FOLKESTONE HARBOUR (3) LIMITED DIRECTOR'S REPORT AND ACCOUNTS

31 DECEMBER 2013

Company Registration Number: 6044105

A3DC8ZQR A14 01/08/2014

COMPANIES HOUSE

#383

Director's report

Director:

Sir Roger De Haan CBE DL

Secretary:

Richard Fraser

Registered Office:

Strand House, 125 Sandgate High St, Folkestone, Kent CT20 3BZ

The director submits his report together with the audited accounts of the company for the year ended 31 December 2013.

Principal activities and review of business

The company is a limited partner in Folkestone Harbour Limited Partnership, a partnership set up to redevelop Folkestone harbour. Its partnership share is 15%. Following the grant of planning permission in July 2013, the business is now focusing its efforts on plans for commencing the redevelopment programme.

Directors

Roger De Haan remained the sole director of the company throughout the year.

Results and dividends

The profit for the period amounted to £3,214,864 (2012 - £177,773) and has been transferred to reserves. The profit is due primarily to an uplift in inventory value in Folkestone Harbour Limited Partnership following the grant of planning consent. No dividend is payable.

Director Interests

R M De Haan owns the whole of the issued share capital of the immediate parent undertaking, Folkestone Harbour Holdings Limited.

Disclosure of information to auditors

The director who held office at the date of approval of this director's report confirms that, so far as he 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.

Auditors

KPMG LLP have expressed their willingness to continue in office as auditors and a resolution proposing their re-appointment will be submitted at the Annual General Meeting.

Small Company Exemption

The above report has been prepared in accordance with the special provisions of Section 415A of Part 15 of the Companies Act 2006 relating to small companies.

By order of the board

R J Fraser Secretary 7/1/14

Registered Office Strand House

125 Sandgate High Street Folkestone

Kent

CT20 3BZ

FOLKESTONE HARBOUR (3) LIMITED STATEMENT OF DIRECTOR'S RESPONSIBILITIES IN RESPECT OF THE DIRECTOR'S REPORT AND THE FINANCIAL STATEMENTS

The director is responsible for preparing the Director's Report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law he has elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

Under company law the director must not approve the financial statements unless he is 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, the director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgments 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 director is 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 him to ensure that the financial statements comply with the Companies Act 2006. He has general responsibility for taking such steps as are reasonably open to him to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF FOLKESTONE HARBOUR (3) LIMITED

We have audited the financial statements of Folkestone Harbour (3) Limited for the year ended 31 December 2013 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK 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 auditor's 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 auditor

As explained more fully in the Director's Responsibilities Statement set out on page 3, the director is 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, and express an opinion on, 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 Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

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 31 December 2013 and of its profit for the year then ended;
- have been properly prepared in accordance with UK 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 Director's Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF FOLKESTONE HARBOUR (3) LIMITED continued

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 director's remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

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Shaun Kirby (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
15 Canada Square,
London, E14 5GL

Date: 7 Bry 214

Profit and loss account for the year ended 31 December 2013

	Note	2013 £	2012 £
Administrative expenses		(400)	(425)
Release/(impairment) of investment	4	3,215,264	178,198
Profit/(loss) on ordinary activities before taxation	2	3,214,864	177,773
Taxation	3	-	
Profit/(loss) on ordinary activities after taxation	_	3,214,864	177,773

Continuing operations

All activities are continuing

Total recognised gains and losses

The Company has no recognised gains or losses other than the amounts shown above

FOLKESTONE HARBOUR (3) LIMITED Balance sheet as at 31 December 2013

	Note	2013 £	2012 £
Fixed assets			
Investments	4	3,799,649	584,385
Current assets			
Cash at bank and in hand		85	. 85
•	-	85	85
Creditors			
- Amounts falling due within one year	5	(2,803)	(2,403)
NI	, -	(2.710)	(2.210)
Net current liabilities		(2,718)	(2,318)
Creditors			
- Amounts falling due after more than one year	6	(9,153,907)	(9,153,907)
· ·	_		
Net liabilities		(5,356,976)	(8,571,840)
Capital and reserves			
	-		2
Called- up share capital	7	. 2	2
Profit and loss account	8	(5,356,978)	(8,571,842)
Shareholders' deficit	9 -	(5,356,976)	(8,571,840)
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These financial statements have been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies.

