

**CHERITON RESOURCES 13 LIMITED**

**DIRECTORS' REPORT & FINANCIAL STATEMENTS**

**31 DECEMBER 2008**



**CHERITON RESOURCES 13 LIMITED  
YEAR ENDED 31 DECEMBER 2008  
REPORT OF THE DIRECTORS**

The directors have pleasure in submitting their report together with the financial statements for the year ended 31 December 2008.

**Principal activities and business review**

The principal activity of the Company is the provision of leasing finance for plant, machinery and other equipment. No new business was entered into during the year.

**Results and dividend**

The Company made a loss after taxation of £93,126 for the year (2007: £3,326,255 loss).

The results for the year are set out on page 4.

The directors do not recommend a final dividend for the year (2007: £nil).

**Directors and their interests**

The directors who served during the period were:

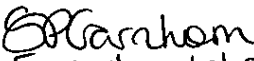
C. Liénard  
K. Morrison  
M. Schuller

None of the directors had any material interest in any contract in relation to the business of the Company.

**Disclosure of information to auditors**

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the auditors are unaware; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

By order of the Board

  
For and on behalf of  
CML Secretaries Limited  
Secretary  
12 August 2009

UK Terminal  
Ashford Road  
Folkestone  
Kent  
CT18 8XX

**CHERITON RESOURCES 13 LIMITED**

**YEAR ENDED 31 DECEMBER 2008**

**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 IFRSs as adopted by the EU and applicable law.

The financial statements are required by law to present fairly the financial position and the performance of the company; the Companies Act 1985 provides in relation to such financial statements that references in the relevant part of that Act to financial statements giving a true and fair view are references to their achieving a fair presentation.

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 they have been prepared in accordance with IFRSs as adopted by the EU; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

## INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CHERITON RESOURCES 13 LIMITED

We have audited the financial statements of Cheriton Resources 13 Limited for the year ended 31 December 2008 which comprise the Income Statement, the Balance Sheet, the Cash Flow Statement, the Statement of Changes in Equity and the related notes. 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 financial statements in accordance with applicable law and International Financial Reporting Standards (IFRSs) as adopted by the EU are set out in the Statement of Directors' Responsibilities on page 2.

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 whether the financial statements have been 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 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 IFRS as adopted by the EU, of the state of the Company's affairs as at 31 December 2008 and of its loss for the year then ended; and
- 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.

**KPMG LLP**

KPMG LLP

Chartered Accountants  
Registered Auditor  
London

12 August 2009

**CHERITON RESOURCES 13 LIMITED**  
**YEAR ENDED 31 DECEMBER 2008**

**INCOME STATEMENT**

**for the year ended 31 December 2008**

£	Notes	2008	2007
Income from finance leases		-	370,990
<b>Gross profit</b>	<b>2</b>	<b>-</b>	<b>370,990</b>
Administration expenses		(104,478)	(19,047)
<b>Operating (loss)/ profit</b>	<b>3</b>	<b>(104,478)</b>	<b>351,943</b>
Income from cash and cash equivalents		11,352	121,802
<b>Net income from financing</b>		<b>11,352</b>	<b>121,802</b>
<b>(Loss)/ profit before taxation</b>		<b>(93,126)</b>	<b>473,745</b>
Income tax expense	<b>4</b>	-	(3,800,000)
<b>Loss after taxation and loss attributable to equity shareholders</b>		<b>(93,126)</b>	<b>(3,326,255)</b>

The notes on pages 7 to 9 form an integral part of these financial statements.

There were no gains and losses other than those recognised in the income statement.

The results in the income statement relate to continuing operations.

There is no difference between the reported profit before taxation and the historical cost profit before taxation (2007: £nil).

