

Folkestone Harbour Company Limited

**REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST DECEMBER 2009**

**Company Number 2447559
Incorporated in England and Wales**

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Folkestone Harbour Company Limited

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Folkestone Harbour Company Limited

DIRECTOR'S REPORT

Director R M De Haan

Secretary R J Fraser

Registered Office Strand House, 125 Sandgate High Street, Folkestone, Kent CT20 3BZ

The director presents his report and the audited financial statements for the year ended 31st December 2009

Principal activities

The company operates the seaport and inner harbour at Folkestone, and receives port dues and rental income from the port and harbour operations

Review of the business

The Company continued to operate the harbour commercially during the year

A loss after taxation of £0.4 million (2008 Loss £22.6 million) arose during the year and was transferred to reserves

Directors

R M De Haan was the sole director who served throughout the year

R M De Haan owns 100% of the share capital of Folkestone Harbour Holdings Limited, the parent undertaking of Folkestone Harbour Company Limited

Auditors

Spain Brothers & Co have agreed to continue in office as auditors of the company. A resolution proposing their re-appointment will be submitted at the annual general meeting.

Folkestone Harbour Company Limited

Statement of director's responsibilities

The director is required by law to prepare the annual report and the financial statements for each financial year in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice

Company law requires the director to prepare financial statements for each financial year, which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for the year

In preparing these financial statements, the directors are required to -

- select suitable accounting policies and then apply them consistently
- make judgements and estimates that are reasonable and prudent
- follow applicable accounting standards, subject to any material departures disclosed and explained in the financial statements
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business

So far as the director is aware, there is no relevant audit information of which the company's auditors are unaware. The director has taken all steps that ought to have been taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information

The director is responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable him to ensure that the financial statements comply with the Companies Act 2006. He is 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

Small Company Exemption

This 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 Fraser
Company Secretary

Registered Office
125 Sandgate High Street
Folkestone
Kent CT20 3BZ

Folkestone Harbour Company Limited

INDEPENDENT REPORT OF THE AUDITORS TO THE MEMBERS OF FOLKESTONE HARBOUR COMPANY LIMITED

FOR THE YEAR ENDED 31ST DECEMBER 2009.

We have audited the financial statements of Folkestone Harbour Company Limited for the year ended 31 December 2009 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 the Financial Reporting Standard (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

This report is made solely to the company's members, as a body, in accordance with Sections 495 and 496 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 AUDITORS

As explained more fully in the Directors' Responsibilities Statement, 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

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.

Folkestone Harbour Company Limited

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 2009, and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities, and
- have been prepared in accordance with the requirements of 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



F. Peter Cheney FCA – Senior Statutory Auditor
For and on behalf of
Spain Brothers & Co
Folkestone
Chartered Accountants
& Registered Auditors

29 Manor Road
Folkestone
Kent
CT20 2SE

Folkestone Harbour Company Limited

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST DECEMBER 2009

	Note	2009 £000	2008 £000
Turnover		444	408
Cost of sales		(273)	(311)
Gross Profit/(loss)		171	97
Administrative expenses		(239)	(844)
Operating loss	4	(68)	(747)
Impairment provision	5	(1,254)	(23,714)
Interest payable	6	(325)	-
Interest receivable	7	1,226	1,904
Loss on ordinary activities before taxation		(421)	(22,557)
Tax on ordinary activities	8	-	-
Loss on ordinary activities after taxation		(421)	(22,557)
Extraordinary items	9	-	1,091
		(421)	(21,466)
(Loss)/profit brought forward		(3,707)	17,759
Loss carried forward		(4,128)	(3,707)

Continuing operations

None of the Company's activities were acquired or discontinued during the above two years

Total recognised gains and losses

The Company has no recognised gains or losses other than the profit/loss for the above two years

Folkestone Harbour Company Limited

BALANCE SHEET AS AT 31ST DECEMBER 2009

	Notes	2009 £000	2008 £000
FIXED ASSETS			
Tangible assets	10	8	28
CURRENT ASSETS			
Stock		-	-
Debtors	11	4,913	4,966
Cash at bank and in hand		3	26
		<u>4,916</u>	<u>4,992</u>
CREDITORS: amounts falling due within one year	12	(93)	(243)
		<u>4,823</u>	<u>4,749</u>
NET CURRENT ASSETS			
TOTAL ASSETS LESS CURRENT LIABILITIES		4,831	4,777
CREDITORS: amounts falling due after more than one year	13	(8,959)	(8,484)
		<u>(4,128)</u>	<u>(3,707)</u>
CAPITAL AND RESERVES			
Called up share capital	14	-	-
Profit and loss account	15	(4,128)	(3,707)
		<u>(4,128)</u>	<u>(3,707)</u>
Equity shareholder's deficit			
		<u>(4,128)</u>	<u>(3,707)</u>

