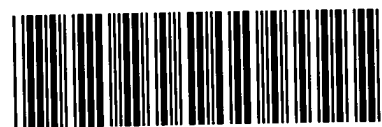


A&P PORTS & PROPERTIES LIMITED

**Report and Financial Statements
For the year ended 31 March 2014**

FRIDAY



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REPORT AND FINANCIAL STATEMENTS

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OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

I G L Charnock
S Underwood
J Whittaker
M Whitworth

COMPANY SECRETARY

C R Marrison Gill

REGISTERED OFFICE

Maritime Centre
Port of Liverpool
Liverpool
L21 1LA

AUDITOR

Deloitte LLP
Chartered Accountants and Statutory Auditor
Horton House
Exchange Street East
Liverpool
L2 3PG

DIRECTORS' REPORT

The directors present their report and the audited financial statements of the Company for the year ended 31 March 2014. The directors' report has been prepared in accordance with the provisions relating to small companies under section 417(1) of the Companies Act 2006. Accordingly, a strategic report has not been prepared.

PRINCIPAL ACTIVITIES

The principal activity of the Company is as an intermediate holding company within the De Facto 1693 Limited group of companies.

RESULTS AND DIVIDENDS

The results for the year and the Company's financial position at the end of the year are shown in the attached financial statements.

Net assets were £25,769,000 (2013: £25,770,000). The change in net assets is due to the loss for the year of £1,000 (2013: £3,259,000). The loss in the year ended 31 March 2013 was primarily as a result of recording an impairment provision against its investment values following the transfer of the trade and assets of A&P Tyne Properties Limited and A & P A Property Limited to a fellow group undertaking.

The directors consider both the level of business and the financial position at 31 March 2014 to be satisfactory.

No dividend can be proposed (2013: same).

GOING CONCERN

As referred to in note 1 to the financial statements, the directors have concluded that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

DIRECTORS

The directors of the Company who served during the year and thereafter, are listed on page 1.

The Company maintains directors' and officers' liability insurance, which provides insurance cover for the directors and officers of the Company and its subsidiaries against liabilities that they may incur personally as a consequence of claims made against them alleging breach of duty or other wrongful act or omission in their capacity as directors or officers.

AUDITOR AND THE DISCLOSURE OF INFORMATION TO THE AUDITOR

Each person who is a director of the Company at the date of approval of this report confirms that:

- so far as each is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- each of the directors has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Deloitte LLP has expressed its willingness to continue in office and appropriate arrangements have been put in place for them to be reappointed as auditor in the absence of an Annual General Meeting.

On behalf of the Board



I G L Charnock
Director
11 July 2014

DIRECTORS' RESPONSIBILITIES STATEMENT

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 period. 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). Under company law the directors must not approve the financial statements unless they are 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 directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent; 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 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 them to ensure that the financial statements comply with the Companies Act 2006. 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.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial information differs from legislation in other jurisdictions.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF A&P PORTS & PROPERTIES LIMITED

We have audited the financial statements of A&P Ports & Properties Limited for the year ended 31 March 2014 which comprise the profit and loss account, the statement of total recognised gains and losses, the balance sheet and the related notes 1 to 14. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom 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 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 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

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. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 31 March 2014 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom 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 Directors' 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 A&P PORTS & PROPERTIES 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 directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption from preparing a strategic report or in preparing the directors' report.



Patrick Loftus BSc ACA (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
Liverpool, United Kingdom
11 July 2014

A&P PORTS & PROPERTIES LIMITED**PROFIT AND LOSS ACCOUNT**
For the year ended 31 March 2014

	Note	2014 £'000	2013 £'000
Administrative expenses		(1)	(7)
Impairment provision	7	-	(3,252)
		<hr/>	<hr/>
OPERATING LOSS AND LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION	4	(1)	(3,259)
Tax on loss on ordinary activities	5	-	-
		<hr/>	<hr/>
LOSS FOR THE FINANCIAL YEAR	11, 12	(1)	(3,259)
		<hr/> <hr/>	<hr/> <hr/>


The above results are derived from continuing operations.

