# Fluor Industrial Services Limited

**Report and Financial Statements** 

31 December 2012

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## Registered No 4067010

## **Directors**

I A Thomas K White W Boon G A Staff

## **Auditors**

Ernst & Young LLP Blenheim House Fountainhail Road Aberdeen AB15 4DT

## **Bankers**

National Westminster Bank plc PO Box 299 Guildford Surrey GUI 3ZU

## **Solicitors**

Raeburn Christie Clark & Wallace 12-16 Albyn Place Aberdeen AB10 1PS

## **Registered Office**

Fluor Centre 140 Pinehurst Road Farnborough Hants GU14 7BF

## Directors' report

The directors present their report and financial statements for the year ended 31 December 2012. The Company's registered number is 4067010.

## Results and dividends

The loss for the year ended 31 December 2012, after taxation, amounted to £199,000 (2011 – loss £278,000) The directors propose that no dividend be paid and that the loss be deducted from reserves

### Principal activity and review of the business

The company's principal activity is the provision of specialist technical contracted personnel for industrial and commercial clients to assist in optimisation of the critical areas of organisation, systems and operations

The company's key financial indicators during the year were as follows

2012	2011	Change
£000	£000	%
26,857	25,910	3 7%
1,232	1,032	19 4%
(199)	(278)	28 4%
<u>2,515</u>	<u>2,714</u>	<u>(7.3%)</u>
164% 215	167% 210	(1 8%) 2 4%
	£000  26,857 1,232 (199) 2,515	£000 £000  26,857 25,910 1,232 1,032 (199) (278) 2,515 2,714  164% 167%

Turnover increased by 3 7% year on year as a result of charging out more personnel on contract. As a result of this revenue growth, gross profit increased by 5 4% from £3,047,000 in 2011 to £3,213,000 in 2012. The company made an operating profit of £1,232,000 compared to a £1,032,000 profit in 2011. Administration expenses decreased year on year by £34,000 (1.7%)

Shareholders' funds decreased by 7 3% due to the loss after tax suffered in the year of £199,000. The group's "quick ratio" (current assets as a percentage of current liabilities), remains healthy at 164%.

#### **Going Concern**

The company has considerable financial resources together with long-term contracts with a number of customers and suppliers. As a consequence, the directors believe that the company is well placed to manage its business risks successfully

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts

#### Principal risks and uncertainties

The principal risks and uncertainties facing the company are grouped as follows

#### Competitive risks

The company is reliant on certain major oil companies for contracts which are subject to periodic competitive tender. Renewal of these contracts is uncertain and based on financial and performance criteria. The principal competitive risk relates to the possibility of other personnel providers entering into the West African Oil & Gas market and attracting clients, gaining a foothold in the expanding market.

# **Directors' report (continued)**

### Principal risks and uncertainties (continued)

Exposure to credit and liquidity risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for that other party by failing to discharge an obligation. The company's policies are aimed at minimising such losses, and require that deferred terms are only granted to customers who demonstrate an appropriate payment history and satisfy credit worthiness procedures. Details of the company's debtors are shown in note 8 to the financial statements.

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The company aims to mitigate liquidity risk by managing cash generation by its operations and applying cash collection targets throughout the group. Aged debtors are reviewed on a monthly basis to ensure compliance

#### **Future developments**

The directors do not anticipate any major change from the company's trading activities outlined above in the foreseeable future and aim to maintain the management policies. They consider that 2013 will show similar turnover levels to 2012.

#### **Directors**

The directors who served during the year were as follows

T De Haan (Resigned 26<sup>th</sup> May 2012) I A Thomas K White W Boon (Appointed 26<sup>th</sup> May 2012) K Robinson (Resigned 21<sup>st</sup> May 2013) G A Staff (Appointed 21<sup>st</sup> May 2013)

### **Employment policies**

The company seeks to ensure that it operates sound and progressive employment policies to the mutual benefit of employees and the company Considerable importance is placed on consultation and communication with all employees

The company gives full and fair consideration to applications for employment from people with a disability, having regard to their aptitudes and abilities. Every effort is made to continue the employment of people who become disabled. Opportunities for career development and promotion are available to all employees.

