ISLEBURN MACKAY AND MACLEOD LIMITED ABBREVIATED FINANCIAL STATEMENTS 31 JULY 2000

RWM&KMMACKENZIE&CO

Chartered Accountants & Registered Auditors
Geanies House
TAIN
Ross-shire

Ross-shire IV20 1TW

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ABBREVIATED FINANCIAL STATEMENTS

YEAR ENDED 31 JULY 2000

CONTENTS	PAGES
Officers and professional advisers	1
Auditors' report to the company	2
The directors' report	3 to 4
Abbreviated profit and loss account	5
Abbreviated balance sheet	6
Cash flow statement	7 to 9
Notes to the abbreviated financial statements	10 to 18

OFFICERS AND PROFESSIONAL ADVISERS

The board of directors

M B Kydd

J S York

Company secretary

TRH Phillips

Registered office

17/18 Golden Square

ABERDEEN

AB10 1NY

Auditors

R W M & K M MacKenzie & Co

Chartered Accountants & Registered Auditors

Geanies House

TAIN Ross-shire IV20 1TW

Bankers

Bank of Scotland

P O Box 9 9 High Street **INVERNESS** IV1 1JB

Solicitors

Ledingham Chalmers 1 Golden Square ABERDEEN

AB10 1HA

AUDITORS' REPORT TO THE COMPANY

PURSUANT TO SECTION 247B OF THE COMPANIES ACT 1985

We have examined the abbreviated accounts on pages 5 to 18, together with the financial statements of the company for the year ended 31 July 2000 prepared under Section 226 of the Companies Act 1985.

RESPECTIVE RESPONSIBILITIES OF THE DIRECTORS AND THE AUDITORS

The directors are responsible for preparing the abbreviated accounts in accordance with section 246A of the Companies Act 1985. It is our responsibility to form an independent opinion as to whether the company is entitled to deliver abbreviated accounts prepared in accordance with section 246A(3) of the Act to the registrar of companies and whether the accounts to be delivered are properly prepared in accordance with those provisions and report our opinion to you.

BASIS OF OPINION

We have carried out the procedures we consider necessary to confirm, by reference to the financial statements, that the company is entitled to deliver abbreviated accounts and that the abbreviated accounts to be delivered are properly prepared. The scope of our work for the purpose of this report did not include examining or dealing with events after the date of our report on the financial statements.

OPINION

In our opinion the company is entitled to deliver abbreviated accounts prepared in accordance with section 246A(3) of the Act, and the abbreviated accounts on pages 5 to 18 are properly prepared in accordance with those provisions.

Geanies House TAIN Ross-shire IV20 1TW

22 February 2001

R W M & K M MACKENZIE & CO Chartered Accountants & Registered Auditors

THE DIRECTORS' REPORT

YEAR ENDED 31 JULY 2000

The directors have pleasure in presenting their report and the financial statements of the company for the year ended 31 July 2000.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The company's principal activity during the year was the provision of general engineering services. These comprised workshop fabrication, vessel and rig repair and mobilisation, site installation and related site services. In addition, the company provided stevedoring services at Invergordon and Inverness.

On 31 July 1999 the company acquired the trading activities and net trading assets of its parent, Isleburn Limited and has now completed a year of operating the combined trade of the two companies.

The company faced extremely difficult market conditions in the first quarter of the financial year. The directors implemented a series of measures in response to these, which resulted in a return to profitability for the following three quarters. The directors are confident that the company is well placed to capitalise on buoyant market conditions in 2000-01.

RESULTS AND DIVIDENDS

The trading results for the year, and the company's financial position at the end of the year are shown in the attached financial statements.

The directors have not recommended a dividend.

THE DIRECTORS AND THEIR INTERESTS IN SHARES OF THE COMPANY

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

M B Kydd J S York

Mr Kydd holds a share in the company as nominee for Isleburn Limited.

The directors each have an interest in the shares of the company in so far as they are also directors and shareholders of the parent company, Isleburn Limited.

DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company at the end of the year and of the profit or loss for the year then ended.

In preparing those financial statements, the directors are required to select suitable accounting policies, as described on pages 10 to 11, and then apply them on a consistent basis, making judgements and estimates that are prudent and reasonable. The directors must also prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

THE DIRECTORS' REPORT (continued)

YEAR ENDED 31 JULY 2000

DIRECTORS' RESPONSIBILITIES (continued)

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. The directors 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.

