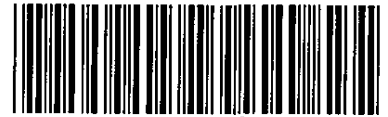


**DAVID MACBRAYNE HR (UK) LIMITED
DIRECTORS' REPORT & FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2013**

TUESDAY



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Directors' Report

The Directors present their Directors' Report and financial statements for the year ended 31 March 2013.

Principal activity and business review

The principal activity of the Company is to provide human resources, payroll and crewing services to the David MacBrayne Group companies.

The Company made a profit of £23,000 before tax for the year (2012: £26,000). No dividends have been paid or are proposed.

Key areas of the performance and development of the business include best practices in relation to human resources strategy and policy and procedures to ensure compliance with relevant legislation.

The key performance Indicator for the company is to achieve a small profit each financial year.

Political and charitable donations

The Company made no political or charitable donations during the year.

Directors and their interests

The Directors who held office during the year and up to the date of this report were as follows:

P K Timms	-	ceased 26 November 2012
D C McGibbon	-	appointed 26 November 2012
A M Lynch	-	ceased 18 April 2012
R Drummond	-	appointed 18 April 2012
M Dorchester	-	appointed 17 October 2012
C A Robertson	-	ceased 24 August 2012
N L Quirk	-	appointed 17 October 2012
P Stark	-	appointed 17 October 2012
W Allardes	-	ceased 8 April 2013

None of the Directors had any disclosable interest in the shares of the Company.

Financial instruments

The Company enters into no complex financial instruments.

Disclosure of information to Auditor

The Directors who held office at the date of approval of this Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware and each Director has taken all the steps that he/she ought to have taken as a Director to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Auditor

A resolution to re-appoint KPMG LLP as auditor of the Company will be put to the members at the Annual General Meeting.

On behalf of the Board



M Dorchester
Director
17 September 2013

Statement of Directors' responsibilities in respect of the Directors' Report and the financial statements

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

Under company law the Directors must not approve the financial statements unless they are satisfied that they 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 these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; 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 adequate accounting records that are sufficient to show and explain the Company's transactions and 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 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Independent Auditor's Report to the members of David MacBrayne HR (UK) Limited

We have audited the financial statements of David MacBrayne HR (UK) Limited for the year ended 31 March 2013 set out on pages 4 to 8. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK 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 2, the directors are responsible for the preparation of the 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 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 financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2013 and of its profit for the year then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

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

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, or returns adequate for our audit have not been received from branches not visited by us; or
- the 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.



**Martin Ross (Senior Statutory Auditor)
for and on behalf of KPMG LLP**

Chartered Accountants
191 West George Street
Glasgow
G2 2LJ

17 September 2013

**Profit and Loss Account
for the year ended 31 March 2013**

	Note	2013 £000	2012 £000
Turnover	2	1,791	1,631
Cost of sales		(1,510)	(1,330)
Gross profit		281	301
Administrative expenses		(259)	(275)
Operating profit	3	22	26
Interest receivable		1	-
Profit on ordinary activities before taxation	3	23	26
Tax on profit on ordinary activities	5	2	(5)
Profit on ordinary activities after taxation	9	25	21

There are no other recognised gains or losses for the year.

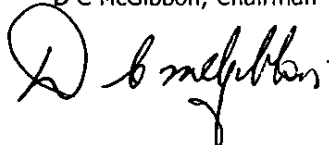
David MacBrayne HR (UK) Limited/Company Number SC282760/31 March 2013

Balance Sheet
as at 31 March 2013

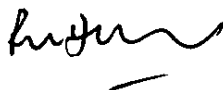
	Note	2013 £000	2012 £000
Current assets			
Debtors	6	480	333
Cash at bank and in hand		226	92
		<u>706</u>	<u>425</u>
Creditors			
Amounts falling due within one year	7	(623)	(367)
		<u>83</u>	<u>58</u>
Net current assets			
		<u>83</u>	<u>58</u>
Total assets less current liabilities			
		<u>83</u>	<u>58</u>
Capital and reserves			
Called up share capital	8	-	-
Profit and loss account	9	83	58
		<u>83</u>	<u>58</u>
Shareholder's funds			
		<u>83</u>	<u>58</u>

These financial statements were approved by the Board of Directors and signed on 17 September 2013 on its behalf by:

D C McGibbon, Chairman



R L Drummond, Director



The accompanying notes are an integral part of these financial statements

Notes on the financial statements

1. Accounting policies

(a) Basis of preparation

These financial statements have been prepared under the historical cost accounting convention and in accordance with applicable accounting standards. A summary of the more important accounting policies, which have been applied consistently, is set out below. The financial statements have been prepared on a going concern basis, which the Directors believe to be appropriate.

(b) Taxation

The charge for taxation is based upon the result for the year and, where appropriate, takes into account tax deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

(c) Pensions

The Company participates in the CalMac Pension Fund which provides benefits based on final pensionable salary.

Accordingly, as required by FRS 17: Retirement Benefits, the Company accounts for the scheme as if it were a defined contribution scheme. As a result, the amount charged to the profit and loss account represents the contributions payable to the scheme in respect of the accounting period.

2. Turnover

Turnover represents the net value of human resource services invoiced excluding VAT.

