



Cogent Sector Services Limited
Annual report and financial statements
for the year ended 31 December 2006

Registered Number 152175



Cogent Sector Services Limited
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for the year ended 31 December 2006
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Cogent Sector Services Limited

Directors and Advisors for the year ended 31 December 2006

Chairman

M Webb

Directors

C Allen
A Davies
S Woodward
A Saynor
J Taylor
G Tran
R Wilson
J Woolf
K Cochrane
G Rafferty
R Hodgson
R Riddoch

Secretary and Registered Office

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

Auditors

PricewaterhouseCoopers LLP
Kintyre House
209 West George Street
Glasgow
G2 2LW

Bankers

Bank of Scotland
31 High Street
Montrose
DD10 8LT

Cogent Sector Services Limited

Directors' report for the year ended 31 December 2006

The directors present their report and the audited financial statements for the year ended 31 December 2006

Principal activities

The profit and loss account for the year is set out on page 9

The principle activities of the company are wholly focussed on the offshore oil and gas extraction industry

- The maintenance and development of Industry Standards for Emergency Response duties
- The maintenance and development of Industry standards for hazardous activities
- The maintenance and development of Industry occupational standards including assessment methodologies
- The maintenance and development of Petroleum Open Learning products
- The management of the industries Modern Apprentice scheme for technicians
- The design and implementation of bespoke pan industry workforce skills solutions
- The Quality assurance (Approval) of training providers delivering Industry (OPITO) training programs to offshore employees
- The provision of consultancy services relating to the design and management of competence assurance systems
- The quality assurance (Approval) of employers competence assurance systems

Review of business and future developments

The North Sea basin experienced a sustained high level of activity in 2006. The activity level was at least equal to 2005 figures if not greater. This high business level can be directly attributed to a number of factors such as the sustained high oil price at an approximate average of \$63 and global political events which help make the basin a safe and attractive place for operators to invest. Business investment levels have a direct correlation to offshore manpower which in turn relates to the number of people training to the OPITO standards and income to OPITO.

Logistical figures (air craft seats booked) for 2007 provide clear indication that there will be a sustained level of personnel travelling offshore and it is safe to assume that this should sustain income figures during this period.

International business has again shown measurable growth in 2006 even exceeding the stretch targets set out in the business plans and budgets. The financial contribution to OPITO from the international market place is significant and is expected to overtake that of the UK within the next 3 years.

The sustained oil price has obviously influenced this growth but the board decision to make a financial investment in the promotion of the OPITO products and services has also played a major factor. The re emergence of the OPITO brand as a trading entity has also undoubtedly been a major factor.

Market penetration in the targeted areas of the gulf, Africa and Asia /Pacific regions has increased and this will be further developed in 2007 with the maturing of the regional employer forums which have been established to ensure product development addresses the needs of the local environment. This employer support will also ensure the value of the products and services are better understood and ownership resides with the employers which are in effect the customers.

Sales in these areas will be derived from Approval of training providers, registration of training records and specialist consultancy services working with employers to design workforce development frameworks based on the OPITO standards.

Cogent Sector Services Limited

The establishment of the “OPITO Partnership” in Q1 2007 which creates a single offering of standards, qualifications and technical support services to employers should increase sales and market standing. The strength of the partnership is the global profile and branding of OPITO who is the lead company with partnership support from the Scottish Qualifications Authority and Scottish Colleges International. Scottish government export agencies will also promote the OPITO Partnership in various global areas and this should also raise market awareness and lead to sales opportunities.

Petroleum Open Learning (POL) product sales in the UK were slightly below expected levels in 2006. However, International sales were above expectations which compensated for the shortfall in the UK. Overall the POL product range is a financially sound business stream which delivers excellent returns on investment. International sales are expected to increase in 2007 with the UK remaining stable. The packaged POL product offering to the Armed Forces resettlement agency is under pilot in Q1 2007. It is expected that the pilot will be successful and this should result in an increase in UK sales.

The Upstream Modern Apprenticeship scheme continues to grow year on year as employers recognise its value to sustaining and replenishing its workforce. In 2006 there were 224 apprentices in the scheme with an additional 127 recruited in 2006. A trend has developed in the last 2 years whereby operators request trainees in addition to their scheme allocation.

In 2006 OPITO has strengthened its position as the Industry workforce solutions provider. This work involves a significant level of consultation and engagement with the industry employers as the creation of solutions are defined, designed and implemented. Whilst this work does not create significant financial generation, the products developed can be sold for profit into the international market. There is significant intangible benefit to OPITO from this work as it further positions OPITO at the core of the employer networks and provides excellent marketing material for influencing global markets.

The income and surplus generated from both UK and overseas markets has enabled the sum of £460,000 to be gift aided to the parent charity (Cogent SSC Ltd) leaving a surplus of £277,257 before tax.