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

BALANCE SHEET
As at 31 March 2014

	Note	2014 £'000	2013 £'000
FIXED ASSETS			
Tangible fixed assets	6	-	-
Investments	7	23,854	23,854
		<u>23,854</u>	<u>23,854</u>
CURRENT ASSETS			
Debtors	8	17,516	17,515
Cash at bank		11	5
		<u>17,527</u>	<u>17,520</u>
CREDITORS: amounts falling due within one year	9	(15,612)	(15,604)
NET CURRENT ASSETS		<u>1,915</u>	<u>1,916</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>25,769</u>	<u>25,770</u>
NET ASSETS		<u>25,769</u>	<u>25,770</u>
CAPITAL AND RESERVES			
Called-up share capital	10	6	6
Merger reserve	11	16,529	16,529
Share premium account	11	17,803	17,803
Profit and loss account	11	(8,569)	(8,568)
TOTAL SHAREHOLDER'S FUNDS	12	<u>25,769</u>	<u>25,770</u>

The financial statements of A&P Ports & Properties Limited (company registration number 05833159) were approved by the Board of Directors on 11 July 2014 and signed on its behalf by:



I G L Charnock
 Director

NOTES TO THE FINANCIAL STATEMENTS**For the year ended 31 March 2014****1. ACCOUNTING POLICIES**

These financial statements are prepared under the historical cost convention and in accordance with applicable United Kingdom law and accounting standards. A summary of the principal accounting policies, which have been applied consistently throughout the current and prior financial years, is set out below.

Basis of preparation

In considering the appropriateness of the going concern basis of preparation, the directors have considered forecasts for the next twelve months from the date of signing the 2014 financial statements, which include detailed cash flow forecasts and working capital availability. These forecasts show that sufficient resources remain available to the business for the next twelve months after taking account of reasonably possible changes in trading performance.

After making enquiries, the directors have formed a judgment, at the time of approving the financial statements, that there is a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason, the directors continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Tangible fixed assets

Tangible fixed assets are stated at cost, net of depreciation and any provision for impairment. Depreciation is provided on all tangible fixed assets at rates calculated to write off the cost, less estimated residual value, of each asset on a straight line basis over its expected useful life, as follows:

- Furniture and fittings at a rate of 20% per annum; and

Residual value is calculated on prices prevailing at the date of acquisition.

Fixed asset investments

Fixed asset investments are stated at cost less any provision for impairment. Cost represents the aggregate cash consideration, costs incurred and either the fair value or the nominal value of shares issued.

Income from investments in subsidiary undertakings is included in the profit and loss account when dividends have been declared.

Taxation

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

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 have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax, with the following exceptions:

- provision is made for tax on gains arising on the disposal of fixed assets that have been rolled over into replacement assets only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold; and
- deferred tax assets are recognised only to the extent that the directors consider that it is 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 is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2014

1. ACCOUNTING POLICIES (CONTINUED)

Cash flow statement

The Company is a wholly-owned subsidiary of Peel Ports Group Limited. The cash flows of the Company are included in the consolidated cash flow statement of Peel Ports Group Limited. Consequently, the Company is exempt, under the terms of FRS 1 (Revised 1996) "Cash Flow Statements", from publishing a cash flow statement.

Related party disclosures

The Company has taken advantage of the exemption in paragraph 3 (c) of FRS 8 "Related party disclosures" and has not disclosed details of transactions with fellow wholly-owned undertakings within the Peel Ports Group Limited group of companies.

2. DIRECTORS' EMOLUMENTS

No directors received any emoluments in respect of their services to the Company (2013: £nil).

3. EMPLOYEE INFORMATION

The Company had no employees during the year or during the previous year.

4. OPERATING LOSS

	2014 £'000	2013 £'000
Operating loss is stated after charging:		
Depreciation – owned assets	-	3
Impairment provision (note 7)	-	3,252
	<u> </u>	<u> </u>

The auditor's remuneration for audit work, carried out on behalf of the Company, in the year to 31 March 2014 of £3,000 (2013: £8,000) was borne by a fellow subsidiary undertaking. Fees paid to the Company's auditor, Deloitte LLP, for services other than the statutory audit are not disclosed in the financial statements of the Company as the financial statements of the Company's intermediate parent, Peel Ports Group Limited, are required to disclose non-audit fees on a consolidated basis.

