HAZEL SHIPPING LIMITED DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2008

19/08/2009 COMPANIES HOUSE

COMPANY INFORMATION

Directors A S Odfjell

N Aardal

J A Wilhelmsen

Secretary J Samuel

Company number 154645

Registered office Union Plaza

6th Floor 1 Union Wynd Aberdeen AB10 1DQ

Auditors Ivan Sopher & Co

5 Elstree Gate Elstree Way Borehamwood

Herts WD6 1JD

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DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2008

The directors present their report and financial statements for the year ended 31 December 2008.

Principal activities and review of the business

The principal activity of the company continued to be that of the operation of chemical tanker vessels.

The performance of the company was considered satisfactory by the directors. Annual turnover has increased year on year by 8.39%, however cost of sales increased by 24.19%. The overall gross profit margins fell to 16.62% from 27.23% in 2007. Overhead costs have increased by 44.33% and finance costs by 16.80%. Net profit levels for 2008 show a fall of 41.56% upon 2007 figures.

Principal Risks and Uncertainties

The company's primary risks are in the main inherent with those of international business in general, such as currency and interest fluctuation, as well as those of shipping in particular, freight rates and cost of bunkers. These risks are partly mitigated by long term contracts of affreightment, bunker clauses and forward hedging instruments.

The vessels operated by the company are further leased (bareboated) from UK lessors. These leases entail certain risks and contingent liabilities, related to change of UK tax law or interpretation of the law. The owner of three of the vessels has informed the company that the Revenue has questioned their right to claim capital allowances. The owner disagrees with this view and is presently corresponding with the Revenue. Financial consequences for the company, if any, are unknown at the present stage.

The Position Of The Company At The Year End

The position of the company at the year was considered satisfactory by the directors. The cash position was adequate to finance working capital requirements and the finance arrangements relating to the fixed assets were all subject to satisfactory long term financing.

Analysis Based on Key Performance Indicators

The key performance indicators that the company employs are tonnage shipped and tonnage rates. In the opinion of the directors it would be to the company's competitive detriment to disclose these key performance indicators and as such they are not stated. Headline performance is however analysed above.

Results and dividends

The results for the year are set out on page 5.

The directors do not recommend payment of an ordinary dividend.

Dividends are payable on the A preference shares and the B preference shares in accordance with the formulae defined in the Articles of Association in order to provide the shareholder of these shares a share of the profits on two of the vessels operated by the company. In accordance with FRS21 these dividends have been reclassified as interest payments.

Future developments

The directors anticipate future growth arising from the full utilisation of the new vessels acquired in recent years.

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2008

Directors

The following directors have held office since 1 January 2008:

A S Odfjell N Aardal J A Wilhelmsen

Charitable donations	2008	2007
	US\$	US\$
During the year the company made the following payments:		
Charitable donations	33,752	60,685

Auditors

In accordance with the Company's Articles, a resolution proposing that Ivan Sopher & Co be reappointed as auditors of the company will be put at a General Meeting.

Directors' responsibilities

The directors are responsible for preparing 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 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.

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.

Statement of disclosure to auditor

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

By order of the board

J Samuel

Secretary

INDEPENDENT AUDITORS' REPORT

TO THE SHAREHOLDERS OF HAZEL SHIPPING LIMITED

We have audited the financial statements of Hazel Shipping Limited for the year ended 31 December 2008 set out on pages 5 to 16. 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 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 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 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.

INDEPENDENT AUDITORS' REPORT (CONTINUED)

TO THE SHAREHOLDERS OF HAZEL SHIPPING LIMITED

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.

War Sopher & Co

Chartered Accountants Registered Auditor 14 July 2009

5 Elstree Gate Elstree Way Borehamwood Herts WD6 1JD

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 DECEMBER 2008

	Notes	2008 US\$	2007 US\$
Turnover	2	74,621,586	68,846,920
Cost of sales		(62,219,496)	(50,098,982)
Gross profit		12,402,090	18,747,938
Administrative expenses		(2,423,253)	(1,678,907)
Operating profit	3	9,978,837	17,069,031
Other interest receivable and similar			
income	4	297,141	327,981
Interest payable and similar charges	5	(3,599,620)	(5,971,848)
Profit on ordinary activities before taxation		6,676,358	11,425,164
Tax on profit on ordinary activities	6	(94,614)	(129,294)
Profit for the year	13	6,581,744	11,295,870

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

There are no recognised gains and losses other than those passing through the profit and loss account.

