

Registration number 05837446

# Bibby Finance 1 Limited

Directors' Report and Financial Statements  
for the Year Ended 16 November 2009

FRIDAY



\*A8I3YLCY\*

A10

02/07/2010

56

COMPANIES HOUSE

---

**Bibby Finance 1 Limited**  
**Contents**

Company information	1
Directors' report	2 to 3
Independent auditors' report	4 to 5
Profit and loss account	6
Statement of Total Recognised Gains and Losses	7
Balance sheet	8
Notes to the financial statements	9 to 14

**Bibby Finance 1 Limited**  
**Company Information**

<b>Directors</b>	Ian Downing Jonathan Haymer
<b>Secretary</b>	Bibby Bros & Co (Management) Limited
<b>Registered office</b>	105 Duke Street Liverpool L1 5JQ
<b>Auditors</b>	Deloitte LLP Chartered Accountants and Statutory Auditors Liverpool United Kingdom

**Bibby Finance 1 Limited**  
**Directors' Report for the Year Ended 16 November 2009**

The directors present their report and the audited financial statements for the year ended 16 November 2009

**Directors' responsibilities statement**

The directors are responsible for preparing the Annual 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 the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they 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, directors are required to

- select suitable accounting policies and apply them consistently,
- make judgements 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 company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and 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 and other irregularities.

**Principal activity**

The principal activity of the company is financing.

**Reporting currency**

The company has changed from reporting in the currency of Japanese Yen to Pounds Sterling as its main dealings were no longer in Japanese Yen.

**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 s418 of the Companies Act 2006.

**Review of business**

The principal purpose for which the company was set up and the nature of the transactions that have been entered into exposed the Company to the possibility of incurring foreign exchange gains or losses. During 2009, foreign currency movements between sterling and Turkish Lira resulted in the Company recognising a profit for the year. The Company further recognised a dividend resulting from the subscription of preference share capital of another group company.

**Bibby Finance 1 Limited**  
**Directors' Report for the Year Ended 16 November 2009**

*continued*

**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 (2008 - £nil)

**Financial risk**

***Cash flow risk and credit risk***

The Company's activities expose it primarily to the financial risks of changes in foreign currency exchange rates. The Company uses interest rate swap contracts to hedge these exposures.

Interest bearing assets and liabilities are held at fixed rates to ensure certainty of cash flows.

The Company's principal financial assets are investments and receivables. The credit risk on these assets is limited because the counterparties are other Group companies.

**Directors**

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

- Ian Downing
- Jonathan Haymer

**Auditors**

Pursuant to Sections 485-488 of the Companies Act 2006, an elective resolution was passed dispensing with the requirement to appoint auditors annually. Therefore, Deloitte LLP are deemed to continue as the company's auditors.

**Going concern**

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

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 will continue in business.

The company has net assets available which have been forecasted as sufficient by the directors to cover any expected transactions for the foreseeable future. In making this assessment, the directors have considered the recoverability of balances due from other group companies. Accordingly the directors of the company have adopted the going concern basis in preparing these financial statements.

Approved by the Board on 30 April 2010 and signed on its behalf by



Bibby Bros & Co (Management) Limited  
Company Secretary

## **Independent Auditors' Report to the Members of Bibby Finance 1 Limited**

We have audited the financial statements of Bibby Finance 1 Limited for the year ended 16 November 2009, which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Balance Sheet and the related notes 1 to 14. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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 explained more fully in the Directors' Responsibilities Statement set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

### **Scope of the audit of the financial statements**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements.

### **Opinion on financial statements**

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 16 November 2009 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### **Opinion on other matter prescribed by the Companies Act 2006**

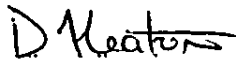
In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

### **Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit.

**Independent Auditors' Report to the Members of  
Bibby Finance 1 Limited**



David Heaton (Senior Statutory Auditor)

for and on behalf of Deloitte LLP  
Chartered Accountants and Statutory Auditors  
Liverpool, United Kingdom

30 April 2010

**Bibby Finance 1 Limited**  
**Profit and Loss Account for the Year Ended 16 November 2009**

		Year ended 16 November 2009 £	1 January 2008 to 16 November 2008 £
	Note		
Turnover		-	-
Cost of sales		(197)	(141)
<b>Operating loss</b>	2	<u>(197)</u>	<u>(141)</u>
Income from shares in group undertakings		-	33,148
Other interest receivable and similar income	3	6,091,044	1,235,631
Interest payable and similar charges	4	(3,182,055)	(6,836)
<b>Profit on ordinary activities before taxation</b>		<u>2,908,792</u>	<u>1,261,802</u>
Tax credit/(charge) on profit on ordinary activities	5	171,870	(262,406)
<b>Profit on ordinary activities after taxation</b>	11,12	<u>3,080,662</u>	<u>999,396</u>

