TERRAPIN LIMITED

FINANCIAL STATEMENTS
FOR THE 52 WEEKS ENDED
30 SEPTEMBER 2007

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# **Financial Statements**

For the 52 weeks ended 30 September 2007

Company registration number:

687831

Registered office:

South House Bond Avenue Multon Keynes MK1 1JJ

Directors:

G W M Orr P Howlett-White

A J Day W J Eyres D N Pollington R MacDonald

Secretary:

A J Day

Bankers:

Lloyds TSB Bank plc Central Milton Keynes

**Solicitors** 

Shoosmiths

Central Milton Keynes

Auditor

Grant Thornton UK LLP Registered Auditor Chartered Accountants Central Milton Keynes

# Financial Statements For the 52 weeks ended 30 September 2007

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## Report of the Directors

#### Report of the Directors

The directors present their report together with the financial statements for the 52 weeks ended 30 September 2007.

#### **Principal Activity**

The company is principally engaged in the design and construction of buildings and the manufacture of building components for sale, lease or hire

#### Results and Dividends

The profit for the period amounted to £720,000 (2006: £536,000) A dividend of £5,683,754 (2006. nil) was paid on 10 December 2007.

## **Business Review**

The company has suffered a slight reduction in turnover (4%) from that of last year, but pre-tax profits have increased significantly (61%) over that achieved in 2006. The active management of the overall business process from start to finish has been a significant contributor to this improvement in profitability.

The company has successfully diversified into the custodial market, contributing 25% of the overall turnover for the period. The company successfully handed over its first Category C accommodation block in July 2007. As a direct result of the performance on this first project, the company secured two further accommodation blocks which were delivered in late 2007. In addition, the company was also awarded a significant contract to provide a number of ancillary buildings at a custodial facility in Norfolk, which were again successfully delivered within programme. The buoyancy of this market, coupled with the strong reputation built by the company over the year, offers considerable opportunities for growth in the medium term

The year has seen the end of the manufacturing phase of the successful Colchester Garrison project with overall completion of the Terrapin site-works occurring in late December 2007.

The year has seen significant efforts on further improving the interface with our clients throughout the process, including the introduction of a dedicated field-based Customer Care Team. This has resulted in further improvements in customer satisfaction scores and a reduction in the amount of snagging works at handover and defects thereafter. These efforts are similarly reflected in the increasing number of referrals and repeat business that is being awarded to the company.

Training and development remain a priority going forward with significant investment made during the period and planned on an ongoing basis

### Principal Risks and Uncertainties

The principal risk to the business is the uncertainty of a consistent supply of suitable orders to maintain production in the factory. As Government policy is to encourage offsite manufacture, the long term outlook should be favourable

# Report of the Directors (continued)

## Financial Risk Management Objectives and Policies

There are always risks associated with the building and contracting industries where there are the possibilities of cost overruns on projects and disputed claims. With detailed and regular project management accounts, a conservative attitude to profit taking plus a wide client base, this risk is minimised as far as possible.

The company seeks to manage liquidity risk by ensuring that sufficient cash resources are available to meet the foreseeable needs. In addition to the actions mentioned above the Company has a regular income from its building hire contracts.

## Research and Development

Research and development work during the year was largely devoted to the development of the Prospex module for custodial use. There has been an increasing emphasis on sustainability and environmental issues which are both of increasing importance to customers

#### **Directors**

The directors in office at the end of the period are listed below. All served throughout the period with exceptions noted below:

P. Howlett-White

W. J. Eyres

A. J Day G. W. M. Orr (appointed 16 October 2006)

(appointed 10 August 2007)

W J Eyres retires by rotation and, being eligible, offers himself for re-election at the Annual General Meeting

N S Whitehouse resigned as a director on 10 August 2007 D. N. Pollington was appointed a director on 20 November 2007. R. MacDonald was appointed a director on 7 January 2008.

## Directors' Responsibilities

The directors are responsible for preparing the Annual 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 the directors have elected to prepare financial statements in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice). The financial statements are required by law to 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
- 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 proper accounting records that 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

# Report of the Directors (continued)

## Directors' Responsibilities (continued)

In so far as the directors are aware:

- there is no relevant audit information of which the company's auditors are unaware, and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

#### Auditors

Grant Thornton UK LLP offer themselves for reappointment as auditors in accordance with section 385 of the Companies Act 1985.