AUDITORS

A resolution to re-appoint R W M & K M MacKenzie & Co as auditors for the ensuing year will be proposed at the annual general meeting in accordance with section 385 of the Companies Act 1985.

Registered office: 17/18 Golden Square ABERDEEN AB10 1NY Signed by order of the directors

Muni Wi M

T'R H Phillips Company Secretary

Approved by the directors on 22 February 2001

ABBREVIATED PROFIT AND LOSS ACCOUNT

YEAR ENDED 31 JULY 2000

· • • • • • • • • • • • • • • • • • • •			
	Note	2000 £	1999 £
GROSS PROFIT		930,724	430,763
Administrative expenses		888,656	307,697
OPERATING PROFIT	2	42,068	123,066
Interest receivable Interest payable	4	(75,846)	105 (66,478)
(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		(33,778)	56,693
Tax on (loss)/profit on ordinary activities	5	(6,773)	(29,700)
(LOSS)/RETAINED PROFIT FOR THE FINANCIAL YEAR		(40,551)	26,993

The company has no recognised gains or losses other than the results for the year as set out above.

All of the activities of the company are classed as continuing.

ABBREVIATED BALANCE SHEET

31 JULY 2000

	Note	2000 £	1999 £
FIXED ASSETS Tangible assets	6	1,079,997	1,195,343
Tuigitity assets	Ū		1,173,343
CURRENT ASSETS			
Stocks	7	377,426	303,109
Debtors	8	1,733,257	1,249,276
Cash in hand		155	366
		2,110,838	1,552,751
CREDITORS: Amounts falling due within one year	9	(1,811,388)	(1,617,292)
NET CURRENT ASSETS/(LIABILITIES)		299,450	(64,541)
TOTAL ASSETS LESS CURRENT LIABILITIES		1,379,447	1,130,802
CREDITORS: Amounts falling due after more than one year	10	(249,715)	(114,812)
		1,129,732	1,015,990
PROVISIONS FOR LIABILITIES AND CHARGES			
Deferred taxation	12	(61,100)	(55,200)
Government grants	13	-	(1,607)
		1,068,632	959,183
CAPITAL AND RESERVES			
Called-up equity share capital	17	650,000	500,000
Revaluation reserve	18	76,209	85,343
Profit and Loss Account	19	342,423	373,840
SHAREHOLDERS' FUNDS	20	1,068,632	959,183

These accounts have been prepared in accordance with the special provisions for medium-sized companies under Part VII of the Companies Act 1985.

These financial statements were approved by the directors on the 22 February 2001 and are signed on their behalf by:

M B Kydd

un bydel

Director

CASH FLOW STATEMENT

YEAR ENDED 31 JULY 2000

	2000 £	1999 £
NET CASH INFLOW FROM OPERATING ACTIVITIES RETURNS ON INVESTMENTS AND SERVICING OF FINANCE	358,116	4,131
Interest received		105
Interest paid	(59,424)	
Interest element of hire purchase and finance lease	(16,422)	(10,159)
NET CASH OUTFLOW FROM RETURNS ON INVESTMENTS		
AND SERVICING OF FINANCE	(75,846)	(66,373)
TAXATION	(15,652)	3,839
CAPITAL EXPENDITURE		
Payments to acquire tangible fixed assets	(132,955)	(64,861)
Receipts from sale of fixed assets	37,490	30,686
NET CASH OUTFLOW FROM CAPITAL EXPENDITURE	(95,465)	(34,175)
CASH INFLOW/(OUTFLOW) BEFORE FINANCING	171,153	(92,578)
FINANCING		
New bank loans	210,000	-
Repayment of bank loans	(7,008)	(2,250)
Repayment of long-term amounts owed to group undertakings	-	(50,000)
New finance leases	41,950	-
Capital element of hire purchase and finance lease	(104,352)	(94,815)
Net outflow from other long-term creditors		(14,610)
NET CASH INFLOW/(OUTFLOW) FROM FINANCING	140,590	(161,675)
INCREASE/(DECREASE) IN CASH	311,743	(254,253)
,		

CASH FLOW STATEMENT (continued)