These financial statements were approved by the Director

on.

07-07-14

RM De Haan Director

The notes on pages 8 to 10 form part of these financial statements.

Notes to the financial statements

1 Accounting policies

a) Accounting convention

The accounts are prepared under the historical cost convention and in accordance with applicable accounting standards.

A key source of estimation uncertainty within these financial statements surrounds the carrying value of the company's investment in Folkestone Harbour Limited Partnership. The Director has reviewed the carrying cost of this investment against estimates of net realisable value (NRV). The Director has arrived at NRV by valuing the investment at an amount equivalent to the company's share of net assets of the partnership. This has given rise to an increase in value of £3,215,264 (2012 - £178,198). Should there be further significant movement in UK real estate pricing, then further write-downs or write-backs of the investment may be necessary.

b) Cash flow statement

The directors have taken advantage of the exemption available under FRS 1(revised) from the requirement to prepare a cash flow statement on the basis that the company qualifies under the exemption for small companies.

c) Investments

Investments are held at cost less any provision for impairment.

d) Going concern

The financial statements have been prepared on the going concern basis which the director believes to be appropriate for the following reasons. The company is dependent for its working capital on funds provided to it by Folkestone Harbour Holdings Limited, the company's ultimate parent. Folkestone Harbour Holdings Limited has indicated that for at least 12 months from the date of approval of these financial statements, it intends to make available such funds as are needed by the company and in particular it does not intend to seek repayment of the amounts currently made available. The director considers that this should enable the company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment. As with any company placing reliance on other group entities for financial support, the director acknowledges that there can be no certainty that this support will continue although, at the date of approval of these financial statements, he has no reason to believe that it will not do so.

2	Profit/(loss) on ordinary activities before taxation	2013	2012
		£	£
	Is stated after charging:-		
	Audit fees	400	400

Notes to the financial statements

3	Tax on profit/(loss) on ordinary activities	2013	2012
	Current tax	£ -	£ -
	Reconciliation of Current Tax charge:	•	·
	Pre-tax profits at 23% (2012: 24%)	739,419	42,665
	Tax on share of partnership result	(1,456)	(235)
	Non-deductible (income)/expense (impairment)	(739,511)	(42,767)
	Unrelieved losses	1,548	337
	Group relief		-
	=	-	
4	Investment		
	Cost:	£	
	At 1 January 2013 Additions	7,552,480	
	At 31 December 2013	7,552,480	_
• •	Y		
	Impairment losses: At 1 January 2013	(6,968,095)	
	Credit for the year	3,215,264	
	At 31 December 2013	(3,752,831)	_
	Net book amount at 31 December 2013	3,799,649	
	Net book amount at 31 December 2012	584,385	
	The reason for the impairment credit is explained in note 1.		
	The investment comprises a 15% partnership share in Folke Partnership.	stone Harbour	Limited
5	Creditors	2013	2012
	- amounts falling due within one year	£	£
	Amount due to parent undertaking	2,703	2,303
	Amount due to Folkestone Harbour Limited Partnership	100	100
		2,803	2,403
6	Creditors	2013	2012
U	- amounts falling due after more than one year	2013 £	£
	Loan from parent undertaking	9,153,907	9,153,907
			

The loan from the parent undertaking falls due for repayment on 15 March 2017 or such earlier date as the parties may agree. The loan is interest free.