BY ORDER OF THE BOARD

A J Day Secretary

22 January 2008

## Grant Thornton &

## Report of the Independent Auditor

to the members of Terrapin Limited

We have audited the financial statements of Terrapin Limited for the period ended 30 September 2007 which comprise the principal accounting policies, the profit and loss account, the balance sheet and notes 1 to 22. 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 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 auditors

The directors' responsibilities for preparing the Report of the Directors and financial statements in accordance with United Kingdom law and Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

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 to you whether in our opinion the information given in the Report of the Directors is consistent with the financial statements.

In addition we report to you if, in our opinion, 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 other transactions is not disclosed

We read the Report of the Directors and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 30 September 2007 and of its profit for the period then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and

• the information given in the Report of the Directors is consistent with the financial statements

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GRANT THORNTON UK LLP REGISTERED AUDITOR CHARTERED ACCOUNTANTS

Central Milton Keynes

22 January 2008

## **Principal Accounting Policies**

For the 52 weeks ended 30 September 2007

#### Basis of preparation

The financial statements have been prepared under the historical cost convention.

The principal accounting policies of the company are set out below. They have remained unchanged from the previous period.

#### Turnover

Turnover is the total amount receivable by the company for goods supplied and services provided, excluding VAT and trade discounts. In the case of long term contracts, turnover reflects the contract activity in the period.

Operating lease income is taken to turnover in equal monthly instalments over the period of hire and amounts received in advance attributable to the subsequent accounting period are treated as deferred income

#### Depreciation

Tangible fixed assets are stated at cost, net of depreciation. Depreciation is calculated to write down the cost of all tangible fixed assets by equal annual instalments over their estimated useful economic lives. The rates generally applicable are:

Motor vehicles 25%
Furniture and equipment 20% - 33%
Plant and machinery 10% - 20%

#### Components for hiring

Components and building units for hiring are stated at cost less accumulated amortisation. Amortisation is calculated to write off the cost of a unit by equal monthly instalments over the estimated useful life of each of its principal components.

Rehabilitation costs incurred in preparing components and building units for hire and the associated installation costs are capitalised at cost and amortised on a straight line basis over the period of hire.

Site restoration costs, including the cost of dismantling the units, are capitalised. These costs are written off over the period of the hire contract

#### Research and development

Research and development expenditure is charged to profits in the period in which it is incurred.

#### Stocks and work in progress

Stocks and work in progress are stated at the lower of cost and net realisable value.

## **Principal Accounting Policies**

For the 52 weeks ended 30 September 2007

#### Long term contracts

The attributable profit on long-term contracts is recognised once their outcome can be assessed with reasonable certainty. The profit recognised reflects the proportion of work completed to date on the project

Costs associated with long term contracts are included in stock to the extent that they cannot be matched with contract work accounted for as turnover.

Long term contract balances included in stocks are stated at cost after provision has been made for any foreseeable losses and the deduction of applicable payments on account

Full provision is made for losses on all contracts in the year in which the loss is first foreseen.

#### Deferred taxation

Deferred taxation is recognised on all timing differences where the transactions or events that give the company an obligation to pay more tax in the future, or a right to pay less tax in the future, have occurred by the balance sheet date. Deferred tax assets are recognised when it is more likely than not that they will be recovered. Deferred tax is measured using rates of tax that have been enacted or substantively enacted by the balance sheet date

#### Leased assets

Payments made under operating leases are charged to the profit and loss account on a straight-line basis over the lease term

Assets held under hire purchase agreements are capitalised and disclosed under tangible fixed assets at 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 over the periods of the leases and hire purchase contracts and represents a constant proportion of the balance of capital repayments outstanding

#### Retirement benefits

## Defined benefit pension scheme

The company participates in a group defined benefit scheme which became a paid up scheme on 31 July 2000 with the consequence that final salary benefits ceased to accrue from that date. It is unable to identify its share of the underlying assets and liabilities and as such the company accounts for its contributions to this scheme as a defined contribution scheme. The pension costs charged against operating profit are the contributions payable to the scheme in respect of the accounting period. Currently all contributions are met by the parent company.

#### Defined contribution pension scheme

The pension costs charged against operating profits are contributions payable to the scheme in respect of the accounting period.