Safety and the Environment

OPITO makes a contribution to the UK oil and gas extraction Industry’s vision of being the safest place to work in the world by 2010. It does this by

- Ensuring that the training facilities where offshore workers are trained are safe environments which contain equipment which is reflective of the workplace and staff with the ability to deliver the training as specified in the standard.
- The design of occupational standards and competence management systems, which seek to ensure personnel undertaking tasks in the workplace can do so safely and effectively, protecting self, others and the environment in which they live and work.
- The mentoring and monitoring processes used within the OPITO modern Apprenticeship scheme ensures all trainees are adequately prepared to enter the workplace and that they understand the need for safe working practices, attitudes and behaviours.
- The design of Emergency Response standards which ensure offshore personnel are prepared to respond effectively to an offshore emergency should one emerge.

OPITO also plays a major role in the global operating environment by providing high quality assurance services for training delivery against industry standards. OPITO has greatly influenced the quality of training across the globe. This has resulted in the new build of many high quality purpose built training facilities containing safe and well maintained equipment staffed by qualified and experienced trainers.

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OPITO is committed to ensuring all staff working at its Portlethen office does so in a safe environment. The standards applied to staff are also applied to visitors to the premises to ensure no person is exposed to undue risks at the facility.

At the core of the OPITO safety policy are a set of prescribed procedures on which safe management of our people is based. The policy and procedures are actively implemented and regularly reviewed for effectiveness e.g.

- Defined roles and responsibilities
- Frequent inspection and testing of our electrical systems
- Frequent safety inspections
- Training in First Aid, manual handling and substance awareness
- A foul weather policy to ensure safe access to the car park
- Staff personal health events under the Scottish Health at Work (SHAW) Initiative which is currently at Silver with Gold expected to be awarded in 2007

There have been no reported accidents or incidents in 2006 and this is the level of performance we are committed to maintaining. Our environmental policy ensures we manage our waste through segregation and have the appropriate arrangements in place with third parties for disposal. Our insulation and energy control systems ensure we do not wilfully waste heat or light.

Results and dividends

The directors do not recommend the payment of a dividend (2005 £ nil). The profit for the financial year of £ 197,884 (2005 £ 106,173) has been added to the reserves.

Directors

The directors of the company at 31 December 2006, and during the year unless otherwise stated were

M Webb		S Westhead	(resigned 28 December 2006)
T A Cooper	(resigned 19 February 2007)	A Marks	(resigned 23 March 2006)
C Allen		J Taylor	
R Mankin	(resigned 19 October 2006)	G Tran	
A Saynor		R Wilson	
J Woolf	(appointed 19 July 2006)	A Davies	
S Woodward	(appointed 1 May 2007)	G Rafferty	(appointed 1 April 2007)
K Cochrane	(appointed 1 April 2007)	R Hodgson	(appointed 5 March 2007)
C Hunt	(resigned 1 February 2006)	R Riddoch	(appointed 19 April 2007)

No directors held beneficial interests in the shares of the company at 31 December 2006, or at any time during the year.

Statement of directors' responsibilities in respect of the Annual Report and the financial statements

The directors are responsible for preparing the Annual Report and the 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 Accounting Standards and applicable law). The financial

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statements are required by law to 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,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business, in which case there should be supporting assumptions or qualifications as necessary

The directors confirm that they have complied with the above requirements in preparing the financial statements

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

The directors are responsible for the maintenance and integrity of the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions


So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware, and

The directors have taken all the steps that ought to have been taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information

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
31/5/07

Cogent Sector Services Limited

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF COGENT SECTOR SERVICES LIMITED

We have audited the financial statements of Cogent Sector Services Limited for the year ended 31 December 2006 which comprise the Profit and Loss Account, the Balance Sheet, and the related notes. These financial statements have been prepared under the accounting policies set out therein.

Respective responsibilities of directors and auditors

As described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). 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 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 Companies Act 1985. 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 other transactions 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.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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 judgments 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, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2006 and of its profit for the year then ended, and
- have been properly prepared in accordance with the Companies Act 1985.

