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Revised accounts - CAD 27984

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## McPhillips (Holdings) Limited

Directors' Report and Consolidated Financial Statements

for the Year Ended 30 September 2005

Registration number: 5025340



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### Officers and Advisers

**Directors** PFJ McPhillips

N P J McPhillips

Secretary D C Wauchope

Registered office Horton House

Hortonwood 50

Telford Shropshire TF1 7FG

Auditors Bentley Jennison

Chartered Accountants & Registered Auditors

3 Hollinswood Court Stafford Park 1

Telford TF3 3BD

### Directors' Report for the Year Ended 30 September 2005

The directors present their report and the audited consolidated financial statements for the year ended 30 September 2005.

#### Directors' responsibilities

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Directors are required by company law to prepare financial statements which give a true and fair view of the state of affairs of the company and group at the end of the financial year and of the profit or loss of the company and group for the period ending on that date. In preparing those financial statements, directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on a going concern basis unless it is inappropriate to presume that the group 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 group and enable them to ensure the financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and group and to prevent and detect fraud and other irregularities.

#### Principal activity and business review

The principal activity of the company is that of a holding company. The principal activity of the group in the year under review was that of civil engineering contractors.

The directors consider that the results for the year and the financial position at the end of the year were satisfactory. They are confident that the group will continue to trade profitably in the future.

#### Results and dividend

The results for the group are set out in the financial statements.

The directors do not recommend the payment of a dividend.

#### Land and buildings

In the opinion of the directors the present market value of the company's properties is in excess of the net book value amount.

#### **Employment policies**

The group believes in keeping its employees informed on matters affecting them and the performance of the group.

The group is committed to equal opportunities in employment. The group gives every consideration to applications for employment from disabled persons where the requirements of the job may be adequately covered by a handicapped or disabled person. Where an employee becomes disabled, every effort is made to ensure that their employment continues and to provide training, career development and promotion wherever appropriate.

#### Charitable and political donations

During the year the group made charitable donations totalling £34,276.

### Directors' Report for the Year Ended 30 September 2005

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#### Directors and their interests

The directors who held office during the year and their beneficial interest in the shares of the company were as follows:

### Ordinary shares of £1 each

	30 September 2005 No.	30 September 2004 No.
P F J McPhillips	2,499	2,499
N P J McPhillips	2,499	2,499

Approved by the Board and signed on its behalf by:

D C Wauchope Company Secretary

Date: 21 X 06

### Independent Auditors' Report to the Members of

### McPhillips (Holdings) Limited

We have audited the consolidated financial statements of McPhillips (Holdings) Limited for the year ended 30 September 2005 set out on pages 5 to 21. These consolidated financial statements have been prepared under the historical cost convention and 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 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 on page 2, the company's directors are responsible for the preparation of financial statements in accordance with applicable law and United Kingdom Accounting Standards. Our responsibility is to audit the consolidated financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the consolidated 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 consolidated financial statements, if the group 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 and other members of the group 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. Our responsibilities do not extend to any other information.

#### Basis of opinion

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

#### Opinion

In our opinion the consolidated financial statements give a true and fair view of the state of affairs of the company and the group as at 30 September 2005 and of the profit of the group for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

3 Hollinswood Court Stafford Park 1 Telford TF3 3BD

# McPhillips (Holdings) Limited Consolidated Profit and Loss Account for the Year Ended 30 September 2005

	Note	2005 £	2004 £
Turnover	2	32,171,360	33,683,334
Cost of sales		(27,996,080)	(28,017,266)
Gross profit		4,175,280	5,666,068
Administrative expenses		(3,657,231)	(3,991,610)
Operating profit	3	518,049	1,674,458
Interest receivable and similar income		193,580	161,179
Interest payable and similar charges	6	(28,956)	(28,695)
Profit on ordinary activities before taxation		682,673	1,806,942
Tax on profit on ordinary activities	7	(116,792)	(572,873)
Profit on ordinary activities after taxation		565,881	1,234,069
Retained profit brought forward		8,172,899	6,938,830
Retained profit carried forward		8,738,780	8,172,899

Turnover and operating profit derive wholly from continuing operations.

The company has no recognised gains or losses other than the profit for the year.