BALANCE SHEET

AS AT 31 DECEMBER 2008

		2008		2	007
	Notes	US\$	US\$	US\$	US\$
Fixed assets					
Tangible assets	7		83,133,863		86,466,398
Current assets					
Debtors	8	7,403,813		8,258,488	
Cash at bank and in hand		12,294,307		8,445,169	
		19,698,120		16,703,657	
Creditors: amounts falling due within					
one year	9	(10,354,717)		(9,701,306)	
Net current assets			9,343,403		7,002,351
Total assets less current liabilities			92,477,266		93,468,749
Creditors: amounts falling due after					
more than one year	10		(44,569,443)		(52,142,670)
			47,907,823		41,326,079
			==		
Capital and reserves					
Called up share capital	12		3,706,616		3,706,616
Profit and loss account	13		44,201,207		37,619,463
Shareholders' funds	14		47,907,823		41,326,079

royled by the Board and authorised for issue on .13. July .2009

A S Odfjell Director

CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2008

	US\$	2008 US\$	US\$	2007 US\$
Net cash inflow from operating activities		18,036,482		17,356,545
Returns on investments and servicing of finance				
Interest received	292,189		326,768	
Interest element of finance lease rentals	(1,985,343)		(3,227,238)	
Non equity dividends paid	(2,744,610)		(2,367,644)	
				
Net cash outflow for returns on investments and servicing of finance		(4,437,764)		(5,268,114)
Taxation		(152,092)		(131,519)
Capital expenditure				
Payments to acquire tangible assets	(2,024,261)		(1,049,878)	
Net cash outflow for capital expenditure		(2,024,261)		(1,049,878)
Net cash inflow before management of liquid				
resources and financing		11,422,365		10,907,034
Repayment of other long term loans	(6,000,000)		(1,000,000)	
Capital element of finance lease contracts	(1,573,227)		(7,050,115)	
Net cash outflow from financing		(7,573,227)		(8,050,115)
Increase in cash in the year		3,849,138		2,856,919

NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2008

1	Reconciliation of operating profit to net cash inflow from operating activities			2008	2007
	activities			US\$	US\$
	Operating profit			9,978,837	17,069,031
	Depreciation of tangible assets			5,356,796	4,779,447
	Decrease/(increase) in debtors			854,675	(4,216,003)
	Increase/(decrease) in creditors within on	e year		1,846,174	(275,930)
	Net cash inflow from operating activities	es		18,036,482	17,356,545
2	Analysis of net debt	1 January 2008	Cash flow	Other non- cash changes	31 December 2008
		US\$	US\$	US\$	US\$
	Net cash:				
	Cash at bank and in hand	8,445,169	3,849,138	<u>-</u>	12,294,307
	Bank deposits Debt:	-	•	-	-
	Finance leases	(47,020,351)	1,573,227	-	(45,447,124)
	Debts falling due after one year	(11,188,987)	6,000,000		(5,188,987)
		(58,209,338)	7,573,227		(50,636,111)
	Net debt	(49,764,169) ————	11,422,365		(38,341,804)
3	Reconciliation of net cash flow to move	ement in net debt		2008 US\$	2007 US\$
	Increase in cash in the year			3,849,138	2,856,919
	Cash outflow from decrease in debt and le	ease financing		7,573,227	8,050,115
	Movement in net debt in the year			11,422,365	10,907,034
	Opening net debt			(49,764,169)	(60,671,203)
	Closing net debt			(38,341,804)	(49,764,169)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2008

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention.

1.2 Compliance with accounting standards

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which have been applied consistently (except as otherwise stated).

1.3 Turnover

Turnover represents amounts receivable for goods and services net of VAT and trade discounts.

