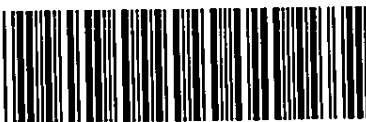


Company Number: 05021339

ANGLIA MARITIME LIMITED
REPORT AND FINANCIAL STATEMENTS
31 JANUARY 2009

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Anglia Maritime Limited

Contents

	<u>Page</u>
Report of the Directors	2 - 3
Statement of Directors' Responsibilities	4
Independent Auditor's Report	5
Profit and Loss Account	6
Balance Sheet	7
Notes to the Financial Statements	8 - 15

Anglia Maritime Limited

Directors

Alan Bekhor
Sunil Malhotra

Secretary

Harish Chikhlia

Registered Office

11 Manchester Square, London, W1U 3PW

Auditors

Ernst & Young LLP
Registered Auditors
1 More London Place, London SE1 2AF

Report of the Directors

The directors present their report and the audited financial statements for the year ended 31 January 2009.

Results and dividends

The profit before taxation for the financial year amounted to U.S. \$5,308,559 (2008: U.S\$ 4,373,325).

The directors do not recommend the payment of a dividend for the year (2008: Nil).

Principal Activities and Business Review

The principal activity of the Company during the year was that of vessel operators.

The year started strongly supported by good demand. However, the market collapsed in the final quarter of the financial year. The worldwide recession led to reduced demand and over supply of vessels. The Baltic index average rate per day for Supramax vessels fell from U.S. \$ 53,500 in the first quarter of the year to U.S. \$ 13,000 in the last quarter.

The Company is confident that it can weather the current very difficult trading conditions. The Company should remain profitable but at a lower level than previously.

Directors

Mr A. Bekhor and Mr Sunil Malhotra served as directors throughout the year.

Events After the Balance Sheet Date

On 10 July the Company was a party to a new agreement with DVB Bank by which a loan was advanced to Clementine Shipping Limited to finance the purchase of M.V Clementine. The Company remains lessee of the ship under a finance lease novated from Ocean Clementine Limited to Clementine Shipping Limited.

Anglia Maritime Limited

Report of the Directors (continued)

Financial Risk Management

The directors have identified the need to manage the Company's material financial risks, including foreign exchange, liquidity and credit risks. These risks are monitored by the directors on a continual basis.

The Company seeks to limit counter-party risk by conducting most of its banking activities through the treasury function of the parent company.

Foreign Exchange Risk

The Company's activities are principally conducted in U.S. dollars. Almost all revenues and approximately 90% of costs are in U.S. dollars, with the remainder of costs denominated in India rupees, pound sterling and several other currencies. Overall exposure is kept under continuous review and the Company will participate in currency hedging where considered appropriate.

Liquidity Risk

The Company finances its operations principally through retained profits and loans from its bankers and related parties. Liquidity risk is the risk that the Company will encounter difficulties in meeting its loan obligations from its related parties. The Company seeks to manage liquidity risk by ensuring sufficient liquidity is available to be able to finance its operations for the foreseeable future.

Credit Risk

No material exposure is considered to exist in respect of trade and other receivables. The Company carefully reviews all new customers before accepting new business and may require performance guarantees or other forms of security.

Cost base variation risk

The Company hedges through the parent company (previously directly) against variations in the cost of chartered in shipping which represents a significant portion of its cost base by the use of Forward Freight Affreightment contracts. (note 3).

Directors' Declaration

Each of the persons who are directors at the time when this report is approved has confirmed that:

- a) so far as each director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- b) each director has taken all of the steps that ought to have been taken as a director, including making appropriate enquiries of fellow directors and the Company's auditors for that purpose, in order to be aware of any information needed by the Company's auditors in connection with preparing their report and to establish that the Company's auditors are aware of that information.

Auditors

Moore Stephens LLP resigned on 13 May 2009 and Ernst & Young LLP were appointed in their place a resolution to re-appoint Ernst & young LLP as the Company's auditors will be put to the forthcoming annual general meeting.

