Registered No. 2544586

Report and Financial Statements

For the Year Ended 31 December 2005



Directors' Report For The Year Ended 31 December 2005

The Directors present herewith their report and the audited financial statements of the Company for the year ended 31 December 2005.

PRINCIPAL ACTIVITY

The principal activity of the company during the year was that of aircraft refuelling.

CONSTITUTION

Pentland Aviation Fuelling Services Limited is a joint venture company equally owned by ConocoPhillips Limited, BP International Limited, Kuwait Petroleum International Aviation Company (UK) Limited and Statoil ASA.

On 30 April 2005, the Aberdeen business and assets were sold to Grampian Aviation Fuelling Services Ltd and all operations at Aberdeen previously undertaken by the company ceased as of this date and loans due to ConocoPhillips Limited and BP International Limited part repaid as part of this transaction.

DIRECTORS' INTERESTS IN SHARES

None of the directors in office at the end of the year had any disclosable interests in the share capital of the company during the year.

REVIEW OF THE BUSINESS

A summary of the results for the year is given on page 5 of the Financial Statements.

The directors consider the results to be satisfactory.

RESULTS AND DIVIDENDS

The profit for the year, after taxation, amounted to £441,095 (2004: £572,061). The Directors paid a dividend of £760,734 during the year (2004: £nil).

The share capital is jointly owned by ConocoPhillips Limited, BP International Limited, Kuwait Petroleum International Aviation Company (UK) Limited and Statoil ASA and rank pari-passu in every respect (See note 13).

Directors' Report For The Year Ended 31 December 2005

DIRECTORS

The directors of the company during the year were:

AS Chubb

(Appointed 01 July 2005)

A Conway

R Crowe

(Appointed 01 May 2005)

PJ Dubenski

JA Grant

E Hatlebakk (Appointed 01 May 2005)

T Kjolberg

(Appointed 01 May 2005)

A Ljungmann (Appointed 01 May 2005)

RJ Scanlan

(Resigned 01 July 2005)

RJ Turner

MB Welch

(Appointed 01 May 2005, Resigned 01 January 2006)

There are no directors interests requiring disclosure under the Companies Act 1985. On 1 January 2006 T Simmons was appointed as director.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice.

Company law requires the directors to prepare financial statements for each year which give a true and fair view of the statement of affairs of the company and of the profit or loss of the company 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;
- 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 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. 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.

AUDITORS

Ernst & Young LLP have signified their willingness to continue in office and a resolution concerning their reappointment will be proposed at the forthcoming Annual General Meeting.

on behalf of the board
R P B Swallow
Company Secretary
Date Approved:

76 The Ottober 2006

Registered Office:

Portman House

2 Portman Street

London

W1H 6DU

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF PENTLAND AVIATION FUELLING SERVICES LIMITED

We have audited the company's financial statements for the year ended 31 December 2005 which comprise of the Profit and Loss Account, Balance Sheet, Cash Flow Statement, and the related notes 1 to 20. These financial statements have been prepared on the basis of 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

The directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and Accounting Standards (United Kingdom Generally Accepted Accounting Practice) as 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 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 other transactions is not disclosed.

We read the Directors' Report 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 31 December 2005 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Ernst & Young LLP Registered Auditor

Luton
Date 30 Odsles 2006

Profit And Loss Account For The Year Ended 31 December 2005

	NOTE	2005 £	2004 £
TURNOVER COST OF SALES	2	5,905,077 (1,833,691)	6,289,046 (1,899,136)
GROSS PROFIT		4,071,386	4,389,910
ADMINISTRATIVE EXPENSES OTHER OPERATING COSTS		(2,425,486) (825,150)	(2,365,352) (981,510)
OPERATING PROFIT	3	820,750	1,043,048
INTEREST RECEIVABLE	4	78,267	72,257
INTEREST PAYABLE	5	(180,690)	(214,165)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION TAX ON PROFIT ON ORDINARY ACTIVITIES	7	718,327 (277,232)	901,140 (329,079)
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		441,095	572,061
DIVIDENDS PAID		(760,734)	-
LOSS ON ORDINARY ACTIVITIES AFTER DIVIDENDS		(319,639)	572,061
RETAINED PROFIT BROUGHT FORWARD		1,865,669	1,293,608
RETAINED PROFIT CARRIED FORWARD		1,546,030	1,865,669

The notes on pages 8 to 16 form an integral part of these financial statements. All turnover and operating profit arise from continuing activity.