YEAR ENDED 31 JULY 2000

RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES		
	2000	1999
	£	£
Operating profit	42,068	123,066
Depreciation	214,494	112,476
Loss on disposal of fixed assets	-	478
Amortisation of government grants	(1,607)	
Increase in stocks	(74,317)	
(Increase)/Decrease in debtors	(483,981)	206,998
Increase/(Decrease) in creditors	661,459	(309,754)
Net cash inflow from operating activities	358,116	4,131
RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN N	ET DEBT	
	2000	1999
	£	£
Increase/(Decrease) in cash in the period	311,743	(254,253)
Net cash (inflow)/outflow from bank loans	(202,992)	2,250
Net cash outflow from long-term amounts owed to group undertakings	_	50,000
Net cash outflow in respect of hire purchase and finance lease	62,402	94,815
Net cash outflow from other long-term creditors	-	14,610
Change in net debt resulting from cash flows	171,153	(92,578)
Other differences	(1,398)	(238,592)
Movement in net debt in the period	169,755	(331,170)
Net debt at 1 August 1999	(950,498)	(619,328)
Net debt at 31 July 2000	(780,743)	(950,498)

CASH FLOW STATEMENT (continued)

YEAR ENDED 31 JULY 2000

ANALYSIS OF CHANGES IN NET DE	вт			
	At		Other	At
	1 Aug 1999	Cash flows	changes	31 Jul 2000
N	£	£	£	£
Net cash:				
Cash in hand and at bank	366	(211)		155
Overdrafts	(733,972)	311,954		(422,018)
	(733,606)	311,743		(421,863)
Debt:				
Debt due within 1 year	-	(22,524)	-	(22,524)
Debt due after 1 year	-	(180,468)	-	(180,468)
HP and finance leases	(216,892)	62,402	(1,398)	(155,888)
	(216,892)	(140,590)		(358,880)
Net debt	(950,498) =	171,153	(1,398)	(780,743)

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS

YEAR ENDED 31 JULY 2000

1. ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of certain fixed assets, and in accordance with applicable accounting standards.

Turnover

The turnover shown in the profit and loss account represents amounts invoiced during the year, exclusive of Value Added Tax, plus any accrued income provided.

Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Engineering plant	- 25%	per annum reducing balance
Commercial vehicles	- 25%	per annum reducing balance
Cars	- 30%	per annum reducing balance
Computer equipment	- 33%	per annum straight line
Other electronic equipment	- 20%	per annum straight line
Furniture & fittings	- 20%	per annum reducing balance
Freehold Improvements	- 4%	per annum straight line
Leasehold property	- 25%	per annum straight line

Stocks

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

Work in progress

Work in progress is valued on the basis of direct costs. Provision is made for any foreseeable losses where appropriate. No element of profit is included in the valuation of work in progress. Where a contract is substantially complete and there is a reasonable degree of certainty of the outcome, a provision may be made in other debtors for revenue receivable in respect of recognised costs which will reflect an element of profit for that contract.

Hire purchase agreements

Assets held under hire purchase agreements are capitalised and disclosed under tangible fixed assets at their fair value. The capital element of the future payments is treated as a liability and the interest is charged to the Profit and Loss Account on a straight line basis.

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS

YEAR ENDED 31 JULY 2000

1. ACCOUNTING POLICIES (continued)

Finance lease agreements

Where the company enters into a lease which entails taking substantially all the risks and rewards of ownership of an asset, the lease is treated as a finance lease. The asset is recorded in the balance sheet as a tangible fixed asset and is depreciated in accordance with the above depreciation policies. Future instalments under such leases, net of finance charges, are included with creditors. Rentals payable are apportioned between the finance element, which is charged to the Profit and Loss Account on a straight line basis, and the capital element which reduces the outstanding obligation for future instalments.

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.

Pension costs

The company operates a defined contribution pension scheme for employees. The assets of the scheme are held separately from those of the company. The annual contributions payable are charged to the Profit and Loss Account.

Deferred taxation

Provision is made, under the liability method, to take account of timing differences between the treatment of certain items for accounts purposes and their treatment for tax purposes. Tax deferred or accelerated is accounted for in respect of all material timing differences to the extent that it is considered that a net liability may arise.

Deferred government grants

Government grants in respect of capital expenditure are treated as deferred income and are credited to the profit and loss account over the estimated useful life of the assets to which they relate.