#### Cash flow statement

The directors have taken advantage of the exemption from preparing a cashflow statement, which is available to a wholly owned subsidiary undertaking, where the parent publishes full consolidated accounts.

## **Principal Accounting Policies**

For the 52 weeks ended 30 September 2007

#### Financial instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities

Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the balance sheet. Finance costs and gains or losses relating to financial liabilities are included in the profit and loss account Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity

# Profit and Loss Account

For the 52 weeks ended 30 September 2007

	Note	2007 £'000	2006 £'000
Turnover	1	27,342	28,589
Cost of sales		(22,367)	(23,961)
Gross profit		4,975	4,628
Administrative expenses		(4,083)	(4,043)
Operating profit		892	585
Net interest	2	16	(22)
Profit on ordinary activities before taxation	1	908	563
Tax on profit on ordinary activities	4	(188)	(27)
Profit for the financial period, transferred to reserves	16	720	536

There were no recognised gains or losses other than the profit for the financial period.

All of the company's activities are classified as continuing.

The accompanying accounting policies and notes form an integral part of these financial statements

# **Balance Sheet**

As at 30 September 2007

	Note	30 Septem			ber 2006
		£,000	£'000	£'000	£'000
Fixed assets					
Components for hung	6		1,883		2,725
Other tangible assets	7		499		496
					2.224
			2,382		3,221
Current assets					
Stocks	8	1,475		3,049	
Debtors - due after more than one year	9	116		339	
Debtors - due within one year	9	9,425		8,613	
Cash at bank and in hand		1,720		621	
		12,736		12,622	
Creditors: amounts falling due within one year	10	(5,564)		(6,944)	
·					
Not assument appare			7 172		E / 70
Net current assets			7,172		5,678
			<del></del>		
Total assets less current liabilities			9,554		8,899
Creditors: amounts falling due after more than					
one year	11	(15)		(36)	
Dog ! ! Co. P. 1 !Pd 1 . 1	42	((20)		(747)	
Provisions for liabilities and charges	13	(672) ———		(716) ———	
			(687)		(752)
			<del></del>		———
			8,867		8,147
			====		===
Capital and reserves					
Called up share capital	15		500		500
Profit and loss account	16		8,367		7,6 <del>4</del> 7
	10				
Shareholders' funds	17		8,867		8,147
			<del></del>		===

The financial statements were approved by the Board of Directors on 22 January 2008.

P Howlett-White

Director

The accompanying accounting policies and notes form an integral part of these financial statements

# Notes to the Financial Statements

For the 52 weeks ended 30 September 2007

## 1. Turnover and profit on ordinary activities before taxation

In the opinion of the directors there is one class of business as described in the report of the directors. All sales were made within the United Kingdom

The profit on ordinary activities is stated after:

	2007 £'000	2006 £'000
Auditors remuneration Audit services		4-7
Audit services	44	37
Depreciation and amortisation		
Components for hiring	1 <b>,176</b>	922
Other tangible fixed assets	117	125
Assets held on finance lease	10	14
Hire of plant and machinery	-	9
Other operating lease rentals	412	514
Research and development	40	111

Turnover includes income of £2,056,932 (2006: £2,259,449) in respect of operating leases.

## 2. Net interest

	2007 £'000	£'000
Other interest receivable Interest payable on bank loans and overdrafts Interest payable on hire purchase and finance leases	21 (5)	(6) (16)
Net interest	16	(22)

## Notes to the Financial Statements (continued)

For the 52 weeks ended 30 September 2007

## 3. Directors and employees

Staff costs during the period were as follows:

	<del></del>	
	4,074	4,067
Other pension costs	309	202
Social security costs	333	340
Wages and salanes	3,432	3,525
	000.3	£,000
	2007	2000

The average number of employees of the company during the period was:

	2007 Number	2006 Number
Administrative Production	72	74
Production	71	82
	143	156

The company is a member of a funded group defined benefit pension scheme and a defined contribution group personal pension scheme. The company accounts for the group defined benefit scheme as a defined contribution scheme as it is unable to identify its share of the underlying assets and liabilities. The financial statements of the holding company, Terrapin International Limited, contain details of the actuarial valuation of the group defined benefit scheme.

The group defined benefit pension scheme became a fully paid up scheme on 31 July 2000.