### Consolidated Balance Sheet as at 30 September 2005

		200	5	200	4
	Note	£	£	£	£
Fixed assets					
Tangible assets	8		3,710,615		4,026,220
Current assets					
Stocks	10	572,629		1,663,496	
Debtors	11	6,142,229		5,396,382	
Cash at bank and in hand		5,190,313		4,659,339	
		11,905,171		11,719,217	
Creditors: Amounts falling				(= a = u = u = v	
due within one year	12	(6,614,742)		(7,225,755)	
Net current assets			5,290,429		4,493,462
Total assets less current			0.001.011		0.510.600
liabilities			9,001,044		8,519,682
Creditors: Amounts falling			(114.064)		(201 502)
due after more than one year	13		(114,264)		(281,783)
Provisions for liabilities	15		(143,000)		(60,000)
Net assets			8,743,780		8,177,899
Capital and reserves					
Called up share capital	16		5,000		5,000
Profit and loss account			8,738,780		8,172,899
Equity shareholders' funds			8,743,780		8,177,899

Approved by the Board on 275 and and signed on its behalf by:

P F J McPhillips Director N P J McPhillips

Director

### Company Balance Sheet as at 30 September 2005

		200	)5	200	04
	Note	£	£	£	£
Fixed assets					
Tangible assets	8		1,465,766		1,489,931
Investments	9		5,000		5,000
			1,470,766		1,494,931
Current assets					
Debtors	11	883,728		34,057	
Cash at bank and in hand	-	766,143		75,142	
		1,649,871		109,199	
Creditors: Amounts falling					
due within one year	12	(874,885)		(49,638)	
Net current assets			774,986		59,561
Total assets less current					
liabilities			2,245,752		1,554,492
Net assets			2,245,752		1,554,492
Capital and reserves					
Called up share capital	16		5,000		5,000
Profit and loss account			2,240,752		1,549,492
Equity shareholders' funds			2,245,752		1,554,492

Approved by the Board on 270, 200 and signed on its behalf by:

P F J McPhillips Director N P J McPhillips

Director

### Consolidated Cash Flow Statement for the Year Ended 30 September 2005

		2	2005	2	004
	Note	£	£	£	£
Net cash flow from operating activities	19		1,443,612		3,625,950
Returns on investment and servicing of financing	20		164,624		132,484
Taxation paid Capital expenditure and financial investment	20		(588,134)		(981,595) (926,789)
Cash inflow before management of liquid resources and financing			677,471		1,850,050
Financing	20		(146,497)		1 950 050
Net cash flow			530,974		1,850,050

#### Non-cash transaction

During the year the group entered into finance lease arrangements in respect of assets with a capital value at the inception of the lease of £121,966.

## Reconciliation of net cash flow to movement in net debt

		2005	2004
	Note	£	£
Increase in cash in the year	21	530,974	1,850,050
Cash inflow from decrease in liquid resources	_	146,497	
Change in net debt resulting from cash flows	_	677,471	1,850,050
New finance leases	_	(121,966)	(112,985)
Movement in net debt in the period		555,505	1,737,065
Net funds at the start of the year	21 _	3,990,627	2,253,562
Net funds at the end of the year	21	4,546,132	3,990,627

### Notes to the Financial Statements for the Year Ended 30 September 2005

#### 1 Accounting policies

#### Basis of preparation

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

The consolidated financial statements include the financial statements of the company and its subsidiary undertaking made up to 30 September 2005.

Under section 230(4) of the Companies Act 1985 the company is exempt from the requirement to present its own profit and loss account. Its profit for the financial year was £691,260 (2004 - £1,549,492).

#### Turnover

Turnover represents amounts invoiced, net of value added tax, in respect of the sale of goods and services to customers.

Turnover and profit are recognised in the profit and loss account upon the making of an application for payment. Where turnover exceeds payments on accounts an "amounts recoverable on contracts" is established and separately disclosed within debtors.

#### Depreciation

Depreciation is provided on tangible fixed assets so as to write off the cost, less any estimated residual value, over their expected useful economic life as follows:

Freehold buildings 2% straight line basis
Plant and machinery 12.5% straight line basis
Fixtures and fittings 10-25% straight line basis
Motor vehicles 25% straight line basis

#### Stock and work in progress

Stock and work in progress are valued at the lower of cost and net realisable value, after due regard for obsolete and slow moving stocks. Net realisable value is based on selling price less anticipated costs to completion and selling costs.

