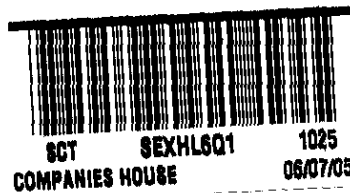


Cogent Training Management Limited
Annual report and financial statements
for the period 15 December 2003 to 31 December
2004

Registered Number 260821



Cogent Training Management Limited
Annual report and financial statements
for the period ended 31 December 2004
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Cogent Training Management Limited

Directors and Advisors for the period ended 31 December 2004

Directors

D Doig
L Bain

Secretary and Registered Office

J P Day
Cogent
Minerva House
Bruntland Road
Portlethen
Aberdeenshire
AB12 4QL

Auditors

PricewaterhouseCoopers LLP
32 Albyn Place
Aberdeen
AB10 1YL

Bankers

Bank of Scotland
31 High Street
Montrose
DD10 8LT

Cogent Training Management Limited

Directors' report for the period ended 31 December 2004

The directors present their report and the audited financial statements for the period 15 December 2003 to 31 December 2004.

Date of incorporation

The company was incorporated on 15 December 2003, and commenced trading on 1 January 2004.

Principal activity

The profit and loss account for the period is set out on page 7.

The principal activities of the company are to manage the Upstream modern apprenticeship scheme.

Review of business and future developments

Both the level of business and the period end financial position were satisfactory.

The oil & gas industry employers remain committed to replenishing its workforce using the Upstream modern apprenticeship scheme. The data from the 2004 survey identified the need for another 99 technicians to be recruited in 2005. The data further showed a trend (based on 3 years of survey data) of around 100 technicians leaving the industry annually. For this reason the employers (sponsors) view an annual intake of 100 technicians for the foreseeable future. This will sustain and strengthen the CTML Company in the long term and remain the sole business stream of the company. The financial terms of the contracts between CTML & the sponsoring companies will remain open book with all increases agreed between both parties.

The directors of the company at 31 December 2004 and during the year unless otherwise stated were:

D Doig (appointed 15 December 2003)

L Bain (appointed 15 December 2003)

Results and dividends

The directors do not recommend the payment of a dividend. The company's result for the financial period is nil.

Directors' interests in shares of the company

No directors held beneficial interests in the shares of the company at 31 December 2004 or at any time during the period.

Cogent Training Management Limited

Statement of director's responsibilities

Company law requires the directors to prepare financial statements for each financial year that 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. The directors are required to prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors confirm that suitable accounting policies have been used and applied consistently. They also confirm that reasonable and prudent judgements and estimates have been made in preparing the financial statements for the period ended 31 December 2005 and that applicable accounting standards have been followed.

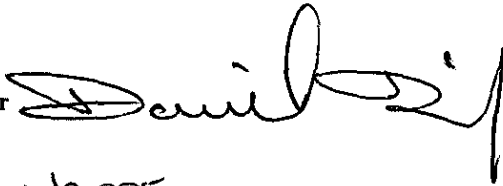
The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Auditors

The auditors, PricewaterhouseCoopers LLP have indicated their willingness to continue in office, and a resolution concerning their reappointment will be proposed at the Annual General Meeting.

On behalf of the Board

Director



21/06/2005

Cogent Training Management Limited

Independent auditors' report to the members of Cogent Training Management Limited

We have audited the financial statements which comprise the profit and loss account, the balance sheet and the related notes.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable United Kingdom Law and accounting standards 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 United Kingdom Auditing Standards issued by the Auditing Practices Board. This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume any responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 United Kingdom Companies Act. 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 transactions is not disclosed.

We read the other information contained in the Annual Report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements.

Basis of audit opinion

We conducted our audit in accordance with Auditing Standards 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 of the state of the company's affairs at 31 December 2004 and of its result for the period then ended and have been properly prepared in accordance with the Companies Act 1985.



PricewaterhouseCoopers LLP

Chartered Accountants and Registered Auditors
Aberdeen

1 July 2005

Cogent Training Management Limited

Profit and loss account for the period ended 31 December 2004

	Note	15 December 2003 to 31 December 2004
Turnover	2	3,979,324
Administrative expenses	3	(3,979,324)
Operating profit	3	-
Interest receivable		-
Profit on ordinary activities before taxation		-
Tax on profit on ordinary activities	6	-
Profit for the financial year	10	-

Statement of retained profit

Profit for the period	-
Retained profit at 31 December 2004	-

The company has no recognised gains and losses other than the results above, and therefore no separate statement of total recognised gains and losses has been presented.

