

CH

SIGNED

Registration number: 05245631

Factoring UK Group Limited

Directors' Report and Financial Statements

for the Year Ended 31 December 2008

FRIDAY



AKX8GC0R

A12

31/07/2009

62

COMPANIES HOUSE

Factoring UK Group Limited
Contents Page

Company Information	1
Directors' report	2 to 3
Independent auditors' report	4 to 5
Profit and loss account	6
Balance sheet	7
Notes to the financial statements	8 to 12

Factoring UK Group Limited

Company Information

Chairman	Edward John Rimmer (appointed 1 January 2008)
Directors	Ian Downing David Albert Robertson John Charles Thompson (resigned 31 March 2009) Kevin Michael Weaver Stuart John Wilkinson (resigned 30 June 2008) Edward John Rimmer (appointed 1 January 2008) David John Arthur (appointed 1 January 2008)
Secretary	Bibby Bros. & Co. (Management) Limited
Registered office	105 Duke Street Liverpool L1 5JQ
Auditors	Deloitte LLP Chartered Accountants and Registered Auditors Liverpool United Kingdom

Factoring UK Group Limited
Directors' Report for the Year Ended 31 December 2008

The directors present their report and the audited financial statements for the 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law).

The 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 judgements and estimates that are reasonable and prudent;
- state whether applicable UK accounting standards have been followed; 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 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.

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/she ought to have taken as a director to make himself/herself aware of any relevant audit information and to establish that the company's 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.

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

Factoring UK Group Limited
Directors' Report for the Year Ended 31 December 2008

..... *continued*

Principal activity and business review

The principal activity of the company is to act as a holding company.

The directors consider that the results for the year and the financial position at the end of the year were satisfactory. The directors do not expect any significant change to the activities of the company.

Results and dividend

The results for the company are set out in the financial statements.

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

Directors

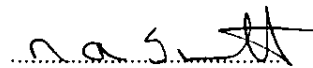
The directors who held office during the year were as follows:

- Ian Downing
- David Albert Robertson
- John Charles Thompson (resigned 31 March 2009)
- Kevin Michael Weaver
- Stuart John Wilkinson (resigned 30 June 2008)
- Edward John Rimmer (appointed 1 January 2008)
- David John Arthur (appointed 1 January 2008)

Election to dispense laying accounts

In accordance with section 252, Companies Act 1985, the company has elected to dispense with laying accounts before the members in general meeting. Members, however, may by notice in writing to the company at its registered office require that accounts are laid before the members in general meeting.

Approved by the Board on 21 May 2009 and signed on its behalf by:



Bibby Bros. & Co. (Management) Limited
Company Secretary

Independent Auditors' Report to the Member of

Factoring UK Group Limited

We have audited the financial statements of Factoring UK Group Limited for the year ended 31 December 2008 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 8. 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 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 directors' 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 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 an 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 Member of
Factoring UK Group 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 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

Deloitte LLP

Chartered Accountants and Registered Auditors

Liverpool, UK

21 May 2009

Factoring UK Group Limited
Profit and Loss Account for the Year Ended 31 December 2008

	Note	2008 £	2007 £
Turnover		-	-
Cost of sales		2,607	(7,041)
Operating profit/(loss)		<u>2,607</u>	<u>(7,041)</u>
Profit/(loss) on ordinary activities before taxation		<u>2,607</u>	<u>(7,041)</u>
Tax on profit/(loss) on ordinary activities	2	(743)	37,026
Profit for the financial year	6	<u><u>1,864</u></u>	<u><u>29,985</u></u>

Turnover and operating profit/(loss) in both periods derive wholly from continuing operations.

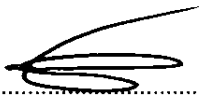
The company has no recognised gains or losses for the year other than the results above. Consequently no separate statement of total recognised gains and losses has been presented.

The notes on pages 8 to 12 form an integral part of these financial statements.

Factoring UK Group Limited
Balance Sheet as at 31 December 2008

		2008	2007
	Note	£	£
Fixed assets			
Investments	3	1,088,166	1,088,166
Current assets			
Cash at bank and in hand		245	370
Creditors: Amounts falling due within one year	4	(960,743)	(962,732)
Net current liabilities		<u>(960,498)</u>	<u>(962,362)</u>
Net assets		<u>127,668</u>	<u>125,804</u>
Capital and reserves			
Called up share capital	5	300	300
Profit and loss reserve	6	<u>127,368</u>	<u>125,504</u>
Shareholders' funds	7	<u>127,668</u>	<u>125,804</u>

Approved by the Board on 21 May 2009 and signed on its behalf by:



Ian Downing
Director

The notes on pages 8 to 12 form an integral part of these financial statements.

Factoring UK Group Limited

Notes to the Financial Statements for the Year Ended 31 December 2008

1 Accounting policies

The following accounting policies have been applied consistently in both the current and preceeding year.

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

Under section 248 of the Companies Act 1985 the group is exempt from the requirement to prepare group accounts by virtue of its size. Therefore the accounts present information about the company as an individual undertaking and not about its group.

