

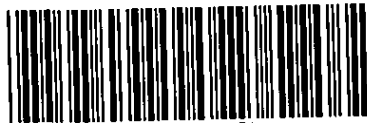
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Registration number: 00989531

BIBBY HOLDINGS LIMITED

Directors' Report and Financial Statements
for the Year Ended 31 December 2008
(Consolidated)

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COMPANIES HOUSE

BIBBY HOLDINGS LIMITED

ULTIMATE PARENT COMPANY

Bibby Line Group Limited

DIRECTORS

Sir Michael Bibby, Bt.
Cyril Joseph Green
Jonathan Haymer
Jonathan Osborne
Sean Thomas Golding
Andrew John Goody

SECRETARY

Bibby Bros. & Co. (Management) Limited

REGISTERED OFFICE

105 Duke Street
Liverpool
L1 5JQ
www.bibbyholdings.com

Incorporated in England and Wales
Registered Number 989531

AUDITORS

Deloitte LLP
Chartered Accountants and Registered Auditors
Liverpool

BIBBY HOLDINGS LIMITED

YEAR ENDED 31 DECEMBER 2008

Business Review & Directors Report

The directors present their report together with the audited financial statements for the year ended 31st December 2008.

Business Review and Principal Activities

Bibby Holdings Limited (the group) is a wholly-owned subsidiary of Bibby Line Group Limited and acts as the managing company for Bibby Line Group Limited's developing businesses portfolio. Prior to 27th December 2007, the company was called Bibby Line Limited, and managed the marine businesses of Bibby Line Group Limited. On the 31st December 2007 Bibby Offshore Limited, a Bibby Holdings subsidiary, became the holding company for offshore and subsea activities, and on 27th December 2007 Newbibco IV Limited, also a Bibby Holdings' subsidiary was renamed Bibby Line Limited, and on 31st December 2007 it became a holding company for the traditional shipping companies. This group re-organisation was effected through share for share exchanges to move other Bibby Holdings Limited subsidiaries to Bibby Offshore Limited and Bibby Line Limited. The share capital and investments of these holding companies, Bibby Offshore Limited and Bibby Line Limited, were then transferred by Bibby Holdings Limited to Bibby Line Group Limited, and these transfers were accounted for as dividends in specie at nominal value in the group's accounts, as set out in note 1 to the accounts.

Following the change in the principal activity of the group at 31 December 2007 the functional currency has been changed to sterling, from US Dollars, from 1st January 2008. The comparatives are restated at £1=US\$1.9906 for balance sheet items and £1=US\$2.0052 for profit and loss items, being the closing exchange rate and average exchange rate respectively for 2007.

The group's principal activity is now the management and development of businesses up to a scale where they can become direct divisions of Bibby Line Group Limited. The current group activities comprise a range of activities. One business unit owns, operates and manages floating accommodation units and has a worldwide crewing and shipping technical management business. On 21 October 2008 the group purchased 100% of the share capital of Garic Limited, a company specialising in the hire of equipment to the construction industry. The group also manages, on behalf of its parent company, the Colney Memorial Parks Limited and mhl Limited parent company subsidiaries. At the date of this report, the directors are not aware of any likely major changes in the group's activities in the next year. The group seeks investment opportunities in existing and new business areas with a view to implementing its policy of expansion.

As shown in the consolidated profit and loss account on page 8 the 2007 activities which have been transferred to Bibby Line Group Limited are shown as discontinued operations of Bibby Holdings Limited and in 2008 the acquisition of Garic Limited is shown as acquired operations from the point of purchase to the year-end.

The balance sheet on page 10 of the financial statements shows that the group's assets at the year-end have been reduced by £19m principally due to waiving debts owed by subsidiaries of Bibby Line Limited. These loan waivers are the final stage of the internal reorganisation which commenced at the end of 2007.

There have been no significant events since the balance sheet date which should be considered for a proper understanding of these financial statements, and the reasoning supporting the going concern basis of preparation is highlighted in note 1 to the financial statements.

The group manages its operations on a divisional basis. For this reason, the group's directors believe that non-financial key performance indicators for the group are not necessary or appropriate for an understanding of the development, performance or position of the group. The non-financial performance of the constituents of the group is discussed in the Business Reviews and Directors' Reports of the companies making up this division. The group's key financial KPI's are sales, gross margin, working capital ratios and operating cashflows which are self evident in the financial statements.

BIBBY HOLDINGS LIMITED

YEAR ENDED 31 DECEMBER 2008

Principal risks and uncertainties

Competitive pressure in international markets is a continuing risk for the group for one business unit, while the domestic construction market and the current economic downturn are a risk to the other business unit. To manage this risk, the group strives to provide well maintained and safe assets; added value services; prompt responses to customer queries; and the continuation of strong relationships with customers. The group provides assets and services into international markets and is, therefore, exposed to currency movements on such sales, which it manages through matching costs in the same currencies. The group is financed by floating rate bank loans and is exposed to interest rate movements, and for one loan currency rate movements. The group does not hold or issue derivatives and other financial instruments for speculative purposes.

Corporate Governance

The group strives to maintain the highest standards in corporate governance and bases its actions on the principles of openness, integrity and accountability. Audit and Remuneration committees exist within Bibby Line Group Limited which also cover the activities of this group.

Environment

The group recognises the importance of its environmental responsibilities, monitors its impact on the environment, and designs and implements policies to mitigate any adverse impact that might be caused by its activities. Initiatives aimed at minimising the group's impact on the environment include recycling, reducing energy consumption and the introduction of a carbon neutral company car policy from the start of 2007.

Employees

The group is committed to the continuing development of effective employee communication, including regular publication of company magazines. It is the policy of the group to ensure that all sections of the community have an equal opportunity in matters related to employment. The group operates no pension schemes, but is a member of its parent company's schemes. It is the group's policy to promote the understanding and involvement of all employees in its business aims and performance.

