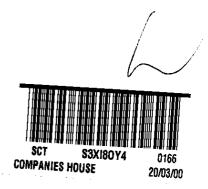
# ISLEBURN MACKAY AND MACLEOD LIMITED ABBREVIATED FINANCIAL STATEMENTS 31 JULY 1999



# RWM&KMMACKENZIE&CO

Chartered Accountants & Registered Auditors
Geanies House
TAIN
Ross-shire
IV20 1TW

# ABBREVIATED FINANCIAL STATEMENTS

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### ABBREVIATED FINANCIAL STATEMENTS

### YEAR ENDED 31 JULY 1999

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 22, together with the financial statements of the company for the year ended 31 July 1999 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 \$\beta\$ to 22

Geanies House TAIN Ross-shire IV20 1TW

15 March 2000

R W M & K M MACKENZIE & CO

Chartered Accountants & Registered Auditors

### THE DIRECTORS' REPORT

### YEAR ENDED 31 JULY 1999

The directors have pleasure in presenting their report and the financial statements of the company for the year ended 31 July 1999.

### PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The company's principal activity continues to be general engineering, specialising in workshop fabrication and on-site installation and services.

On 31 July 1999 the company acquired the trading activities and net trading assets of its parent, Isleburn Limited, in consideration of which shares with a nominal value of £400,000 were issued. To reflect the substantial increase in activities resulting from the acquisition, the company changed its name on 31 July 1999 to Isleburn Mackay and Macleod Limited.

### 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 A S Christie

(Retired 30 Oct 98)

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 11 to 12, 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 1999

### **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

T'R H Phillips Company Secretary

Jummin m.W

Approved by the directors on 15 March 2000

# ABBREVIATED PROFIT AND LOSS ACCOUNT YEAR ENDED 31 JULY 1999

	Note	1999	1998
GROSS PROFIT		£ 430,763	£ 585,833
		,	,
Administrative expenses		(303,914)	(427,091)
OPERATING PROFIT	2	126,849	158,742
Interest receivable	_	105	-
Interest payable and similar charges	5	(70,261)	(69,415)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		56,693	89,327
Tax on profit on ordinary activities	6	(29,700)	(25,602)
RETAINED PROFIT FOR THE FINANCIAL YEAR		26,993	63,725

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

# YEAR ENDED 31 JULY 1999

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES		
	1999	1998
Profit for the financial year	£	£
attributable to the shareholders	26,993	63,725
Unrealised profit on revaluation of tangible fixed assets:		
Plant & Machinery	-	89,840
Total gains and losses recognised since the last annual report	26,993	153,565

### ABBREVIATED BALANCE SHEET

### 31 JULY 1999

	Note	1999	1998
		£	£
FIXED ASSETS	-	4 40# 040	<b>5</b> 20 120
Tangible assets	7	1,195,343	729,129
CURRENT ASSETS			
Stocks	8	303,109	176,456
Debtors	9	1,249,276	1,460,134
Cash at bank and in hand		366	750
		1,552,751	1,637,340
CREDITORS: Amounts falling due	40	(n	(1.500.004)
within one year	10	(1,617,292)	(1,780,224)
NET CURRENT LIABILITIES		(64,541)	(142,884)
TOTAL ASSETS LESS CURRENT LIABILITIES		1,130,802	586,245
CREDITORS: Amounts falling due			
after more than one year	11	(114,812)	(99,668)
		1,015,990	486,577
PROVISIONS FOR LIABILITIES AND CHARGES			
Deferred taxation	12	(55,200)	(40,300)
Government grants	13	(1,607)	(4,087)
		959,183	442,190
CAPITAL AND RESERVES			
Called-up equity share capital	15	500,000	10,000
Revaluation reserve	16	85,343	89,841
Profit and loss account	17	373,840	342,349
SHAREHOLDERS' FUNDS	18	959,183	442,190

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 15 March 2000 and are signed on their behalf by:

