£	£
Amortisation of intangible assets	122,689	122,689
Depreciation of owned fixed assets	26,039	18,635
Operating lease costs		
-Other	74,319	24,272
Net profit on foreign currency translation	(51,402)	(10,712)
Auditor's remuneration - audit of the consolidated financial statements	13,400	12,000
Auditor's remuneration - other fees	<u>6,250</u>	<u>5,250</u>

	2013	2012
	£	£
Auditor's remuneration - audit of the consolidated financial statements	<u>13,400</u>	<u>12,000</u>
Auditor's remuneration - other fees		
- Taxation services	2,000	1,500
- Accountancy	4,250	3,750
	<u>6,250</u>	<u>5,250</u>

4 Particulars of employees

The average number of staff employed by the group during the financial year amounted to

	2013	2012
	No	No
Number of administrative staff	<u>48</u>	<u>36</u>

The aggregate payroll costs of the above were

	2013	2012
	£	£
Wages and salaries	1,349,204	792,562
Social security costs	99,520	63,972
Other pension costs	47,545	16,387
	<u>1,496,269</u>	<u>872,921</u>

OIL CONSULTANTS HOLDCO LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
YEAR ENDED 30 JUNE 2013

5 Directors' remuneration

The directors' aggregate remuneration in respect of qualifying services were

	2013	2012
	£	£
Remuneration receivable	168,720	179,120
Value of company pension contributions to money purchase schemes	6,328	—
	<u>175,048</u>	<u>179,120</u>

6. Interest payable and similar charges

	2013	2012
	£	£
Other similar charges payable	<u>534,465</u>	<u>360,112</u>

7 Taxation on ordinary activities

(a) Analysis of charge in the year

	2013		2012	
	£	£	£	£
UK taxation				
In respect of the year				
UK Corporation tax	422,924		292,129	
(Over)/under provision in prior year	2,266		90,345	
	425,190		382,474	
Double taxation relief	(252,298)		(216,654)	
	<u>172,892</u>		<u>165,820</u>	
Foreign tax				
Current tax on income for the year	969,645		839,022	
	<u>1,142,537</u>		<u>1,004,842</u>	
Deferred tax				
Origination and reversal of timing differences	(10,000)		2,000	
Total deferred tax (note 15)	(10,000)		2,000	
Tax on profit on ordinary activities	<u>1,132,537</u>		<u>1,006,842</u>	

OIL CONSULTANTS HOLDCO LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
YEAR ENDED 30 JUNE 2013

7 Taxation on ordinary activities (continued)

(b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is higher than the standard rate of corporation tax in the UK of 23% (2012 24%)

	2013	2012
	£	£
Profit on ordinary activities before taxation	<u>1,624,603</u>	<u>1,115,076</u>
Profit on ordinary activities by rate of tax	383,379	267,618
Effects of		
Expenses not deductible for tax purposes	(10,353)	(19,172)
Capital allowances for period in excess of depreciation	2,129	(2,976)
Tax chargeable at lower rates	13,367	17,214
Adjustments to tax charge in respect of previous periods	2,266	90,345
Amortisation	27,612	29,445
Double taxation relief	(252,298)	(216,654)
Withholding tax	969,645	839,022
Sundry tax adjusting items	6,790	-
Total current tax (note 7(a))	<u>1,142,537</u>	<u>1,004,842</u>

(c) Factors that may affect future tax charges

There are no factors which are expected to significantly affect future charges

8 Loss attributable to members of the parent company

The loss dealt with in the consolidated financial statements of the parent company was £(534,465) (2012 - £(360,112))

9 Intangible fixed assets

Group	Goodwill
	£
Cost	
At 1 July 2012 and 30 June 2013	<u>2,453,770</u>
Amortisation	
At 1 July 2012	194,257
Charge for the year	<u>122,689</u>
At 30 June 2013	<u>316,946</u>
Net book value	
At 30 June 2013	<u>2,136,824</u>
At 30 June 2012	<u>2,259,513</u>

OIL CONSULTANTS HOLDCO LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
YEAR ENDED 30 JUNE 2013

10 Tangible fixed assets

Group	Plant & machinery £
Cost	
At 1 July 2012	106,388
Additions	<u>24,646</u>
At 30 June 2013	<u>131,034</u>
Depreciation	
At 1 July 2012	47,575
Charge for the year	<u>26,039</u>
At 30 June 2013	<u>73,614</u>
Net book value	
At 30 June 2013	<u>57,420</u>
At 30 June 2012	<u>58,813</u>

