# **EFR Service Company Limited Annual report and financial statements**

For the 12 months to 31st December 2008

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Registered in England No: 6160956

#### **Directors**

R.L. Caperton C.G.F Caperton B.P.A. Laferriere

#### Secretary

R.G. Bourne

#### Registered office

Queensberry House, 3 Old Burlington Street, London W1S 3LD

# Directors' report

The directors present their annual report and audited financial statements for the 12 month period to 31<sup>st</sup> December 2008. This director's report has been prepared in accordance with the special provisions relating to small companies under section 246(4)a of the Companies Act 1985.

#### Principal activities

The principal activity of the Company is the provision of management services to EFR Management LLP.

The results for the period and the financial position at the year end were considered satisfactory by the directors who expect to further develop the business in the foreseeable future.

#### **Business review**

The Company is the provider of management services to EFR Management LLP. The profit for the period, after taxation, amounted to £25,879 (2007 loss: £25,231).

The Company was incorporated on 14<sup>th</sup> March 2007 as Precis (2685) Limited and subsequently changed its name to Louis Dreyfus Service Company Limited on 26<sup>th</sup> April 2007. On 28<sup>th</sup> December 2007 the company changed its name to EFR Service Company Limited.

In March 2008 the Company employed 5 staff who had previously been employed by another group company.

#### **Dividends**

The directors do not recommend the payment of a dividend.

#### **Auditors**

Deloitte LLP were appointed as auditors. The Company has elected to dispense with the requirement to appoint auditors annually.

Each of the persons who is a director at the date of approval of this annual report confirms that so far as each director is aware, there is no relevant audit information of which the Company's auditors are unaware; and each 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 section 234ZA of the Companies Act 1985.

By order of the board

R.G. Bourne

Secretary

23rd April 2009

# Statement of Directors' Responsibilities

The directors are responsible for preparing the Annual Report and the financial statements. The directors are required to prepare financial statements for the group in accordance with International Financial Reporting Standards as adopted by the EU (IFRS) and have also elected to prepare financial statements for the Company in accordance with IFRS. Company law requires the directors to prepare such financial statements in accordance with IFRS, the Companies Act 1985 and Article 4 of the IAS Regulation.

International Accounting Standard I requires that financial statements present fairly for each financial year the Company's financial position, financial performance and cash flows. This requires the faithful representation of the effects of transactions, other events and conditions in accordance with the definitions and recognition criteria for assets, liabilities, income and expenses set out in the International Accounting Standards Board's 'Framework for the Preparation and Presentation of Financial Statements'. In virtually all circumstances, a fair presentation will be achieved by compliance with all applicable International Financial Reporting Standards. Directors are also required to:

- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRS is
  insufficient to enable users to understand the impact of particular transactions, other events
  and conditions on the entity's financial position and financial performance; 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 which disclose with reasonable accuracy at any time the financial position of the Company, for safeguarding the assets, for taking reasonable steps for the prevention and detection of fraud and other irregularities and for the preparation of a directors' report and directors' remuneration report which comply with the requirements of the Companies Act 1985.

# INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF EFR SERVICE COMPANY LIMITED

We have audited the financial statements of EFR Service Company Limited for the 12 month period to 31<sup>st</sup> December 2008 which comprise the Income Statement, the Balance Sheet, the Cash Flow Statement, the Statement of Changes in Equity and the related notes 1 to 17. 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 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

The directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union 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.

#### 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 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 judgments 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 MEMBERS OF EFR SERVICE COMPANY LIMITED (continued)

### **Opinion**

### In our opinion:

- the financial statements give a true and fair view, in accordance with IFRSs as adopted by the European Union, of the state of the Company's affairs as at 31<sup>st</sup> December 2008 and of its profit for the period then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985;
- the information given in the Directors' Report is consistent with the financial statements.

**Deloitte LLP** 

Chartered Accountants and Registered Auditors London, United Kingdom 23<sup>rd</sup> April 2009

Delate LLP

# **Income statement**

for the year ended 31st December 2008

	Note	2008 £	2007 £
Rendering of services	3	917,548	-
Gross profit		917,548	
Administrative expenses	4	(886,210)	(25,231)
Operating profit / (loss)	· · · · · · · · · · · · · · · · · · ·	31,338	(25,231)
Finance income		855	-
Profit / (loss) before tax	<del> </del>	32,193	(25,231)
Taxation	7	(6,314)	-
Profit / (loss) for the year	<del></del>	25,879	(25,231)

The profit and loss account has been prepared on the basis that all operations are continuing operations.