PricewaterhouseCoopers LLP
PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
Glasgow

24 July 2007

Cogent Sector Services Limited

Profit and loss account for the year ended 31 December 2006

	Note	2006 £	2005 £
Turnover	2	2,772,057	2,629,287
Administrative expenses		2,054,029	1,728,705
Charitable donation to parent/OTF		460,000	830,000
Operating (loss)/profit		258,028	70,582
Interest receivable	6	19,229	66,850
Profit on ordinary activities before taxation	3	277,257	137,432
Tax on profit on ordinary activities	7	(79,373)	(31,259)
Profit for the financial year		197,884	106,173
Statement of retained profit			
Retained profit at 1 January 2006	14	237,820	131,647
Profit for the year	14	197,884	106,173
Retained profit at 31 December 2006	14	435,704	237,820

The company has no recognised gains and losses other than those included in the profits 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 year above, and their historical cost equivalents

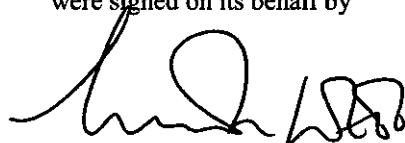
All of the company's operations relate to continuing activities

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Balance sheet as at 31 December 2006

	Note	2006 £	2005 £
Fixed assets			
Tangible Fixed Assets	8	66,693	
Investment	9	1	1
		66,694	1
Current assets			
Debtors	10	453,038	514,635
Cash at bank and in hand		586,769	546,331
		1,039,807	1,060,966
Creditors			
Amounts falling due within one year	11	(535,757)	(693,147)
Net current assets		504,050	367,819
Total assets less current liabilities		570,744	367,820
Provisions for liabilities and charges	12	(5,040)	
Net assets		565,704	367,820
Capital and reserves			
Called up share capital	13	130,000	130,000
Profit and loss account	14	435,704	237,820
Equity shareholders' funds	15	565,704	367,820

The financial statements on pages 9 to 19 were approved by the Board of Directors on 31 MAY 2007 and were signed on its behalf by



Director

Cogent Sector Services Limited

Notes to the financial statements for the year ended 31 December 2006

1 Principal accounting policies

The financial statements have been prepared under the historical costs convention, on the going concern basis, and in accordance with the accounting policies set with the Companies Act 1985 and applicable accounting standards. A summary of the more important accounting policies which have been applied consistently, is set out below.

Consolidation

The group has taken advantage of the exemption given by Section 248 of the Companies Act 1985 not to prepare consolidated accounts, as it qualifies as a small group and the company and its subsidiary undertakings CTML are included in the consolidated financial statements of the ultimate parent company Cogent SSC Limited (see note 18).

Cash flows

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.

Operating leases

Operating leases are charged on a straight line basis over the lease term.

Turnover

Turnover which excludes value added tax and trade discounts, represents the invoiced value of goods and services supplied.

Fixed assets

The cost of tangible fixed assets is their purchase cost or transfer value, together with any incidental expenses of acquisition.

Depreciation is calculated so as to write off the cost of tangible fixed assets, less their estimated residual values, on a straight line basis over the expected useful economic lives of the assets concerned, as follows:

Freehold Properties	40 years
Furniture & Fittings	5 10 years
Computer Equipment	3 4 years

Fixed asset investments

Investments in subsidiary undertakings are included at cost except where provision is made against an identified permanent diminution in value.

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.

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Pension costs

The company is a participating employer in a defined benefit scheme, the ITB Pension Scheme. Contributions are made as the agreed rate for the scheme, and are charged to the profit and loss account so as to spread the costs of pensions over employees' working lives.

2 Turnover

	2006 £	2005 £
Geographical analysis		
UK	1,886,317	2,008,070
Overseas	885,740	621,217
	2,772,057	2,629,287

3 Profit on ordinary activities before taxation

	2006 £	2005 £
Profit on ordinary activities before tax is stated after charging		
Operating lease rentals for plant and machinery	14,673	15,951
Depreciation	15,088	
Auditors remuneration	6,000	6,000

4 Directors' emoluments

	2006 £	2005 £
Salary		

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5 Employee information

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

	2006 Number	2005 Number
Administration	19	21

Employment costs

	2006 £	2005 £
Wages and salaries	591,584	592,245
Social security costs	55,250	54,610
Other pension costs	69,678	50,407
Total direct costs of employment	716,512	697,262

6 Investment income

	2006 £	2005 £
Bank interest	19,229	66,850

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7 Taxation on profit on ordinary activities

	2006 £	2005 £
Current tax		
UK corporation tax on profits of the year	74,333	31,259
Deferred tax		
Origination and reversal of timing differences	5,040	
Tax on profit on ordinary activities	79,373	31,259

The tax assessed is lower than the standard rate of corporation tax in the UK. The differences are explained below

	2006 £	2005 £
Profit on ordinary activities before tax	277,257	137,432
Profit on ordinary activities at UK tax rate 30%	81,940	40,230
Effects of		
Expenses not deductible for tax purposes	638	348
Accelerated capital allowances/other timing differences	(5,040)	
Tax at marginal rates	(3,205)	(9,319)
Total current tax charge	74,333	31,259