Notes to the financial statements

7	Called up share capital	2013	2012
		£	£
	Authorised		
	100 ordinary shares of £1 each	100	100
	Allotted and fully paid		,
	2 ordinary shares of £1 each	2	2
8	Profit and loss account	2013	2012
		£	£
	At 1 January	(8,571,842)	(8,749,615)
	Profit/(loss) for the year	3,214,864	177,773
	At 31 December	(5,356,978)	(8,571,842)
9	Reconciliation of movement in shareholders' deficit	2013	2012
		£	£
	Total recognised gains and losses relating to the year	3,214,864	177,773
	Shareholder's deficit brought forward	(8,571,840)	(8,749,613)
	Shareholder's deficit carried forward	(5,356,976)	(8,571,840)

10 Related party disclosures

The company has an outstanding loan payable to its parent undertaking, Folkestone Harbour Holdings Limited amounting to £9,153,907 (2012-£9,153,907) and a further amount due on inter company current account of £2,703 (2012-£2,303). The company has a 15% interest in Folkestone Harbour Limited Partnership to whom it owes £100 (2012: £100). All of the entities referred to in this section are ultimately controlled by Roger De Haan.

11 Controlling interest

The ultimate controlling shareholder is Roger De Haan.

FOLKESTONE HARBOUR LIMITED PARTNERSHIP FINANCIAL STATEMENTS

31 DECEMBER 2013

Registration Number:

LP11912

FOLKESTONE HARBOUR LIMITED PARTNERSHIP Report of the General Partner

Introduction

Folkestone Harbour (GP) Limited ("the General Partner") presents the financial statements for Folkestone Harbour Limited Partnership ("the Partnership") for the year ended 31 December 2013.

Principal activities and review of business

The Partnership was established to acquire and redevelop property situated at Folkestone harbour and the Folkestone foreshore area. Following the grant of planning permission in July 2013, the business is now focusing its efforts on plans for commencing the redevelopment programme.

Results for the year

The profit for the year amounted to £21,435,094 (2012 - £1,187,984) and has been transferred to partners' capital accounts. The large profit reflects an uplift in inventory value following the grant of planning consent.

Disclosure of information to auditors

The director of the General Partner confirms that, so far as he is aware, there is no relevant audit information of which the Partnership'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 Partnership's auditors are aware of that information.

Auditors

KPMG LLP have expressed their willingness to continue in office as auditor. A resolution proposing their re-appointment will be made by the Partnership.

Sir Roger De Haan CBE DL

07-07-14

Director

For and on behalf of Folkestone Harbour (GP) Limited

Strand House, 125 Sandgate High St, Folkestone, Kent CT20 3BZ

STATEMENT OF GENERAL PARTNER'S RESPONSIBILITIES IN RESPECT OF THE GENERAL PARTNER'S REPORT AND THE FINANCIAL STATEMENTS

The General Partner is responsible for preparing the General Partner's Report and the financial statements in accordance with applicable law and regulations.

Under the Partnership and Unlimited Companies (Accounts) Regulations 2008, the General Partner is required to prepare an annual report and financial statements under Part 15 and Chapter 1 of Part 16 of the Companies Act 2006 as if the Partnership was a company formed and registered under the Companies Act. Under that law the General Partner has elected to prepare the financial statements in accordance with UK Accounting Standards (UK Generally Accepted Accounting Practice).

The financial statements are required by law to give a true and fair view of the state of affairs of the Partnership and of the profit or loss of the Partnership for that period.

In preparing these financial statements, the General Partner is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether they have been prepared in accordance with UK Accounting Standards; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Partnership will continue in business.

The General Partner is responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Partnership and enables it to ensure that its financial statements comply with Part 15 and Chapter 1 of Part 16 of the Companies Act 2006. The General Partner has general responsibility for taking such steps as are reasonably open to it to safeguard the assets of the Partnership and to prevent and detect fraud and other irregularities.

