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

31 DECEMBER 2014

Company Registration Number: 6044105

SATURDAY



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08/08/2015 COMPANIES HOUSE #273

FOLKESTONE HARBOUR (3) LIMITED

Director's report

Director

Sır Roger De Haan

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 2014

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, 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 loss for the period amounted to £292,291 (2013 profit- £3,214,864) and has been transferred to reserves. 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

Registered Office Strand House 125 Sandgate High Street Follestone Kert 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 2014 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 2014 and of its loss 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, or
- the director was not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report

Henry Todd (Senior Statutory Auditor) for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants
15 Canada Square,
London, E14 5GL

Date 18/07/2015

FOLKESTONE HARBOUR (3) LIMITED

Profit and loss account for the year ended 31 December 2014

	Note	2014 £	2013 £
Administrative expenses		(433)	(400)
(Impairment)/release of impairment	4	(291,858)	3,215,264
(Loss)/profit on ordinary activities before taxation	2	(292,291)	3,214,864
Taxition	3	-	-
(Loss)/profit on ordinary activities after taxation		(292,291)	3,214,864

Conjuning 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 2014

	Note	2014 £	2013 £
Fixed assets Investments	4	3,507,791	3,799,649
Current assets Cash at bank and in hand	-	52 52	<u>85</u> 85
Creditors - Amounts falling due within one year	5	(3,203)	(2,803)
Net current liabilities	-	(3,151)	(2,718)
Creditors - Amounts falling due after more than one year	6	(9,153,907)	(9,153,907)
Net liabilities	-	(5,649,267)	(5,356,976)
Capital and reserves			
Called- up share capital	7	2	2
Profit and loss account	8	(5,649,269)	(5,356,978)
Shareholders' deficit	9 -	(5,649,267)	(5,356,976)

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 26 June 2015

RM De Haan Director

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

FOLKESTONE HARBOUR (3) LIMITED

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 a decrease in value of £291,858 (2013 increase -£3,215,264). 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 director has 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	(Loss)/profit on ordinary activities before taxation	2014	2013
		£	£
	Is stated after charging -		
	Audit fees	400	400

There were no other fees charged by the auditor
The director received no remuneration for his services to the company

FOLKESTONE HARBOUR (3) LIMITED Notes to the financial statements

}	Tax on (loss)/profit on ordinary activities Current tax	2014 £ -	2013 £
	Reconciliation of Current Tax charge ¹ Pre-tax (loss)/profit at 21 49% (2013 23%) Tax on share of partnership result Non-deductible expense/(income) (impairment) Unrelieved losses	(62,813) (3,778) 62,720 3,871	
	Group relief		<u> </u>
	Investment Cost At 1 January 2014 Additions At 31 December 2014	£ 7,552,480 - 7,552,480	
	Impairment losses At 1 January 2014 Charge for the year At 31 December 2014	(3,752,831) (291,858) (4,044,689)	
	Net book amount at 31 December 2014	3,507,791	_
	Net book amount at 31 December 2013 The reason for the impairment charge is explained in note	3,799,649	_
	The investment comprises a 15% partnership share in Folk Partnership	estone Harbour	Limited
	Creditors - amounts falling due within one year Amount due to parent undertaking Amount due to Folkestone Harbour Limited Partnership	2014 £ 3,103 100 3,203	2013 £ 2,703 100 2,803
	Creditors - amounts falling due after more than one year	2014 £	2013 £

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

9,153,907

9,153,907

Loan from parent undertaking

FOLKESTONE HARBOUR (3) LIMITED Notes to the financial statements

7	Called up share capital	2014	2013
	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	2014 £	2013 £
	At 1 January	(5,356,978)	
	Profit/(loss) for the year	(292,291)	3,214,864
	At 31 December	(5,649,269)	(5,356,978)
9	Reconciliation of movement in shareholders' deficit	2014	2013
		£	£
	Total recognised gains and losses relating to the year	(292,291)	3,214,864
	Shareholder's deficit brought forward	(5,356,976)	(8,571,840)
	Shareholder's deficit carried forward	(5,649,267)	(5,356,976)

10 Related party disclosures

The company has an outstanding Ioan payable to its parent undertaking, Folkestone Harbour Holdings Limited amounting to £9,153,907 (2013-£9,153,907) and a further amount due on inter company current account of £3,103 (2013-£2,703) The company has a 15% interest in Folkestone Harbour Limited Partnership to whom it owes £100 (2013 £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 The immediate and ultimate parent company is Folkestone Harbour Holdings Limited

FOLKESTONE HARBOUR LIMITED PARTNERSHIP FINANCIAL STATEMENTS

31 DECEMBER 2014

THESE PARTNERSHIP **ACCOUNTS FORM** PART OF THE ACCOUNTS No. 6044105

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 2014

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, the business is now focusing its efforts on plans for commencing the redevelopment programme

Results for the year

The loss for the year amounted to £1,945,716 (2013 profit - £21,435,094) and has been transferred to partners' capital accounts