#### Long-term contracts

Long term contract balances classified under the balance sheet heading of "Debtors" are stated at total costs incurred, net of amounts transferred to the profit and loss account in respect of work carried out to date, less foreseeable losses and applicable payments on account.

#### **Deferred taxation**

Deferred tax is provided in full on timing differences which represent a liability at the balance sheet 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 or expenditure in tax computations in periods different from those in which they are included in the financial statements. Deferred tax assets and liabilities are not discounted.

### Notes to the Financial Statements for the Year Ended 30 September 2005

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#### Hire purchase and finance lease contracts

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, are capitalised in the balance sheet and are depreciated over their useful lives. The capital elements of future obligations under the leases are included as liabilities in the balance sheet. The interest element of the rental obligation is charged to the profit and loss account over the period of the lease and represents a constant proportion of the balance of capital repayments outstanding.

Assets acquired under instalment finance agreements are treated as tangible fixed assets and depreciation is provided accordingly. The capital element of future finance payments is included within creditors. Finance charges are allocated to accounting periods over the length of the contract.

#### **Operating leases**

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.

#### 2 Turnover

The whole of the turnover is attributable to the principal activity of civil engineering contractors and arose within the United Kingdom.

#### 3 Operating profit

Operating profit is stated after charging:

	2005 £	2004 £
Hire of other assets (Operating leases) Auditors' remuneration - audit services	2,613,385	2,469,903
Company	-	-
Group	15,000	15,000
Auditors' remuneration - non audit services		
Company	-	-
Group	4,400	1,425
Loss/(profit) on sale of tangible fixed assets	4,219	(404)
Depreciation of tangible fixed assets	775,983	774,975

Auditors' remuneration for the company is bourne by the subsidiary undertaking.

### Notes to the Financial Statements for the Year Ended 30 September 2005

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#### 4 Particulars of employees

The average number of persons employed by the group (including directors) during the year, analysed by category, was as follows:

	2005 No.	2004 No.
Office and management	63	65
Site and other workers	184	189
	247	254
The aggregate payroll costs of these persons were as follows:		
	2005 £	2004 £
Wages and salaries	6,631,775	6,142,009
Social security	708,887	570,375
Other pension costs	289,993	692,406
•	7,630,655	7,404,790

### 5 Directors' emoluments

The directors' emoluments for the year are as follows:

	2005	2004
	£	£
Directors' pension contributions	9,188	435,832
Directors' emoluments (including benefits in kind)	343,549	310,478
2 houses and an arms of the same of the sa	352,737	746,310

During the period the number of directors who were accruing benefits under company pension schemes was as follows:

	2005 No.	2004 No.
Money purchase	1	2

The aggregate of emoluments and amounts receivable under long term incentive schemes of the highest paid director was £171,031 (30 September 2004 - £160,442), and company pension contributions of £9,188 (30 September 2004 - £217,916) were made to a money purchase scheme on their behalf.

### Notes to the Financial Statements for the Year Ended 30 September 2005

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### 6 Interest payable and similar charges

	Hire purchase interest	2005 £ 28,956	2004 £ 28,695
7	Taxation		
	Analysis of current period tax charge		
		2005 €	2004 £
	Current tax		
	Corporation tax charge (Over)/under provision in previous year	70,000 (36,208)	719,000 (4,127)
	UK Corporation tax	33,792	714,873
	Deferred tax		
	Origination and reversal of timing differences	83,000	(142,000)
	Total tax on profit on ordinary activities	116,792	572,873
	Factors affecting current period tax charge		

The tax assessed on the profit on ordinary activities for the year is lower than (26 January 2004 to 30 September 2004 - higher than) the standard rate of corporation tax in the UK of 30.00% (26 January 2004 to 30 September 2004 - 30.00%).

The differences are reconciled below:

	2005 £	2004 £
Profit on ordinary activities before taxation	682,673	1,806,942
Standard rate corporation tax charge	204,802	542,083
Expenses not deductible for tax purposes (including goods)	(129,571)	192,590
Capital allowances in excess of depreciation	26,117	(5,738)
Charges on income	-	(8,566)
Marginal relief	(31,348)	(1,369)
Adjustments in respect of prior years	(36,208)	(4,127)
Total current tax for the year	33,792	714,873

### Notes to the Financial Statements for the Year Ended 30 September 2005

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### Factors which may affect future tax charges

There were no factors that may affect future tax charges.

### Deferred tax

Deferred tax is provided at 30.00% (26 January 2004 to 30 September 2004 - 30.00%).