The profit for the year includes all recognized gains and losses incurred during the year.

The reconciliation of the movement in shareholders' funds is provided in Note 15.

Balance Sheet At 31 December 2005

	NOTE	2005 £	2004 £
FIXED ASSETS			
TANGIBLE ASSETS	8 _	4,122,702	4,965,994
CURRENT ASSETS			
DEBTORS	9	1,644,319	1,233,723
CASH AT BANK AND IN HAND	_	1,060,953	2,766,643
		2,705,272	4,000,366
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	10	(1,026,878)	(4,279,740)
NET CURRENT ASSETS / (LIABILITIES)		1,678,394	(279,374)
TOTAL ASSETS LESS CURRENT LIABILITIES	-	5,801,096	4,686,620
CREDITORS:			
AMOUNT FALLING DUE AFTER ONE YEAR	11	(3,170,200)	(1,585,100)
PROVISIONS FOR LIABILITIES AND CHARGES	12	(1,084,266)	(1,235,751)
NET ASSETS	-	1,546,630	1,865,769
FINANCED BY:		· · · · · · · · · · · · · · · · · · ·	
CALLED UP SHARE CAPITAL	13	600	100
PROFIT & LOSS ACCOUNT	14	-	1,865,669
OTHER RESERVES	14	1,546,030	-
EQUITY SHAREHOLDERS' FUNDS	15	1,546,630	1,865,769

APPROVED BY THE BOARD ON AND SIGNED ON ITS BEHALF BY

NAME A. CONNY SIGNATURE Stry (Sur

Cash Flow For The Year Ended 31 December 2005

	NOTE	2005 £	2004 £
Reconciliation of operating profit to net cash flow from operating activities		~	2
Operating Profit Depreciation charge Movement arising from change in discount rates on environmental provision Decrease in Environmental provision – no longer required		820,750 272,199 8,801 (152,286)	1,043,048 289,093 13,653
Increase in Debtors Decrease in Creditors Net cash (outflow) / inflow from operating activities		(410,596) (545,944) (7,076)	(45,645) 290,124 1,590,273
Cash flow statement			
Cash inflow from operating activities		(7,076)	1,590,273
Return on investments and servicing of finance	16	(102,423)	(141,908)
Taxation		(269,000)	(209,297)
Capital expenditure and financial investment Disposal of assets to Grampian Aviation	16	(379,316) 950,409	(250,886)
Equity dividends paid		(760,734)	•
Cash (Outflow) / Inflow before use of liquid resources and financing		(568,139)	998,182
Management of liquid resources		-	-
Issue of share capital Repayment of short term loan New long term loan		500 (2,723,150) 1,585,100	- - -
(Decrease) / Increase in cash in the year	17	(1,705,690)	988,182
Reconciliation of net cash flow to movement in net debt			
(Decrease) / Increase in cash Net cash outflow from decrease in loans Movement in net debt in the year Net debt at the start of the year		(1,705,690) 1,138,050 (567,639) (1,541,608)	988,182
Net debt at the end of the year	17	(2,109,247)	(1,541,608)

Notes To The Financial Statements

1) ACCOUNTING POLICIES

(a) BASIS OF PREPARATION

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

(b) TURNOVER

Turnover represents the net invoiced value of the aircraft refuelling service at predetermined throughput rates, and services provided, excluding VAT.