3. Profit on ordinary activities before tax

The Profit is stated after charging/(crediting):

	2013	2012
	£000	£000
Auditor's remuneration - audit of these financial statements	8	8
- other services relating to tax	2	2
Agency staff costs	-	11
Interest receivable - bank	(1)	-
	<hr/>	<hr/>

4. Employee information

Staff costs

The aggregate payroll costs were as follows:

	2013	2012
	£000	£000
Wages and salaries	894	820
Social security costs	85	82
Other pension costs	173	160
	<hr/>	<hr/>
	1,152	1,062
	<hr/>	<hr/>

Directors' remuneration

	2013	2012
	£000	£000
Directors' emoluments, including performance payments and benefits in kind	96	115
Compensation for loss of office	87	-
Company contributions to a defined benefit pension scheme	21	21
Accrued pension at 31 March	3	2
	<hr/>	<hr/>
	207	138
	<hr/>	<hr/>

Employee numbers

The average number of persons employed by the Company (including one Director) during the year was 21 (2012: 24).

Notes on the financial statements continued

5. Taxation

The tax on profit on ordinary activities is made up as follows:

	2013 £000	2012 £000
UK corporation tax on profit for the year	5	6
Adjustment in respect of prior periods	(7)	(1)
	<hr/>	<hr/>
Tax on profit on ordinary activities	(2)	5
	<hr/>	<hr/>

The tax assessed for the year differs from the application of the standard rate of corporation tax in the UK to the profit on ordinary activities before tax. The differences are explained below:

	2013 £000	2012 £000
Profit on ordinary activities before tax	23	26
	<hr/>	<hr/>
UK corporation tax at 20% (2012:20%)	5	5
	<hr/>	<hr/>
Effects of:		
Items not allowable for tax purposes	-	1
Adjustment in respect of prior period	(7)	(1)
	<hr/>	<hr/>
Corporation tax for the year	(2)	5
	<hr/>	<hr/>

6. Debtors and prepayments

	2013 £000	2012 £000
Other debtors	29	13
Prepayments and accrued income	5	8
Amounts owed by group undertakings	445	312
Corporation tax	1	-
	<hr/>	<hr/>
	480	333
	<hr/>	<hr/>

7. Creditors: amounts falling due within one year

	2013 £000	2012 £000
Trade creditors	214	104
Other creditors and accruals	229	123
Amounts owed to group undertakings	180	134
Corporation tax	-	6
	<hr/>	<hr/>
	623	367
	<hr/>	<hr/>

8. Called up share capital

	2013 £000	2012 £000
Authorised		
1,000 Ordinary Shares of £1	1	1
	<hr/>	<hr/>
Allotted, called up and fully paid		
1 Ordinary Share of £1	-	-
	<hr/>	<hr/>

Notes on the financial statements continued

9. Profit and loss reserves

	2013	2012
	£000	£000
At beginning of year	58	37
Profit for the year	25	21
	<hr/>	<hr/>
At end of year	83	58
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10. Pension arrangements

A large number of the Company's employees are members of the CalMac Pension Fund which is a multi-employer defined benefit scheme (the 'Scheme' or the 'CalMac Scheme'). The Company is a participating employer in the CalMac Scheme, which is operated by Caledonian Maritime Assets Ltd ('CMAL'), a company also wholly owned by Scottish Ministers. As the Trustees of the CalMac Scheme are unable to identify the Company's share of the underlying assets and liabilities of the Scheme on a consistent and reasonable basis, the Company is accounting for the Scheme in its financial statements as if the Scheme was a defined contribution scheme. Although CMAL is responsible for the financial arrangements to meet past deficits in the CalMac Scheme, the Company also has continuing obligations to fund such deficit repair contributions as are agreed from time to time between CMAL, the Scheme trustees and the participating employers.

The latest full triennial actuarial valuation of the CalMac Scheme as at 6 April 2009, carried out by an independent actuary, showed that the scheme had liabilities of £72.5m, assets of £44.5m and, consequently, a deficit of £28.0 million. Whilst the results of the next full actuarial valuation, which will be performed as at 6 April 2012, are not expected to be available until late 2013, the Scheme actuaries have performed periodic funding updates on behalf of the Trustees, the latest of which indicates that the Scheme deficit position identified as at 6 April 2009 is likely to have increased significantly since that date.

As a participating employer, the Company may become party to a Deficit Reduction Plan with the Pensions Trustees in relation to the CalMac Scheme which may require the Company to pay additional employer contributions. The Directors consider that any liability the Company has in relation to the CalMac Scheme in respect of any such deficit reduction plan will ultimately be funded by Scottish Ministers.

11. Cash flow statement

Under FRS 1, the Company is exempt from the requirement to prepare a cash flow statement on the grounds that it is a wholly owned subsidiary and the parent undertaking includes the Company in its published consolidated financial statements.

12. Related party transactions

Under FRS 8, the Company is exempt from the requirement to disclose related party transactions with group undertakings as it is a wholly owned subsidiary of a parent undertaking which prepares and publishes consolidated financial statements.

Details of transactions with other related parties are as follows:

	2013	2012
	£000	£000
Transactions during the year - (payable):		
Caledonian Maritime Assets Ltd.		
- staff costs	(81)	(79)
	<hr/>	<hr/>
Amounts due at end of year - (payable):		
Caledonian Maritime Assets Ltd.		
- staff costs	-	-
	<hr/>	<hr/>

13. Ultimate parent company

The Company is a wholly owned subsidiary of David MacBrayne Ltd., which is wholly owned by the Scottish Ministers. The Group in which the Company's results are consolidated is that headed by David MacBrayne Ltd., which is incorporated in the United Kingdom. No other Group financial statements include the Company's results.

The consolidated financial statements are available to the public and copies may be obtained from the parent company's registered office at the Ferry Terminal, Gourrock, PA19 1QP and are also available on the parent Company's website.

Corporate information

Registered office The Ferry Terminal
Gourock
PA19 1QP

Auditor KPMG LLP

Solicitors Pinsent Masons

Bankers The Royal Bank of Scotland plc

Principal insurers The North of England Protecting & Indemnity Association

Website Parent company: www.david-macbrayne.co.uk