**CHERITON RESOURCES 13 LIMITED**  
**YEAR ENDED 31 DECEMBER 2008**

**BALANCE SHEET**  
**as at 31 December 2008**

£	Notes	2008	2007
<b>ASSETS</b>			
<b>Current assets</b>			
Other receivables	6	12,248	2,279
Cash and cash equivalents	9	292,320	392,415
<b>Total current assets</b>		<b>304,568</b>	<b>394,694</b>
<b>Total assets</b>		<b>304,568</b>	<b>394,694</b>
<b>EQUITY AND LIABILITIES</b>			
Issued share capital	8	2	2
Retained earnings		291,066	384,192
<b>Total equity</b>		<b>291,068</b>	<b>384,194</b>
<b>Current liabilities:</b>			
Other payables	7	13,500	10,500
<b>Total current liabilities</b>		<b>13,500</b>	<b>10,500</b>
<b>Total equity and liabilities</b>		<b>304,568</b>	<b>394,694</b>

The notes on pages 7 to 9 form an integral part of these financial statements

The financial statements were approved by the Board of Directors on 12 August 2009 and signed on its behalf by



Michael Schuller  
Director

**CHERITON RESOURCES 13 LIMITED**  
**YEAR ENDED 31 DECEMBER 2008**

**CASH FLOW STATEMENT**

**for the year ended 31 December 2008**

£	Notes	2008	2007
Loss for the year		(93,126)	(3,326,255)
Net income from financing and debt service		(11,352)	(121,802)
Income tax expense		-	3,800,000
<b>(Loss) / profit from operating activities</b>		<b>(104,478)</b>	<b>351,943</b>
(Increase) / decrease in finance lease receivables and other receivables		(9,969)	4,595
Increase / (decrease) in other payables		3,000	(365,253)
Payment for group tax relief		-	(3,800,000)
<b>Cash outflow from operating activities</b>		<b>(111,447)</b>	<b>(3,808,715)</b>
Interest received		11,352	121,802
<b>Cash inflow from financing activities</b>		<b>11,352</b>	<b>121,802</b>
<b>Decrease in cash in the year</b>	<b>9</b>	<b>(100,095)</b>	<b>(3,686,913)</b>

**STATEMENT OF CHANGES IN EQUITY**

**for the year ended 31 December 2008**

£	Share Capital	2008		Share Capital	2007	
		Retained Earnings	Total		Retained Earnings	Total
As at 1 January	2	384,192	384,194	2	3,710,447	3,710,449
Loss for the year	-	(93,126)	(93,126)	-	(3,326,255)	(3,326,255)
<b>As at 31 December</b>	<b>2</b>	<b>291,066</b>	<b>291,068</b>	<b>2</b>	<b>384,192</b>	<b>384,194</b>

**CHERITON RESOURCES 13 LIMITED**  
**YEAR ENDED 31 DECEMBER 2008**  
**NOTES TO THE ACCOUNTS**

**1. BASIS OF ACCOUNTING AND SIGNIFICANT ACCOUNTING POLICIES**

Statement of Compliance

The accounts of the Company have been prepared in accordance with International Financial Reporting Standards (IFRS) and International Accounting Standards (IAS) and their interpretations as endorsed by the EU and effective at 31 December 2008. No standards published by the IASB but not yet adopted by the European Union at 31 December 2008 have been applied in anticipation. No significant effect is expected from the future application of these standards.

**(a) Basis of preparation and presentation**

The financial statements are presented in sterling. They are prepared under the historical cost convention and on the going concern basis. There are no judgements or estimates made by management in their application of IFRS that could have significant effects on these financial statements.

The directors confirm, having made appropriate enquiries that the company has adequate resources to continue to operate for the foreseeable future.

**(b) Leases (IAS17)**

Leases are classified as finance leases if they transfer substantially all of the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Amounts due from lessees under finance leases are recorded in receivables at the amount of the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Company's net investment in respect of the leases. Rental income from operating leases is recognized on a straight-line basis over the term of the relevant lease.

**(c) Taxation**

Income tax on the profit or loss for the year comprises current and deferred tax. Income tax is recognised in the income statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the Balance Sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided using the Balance Sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the Balance Sheet date. A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. All taxation liabilities of the Company are met by its ultimate holding company, TNU PLC.