5. TAX ON LOSS ON ORDINARY ACTIVITIES

	2013 £'000	2012 £'000
Current tax		
UK corporation tax	-	-
	<u> </u>	<u> </u>
Total tax on loss on ordinary activities	<u> </u>	<u> </u>

Reconciliation of current tax charge

The tax credit in 2014 was the same as (2013: lower than) that arising from applying the standard rate of UK corporation tax of 23% (2013: 24%). The differences are explained below:

	2014 £'000	2013 £'000
Loss on ordinary activities before tax	(1)	(3,259)
Loss on ordinary activities multiplied by the standard rate of UK corporation tax of 23% (2013: 24%)	-	(782)
Effects of:		
Net disallowable expenditure	-	780
Group relief surrendered without payment	-	2
	<u> </u>	<u> </u>
Current tax charge	<u> </u>	<u> </u>

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2014

6. TANGIBLE FIXED ASSETS

	Furniture and fittings £'000
Cost	
At 1 April 2013 and 31 March 2014	5
Depreciation	
At 1 April 2013 and 31 March 2014	5
Net book value	
At 31 March 2014 and 31 March 2013	-

7. FIXED ASSETS INVESTMENTS

	Interests in subsidiary undertakings £'000
Cost	
At 1 April 2013 and 31 March 2014	27,106
Provisions for impairment	
At 1 April 2013 and 31 March 2014	(3,252)
Net book value	
At 31 March 2014 and 31 March 2013	23,854

Investments in shares in group undertakings are stated at the fair value of the consideration paid for the acquisition of 100% of the share capital of A&PPP 2006 Limited. The Company has availed itself of the merger relief provisions under section 612 of the Companies Act 2006 and recognised a merger reserve in these accounts (note 11).

The Company has taken advantage of the exemption from preparing consolidated financial statements afforded by Section 400 of the Companies Act 2006 as it is a wholly-owned subsidiary of Peel Ports Group Limited, which prepares consolidated financial statements that are publicly available.

Subsidiary undertakings

The principal subsidiary undertakings at 31 March 2014 were as follows:

Country of incorporation	Subsidiary	Principal activities	Note
Great Britain	A&PPP 2006 Limited	Holding company	(i)
Great Britain	A & P Dry Docks Limited	Holding company	(ii)
Great Britain	A & P A Property Limited	Dormant	(ii)
Great Britain	A & P Tyne Properties Limited	Dormant	(iii)

- (i) 100% owned by A&P Ports & Properties Limited
- (ii) 100% owned by A&PPP 2006 Limited
- (iii) 100% owned by A & P Dry Docks Limited

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2014

8. DEBTORS

	2014	2013
	£'000	£'000
Amounts falling due within one year:		
Other debtors	15	13
Amounts owed by Group undertakings	17,501	17,502
	<u>17,516</u>	<u>17,515</u>

9. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2014	2012
	£'000	£'000
Amounts owed to Group undertakings	15,612	15,604
	<u>15,612</u>	<u>15,604</u>

10. CALLED-UP SHARE CAPITAL

	2014	2013
	£	£
Allotted, called-up and fully paid:		
28,301,465 (2013: 28,301,465) Ordinary 'A' shares of £0.0001 each	2,830	2,830
28,301,464 (2013: 28,301,464) Ordinary 'B' shares of £0.0001 each	2,830	2,830
	<u>5,660</u>	<u>5,660</u>

11. RESERVES

	Merger	Share	Profit
	reserve	premium	and loss
	£'000	account	account
	£'000	£'000	£'000
At 1 April 2013	16,529	17,803	(8,568)
Loss for the financial year	-	-	(1)
At 31 March 2014	<u>16,529</u>	<u>17,803</u>	<u>(8,569)</u>

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2014

12. RECONCILIATION OF MOVEMENTS IN SHAREHOLDER'S FUNDS

	2014 £'000	2013 £'000
Loss for the financial year	(1)	(3,259)
Opening shareholder's funds	25,770	29,029
Closing shareholder's funds	25,769	25,770

13. IMMEDIATE AND ULTIMATE PARENT UNDERTAKING

The directors regard Tokenhouse Limited, a company incorporated in the Isle of Man, as the ultimate holding company and De Facto 1693 Limited, a company registered in Great Britain, as the immediate parent company.

The largest and smallest group of undertakings of which the Company is a member that produces publicly available consolidated financial statements is Peel Ports Group Limited, a company registered in Great Britain. Its group financial statements are available from:

The Company Secretary
Peel Ports Group Limited
Maritime Centre
Port of Liverpool
L21 1LA.

14. ULTIMATE CONTROLLING PARTY

Tokenhouse Limited is controlled by the Billown 1997 Settlement trust. By virtue of its controlling interest in Peel Ports Holdings (CI) Limited and the majority voting power held by the directors appointed by that company's immediate parent undertaking, Peel Ports Investments (IOM) Limited, the Company considers the Billown 1997 Settlement trust to be the ultimate controlling party.