Independent auditor's report to the members of Folkestone Harbour Limited Partnership

We have audited the financial statements of Folkestone Harbour Limited Partnership for the year ended 31 December 2013 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

This report is made solely to the qualifying partnership's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006, as required by regulation 4 of the Partnerships (Accounts) Regulations 2008. Our audit work has been undertaken so that we might state to the partnership's members those matters we are required to state to them in an auditor's 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 partnership and the partnership's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of the General Partner and auditor

As explained more fully in the Statement of General Partner's Responsibilities set out on page 2, the General Partner is 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, and express an opinion on, 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 Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the qualifying partnership's affairs as at 31 December 2013 and of its profit for the year then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006 as applied to qualifying partnerships by The Partnerships (Accounts) Regulations 2008.

Independent auditor's report to the members of Folkestone Harbour Limited Partnership continued

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 as applied to qualifying partnerships 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 members' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

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Shaun Kirby (Senior Statutory Auditor) for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants

15 Canada Square, London, E14 5GL

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FOLKESTONE HARBOUR LIMITED PARTNERSHIP Profit and loss account for the year ended 31 December 2013

	Note	2013 £	2012 £
Turnover	2	133,366	119,881
Cost of sales		-	-
Release of inventory provisions	1.	21,488,462	1,190,808
Gross profit		21,621,828	1,310,689
Administrative expenses		(182,149)	(122,854)
Operating profit	•	21,439,679	1,187,835
Interest receivable	3	129	149
Interest payable		(4,714)	
Profit for the financial year before distributions	4	21,435,094	1,187,984
Distributions		-	-
Transfer to partners' income accounts	11	21,435,094	1,187,984

Continuing operations

All of the operations of the partnership are continuing

Total recognised gains and losses

The partnership has no recognised gains or losses other than the amounts shown above

FOLKESTONE HARBOUR LIMITED PARTNERSHIP Balance sheet as at 31 December 2013

	Note	2013 £	2012 £
Fixed assets			
Tangible assets	6	17,115	997
Current assets			
Debtors	7	36,351	156,985
Inventory	8	29,500,000	7,742,000
Cash at bank and in hand	_	99,325	163,842
·	_	29,635,676	8,062,827
Creditors			•
- amounts falling due within one year	.9	(90,824)	(41,956)
Net current assets	_	29,544,852	8,020,871
Creditors			
- amounts falling due after more than one year	10	(4,230,976)	(4,125,971)
Net assets attributable to partners	_	25,330,991	3,895,897
•	•		
Represented by:		•	
Partners' funds classified as a liability under FRS 25			
Partners' loans	11	25,330,991	3,895,897
Loans and other debts due to partners		25,330,991	3,895,897
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These financial statements were approved by R M De Haan on 07-07-14

For and on behalf of Folkestone Harbour (GP) Limited

Notes to the financial statements

1 Accounting policies

a) Basis of preparation

Under the Partnership and Unlimited Companies (Accounts) Regulations 2008, the partnership, as a qualifying partnership, is required to prepare and have audited an annual report and financial statements under Part 15 and Chapter 1 of Part 16 of the Companies Act 2006 as if the Partnership was a company formed and registered under the Companies Act.

Under the Companies Act, the partners have the choice whether their financial statements are prepared under that applicable law and either UK Accounting Standards (UK Generally Accepted Accounting Practice) or International Financial Reporting Standards (IFRSs) as adopted by the EU. The partners have decided to apply UK Generally Accepted Accounting Practice.

A key source of estimation uncertainty within these financial statements surrounds the carrying value of inventory. The Director has reviewed the carrying costs of inventory against estimates of net realisable value (NRV). The Director has arrived at NRV taking account of an estimate of cash flows projected to arise from the realisation of inventory. This has given rise to an increase in value for the year of £21,488,462 (2012 - £1,190,808). Should there be further significant movement in UK real estate pricing, then further writedowns or write-backs of inventory may be necessary

b) Turnover

Turnover is recognised in the accounts in the period when the related goods or services are provided. Rental income is recognised on a straight-line basis over the period of the lease.

c) Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation and, where appropriate, provision for impairment. The cost of fixed assets is depreciated by equal instalments over their useful economic lives as follows;

Fixtures and fittings held at leasehold tenant's premises-over the life of the lease. Other fixtures and fittings – over three years.

d) Inventory

Inventory is included in the accounts at the lower of cost and net realisable value. Cost comprises land acquisition costs together with professional fees incurred in the process of acquiring the land and in respect of preparing the re-development plan.