	2005	2004
	£	£
Accelerated capital allowances	143,000	60,000

### Notes to the Financial Statements for the Year Ended 30 September 2005

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#### 8 Tangible fixed assets

#### Group

	Freehold land and buildings	Plant and machinery £	Fixtures and fittings	Motor vehicles	Total £
Cost					
As at 1	1.057.065	2 721 020	440.406	1.750.050	# 1#0 0#0
October 2004	1,257,865	3,721,830	440,406	1,758,252	7,178,353
Additions	-	366,263	2,354	245,403	614,020
Disposals		(349,833)		(243,668)	(593,501)
As at 30 September 2005	1,257,865	3,738,260	442,760	1,759,987	7,198,872
Depreciation					
As at 1 October 2004	266,107	1,567,460	371,787	946,779	3,152,133
Eliminated on disposals Charge for the	-	(231,384)	-	(208,475)	(439,859)
year	20,308	389,800	21,140	344,735	775,983
As at 30					
September 2005	286,415	1,725,876	392,927	1,083,039	3,488,257
Net book value					
As at 30 September 2005	971,450	2,012,384	49,833	676,948	3,710,615
As at 30 September 2004	991,758	2,154,370	68,619	811,473	4,026,220

### Freehold land and buildings

The gross book value of freehold land and buildings includes £1,013,261 (2004 - £1,013,261) of depreciable assets.

### Hire purchase agreements

Included within the total net book value of tangible fixed assets is £1,254,065 (30 September 2004 - £1,602,347) in respect of assets held under finance leases and similar hire purchase contracts. Depreciation for the year on these assets was £211,359 (30 September 2004 - £171,037).

### Notes to the Financial Statements for the Year Ended 30 September 2005

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### Company

	Freehold land and buildings
Cost	
As at 1 October 2004 and 30 September 2005	1,500,000
Depreciation	
As at 1 October 2004	10,069
Charge for the year	24,165
As at 30 September 2005	34,234
Net book value	
As at 30 September 2005	1,465,766
As at 30 September 2004	1,489,931

### Freehold land and buildings

The gross book value of freehold land and buildings includes £1,208,250 of depreciable assets (2004 £1,208,250).

### Notes to the Financial Statements for the Year Ended 30 September 2005

..... continued

### 9 Fixed asset investments

### Company

				Group s	hares
Cost As at 1 October 2004 and 30 Septe	ember 2005				5,000
Net book value As at 30 September 2005 As at 30 September 2004					5,000 5,000
The company holds more than 209	% of the share capita	al of the following comp	any:		
	Country of incorporation	Principal activity	Class	%	Year end
Subsidiary undertakings McPhillips (Wellington) Limited	England	Civil engineering contractors	Ordinary	100	30 September

2005

### 10 Stocks and work in progress

	Grou	Group		pany
	2005 £	2004 £	2005 £	2004 £
Raw materials	243,983	179,799	-	-
Work in progress	328,646	1,483,697	-	-
. 0	572,629	1,663,496	-	

The difference between purchase price or production cost of stocks and their replacement cost is not material.

### Notes to the Financial Statements for the Year Ended 30 September 2005

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### 11 Debtors

	Group		Company	
	2005 £	2004 £	2005 £	2004 £
Trade debtors Amounts owed by group	634,812	681,906	-	-
undertakings Amounts recoverable on long term	-	-	-	34,057
contracts	5,019,385	4,340,700	801,225	_
Other debtors	271,139	248,401	82,503	-
Prepayments and accrued income	216,893	125,375	<u> </u>	-
	6,142,229	5,396,382	883,728	34,057

### 12 Creditors: Amounts falling due within one year

	Grou	p	Compa	any
	2005 €	2004 £	2005 £	2004 £
Bank loans and overdrafts	250,000	-	250,000	-
Obligations under finance leases		206.222		
and hire purchase contracts	279,917	386,929	-	-
Trade creditors	4,694,730	4,755,658	-	-
Amounts owed to group				
undertakings	-	-	387,226	•
Corporation tax	-	313,278	30,000	19,000
Social security and other taxes	251,328	190,191	27,964	10,300
Other creditors	420,195	452,600	195	7,838
Accruals and deferred income	718,572	1,127,099	179,500	12,500
	6,614,742	7,225,755	874,885	49,638