By Order of the Board
A Bekhor
Director
Date: 2 October 2009

Anglia Maritime Limited

Statement of directors' responsibilities

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to 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 directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Independent auditor's report to the members of Anglia Maritime Limited

We have audited the company's financial statements for the year ended 31 December 2008 which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Balance Sheet and the related notes 1 to 19. 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 financial statements in accordance with applicable United Kingdom law and Accounting Standards (United Kingdom Generally Accepted Accounting Practice) 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.

We read the directors' report and consider the implications for our report if we become aware of any apparent misstatements within it.

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 auditor's report to the members of Anglia Maritime Limited (cont.)

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2008 and of its profit for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the directors' report is consistent with the financial statements.



Ernst & Young LLP
Registered Auditors
London
Date: 05 October 2009

Anglia Maritime Limited

Profit and Loss Account

For the year ended 31 January 2009

	<u>Note</u>	<u>2009</u> U.S.\$	<u>2008</u> U.S.\$
Turnover	2(b)	8,651,600	10,463,083
Cost of sales		<u>(2,691,552)</u>	<u>(5,333,240)</u>
Gross profit		5,960,048	5,129,843
Administration expenses		<u>(288,406)</u>	<u>(277,489)</u>
Operating profit	3	5,671,642	4,852,354
Interest receivable and similar income	5	9,272	115,156
Interest payable	6	<u>(372,355)</u>	<u>(594,185)</u>
Profit on ordinary activities before taxation		5,308,559	4,373,325
Taxation on profit on ordinary activities	7	<u>21,694</u>	<u>(50,000)</u>
Profit on ordinary activities	15,16	<u>5,330,253</u>	<u>4,323,325</u>

All activities are continuing activities.

Statement of total recognised gains and losses for the year ended 31 January 2009.

There are no recognised gains or losses other than those included in the profit and loss account above.

Anglia Maritime Limited

Balance Sheet

At 31 January 2009

	<u>Note</u>	<u>2009</u> U.S. \$	<u>2008</u> U.S. \$
Assets			
Fixed assets			
Tangible assets	8	15,199,904	15,956,888
Current assets			
Stock	9	83,521	90,012
Debtors	10	10,022,972	4,100,331
Cash at bank and in hand	11	-	1,411,792
		<hr/>	<hr/>
		10,106,493	5,602,135
Creditors: amounts falling due within one year	12	<u>(1,281,726)</u>	<u>(2,240,988)</u>
Net current assets		8,824,767	3,361,147
		<hr/>	<hr/>
Total assets less current liabilities		24,024,671	19,318,035
Creditors: amounts falling due after more than one year	13	<u>(5,705,199)</u>	<u>(6,328,816)</u>
Net assets		<u>18,319,472</u>	<u>12,989,219</u>
Capital and reserves			
Called up share capital	14	2	2
Profit and loss account	15	<u>18,319,470</u>	<u>12,989,217</u>
Total equity	16	<u>18,319,472</u>	<u>12,989,219</u>

These financial statements were approved by the Board on 2 October 2009 and signed on its behalf by:


A. Bekhor
Director

Anglia Maritime Limited

Financial Statements for the year ended 31 January 2009

Notes

1. Background and trading activities

Anglia Maritime Limited was incorporated in the United Kingdom on 11 March 2004 and commenced trading on 28 April 2004 when the Company entered into a bareboat charter arrangement with a third party to charter a 50,000 dwt bulk carrier, for an initial period of 7 years.

On 3 March 2007, the operating lease was converted to a finance lease and the vessel became a fixed asset of the Company.

The vessel is employed on time and voyage charters.

2. Principal accounting policies

(a) Basis of accounting

The financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom Accounting Standards.

The financial statements are stated in US Dollars, being the functional currency of the Company.