**(d) Cost of servicing debt**

The interest expense is recognised at a constant interest rate over the expected maturity of financial liabilities according to the effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the borrowing. The effective interest rate is calculated according to the forecast cash flows to be paid on each series of the financial debt. The calculation includes transaction costs and all other premiums or discounts.

**2. GROSS PROFIT FROM FINANCE LEASES**

Gross profit from finance leases is arrived at after excluding the capital element of the repayments from the rental income for the year. Gross profit from finance leases is allocated to accounting periods so as to reflect a constant periodic rate of return on the Company's net investment in the lease.

**3. OPERATING LOSS**

Operating loss is stated excluding audit fees of £780 (2007: £540) borne by another group company. Fees during the year for non-audit services provided by the auditors, KPMG LLP, and their associates, were £nil (2007: £nil).



**CHERITON RESOURCES 13 LIMITED**  
**YEAR ENDED 31 DECEMBER 2008**  
**NOTES TO THE ACCOUNTS**

**4. INCOME TAX EXPENSE**

(a) Analysis of income tax expense for the year

There is no income tax expense for the current period (2007: £3,800,000).

(b) Factors affecting the income tax expense for the year

£	2008	2007
(Loss)/ profit before taxation	(93,126)	473,745
Tax at standard rate of UK Corporation tax of 28.5% (2007: 30%):	(26,541)	142,124
Factors affecting the income tax expense:		
Payment in respect of group relief of earlier periods	-	3,800,000
Utilisation of current year group tax losses	26,541	(142,124)
Income tax expense for the year	-	3,800,000

(c) Factors affecting future tax income tax expense

Deferred tax is not provided for due to the Company's arrangement with TNU PLC, its UK intermediate parent company, to meet all of the company's income taxation liabilities by the provision of group relief.

**5. DIVIDENDS**

No dividend was paid during the year (2007: £nil).

**6. OTHER RECEIVABLES**

£	2008	2007
VAT	12,248	2,279
<b>Total</b>	<b>12,248</b>	<b>2,279</b>

**7. OTHER PAYABLES**

£	2008	2007
Other payables	13,500	10,500
<b>Total other payables</b>	<b>13,500</b>	<b>10,500</b>

**8. SHARE CAPITAL**

£	2008	2007
Authorised:		
100 ordinary shares of £1 each	100	100
Allotted and called-up:		
2 ordinary share of £1 each, fully paid	2	2

**CHERITON RESOURCES 13 LIMITED**  
**YEAR ENDED 31 DECEMBER 2008**  
**NOTES TO THE ACCOUNTS**

**9. CASH AND CASH EQUIVALENTS**

Movement during the year:

£	2008	2007
Opening cash and cash equivalents	392,415	4,079,328
Decrease in cash in year	(100,095)	(3,686,913)
<b>Closing cash and cash equivalents</b>	<b>292,320</b>	<b>392,415</b>

**10. DIRECTORS EMOLUMENTS**

Directors are remunerated by fellow Eurotunnel Group undertakings for their duties to the Eurotunnel Group as a whole. The directors received no specific emoluments for their services to the company during the year (2007: £nil).

The Board is not aware of any contract of significance (other than their service contracts) in relation to the company or its subsidiaries in which any director has any material interest.

**11. RELATED PARTY DISCLOSURES**

The Company's immediate parent undertaking is Cheriton Resources 2 Limited, a company registered in England and Wales. The smallest group in which the results of the Company are consolidated is Eurotunnel Group UK PLC, a company registered in England and Wales. The largest group in which the results of the Company are consolidated is Groupe Eurotunnel SA (the "Group"), the Company's ultimate parent company and controlling party and a company registered in France. A copy of Groupe Eurotunnel SA's consolidated financial statements is available on the Group's website [www.eurotunnel.com](http://www.eurotunnel.com).

The Company has an arrangement with TNU PLC, its intermediary UK parent company, to meet all of the Company's taxation liabilities by the provision of Group relief.