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 at a meeting of the Board of Directors held on

 R. M. De Haan Director

Company Number 2447559

Folkestone Harbour Company Limited

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2009

1. ACCOUNTING POLICIES

The financial statements have been prepared in accordance with applicable United Kingdom accounting standards

(a) Accounting convention

The financial statements are prepared under the historical cost convention

A key source of estimation uncertainty within these financial statements surrounds the carrying value of the loan balance due from Folkestone Harbour (1) Limited, a fellow subsidiary undertaking. The director has reviewed the carrying value of this loan against the estimates of net realisable value (NRV). The director has arrived at NRV by valuing the recoverable loan amount equivalent to the relevant proportion of the net assets of Folkestone Harbour (1) Limited. This has given rise to an impairment of £1.3 million (2008 £23.7 million). Should there be a further significant decline in UK real estate pricing, then a further write-down of the loan may be necessary.

(b) Turnover

Turnover comprises income from rents and port and traffic dues. Turnover is stated net of Value Added Tax where applicable.

(c) Tangible Fixed Assets

Tangible fixed assets are included in the balance sheet at historical cost, net of any provision for impairment.

Depreciation is provided on the cost of the assets in use on the straight line method so as to write off the assets over their useful economic lives. The principal rates used (per annum) are set out below:

Vehicles	33.33%
Plant and Machinery	20% and 33%
Fixtures and Fittings	15% and 33.33%

Folkestone Harbour Company Limited

(d) Deferred Taxation

Deferred taxation is provided in full on all timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

(e) Cash flow statement

The company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS 1 (Cash Flow Statements) on the grounds that it is a small company.

(f) Leased assets

Operating lease rentals are charged to the Profit and Loss Account as incurred.

(g) Pensions

The cost of the Company's Defined Contribution Pension Scheme is charged to the Profit and Loss Account as the contributions fall due. No amounts were outstanding at the balance sheet date (2008 Nil).

(h) Going concern

The financial statements are prepared on the basis that the Company will continue in operational existence for the foreseeable future. This means in particular that the Profit and Loss Account and Balance Sheet assume no intention or necessity to liquidate or curtail significantly the scale of the operation. The financial statements have been prepared on this basis given that the director and the parent undertaking have indicated that they do not intend to demand repayment of their loans within 12 months of the date of approval of these accounts.

2. Ultimate Parent Undertaking

The immediate and ultimate parent undertaking is Folkestone Harbour Holdings Limited, a company controlled by the director, R De Haan.

Folkestone Harbour Company Limited

3. Directors and Employees

No payments were made to the director for his services to the company for the year (2008 £nil)

Employee costs for the year were as follows

	2009	2008
	£000	£000
Wages and salaries	176	195
Social security costs	17	18
Health care and other benefits	10	7
Other pension costs	20	19
	-----	-----
	223	239
	=====	=====
Average number of employees (excluding directors)	7	8
	=====	=====

4. Operating Loss

The operating loss is stated after charging	2009	2008
	£000	£000
Depreciation	24	23
Audit fee	3	3
	=====	=====

5. Impairment provision

As outlined in note 1 there has been an impairment provision of the amount due from Folkestone Harbour (1) Limited of £1 3 million (2008 £23 7 million)

6 Interest payable	2009	2008
	£000	£000
Interest on Director's loan account	240	-
Interest on loan from parent undertaking	85	-
	-----	-----
	325	-
	=====	=====

7. Interest receivable	2009	2008
	£000	£000
Interest receivable from group undertakings	1,226	1,903
Bank interest	-	1
	-----	-----
	1,226	1,904
	=====	=====

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8. Tax charge on profit/(loss) on ordinary activities