Turnover and operating loss derive wholly from continuing operations

The notes on pages 9 to 14 form an integral part of these financial statements



**Bibby Finance 1 Limited**  
**Statement of Total Recognised Gains and Losses for the Year Ended 16 November 2009**

	Year ended 16 November 2009	1 January 2008 to 16 November 2008
Note	£	£
Profit for the financial year	3,080,662	999,396
Currency translation difference resulting from change in reporting currency	-	429,402
Currency translation difference on foreign currency net investments	1,042,614	-
Currency translation difference on related borrowings	(1,042,614)	-
<b>Total recognised gains and losses relating to the year</b>	<b>3,080,662</b>	<b>1,428,798</b>

**Bibby Finance 1 Limited**  
**Balance Sheet as at 16 November 2009**

	Note	16 November 2009 £	16 November 2008 £
<b>Fixed assets</b>			
Investments	6	104,677,156	-
<b>Current assets</b>			
Debtors	7	11,238,334	107,498,793
Cash at bank and in hand		<u>12,293</u>	<u>-</u>
		11,250,627	107,498,793
<b>Creditors: Amounts falling due within one year</b>	8	<u>(9,718,297)</u>	<u>(693,170)</u>
<b>Net current assets</b>		<u>1,532,330</u>	<u>106,805,623</u>
<b>Net assets</b>		<u>106,209,486</u>	<u>106,805,623</u>
<b>Capital and reserves</b>			
Called up share capital	10	103,634,542	103,634,542
Profit and loss reserve	11	<u>2,574,944</u>	<u>3,171,081</u>
<b>Shareholder's funds</b>	12	<u>106,209,486</u>	<u>106,805,623</u>

Company registration number 05837446

Approved and authorised for issue by the Board on 30 April 2010 and signed on its behalf by



Ian Downing  
Director

**Bibby Finance 1 Limited**  
**Notes to the Financial Statements for the Year Ended 16 November 2009**

**1 Accounting policies**

The following accounting policies have been applied consistently in both the current and preceding periods

**Basis of preparation**

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

**Cash flow statement**

As the company is a wholly owned subsidiary of Bibby Financial Services Limited which includes the cash flow of this company in its consolidated cash flow statement, the financial statements of which are available from Companies House, it is exempt from the requirement to present a cash flow statement

**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 will continue in business

The company has net assets available which have been forecasted as sufficient by the directors to cover any expected transactions for the foreseeable future. In making this assessment, the directors have considered the recoverability of balances due from other group companies. Accordingly the Directors of the company have adopted the going concern basis in preparing these financial statements

**Reporting currency**

The company has changed from reporting in the currency of Japanese Yen to Pounds Sterling. This was due to the fact that the company's Japanese Yen swap transaction completed at the previous period end and the company now primarily transacts in Pounds Sterling. The currency translation difference is recorded in the Statement of Recognised Gains and Losses.

**Fixed asset investments**

Fixed asset investments represent investments denominated in foreign currencies and are therefore initially stated at the sterling equivalent. Investments comprise preference shares held in another Group company which has been retranslated at the year end and is accounted for as a monetary asset as the issuer accounts for the preference shares as a liability. The Company uses an interest rate swap contract to hedge the preference share investment, and as a result the currency translation difference is recorded in the Statement of Total Recognised Gains and Losses.

**Bibby Finance 1 Limited**  
**Notes to the Financial Statements for the Year Ended 16 November 2009**

*continued*

**Taxation**

Tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reporting in the profit and loss account 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.

**2 Operating loss**

The company had no employees during the current year or preceding period.

Audit fees of £3,500 (2008: £3,500) have been borne by the parent undertaking and not recharged during the year or preceding period.

**3 Other interest receivable and similar income**

	Year ended 16 November 2009 £	1 January 2008 to 16 November 2008 £
Interest on loans from group undertakings	2,568,432	1,235,631
Preference share dividends	3,522,612	-
	<u>6,091,044</u>	<u>1,235,631</u>

**4 Interest payable and similar charges**

	Year ended 16 November 2009 £	1 January 2008 to 16 November 2008 £
Interest on bank borrowings	888	-
Interest on loans from group undertakings	3,181,145	6,836
Other interest payable	22	-
	<u>3,182,055</u>	<u>6,836</u>

