Registration number 1008779

**Louis Dreyfus Trading Limited** Directors' report and financial statements

for the year ended 31 December 2008

27/10/2009 COMPANIES HOUSE

# Company information

Directors

P.H. Akroyd R.J. Allen N. Mamalis J. Gandar

Secretary

A.M. Payne

Company number

1008779

Registered Office

Willow Cottage Lambden Road Pluckley Ashford

Kent TN27 0RB

**Auditors** 

Constantin 25 Hosier Lane London EC1A 9LQ

## Contents

	Page
Directors' report	1 - 2
Auditors' report	3 - 4
Profit and loss account	5
Balance sheet	6
Notes to the financial statements	7 - 14

# Directors' report for the year ended 31 December 2008

The directors present their report and the financial statements for the year ended 31 December 2008.

#### Principal activity and review of the business

The company, which is part of an integrated worldwide commodity trading group, is in the process of winding down its operations.

#### Results and dividends

The results for the year are set out on pages 5.

The directors do not recommend payment of a final dividend (2007 - £nil).

#### Branch outside the United Kingdom

The company operates a branch office in Geneva, which ceased trading during the year.

#### Fixed assets

The changes to investments are summarised in note 8.

#### Directors

The directors who served during the year are as stated below:

P.H. Akroyd

R.J. Allen

N. Mamalis

I.S. McIntosh (Resigned 25.09.08)

J. Gandar (Appointed 30.09.08)

#### Directors' and officers' liability insurance

During the year the company purchased and maintained liability insurance for its directors and officers, as permitted by Section 310(3) of the Companies Act 1985.

#### Directors' responsibilities

The directors are responsible for preparing the Annual Report and financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice (UK GAAP).

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of the affairs of the company and of the profit or loss of the company for that year. In preparing these the directors are required to:

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

# Directors' report for the year ended 31 December 2008

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

In the case of each of the persons who are directors at the time when the report is approved:

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

#### Auditors

Director

In accordance with Section 385 of the Companies Act 1985, a resolution proposing that Constantin be reappointed as auditors of the company will be put to the Annual General Meeting.

This report was approved by the Board on October 20, 2009 and signed on its behalf by

Page 2

#### Independent auditors' report to the shareholders of Louis Dreyfus Trading Limited

We have audited the financial statements of Louis Dreyfus Trading Limited for the year ended 31 December 2008 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. These financial statements have been prepared under the historical cost convention and 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

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).

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 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 judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

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

## Independent auditors' report to the shareholders of Louis Dreyfus Trading Limited continued

#### 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 2008 and of its loss 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.

Constantin

Registered auditors

Date 27 Outon 2009.

25 Hosier Lane London EC1A 9LQ

# Profit and loss account for the year ended 31 December 2008

		Continuing operations	
	Notes	2008 \$000	2007 \$000
Turnover		3,766	54,175
Cost of sales		(3,184)	(42,677)
Gross profit		582	11,498
Administrative expenses		(1,314)	(18,424)
Other operating income		1,143	1,550
Operating profit/(loss)		411	(5,376)
Other interest receivable and similar income Interest payable and similar charges	3 4	7,986 (4,691)	12,992 (7,100)
Income from shares in group undertakings	6	370	6,744
Loss on sale of investments		(1,096)	-
Profit on ordinary activities before taxation		2,980	7,260
Tax on profit on ordinary activities	7	(4,000)	(4,144)
Net (loss)/profit on ordinary activities after taxation		(1,020)	3,116

There are no recognised gains or losses other than the profit/(loss) for the above two financial years.

# Balance sheet as at 31 December 2008

	Notes	2008 \$'000	2007 \$'000	\$'000	\$'000
Fixed assets					
Investments	8		870		31,681
Current assets					
Debtors	9	26,005		296,086	
Cash at bank and in hand		<u>3,211</u>		<u>3,913</u>	
		29,216		299,999	
Creditors: amounts falling					
due within one year	10	(21,055)		(262,629)	
Net current assets			<u>8,161</u>		<u>37,370</u>
Total assets less current liabilities			<u>9,031</u>		<u>69,051</u>
Capital and reserves					
Called up share capital	11		8,800		67,800
Profit and loss account	12		<u>231</u>		<u>1,251</u>
Shareholders' funds	13		<u>9,031</u>		<u>69,051</u>

The financial statements were approved by the Board on October 20, 2009 and signed on its behalf by

Jean Gandar

# Notes to the financial statements for the year ended 31 December 2008

#### 1. Accounting policies

#### 1.1. Accounting convention

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

The financial statements are prepared in US\$.

#### 1.2. Turnover

Turnover represents the amount receivable for the goods supplied to customers on completion of a contract in respect of commodity trading, excluding value added tax. The nature of commodity trading is such that it is not possible to establish the geographical split of turnover by destination.

#### 1.3. Leasing

Rentals payable under operating leases are charged against income on a straight line basis over the lease term.

#### 1.4. Investments

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

### 1.5. Deferred taxation

Deferred taxation is accounted for on an undiscounted basis at expected tax rates on all differences arising from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the financial statements. A deferred tax asset is only recognised when it is more likely than not that the asset will be recoverable in the foreseeable future out of suitable taxable profits from which the underlying timing differences can be deducted.