M B Kydd
Director

# **CASH FLOW STATEMENT**

# YEAR ENDED 31 JULY 1999

	1999	1998
	£	£
NET CASH INFLOW FROM OPERATING ACTIVITIES RETURNS ON INVESTMENTS AND SERVICING OF FINANCE	8,253	413,817
Interest received	105	-
Interest paid	(60,102)	(61,856)
Interest element of finance lease rental payments	(10,159)	(7,559)
NET CASH OUTFLOW FROM RETURNS ON INVESTMENTS		
AND SERVICING OF FINANCE	(70,156)	(69,415)
TAXATION	3,839	(8,637)
CAPITAL EXPENDITURE		
Payments to acquire tangible fixed assets	(64,861)	(155,365)
Receipts from sale of fixed assets	30,347	851
NET CASH OUTFLOW FROM CAPITAL EXPENDITURE	(34,514)	(154,514)
CASH (OUTFLOW)/INFLOW BEFORE FINANCING	(92,578)	181,251
FINANCING		
Repayment of bank loans	(2,250)	(9,000)
Repayment of long-term amounts owed to group undertakings	(50,000)	-
Capital element of finance lease rental payments	(94,815)	(261)
Net outflow from other long-term creditors	(14,610)	(33,521)
NET CASH OUTFLOW FROM FINANCING	(161,675)	(42,782)
(DECREASE)/INCREASE IN CASH	(254,253)	138,469

# **CASH FLOW STATEMENT** (continued)

# YEAR ENDED 31 JULY 1999

RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES		
	1999	1998
	£	£
Operating profit	126,849	158,742
Depreciation	112,476	91,314
Loss on disposal of fixed assets	817	1,865
Amortisation of government grants	(2,480)	(2,980)
(Increase)/Decrease in stocks	(126,653)	
Decrease/(Increase) in debtors	206,998	(274,467)
(Decrease)/Increase in creditors	(309,754)	329,749
Net cash inflow from operating activities	8,253	413,817
RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN N	ET DEBT	
	1999	1998
	£	£
(Decrease)/Increase in cash in the period	(254,253)	138,469
Net cash outflow from bank loans	2,250	9,000
Net cash outflow from long-term amounts owed to group undertakings	50,000	-
Net cash outflow in respect of finance leases	94,815	261
Net cash outflow from other long-term creditors	14,610	33,521
Change in net debt resulting from cash flows	(92,578)	181,251
Other non-cash adjustments	(238,592)	•
Movement in net debt in the period	(331,170)	181,251
Net debt at 1 August 1998	(619,328)	(800,580)
Net debt at 31 July 1999	(950,498)	(619,328)

# **CASH FLOW STATEMENT** (continued)

# YEAR ENDED 31 JULY 1999

ANALYSIS OF CHANGES IN NET DEBT	At 1 Aug 1998	Cash flows	Other changes	At 31 Jul 1999
	£	£	£	£
Net cash:				
Cash in hand and at bank	750	(384)		366
Overdrafts	(480,103)	(253,869)		(733,972)
	(479,353)	(254,253)		(733,606)
Debt:	<del></del>			
Debt debt due within 1 year	(2,250)	2,250	-	-
Debt due after 1 year	(64,610)	64,610	-	-
Finance leases	(73,115)	94,815	(238,592)	(216,892)
	(139,975)	161,675		(216,892)
Net debt	(619,328)	(92,578)	(238,592)	(950,498)

### NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS

### YEAR ENDED 31 JULY 1999

### 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

Contrary to Statement of Standard Accounting Practice 12 Schedule 4, freehold property is not depreciated on the grounds that it is the company's practice to maintain the property in a continued state of sound repair and any depreciation would not be material. Provision will be made should any permanent diminution in the value of these properties occur, such provision being based on the prices prevailing at the time of acquisition or subsequent valuation.

### 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.

### NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS

### YEAR ENDED 31 JULY 1999

### 1. ACCOUNTING POLICIES (continued)

### 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.

### 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.

### 2. OPERATING PROFIT

Operating profit is stated after charging/(crediting):

oberman & brosse in present manage and december 2).		
	1999	1998
	£	£
Amortisation of government grants	(2,480)	(2,980)
Depreciation	112,921	91,314
Loss on disposal of fixed assets	817	1,865
Auditors' remuneration		
- as auditors	4,000	3,500
- other	2,000	1,500
Operating lease costs:		
Plant and equipment	1,536	7,866
- ·		

### NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS

### YEAR ENDED 31 JULY 1999

### 3. PARTICULARS OF EMPLOYEES

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

	1999	1998
	No.	No.
Number of production staff	71	76
Number of administrative staff	12	12
Number of management staff	-	1
•	<del>-1</del>	
	83	89
	-	_ <u></u>
The aggregate payroll costs of the above were:		
	1999	1998
	£	£
Wages and salaries	2,084,795	2,171,173
Social security costs	203,743	215,555
	2,288,538	2,386,728