(c) <u>DEPRECIATION</u>

Depreciation is provided on all tangible assets at the following rates in order to write off the cost of the assets over their estimated useful lives.

Leasehold Land and Buildings – over the remainder of the lease, up to 30 years Plant and machinery - 16 to 20 years

The carrying values of tangible fixed assets are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable.

(d) **DEFERRED TAXATION**

Deferred tax is recognized in respect of all timing differences, arising from the different accounting and tax treatment of individual items in the financial statements, that have originated but not reversed at the balance sheet date and which will result in an obligation to pay more, or a right to pay less, tax in the future.

Deferred tax is measured on an undiscounted basis at the rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

(e) PROVISIONS FOR ENVIRONMENTAL COSTS

The total costs of reinstatement and surface restoration are recognised in the environmental provision. An external assessment is carried out on each site every 5 years.

(f) <u>DIVIDEND POLICY</u>

A dividend policy is established and under regular review.

2) TURNOVER

The turnover and pre-tax profits are wholly attributable to the company's main activities. All turnover relates to activities within the United Kingdom.

Notes To The Financial Statements

3) **OPERATING PROFIT**

This is stated after charging the	<u>2005</u>	<u>2004</u>
following:-	£	£
Management charges	32,480	27,178
Movement in environmental provision	8,801	13,653
Environmental provision no longer required	(152,286)	-
Auditor's remuneration	5,500	5,000
Depreciation	272,199	289,093

The management charges represent charges from the shareholders for the reimbursement of costs and expenses made in relation to directors' services. The directors are not remunerated by Pentland Aviation Fuelling Services Limited.

4) <u>INTEREST RECEIVABLE</u>

	<u>2005</u>	<u>2004</u>
	£	£
Interest receivable	78,267	72,257

5) <u>INTEREST PAYABLE</u>

	<u>2005</u>	<u>2004</u>
	£	£
Loan interest payable	180,690	214,165

6) STAFF COSTS

	<u>2005</u>	<u>2004</u>
	£	£
Staff Costs	_1,961,502	_1,871,869

There are no employees under contract to Pentland Aviation Fuelling Services Limited. The above costs are the gross employment costs recharged to Pentland Aviation Fuelling Services Limited under relevant operating agreements.

The costs are for an average of 53 personnel (2004: 66) in the year.

Notes To The Financial Statements

7) <u>TAXATION</u>

(a) Tax based on profit on ordinary activities:

	<u> 2005</u>	<u>2004</u>
Current tax:	£	£
UK corporation tax at 30% (2004: 30%)		
- in respect of current year	286,000	269,000
- in respect of previous periods	(768)	(921)
Total current tax	285,232	268,079
Deferred corporation tax at 30% (2004: 30%)		
- in respect of current year	(8,000)	61,000
Tax on profit on ordinary activities	277,232	329,079

(b) Factors affecting the current tax charge

The following table provides a reconciliation of the UK statutory corporation tax rate to the effective current tax rate of the Company on its profit before tax.

	<u>2005</u>	<u>2004</u>
	£	£
Profit on ordinary activities before tax	718,327	901,140
Current tax charge (note 7(a))	285,232	268,079
Effective current rate of tax	39.7%	29.7%
	% profit be	fore tax
UK statutory corporation tax rate	30	30
Increase / (decrease) resulting from:		
Capital allowances in excess of depreciation	1.0	(6.7)
Accounting depreciation not eligible for tax purposes	1.1	0.9
Permanent differences	7.6	5.5
	,	
Effective current tax rate	39.7%	29.7%

(c) Factors affecting the future tax charge

The tax charge in future periods will be affected by the availability of capital allowances in comparison to the charge for depreciation.