(b) Turnover

Revenues are recorded when services are rendered, the Company has a signed charter agreement or other evidence of an arrangement, the price is fixed or determinable, and collection is reasonably assured. The Company primarily generates revenues from the transportation of cargo and the time charter of vessels. Estimated losses on voyage are provided for in full at the time such losses become evident.

Deferred voyage revenues relate to amounts received prior to being earned. These amounts are recognised as revenues over the related voyage or charter period and include both amounts received from charterers and compensation for acquiring a vessel with an existing charter at below market rate.

The Company employs its vessel on time charters, for which it receives a fixed hire per day. The hire income is recognised on an accruals basis in line with the provision of the vessel to the charterer. Due allowance is made off hire when the vessel is unavailable for to the charter.

(c) Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses. Such cost includes costs directly attributable to making the asset capable of operating as intended. Depreciation is provided to write off the cost of the vessel, after allowing for an estimated residual value, over its estimated useful life of 25 years from date of construction. The carrying values of tangible fixed assets are reviewed for impairments when events or changes in circumstances indicate the carrying value will not be recoverable.

(d) Drydocking costs

Ships are subject to major service (drydock) typically every 30 months. Drydocking costs are capitalised and written off to the profit and loss account on a straight line basis over the estimated period to the next drydock.

Anglia Maritime Limited

Financial Statements for the year ended 31 January 2009

Notes (Continued)

2. Principal accounting policies (cont)

(e) Stock

Stock is stated at the lower of cost and net realisable value on a first in first out basis. Stocks consist of bunkers, being fuel for the ships, stock under bond and food provisions.

(f) Foreign currencies

Transactions in foreign currencies are converted into U.S. Dollars at the rates ruling on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are converted into U.S. Dollars at the rate of exchange ruling at the balance sheet date. All exchange differences have been dealt with in the profit and loss account.

(g) Derivatives – forward freight agreements (FFA)

Different types of derivatives to hedge specific aspects of the business are entered into by the Company directly or through the parent company. Forward freight agreements (FFA) are used to hedge shipping costs, bunker contracts are used to hedge vessel fuel costs, interest rate swaps to hedge interest fluctuations on borrowings, and foreign exchange contracts are used to hedge against fluctuations in foreign exchange rates.

Realised gains or losses on derivatives are recorded when the contract settles and an actual difference arises between the contracted price and the settlement rate on the date that the contract settles. Gains and losses on derivatives are recognised in the profit and loss account when they are realised. Where an estimated loss is not anticipated to be offset by future profits on the underlying transaction, the unrealised loss is treated as an onerous contract and provision for the loss is made at the time such loss becomes evident.

(h) Cash flow statement

Under FRS 1 (Revised) the Company is exempt from the requirement to prepare a Statement of Cash Flows on the grounds that the ultimate Parent undertaking includes the Company in its own publicly reported Consolidated Financial Statements.

(i) Related parties

The group claims exemption under FRS8 in respect of transactions with wholly owned subsidiaries of the Britmar (UK) Limited group on the grounds that the group prepares consolidated financial statements which are available to the public..

(j) Leasing

Assets held under finance leases, which are leases where substantially all the risks and rewards of ownership of the asset have passed to the group are capitalised in the balance sheet and are depreciated over the shorter of the lease term and the asset's useful lives. The capital elements of future obligations under leases are included as liabilities in the balance sheet. The interest elements of the rental obligations are charged to the profit and loss account over the periods of the leases and represent a constant proportion of the balance of capital repayments outstanding.

Rentals payable under operating leases are charged in the profit and loss account on a straight line basis over the lease term.

Anglia Maritime Limited

Financial Statements for the year ended 31 January 2009

Notes (Continued)

3. Operating profit

Operating profit is stated after charging/ (crediting):	<u>2009</u> <u>U.S.\$</u>	<u>2008</u> <u>U.S.\$</u>
Operating lease rentals - hired-in vessels	-	209,480
Depreciation of tangible fixed assets held under finance leases	756,984	679,211
Auditors' remuneration – Audit Service	-	7,988
Realised losses /(profits) on forward freight agreements	-	1,959,109
	<hr/>	<hr/>

Auditors' remuneration is charged on a group basis in accounts of British Marine plc.