### 13 Creditors: Amounts falling due after more than one year

	Group		Company			
	2005 £	2004 £	2005 £	2004 £		
Obligations under finance leases and hire purchase contracts	114,264	281,783		_		

### Notes to the Financial Statements for the Year Ended 30 September 2005

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### 14 Maturity of borrowings

### Group

Amounts repayable:

	Bank loans & overdrafts £	Obligations under finance leases and HP contracts	Total £
As at 30 September 2005			
In one year or less on demand	250,000	279,917	529,917
Between one and two years	-	107,140	107,140
Between two and five years	-	7,124	7,124
	250,000	394,181	644,181
As at 30 September 2004			
In one year or less on demand	-	386,929	386,929
Between one and two years	-	226,253	226,253
Between two and five years	-	55,530	55,530
		668,712	668,712

### Company

Amounts repayable:

	Bank loans & overdrafts £
As at 30 September 2005	
In one year or less on demand	250,000
	250,000

### Notes to the Financial Statements for the Year Ended 30 September 2005

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#### 15 Provisions for liabilities

### Group

16

		Deferred tax provision £
As at 1 October 2004		60,000
Deferred tax provision charged to the profit and loss account		83,000
As at 30 September 2005		143,000
Share capital		
	2005	2004

## **Authorised** 10,000 Ordinary shares of £1 each

10,000	10,000

£

## Allotted, called up and fully paid 5,000 Ordinary shares of £1 each

### 5,000 5,000

£

### 17 Reconciliation of movements in shareholders' funds

	Group		Company	
	2005 £	2004 £	2005 £	2004 £
Profit attributable to members of the company	565,881	1,234,069	691,260	1,549,492
ino company	565,881	1,234,069	691,260	1,549,492
New share capital subscribed	-	-	-	5,000
Net addition to shareholders' funds	565,881	1,234,069	691,260	1,554,492
Opening equity shareholders'				
funds	8,177,899	6,943,830	1,554,492	-
Closing equity shareholders' funds	8,743,780	8,177,899	2,245,752	1,554,492

### Notes to the Financial Statements for the Year Ended 30 September 2005

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#### 18 Pension schemes

The group operates a defined contribution scheme. The pension cost charge for the period represents contributions payable by the group to the scheme and amounted to £289,993 (2004 £692,406). There were £nil contributions payable to the scheme at the balance sheet date (2004 £421,500).

### 19 Reconciliation of operating profit to operating cash flows

2005	2004
£	£
518,049	1,674,458
775,983	774,975
4,219	(404)
1,090,867	(1,133,672)
(504,783)	1,803,213
(440,723)	507,380
1,443,612	3,625,950
	£ 518,049 775,983 4,219 1,090,867 (504,783) (440,723)

### 20 Analysis of cash flows

	2005 £	2004 £
Returns on investment and servicing of financing HP interest paid Interest received	(28,956) 193,580 164,624	(28,695) 161,179 132,484
Capital expenditure and financial investment Purchase of tangible fixed assets Sale of tangible fixed assets	(492,054) 149,423 (342,631)	(1,167,459) 240,670 (926,789)
Financing Increase in loans and borrowings Capital element of hire purchase payments	250,000 (396,497) (146,497)	<u>-</u>

### Notes to the Financial Statements for the Year Ended 30 September 2005

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#### 21 Analysis of net funds

	At start of period £	Cash flow	Other non-cash changes £	At end of period
Cash at bank and in hand	4,659,339	530,974	-	5,190,313
Debt due within one year	-	(250,000)	-	(250,000)
Debt due after one year		-	-	-
Finance leases	(668,712)	396,497	(121,966)	(394,181)
Change in debt	(668,712)	146,497	(121,966)	(644,181)
Net funds	3,990,627	677,471	(121,966)	4,546,132

### 22 Related parties

### Controlling entity

The company is controlled by the directors who own 99.96 % of the called up share capital.

### Related party transactions

The following directors of McPhillips (Holdings) Limited control 100% of the called up share capital of McPhillips Estates Limited:

N P J McPhillips P F J McPhillips

During the year McPhillips (Wellington) Limited constructed factory units for McPhillips Estates Limited to the value of £300,000.

At 30 September 2005 McPhillips (Wellington) Limited was owed £12,925 (2004 - £Nil) for remedial works, by McPhillips Estates Limited.

This work was carried out as an arm's length transaction on normal commercial terms.