# **Balance** sheet

at 31st December 2007

	Note	2008	2007
		£	£
Non-current assets			
Investments	8	10,000	-
Property, plant and equipment	9	40,557	9,011
Non-current assets		50,557	9,011
Current assets			
Trade and other receivables	10	770,439	26,772
Cash and cash equivalents	11	4,932	-
Current assets		775,371	26,772
Total assets		825,928	35,783
Equity			
Share capital	12	4	3
Share premium account	13	9,999	-
Retained earnings		648	(25,231)
Total equity		10,651	(25,228)
Non-current liabilities		-	
Current liabilities			
Trade and other payables	14	815,277	60,974
Cash and cash equivalents	11	-	37
Current liabilities		815,277	61,011
Total liabilities		815,277	61,011
Net equity and liabilities		825,928	35,783

Approved by the board on 23 April 2009 and signed on its behalf by

R.L. Caperton

R.G. Burne

Director

Secretary

# Statement of cash flows

for the year ended 31st December 2008

	2008	2007
Cash flows from: Operating activities	£	£
Net loss before taxation and working capital changes	(96,513)	(25,231)
Increase in trade and other receivables	(602,307)	(26,772)
Increase in trade payables	740,794	60,974
Less depreciation	10,138	-
Income tax payable	(6,314)	-
Net cash from operating activities	45,798	8,971
Investing activities		
Purchase of investment	(10,000)	-
Purchase of property, plant and equipment	(41,684)	(9,011)
Interest received	855	-
Net cash (used in) investing activities	(50,829)	(9,011)
Financing activities		
Proceeds from issue of shares	10,000	3
Net cash from financing activities	10,000	3
Net increase in cash and cash equivalents	4,969	
Cash and cash equivalents at beginning of period	(37)	
Cash and cash equivalents at end of period	4,932	(37)

# Statement of changes in equity for the 12 month period to 31st December 2008

	Share capital £	Share premium £	Retained earnings	Total Equity £
Balance at 14 <sup>th</sup> March 2007	-	-	_	-
Contribution from parent	3	-	-	3
Loss for the period	-	-	(25,231)	(25,231)
Balance at 31 <sup>st</sup> December 2007	3	-	(25,231)	(25,228)
Contribution from parent	1	9,999	-	10,000
Profit for the period	-	<u> </u>	25,879	25,879
Balance at 31 <sup>st</sup> December 2008	4	9,999	648	10,651

# Notes to the financial statements

#### 1 General information

EFR Service Company Limited (the "Company") is a company incorporated in the United Kingdom under the Companies Act 1985.

These financial statements have been prepared in accordance with International Financial Reporting Standards ('IFRSs') as adopted for use in the EU and therefore the financial statements comply with Article 4 of the EU IAS Regulations. IFRSs comprise accounting standards issued by the International Accounting Standards Board ('IASB') and its predecessor body as well as interpretations issued by the International Financial Reporting Interpretations Committee ('IFRIC') and its predecessor body.

#### Going concern

The Company's business activities, together with the factors likely to affect its future development, performance and position are set out in the Business Review on page 1. The financial position of the Company, its cash flows, liquidity position and borrowing facilities are found in the Balance Sheet, Income Statement, Statement of Cash Flows and Notes to the Financial Statements. In addition within the Notes to the Financial Statements one will find its financial risk management objectives, details of its financial instruments, and its exposures to credit risk and liquidity risk.

The Company meets its day to day working capital requirements through financial support provided by European Forest Resources Holdings S.a r.l. The Company has obtained a letter of support stating that European Forest Resource Holdings S.a r.l. will provide additional financial support, if required, to enable EFR Service Company Limited to meet its obligations as they fall due, and continue as a going concern.

The Company forecasts and projections, taking account of reasonably possible changes in trading performance, show that the company should be able to operate within the level of its current facility.

After making enquiries, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts.

# IFRS standards and amendments becoming effective for accounting periods beginning on or after 1 January 2007

The following standards and amendments, which are mandatory for accounting periods beginning on or after 1 January 2007, were adopted by the Company:

- IFRS 7 Financial Instruments: Disclosures; and
- IAS 1 (Amendment), Capital disclosures.

#### Adopted IFRS not yet applied

At the date of authorisation of these financial statements, the following Standards and Interpretations, which have not been applied in these financial statements, were in issue but not yet effective.

- IAS 23 (Revised) Borrowing Costs (effective for accounting periods beginning on or after 1 January 2009); and
- IFRS 8 Operating Segments (effective for accounting periods beginning on or after 1 January 2009).

The directors anticipate that the adoption of these Standards and Interpretations in future periods will have no material impact on the financial statements of the company except for additional disclosures in borrowing costs when the relevant standards come into effect for periods commencing on or after 1 January 2009.

# Notes to the financial statements (continued)

#### 2 Accounting policies

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

#### Measurement convention

The financial statements are prepared on the historical cost basis.