#### Disclosure of information to the auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the group's auditor, each director has taken all the steps that he/she is obliged to take as a director in order to make himself/herself aware of any relevant audit information and to establish that the auditor is aware of the information

#### **Auditors**

A resolution to reappoint Ernst & Young LLP as auditors will be put to the members at the Annual General Meeting

On behalf of the board

G Staff Director

26th September 2013

## **Directors' Responsibilities Statement**

The directors are responsible for preparing the Annual Report and 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 the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Standards and applicable law). Under company law the directors must not approve the financial statements until 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 judgements 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 to enable them to ensure that the financial statements comply with the Companies Act 2006. 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 Fluor Industrial Services Limited

We have audited the financial statements of Fluor Industrial Services Limited for the year ended 31 December 2012 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 17 The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom 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 auditors

As explained more fully in the Directors' Responsibilities Statement set out page 4, 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

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the report and financial statements to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

#### **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 December 2012 and of its loss for the year then ended,
- have been properly prepared in accordance with United Kingdom 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

Ernst & Ywng LLS

Kevin Weston (Senior Statutory Auditor) for and on behalf of Ernst & Young LLP, Statutory Auditor Aberdeen

26 September 2013

# Profit and loss account

for the year ended 31 December 2012

	Notes	2012 £000	2011 £000
Turnover	2	26,857	25,910
Cost of sales		(23,644)	(22,863)
Gross profit		3,213	3,047
Administrative expenses		(1,981)	(2,015)
Operating profit	3	1,232	1,032
Interest receivable		4	1
Profit on ordinary activities before taxation		1,236	1,033
Tax on profit on ordinary activities	6	(1,435)	(1,311)
Loss for the financial year	11	(199)	(278)

There are no recognised gains and losses other than the loss attributable to shareholders of the company of £199,000 in the year ended 31 December 2012 and the loss of £278,000 in the year ended 31 December 2011. All figures relate to continuing operations

# **Balance sheet**

at 31 December 2012

	Notes	2012 £000	2011 £000
Fixed assets	_		
Tangible assets	7	34	50
	-	34	50
Current assets Debtors	8	£ 127	4.062
Cash at bank and in hand	8	5,477 896	4,962 1,655
Cash at bank and in hand		690	1,033
	-	6,373	6,617
Creditors. amounts falling due within one year	9	(3,892)	(3,953)
Net current assets	-	2,481	2,664
Total assets less current liabilities	-	2,515	2,714
	=	<del></del>	
Capital and reserves			
Called up share capital	10	-	-
Profit and loss account	11	2,515	2,714
Shareholders' funds	11	2,515	2,714
	=	<del></del>	=======================================

The financial statements were approved for issue by the Board of Directors on 26th September 2013

G Staff Director

at 31 December 2012

## 1. Accounting policies

#### Accounting convention

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

## Fixed assets and depreciation

All fixed assets are initially recorded at cost

Depreciation is provided on all tangible fixed assets, other than freehold land, at rates calculated to write off the cost of each asset evenly over its expected useful life, as follows

Motor vehicles	over 3 – 4 years
Computer equipment	over 2 – 3 years
Furniture and fittings	over 4 – 5 years

#### Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more, or a right to pay less, tax in the future have occurred at the balance sheet date, with the following exceptions

- provision is made for gains on disposal of fixed assets that have been rolled over into replacement
  assets only where, at the balance sheet date, there is a commitment to dispose of the replacement
  assets,
- deferred tax assets are recognised only to the extent that the directors consider that it is more likely
  than not that there will be suitable taxable profits from which the future reversal of the underlying
  timing differences can be deducted

Deferred tax is measured on a non-discounted basis at the tax rates that are expected to apply in the period in which timing differences reversed, based on tax rates and laws enacted or substantively enacted at the balance sheet date

#### Leasing and hire purchase commitments

Assets held under finance leases, which are leases where substantially all the risks and rewards of ownership of the asset have passed to the company, and hire purchase contracts are capitalised in the balance sheet and are depreciated over their useful lives. The capital elements of future obligations under the leases and hire purchase contracts are included as liabilities in the balance sheet.