There is no difference between the profit on ordinary activities before taxation and the retained profit for the period stated above, and their historical cost equivalents.

All of the company's operations relate to continuing activities.

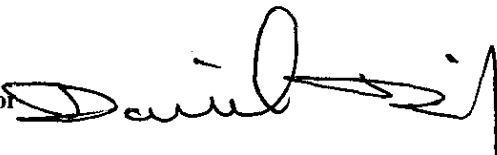
Cogent Training Management Limited

Balance sheet as at 31 December 2004

	Note	2004 £
Current assets		
Debtors	7	1,630,451
Cash at bank and in hand		786,914
		2,417,365
Creditors: amounts falling due within one year	8	(2,417,364)
Net current assets		1
Net assets		1
Capital and reserves		
Called up share capital	9	1
Profit and loss account	10	-
Equity shareholders' funds	11	1

The financial statements on pages 7 to 12 were approved by the Board of Directors on 21/06/2005 and were signed on its behalf by:

Director



Cogent Training Management Limited

Notes to the financial statements for the period ended 31 December 2004

1 Principal accounting policies

The financial statements have been prepared in accordance with applicable Accounting Standards in the United Kingdom. *A summary of the more important accounting policies which have been applied consistently, is set out below.*

Cash flow statement

The company qualifies as a small company under the terms of Section 247 of the Companies Act 1985. As a consequence it is exempt from the requirement to publish a cash flow statement.

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated 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.
- On the basis of all available evidence 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 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.

2 Turnover

Turnover, which excludes value added tax and trade discounts, represents the invoiced value to services supplied. Turnover consists entirely of sales made in the United Kingdom.

3 Operating profit

The auditors remuneration of £750 is borne by the parent company, Cogent Sector Services Limited.

4 Directors' emoluments

The directors received no emoluments during the year.

Cogent Training Management Limited

5 Employee information

The average weekly number of persons employed by the company during the period is analysed below:

	Period ended 31 December 2004
	Number
Trainees	125

	Period ended 31 December 2004 £
Employment costs :	
Wages and salaries	2,125,045
Social security costs	194,665
Other pension costs	-
Total direct costs of employment	2,319,710

6 Taxation

	Period ended 31 December 2004 £
Current tax	
UK corporation tax	-

No tax arises in the current period as the client made neither profit or loss.

Cogent Training Management Limited

7 Debtors : amounts falling due within one year

	2004 £
Trade debtors	1,617,012
Prepayments and Other debtors	13,439
	1,630,451

8 Creditors : amounts falling due within one year

	2004 £
Trade creditors	178,932
Taxation and social security costs	248,389
Deferred income	1,823,595
Other creditors	4,710
Amounts due to group undertakings	161,738
	2,417,364

	2004 £
Taxation and social security is made up as follows:	
PAYE and social security	63,068
VAT	185,321
	248,389

9 Called up share capital

	2004 £
Authorised	
100 ordinary shares of £1 each	100
Allotted, called up and fully paid	
1 ordinary shares of £1 each	1

Cogent Training Management Limited

10 Profit and loss account

	£
Profit for the period	-
At 31 December 2004	-

11 Reconciliation of movements in shareholders' funds

	Period ended 31 December 2004 £
Opening shareholders' funds	-
Share capital issued	1
Profit for the financial period	-
Closing shareholder's funds	1

12 Immediate parent company

The parent company of Cogent Training Management Limited is Cogent Sector Services Limited, a company incorporated in Scotland.

13 Ultimate parent company and ultimate controlling party

The directors regard Cogent SSC Limited a company incorporated in Scotland, as the ultimate parent company. The ultimate parent has 17 members representing chemical, nuclear, oil and gas, petroleum and polymers related businesses. The directors do not consider there to be a controlling party.

14 Related party transactions

The company has taken advantage to the exemption available under Financial Reporting Standard 8 not to disclose details on *intra-group transactions*, on the grounds that it is a subsidiary where 100% of the voting rights are controlled by Cogent SSC Limited and consolidated financial statements of this company are publicly available. Copies of the group consolidated financial statements can be obtained from the Company Secretary, Minerva House, Bruntland Road, Portlethen, Aberdeenshire, AB12 4QL.