### 4. DIRECTORS' EMOLUMENTS

The directors' aggregate emoluments in respect of qualifying services were:

	1999	1998
	£	£
Emoluments receivable	~	37,512
Value of company pension contributions to money purchase		
schemes	-	8,757
Compensation for loss of directorship	•	17,330
· •		
	-	63,599
	<del></del>	

The number of directors who are accruing benefits under company pension schemes were as follows:

	19 <del>99</del>	1998
	No.	No.
Money purchase schemes	-	1
· ~		******

In 1998 the company paid the director's pension contributions via the Parent Company Loan account.

# NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS

5.	INTEREST PAYABLE AND SIMILAR CHARGES		
	Interest payable on bank borrowing Finance charges Other similar charges payable	1999 £ 53,904 10,159 6,198 70,261	1998 £ 54,387 7,559 7,469 69,415
6.	TAX ON PROFIT ON ORDINARY ACTIVITIES	1999	1998 £
	In respect of the year:	£	£
	Corporation tax based on the results for the year at 21/20% (1998 - 21%) Increase in deferred tax provision	14,800 14,900 29,700	21,200 21,200
	Adjustment in respect of previous years:		
	Corporation tax	29,700	4,402 25,602

### NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS

### YEAR ENDED 31 JULY 1999

### 7. TANGIBLE FIXED ASSETS

	Land and	Plant and	
	Buildings	Equipment	Total
COST OR VALUATION At 1 August 1998 Additions Disposals	£ 294,670 30,281	£ 573,114 579,573 (63,265)	£ 867,784 609,854 (63,265)
At 31 July 1999	324,951	1,089,422	1,414,373
DEPRECIATION			
At 1 August 1998	810	137,845	138,655
Charge for the year	16	112,460	112,476
On disposals	-	(32,101)	(32,101)
At 31 July 1999	826	218,204	219,030
NET BOOK VALUE			
At 31 July 1999	324,125	871,218	1,195,343
At 31 July 1998	293,860	435,269	729,129

### 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 all of the company's plant and equipment was carried out at 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 1999

### 7. TANGIBLE FIXED ASSETS (continued)

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

are as follows.	1999 £	1998 £
NBV of revalued tangible fixed assets: Net book value at end of year	124,676	155,845
Historical cost:		
At 1 August 1998	212,515	Nil
Cost of assets revalued for the first time in year	Nil	212,515
At 31 July 1999	212,515	212,515
Depreciation:		
At 1 August 1998	(108,004)	Nil
Aggregate depreciation on assets revalued in year	Nil	(93,652)
Charge for year	(26,671)	(14,352)
At 31 July 1999	(134,675)	(108,004)
Net historical cost value:		
At 31 July 1999	77,840	104,511
At 1 August 1998	104,511	Nil

### Hire purchase agreements

Included within the net book value of £1,195,343 is £315,282 (1998 - £133,357) relating to assets held under hire purchase agreements. The depreciation charged to the accounts in the year in respect of such assets amounted to £29,952 (1998 - £29,893).

### 8. STOCKS

1999	1998
£	£
263,599	80,000
39,510	96,456
303,109	176,456
	£ 263,599 39,510

# NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS

### YEAR ENDED 31 JULY 1999

9.	DEBTORS		
		1999	1998
		£	£
	Trade debtors	744,030	1,263,605
	Amounts owed by group undertakings	409,669	36,265
	Corporation Tax repayable	•	3,860
	Other debtors	53,827	61,746
	Prepayments and accrued income	41,750	94,658
		1,249,276	1,460,134
10.	CREDITORS: Amounts falling due within one year		
		1999	1998
		£	£
	Bank loans and overdrafts	733,972	482,353
	Trade creditors	204,835	540,275
	Amounts owed to group undertakings	88,891	240,170
	Corporation tax	14,779	-
	Other taxation and social security	280,259	241,459
	Other creditors	294,556	275,967
	·	1,617,292	1,780,224
	The following liabilities disclosed under creditors falling due within company:	one year are so	ecured by the
		1999	1998
		£	£
	Bank loans and overdrafts	733,972	482,353
	Other secured loans	14,589	33,696
		748,561	516,049

### Bank Overdraft and Term Loan

- (i) Standard Security over the workshop premises.
- (ii) Bond and Floating Charge held over all the company assets
- (iii) Full Group Security amongst the group companies.
- (i) and (ii) are subject to ranking agreements.

# NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS

11. CREDITORS: Amounts falling due after more than	one year	
	1999	1998
	£	£
Amounts owed to group undertakings	-	50,000
Other creditors:		
Hire purchase agreements	114,812	35,058
Other Loans	•	14,610
	114,812	99,668

### NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS

### YEAR ENDED 31 JULY 1999

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

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

> 1999 1998 £ £ 14,610

Other secured loans

Details of securities:

### Bank Overdraft and Term Loan (a)

Standard Security over the workshop premises. (i)

Bond and Floating Charge held over all the company assets. (ii)

(iii) Full Group Security amongst the group companies.

(i) and (ii) are subject to ranking agreements.

### Other Loans:-(b)

Highlands & Island Enterprise Loan (i)

> Amount -£36,000

- 8 January 1990 Date Received

Term - 10 years - 7.5% per annum Interest Rate

Repayments - Month

Security - Floating charge over all the company assets

> in favour of the HIE to the amount of £39,600. Ranking Bank £58,000, HIE £39,600 pari passu.

Excess at priority to Bank.

(ii) Highland Prospect Loan

Amount -£130,000

Date Received - 8 December 1992

- 6 years Term

- 7.5% per annum Interest Rate

Repayments - Monthly

- This loan is guaranteed by Isleburn Ltd. Security

(iii) Ross and Cromarty Enterprise Loan

Amount -£12,500

Date Received - 29 November 1994

Term - 5 years - 6% Interest Rate Repayments - Monthly

# NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS

12.	DEFERRED TAXATION		
	The movement in the deferred taxation provision during the year was:		
		1999 £	1998 £
	Provision brought forward Increase in provision	40,300 14,900	19,100 21,200
	Provision carried forward	55,200	40,300
	The provision for deferred taxation consists of the tax effect of timing di	fferences in re	spect of:
		1999	1998
	Excess of taxation allowances over depreciation on fixed assets	55,200 ——	£ 40,300
13.	GOVERNMENT GRANTS		
		1999 £	1998 £
	Received and receivable: At 1 August 1998	42,192	42,192
	At 31 July 1999	42,192	42,192
	Amortisation:	20 108	25 135
	At I August 1998 Credit to profit and loss account	38,105 2,480	35,125 2,980
	At 31 July 1999	40,585	38,105
	Net balance at 31 July 1999	1,607	4,087
14.	COMMITMENTS UNDER HIRE PURCHASE AGREEMENTS		
	Future commitments under hire purchase agreements are as follows:		
		1999	1998
	Amounts payable within 1 year	£ 118,272	£ 44,678
	Amounts payable between 2 to 5 years	133,171	41,751
		251,443	86,429
	Less interest and finance charges relating to future periods	(34,551)	(13,314)
		216,892	73,115

# NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS

15.	SHARE CAPITAL		
	Authorised share capital:		
		1999	1998
		£	£
	1,000,000 Ordinary shares of £1 each	1,000,000	10,000
	Allotted, called up and fully paid:		
		1999	1998
		£	£
	Ordinary share capital brought forward	10,000	10,000
	Issue of ordinary shares	490,000	
		500,000	10,000
16.	REVALUATION RESERVE		
		1999	1998
		£	£
	Balance brought forward	89,841	31,205
	Revaluation of fixed assets	-	89,841
	Transfer to the profit and loss account on realisation	(4,498)	(31,205)
		85,343	89,841
17.	PROFIT AND LOSS ACCOUNT		
		1999	1998
		£	£
	Balance brought forward	342,349	247,419
	Retained profit for the financial year	26,993	63,725
	Transfer from revaluation reserve	4,498	31,205
	Balance carried forward	373,840	342,349

# NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS

# YEAR ENDED 31 JULY 1999

### 18. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	1999 £	1998 £
Profit for the financial year	26,993	63,725
Other net recognised gains and losses New equity share capital subscribed	490,000	89,841
Net addition to funds Opening shareholders' equity funds	516,993 442,190	153,566 288,624
Closing shareholders' equity funds	959,183	442,190

# 19. ULTIMATE PARENT COMPANY

The company is a wholly owned subsidiary of Isleburn Limited.