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS

YEAR ENDED 31 JULY 2000

2.	OPERATING PROFIT		
	Operating profit is stated after charging/(crediting):	2000 £	1999 £
	Directors' emoluments	(4. (0.7)	(2.400)
	Amortisation of government grants Depreciation	(1,607) 214,494	(2,480) 112,921
	Loss on disposal of fixed assets	217,777	817
	Auditors' remuneration		01.
	- as auditors	6,000	4,000
	- accountancy	2,000	2,000
	Operating lease costs:		
	Plant and equipment	3,723	1,536
3.	PARTICULARS OF EMPLOYEES		
	The average number of staff employed by the company during	g the financial year amo	ounted to:
		2000	1999
		No.	No.
	Number of production staff Number of administrative staff	88	71
	Number of administrative staff	16	<u>12</u>
		104	83
	The aggregate payroll costs of the above were:		
		2000	1999
		£	£
	Wages and salaries	2,849,140	2,084,795
	Social security costs	296,509	203,743
		3,145,649	2,288,538
4.	INTEREST PAYABLE		
		2000	1999
		£	£
	Interest payable on bank borrowing Finance charges	58,072 16,422	53,904
	Other similar charges payable	16,422 1,352	10,159 2,415
	Onto Shinta Onargos payable		
		75,846	66,478

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS

YEAR ENDED 31 JULY 2000

5.	TAX ON PROFIT OR LOSS ON ORDINARY A	ACTIVITIES		
			2000 £	1999 £
	Corporation Tax based on the results for the year a 21/20%)	at 20% (1999 -	-	14,800
	Payment for group relief Increase in deferred tax provision		5,700 5,900	14,900
			11,600	29,700
	Adjustment in respect of previous years:			
	Corporation Tax		(4,827)	-
			6,773	29,700
6.	TANGIBLE FIXED ASSETS			
		Land and Buildings	Plant and Equipment	Total
	COST OR VALUATION	£	£	£
	At 1 August 1999	326,207	1,088,166	1,414,373
	Additions Disposals	64,944 -	71,694 (82,621)	136,638 (82,621)
	At 31 July 2000	391,151	1,077,239	1,468,390
	DEPRECIATION			
	At 1 August 1999	826	218,204	219,030
	Charge for the year On disposals	8,382	206,112	214,494
	•		(45,131)	(45,131)
	At 31 July 2000	9,208	379,185	388,393
	NET BOOK VALUE			
	At 31 July 2000	381,943	698,054	1,079,997
	At 31 July 1999	325,381	869,962	1,195,343

Revaluation of fixed assets

An independent valuation of the company's freehold property was carried out by Alan Torrance Associates, Chartered Surveyors, Invergordon on an open market basis as at 5 December 1997. On the basis of this valuation, the directors are satisfied that the market value of the freehold property is not materially different from the value carried in these accounts.

In addition a valuation of the plant and equipment then held by the company was carried out on 3 December 1997 by Messrs Shirlaw Allan & Co, Valuators, of Renfrew on a "going concern" basis.

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS

YEAR ENDED 31 JULY 2000

6. TANGIBLE FIXED ASSETS (continued)

In respect of assets stated at valuations, the comparable historical cost and depreciation values are as follows:

	2000 £	1999 £
NBV of revalued tangible fixed assets: Net book value at end of year	93,507	124,676
Historical cost	212,515	212,515
Depreciation: At 1 August 1999 Charge for year	134,676 22,035	108,004 26,671
At 31 July 2000	156,711	134,675
Net historical cost value: At 31 July 2000	55,804	77,840
At 1 August 1999	77,839	104,511

Finance lease and similar agreements

Included within the net book value of £1,079,997 is £255,401 (1999 - £315,282) relating to assets held under finance lease agreements. The depreciation charged to the accounts in the year in respect of such assets amounted to £72,914 (1999 - £29,952).

7. STOCKS

	Stock	2000 £ 309,265	1999 £ 263,599
	Work in progress	68,161 377,426	39,510 303,109
8.	DEBTORS	2000	1999

	2000	1///
	£	£
Trade debtors	1,442,770	744,030
Amounts owed by group undertakings	49,863	409,669
Other debtors	32,562	53,827
Prepayments and accrued income	208,062	41,750
	1,733,257	1,249,276

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS

YEAR ENDED 31 JULY 2000

9. CREDITORS: Amounts falling due within one year

	2000	1999
	£	£
Bank loans and overdrafts	444,542	733,972
Trade creditors	641,480	204,835
Amounts owed to group undertakings	282,145	88,891
HP and finance leases	86,641	102,080
Other creditors	356,580	487,514
	1,811,388	1,617,292

The following liabilities disclosed under creditors falling due within one year are secured by the company:

2000	1999
£	£
444,542	733,972
•	14,589
444,542	748,561
	£ 444,542

Bank Overdraft and Term Loan

- (i) Standard Security over the workshop premises.
- (ii) Bond and Floating Charge held over all the company assets

10. CREDITORS: Amounts falling due after more than one year

	2000	1999
	£	£
Bank loans	180,468	-
HP and finance leases	69,247	114,812
	249,715	114,812

The following liabilities disclosed under creditors falling due after more than one year are secured by the company:

	2000	1999
	£	£
Bank loans	180,468	-

Details of securities:

(a) Bank Overdraft and Term Loan

- (i) Standard Security over the workshop premises.
- (ii) Bond and Floating Charge held over all the company assets.