Notes To The Financial Statements

7) TAXATION (continued)

(d) Deferred tax		
	2005	2004
Analysis of movements during the year:	£	£
At 1 January	832,000	771,000
Profit and loss account	(8,000)	61,000
At 31 December	824,000	832,000
Analysis of provision (see Note 12)		
Accelerated capital allowances	824,000	832,000
	824,000	832,000

8) TANGIBLE FIXED ASSETS

	Short Leasehold Land & Buildings £	Plant & <u>Machinery</u> £	Total £
Cost at 1 January 2005	2,007,544	5,014,262	7,021,806
Additions	136,515	242,801	379,316
Disposals	(1,049,476)	(45,000)	(1,094,476)
At 31 December 2005	1,094,583	5,212,063	6,306,646
Depreciation at 1 January 2005	378,372	1,677,440	2,055,812
Charge for the year	47,010	225,189	272,199
Disposals	(137,617)	(6,450)	(144,067)
At 31 December 2005	287,765	1,896,179	2,183,944
Net book value at 31 December 2005	806,818	3,315,884	4,122,702
Net book value at 31 December 2004	1,629,172	3,336,822	4,965,994

9) <u>DEBTORS</u>

	<u>2005</u>	<u>2004</u>
Amounts due within one year:	£	£
Trade debtors	1,327,973	922,395
Other debtors	53,738	311,328
Other taxes and social security costs	262,608	•••
	1,644,319	1,233,723

Notes To The Financial Statements

10) CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

<u>2005</u>	<u>2004</u>
£	£
105,436	752,171
636,210	535,419
285,232	269,000
	2,723,150
1,026,878	4,279,740
	£ 105,436 636,210 285,232

11) CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	$\frac{2005}{c}$	$\frac{2004}{6}$
Loans falling due in 2-5 years	3,170,200	1,585,100
	3,170,200	1,585,100

Interest is calculated using the six-month LIBOR rate with 0.375 per cent added as per the BP International Limited, ConocoPhillips Limited, Kuwait Petroleum International Aviation Company (UK) Limited and Statoil ASA Loan Agreements.

12) PROVISIONS FOR LIABILITIES AND CHARGES

	<u>2005</u>	<u>2004</u>
	£	£
Bought forward at 1 January	403,751	390,098
Release of provision - no longer required	(152,286)	-
Movement during the year	8,801	13,653
At 31 December	260,266	403,751

The total costs of reinstatement and surface restoration are recognised by this environmental provision. The provision is based on a 3rd party valuation which is due to expire on 1st July 2026.

	2005 £	2004 £
Deferred Taxation (note 7(d))	824,000	832,000
	2005 £	2004 £
Total Provision for Liabilities and Charges	1,084,266	1,235,751

Notes To The Financial Statements

13) SHARE CAPITAL

	2005 £	2004 £
Authorised	~	~
Ordinary £1 - 'A' shares	350	500
Ordinary £1 - 'B' shares	350	500
Ordinary £1 - 'C' shares	150	-
Ordinary £1 - 'D' shares	150	_
	1,000	1,000
Allotted, Called Up and Fully Paid	<u>2005</u> ₤	2004 £
Allotted, Called Up and Fully Paid Ordinary £1 - 'A' shares	· · · · · · · · · · · · · · · · · · ·	· · · · · · · · · · · · · · · · · · ·
•	£	£
Ordinary £1 - 'A' shares	£ 150	£ 50
Ordinary £1 - 'A' shares Ordinary £1 - 'B' shares	150 150	£ 50

The share capital is jointly owned by ConocoPhillips Limited, BP International Limited, Kuwait Petroleum International Aviation Company (UK) Limited and Statoil ASA and rank pari-passu in every respect.

During the year the company issued shares as following;

150 category A shares to BP International Limited on 01 May 2005, 150 category B shares to ConocoPhillips Limited on 01 May 2005, 150 category C shares to Kuwait Petroleum International Aviation Company (UK) Limited on 26 May 2006 and 150 category D shares to Statoil ASA on 26 May 2005. Each share type is valued at £1 and all companies funded the share purchase with cash contributions.