**Bibby Finance 1 Limited**  
**Notes to the Financial Statements for the Year Ended 16 November 2009**

**5 Taxation**

**Analysis of current period tax (credit)/charge**

	Year ended 16 November 2009 £	1 January 2008 to 16 November 2008 £
--	--	--

**Current tax**

UK Corporation tax (credit)/charge	(171,870)	262,406
------------------------------------	-----------	---------

**Factors affecting current period tax (credit)/charge**

The tax assessed on the profit on ordinary activities for the year is lower than (1 January 2008 to 16 November 2008 - lower than) the standard rate of corporation tax in the UK of 28.00% (1 January 2008 to 16 November 2008 - 28.57%)

The differences are reconciled below

	Year ended 16 November 2009 £	1 January 2008 to 16 November 2008 £
Profit on ordinary activities before taxation	2,908,792	1,261,802
Standard rate corporation tax charge	814,462	359,614
Preference share dividends not taxable	(986,332)	-
Effect of exchange rates used in converting to UK corporation tax	-	(97,208)
Total current tax for the year	(171,870)	262,406

**Bibby Finance 1 Limited**  
**Notes to the Financial Statements for the Year Ended 16 November 2009**

**6 Investments held as fixed assets**

	<b>Other investments £</b>
<b>Cost</b>	
As at 16 November 2008	-
Additions - Bibby Management Services Limited	78,827,374
Additions - Bibby Finance 2 Limited	24,807,168
Exchange difference	1,042,614
As at 16 November 2009	<u>104,677,156</u>
<b>Net book value</b>	
As at 16 November 2009	<u>104,677,156</u>

On 9 June 2009 the company acquired the entire preference share capital of Bibby Management Services Limited. This share capital is denominated in Turkish Lira and the number of shares acquired was 197,462,571 Turkish Lira (TRY) shares of 1 TRY each.

On 15 April 2009 the company acquired 15,000,000 £1 ordinary shares in Bibby Finance 2 Limited and, additionally, on 9 June 2009 it acquired a further 9,807,168 £1 ordinary shares in Bibby Finance 2 Limited.

**7 Debtors**

	<b>2009 £</b>	<b>2008 £</b>
Amounts owed by group undertakings	<u>11,238,334</u>	<u>107,498,793</u>

**8 Creditors: Amounts falling due within one year**

	<b>2009 £</b>	<b>2008 £</b>
Bank loans and overdrafts	-	5,379
Amounts owed to group undertakings	9,715,010	-
UK Corporation tax	-	686,091
Other creditors	-	1,700
Accruals and deferred income	3,287	-
	<u>9,718,297</u>	<u>693,170</u>

**Bibby Finance 1 Limited**  
**Notes to the Financial Statements for the Year Ended 16 November 2009**

**9      Maturation of borrowings**

Amounts repayable	Bank loans & overdrafts £
<b>As at 16 November 2009</b>	
In one year or less on demand	-
	<hr/>
	<hr/>
<b>As at 16 November 2008</b>	
In one year or less on demand	5,379
	<hr/>
	<hr/>
	5,379

**10      Share capital**

	2009 £	2008 £
<b>Allotted, called up and fully paid</b>		
<b>Equity</b>	<hr/>	<hr/>
	103,634,542	103,634,542

The company's ordinary share capital is denominated in Japanese Yen. The allotted share capital is divided into 14,840,000,001 shares of 1 Japanese Yen each which is translated to sterling at a fixed rate of £1 equals 143.195 Japanese Yen.

**Bibby Finance 1 Limited**  
**Notes to the Financial Statements for the Year Ended 16 November 2009**

**11 Reserves**

	<b>Profit and loss reserve £</b>
Balance at 16 November 2008	2,741,679
Currency translation difference resulting from change in reporting currency	429,402
Retranslated balance at 16 November 2008	3,171,081
Dividends paid	(3,676,799)
Transfer from profit and loss account for the year	3,080,662
Balance at 16 November 2009	2,574,944

**12 Reconciliation of movements in shareholder's funds**

	<b>2009 £</b>	<b>2008 £</b>
Profit attributable to members of the company	3,080,662	999,396
Currency translation difference resulting from change in reporting currency	-	429,402
Dividends paid	(3,676,799)	-
Net (deduction)/addition to shareholder's funds	(596,137)	1,428,798
Opening shareholder's funds	106,805,623	105,376,825
Closing shareholder's funds	106,209,486	106,805,623

**13 Related parties**

As a 100% owned subsidiary undertaking of Bibby Financial Services Limited, the company has taken advantage of the exemption in FRS8 "Related Party Disclosures" from disclosing transactions with other members of the group headed by Bibby Line Group Limited

**14 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](http://www.bibbygroup.co.uk)