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS

YEAR ENDED 31 JULY 2000

10. CREDITORS: Amounts falling due after more than one year (continued)

The following aggregate liabilities disclosed under creditors falling due after more than one year are due for repayment after more than five years from the balance sheet date:

	2000	1999
	£	£
Bank loans	90,372	

The Bank Term Loan is repayable over 84 months and bears interest at Bank of Scotland Base rate plus 2.5%.

11. CREDITORS - CAPITAL INSTRUMENTS

Creditors include finance capital which is due for repayment as follows:

	2000	1999
	£	£
In one year or less, or on demand	22,524	-
Between one and two years	22,524	-
Between two and five years	67,572	-
In five years or more	90,372	-
	202,992	-

12. DEFERRED TAXATION

The movement in the deferred taxation provision during the year was:	2000 £	1999 £
Provision brought forward	55,200	40,300
Decrease in provision	5,900	14,900
Provision carried forward	61,100	55,200

The provision for deferred taxation consists of the tax effect of timing differences in respect of:

	2000	1999
	£	£
Excess of taxation allowances over depreciation on fixed assets	61,100	55,200

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS

YEAR ENDED 31 JULY 2000

13. GOVERNMENT GRANTS	2000	1000
	2000 £	1999 £
Received and receivable:	*	*
At 1 August 1999	42,192	42,192
At 31 July 2000	42,192	42,192

At 1 August 1999	40,585	38,105
Credit to profit and loss account	1,607	2,480
At 31 July 2000	42,192	40,585

Net balance at 31 July 2000 ______ 1,607

14. COMMITMENTS UNDER HIRE PURCHASE AND FINANCE LEASE AGREEMENTS

Future commitments under hire purchase and finance lease agreements are as follows:

2000	1999
£	£
101,331	118,272
83,077	133,171
184,408	251,443
(28,520)	(34,551)
155,888	216,892
	£ 101,331 83,077 184,408 (28,520)

15. COMMITMENTS UNDER OPERATING LEASES

At 31 July 2000 the company had annual commitments under non-cancellable operating leases as set out below.

	Land & Buildings	
	2000	1999
	£	£
Operating leases which expire:		
Within 2 to 5 years	50,778	-
•		

16. CONTINGENCIES

At 31 July 2000 and 31 July 1999 there is a Whole Corporate Guarantee in favour of the Bank of Scotland for all sums due between the group companies

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS

YEAR ENDED 31 JULY 2000

17.	SHARE CAPITAL		
	Authorised share capital:		
		2000 £	1999 £
	1,000,000 Ordinary shares of £1.00 each	1,000,000	1,000,000
	Allotted, called up and fully paid:		
		2000 £	1999 £
	Ordinary share capital brought forward	500,000	10,000
	Issue of ordinary shares	150,000	490,000
		650,000	500,000
18.	REVALUATION RESERVE		
		2000	1999
		£	£
	Balance brought forward Transfer to the Profit and Loss Account on realisation	85,343 (9,134)	89,841 (4,498)
	Balance carried forward	<u>76,209</u>	85,343
19.	PROFIT AND LOSS ACCOUNT		
		2000	1999
	Balance brought forward	£ 373,840	£ 342,349
	Retained (loss)/profit for the financial year	(40,551)	26,993
	Transfer from revaluation reserve	9,134	4,498
	Balance carried forward	342,423	373,840
20.	RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS		
		2000	1999
	(Loss)/Profit for the financial year	£ (40,551)	£ 26,993
	New equity share capital subscribed	150,000	490,000
	Net addition to funds	109,449	516,993
	Opening shareholders' equity funds	959,183	442,190
	Closing shareholders' equity funds	1,068,632	959,183

21. ULTIMATE PARENT COMPANY

The company is a wholly owned subsidiary of Isleburn Limited.