

STOCKCLASSY LIMITED
UNAUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST DECEMBER 2012

We have prepared the unaudited financial statements on pages 3 to 7 for the year ended 31st December 2012 as Directors of the Company from the information in our possession for the benefit of the Shareholders only. These financial statements should not be relied upon by any other person.



STOCKCLASSY LIMITED

REPORT OF THE DIRECTORS

The Directors present their report and unaudited financial statements for the year ended 31st December 2012

INCORPORATION

Stockclassy Limited (the "Company") was incorporated in England

REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS

Principal activity

The principal activity of the Company is to participate in financing transactions related to ship building. The transactions entered into are described in detail in Note 7 to these financial statements. The Directors expect that the present level of activity will be sustained for the foreseeable future. The Company is a non-trading company.

RESULTS FOR THE YEAR AND STATE OF AFFAIRS AT 31ST DECEMBER 2012

The profit for the year amounted to £100 (2011: £100)

DIVIDENDS

The Directors do not recommend a dividend for the year (2011: £Nil)

DIRECTORS AND SECRETARY

The Directors who held office during the year and subsequently were -

G P Essex-Cater	
H C Grant	
S M Vardon	(Resigned 1st June 2013)
M Warren	(Resigned 15th February 2013)
L V Pinnington	(Appointed 18th February 2013)

The Secretary who held office during the year and subsequently is -

Jordans Secretaries Limited

REGISTERED OFFICE

21 St Thomas's Street
Bristol
BS1 6JS

ON BEHALF OF THE BOARD

Signed by:
Director.

Date. 02/07/2013



Helen Grant
Director

STOCKCLASSY LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

Company Law requires the Directors to prepare financial statements which shall be in accordance with United Kingdom generally accepted accounting principles and show a true and fair view of the profit or loss of the Company for the year and of the state of the Company's affairs at the end of the year

In preparing the 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,
- * 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 a going concern basis unless it is inappropriate to presume that the Company will continue in business

The Directors are responsible for keeping accounting records which are sufficient to show and explain the Company's transactions and are such as to disclose with reasonable accuracy, at any time, the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud, errors and other irregularities

STOCKCLASSY LIMITED

BALANCE SHEET

AS AT 31ST DECEMBER 2012

	<u>Notes</u>	<u>2012</u>	<u>2011</u>
CURRENT ASSETS			
Debtors	2	100	200
Cash at bank	3	402	102
TOTAL NET ASSETS		<u>£ 502</u>	<u>£ 302</u>
CAPITAL AND RESERVES			
Share capital	4	2	2
Profit and loss account		500	300
EQUITY SHAREHOLDERS' FUNDS	5	<u>£ 502</u>	<u>£ 302</u>

AUDIT EXEMPTION

For the year ended 31st December 2012, the Company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies

Directors' responsibilities

- * the members have not required the Company to obtain an audit of its accounts for the year in question in accordance with section 476,
- * the Directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of financial statements, and
- * these financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime

The financial statements were approved and authorised for issue by the Board of Directors on the 2nd day of July 201³ and were signed on its behalf by
2013

Signed by:



Director:

Lyndsey Pinnington
Director

STOCKCLASSY LIMITED

PROFIT AND LOSS ACCOUNT**FOR THE YEAR ENDED 31ST DECEMBER 2012**

	<u>Note</u>	<u>2012</u>	<u>2011</u>
INCOME			
Transaction fee income	1	100	100
PROFIT FOR THE YEAR		100	100
BALANCE BROUGHT FORWARD		400	300
BALANCE CARRIED FORWARD		£ 500	£ 400

There are no recognised gains and losses other than the profit attributable to the shareholders of the Company of £100 for the year ended 31st December 2012 and the profit of £100 for the year ended 31st December 2011 and therefore no separate statement of total recognised gains and losses has been presented in these financial statements

All income and expenditure relates to continuing activities

There is no difference between the retained profit for the year stated above and its historical equivalent

(The notes on pages 5 to 7 form part of these financial statements)

STOCKCLASSY LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST DECEMBER 2012

1 ACCOUNTING POLICIES

These financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom generally accepted accounting practice. The more significant accounting policies used are set out below -

Transaction reporting

The Company entered into the transactions described in Note 7 to these financial statements. The substance of such transactions are not, pursuant to the requirements of FRS 5, reflected in the balance sheet forming part of these financial statements as, in the Directors' view, no quantifiable financial benefits or risks accrue to the Company as a result of its participation in the said transactions.

