

**Seatruck Ferries Shipholding Ltd**  
**Annual report**  
**for the year ended 31 December 2007**



# Seatruck Ferries Shipholding Ltd

## Annual report for the year ended 31 December 2007

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# Seatruck Ferries Shipholding Ltd

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## Directors and advisers

### Directors

A Askham  
A Eagles  
O Frie (appointed 9 January 2007)  
P Gullestrup  
K Hobbs  
T Jensen (resigned 9 January 2007)  
H Lund Dal

### Secretary

K Donaldson

### Registered office

North Quay  
Port of Heysham  
Morecambe  
Lancashire  
LA3 2XF

### Solicitors

Stephenson Harwood  
One, St Paul's Churchyard  
London  
EC4M 8SH

### Bankers

Ulster Bank Limited  
2 Charlotte Street  
Warrenpoint  
Co Down  
BT34 3LF

### Registered auditors

PricewaterhouseCoopers LLP  
12 Church Street  
Portadown  
Co Armagh  
BT62 3LQ

## Directors' report for the year ended 31 December 2007

The directors present their report and the audited financial statements for the year ended 31 December 2007

### Principal activity

The principal activity of the company is that of the management of vessels

### Review of business and future developments

The results for the company show a pre-tax loss of £93,954 (2006 £37,258) on turnover of £161,164 (2006 £90,000) The company will continue to seek every opportunity to increase profitable turnover

### Results

The loss for the financial year is £93,954 (2006 £37,258)

### Directors

The directors who served during the year are shown on page 1

### Events after the balance sheet date

Please refer to note 16 of the financial statements

### Statement of directors' responsibilities in respect of the Annual Report and the financial statements

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 those 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,
- state whether applicable UK Accounting Standards have been followed, 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, in which case there should be support assumptions or qualifications as necessary

The directors confirm that they have complied with the above requirements in preparing the financial statements

The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and 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

### Small companies' exemption

This report has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies

## Directors' report for the year ended 31 December 2007 (Continued)

### Statement of disclosure of information to auditors

So far as each of the directors in office at the date of approval of these financial statements is aware

- there is no relevant audit information of which the company's auditors are unaware, and
- they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information

### Auditors

In accordance with Section 386 of the Companies Act 1985, the company has elected to dispense with the obligation to appoint auditors annually. The auditors, PricewaterhouseCoopers LLP have indicated their willingness to continue in office.

By order of the Board



K Donaldson  
Secretary

Date 9 June 2008

## Independent auditors' report to the members of Seatruck Ferries Shipholding Ltd

We have audited the financial statements of Seatruck Ferries Shipholding Ltd for the year ended 31 December 2007 which comprise the profit and loss account, the balance sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

### Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom 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 the relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 transactions is not disclosed.

We read other information contained in the annual report, and consider whether it is consistent with the audited financial statements.

### Basis of audit opinion

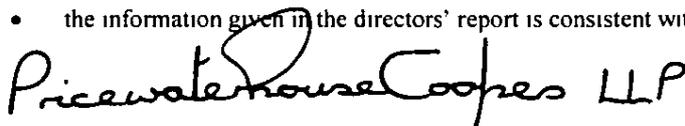
We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements 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.

### 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 2007 and of its loss 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.



**PricewaterhouseCoopers LLP**  
Chartered Accountants and Registered Auditors  
Portadown  
Date 9 June 2008

## Profit and loss account for the year ended 31 December 2007

	Notes	2007 £	2006 £
<b>Turnover</b>	2	<b>161,164</b>	<b>90,000</b>
Cost of sales		-	-
<b>Gross profit</b>		<b>161,164</b>	<b>90,000</b>
Administrative expenses		<b>(255,118)</b>	<b>(127,258)</b>
<b>Operating loss</b>	3	<b>(93,954)</b>	<b>(37,258)</b>
<b>Loss on ordinary activities before taxation</b>		<b>(93,954)</b>	<b>(37,258)</b>
Tax on loss on ordinary activities	6	-	-
<b>Loss for the financial year</b>	14	<b>(93,954)</b>	<b>(37,258)</b>

All amounts above relate to continuing operations of the company

The company has no recognised gains and losses other than those included in the results above, and therefore no separate statement of total recognised gains and losses has been presented

There is no significant difference between the loss on ordinary activities before taxation and the loss for the financial year stated above, and their historical cost equivalents

# Seatruck Ferries Shipholding Ltd

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## Balance sheet at 31 December 2007