#### Investments

Investments are treated as held-to-maturity and represent a capital contribution to EFR Management LLP, made by the company as the Corporate Member of the LLP, and are as detailed in Note 8 to the accounts.

#### Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses.

Depreciation is charged to the income statement on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment. Land is not depreciated. The estimated useful lives are as follows:

office equipment 5 years

#### Financial instruments

Most of the Company's financial instruments are carried at fair value on the balance sheet. For certain other financial instruments, specifically trade and other receivables and payables, the carrying amounts approximate fair value due to the immediate or short term nature of these financial instruments.

#### Trade and other receivables

Trade and other receivables are stated at their nominal amount (discounted if material) less impairment losses.

#### Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are included as a component of cash and cash equivalents for the purpose only of the statement of cash flows.

# Rendering of services

Rendering of services income comprises fees charged under the Services Agreement with EFR Management LLP in relation to the provision of services for the purposes of operating its business. Fees are accounted for on an accruals basis.

#### Financing income and expense

Financing costs comprise interest payable, interest receivable on funds invested, dividend income, foreign exchange gains and losses that are recognised in the income statement.

Interest income and interest payable is recognised in profit or loss as they accrue. Dividend income is recognised in the income statement on the date the entity's right to receive payments is established.

## Foreign currency

Transactions in foreign currencies are translated at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the foreign exchange rate ruling at that date. Foreign exchange differences arising on translation are recognised in the income statement. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated at foreign exchange rates ruling at the dates the fair value was determined.

### Notes to the financial statements (continued)

## 2 Accounting policies (continued)

#### Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the income statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of goodwill; the initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised.

# 3 Rendering of services

	2008	2007
	£	£
Service fee income	917,548	-
	917,548	
	<u> </u>	

# 4 Administrative expenses

Included in administrative expenses are the following:

	2008	2007
	£	£
Bank charges	1,606	36
Staff costs	371,769	-
Travel and entertainment expense	953	-
Communication, information and general office expense	50,595	-
Property costs	439,254	-
Audit fees	11,500	-
Professional fees	817	25,194
Depreciation	10,138	-
Foreign exchange loss	(422)	_ 1
	886,210	25,231

The 2008 audit fee expense includes the 2007 audit fee of £6,000.

### 5 Staff numbers and costs

The average number of persons employed by the Company during the year was 4 (2007; nil).

### 6 Fees payable to the company's auditor

	2008	2007
	£	£
Fees for the audit of the company	5,500	6,000
	5,500	6,000

# Notes to the financial statements (continued)

### 7 Taxation

Recognised in the income statement	2008 £	2007 £
Current tax expense:		
Total current tax expense	-	-
Group relief	6,314	-
Total tax in the income statement	6,314	- <u>-</u>
Reconciliation of effective tax rate	2008 £	2007 £
(Profit) / loss before tax	32,193	(25,231)
Implied tax expense / (credit) at 28.5% (2007: 30%)	9,175	(7,569)
Share of losses relating to investment in Limited Liability Partnership	(2,850)	-
Utilisation of losses carried forward	(11)	-
Losses which cannot be utilised	-	7,569
Total tax in income statement	6,314	<u> </u>
8 Investments		
	2008	2007
	£	£
Capital contributed to limited liability partnership	10,000	
	10,000	-

The Company made a capital contribution, as Corporate Member, to EFR Management LLP in November 2008. The Company is also one of the designated members of the LLP. The Limited Liability Partnership Agreement of EFR Management LLP delegates certain powers of management of the business of the LLP to the Corporate Member. The Corporate Member is not eligible for any profit share of the LLP. The Company can resign its position as a member of the LLP at any time with 12 months notice. The capital contribution represents 14% of the total capital of the LLP.

# 9 Property, plant and equipment

	Office	Total
	equipment ${f f}$	£
Cost		
Acquisitions	9,011	9,011
Balance at 31 <sup>st</sup> December 2007	9,011	9,011
Acquisitions	41,684	41,684
Disposals	<u> </u>	-
Balance at 31st December 2008	50,695	50,695
Depreciation		
Balance as at 31 December 2007	-	-
Provided during the year	10,138	10,138
Balance at 31st December 2008	10,138	10,138
Net book value		
at 31st December 2007	9,011	9,011
at 31st December 2008	40,557	40,557