Remuneration in respect of directors was as follows

	2007 £'000	2006 £'000
Emoluments Pension contributions to defined benefit and money purchase pension schemes	206 30	337 568
	236	905

During the period 3 directors (2006. 3) participated in a defined contribution pension scheme.

The amounts set out above include remuneration in respect of the highest paid director as follows

	2007 £'000	2006 £'000
Emoluments Pension contributions to defined benefit pension schemes	82 13	65 309
	95	374

The amounts of pension contributions in respect of directors include amounts paid by the parent company

2006

2007

# Notes to the Financial Statements (continued)

For the 52 weeks ended 30 September 2007

## 4. Tax on profit on ordinary activities

The taxation (credit)/charge is based on the result for the period and is made up as follows:

	2007 £`000	£'000
UK corporation tax at 30% Adjustment in respect of prior periods	(26)	(3)
Total current tax	(26)	(3)
Origination and reversal of timing differences - current period - in respect of prior periods	168 19	30
Effect of decreased tax rate	187 27	30
Total deferred tax	214	30
Tax on profit on ordinary activities	188	27

The tax assessed for the period is different from the standard rate of UK corporation tax of 30%. The differences are explained as follows.

	2007 £`000	2006 £'000
Profit on ordinary activities before tax multiplied by standard rate of UK corporation tax of 30%	272	169
Effect of		
Expenses not allowable for tax purposes	4	4
Capital allowances for the period in excess of depreciation		(30)
Depreciation in excess of capital allowance for the period	319	`-
R & D tax credit	(8)	(14)
Group relief	(5Ì7)	(129)
Other timing differences	(70)	
Adjustment to tax charge of prior periods	(26)	(3)
Current tax (credit)/charge for period	(26)	(3)

# Notes to the Financial Statements (continued) For the 52 weeks ended 30 September 2007

#### Dividends 5.

A dividend of £5,683,754 (2006: nil) was paid on 10 December 2007 to Terrapin International Limited.

## Components for hiring

	Total £'000	Components and building units £'000	Site restoration costs
Cost			
At 2 October 2006	10,525	9,809	716
Additions	334	276	58
Disposals	(916)	(814)	(102)
At 30 September 2007	9,943	9,271	672
Accumulated depreciation			
At 2 October 2006	7,800	7,298	502
Provided in the period	1,176	1,063	113
Eliminated on disposals	(916)	(814)	(102)
At 30 September 2007	8,060	7,547	513
Net book amount at 30 September 2007	1,883	1,724	159
Net book amount at 1 October 2006	2,725	2,511	214
	<del></del>		

# Notes to the Financial Statements (continued)

For the 52 weeks ended 30 September 2007

## 7. Other tangible assets

Total £'000	Furniture and equipment £'000	Motor vehicles £'000	Plant and machinery £'000
-			<i>7</i> 86
-	98		22
(80)	<u>-</u>	(80)	-
1,524	642	74	808
978	402	118	458
	71	15	41
(80)	-	(80)	-
1,025	473	53	499
499	169	21	309
496	142	26	328
	978 1,025 499	Total equipment £'000  1,474 544 130 98 (80) -  1,524 642  978 402 127 71 (80) -  1,025 473  499 169	Total equipment vehicles £'000 £'000  1,474 544 144 130 98 10 (80) - (80)  1,524 642 74  978 402 118 127 71 15 (80) - (80)  1,025 473 53  499 169 21

Included within the net book value of £499,000 is £65,000 (2006: £75,000) relating to assets held under finance lease and hire purchase agreements. The depreciation charged to the financial statements in the year in respect of such assets amounted to £10,000 (2006: £14,000).

## 8. Stocks

	<del></del>	
	1,475	3,049
Finished goods	53	60
Raw materials and consumables	254	51 <i>7</i>
Long-term contract balances	1,168	2,472
	000'3	£'000
	2007	2006