The policy of the group is to give full and fair consideration to applications for employment made by disabled persons. If any employee becomes disabled whilst employed by a group company, every effort is made to find suitable continuing employment, with re-training as necessary. Disabled persons share equally in the opportunities available for training, career development and promotion.

Dividends

The directors paid interim dividends totaling £nil (2007 – £15,589,000).

Directors

The directors during the year were:

Cyril Joseph Green

Sir Michael James Bibby, Bt.

Jonathan Haymer

Jonathan Osborne

Sean Thomas Golding

Andrew John Goody

Simon Jeremy Kitchen and Howard Dennis Woodcock resigned from the board on 1 January 2008.

BIBBY HOLDINGS LIMITED

YEAR ENDED 31 DECEMBER 2008

Charitable and political donations

The company and the group have made no political or charitable donations in the year (2007 - £nil).

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

The directors are responsible for preparing the Directors' 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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

The group and parent company financial 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 these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and the parent company will continue in business.

The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the parent company and enable them to ensure that its 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 group and to prevent and detect fraud and other irregularities.

Information provided to Auditors

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- the director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s234ZA of the Companies Act 1985.

BIBBY HOLDINGS LIMITED

YEAR ENDED 31 DECEMBER 2008

Auditors

KPMG LLP resigned as auditors on 21 October 2008. The directors appointed Deloitte & Touche LLP to fill the casual vacancy.

On 1 December 2008 the company's auditors subsequently changed their name from Deloitte & Touche LLP to Deloitte LLP.

Deloitte LLP have expressed their willingness to continue in office as auditors and a members' written resolution to reappoint them until the end of the next period for appointing auditors in accordance with the provisions of Part 16 of the Companies Act 2006 will be proposed to the members by the directors..

By order of the Board



Bibby Bros. & Co. (Management) Limited

Secretary

22 May 2009

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BIBBY HOLDINGS LIMITED

We have audited the consolidated and parent company financial statements (the "financial statements") of Bibby Holdings Limited for the year ended 31 December 2008, which comprise the Consolidated Profit and Loss Account, the Consolidated and Company Balance Sheets, the Consolidated Statement of Total Recognised Gains and Losses, the Consolidated Cash Flow Statement and the related notes 1 to 35. These financial statements have been prepared under 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 audit 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

The directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) 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 International Standards on Auditing (UK and Ireland).

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 whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, 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 other information contained in the Annual Report as described in the contents section, and consider whether it is consistent with the audited financial statements. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any further information outside the Annual Report.

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 group's and company's circumstances, consistently applied and adequately disclosed.

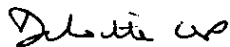
We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BIBBY HOLDINGS LIMITED (cont)

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 group's and the parent company's affairs as at 31 December 2008 and of the group's profit for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' Report is consistent with the financial statements.



Deloitte LLP
Chartered Accountants and Registered Auditors
Liverpool, UK
22 May 2009

BIBBY HOLDINGS LIMITED

CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE
YEAR ENDED 31 DECEMBER 2008

	Note	2008 £000	2008 £000	2007 £000	2007 £000
Turnover: group and share of participating interests	2		49,659		148,720
Less share of joint ventures turnover	10		(9,952)		(10,063)
Group turnover – continuing operations	3	37,794		37,366	
Group turnover – acquired operations	3	1,913		-	
Group turnover – discontinued operations	3	—		101,291	
Cost of sales			39,707 (33,434)		138,657 (121,081)
Gross profit			6,273		17,576
Other operating income:					
Profit on the termination of a charter	8		-		6,305
Administration expenses			(572)		(9,215)
Group operating profit – continuing operations	3	5,555		2,501	
Group operating profit – acquired operations	3	146		-	
Group operating profit – discontinued operations	3	—		12,165	
Share of operating profit of participating interests	10		5,701 4,181		14,666 4,009
Total operating profit			9,882		18,675
Profit on disposal of fixed assets			187		24,041
Profit on ordinary activities before interest and taxation			10,069		42,716
Interest receivable and similar income	4		1,159		1,525
Interest payable and similar charges	5		(7,485)		(3,972)
Profit on ordinary activities before taxation	6		3,743		40,269
Tax on profit on ordinary activities	7		1,165		(6,897)
Profit on ordinary activities after taxation			4,908		33,372
Minority interests			(8)		—
Profit for the financial year			4,900		33,372

The parent company has not presented its own profit and loss account as permitted by Schedule 4, Section 230 of the Companies Act 1985. The Parent Company made a profit for the financial year of £147,000 (2007 - profit of £33,402,000).

BIBBY HOLDINGS LIMITED

CONSOLIDATED STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES
YEAR ENDED 31 DECEMBER 2008

	2008 £000	2007 £000
Profit for the financial year	4,900	33,372
Currency translation difference on foreign currency net investment	(343)	<u>16</u>
Total gains recognised since last annual report	<u>4,557</u>	<u>33,388</u>

The notes on pages 12 to 29 form part of these financial statements.