4. Directors and employees

The directors received no remuneration in respect of their services as a director of the Company during the year or in the prior year.

Staff costs during the year were as follows:

	<u>2009</u> <u>U.S.\$</u>	<u>2008</u> <u>U.S.\$</u>
Wages and salaries	407,208	371,288
	<hr/>	<hr/>

The average monthly number of employees during the year was 22. (2008:25), all employed in an operations capacity.

5. Interest receivable and similar income

	<u>2009</u> <u>U.S.\$</u>	<u>2008</u> <u>U.S.\$</u>
Interest receivable	9,272	115,156
	<hr/>	<hr/>

6. Interest payable and similar charges

	<u>2009</u> <u>U.S.\$</u>	<u>2008</u> <u>U.S.\$</u>
Finance lease charges	372,355	594,185
	<hr/>	<hr/>

Anglia Maritime Limited

Financial Statements for the year ended 31 January 2009

Notes (Continued)

7. Taxation on ordinary activities

The Company has entered the U.K. tonnage tax regime under which its ship owning and operating activities are taxed based on the net tonnage of vessels operated. Any income and profits outside the tonnage tax regime are taxed under the normal U.K. corporation tax rules.

	<u>2009</u> U.S.\$	<u>2008</u> U.S.\$
UK corporation tax on profits of the period	11,427	50,000
Adjustments in respect of prior periods	<u>(33,121)</u>	
Total tax charge	<u>(21,694)</u>	<u>50,000</u>

The effective tax rate is lower than the standard rate of UK corporation tax of 28.32% (2008: 28%), the differences are explained below.

Factors affecting the taxation charge for the year:	<u>2009</u> U.S.\$	<u>2008</u> U.S.\$
Profit on ordinary activities before tax	<u>5,308,559</u>	<u>4,373,325</u>
Corporation tax charge at 28.32% (2008:28%)	1,503,384	1,224,531
Effect of:		
Profits assessed under tonnage tax	(1,491,957)	(1,174,531)
Adjustments in respect of prior periods	<u>(33,121)</u>	
Current tax (credit) / charge	<u>(21,694)</u>	<u>50,000</u>

8. Tangible fixed assets

	<u>Vessel</u> U.S.\$	<u>Drydocking</u> U.S.\$	<u>Total</u> U.S.\$
Cost			
At 1 February 2008 and 31 January 2009	<u>16,386,099</u>	<u>250,000</u>	<u>16,636,099</u>
Depreciation			
At 1 February 2008	580,992	98,219	679,211
Charge for the year	638,855	118,129	756,984
At 31 January 2009	<u>1,219,847</u>	<u>216,348</u>	<u>1,436,195</u>
Net book value			
At 31 January 2009	<u>15,166,252</u>	<u>33,652</u>	<u>15,199,904</u>
At 31 January 2008	<u>15,805,107</u>	<u>151,781</u>	<u>15,956,888</u>

The above amounts represent a vessel held under a finance lease. The depreciation charges made in the year are disclosed in note 3 to the financial statements.

Anglia Maritime Limited

Financial Statements for the year ended 31 January 2009

Notes (Continued)

9. Stock

Stocks consist of the following:	<u>2009</u> U.S.\$	<u>2008</u> U.S.\$
Bunkers	-	-
Lubricating oil	75,147	72,808
Stock under bond	8,374	17,204
	<hr/> 83,521	<hr/> 90,012

10. Debtors

	<u>2009</u> U.S. \$	<u>2008</u> U.S.\$
Trade debtors	244,660	268,620
Amounts owed by parent company	9,640,086	3,717,513
Corporation tax	15,972	-
Other debtors	14,202	9,946
Prepayments and accrued income	108,052	104,252
	<hr/> 10,022,972	<hr/> 4,100,331