Folkestone Harbour Limited Partnership owns the beneficial interest in the land, the legal title of which is held by Folkestone Harbour Nominee (1) Limited and Folkestone Harbour Nominee (2) Limited

e) Interest income

Interest income is recognised in the period to which it relates.

f) Taxation

The Partnership is not a taxable entity and accordingly no provision is made in these accounts for taxation.

Notes to the financial statements continued

2	Tr
7.	lurnover

Turnover comprises principally of rental income arising on properties let in the period prior to their re-development.

3	Interest receivable	2013 £	2012 £
	Bank deposit interest receivable	129	149
4	Loss for the financial period before distributions	2013 £	2012 £
	Is stated after charging: Audit fees	4,635	4,635
5	Staff costs		
	Employee costs for the year were as follows:		
		2013	2012
		£	£
	Wages and salaries	37,464	28,058
	Social security costs	3,795	2,631
	Health care and other benefits	1,647	372
	Other pension costs	3,983	2,932
		46,889	33,993

6	Tangible fixed assets	Fixtures & Fittings
	Cost:	£
	At 1 January 2013	51,817
	Additions in year	25,085
	At 31 December 2013	76,902
	Aggregate depreciation:	
	At 1 January 2013	(50,820)
	Charge for the year	(8,967)
	At 31 December 2013	(59,787)
·	Net book amount-31 December 2013	17,115
	Net book amount-31 December 2012	997

Notes to the financial statements continued

7	Debtors	2013	2012
		£	·£
	Prepayments	11,164	10,656
	Trade debtors	20	20,129
	Other debtors	19,405	80,332
	Amounts due from other group undertakings	5,762	45,868
	,	36,351	156,985
8	Inventory	2013	2012
		£	£
	Land held for development	29,500,000	7,742,000

As explained in note 1 there has been a reduction in the write down of inventory during 2013 of £21,488,462 (2012:£1,190,808).

9	Creditors	2013	2012
	- amounts falling due within one year	£	£
	Accruals	31,172	17,960
	Other tax and social security	5,613	5,746
	Trade creditors	54,039	18,250
		90,824	41,956
10	Creditors	2013	2012
	- amounts falling due after more than one year	£	£
	Loans from other group undertakings	3,605,976	3,500,971
	Loan from partner	625,000	625,000
		4,230,976	4,125,971

The loans are interest free and although repayable on demand, the lenders have indicated that they do not intend to demand repayment within the next 12 months. Of the amount due to other group undertakings, £2,510,000 (2012: £2,390,000) is secured on the assets of the partnership under the terms of a loan agreement dated 13 October 2010.

11	Partners' Capital	2013	2012
		£	£
	At 1 January	3,895,897	2,707,913
	Profit/(loss) for the period	21,435,094	1,187,984
	At 31 December	25,330,991	3,895,897

Notes to the financial statements continued

11 Related party disclosures

Roger De Haan, through an intermediate holding company (Folkestone Harbour Holdings Limited), owns 100% of the partner companies and Folkestone Harbour Company Limited.

The partnership owes £625,000 to Folkestone Harbour (1) Limited by way of an interest free loan (2012-£625,000).

The partnership owes £1,091,341 to Folkestone Harbour Company Limited by way of an interest free loan (2012-£1,091,341).

The partnership owes £2,514,635 to Folkestone Harbour Holdings Limited by way of an interest free loan (2012-£2,409,630).

The partnership is owed £100 (2012: £100) by each of the following companies: Folkestone Harbour (1) Limited, Folkestone Harbour (2) Limited, Folkestone Harbour (3) Limited and Folkestone Harbour (4) Limited.

The partnership is owed £5,362 (2012: £45,468) by Folkestone Harbour Company Limited.