BIBBY HOLDINGS LIMITED

CONSOLIDATED AND COMPANY BALANCE SHEETS AS AT
31 DECEMBER 2008

	Note	Parent Company		Group	
		2008	2007	2008	2007
		£000	£000	£000	£000
Fixed assets					
Tangible assets	11	6	5	33,567	18,590
Intangible assets	12	-	-	15,204	-
Investments	9	787	772	25	-
Interest in joint ventures:					
- share of gross assets	10			49,226	47,393
- share of gross liabilities	10			(44,926)	(43,608)
- share of net assets		-	-	4,300	3,785
		<u>793</u>	<u>777</u>	<u>53,096</u>	<u>22,375</u>
Current assets					
Stock	13	-	-	604	-
Debtors	14	6,979	69,615	17,584	88,214
Cash at bank and in hand		<u>4,200</u>	<u>8,978</u>	<u>11,831</u>	<u>22,464</u>
		<u>11,179</u>	<u>78,593</u>	<u>30,019</u>	<u>110,678</u>
Creditors (amounts falling due within one year)	15	(460)	(15,622)	(18,122)	(50,361)
Net current assets		<u>10,719</u>	<u>62,971</u>	<u>11,897</u>	<u>60,317</u>
Total assets less current liabilities		<u>11,512</u>	<u>63,748</u>	<u>64,993</u>	<u>82,692</u>
Creditors (amounts falling due after more than one year)	16	-	-	28,876	13,486
Convertible intergroup loan	17	-	15,564	-	15,564
Provisions for liabilities and charges	18	-	-	6,015	9,265
		-	<u>15,564</u>	<u>34,891</u>	<u>38,315</u>
Capital and reserves					
Called up share capital	19	5,000	5,000	5,000	5,000
Profit and loss account	20	<u>6,512</u>	<u>43,184</u>	<u>25,062</u>	<u>39,377</u>
Shareholders' funds (including non-equity interests)	21	<u>11,512</u>	<u>48,184</u>	<u>30,062</u>	<u>44,377</u>
Minority interests		-	-	40	-
		<u>11,512</u>	<u>63,748</u>	<u>64,993</u>	<u>82,692</u>

Approved by the Board on 22 May 2009



S. T. Golding
Director

The notes on pages 12 to 29 form part of these financial statements.

BIBBY HOLDINGS LIMITED

CONSOLIDATED CASH FLOW STATEMENT
YEAR ENDED 31 DECEMBER 2008

	Note	2008 £000	2008 £000	2007 £000	2007 £000
Net cash inflow from operating activities	22		3,285		22,897
Returns on investment and servicing of finance:					
Interest received		972		1,310	
Interest paid		(892)		(1,625)	
Dividends received from participating interests		<u>1,200</u>		<u>1,200</u>	
			1,280		885
Taxation:					
Corporation tax and group relief received / (paid)		225		(4,115)	
Foreign tax paid		<u>-</u>		<u>(222)</u>	
			225		(4,337)
Capital expenditure and financial investment:					
Purchase of tangible fixed assets		(11,218)		(22,480)	
Sale of tangible fixed assets		-		52,255	
Cash transferred on group re-organisations		<u>-</u>		<u>(4,793)</u>	
			(11,218)		24,982
Acquisitions and disposals:					
Purchase of subsidiary		(14,355)		-	
Purchase of investment		(25)		-	
Proceeds on disposal of participating interest		<u>614</u>		-	
			(13,766)		-
Equity dividends paid			<u>-</u>		<u>(15,589)</u>
Cash (outflow) / inflow before financing			(20,194)		28,838
Financing:					
New loans advanced		11,672		5,649	
Repayment of amounts borrowed		(3,515)		(19,072)	
New debt financing facilities		500		-	
Cash balances acquired with new subsidiary		1,304		-	
Finance lease debt acquired with new subsidiary		<u>(1,704)</u>		<u>-</u>	
			8,257		(13,423)
(Decrease) / Increase in cash	23		<u>(11,937)</u>		<u>15,415</u>

The notes on pages 12 to 29 form part of these financial statements.

BIBBY HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2008

1. ACCOUNTING POLICIES

Basis of preparation

The following accounting policies have been applied consistently in dealing with items considered to be material to the company's financial statements.

The financial statements have been prepared under the historical cost convention and in accordance with applicable laws and Accounting Standards.

Basis of consolidation

The group financial statements consolidate the financial statements of the Parent Company and all its subsidiaries by the acquisition method of accounting. The results of subsidiaries are included within the consolidation from the date of acquisition to the date of disposal. In 2007 the group underwent a group reconstruction involving the transfer of certain subsidiaries to Bibby Offshore Limited and Bibby Line Limited in share for share exchanges. These two holding companies were then transferred to Bibby Line Group Limited, which was recorded as a dividend in specie (see note 3).

An associate is an undertaking in which the group has a long term interest, usually from 20% to 50% of the equity voting rights, and over which it exercises significant influence. A joint venture is an undertaking in which the group has a long term interest and over which it exercises joint control. The consolidated profit and loss account includes the group's share of the results of associated undertakings and joint ventures as shown by their audited statements or unaudited management accounts. The group's interest in their net assets is included in the consolidated balance sheet.

Tangible fixed assets and depreciation

Fixed assets are included at cost, less depreciation. Depreciation is provided on a straight line basis to write off the cost of tangible fixed assets over their expected useful economic lives. The rates of depreciation are as follows:

- | | |
|--------------------------|--|
| - equipment | - varying rates between three and five years |
| - leasehold improvements | - over the primary period of the lease |
| - fleet | - between five and ten years |

Fleet assets in the course of construction are not depreciated until it is deemed that the asset has commenced its useful economic life and contributes economic benefits to the group.

BIBBY HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2008 (CONTINUED)

1. ACCOUNTING POLICIES (continued)

Going concern

The financial statements have been prepared on the going concern basis.

The group's business activities, together with the factors likely to affect its future development, performance and position are set out in the Directors Report along with the financial position of the group. In addition, the Directors Report includes the group's policies and processes for managing its capital and financial risk management objectives.

The group meets its day to day working capital requirements through managing its debtors and creditors and has given loans to support other group companies. At the year-end the group has loaned £5.4m to Bibby Line Limited and £0.6m to mhl Limited, both on commercial terms.

