

GREAT MARSH LIMITED

Report and Financial Statements

31 March 2005



Deloitte & Touche LLP
Southampton

REPORT AND FINANCIAL STATEMENTS 2005

| CONTENTS | Page |
|---|-------------|
| Officers and professional advisers | 1 |
| Directors' report | 2 |
| Statement of directors' responsibilities | 3 |
| Independent auditors' report | 4 |
| Profit and loss account | 5 |
| Balance sheet | 6 |
| Notes to the accounts | 7 |

REPORT AND FINANCIAL STATEMENTS 2005

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

J R Coninx
J Roberts
A R Tomkins

SECRETARY

G Hemmings

REGISTERED OFFICE

5 - 6 The Square
Winchester
Hampshire
SO23 9WE

BANKERS

Bank of Scotland
38 Threadneedle Street
London
EC2P 2EH

AUDITORS

Deloitte & Touche LLP
Chartered Accountants and Registered Auditors
Southampton

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the year ended 31 March 2005.

PRINCIPAL ACTIVITIES

The principal activities of the company were the provision of services for the chemical and oil industries including blending, storage, toll manufacture and waste handling.

REVIEW OF DEVELOPMENTS AND FUTURE PROSPECTS

The company completed the closure and run down of its business and is expected to be a dormant company in future years.

RESULTS AND DIVIDENDS

The results of the company for the year are set out on page 5. The directors do not recommend payment of a dividend (2004: £nil).

DIRECTORS AND THEIR INTERESTS

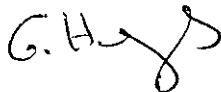
The current directors, all of whom served throughout the year, are listed on page 1.

The company is a wholly owned subsidiary undertaking of Burt Boulton Holdings Limited. Under SI 1985 Number 802 declarations by J Roberts, who is the ultimate controlling party, J R Coninx and A R Tomkins of interests in the share capital of Thomas Roberts Estates Limited, the parent company of Burt Boulton Holdings Limited, and its wholly owned subsidiaries are made in the accounts of that company.

AUDITORS

Elective resolutions to dispense with holding annual general meetings, the laying of accounts before the company in general meeting and the appointment of auditors annually are currently in force. The auditors, Deloitte & Touche LLP, will therefore be deemed to have been reappointed at the end of the period of 28 days beginning with the day on which copies of this report and accounts are sent to members unless a resolution is passed under Section 393 of the Companies Act 1985 to the effect that their appointment be brought to an end.

Approved by the Board of Directors and signed on behalf of the Board



G Hemmings
Company Secretary
11 August 2005

STATEMENT OF DIRECTORS' RESPONSIBILITIES

United Kingdom 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 as at the end of the financial year and of the profit or loss for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed; and
- prepare the financial statements on a going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records, which 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 1985. They 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.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GREAT MARSH LIMITED

We have audited the financial statements of Great Marsh Limited for the year ended 31 March 2005 which comprise the profit and loss account, the balance sheet and the related notes 1 to 18. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. 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 auditors' 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 auditors

As described in the statement of directors' responsibilities, the company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and auditing standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the directors' report for the above year and consider the implications for our report if we become aware of any apparent misstatements.

Basis of audit opinion

We conducted our audit in accordance with United Kingdom auditing standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs at 31 March 2005 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Deloitte & Touche LLP
Chartered Accountants and Registered Auditors
Southampton

19 August 2005

PROFIT AND LOSS ACCOUNT
Year ended 31 March 2005

| | Note | 2005 £ | 2004 £ |
|---|--------|-----------|-------------|
| TURNOVER: discontinued operations | 1 | - | 1,600,414 |
| Cost of sales | 2 | 84,718 | (1,375,287) |
| Gross profit | | 84,718 | 225,127 |
| Distribution costs | | - | (1,395) |
| Administrative expenses | | - | (177,840) |
| OPERATING PROFIT: discontinued operations | 3 | 84,718 | 45,892 |
| Loss on termination of operation | 6 | (90,391) | (746,628) |
| Interest receivable | 7 | 23,478 | 27,242 |
| Interest payable | 8 | - | (1,835) |
| PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION | | 17,805 | (675,329) |
| Tax on profit/(loss) on ordinary activities | 9 | 10,452 | 3,582 |
| RETAINED PROFIT/(LOSS) FOR THE FINANCIAL YEAR | 13, 14 | 28,257 | (671,747) |

There have been no gains or losses that have not been recognised in the profit and loss account for the current year or the prior year. Accordingly, a statement of total recognised gains and losses has not been prepared.

