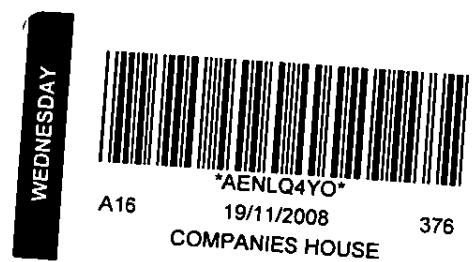


Brooke Marine Shipbuilders Limited

Financial statements for the year ended 31 March 2008

together with directors' report

Registered Number: 2113314



Brooke Marine Shipbuilders Limited

Directors and advisers

Directors

A Marsh (Resigned 30 September 2008)

I S Urquhart

S A R Billiald

Secretary

S A R Billiald

Registered Office

2 Cavendish Square

London

W1G 0PX

Brooke Marine Shipbuilders Limited

Directors' report for the year ended 31 March 2008

The directors present their annual report on the affairs of the company, together with the financial statements for the year ended 31 March 2008

Principal activity

The principal activity of the company is the marketing of marine engineering and equipment related to craft in the Brooke Marine range

The company was dormant in the year

Review of business and future developments

The directors have confirmed that FBM Babcock Marine Limited, a fellow group undertaking, which at 31 March 2008 was due £458,664, will not seek repayment of the sums due for at least 12 months from the date of signing the accounts and the directors have accordingly prepared the financial statements on the basis that the company is a going concern

Results and dividends

The profit for the year after taxation amounted to £nil (2007 - £nil) The directors recommend that no dividend be paid (2007 - £nil)

Directors' responsibilities

Company law requires the directors to prepare financial statements for each financial period, which 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 those financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements
- 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

By order of the board



I S Urquhart
Director
31 October 2008

Brooke Marine Shipbuilders Limited

Balance sheet As at 31 March 2008

	Note	2008 £	2007 £
Current liabilities			
Creditors: amounts falling due within one year	2	(1,000)	(1,000)
Net current liabilities		(1,000)	(1,000)
Creditors: amounts falling due after more than one year	3	(458,644)	(458,644)
Net liabilities		(459,644)	(459,644)
Capital and reserves			
Called up share capital	4	2	2
Profit and loss account	5	(459,646)	(459,646)
Equity shareholders funds	5	(459,644)	(459,644)

For the year ended 31 March 2008 the company was entitled to exemption from audit under section 249AA(1) of the Companies Act 1985. Members have not required the company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985.

The directors acknowledge their responsibility for

- i Ensuring the company keeps accounting records which comply with section 221, and
- ii Preparing accounts which give a true and fair view of the state of affairs of the company as at the end of its financial year, and of its profit and loss for the financial year, in accordance with the requirements of section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.

These financial statements were approved by the Board of Directors on 31 October 2008 and were signed on its behalf by



I S Urquhart

Director

The accompanying notes are an integral part of this balance sheet

Brooke Marine Shipbuilders Limited

Notes to the financial statements For the year ended 31 March 2008

1 Accounting policies

The financial statements have been prepared in accordance with applicable accounting standards in the United Kingdom. A summary of the principal accounting policies, which have been applied consistently throughout the year and the preceding year, is set out below.

a) Basis of accounting

The financial statements have been prepared on the historical cost basis of accounting.

b) Cash flow statement

The company has taken advantage of the exemptions under Financial Reporting Standard 1 (revised), and has not produced a cash flow statement as its ultimate holding company produces a consolidated cash flow statement that includes the cash flows of the company and is publicly available.

2 Creditors: amounts falling due within one year:

	2008 £	2007 £
Accruals	1,000	1,000

3 Creditors: amounts falling due after more than one year:

	2008 £	2007 £
Amounts owed to group undertaking	458,644	458,644

The amount due to the holding company is unsecured and the group undertaking has indicated that no repayment of these amounts will be sought within 12 months of the balance sheet date.

Brooke Marine Shipbuilders Limited

Notes to the financial statements (continued) For the year ended 31 March 2008

4 Called up share capital

	2008 £	2007 £
Authorised		
1,000 Ordinary shares of £1 each	1,000	1,000
Allotted, called up and fully paid		
2 Ordinary shares of £1 each	2	2

5 Reconciliation of the movement in equity shareholders' funds

	Share capital £	Profit and loss account £	Total equity shareholders funds £
At 1 April 2007 and 31 March 2008	2	(459,646)	459,644

6 Related party transactions

The company, as a wholly owned subsidiary, has taken advantage of the exemption granted under Financial Reporting Standard 8, "Related parties", by not disclosing details of sales and purchases with other members of the group headed up by Babcock International Group PLC. Details of balances owed to other group companies is disclosed in note 3.

Brooke Marine Shipbuilders Limited

Notes to the financial statements (continued)
For the year ended 31 March 2008

7 Immediate and ultimate parent company

Brooke Marine Shipbuilders Limited is a wholly owned subsidiary of FBM Babcock Marine Limited, a company registered in England and Wales. The company's ultimate parent company is Babcock International Group plc, a company registered in England and Wales. The only group in which the results of the company are consolidated is that headed by Babcock International Group PLC.

Copies of Babcock International Group PLC financial statements are available from the following address,

The Company Secretary
Babcock International Group PLC
2 Cavendish Square
London
W1G 0PX