ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2009

Registered Number: 2657940

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Registered Number: 2657940

COMPANY INFORMATION FOR THE YEAR ENDED 31ST DECEMBER 2009

Incorporated in England and Wales on 28th October 1991.

DIRECTORS

M P Cloyd Esq W Knapp Esq

SECRETARY

B C Clapsaddle Esq

REGISTERED OFFICE

29 Manor Road Folkestone Kent CT20 2SE

AUDITORS

Spain Brothers & Co, Chartered Accountants, 29 Manor Road, Folkestone, Kent CT20 2SE

COMPANY NUMBER

2657940

Registered Number: 2657940

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31ST DECEMBER 2009

The directors present their report together with the audited financial statements for the year ended 31st December 2009

PRINCIPAL ACTIVITY

The Company owns and leases one offshore oilfield service vessel and turnover is derived from this

The Company transacts its business primarily in U.S. Dollars which is reflected in the financial statements

DIRECTORS

The present directors of the Company who have served throughout the year are stated on page 1 Neither director holds any shares in this Company

M.P. Cloyd Esq holds all of the share capital of this Company's ultimate holding company, InterMarine Incorporated

DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare financial statements for each financial year 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 year 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,
- follow applicable accounting standards, 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 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.

The directors so far as they are aware know of no relevant audit information of which the Company's auditors are unaware and each director has taken all steps that they ought to have taken as directors to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information

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REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31ST DECEMBER 2009 (Continued)

AUDITORS

A resolution to re-appoint the Company's auditors Spain Brothers & Co will be proposed at the Annual General Meeting

SMALL COMPANY EXEMPTIONS

The above report has been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies

This report was approved by the Board on 13th September 2010.

By Order of the Board

B.C. Clprull

B C Clapsaddle Esq

Secretary

29 Manor Road Folkestone Kent CT20 2SE

13th September 2010

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INDEPENDENT AUDITORS REPORT TO THE SHAREHOLDERS OF INTERMARINE OFFSHORE SERVICES LIMITED

FOR THE YEAR ENDED 31ST DECEMBER 2009

We have audited the financial statements of Intermarine Offshore Services Limited for the year ended 31st December 2009 which comprise the Profit and Loss Account, Balance Sheet and the related notes. 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 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 may 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 explained more fully in the Directors' Responsibilities Statement (set out on page 2), 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 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 (APB'S) Ethical Standards for Auditors.

SCOPE OF OUR AUDIT

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.

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 31st December 2009 and of the Company's profit 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

Registered Number: 2657940

INDEPENDENT AUDITORS REPORT TO THE SHAREHOLDERS OF INTERMARINE OFFSHORE SERVICES LIMITED

FOR THE YEAR ENDED 31ST DECEMBER 2009 (Continued)

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 OF 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 Company 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

F. Peter Cheney - Senior Statutory Auditor

For and on behalf of Spain Brothers & Co

Folkestone

Chartered Accountants Registered Auditors

29 Manor Road Folkestone Kent CT20 2SE

13th September 2010

Registered Number: 2657940

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST DECEMBER 2009

<u>Note</u>		<u>2009</u> \$	2008 \$
1,2.	TURNOVER	25,824	25,824
	Administrative Expenses	(35,724)	(68,914)
	LOSS ON ORDINARY ACTIVITIES BEFORE AND AFTER TAXATION	(9,900)	(43,090)
	DEFICIT BROUGHT FORWARD	(169,603)	(126,513)
	DEFICIT AT 31ST DECEMBER 2009 CARRIED FORWARD	(\$179,503)	(\$169,603)

CONTINUING OPERATIONS

None of the Company's activities were acquired or discontinued during the above two years

TOTAL RECOGNISED GAINS AND LOSSES

The Company has no recognised gains or losses other than the loss for the above two years

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BALANCE SHEET AS AT 31ST DECEMBER 2009

<u>Note</u>		2009 \$	2008 \$
3.	FIXED ASSETS	1	1
	CURRENT ASSETS		
	Cash at Bank and in Hand	29,339	7,145
	TOTAL ASSETS LESS CURRENT LIABILITIES	29,340	7,146
4.	CREDITORS Amounts falling due after more than one year	(208,839)	(176,745)
	NET DEFICIT	(\$179,499)	(\$169,599)
	CAPITAL AND RESERVES		
5.	Share Capital	4	4
	Profit and Loss Account	(179,503)	(169,603)
		(\$179,499)	(\$169,599)

The financial statements have been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies

Approved by the Board of Directors on 13th September 2010 and signed on their behalf by:-

M.P. Cloyd Esq - Director

Registered Number: 2657940

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2009

1. ACCOUNTING POLICIES

The financial statements have been prepared in accordance with applicable accounting standards. The principal accounting policies adopted are as follows -

Cash Flow Statement

The Company qualifies as a small company under the Companies Act 2006 The directors have elected to take advantage of the exemption under FRS1 not to prepare a Cash Flow Statement

Going Concern

The financial statements are prepared on the basis that the Company will continue in operational existence for the foreseeable future. This means, in particular, that the Profit and Loss Account and Balance Sheet assume no intention or necessity to liquidate or curtail significantly the scale of the operation. The financial statements have been prepared on this basis giving the continuing financial support of the parent Company.

Turnover

Turnover comprises amounts derived from the leasing of an offshore oilfield service vessel

Foreign Currencies

The financial statements have been prepared in U.S. Dollars as this is the currency in which all of the transactions of the Company are carried out

Tangible Fixed Assets

The cost of tangible fixed assets includes only expenditure incurred in bringing the assets into working condition for their intended use. Depreciation is provided at the following annual rates in order to allocate the depreciable amount over its estimated useful life -

Vessel - 20% on Cost

Provisions

Provisions are set up only where it is probable that a present obligation exists as a result of an event prior to the Balance Sheet date and that a payment will be required in settlement that can be reliably estimated

2. **SEGMENTAL ANALYSIS**

100% of turnover is attributable to geographical markets outside the United Kingdom

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NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2009 (Continued)

3.	TANGIBLE FIXED ASSETS		
		<u>Vessel</u>	TOTAL
	Cost At 1st January 2009	360,000	360,000
	At 31st December 2009	\$360,000	\$360,000
	<u>Depreciation</u> At 1st January 2009 Charge for the Year	359,999 -	359,999
	At 31st December 2009	\$359,999	\$359,999
	Net Book Value At 31st December 2009	\$1	\$1
	At 31st December 2008	\$1	\$1
4.	CREDITORS - Amounts falling due after more than one year	2009	2008
	Amounts Owed to Group Undertaking	\$208,839	\$176,745
5.	SHARE CAPITAL	2009	2008
	Authorised 1000 Ordinary Shares of \$1 each	\$1,000	\$1,000
	Issued and Fully Paid 4 Ordinary Shares of \$1 each	\$4	\$4

6. PARENT UNDERTAKING

The Company is a wholly owned subsidiary of InterMarine De Panama S.A. which in turn is a wholly owned subsidiary of InterMarine Incorporated which is incorporated in the United States of America