The group's forecasts and projections, taking account of possible changes in trading performance, show the group should be able to operate within the level of its current facilities. No matters have been drawn to the group's attention to suggest that facilities will not be forthcoming on acceptable terms, if they were required to fund the expansion of the group.

After making enquiries, the directors have a reasonable expectation that the company and the group have adequate resources to continue operating on a commercial basis for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual accounts.

Drydock costs

For all owned vessels revenue costs associated with the periodic drydocking of vessels are written off in the year in which the drydock takes place.

Floating accommodation vessels' relocation and refurbishment costs

After a floating accommodation vessel completes a contract, the costs of relocation and refurbishment are normally written off over the life of that vessel's next contract. However, if the next contract is of a short term nature, the costs are written off to the profit and loss account in the year of expenditure.

Stock

Stock is stated at the lower of cost and net realisable value, and represents consumables, transit vans in the course of conversion and work in progress which on completion will be transferred to fixed assets.

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. The deferred tax assets and liabilities are not discounted. Deferred tax assets are regarded as recoverable and recognised in the financial statements when, on the basis of available evidence, it is more likely than not that there will be suitable taxable profits from which the future reversal of the timing differences can be deducted.

BIBBY HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2008 (CONTINUED)

1. ACCOUNTING POLICIES (continued)

Current taxation

Current taxation is provided at amounts expected to be paid (or recovered) using tax rates and laws that have been enacted, or substantively enacted by the balance sheet date.

Foreign currencies

Transactions in foreign currencies are translated at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities in foreign currencies are translated at the rates ruling at the balance sheet date. All exchange differences are dealt with through the profit and loss account

Pension costs

Bibby Holdings Limited is a member of the Bibby Line Group Limited Pension Scheme but is unable to identify its share of the underlying assets and liabilities of the Schemes on a consistent and reasonable basis therefore, as required by FRS 17 "Retirement Benefits", Bibby Holdings Limited continues to account for the Scheme as if it were a defined contribution scheme. As a result, the amount charged to the profit and loss account represents the contributions payable to the Scheme in respect of the accounting period. Differences between the amounts charged in the profit and loss account and payments made to the Schemes are treated as liabilities. The disclosures required by FRS 17 have been incorporated in note 33.

Bibby Holdings Limited is a member of the Merchant Navy Officers Pension Fund (MNOPF), but is unable to identify its share of the underlying assets and liabilities of the scheme on a consistent and reasonable basis. As required by FRS 17 "Retirement Benefits", Bibby Holdings Limited continues to account for the scheme as if it were a defined contribution scheme. The membership of the scheme is as a result of historical and current shipping interests which were transferred to Bibby Line Limited on 31 December 2007. The contributions to the MNOPF scheme in 2008 were transferred to and paid by Bibby Line Limited on an ex-gratia basis.

Operating leases

Lease rentals are charged to the profit and loss account on a straight line basis over the lease terms.

Fixed asset investments

Fixed asset investments are shown at cost less provision for impairment.

Finance leases

Amounts due under finance leases are included as a debtor at the amount of the net investment in the lease. Lease payments receivable are apportioned between repayments of capital and interest so as to give a constant periodic rate of return on the net investment in the lease.

2. TURNOVER

Turnover, which is derived from international business, is the freight and charter hire earned plus service revenues and is recognised at the time the relevant service is provided to customers. Joint venture turnover includes interest receivable under finance leases. Equipment hire rental is recognised for each period where rentals fall due. The directors consider all material activities of the group to be managed within the UK.

BIBBY HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE
YEAR ENDED 31 DECEMBER 2008 (CONTINUED)

3. CONTINUING / DISCONTINUING OPERATIONS

As disclosed in the Directors Report, one business has been purchased in 2008, while in 2007 two business units previously under the control of Bibby Holdings Limited were distributed as a dividend in specie to the direct control of the ultimate parent company – Bibby Line Group Limited. Although at Bibby Line Group Limited level there is no accounting change as they have always controlled these companies, albeit through an intermediate holding company, for Bibby Holdings Limited there is a disposal under FRS 3. The face of the profit and loss account shows the impact at a turnover and operating profit level, but the standard requires more detailed disclosure which follows.

2008 Performance

	Continuing Operations £000	Acquired Operations £000	Total Operations £000
Turnover	37,794	1,913	39,707
Operating Costs	(27,641)	(893)	(28,534)
Depreciation	(4,517)	(581)	(5,098)
Exchange differences	<u>198</u>	<u>(-)</u>	<u>198</u>
Gross profit	5,834	439	6,273
Administration costs	<u>(279)</u>	<u>(293)</u>	<u>(572)</u>
Operating profit	<u>5,555</u>	<u>146</u>	<u>5,701</u>

2007 Performance

	Continuing Operations £000	Discontinued Operations £000	Total Operations £000
Turnover	37,366	101,291	138,657
Operating Costs	(27,305)	(82,347)	(109,652)
Depreciation	(4,300)	(5,332)	(9,632)
Exchange differences	<u>(1,639)</u>	<u>(158)</u>	<u>(1,797)</u>
Gross profit	4,122	13,454	17,576
Profit on termination of a charter	-	6,305	6,305
Administration costs	<u>(1,621)</u>	<u>(7,594)</u>	<u>(9,215)</u>
Operating profit	<u>2,501</u>	<u>12,165</u>	<u>14,666</u>

BIBBY HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE
YEAR ENDED 31 DECEMBER 2008 (CONTINUED)

4. INTEREST RECEIVABLE AND SIMILAR INCOME

	2008 £000	2007 £000
Interest receivable in joint ventures	173	215
Bank interest receivable	744	1,203
Interest receivable from fellow group companies	242	33
Interest receivable from ultimate parent company	-	74
	<u>1,159</u>	<u>1,525</u>