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

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 2014 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 2014 and of its loss 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, or
- the members were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report

Henry Todd (Senior Statutory Auditor)

for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants

15 Canada Square, London, E14 5GL

13/07/2015

FOLKESTONE HARBOUR LIMITED PARTNERSHIP Profit and loss account for the year ended 31 December 2014

	Note	2014 £	2013 £
Turnover	2	147,155	133,366
Cost of sales		-	-
(Impairment)/release of inventory provisions	1	(1,823,050)	21,488,462
Gross profit		(1,675,895)	21,621,828
Administrative expenses		(270,025)	(182,149)
Operating profit		(1,945,920)	21,439,679
Interest receivable	3	204	129
Interest payable		-	(4,714)
(Loss)/profit for the financial year before distributions	4	(1,945,716)	21,435,094
Distributions		•	-
Transfer to partners' income accounts	11	(1,945,716)	21,435,094

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

The notes on pages 7 to 10 form part of these financial statements

FOLKESTONE HARBOUR LIMITED PARTNERSHIP Balance sheet as at 31 December 2014

	Note	2014 £	2013 £
Fixed assets			
Tangible assets	6	8,148	17,115
Current assets			
Debtors	7	263,386	36,351
Inventory	8	29,500,000	29,500,000
Cash at bank and in hand		149,122	99,325
	-	29,912,508	29,635,676
Creditors			
- amounts falling due within one year	9	(174,040)	(90,824)
Net current assets	_	29,738,468	29,544,852
Creditors			
- amounts falling due after more than one year	10	(6,361,341)	(4,230,976)
Net assets attributable to partners	_	23,385,275	25,330,991
Represented by:			
Partners' funds classified as a liability under FRS 25			
Partners' loans	11	23,385,275	25,330,991
Loans and other debts due to partners	_	23,385,275	25,330,991

These financial statements were approved by R M De Haan on 2b June 2015

For and on behalf of Folkestone Harbour (GP) Limited

The notes on pages 7 to 10 form part of these financial statements

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 a decrease in value for the year of £1,823,050 (2013 increase -£21,488,462). Should there be further significant movement in UK real estate pricing, then further write-downs 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

Net book amount-31 December 2013

2	Turnover Turnover comprises principally of rental income arising of their re-development	on properties let in t	he penod pnor
3	Interest receivable	2014	2013
		£	£
	Bank deposit interest receivable	204	129
4	Loss for the financial period before distributions Is stated after charging	2014 £	2013 £
	Audit fees	4,635	4,635
	The auditor also received £2,050 for tax services		
5	Staff costs		
	Employee costs for the year were as follows	2014	2013
	Wages and salaries Social security costs Health care and other benefits Other pension costs	£ 127,782 10,215 5,750 13,565 157,312	£ 37,464 3,795 1,647 3,983 46,889
6	Tangable fixed assets Cost	Fixtures & Fittings £	
	At 1 January 2014	76,902	
	Additions in year		
	At 31 December 2014	76,902	
	Aggregate depreciation At 1 January 2014 Charge for the year At 31 December 2014	(59,787) (8,967) (68,754)	
	Net book amount-31 December 2014	8,148	

17,115

Notes to the financial statements continued

7	Debtors	2014	2013
,		£	£
	Prepayments Trade debtors Other taxes and social security Other debtors Amounts due from other group undertakings	16,106 24,058 219,154 3,668 400 263,386	11,164 20 19,405 5,762 36,351
8	Inventory	2014 £	2013 £
	Land held for development	29,500,000	29,500,000

As explained in note 1 there has been an increase in the write down of inventory during 2014 of £1,823,050 (2013 reduction £21,488,462).

9	Creditors - amounts falling due within one year Accruals and deferred income Other tax and social security Trade creditors Amount due to group undertakings	2014 £ 96,450 9,542 62,990 5,058	2013 £ 31,172 5,613 54,039
10	Creditors - amounts falling due after more than one year Loans from other group undertakings Loan from partner	2014 £ 5,736,341 625,000 6,361,341	90,824 2013 £ 3,605,976 625,000 4,230,976

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, £4,645,000 (2013 £2,510,000) is secured on the assets of the partnership under the terms of a loan agreement dated 13 October 2010

11	Partners' Capital	2014	2013
		£	£
	At 1 January	25,330,991	3,895,897
	(Loss)/profit for the period	(1,945,716)	21,435,094
	At 31 December	23,385,275	25,330,991

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 (2013-£625,000)

The partnership owes £1,091,341 to Folkestone Harbour Company Limited by way of an interest free loan (2013-£1,091,341)

The partnership owes £4,645,000 to Folkestone Harbour Holdings Limited by way of an interest free loan (2013-£2,510,000) and £4,635 (2013-£4,635) as a current liability

The partnership is owed £100 (2013 £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 owes £423 (2013 owed by £5,362) to Folkestone Harbour Company Limited

12 Post Balance Sheet Events

On 8 April 2015 the Partnership acquired an additional property at a cost of £166,676