11 Investments

Company	Group companies £
Cost	
At 1 July 2012 and 30 June 2013	<u>4,536,685</u>
Net book value	
At 30 June 2013 and 30 June 2012	<u>4,536,685</u>

OIL CONSULTANTS HOLDCO LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
YEAR ENDED 30 JUNE 2013

Subsidiary undertakings

Name of undertaking	Country of incorporation	Principal activity	Percentage of shares held
Oil Consultants Limited	England	Recruitment for the oil and gas industry	100%
Oil Consultants UK Limited	China	Recruitment for the oil and gas industry	100%
Oil Consultants PTY	Australia	Recruitment for the oil and gas industry	95%
OGSR Consultants Inc	USA	Recruitment for the oil and gas industry	100%
Oil Consultants Malaysia SDN BHD	Malaysia	Recruitment for the oil and gas industry	100%
PT Oil Consultants Indonesia	Indonesia	Recruitment for the oil and gas industry	100%

12 Debtors

	Group		Company	
	2013	2012	2013	2012
	£	£	£	£
Trade debtors	4,927,202	4,039,399	—	—
Amounts owed by group undertakings	—	—	—	161,303
Other debtors	187	48,176	—	—
Prepayments and accrued income	244,850	43,733	—	—
	<u>5,172,239</u>	<u>4,131,308</u>	<u>—</u>	<u>161,303</u>

13 Creditors amounts falling due within one year

	Group		Company	
	2013	2012	2013	2012
	£	£	£	£
Trade creditors	3,095,148	2,809,764	—	—
Amounts owed to group undertakings	—	—	330,862	—
Other creditors including taxation				
Corporation tax	32,343	27,182	—	—
VAT	196,030	163,595	—	—
Other creditors	22,281	415,400	—	415,400
Accruals and deferred income	367,235	140,576	—	—
	<u>3,713,037</u>	<u>3,556,517</u>	<u>330,862</u>	<u>415,400</u>

OIL CONSULTANTS HOLDCO LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
YEAR ENDED 30 JUNE 2013

14 Creditors amounts falling due after more than one year

	Group		Company	
	2013	2012	2013	2012
	£	£	£	£
Loan notes	<u>5,303,561</u>	<u>4,845,861</u>	<u>5,303,561</u>	<u>4,845,861</u>

Included within other creditors due within one year is £Nil (2012 £415,400) being amounts owed in respect of deferred consideration. During the year, the group repaid £207,700 in relation to the deferred consideration, the total amount still outstanding at the year end is £Nil (2012 £415,400). £207,700 of the initial deferred consideration has been issued as a loan note.

Interest is paid on the loan notes from the date of payment of the notes until the notes are redeemed. The interest will be based on the principal amount of the loan and will be charged to the profit and loss in the year to which it relates. Redemption of the notes will be on 30th November 2015 when the principal amount will be repaid by the company along with any accrued interest.

Default on any of the terms in the loan note agreement will result in immediate repayment of the principal amount of the loan along with any accrued interest.

15 Deferred taxation

The movement in the deferred taxation provision during the year was

	Group		Company	
	2013	2012	2013	2012
	£	£	£	£
Provision brought forward	14,000	12,000	-	-
(Decrease)/Increase in provision	(10,000)	2,000	-	-
Provision carried forward	<u>4,000</u>	<u>14,000</u>	<u>-</u>	<u>-</u>

The group's provision for deferred taxation consists of the tax effect of timing differences in respect of

Group	2013		2012	
	Provided	Unprovided	Provided	Unprovided
	£	£	£	£
Excess of taxation allowances over depreciation on fixed assets	10,000	-	14,000	-
Other timing differences	(6,000)	-	-	-
	<u>4,000</u>	<u>-</u>	<u>14,000</u>	<u>-</u>

16 Derivatives

The group does not hold any financial instruments that fall to be classed as derivatives, other than the loan notes, which are detailed in note 14.