The interest elements of the rental obligations are charged in the profit and loss account over the periods of the leases and hire purchase contracts and represent a constant proportion of the balance of capital repayments outstanding

Rentals payable under operating leases are charged in the profit and loss account on a straight line basis over the lease term

#### Pensions

The group operates a defined contribution pension scheme. Contributions are charged in the profit and loss account as they become payable in accordance with the rules of the scheme.

## at 31 December 2012

## 1 Accounting policies (continued)

#### Foreign currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction

Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date

All differences are taken to the profit and loss account

## 2. Turnover

Turnover, which is stated net of value added tax, represents amounts invoiced to third parties

Turnover is attributable to one continuing activity, the provision of specialist technical personnel

An analysis of turnover by geographical market is given below

	2012	2011
	£000	£000
Africa	25,138	24,471
South America	938	556
Australasia	391	347
United Kingdom	365	339
North America	-	180
Middle East	25	17
	26,857	25,910

## 3. Operating profit

This is stated after charging/(crediting)

		2012	2011
		£000	£000
Depreciation of owned a	ssets	18	15
Auditors' remuneration	<ul> <li>audit services</li> </ul>	15	17
Operating lease rentals	<ul> <li>plant &amp; machinery</li> </ul>	3	3
	<ul> <li>land and buildings</li> </ul>	57	58
Rent received	<b>Q</b>	(32)	(38)
Gain on foreign exchang	e	(102)	(218)

at 31 December 2012

4.	Staff costs	2017	2011
		2012 £000	2011 £000
	Wages and salaries Social security cost	10,448 66	12,100 74
	Other pension costs	62	75
		10,576	12,249
	The average number of persons employed by the company (including directors) d by category, was as follows	uring the year	, analysed
		2012	2011
		No	No
	Contracting	206	200
	Operations	3	3
	Administration	6	7
		215	210
5	Directors remuneration		<del></del>
•		2012	2011
		£000	£000
	Aggregate remuneration in respect of qualifying services	-	63
	The directors that held office during 2012 received no emoluments in the year		
	Company contributions paid to money purchase pension scheme	-	2
	The directors of the company are also directors of the holding company and fello directors received remuneration from other group companies. The directors do no practicable to apportion this amount between their services as directors of the company and their services as directors of the holding and fellows.	t believe that apany and the	it is ir services
	Members of money purchase pension scheme	•	1
		<del></del>	

The emoluments of the highest paid director was £0 (2011 £44,274) and the company paid £0 (2011 £0) into his money purchase pension scheme

### at 31 December 2012

### 6. Tax on profit on ordinary activities

#### (a) Tax on profit on ordinary activities

The tax charge is made up as follows

Tax on profit on ordinary activities (note 6 (b))	1,435	1,311
Foreign tax	1,435	1,311
Current tax	£000	£000
	2012	2011

## (b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year differs from the standard rate of corporation tax of 24 5% (2011 - 26 5%) The differences are reconciled below

	2012	2011
	£000	£000
Profit on ordinary activities before tax	1,236	1,033
		-
Profit on ordinary activities multiplied by		
standard rate of 24 5% (2011 – 26 5%)	303	274
Expenses not deductible	-	1
Depreciation in excess of capital allowances	1	3
Movement in short term timing differences	(1)	(1)
Higher tax rates on overseas earnings	1,084	963
Group relief surrendered	48	-
Tax losses carried forward	-	71
Total current tax (note 6 (a))	1.425	1 211
Total Current tax (note o (a))	1,435	1,311

### (c) Factors that may affect future tax charges

UK Corporation tax is calculated at 24 5% (2011 26 5%) of the estimated assessable profit for the year

In the Budget of March 2012, it was announced that the full rate of UK corporation tax would be reduced to 24% effective from 1 April 2012 and then 1% per year for two years thereafter, ultimately bringing the corporation tax rate down to 22%

In the Autumn Statement of 2012, it was announced that the full rate of UK corporation tax would be reduced by a further 1% to 21% effective from 1 April 2014

In the budget of March 2013, it was announced that the full rate of UK corporation tax would be reduced by a further 1% to 20% effective from 1 April 2015

Beyond the reduction to 24%, the changes had not been substantively enacted at the balance sheet date and, therefore are not included in these financial statements. The impact of these changes on the deferred tax balances is not expected to be material.