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8 Tangible fixed assets

	Computer Equipment	Office Equipment	Furniture and	Kitchen Equipment	Total
	£	£	£	£	£
Cost					
At 1 January					
Additions	76,363	1,010	4,195	213	81,781
Disposals					
At 31 December	76,363	1,010	4,195	213	81,781
Depreciation					
At 1 January					
Charge for year	14,680	53	350	5	15,088
Disposals					
At 31 December	14,680	53	350	5	15,088
Net book value					
At 31 December	61,683	957	3,845	208	66,693
At 31 December					

9 Fixed asset investments

	£
Cost	
At 1 January 2006	1
Addition	
At 31 December 2006	1

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Interests in subsidiary undertakings

Name of company and country of incorporation and operation	Description of shares held	Proportion of nominal value of issued shares held	Principal activity
Opito Training Management Ltd Scotland	Ordinary	100%	Training management

10 Debtors

	2006 £	2005 £
Amounts falling due within one year		
Trade debtors	444,554	503,604
Prepayments	8,138	10,329
Other debtors	346	702
	453,038	514,635

11 Creditors

	2006 £	2005 £
Amounts falling due within one year		
Trade creditors	164,544	80,745
Taxation and social security costs	147,226	107,300
Accruals	47,531	88,089
Other creditors	312	255,570
Amounts due to group undertakings	176,144	161,443
	535,757	693,147
Taxation and social security is made up as follows		
UK corporation tax	74,333	31,259
PAYE and social security	38,032	32,005
VAT	34,861	44,036
	147,226	107,300

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12 Provisions for liabilities and charges

	2006 £	2005 £
Analysis of deferred tax balances		
Accelerated capital allowances	5,040	
Analysis of movement in provisions		
Opening balance at 1 January 2006		
Profit and loss account	5,040	5,040
Closing balance at 31 December 2006	5,040	5,040

13 Share capital

	2006 £	2005 £
Authorised		
130,000 ordinary shares of £1 each	130,000	130,000
Allotted, called up and fully paid		
130,000 ordinary shares of £1 each	130,000	130,000

14 Profit and loss account

	2006 £	2005 £
At 1 January 2006	237,820	131,647
Profit for the year	197,884	106,173
At 31 December 2006	435,704	237,820

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15 Reconciliation of movements in shareholders' funds

	2006 £	2005 £
Opening shareholders' funds	367,820	261,647
Profit for the year	197,884	106,173
Closing shareholders' funds	565,704	367,820

16 Lease commitments

The company has annual commitments in respect of non cancellable operating leases of plant and machinery expiring as follows

	2006 £	2005 £
Within 1 year	1,800	
Within 2 to 5 years	9,705	5,399
	11,505	5,399

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17 Pensions

The group and company participates in the ITB Pension Scheme, a defined benefit scheme. The assets of the scheme are in a separate trustee administered fund. It is not possible to identify each participating employer's share of the underlying assets and liabilities of the scheme and hence contributions to the scheme are accounted for as if it were a defined contribution scheme. The cost recognised in the income and expenditure account being equal to the contributions payable to the scheme for the year.

The latest interim actuarial valuation of the scheme was at 31 March 2004. The assumptions which have the most significant effect on the result of the valuation are those relating to the rate of return on investments (ie the valuation interest rate) and the rates of increase in salary and pension. In relation to the past liabilities the financial assumptions were derived from market yield rates prevailing at the valuation date. It was assumed that the real investment yield would be 3% per annum, salary increases would be 5½% per annum and pensions would increase by 7% per annum.

At the valuation date, the actuarial value of the assets of the scheme was £539.4 million and the value of liabilities was £493.9 million, leaving a balance of assets of £45.5 million. Taking into account the employer pots of £63.5 million leaves a deficit arising at 31 March 2004 of £18 million.

Surpluses or deficits which arise at future valuations may impact on the group and company's future contribution commitment. The next formal actuarial valuation is due as at 31 March 2007 when the above rates will be reviewed.

The total ITB Pension cost for the company was £69,678 (2005 £50,407). This includes £nil (2005 £nil) outstanding contributions at the balance sheet date. The contributions rate payable by the company was 16% of pensionable salaries for old section members and 11% for new section members. New entrants after 1 October 2004 are only permitted to participate in the new scheme whereby employers contributions are 11%.

18 Ultimate parent company and ultimate controlling party

The directors regard Cogent SSC Limited (formerly known as Offshore Petroleum Industry Training Organisation) as the ultimate parent company. The ultimate parent has 18 members representing chemical and pharmaceuticals, nuclear, oil and gas, petroleum and polymers related businesses. The directors do not consider there to be a controlling party.

19 Related party transactions

The company has taken advantage of the exemption available under Financial Reporting Standard 8 not to disclose details of intra group transactions, on the grounds that it is a subsidiary where 100% of the voting rights are controlled by Cogent SSC Limited. The consolidated financial statements are available from Cogent SSC Ltd, Minerva House, Bruntland Rd, Portlethen, AB12 4QL.