BALANCE SHEET
31 March 2005

| | Note | £ | 2005 £ | £ | 2004 £ |
|---|------|---------|-----------|-----------|-----------|
| CURRENT ASSETS | | | | | |
| Debtors | 10 | 356,481 | | 18,642 | |
| Cash at bank and in hand | | - | | 821,148 | |
| | | | | <hr/> | |
| | | 356,481 | | 839,790 | |
| CREDITORS: amounts falling due within one year | | | | | |
| | 11 | - | | (511,566) | |
| | | | | <hr/> | |
| NET CURRENT ASSETS | | | 356,481 | | 328,224 |
| | | | <hr/> | | <hr/> |
| TOTAL ASSETS LESS CURRENT LIABILITIES | | | 356,481 | | 328,224 |
| | | | <hr/> | | <hr/> |
| NET ASSETS | | | 356,481 | | 328,224 |
| | | | <hr/> | | <hr/> |
| CAPITAL RESERVES | | | | | |
| Called up share capital | 12 | | 250,000 | | 250,000 |
| Profit and loss account | 13 | | 106,481 | | 78,224 |
| | | | <hr/> | | <hr/> |
| EQUITY SHAREHOLDERS' FUNDS | 14 | | 356,481 | | 328,224 |
| | | | <hr/> | | <hr/> |

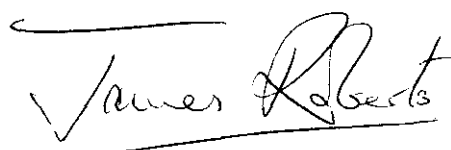
These financial statements were approved by the Board of Directors on 11 August 2005.

Signed on behalf of the Board of Directors



J R Coninx
Director

J Roberts
Director



NOTES TO THE ACCOUNTS

Year ended 31 March 2005

1. ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable United Kingdom accounting standards. The particular accounting policies adopted are described below.

Accounting convention

The financial statements are prepared under the historical cost convention.

Turnover

Turnover, all of which is derived in the United Kingdom from the company's principal activities, comprises sales to external customers, excluding value added tax.

Turnover is recognised on delivery of the related goods and services.

Deferred taxation

Deferred taxation is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements.

Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered.

Deferred tax assets and liabilities are not discounted.

Leases

Assets held under finance leases and hire purchase contracts are capitalised at their fair value on the inception of the leases and depreciated over their estimated useful lives. The finance charges are allocated over the period of the lease in proportion to the capital amount outstanding.

Rentals under operating leases are charged to profit and loss account in equal annual amounts over the lease term.

Pension costs

Pension contributions are charged to the profit and loss account as incurred. These contributions are invested separately from the company's assets.

2. COST OF SALES

The exceptional profit in the current financial year relates entirely to a rates refund. There was no such transaction in the prior year.

NOTES TO THE ACCOUNTS
Year ended 31 March 2005

3. OPERATING PROFIT

| | 2005 £ | 2004 £ |
|---|-------------------|-------------------|
| Operating profit is arrived at after charging: | | |
| Depreciation of tangible fixed assets: | | |
| - owned | - | 106,283 |
| - held under hire purchase contracts | - | 5,789 |
| Auditors' remuneration | 2,500 | 7,500 |
| Operating leases: | | |
| - hire of plant and machinery | - | 53,475 |
| - other operating leases | - | 12,744 |
| | <u> </u> | <u> </u> |

4. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

| | 2005 £ | 2004 £ |
|--|-------------------|----------------|
| Directors' emoluments | | |
| Emoluments | <u> </u> | <u>56,905</u> |
| | No. | No. |
| Number of directors with benefits accruing under defined benefit schemes | <u> </u> | <u>1</u> |
| | £ | £ |
| Staff costs during the year (including directors) | | |
| Wages and salaries | - | 475,150 |
| Social security costs | - | 46,761 |
| Redundancy costs | - | 240,714 |
| Other pension costs (see note 4) | 119,644 | 4,620 |
| | <u>119,644</u> | <u>767,245</u> |
| | No. | No. |
| Average number of persons employed | | |
| Production staff | - | 12 |
| Administration staff | - | 6 |
| | <u> </u> | <u>21</u> |

NOTES TO THE ACCOUNTS

Year ended 31 March 2005

5. PENSION COSTS

The company participates in two pension schemes with the assets of the schemes held separately from those of the company in independently administered funds.

The principal scheme open to all eligible employees is a defined contribution group personal pension plan. Contributions payable by the company amount to £nil (2004: £4,620). All contributions were paid in the year.

The company also participates in the Thomas Roberts Group Pension Fund, which is a defined benefit scheme closed to new members with effect from 6 August 2001. This is a multi-employer scheme and the company is unable to identify its share of the underlying assets and liabilities on a consistent and reasonable basis. Accordingly, the profit and loss account is charged with the contributions made to the scheme as if it was a defined contribution scheme. Contributions payable by the company amount to £119,644 (2004: £nil). This pension cost is a debt on the employer being calculated as the company's contribution to the minimum funding deficit following Great Marsh Limited ceasing to have any participating employees in the Thomas Roberts Group Pension Fund from 31 March 2004.