at 31 December 2012

### (d) Deferred tax

There is no deferred tax included in the balance sheet. The deferred tax asset amounting to £59,000 has not been recognised as there is not sufficient evidence that the asset will reverse in future periods

The potential deferred taxation asset is as follows

	2012	2011
	£000	£000
Capital allowances in excess of depreciation	11	9
Other timing differences	5	8
Tax losses	43	114
	59	131

## 7. Tangible fixed assets

	Motor vehicles £000	Computer equipment £000	Furniture and fittings £000	Total £000
Cost At 1 January 2012 Additions Disposals	43 - -	60 - (25)	26 2 (6)	129 2 (31)
At 31 December 2012	43	35	22	100
Depreciation At 1 January 2012 Provided during the year Disposals	8 10	49 6 (25)	22 2 (6)	79 18 (31)
At 31 December 2012	18	30	18	66
Net book value At 31 December 2012	25	5	4	34
At 1 January 2012	35	11	4	50

at 31 December 2012

8. I	Deb	tors
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٠.	Debtois		
		2012	2011
		£000	£000
	Trade debtors	2,591	3,831
	Accrued revenue	2,490	576
	Corporation tax	-	100
	Amounts owed by group undertakings	121	113
	Prepayments	217	284
	Welfare insurance	58	58
		5,477	4,962
			<del></del>
9	Creditors: amounts falling due within one year		
		2012	2011
		£000	£000
	Amounts due to group undertakings	745	1,158
	Trade creditors	139	321
	Other taxes and social security costs	90	81
	Accruals and deferred income	2,918	2,393
		3,892	3,953

## 10. Share capital

			Allotted	l, called up
	Authorised		and fully paid	
	2012	2011	2012	2011
	No	No	£000	£000
Authorised				
Ordinary shares of £1 each	i	1	-	-

## 11. Reconciliation of shareholders' funds and movements on reserves

	Share	Profit and	
	capital	loss account	Total
	£000	£000	£000
At 31 December 2010	-	2,992	2,992
Loss for the year	-	(278)	(278)
At 31 December 2011	-	2,714	2,714
Loss for the year	-	(199)	(199)
At 31 December 2012	-	2,515	2,515
	<del> </del>		

at 31 December 2012

### 12. Capital commitments

The company had no capital commitments at 31 December 2012 (2011 - £Nil)

#### 13. Pension commitments

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge for the year represents contributions payable by the company to the fund and amounted to £62,000. At 31 December 2012 £22,000 (2011 - £13,000) of employees and employer contributions payable to the scheme were outstanding.

#### 14. Cash flow statement

The company has utilised the exemptions provided under Financial Reporting Standard No 1 (Revised) as a wholly owned subsidiary of a parent undertaking incorporated within the European Community and has not presented a cash flow statement

#### 15. Other financial commitments

At 31 December 2012 the company had annual commitments under non-cancellable operating leases as set out below

	Land and	Land and buildings	
	2012	2011	
	£000	£000	
Operating leases which expire			
Within two to five years	65	-	
Over 5 years	-	65	
	65	65	
	<del></del>	-	
	Plant and n	Plant and machinery	
	2012	2011	
	£000	£000	
Operating leases which expire			
Within two to five years	-	4	
	<b>====</b> =		

## 16. Related parties

The company has taken advantage of the exemption in paragraph 3(c) of Financial Reporting Standard No 8 from disclosing transactions with wholly owned related parties that are part of the Fluor Corporation group

at 31 December 2012

## 17. Ultimate parent undertaking

The ultimate parent undertaking of the group is Fluor Corporation Inc , an undertaking incorporated in the United States of America

The parent undertaking of the largest group of undertakings for which group financial statements are drawn up and of which the company is a member is Fluor Corporation Inc., incorporated in the United States of America and the parent undertaking of the smallest such group is Fluor International Limited, an undertaking incorporated in Great Britain

Copies of Fluor Corporation's financial statements can be obtained from 6700 Las Colinas Boulevard, Irving, Texas 75039, USA

Copies of Fluor International Limited's financial statements can be obtained from Fluor Centre, Fluor Centre, 140 Pinehurst Road, Farnborough, Hants, GU14 7BF