Cash flow statement

A cash flow statement has not been included in these financial statements as the Company qualifies for exemption as a small company under the terms of Financial Reporting Standard No 1 (Revised) "Cash Flow Statements".

Transaction fees

Transaction fees are accounted for on an accruals basis.

2 DEBTORS

	<u>2012</u>	<u>2011</u>
Transaction fees receivable	£ 100	300

3 CASH AT BANK

	<u>2012</u>	<u>2011</u>
The Royal Bank of Scotland International - GBP	£ 402	£ 102

4 SHARE CAPITAL

	<u>2012</u>	<u>2011</u>
AUTHORISED		
1,000 ordinary shares of £1 each	£ 1,000	£ 1,000
ISSUED AND FULLY PAID		
2 ordinary shares of £1 each	£ 2	£ 2

STOCKCLASSY LIMITED

NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)**FOR THE YEAR ENDED 31ST DECEMBER 2012**

5 RECONCILIATION OF MOVEMENTS IN EQUITY SHAREHOLDERS' FUNDS	<u>2012</u>	<u>2011</u>
Profit for the year	100	100
Net addition to equity shareholder's funds	100	100
Opening equity shareholders' funds	402	302
Closing equity shareholders' funds	<u>£ 502</u>	<u>£ 402</u>

6. OPERATING EXPENSES

Operating expenses of the Company have been settled by a third party

7. TRANSACTIONS

The Company enters into various transactions relating to the charter and conversion of ships, and sale of the conversion work. Each transaction consists of a contract to charter and to effect the conversion of a ship by a Shipbuilder (a "Conversion Contract") and to sell the conversion work to a Purchaser (a "Sales Contract"). In the event of the failure of a Purchaser to fulfil its obligations under a Sales Contract, or the failure to find a Purchaser to enter into a Sales Contract, the Company is indemnified by the Shipbuilder. To secure its obligations under each Sales Contract, the Company assigns all rights, title and interest in the Conversion Contract to the Purchaser.

Funds received under a Sales Contract are maintained on a secured deposit account held in the name of the Company with HSBC Bank Plc ("HSBC"). Amounts payable under the terms of a Conversion Contract are financed by a fixed rate loan from HSBC. The secured deposit and the fixed rate loan applicable to each transaction bear the same interest rate and repayment terms. The principal amount of the secured deposit is pledged to HSBC as security for the obligations of the Company to HSBC in connection with the fixed rate loan. Where amounts receivable under a Sales Contract are receivable in a currency different from the currency of the amounts payable under a Conversion Contract, the Company enters into a Swap Agreement with HSBC in order to match its receipts and payments.

As a result of the limited recourse and other provisions of each of the Conversion Contracts, Sales Contracts, and the various financing agreements, including where applicable the Loan Agreements, Deposit Agreements, Swap Transactions, Indemnity Letters and the other documents entered into by the Company in connection with the aforementioned transactions, the said transactions are not considered to produce any inflow or outflow of benefit to, or risk or reward for, the Company. As a result, payments received and made, receivable and payable in respect of those transactions as well as any currency, interest or other exposures or benefits arising therefrom do not constitute new assets or liabilities, as defined under FRS5, and consequently are not recognised on the balance sheet.

There were no Conversion Contracts outstanding as at the balance sheet date.

STOCKCLASSY LIMITED

NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)**FOR THE YEAR ENDED 31ST DECEMBER 2012****8 RELATED PARTIES**

Each of H C Grant, S M Vardon, L V Pinnington, G P Essex-Cater and M Warren who is or was an employee of a subsidiary of State Street Corporation ("SSC") Affiliates of SSC provide administrative services to the Company at commercial rates SSC ceased its provision of company secretarial and administrative services to the Company with effect from 31st May 2013

Each of H C Grant, L V Pinnington G P Essex-Cater is also a Director of Sanne Corporate Services Limited, a company which provides administration services to the company at commercial rates with effect from 1st June 2013 to date

9. CONTROLLING PARTY

The Company is owned by Pavilion Trustees Limited as Trustee of the Ultra Charitable Trust, which is a charitable trust constituted under the laws of Jersey, Channel Islands