	2009 £000	2008 £000
Current taxation		
UK Corporation tax	-	-
	-----	-----
	-	-
	=====	=====
Reconciliation of Current Tax Charge		
	2009 £000	2008 £000
Loss on ordinary activities before taxation	(421)	(22,557)
	-----	-----
Tax on (loss)/profit at the standard UK rate of 28% (2008 28%)	(118)	(6,316)
Factors effecting the tax charge for the period		
Effect of change in tax rates	-	6
Timing differences due to capital allowances	4	3
Group relief	(304)	(332)
Non relievable costs (includes impairment)	418	6,639
	-----	-----
Current tax for the year	-	-
	=====	=====

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9. Extraordinary Items

	2009 £000	2008 £000
Harbour development costs	-	(1,091)

Extraordinary items relate to professional fees incurred in prior periods in connection with the planned redevelopment of Folkestone Harbour. The intellectual property rights attaching to the works undertaken have been transferred to a fellow subsidiary undertaking at an amount equivalent to the cost incurred by the company.

10. Tangible Fixed Assets

	Plant and Machinery £000	Fixtures & Fittings £000	Vehicles £000	Total £000
Cost at 1 st January 2009	81	61	2	144
Additions	2	2	-	4
Cost at 31 st December 2009	83	63	2	148
Depreciation at 1 st January 2009	66	48	2	116
Charge for the year	14	10	-	24
Depreciation at 31 st December 2009	80	58	2	140
Net book value 31 st December 2009	3	5	-	8
Net book value 31 st December 2008	15	13	-	28

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11. Debtors

	2009	2008
	£000	£000
Trade debtors	34	53
Other debtors and prepayments	34	40
Amounts owed by parent undertaking	2	2
Amount due from fellow subsidiary undertakings	4,843	4,871
	-----	-----
	4,913	4,966
	=====	=====

Of the amount due from the fellow subsidiary undertaking, £3,752,129 (2008 £3,780,236) falls due for repayment on 16th March 2017 or such earlier date as the parties may agree. As mentioned in note 1(a) an impairment provision of £1,254,326 (2008 £23,713,462) has been charged to the profit and loss account.

12. Creditors: amounts falling due within one year

	2009	2008
	£000	£000
Bank overdraft	-	11
Trade creditors	35	12
Accruals and deferred income	43	193
Other tax and social security	13	25
Other creditors	2	2
	-----	-----
	93	243
	=====	=====

13. Creditors :amounts falling due after more than one year

	2009	2008
	£000	£000
Director's loan account	6,599	6,359
Loan from parent undertaking	2,360	2,125
	-----	-----
	8,959	8,484
	=====	=====

The director's loan and the loan due to the parent undertaking are repayable as soon as funds become available. Interest is payable on both loans at a rate of LIBOR + 1 ½% and both loans are secured by way of a fixed and floating charge over the assets of the company. The director and the parent undertaking have indicated that they do not intend to demand repayment of amounts due within 12 months of the date of the approval of these accounts.

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14. Called Up Share Capital

	2009 £	2008 £
Authorised 100 ordinary shares £1 each	<u>100</u>	<u>100</u>
Allotted, called up and fully paid 2 ordinary shares of £1 each	<u>2</u>	<u>2</u>

15. Related party disclosures

The company has a loan of £28,719,917 due from Folkestone Harbour (1) Limited. Interest receivable of £1,226,219 (2008: £1,903,882) has been rolled up in the loan. An impairment provision of £1,254,326 (2008: £23,713,462) was charged to the Profit and Loss account during the year. The balance outstanding at 31st December 2009 after deducting impairment provisions was £3,752,129 (2008: £3,780,236). The company has a loan due from Folkestone Harbour Limited Partnership of £1,091,341 (2008: £1,091,341).

As at 31st December 2009 the company had a loan due to Folkestone Harbour Holdings Limited of £2,359,954 (2008: £2,125,000). During the year Folkestone Harbour Holdings Limited made new advances of £150,000. With effect from February 2009 the loan attracts annual interest at a rate of LIBOR + 1 ½%.

As at 31st December 2009 the company had a loan due to the director of £6,598,660 (2008: £6,358,578). With effect from February 2009 the loan attracts interest at a rate of LIBOR + 1 ½%.

All of the entities referred to in this note are controlled by a common shareholder.

16. Shareholder's Funds

	2009 £000	2008 £000
Opening shareholder's funds/(deficit)	(3,707)	17,759
(Loss)/profit for the year	(421)	(21,466)
Closing shareholder's (deficit)/funds	<u>(4,128)</u>	<u>(3,707)</u>