# Notes to the Financial Statements (continued) For the 52 weeks ended 30 September 2007

#### 9. **Debtors**

		2007 £'000	2006 £'000
	Amounts falling due after more than one year:	2 000	£ 000
	Deferred tax	116	339
		116	339
	Amounts falling due within one year:	<del>3 3</del>	
	Trade debtors	3,512	3,308
	Amounts owed by group undertakings	5,689	5,144
	Amounts recoverable on contracts	64	29
	Other debtors	19	29
	Deferred tax	80	71
	Corporation tax recoverable	26	-
	Prepayments and accrued income	35	32
		9,425	8,613
10.	Creditors: amounts falling due within one year		
		2007	2006
		£'000	£,000
	Trade creditors	1,915	1,695
	Social security and other taxes	141	438
	Amounts due under finance leases and hire purchase	20	19
	Other creditors	7	6
	Accruals	2,473	3,767
	Deferred income	1,008	1,019
		5,564	6,944
11.	Creditors: amounts falling due after more than one year		
		2007	2006
		000°3	£,000
	Amounts due under finance leases and hire purchase	15	36
		15	36
		=====	

# Notes to the Financial Statements (continued)

For the 52 weeks ended 30 September 2007

## 12. Borrowings

Borrowings are repayable as follows:

	2007 £'000	2006 £'000
Within one year Amounts due under finance leases and hire purchase	20	19
After one and within two years Amounts due under finance leases and hire purchase	12	20
After two and within five years Amounts due under finance leases and hire purchase	4	16
	36	55

## 13. Provisions for liabilities and charges

	Return and dismantling provision £'000
At 2 October 2006 Provided during the period Utilised during the period	716 58 (102)
At 30 September 2007	672

Return and dismantling provision relates to the costs that will be incurred in dismantling and returning components at the termination of each hire contract. £321,000 (2006: £236,000) of the period end provision relates to costs that are expected to be incurred within one year. The remaining £351,000 (2006: £480,000) is expected to be incurred between one and ten years. The timing of these costs are calculated on the hire period of each contract at the balance sheet date. Any future changes in the hire contract will impact the timing of those transfers of economic benefit

# Notes to the Financial Statements (continued) For the 52 weeks ended 30 September 2007

## Deferred taxation

Deferred taxation is provided for in full as follows:

		Amount p	Amount provided	
			Asset	
		200 <i>7</i>	2006	
		0003	£000	
	Accelerated capital allowances	559	275	
	Short term timing differences	(363)	135	
		196	410	
			£'000	
	At 2 October 2006		410	
	Deferred tax debited in the profit and loss account for the period		(214)	
	At 30 September 2007		196	
			=	
15.	Share capital			
		2007	and 2006	
			2000	
	Authorised, allotted, called up and fully paid			
	Ordinary shares of £1 each		500 =====	
16.	Profit and loss account			
10,	1 fort and ioss account			
			£'000	
	At 2 October 2006		7,647	
	Profit for the period		720	
	At 30 September 2007		8,367	
17.	Reconciliation of movements in shareholders' funds			
		2007	2006	
		000'£	£,000	
	Profit for the financial period	720	536	
	Shareholders' funds at 2 October 2006	8,147	7,611	
	Shareholders' funds at 30 September 2007	8,867	8,147	

A dividend of £5,683,574 was paid on 10 December 2007

# Notes to the Financial Statements (continued)

For the 52 weeks ended 30 September 2007

#### 18. Capital commitments

The company had capital commitments of £57,000 at 30 September 2007 (1 October 2006: £nil)

#### 19. Contingent liabilities

The company has performance bonds outstanding at the period end with a value of £36,000 (2006: £30,000)

There is a group VAT registration in place in which Terrapin Limited is joint and severally liable for the group VAT liability. At the end of the year the liability amounts to £735,000 (2006 £349,000).

#### 20. Leasing commitments

Operating lease payments amounting to £524,000 (2006: £482,000) are due within one year The leases to which these amounts relate expire as follows:

	2007		2006	
	Land and buildings £'000	Other £'000	Land and buildings £'000	Other £'000
In one year or less Between one and five years	26 414	11 73	33 412	19 18
	440	84	445	37

#### 21. Transactions with related parties

As a wholly owned subsidiary of Terrapin International Limited, the company is exempt from the requirements of FRS8 to disclose the transactions with other members of the group headed by Terrapin International Limited.

## 22. Ultimate holding company and controlling related party

The ultimate holding company and controlling related party is Terrapin International Limited, a company registered in England and Wales.

The largest and smallest group of companies for which accounts are prepared is headed by Terrapin International Limited. Copies of the group accounts can be obtained from the registered office, Bond Avenue, Bletchley, Milton Keynes, MK1 1JJ