	Notes	2007 £	2006 £
<b>Fixed assets</b>			
Tangible assets	7	-	1,605
Investments	8	3,006,577	3,006,576
		<b>3,006,577</b>	<b>3,008,181</b>
<b>Current assets</b>			
Debtors	9	20,153	-
Bank and cash		-	1,188
		<b>20,153</b>	<b>1,188</b>
<b>Creditors: amounts falling due within one year</b>	10	<b>(179,557)</b>	<b>-</b>
<b>Net current (liabilities)/assets</b>		<b>(159,404)</b>	<b>1,188</b>
<b>Total assets less current liabilities</b>		<b>2,847,173</b>	<b>3,009,369</b>
<b>Creditors: amounts falling due after more than one year</b>	11	<b>(2,978,384)</b>	<b>(3,046,626)</b>
<b>Net liabilities</b>		<b>(131,211)</b>	<b>(37,257)</b>
<b>Capital and reserves</b>			
Called up share capital	13	1	1
Profit and loss reserve	14	(131,212)	(37,258)
<b>Shareholders' funds</b>	15	<b>(131,211)</b>	<b>(37,257)</b>

The financial statements on pages 5 to 12 were approved by the board on 9 June 2008 and were signed on its behalf by

  
K Hobbs  
Director

## Notes to the financial statements for the year ended 31 December 2007

### 1 Accounting policies

These financial statements are prepared on the going concern basis under the historical cost convention and in accordance with the Companies Act 1985 and applicable accounting standards. The principal accounting policies are set out below.

#### Exemption from preparing consolidated financial statements

The financial statements contain information about Seatruck Ferries Shipholding Ltd as an individual company and do not contain consolidated financial statements as the parent of a group. The company is exempt under Section 248 of the Companies Act 1985 from the requirement to prepare consolidated financial statements as the group it heads qualifies as a small group.

#### Tangible fixed assets

The cost of tangible fixed assets is their purchase cost, together with any incidental costs of acquisition. Depreciation is calculated so as to write off the cost, or valuation, of tangible fixed assets, less their estimated residual values, on a straight line basis over the expected useful economic lives of the assets concerned. The principal annual rates used are as follows:

		%
Office equipment	-	25

The charge commences when the asset is brought into use.

#### Investments

Fixed asset investments are stated at their purchase cost less any provisions for a permanent diminution in value.

#### Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Deferred tax assets are recognised to the extent that they are regarded as recoverable. Deferred tax assets are regarded as recoverable to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax assets and liabilities recognised have not been discounted.

#### Turnover

Turnover represents the invoiced value of management services provided during the year excluding value added tax and is net of trade discounts and rebates. Revenue is recognised on an accruals basis in accordance with the service agreement.

#### Cash flow statement

The company has taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard No. 1 as a small company.

### 2 Analysis of turnover

Turnover relates to the company's main activity which is carried out in the United Kingdom.

## Notes to the financial statements for the year ended 31 December 2007

### 3 Operating loss

	2007	2006
	£	£
<b>This is stated after charging</b>		
Management services recharges	255,118	127,258

### 4 Employee information

There were no employees in the company in either year

### 5 Directors' emoluments

There are no emoluments paid to the directors by Seatruck Ferries Shipholding Ltd during either year nor are retirement benefits accruing to any director for either year

### 6 Tax on loss on ordinary activities

	2007	2006
	£	£
<b>Current tax:</b>		
UK corporation tax at 30%	-	-
Total current tax	-	-
<b>Deferred tax:</b>		
Accelerated capital allowances and other timing differences	-	-
Total deferred tax	-	-
<b>Tax on profit on ordinary activities</b>	-	-

The tax assessed for the period differs from the standard rate of corporation tax in the UK (30%) The differences are explained below

	2007	2006
	£	£
<b>Loss on ordinary activities before tax</b>	<b>(93,954)</b>	<b>(37,258)</b>
Loss on ordinary activities multiplied by standard rate in the UK 30% (2006 30%)	<b>(28,186)</b>	<b>(11,177)</b>
Effects of		
Expenses non deductible for tax purposes	622	-
Tonnage tax loss adjustment	27,564	11,177
Transfer pricing adjustment	(57,300)	-
Non-providing for movement in deferred tax	57,300	557
Group relief not paid	-	27,900
<b>Current tax charge for the period</b>	<b>-</b>	<b>-</b>

#### Factors that may affect future tax charges:

Tax losses totalling £192,855 (2006 £1,855) have not been recognised as their future recovery is uncertain

## Notes to the financial statements for the year ended 31 December 2007

### 7 Tangible fixed assets

	Office equipment £	Total £
<b>Cost</b>		
At 1 January 2007	1,605	1,605
Disposals	(1,605)	(1,605)
<b>At 31 December 2007</b>	<b>-</b>	<b>-</b>
<b>Accumulated depreciation</b>		
At 1 January 2007 and At 31 December 2007	-	-
<b>Net book value</b>		
At 31 December 2007	-	-
At 31 December 2006	1,605	1,605

### 8 Fixed asset investments

	Shares in group undertakings £
<b>Cost</b>	
At 1 January 2007	3,006,576
Additions	1
<b>At 31 December 2007</b>	<b>3,006,577</b>