The pension costs are based on the most recent actuarial valuation, which was completed with an effective date of 31 March 2004. The total market value of the scheme's assets as at the review date was £36.1 million and the actuarial value of those assets represented 72% of the liability for benefits accrued for service to the review date.

6. LOSS ON TERMINATION OF OPERATION

These costs represent the net costs and recoveries as part of the closure of business on 31 December 2003 following the termination of a contract with its major customer.

7. INTEREST RECEIVABLE

| | 2005 £ | 2004 £ |
|---|---------------|---------------|
| Interest receivable from parent company | - | 2,836 |
| Other interest receivable | 23,478 | 24,406 |
| | <u>23,478</u> | <u>27,242</u> |

8. INTEREST PAYABLE

| | 2005 £ | 2004 £ |
|--|-----------|--------------|
| Interest payable in respect of finance leases repayable within 5 years | - | 1,835 |
| | <u>-</u> | <u>1,835</u> |

NOTES TO THE ACCOUNTS

Year ended 31 March 2005

9. TAX ON PROFIT/(LOSS) ON ORDINARY ACTIVITIES

| Analysis of tax credit on ordinary activities: | 2005 £ | 2004 £ |
|---|-----------|-----------|
| United Kingdom corporation tax at 30% based on the profit/(loss) for the year | (3,383) | - |
| Adjustment in respect of prior years | 13,835 | 3,582 |
| Total tax credit for year | 10,452 | 3,582 |

The tax assessed for the period is lower (2004: lower) than that resulting from applying the standard 30% rate of corporation tax in the UK (2004: 30%). The differences are explained below:

| | 2005 % | 2004 % |
|---|-----------|-----------|
| Standard tax rate for period as a percentage of profit/(losses) | 30 | 30 |
| Effects of: | | |
| Marginal relief | (11) | - |
| Capital allowances in excess of depreciation | - | (1) |
| Surrender of losses as group relief not paid for | - | (27) |
| Utilisation of tax losses | - | (7) |
| Movement in short term timing differences | - | 8 |
| Net book value of ineligible assets | - | (3) |
| Prior period adjustments | (78) | 1 |
| Current tax rate for period as a percentage of profits/(losses) | (59) | 1 |

10. DEBTORS

| | 2005 £ | 2004 £ |
|-----------------------------------|-----------|-----------|
| Trade debtors | - | 5,664 |
| Amount due from group undertaking | 356,481 | - |
| Other taxes recoverable | - | 12,978 |
| | 356,481 | 18,642 |

All amounts are due within one year.

11. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

| | 2005 £ | 2004 £ |
|----------------------------------|-----------|-----------|
| Trade creditors | - | 17,799 |
| Amounts due to group undertaking | - | 119,445 |
| Other taxes and social security | - | 1,989 |
| Accruals and deferred income | - | 372,333 |
| | - | 511,566 |

NOTES TO THE ACCOUNTS**Year ended 31 March 2005****12. CALLED UP SHARE CAPITAL**

| | 2005 £ | 2004 £ |
|---|-----------|-----------|
| Authorised, allotted, called up and fully paid: 250,000 ordinary shares of £1 each | 250,000 | 250,000 |

13. PROFIT AND LOSS ACCOUNT

| | £ |
|------------------------------|---------|
| At 1 April 2004 | 78,224 |
| Retained profit for the year | 28,257 |
| At 31 March 2005 | 106,481 |

14. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

| | 2005 £ | 2004 £ |
|-------------------------------------|-----------|-----------|
| Opening shareholders' funds | 328,224 | 999,971 |
| Retained profit/(loss) for the year | 28,257 | (671,747) |
| Closing shareholders' funds | 356,481 | 328,224 |

15. CONTINGENT LIABILITIES

Under a group registration the company is jointly and severally liable for value added tax due by other group companies. At 31 March 2005 this contingent liability amounted to £37,186 (2004: £87,000).

16. RELATED PARTY TRANSACTIONS

During the year the following transactions took place with connected companies under common control:

The company paid management fees to Thomas Roberts (Westminster) Limited amounting to £nil (2004: £203,084).

The company paid rent to Burt Boulton Holdings Limited amounting to £165,000 which was included in the 2004 closure accruals (2004: £330,000).

The company received interest from Thomas Roberts Industries Limited amounting to £nil (2004: £2,836)

As at 31 March 2005 the company had balances of £356,481 (2004: £82,500 owing to) owing from Burt Boulton Holdings Limited and £nil (2004: £36,945) owing to Thomas Roberts (Westminster) Limited respectively.

17. ULTIMATE PARENT COMPANY

At the year end the company's ultimate parent company was Thomas Roberts Estates Limited which is incorporated in the United Kingdom. Copies of the financial statements of this company can be obtained from Companies House, Crown Way, Maindy, Cardiff, CF4 3UZ.

NOTES TO THE ACCOUNTS

Year ended 31 March 2005

18. ULTIMATE CONTROLLING PARTY

The company's ultimate controlling party is Mr J Roberts.