Cash flow statement

The cashflows of the company are included in the consolidated group cashflows of its parent company, Bibby Financial Services Limited. Consequently the company is exempt from the requirement to publish a cash flow statement under the provisions of Financial Reporting Standard 1 (Revised).

Going concern

These financial statements have been prepared on a going concern basis.

As set out in the Statement of Directors' Responsibilities, in preparing these financial statements the Directors are required to prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company and Group will continue in business.

The Directors of the parent Company have considered in detail the Group's forecast performance, as well as its capital and liquidity resources. On this basis the Directors have a reasonable expectation that, despite uncertain market conditions, the Group has sufficient funding and liquidity facilities to ensure that the Company will continue in operational existence for the foreseeable future. Accordingly the Directors of the company have adopted the going concern basis in preparing these financial statements.

Fixed asset investments

Fixed asset investments are carried at historical cost less provision for any diminution in value.

Related party transactions

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

Factoring UK Group Limited

Notes to the Financial Statements for the Year Ended 31 December 2008

..... continued

Taxation

Tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years or which are never taxable or deductible. Current tax is calculated using rates enacted, or substantially enacted, at the balance sheet date.

Deferred tax is provided in full on timing differences which represent a liability at the balance sheet date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income or expenditure in tax computations in periods different from those in which they are included in the financial statements.

Deferred tax assets are recognised only to the extent that it is more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

2 Taxation

Analysis of current period tax charge/(credit)

	2008 £	2007 £
Current tax		
Corporation tax credit	743	-
Overprovision in previous year	-	(37,026)
UK Corporation tax	<u>743</u>	<u>(37,026)</u>

Factors affecting current period tax charge/(credit)

The tax assessed on the profit/(loss) on ordinary activities for the year is the same as (2007 - lower than) the standard rate of corporation tax in the UK of 28.50% (2007 - 30.00%).

The differences are reconciled below:

	2008 £	2007 £
Profit/(loss) on ordinary activities before taxation	<u>2,607</u>	<u>(7,041)</u>
Standard rate corporation tax charge/(credit)	743	(2,112)
Adjustment in respect of prior periods	-	(37,026)
Group relief receivable	-	2,112
Total current tax for the year	<u>743</u>	<u>(37,026)</u>

Factoring UK Group Limited

Notes to the Financial Statements for the Year Ended 31 December 2008

..... continued

3 Investments held as fixed assets

	Group shares £
Cost	
As at 1 January 2008 and 31 December 2008	<u>1,088,166</u>
Net book value	
As at 31 December 2008	<u>1,088,166</u>
As at 31 December 2007	<u>1,088,166</u>

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

	Country of incorporation	Principal activity	Class	%
Subsidiary undertakings				
Cashflow UK Limited (formerly Factoring UK Limited)	England	Debt factoring	Ordinary	100
Factoring UK Limited (formerly Factoring UK Consulting Limited)	England	Debt factoring	Ordinary	100

	Capital & reserves £	Profit/(loss) for the period £
Subsidiary undertakings		
Cashflow UK Limited (formerly Factoring UK Limited)	355,917	124,615
Factoring UK Limited (formerly Factoring UK Consulting Limited)	1	-

The directors do not consider that any permanent diminution in value has occurred with respect to the company's investments and believe that the future performance of its wholly-owned subsidiary, Cashflow UK Limited, will exceed its net carrying value in the short to medium term.

4 Creditors: Amounts falling due within one year

	2008 £	2007 £
Amounts owed to group undertakings	960,743	960,000
Accruals and deferred income	-	2,732
	<u>960,743</u>	<u>962,732</u>

Factoring UK Group Limited

Notes to the Financial Statements for the Year Ended 31 December 2008

..... continued

5 Share capital

	2008 £	2007 £
Authorised		
Equity		
1,000 Ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>
Allotted, called up and fully paid		
Equity		
300 Ordinary shares of £1 each	<u>300</u>	<u>300</u>

6 Reserves

	Profit and loss reserve £
Balance at 1 January 2008	125,504
Transfer from profit and loss account for the year	<u>1,864</u>
Balance at 31 December 2008	<u>127,368</u>

7 Reconciliation of movements in equity shareholder's funds

	2008 £	2007 £
Profit attributable to members of the company	1,864	29,985
Opening equity shareholder's funds	<u>125,804</u>	<u>95,819</u>
Closing equity shareholder's funds	<u>127,668</u>	<u>125,804</u>

Factoring UK Group Limited

Notes to the Financial Statements for the Year Ended 31 December 2008

..... *continued*

8 Controlling entity

The company is a wholly owned subsidiary undertaking of Bibby Financial Services Limited, whose ultimate parent undertaking is Bibby Line Group Limited.

The largest group in which the results of the company are consolidated is that headed by Bibby Line Group Limited. The smallest group in which they are consolidated is that headed by Bibby Financial Services Limited.

Copies of the Group financial statements may be obtained from Bibby Line Group Limited, 105 Duke Street, Liverpool L1 5JQ.

Group website address: www.bibbygroup.co.uk