The company's principal subsidiaries are

Name	Country of incorporation	Principal activity	%	Share ownership class
Seatruck Navigavtion Limited	The Bahamas	Ownership and chartering of vessels	100	Ordinary shares of £1 each
Pace and Point Shipping Ltd	Northern Ireland	Ownership and chartering of vessels	100	Ordinary shares of £1 each
Seatruck Pennant Ltd	England and Wales	Ownership and chartering of a vessel	100	Ordinary shares of £1 each
Seatruck Panorama Ltd	England and Wales	Ownership and chartering of a vessel	100	Ordinary shares of £1 each
Arrow Navigation Ltd	England and Wales	Chartering of a vessel	100	Ordinary shares of £1 each
Triumph Navigation Ltd	England and Wales	Chartering of a vessel	100	Ordinary shares of £1 each

Triumph Navigation Ltd was incorporated on 2 October 2007 and commenced to trade on 26 November 2007. Its first financial period will end on 31 December 2008.

## Notes to the financial statements for the year ended 31 December 2007

### 8 Fixed asset investments (Continued)

The aggregate capital and reserves and results of the company's subsidiary undertakings for the year were

	2007	2006
	£	£
<b>Capital and reserves:</b>		
Seatruck Navigation Limited	2,994,431	2,840,580
Pace and Point Shipping Ltd	(1,834,351)	587,944
Seatruck Pennant Ltd	(939,638)	2,546
Seatruck Panorama Ltd	(940,258)	5,091
Arrow Navigation Ltd	(4,497)	-
<b>Profit/(loss) for the year:</b>		
Seatruck Navigation Limited	153,851	(2,474)
Pace and Point Shipping Ltd	(2,422,295)	425,026
Seatruck Pennant Ltd	(942,184)	2,545
Seatruck Panorama Ltd	(945,349)	5,090
Arrow Navigation Ltd	(4,498)	-

### 9 Debtors

	2007	2006
	£	£
Other debtors	20,153	-

### 10 Creditors: amounts falling due within one year

	2007	2006
	£	£
Trade creditors	174,557	-
Accruals	5,000	-
	179,557	-

### 11 Creditors: amounts falling due after more than one year

	2007	2006
	£	£
Amounts owed to group undertakings	2,978,384	3,046,626

Amounts owed to group undertakings are unsecured, interest free and have no fixed date of repayment

## Notes to the financial statements for the year ended 31 December 2007

### 12 Provisions for liabilities

	Deferred taxation £
At 1 January 2007	-
Credited to the profit and loss account	-
<b>At 31 December 2007</b>	<b>-</b>

	2007 £	2006 £
<b>Potential deferred taxation asset</b>		
Other	(57,857)	(557)
	<b>(57,857)</b>	<b>(557)</b>

The above asset has not been accounted for as in the opinion of the directors the timing of its recovery in the foreseeable future is not certain (See Note 6)

### 13 Called up share capital

	2007 £	2006 £
<b>Authorised</b>		
1,000 ordinary shares of £1 each	1,000	1,000
<b>Allotted and fully paid</b>		
1 ordinary share of £1 each	1	1

### 14 Reserves

	Profit and loss account £
At 1 January 2007	(37,258)
Loss for the financial year	(93,954)
<b>At 31 December 2007</b>	<b>(131,212)</b>

### 15 Reconciliation of movements in shareholders' funds

	2007 £	2006 £
Opening shareholders' funds	(37,257)	1
Loss for the financial year	(93,954)	(37,258)
<b>Closing shareholders' funds</b>	<b>(131,211)</b>	<b>(37,257)</b>

## Notes to the financial statements for the year ended 31 December 2007

### 16 Events after the balance sheet date

The UK government has announced that the main rate of Corporation Tax will be decreased from 30% to 28% with effect from 1 April 2008. In accordance with United Kingdom Generally Accepted Accounting Practice, the existing rate of 30% is still used as a basis for the calculation of the deferred tax stated in these financial statements. If the new rate of Corporation Tax were applied to the current year financial statements, the deferred tax asset not provided for would decrease by £3,857 at the balance sheet date. The impact of the change in rate for the year ended 31 December 2008 will depend on the taxable income for the year then ended.

### 17 Related party transactions

The company has taken advantage of the exemption in Financial Reporting Standard Number 8 "Related Party Transactions" not to disclose transactions with other group companies as the company's results are included within the consolidated financial statements of Clipper Group A/S, the ultimate holding company.

### 18 Ultimate parent company

The company's immediate parent company is Seatruck Ferries Holding Ltd, a company registered in England. Seatruck Ferries Holding Ltd is a subsidiary of Clipper Groups A/S which is also the ultimate holding company.

The largest and smallest group in which the results of Seatruck Ferries Shipholding Ltd are consolidated is that headed by Clipper Group A/S. The consolidated financial statements of the group are available to the public and may be obtained from Clipper Group A/S, Sundkrogsgade 21, DK-2100 Copenhagen, Denmark.