5. INTEREST PAYABLE AND SIMILAR CHARGES

	2008 £000	2007 £000
On bank loans and overdrafts	892	1,503
On bank loans and overdrafts of joint venture	2,168	2,356
Foreign exchange loss on loans	4,425	-
HMRC late payment interest on corporation tax	-	113
	<u>7,485</u>	<u>3,972</u>

6. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION
is stated after charging the following amounts:-

	2008 £000	2007 £000
Staff costs		
- wages and salaries	2,199	26,602
- social security costs	212	453
- other pension costs	140	354
Depreciation of owned assets (note 11)	5,098	9,698
Goodwill amortised (note 12)	256	-
Exchange losses	4,217	1,797
Operating lease costs:		
- hire of plant and machinery	213	6,857
- other	60	342
Amounts receivable by auditors and their associates in respect of :		
These financial statements	9	14
Audit of financial statements of subsidiaries pursuant to legislation	58	65
Other services relating to taxation	=	<u>1</u>

The 2007 amounts receivable by the auditor relate to the previous auditor, KPMG LLP.

BIBBY HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE
YEAR ENDED 31 DECEMBER 2008 (CONTINUED)

7. TAX ON PROFIT ON ORDINARY ACTIVITIES

	2008 £000	2007 £000
The taxation charge comprises:		
Group relief / corporation tax payable for the current period	(2,022)	(6,539)
Under provision of corporation tax in respect of earlier periods	80	(1,312)
Share of participating interests taxation (charge) / credit	(14)	(8)
Current year provision for foreign taxes	(150)	(706)
Current tax charge	(2,106)	(8,565)
Deferred tax credit (note 18)		
Current year credit / (charge)	3,271	(424)
Over provision in respect of prior years	—	<u>2,092</u>
	<u>3,271</u>	<u>1,668</u>
	<u>1,165</u>	<u>(6,897)</u>

Factors affecting the tax charge for the year:

The current tax charge is lower (2007 – higher) than the anticipated charge. The anticipated tax charge is based on the average rate of tax across the group.

The differences are explained as follows:

	2008 £000	2007 £000
Profit on ordinary activities before taxation	<u>3,743</u>	<u>40,269</u>
Profit on ordinary activities multiplied by the rate of tax of 28.5% (2007 - 30%)	(1,067)	(12,081)
Effects of:		
Prior year corporation tax paid	80	(1,312)
Difference between capital allowances and depreciation	(1,205)	(1,073)
Foreign taxation	(409)	-
Non taxable expenses	(83)	(294)
Previously unrecognised CGT losses utilised	-	3,945
Permanent differences	10	393
Tax deferred on sale of fixed assets	-	1,495
Tonnage tax	<u>568</u>	<u>362</u>
Current tax charge	(2,106)	(8,565)

BIBBY HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE
YEAR ENDED 31 DECEMBER 2008 (CONTINUED)

8. EXCEPTIONAL PROFIT ON TERMINATION OF A CHARTER

	2008 £000	2007 £000
Exceptional profit on the termination of a charter	=	<u>6,305</u>

A vessel which had been chartered by a subsidiary company was sold by the charterer resulting in the termination of the charter. The tax effect of this gain is £nil, as the capital gain was offset by brought forward unprovided capital losses.

9. INVESTMENTS

	Meridian Marine Management Participating Interest £000	Foreland Participating Interest £000	Subsidiary Undertakings £000	Other £000	Total £000
Parent company					
At 1 January 2008	10	25	737	-	772
Investment acquired in year	-	-	-	25	25
Participating interest disposed of	(10)	-	-	-	(10)
At 31 December 2008	=	<u>25</u>	<u>737</u>	<u>25</u>	<u>787</u>

Details of shares held in subsidiary and associated undertakings are given in note 31. On the 30 September 2008 the group sold its interest in Meridian Marine Management Limited.

10. INCOME FROM INTERESTS IN PARTICIPATING INTERESTS

The Group's share of participating interests' results is set out below:

	Meridian Marine Management 2008 £000	Foreland 2008 £000	Total 2008 £000	Total 2007 £000
Turnover	<u>948</u>	<u>9,004</u>	<u>9,952</u>	<u>10,063</u>
Operating profit	134	4,047	4,181	4,009
Interest receivable	5	168	173	215
Interest payable	-	(2,168)	(2,168)	(2,356)
Group's share of profit on ordinary activities before taxation	<u>139</u>	<u>2,047</u>	<u>2,186</u>	<u>1,868</u>
Group's share of tax on profit on ordinary activities	(29)	(14)	(43)	(8)

BIBBY HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE
YEAR ENDED 31 DECEMBER 2008 (CONTINUED)

10. INCOME FROM INTERESTS IN PARTICIPATING INTERESTS (continued)

The Group's participating interests are represented as follows:

	Foreland 2008 £000	Total 2007 £000
Tangible fixed assets	11,354	12,059
Non current assets	31,986	30,285
Current assets	5,886	5,049
Creditors (amounts falling due within one year)	(4,420)	(2,427)
Net current assets	<u>1,466</u>	<u>2,622</u>
Total assets less current liabilities	44,806	44,966
Other borrowings	(40,506)	(41,181)
Group share of net assets	<u>4,300</u>	<u>3,785</u>

In 2007 the total included the group's participating interest in both Foreland Holdings Limited, and Meridian Marine Management Limited. On the 30 September 2008 the group sold its interest in Meridian Marine Management Limited.