### 1.6. Foreign currencies

Transactions in currencies other than US\$ are translated at the exchange rate prevailing at the date of transaction or if appropriate at a forward contract rate. Monetary assets and liabilities denominated in foreign currencies are translated into US\$ at the rates of exchange prevailing at the Balance Sheet date. All differences are taken to the Profit and Loss Account.

#### 1.7. Consolidation

The financial statements contain information about Louis Dreyfus Trading Limited as an individual company. In accordance with the provisions of Financial Reporting Standard No.2 and Companies Act 1985 Section 228(2) and Section 228(1)(b), the company has taken advantage of the exemption available to it from the requirement to prepare consolidated financial statements, on the grounds that it is included in the consolidated financial statements of Louis Dreyfus Commodities B.V, a company incorporated in the Netherlands. Louis Dreyfus Trading Limited is an indirect subsidiary of Kurosawa B.V., a privately owned company based in the Netherlands.

# Notes to the financial statements for the year ended 31 December 2008

### 1.8. Related party transactions

In accordance with Financial Reporting Standard No.8, the company has taken advantage of the exemption for subsidiary undertakings, whose 90% or more voting rights are controlled within a group, from the requirement to disclose related party transactions, as the consolidated financial statements in which the company is included are publicly available.

#### 1.9. Cash flow statement

In accordance with Financial Reporting Standard No.1, the company has taken advantage of the exemption for subsidiary undertakings, whose 90% or more voting rights are controlled within a group, from the requirement to prepare a cash flow statement, as the consolidated financial statements in which the company is included are publicly available.

2.	Operating profit/(loss)		
		2008	2007
		\$000	\$000
	Operating profit/(loss) is stated after charging/(crediting):		
	Depreciation and other amounts written off tangible assets	-	115
	Exchange differences	148	(2,270)
	Operating lease rentals		,
	- Land and buildings	1,803	1,471
	Auditors' remuneration	144	156
3.	Interest receivable and similar income		
		2008	2007
		\$000	\$000
		4	0
	Bank interest	4	8
	Group interest Other interest	3,579	11,592
	Foreign exchange gains on monetary balances	4,403	1,392
	Poteign exchange gains on monetary balances	7,986	12,992
			12,372
4.	Interest payable and similar charges		
	•	2008	2007
		\$000	\$000
		·	·
	Included in this category is the following:		
	On amounts payable to group companies	2,501	5,518
	Bank interest	33	1,582
	Foreign exchange losses on monetary balances	2,157	
		4,691	7,100

# Notes to the financial statements for the year ended 31 December 2008

5.	Employees	2008	2007
	Number of employees	2000	2007
	- *		
	The average monthly number of employees during the year was:	2	10
		2008	2007
		\$000	\$000
	Employment costs		
	Wages and salaries	388	6,406
	Social security costs	33	231
	Other pension costs	<u>-</u>	814
		421	7,451
• •			
5.1.	Directors' emoluments	2008	2007
		\$000	\$000
		φουν	4000
	Remuneration and other emoluments	•	218
	Compensation for loss of office	<u> </u>	286
			504
	Number of directors to whom retirement benefits		
	are accruing under a defined benefit scheme	•	_
			· · ·
		\$000	\$000
	Highest paid director		
	Amounts included above:		496
	Emoluments and other benefits	<del></del> -	490
e.	Tour of Co. 1		
6.	Income from shares in group undertakings	2008	2007
		\$000	\$000
	Dividends received during the year were as follows:	ΨΟΟΟ	Ψυσυ
	Kings Lynn Silos Ltd	125	811
	Clearnet	199	5,858
	Baltic Exchange	46	75
		370	6,744

# Notes to the financial statements for the year ended 31 December 2008

# 7. Tax on profit on ordinary activities

Analysis of charge in period	2008	2007
	\$'000	\$'000
Current tax		
UK corporation tax	4,000	(2,217)
Adjustments in respect of previous periods	-	252
	4,000	(1,965)
Overseas tax	-	225
Total current tax charge/(credit)	4,000	(1,740)
Deferred tax		
Timing differences, origination and reversal	-	5,884
Tax on profit on ordinary activities	4,000	4,144

## Factors affecting tax charge for period

The tax assessed for the period differs from the standard rate of corporation tax in the UK (28.5% per cent, 2007 - 30 per cent). The differences are explained below:

	2008 \$'000	2007 \$'000
Profit on ordinary activities before taxation	2,980	7,260
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 28.5% (2007 - 30%)	849	2,178
Effects of:		
Expenses not deductible for tax purposes	445	917
UK dividend income	(105)	(2,023)
Use of capital losses	-	(113)
Timing differences	(309)	(2,985)
Adjustments to tax charge in respect of previous periods	-	252
Foreign exchange in tax	3,953	-
Depreciation on non-qualifying assets	-	34
Group relief claimed for nil consideration	(833)	-
Current tax charge/(credit)	4,000	(1,740)