11. Cash and short-term deposits

Cash at bank and in hand includes the following amounts:	<u>2009</u> U.S. \$	<u>2008</u> U.S.\$
Cash at bank	-	1,411,792
	<hr/>	<hr/>

12. Creditors: amounts falling due within one year

	<u>2009</u> U.S.\$	<u>2008</u> U.S.\$
Trade creditors	298,823	491,357
Amounts owed to group undertakings	-	607,302
Corporation tax	-	50,000
Finance lease (Note 12)	623,618	590,352
Other creditors	5,077	55,349
Accruals and other creditors	354,208	446,628
	<hr/> 1,281,726	<hr/> 2,240,988

Anglia Maritime Limited

Financial Statements for the year ended 31 January 2009

Notes (Continued)

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

	<u>2009</u> U.S.\$	<u>2008</u> U.S.\$
Finance lease creditor	5,705,199	6,328,816
Repayable as follows:	<u>2009</u> U.S.\$	<u>2008</u> U.S.\$
Within one year	623,618	590,352
Between one and two years	658,763	623,618
Between two and five years	2,207,512	2,089,748
More than five years	2,838,924	3,615,450
	<u>6,328,817</u>	<u>6,919,168</u>
Less amounts due within one year (note 12)	<u>(623,618)</u>	<u>(590,352)</u>
	<u>5,705,199</u>	<u>6,328,816</u>

14. Share capital

	<u>2009</u> U.S.\$	<u>2008</u> U.S.\$
Authorised,		
1,000 shares of £1 each	1,820	1,820
Issued and fully paid		
1 ordinary share of £1 each	<u>2</u>	<u>2</u>

15. Profit and loss account

	<u>2009</u> U.S.\$	<u>2008</u> U.S.\$
At 1 February	12,989,217	8,665,892
Profit for the financial period	5,330,253	4,323,325
	<u>18,319,470</u>	<u>12,989,217</u>
At 31 January		

16. Movement in shareholder's funds

	<u>2009</u> U.S.\$	<u>2008</u> U.S.\$
At 1 February	12,989,219	8,665,894
Retained profit for the financial year	5,330,253	4,323,325
At 31 January	<u>18,319,472</u>	<u>12,989,219</u>

Anglia Maritime Limited

Financial Statements for the year ended 31 January 2009

Notes (Continued)

17. Commitments and contingencies

In accordance with its policy to use derivatives to minimise exposure to freight movements, the Company enters into forward freight agreements either directly or through a group Company.

Realised losses on completed forward freight agreements during the year ended January 2009 amounted to U.S. \$ NIL (2008: U.S. \$ 1,959,109 loss).

At 31 January 2009 there were no outstanding forward freight agreements in place (2008: U.S. \$Nil).

The Company, in the normal course of business, has entered into contracts to time charter in and to time charter out vessels for future periods, as well as COAs and voyage commitments.

The Company is party to a cross guarantee arrangement with one of its bankers which includes facilities made available to its parent Company, fellow subsidiaries and to related undertakings owned by Mr A Bekhor.

At 31 January 2009 there was a group loan facility with DVB for U.S. \$42,000,000, bearing interest at 4.4% per annum. A mortgage was taken out against the MV Clementine as security on this loan.

18. Related party transactions

In addition to the transactions reported in notes 10, 12 and 17 above, British Marine Plc, a Company registered in the United Kingdom, carries out husbandry and administration activities on behalf of the Company. In the period ended 31 January 2009 the amount charged to the Company relating to these activities was 1.25% of the company's income.

19. Ultimate holding company and controlling shareholder

The parent undertaking of the smallest group of undertakings for which group financial statements are drawn up and of which the Company is a member is British Marine plc. The parent undertaking of the largest group of undertakings for which group financial statements are drawn up and of which the Company is a member is Britmar (UK) Limited.

The individual company financial statements and the consolidated financial statements of Britmar (UK) Limited and British Marine plc may be requested from the registered office at 11 Manchester Square, London W1U 3PW.

The ultimate controlling party and shareholder is Mr A. Bekhor.