Notes To The Financial Statements

14) RESERVES

	Profit & Loss Account	Other Reserves	Total
	£	£	£
At 1 January 2005	1,865,669	-	1,865,669
Retained earnings for the year	(319,639)	-	(319,639)
Capital reserve transfer	(1,546,030)	1,546,030	-
At 31 December 2005	-	1,546,030	1,546,030

During the year, the Company created a Capital Return Reserve equal to the value of accrued dividends that had not been distributed prior to the new shareholders agreement (dated 26 May 2005). The unpaid, priority dividends, due at that time stood at £1,599,104. This has not been fully provided for as the company does not have enough retained earnings to cover the reserve. Therefore a transfer of £1,546,030 has been made to the Capital Reserve at year end.

15) RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	Share Capital £	<u>P&L</u> £	Total £
At 1 January 2005	100	1,865,669	1,865,769
Profit for the financial year	-	718,327	718,327
Tax charge	-	(277,232)	(277,232)
Dividend and other appropriations	_	(760,734)	(760,734)
Issue of shares	500	-	500
Closing shareholders' funds	600	1,546,030	1,546,630

Notes To The Financial Statements

16) ANALYSIS OF CASH FLOWS

	2005 £	<u>2004</u> €
Returns on Investments and Servicing of Finance		
Interest Received	78,267	72,257
Interest Paid	(180,690)	(214,165)
	(102,423)	(141,908)
Capital Expenditure		
Purchase of Tangible Fixed Assets	(379,316)	(250,886)

17) RECONCILIATION OF MOVEMENT IN NET DEBT

Cash at bank and in hand	As at 1 January 2005 £ 2,766,642	Cashflow £ (1,705,689)	31 December 2005 £ 1,060,953
Loans	(4,308,250)	1,138,050	(3,170,200)
NET DEBT	(1,541,608)	(567,639)	(2,109,247)

18) <u>CAPITAL COMMITMENTS</u>

	<u> 2005</u>	2004
	£	£
Contracted for but not provided for in the		
accounts	-	230,378
	<u> </u>	230,378

19) <u>ULTIMATE PARENT UNDERTAKINGS</u>

As described on page 1 of the Directors' report, the Company is owned equally by ConocoPhillips Limited, BP International Limited, Kuwait Petroleum International Aviation Company (UK) Limited and Statoil ASA.

Notes To The Financial Statements

20) RELATED PARTY TRANSACTIONS

The Company provides fuelling services for its joint owners, ConocoPhillips Limited, BP International Limited, Kuwait Petroleum International Aviation Company (UK) Limited and Statoil ASA.

During 2005 the amounts invoiced to ConocoPhillips Limited in respect of these services were £2,173,626 (2004: £1,996,752) and as at 31 December 2005 an amount of £366,492 (2004: £379,968) was owed to the Company by ConocoPhillips Limited.

During 2005 the amounts invoiced to BP International Limited in respect of these services were £2,711,331 (2004: £3,292,331), and as at 31 December 2005 an amount of £838,233 (2004: £424,068) was owed to the Company by BP International Limited.

During 2005 the amounts invoiced to Kuwait Petroleum International Aviation Company (UK) Limited in respect of these services were £739,696 (2004: NIL), and as at 31 December 2005 an amount of £247,213 (2004: NIL) was owed to the Company by Kuwait Petroleum International Aviation Company (UK) Limited.

During 2005 the amounts invoiced to Statoil ASA in respect of these services were £425,902 (2004: NIL), and as at 31 December 2005 an amount of £42,364 (2004: NIL) was owed to the Company by Statoil ASA.

During 2005 management and accounting services were provided to Pentland Aviation Fuelling Services Limited by ConocoPhillips Ltd £8,983, (2004: £20,743), BP International Limited £11,069 (2004: £7,932), Kuwait Petroleum International Aviation Company (UK) Limited £4,710 (2004: NIL) and Statoil ASA £7,718 (2004: NIL).