11. TANGIBLE ASSETS

	Parent Company Equipment £000
Cost	
At 1 January 2008	392
Additions	4
Disposals	(384)
At 31 December 2008	<u>12</u>
Depreciation	
At 1 January 2008	387
Charge for the year	3
Disposals	(384)
At 31 December 2008	<u>6</u>
Net book amount	
At 31 December 2008	<u>6</u>
At 31 December 2007	<u>5</u>

BIBBY HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE
YEAR ENDED 31 DECEMBER 2008 (CONTINUED)

11. TANGIBLE ASSETS (continued)

	Group				
	Leasehold improvements £000	Equipment £000	Fleet assets in course of construction £000	Fleet £000	Total £000
Cost					
At 1 January 2008	24	1,149	2,797	39,101	43,071
Additions	-	776	10,492	-	11,268
Acquired through subsidiary	-	8,807	-	-	8,807
Disposals	-	(565)	-	-	(565)
At 31 December 2008	<u>24</u>	<u>10,167</u>	<u>13,289</u>	<u>39,101</u>	<u>62,581</u>
Depreciation					
At 1 January 2008	24	1,044	-	23,413	24,481
Charge for the year	-	850	-	4,248	5,098
Disposals	-	(565)	-	-	(565)
At 31 December 2008	<u>24</u>	<u>1,329</u>	<u>-</u>	<u>27,661</u>	<u>29,014</u>
Net book amount					
At 31 December 2008	<u>-</u>	<u>8,838</u>	<u>13,289</u>	<u>11,440</u>	<u>33,567</u>
At 31 December 2007	<u>-</u>	<u>105</u>	<u>2,797</u>	<u>15,688</u>	<u>18,590</u>

Included in equipment are assets under finance leases, which were acquired with the subsidiary, with a net book value at the year-end of £1,657,583.

12. INTANGIBLE ASSETS

The company has no intangible assets. Details of those relating to the group are as follows;

	Goodwill £000
Cost	
Additions	<u>15,460</u>
At 31 December 2008	<u>15,460</u>
Depreciation	
Charge for the year	<u>256</u>
At 31 December 2008	<u>256</u>
Net book amount	
At 31 December 2008	<u>15,204</u>

BIBBY HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE
YEAR ENDED 31 DECEMBER 2008 (CONTINUED)

13. STOCK

	Parent Company			Group
	2008	2007	2008	2007
	£000	£000	£000	£000
Consumables	=	=	<u>604</u>	=

14. DEBTORS

	Parent Company			Group
	2008	2007	2008	2007
	£000	£000	£000	£000
Trade debtors	53	34	3,958	2,429
Amounts owed by group undertakings	6,822	69,330	6,167	84,375
Finance lease income recoverable	-	-	458	611
Other debtors	12	3	6,416	3
Taxation and social security	-	20	-	410
Deferred tax asset (note 18)	22	31	-	-
Prepayments and accrued income	<u>70</u>	<u>197</u>	<u>585</u>	<u>386</u>
	<u>6,979</u>	<u>69,615</u>	<u>17,584</u>	<u>88,214</u>

Included in finance lease income recoverable and in other debtors are amounts totalling £306,000 (2007 - £407,000) which are due after more than one year.

15. CREDITORS

(Amounts falling due within one year)

	Parent Company			Group
	2008	2007	2008	2007
	£000	£000	£000	£000
Bank and other loans (note 16)	-	-	5,948	3,226
Trade creditors	13	65	3,614	2,544
Debt factoring balance	-	-	500	-
Finance lease payables	-	-	594	-
Corporation tax payable	(70)	10	5,418	3,786
Overseas tax payable	-	-	-	566
Amounts owed to group undertakings	-	14,858	-	38,608
Taxation and social security	(42)	-	164	117
Other creditors	-	-	78	-
Accruals and deferred income	<u>559</u>	<u>689</u>	<u>1,806</u>	<u>1,514</u>
	<u>460</u>	<u>15,622</u>	<u>18,122</u>	<u>50,361</u>

BIBBY HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE
YEAR ENDED 31 DECEMBER 2008 (CONTINUED)16. CREDITORS
(amounts falling due after more than one year)

	Parent Company		Group	
	2008	2007	2008	2007
	£000	£000	£000	£000
Bank loans (see below)	-	-	16,658	12,984
Other loan	-	-	960	-
Finance lease payables	-	-	1,110	-
Preference shares	-	-	350	-
Deferred consideration	-	-	9,100	-
Customer deposit	-	-	698	502
	<u>-</u>	<u>-</u>	<u>28,876</u>	<u>13,486</u>

Bank loans comprise a fleet finance loan, which is secured by statutory mortgages on certain vessels of the fleet, is denominated in Euros and carries interest at up to 0.90 per cent above Euribor. The loan is repayable by instalments. A loan from The Co-Operative Bank Plc has been taken out in the year at 3% over Bank of England base rate, with the facility repayable by equal monthly installments over 5 years. The other loan, which is repayable by equal monthly instalments, carries an interest rate of 4.5%, rising to 7.5% over Barclays base rate, depending upon when the loan is repaid.

	Parent Company		Group	
	2008	2007	2008	2007
	£000	£000	£000	£000
Bank Loans Repayable:				
Within one year	-	-	5,552	3,226
Between one and two years	-	-	5,516	3,364
Between two and five years	-	-	11,142	9,620
	<u>-</u>	<u>-</u>	<u>22,210</u>	<u>16,210</u>
Other Loan Repayable:				
Within one year	-	-	396	-
Between one and two years	-	-	398	-
Between two and five years	-	-	562	-
	<u>-</u>	<u>-</u>	<u>1,356</u>	<u>-</u>
Finance Leases Repayable:				
Within one year	-	-	594	-
Between one and two years	-	-	79	-
Between two and five years	-	-	1,031	-
	<u>-</u>	<u>-</u>	<u>1,704</u>	<u>-</u>

BIBBY HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE
YEAR ENDED 31 DECEMBER 2008 (CONTINUED)