# Notes to the financial statements for the year ended 31 December 2008

8.	Fixed asset investments	Shares in subsidiary undertakings \$'000	Shares in significant holdings \$'000	Other unlisted investments \$'000	Total \$'000
	Cost				
	At 1 January 2008	50,616	50	883	51,549
	Disposals	(50,317)	_	-	(50,317)
	Forex	-	-	(64)	(64)
	At 31 December 2008	299	50	819	1,168
	Provisions for diminution in value:				
	At 1 January 2008	19,868	-	-	19,868
	Disposals	(19,570)	-	-	(19,570)
	At 31 December 2008	298	-		298
	Net book values	<del></del>	<u> </u>		
	At 31 December 2008	1	50	819	870
	At 31 December 2007	30,748	50	883	31,681

## 8.1 Holdings of 20% or more

The company holds 20% or more of the share capital of the following companies:

Company	Country of registration or incorporation	Class of shares held	Proportion of shares held
Subsidiary undertakings			
International Trading Services (UK)			
Company Ltd	United Kingdom	Ordinary shares	100%
L.D.S. (Commodities) Ltd	Israel	Ordinary shares	100%
Louis Dreyfus Commodities & Finance Ltd	United Kingdom	Ordinary shares	100%
Significant interests			
Kings Lynn Silos Ltd	United Kingdom	Convertible preferred	33%
		Ordinary shares	33%

The significant holdings have not been treated as associated undertakings as the company participates in the financial and operating policy of the holdings, but does not exercise a significant influence over those policies.

# Notes to the financial statements for the year ended 31 December 2008

In December 2008, applications for striking off were made (form 652a) for the companies International Trading Services (UK) Company Ltd and Louis Dreyfus Commodities & Finance Ltd.

9.	Debtors		
		2008	2007
		\$000	\$000
	Trade debtors	734	6,929
	Amounts owed by group undertakings	13,603	279,928
	Other debtors	140	8,804
	Prepayments and accrued income	807	425
	Corporation tax debtor	10,721	-
		26,005	296,086
10.	Creditors: amounts falling due within one year  Trade creditors	<b>2008</b> <b>\$000</b> 67	2007 \$000
	Amounts owed to group undertakings	15,651	260,095
	Corporation tax	-	106
	Other taxes and social security costs	142	28
	Other creditors	4,742	1,808
	Accruals and deferred income	453	592
		21,055	262,629
11.	Share capital	2008	2007
		\$'000	\$'000
	Authorised		
	100,000,000 Ordinary shares of \$1 each	100,000	100,000
	Allotted, called up and fully paid	<del></del>	<del></del> _
	8,800,000 Ordinary shares of \$1 each	8,800	67,800

On November 17<sup>th</sup>, 2008, Louis Dreyfus Trading Limited reduced its share capital by \$59 million which consisted of 59 million ordinary shares of \$1 each.

# Notes to the financial statements for the year ended 31 December 2008

### 12. Equity reserves

121	Equity reserves		Profit and loss account \$000
	At 1 January 2008		1,251
	Profit for the year		(1,020)
	At 31 December 2008		231
13.	Reconciliation of movements in shareholders' funds		
		2008	2007
		\$000	\$000
	(Loss)/Profit for the year	(1,020)	3,116
	Opening shareholders' funds	69,051	85,935
	Dividend	-	(20,000)
	Reduction in share capital	(59,000)	-
	Closing shareholders' funds	9,031	69,051

### 14. Pension

The company operates a defined benefit pension scheme (the "Scheme"). Louis Dreyfus & Co Limited and Louis Dreyfus Trading Limited have assigned their liabilities as principal and participating employer under the Louis Dreyfus & Co Limited Pension Fund (the "Scheme") to Louis Dreyfus Commodities Suisse SA, a group company incorporated in Switzerland, for consideration of £10m. This commercial agreement did not require the agreement of the Trustees of the Scheme because Louis Dreyfus & Co Limited and Louis Dreyfus Trading Limited are still the principal and participating employer under the Scheme and retain their liabilities under the trust deed and rules. However, those liabilities will in practice be met by Louis Dreyfus Commodities Suisse SA by way of an assignment and indemnity under the agreement.

# Notes to the financial statements for the year ended 31 December 2008

### 15. Financial commitments

At 31 December 2008 the company had annual commitments under non-cancellable operating leases as follows:

	Land and buildings	
	2008	2007
	\$000	\$000
Expiry date:		
Within one year	1,268	1,771
Between one and five years	5,072	7,084
In over five years	825	1,328
·	7,165	10,183

## 16. Ultimate parent undertaking and controlling party

The company's ultimate parent undertaking and controlling party is Kurosawa B.V., a company incorporated in the Netherlands.

## 17. Group accounts

The largest and smallest groups for which group accounts are prepared, and of which the company is a member, are:

	Largest	<u>Smallest</u>
Name	Kurosawa B.V.	Louis Dreyfus Commodities B.V.
Country of incorporation	Netherlands	Netherlands
Address from where copies of consolidated financial	Westblaak 102 3012 KM	Westblaak 92 3012 KM
statements can be obtained	Rotterdam	Rotterdam