OIL CONSULTANTS HOLDCO LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

YEAR ENDED 30 JUNE 2013

17 Commitments under operating leases

At 30 June 2013 the group had annual commitments under non-cancellable operating leases as set out below

Group	<i>Assets other than land and buildings</i>	
	2013 £	2012 £
Operating leases which expire		
Within 2 to 5 years	<u>31,500</u>	<u>31,500</u>

18 Related party transactions

The company has taken advantage of the exemption in FRS8 'Related Party Disclosures' from disclosing transactions with other members of the group

During the year £129,364 (2012 £130,177) was paid for consultancy services and expenses to Pre Eminent Solutions LLP, a partnership controlled by R Fielding and G Lennox. C Fielding is the spouse of R Fielding and A Lennox is the daughter of G Lennox.

D E Spencer is a partner of DLJ Advisory Services LLP. During the year £48,765 (2012 £59,622) was paid for consultancy services and expenses to DLJ Advisory Services LLP. L Spencer is also a partner in this business and is the spouse of D E Spencer.

Included within other creditors at the balance sheet date, are loan notes payable to the directors and their partners to the value of,

	2013 £	2012 £
G Lennox & A Lennox held equally	1,848,058	1,723,058
R Fielding & C Fielding held equally	1,848,058	1,723,058
D E Spencer & L Spencer held equally	295,945	295,945
M L Cooper	597,100	389,400
D M Cooper	389,400	389,400
H Smith & R Smith held equally	325,000	325,000

Loan notes of £3,419,000 (2012 £3,419,000) bear interest at 10%, £800,000 (2012 £800,000) bear interest at 8% and £1,084,560 (2012 £626,860) bear interest at 12% per annum. These transactions were undertaken at market value, all transactions were on an arms length basis. The loan notes are due for repayment on the fifth anniversary of the acquisition.

19 Share capital

Allotted, called up and fully paid.

	2013		2012	
	No	£	No	£
Ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>	<u>1,000</u>	<u>1,000</u>

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

YEAR ENDED 30 JUNE 2013

20 Reserves

Group	Profit and loss account £
Balance brought forward	50,002
Profit for the year	492,925
Foreign currency retranslation	(17)
Balance carried forward	<u>542,910</u>
 Company	 Profit and loss account £
Balance brought forward	(564,273)
Loss for the year	(534,465)
Balance carried forward	<u>(1,098,738)</u>

21. Reconciliation of movements in shareholders' funds

	2013 £	2012 £
Profit for the financial year	492,925	108,234
Foreign currency retranslation	(17)	-
Net addition to shareholders' funds/(deficit)	<u>492,908</u>	<u>108,234</u>
Opening shareholders' funds/(deficit)	51,002	(57,232)
Closing shareholders' funds	<u>543,910</u>	<u>51,002</u>

22 Minority interests

The minority interest relates to a 5% shareholding held by a third party in Oil Consultants PTY

	2013 £	£	2012 £	£
Share of loss for the year		(859)		-
At 30 June 2013		<u>(859)</u>		<u>-</u>

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

YEAR ENDED 30 JUNE 2013

23 Notes to the cash flow statement

Reconciliation of operating profit to net cash inflow from operating activities

	2013 £	2012 £
Operating profit	2,159,068	1,475,188
Amortisation	122,689	122,689
Depreciation	26,039	18,635
Increase in debtors	(2,010,576)	(777,527)
Increase in creditors	566,742	1,077,675
Net cash inflow from operating activities	<u>863,962</u>	<u>1,916,660</u>

Reconciliation of net cash flow to movement in net debt

	2013 £	2012 £
Increase in cash in the period	179,420	666,815
Net cash (inflow) from loan notes	<u>(250,000)</u>	<u>(1,426,861)</u>
Change in net debt	(70,580)	(760,046)
Reallocation from operating activities to net debt	<u>(207,700)</u>	-
Net debt at 1 July 2012	(2,828,115)	(2,068,069)
Net debt at 30 June 2013	<u>(3,106,395)</u>	<u>(2,828,115)</u>

Analysis of changes in net debt

	At 1 July 2012 £	Other non cash changes £	Cash flows £	At 30 June 2013 £
Net cash				
Cash in hand and at bank	2,017,746	-	179,420	2,197,166
Debt				
Debt due after 1 year	(4,845,861)	(207,700)	(250,000)	(5,303,561)
Net debt	<u>(2,828,115)</u>	<u>(207,700)</u>	<u>(70,580)</u>	<u>(3,106,395)</u>

Other non cash changes results in a reallocation of £207,700 from operating activities to net debt

24 Post balance sheet events

Post year end a subsidiary company entered into an invoice financing facility agreement which is secured by fixed and floating charges over the assets of that company

25 Ultimate controlling party

The directors do not consider there to be any one controlling party