17. CONVERTIBLE INTERGROUP LOAN

Parent Company and Group
2008 2007
£000 £000

Convertible unsecured loan from
Bibby Line Group Limited = 15,564

18. PROVISIONS FOR LIABILITIES AND CHARGES

Deferred
Taxation
£000

Parent Company

At 1 January 2008 (31)
Charged to the profit and loss account in the year 9
At 31 December 2008 (see note 14) (22)

Deferred
Taxation
£000

Group

At 1 January 2008 9,265
Acquired with subsidiary 21
Charged / (Utilised) in the year (note 7) (3,271)
At 31 December 2008 6,015

The deferred tax liability mainly relates to capital allowances claimed in excess of depreciation and balancing charges on the sale of vessels. The balancing charge element is made up of two elements, timing differences on the claiming of tax writing down allowances and a further £8,593,000 realised on 10 October 2007, relating to the sale of a vessel rolled over. The group expects to reinvest in qualifying assets within the six year time frame allowed in tax legislation.

19. CALLED UP SHARE CAPITAL

Authorised **Allotted**
& Fully Paid
2008 2007 2008 2007
£000 £000 £000 £000

5,000,000 ordinary equity
shares of £1 each 5,000 5,000 5,000 5,000
20,000,000 ordinary equity
shares of US\$1 each 10,047 10,047 — —
15,047 15,047 5,000 5,000

BIBBY HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS FOR THE
YEAR ENDED 31 DECEMBER 2008 (CONTINUED)**

20. PROFIT AND LOSS ACCOUNT

	Parent Company £000	Group £000
At 1 January 2008	43,184	39,377
Profit for the financial year	147	4,900
Dividends received	1,327	(-)
Intercompany loan waivers	(37,828)	(18,872)
Exchange differences arising on consolidation	(318)	(343)
At 31 December 2008	<u>6,512</u>	<u>25,062</u>

21. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	Parent Company		Group	
	2008 £000	2007 £000	2008 £000	2007 £000
Profit for the financial year	147	33,402	4,900	33,372
Dividends paid	-	(15,589)	-	(15,589)
Dividends received	1,327	-	-	-
Net movement arising on group reconstruction	-	(5)	-	7,235
Intercompany loan waivers	(37,828)	-	(18,872)	-
Exchange differences	(318)	-	(343)	16
Net (reduction)/addition to shareholders' funds	(36,672)	17,808	(14,315)	25,034
Opening shareholders' funds	<u>48,184</u>	<u>30,376</u>	<u>44,377</u>	<u>19,343</u>
Closing shareholders' funds	<u>11,512</u>	<u>48,184</u>	<u>30,062</u>	<u>44,377</u>

**22. RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM
OPERATING ACTIVITIES**

	2008 £000	2007 £000
Operating profit	5,701	14,666
Depreciation	5,098	9,698
Amortisation of goodwill	256	-
Decrease / (Increase) in debtors	17,381	(7,882)
(Decrease) / Increase in creditors	(20,585)	6,893
Increase in stock	(135)	(51)
Exchange differences	(4,431)	-
(Decrease) / Increase in provisions	-	(427)
	<u>3,285</u>	<u>22,897</u>

BIBBY HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE
YEAR ENDED 31 DECEMBER 2008 (CONTINUED)

23. RECONCILIATION OF NET DEBT

	2008 £000	2007 £000
(Decrease) / Increase in cash in the year	(11,937)	15,415
(Increase) / Decrease in loans	(7,356)	5,339
Increase in debt factoring finance	(500)	-
Cash balances on acquisition	(400)	-
Exchange movements	-	75
Change in net debt from cash flows	(20,193)	20,829
Net debt at 1 January	<u>6,254</u>	<u>(14,575)</u>
Net (Debt) / Cash at 31 December	<u>(13,939)</u>	<u>6,254</u>

24. ANALYSIS OF NET DEBT

	1 January 2008 £000	Cash Flow £000	Acquisition Balances £000	Exchange Differences £000	31 December 2008 £000
Cash at bank and in hand	22,464	(11,937)	1,304	-	11,831
Debt due after one year	(12,984)	(5,435)	(1,110)	801	(18,728)
Debt due within one year – Bank loans	(3,226)	(2,722)	-	-	(5,948)
Debt due within one year – Debt factoring	-	(500)	-	-	(500)
Debt due within one year – Finance lease	-	-	(594)	-	(594)
	<u>6,254</u>	<u>(20,594)</u>	<u>(400)</u>	<u>801</u>	<u>(13,939)</u>

25. DIVIDENDS PAID

	2008 £000	2007 £000
On Ordinary shares of £1 each		
- Interim - £nil (2007 - £3,117.80)	=	<u>15,589</u>

26. EMOLUMENTS OF DIRECTORS

	2008 £000	2007 £000
Aggregate emoluments	<u>537</u>	<u>1,037</u>

Retirement benefits are accruing to no (2007 - three) directors under a defined benefit scheme at the year-end. Three (2007 - three) of the directors are in a money purchase pension scheme and contributions in the year were £50,295 (2007 - £49,714). The highest paid director is a member of a money purchase pension scheme.

	2008 £000	2007 £000
Highest paid director		
Total amount of emoluments (excluding pension contributions)	206	204
Pension contributions	<u>29</u>	<u>28</u>

BIBBY HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE
YEAR ENDED 31 DECEMBER 2008 (CONTINUED)

27. PARTICULARS OF EMPLOYEES

	2008 Number	2007 Number
The average number of employees during the year was:		
Administration	39	128
Marine staff	701	573
Equipment hire	<u>93</u>	<u>-</u>
	<u>833</u>	<u>701</u>

28. OPERATING LEASE COMMITMENTS

	2008		2007	
	Property £000	Other £000	Property £000	Other £000
The Group has the following annual commitments under operating leases which expire:				
Inside one year	-	13	-	-
Between two and five years	40	35	213	55
Over five years	<u>350</u>	<u>-</u>	<u>-</u>	<u>-</u>
	<u>390</u>	<u>48</u>	<u>213</u>	<u>55</u>

29. CONTINGENT LIABILITIES

At the year end the Company had contingent liabilities of £2,495,120 (2007 - £3,662,197) in respect of guarantees given to the Group's bankers.