# Notes to the financial statements (continued)

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	2008	2007
- · · · · ·	£	£
Trade receivables	33,189	25 105
Trade receivables due from group companies	593,515	25,195
Other trade receivables and prepayments	143,735	1,577
	770,439	26,772
11 Cash and cash equivalents		
	2008	2007
	£	£
Cash at banks and in hand	4,932	-
Bank overdraft	-	(37)
	4,932	(37)
12 Share capital		
In issue at 31st December 2007 – ordinary shares of £1 each Issued during the year		3
In issue at 31st December 2008 – ordinary shares of £1 each		4
In issue at 51 December 2000 - Ordinary Shares of 21 each		
	2008	2007
Authorised Ordinary shares of £1 each	100	100
Allotted and called up Ordinary shares of £1 each	4	3
The holders of ordinary shares are entitled to receive dividends as entitled to one vote per share at meetings of the Company.	declared from time to	time and are
13 Share premium account		
		£
Balance at 1st January and 31st December 2007		-
Premium arising on issue of ordinary share		9,999
Balance at 31 <sup>st</sup> December 2008		9,999
14 Trade and other payables		
	2008	2007
	£	£
Trade payables	815	1,881
Trade payables due to group companies	788,010	59,093
Non-trade payables and accrued expenses	26,452	<u> </u>
	815,277	60,974
	*	

# Notes to the financial statements (continued)

#### 15 Financial instruments

The Company's financial instruments comprise cash balances, borrowings, receivables and payables that arise from its operations.

The Company's activities expose it to credit risk.

#### Credit risk

Credit risk is the risk that a counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Company. The Company has credit policies in place and exposure to credit risk is monitored on an ongoing basis. At 31<sup>st</sup> December, the financial assets exposed to credit risk were as follows:

Financial Assets	2008	2007
	£	£
Trade and other receivables	770,439	26,772
Cash and cash equivalents	4,932	(37)
	775,371	26,735

Credit risk arising on trade and other receivables and financial assets is mitigated by management involvement in the group companies. Credit risk on cash and cash equivalents is mitigated by depositing funds with banks with credit rating of 'AA3' or better as determined by Moody's and Fitch rating agencies.

#### Fair value

Most of the Company's financial instruments are carried at fair value on the balance sheet. For certain other financial instruments, specifically trade and other receivables and payables, the carrying amounts approximate fair value due to the immediate or short term nature of these financial instruments.

#### Interest rate risk

The Company is not exposed to interest rate risk. The Company meets its day to day working capital requirements through fee income from EFR Management LLP.

#### Liquidity risk

The Company is not exposed to liquidity risk. The Company meets its day to day working capital requirements through fee income from EFR Management LLP.

#### 16 Related parties

#### Identity of related parties

The Company has a related party relationship with its parent, subsidiaries, fellow subsidiaries of its parent and with its key management personnel, being its directors.

The Company provides staff and infrastructure to, and is the Corporate Member of, EFR Management LLP.

The Company is in the same VAT group as EFR Management LLP, European Forest Resources GP Limited and European Forest Resources Acquisition Limited.

#### Notes to the financial statements (continued)

#### 16 Related parties (continued)

The following companies are related parties as a director of the Company held a directorship or was a partner in those companies during the period:-

EFR Management LLP

European Forest Resources Holdings Limited

European Forest Resources Holdings LP

European Forest Resources Holdings GP Limited

European Forest Resources Limited

European Forest Resources Holdings S.à r.l.

European Forest Resources (France) S.à r.ì

European Forest Resources (Sweden) S.à r.1

European Forest Resources (UK) S.à r.l

European Forest Resources AB

European Forest Resources LP

European Forest Resources GP Limited

European Forest Resources Acquisition Limited

Kastanie Limited

Louis Dreyfus Holdings Limited

Louis Dreyfus Energy Holdings Limited

Ressources Forestieres SAS

Amounts due to related parties at the period end represent receipts of VAT on behalf of the related party under the Company's VAT group registration and the recharging by a related party of property costs.

	2008	2007
	£	£
European Forest Resources Acquisition Limited	2,314	-
European Forest Resources (Scotland) LP	2,678	-
Louis Dreyfus Energy Holdings Limited	783,018	59,093
	788,010	59,093

Amounts due from related parties at the period end represent the payment of administrative expenses made on behalf of the related party and the amounts outstanding under the Service Fee Agreement.

	2008	2007
	£	£
EFR Management LLP	571,594	25,192
European Forest Resources Holdings S.à r.l.	1,076	3
European Forest Resources Limited	6,181	-
European Forest Resources LP	11,000	-
Ressources Forestieres SAS	3,664	_
	593,515	25,195

#### 17 Ultimate parent company and group financial statements

The ultimate parent undertaking and controlling party is Kurosawa B.V., a company registered in the Netherlands.

The smallest parent undertaking for which Group financial statements are prepared is European Forest Resources Holdings Limited, incorporated in Guernsey.

The largest parent undertaking for which Group financial statements are prepared is Kurosawa B.V. Copies of these group financial statements may be obtained from Westblaak 102, 3012 KM Rotterdam, Netherlands.