30. CAPITAL COMMITMENTS

	Parent Company		Group	
	2008 £000	2007 £000	2008 £000	2007 £000
Capital expenditure for which contracts have been placed but which are not otherwise provided for in these financial statements	<u>-</u>	<u>-</u>	<u>4,400</u>	<u>8,736</u>

BIBBY HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2008 (CONTINUED)

31. SUBSIDIARY AND ASSOCIATED UNDERTAKINGS

All of the following companies are included in this consolidation at the year-end.

	Percentage of Equity Share Capital Held	Country of Incorporation	Type of Business
Subsidiary Undertakings			
Bibby Taurus Limited	100	United Kingdom	Holding company
Garic Limited*	100	United Kingdom	Equipment hire
Bibby Travel Limited	100	United Kingdom	Dormant
Bibby Marine Limited	100	United Kingdom	Holding company
Bibby Ship Management Group Limited *	100	United Kingdom	Crew supply
Bibby Ship Management Limited *	100	United Kingdom	Ship management
Bibby Ship Management Insurance Services Limited *	100	United Kingdom	Insurance broker
Bibby Ship Management (Eastern Europe) *	100	Ukraine	Crew supply
M A Olevent *	75	Ukraine	Crew supply
Bibby International Services (Cayman Islands) Limited *	100	Cayman Islands	Crew supply
Bibby Ship Management (Western Europe) Limited *	100	Isle of Man	Ship management
Bibby Ship Management (Guernsey) Limited *	100	Guernsey	Crew supply
Foreland Shipping (Guernsey) Limited*	100	Guernsey	Crew supply
Bibby Ship Management (India) Private Limited *	100	India	Ship management
Bibby Ship Management (Philippines) Inc.*	100	Manila	Crew supply
Bibby Ship Management (Singapore) Pte Limited *	100	Singapore	Crew supply
Newbibco V Limited*	100	United Kingdom	Holding company
Bibby Maritime Limited *	100	United Kingdom	Floating Accommodation
Bibby Maritime (Nigeria) Limited *	100	Nigeria	Floating Accommodation
Langton Shipping Limited *	100	United Kingdom	Floating Accommodation
Joint Venture Undertakings			
Foreland Holdings Limited	25	United Kingdom	Shipping

* Denotes interest not held directly by Bibby Holdings Limited.

BIBBY HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2008 (CONTINUED)

32. ACQUISITIONS

On the 23rd October 2008, Bibby Holdings Limited, through its subsidiary Bibby Taurus Limited acquired the entire share capital of Garic Limited. The results for the period to the year-end are shown in note 3.

	Book Value	Fair value Adjustment	Provisional Fair Value
	£000	£000	£000
Fixed Assets	7,307	1,500	8,807
Stock	469	-	469
Debtors	3,326	-	3,326
Cash	1,304	-	1,304
Creditors	(5,492)	-	(5,492)
	6,914	1,500	8,414
Goodwill			<u>15,460</u>
			<u>23,874</u>
Satisfied by:			
Cash			14,643
Deferred consideration			<u>9,231</u>
			<u>23,874</u>

The fair value adjustment relates to the independent valuation of the fixed assets as part of the due diligence process during the acquisition of the business.

33. PENSION COSTS

The Company participates in the Bibby Line Group Pension Scheme (the “Scheme”), a defined benefit pension scheme. The assets of the Scheme are held separately from those of the sponsoring and participating employers and are invested with an insurance company. The company is unable to identify its share of the underlying assets and liabilities of the scheme as a significant number of members who are deferred or pensioners within the scheme relate to business that are no longer part of the group. The Scheme was closed to new entrants from 1 April 2000. The contributions made by the Company over the financial year to this Scheme have been £45,782 (2007 - £105,377), equivalent to 18.1% of pensionable pay. Contributions to the Merchant Navy Officers Pension Fund, of which Bibby Holdings Limited is a member, have been made, and are recorded in the financial statements of, Bibby Line Limited, which has made them in 2008 on an ex-gratia basis.

The Company also participates in various defined contribution schemes for their employees. The contributions made by the Company over the financial year to such schemes have been £81,653 (2007 - £137,139). Outstanding contributions at the balance sheet date to all pension arrangements amounted to £Nil (2007 - £Nil).

FRS17 Disclosures

As noted above and under accounting policies (note 1) the Company participates in the Scheme. As part of the information disclosed under FRS17 in the ultimate holding company's accounts, a net deficit of £7,931,000 (2007 - £6,366,000) is noted. Further information can be found in the financial statements of the ultimate holding company.

BIBBY HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS FOR THE
YEAR ENDED 31 DECEMBER 2008 (CONTINUED)**

34. RELATED PARTY TRANSACTIONS

In accordance with Financial Reporting Standard 8 the company is exempt from disclosing transactions with other group companies, as more than 90% of the voting rights are controlled by the ultimate parent undertaking, Bibby Line Group Limited.

35. ULTIMATE PARENT UNDERTAKING

The Company is a wholly owned subsidiary undertaking of Bibby Line Group Limited, the ultimate parent company, a company registered in England. Bibby Line Group Limited is the parent undertaking of the largest and smallest group which consolidates these financial statements and of which the Company is a member.

Copies of the Group financial statements may be obtained from Bibby Line Group Limited, 105 Duke Street, Liverpool L1 5JQ (www.bibbygroup.co.uk).