1.4 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Vessels

4% straight line

Drydock costs

see below

The ships are required to undertake periodic drydock maintainance to ensure their continued seaworthyness. Part of the initial cost of each ship is attributed as maintainance costs and written off over 30 months, the expected period before the first drydocking. Thereafter, the drydock costs are capitalised and written off over 3-5 years.

1.5 Leasing

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible assets and depreciated over the shorter of the lease term and their useful lives. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the profit and loss account so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

Rentals payable under operating leases are charged against income on a straight line basis over the lease term.

1.6 Pensions

The company operates a defined contribution scheme for the benefit of its employees. Contributions payable are charged to the profit and loss account in the year they are payable.

1.7 Deferred taxation

The shipping activities of the company qualify for the UK Tonnage Tax regime and accordingly no deferred tax provision is required within the terms of FRS19.

1.8 Foreign currency translation

The financial statements are stated in US dollars. Monetary assets and liabilities denominated in foreign currencies are translated into US dollars at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to profit and loss account.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2008

2 Turnover

The directors are of the opinion that it would be prejudicial to the interests of the company to disclose the analysis of turnover by geographical market.

3	Operating profit	2008 US\$	2007 US\$
	Operating profit is stated after charging:		
	Depreciation of tangible assets	5,356,796	4,779,447
	Loss on foreign exchange transactions Operating lease rentals	248,288	-
	- Plant and machinery	5,046,999	4,444,226
	Auditors' remuneration	31,111	45,659 ———
4	Investment income	2008	2007
		US\$	US\$
	Bank interest	162,722	257,458
	Other interest	134,419	70,523
		297,141	327,981
5	Interest payable	2008	2007
		US\$	US\$
	Dividends on preference shares classified as interest	1,614,277	2,744,610
	Lease finance charges	1,985,343	3,227,238
		3,599,620	5,971,848

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2008

6	Taxation	2008 US\$	2007 US\$
	Domestic current year tax		
	U.K. corporation tax	94,614	138,161
	Adjustment for prior years	-	(8,867)
	Current tax charge	94,614	129,294
	Factors affecting the tax charge for the year		
	Profit on ordinary activities before taxation	6,676,358	11,425,164
	Profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 28.50% (2007 - 30.00%)	1,902,762	3,427,549
	Effects of:		
	Other tax adjustments	(1,808,148)	(3,298,255)
		(1,808,148)	(3,298,255)
	Current tax charge	94,614	129,294
	Current tax charge		ζ.

Shipping activities of the company qualify for the UK Tonnage Tax regime.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2008

7	Tangible fixed assets	Vessels	Drydock	x Total
		1,0000.0	costs	
		US\$	US\$	US\$
	Cost			
	At 1 January 2008 Additions	104,158,326	3,835,144 2,024,261	107,993,470 2,024,261
	At 31 December 2008	104,158,326	5,859,405	110,017,731
	Depreciation			
	At 1 January 2008	18,711,326	2,815,746	21,527,072
	Charge for the year	4,166,000		
	At 31 December 2008	22,877,326	4,006,542	26,883,868
	Net book value			
	At 31 December 2008	81,281,000	1,852,863	83,133,863
	At 31 December 2007	85,447,000	1,019,398	86,466,398
	Included above are assets held under finance leases as follows:			Vessels US\$
	Net book values			004
	At 31 December 2008			81,281,000
	At 31 December 2007			85,447,000
	Depreciation charge for the year			
	At 31 December 2008			4,166,000
	At 31 December 2007			4,166,000
8	Debtors		2008	2007
			US\$	US\$
	Trade debtors		7,151,991	7,997,917
	Corporation tax		41,577	20,180
	Other debtors		29,172	23,196
	Prepayments and accrued income		181,073	217,195
			7,403,813	8,258,488
				····

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2008

9	Creditors: amounts falling due within one year	2008 US\$	2007 US\$
	Net obligations under finance leases	6,066,668	6,066,668
	Trade creditors	2,059,415	408,335
	Corporation tax	15,832	56,865
	Other taxes and social security costs	1,374	11,261
	Other creditors	-	120
	Accruals and deferred income	2,211,428	3,158,057
		10,354,717	9,701,306
10	Creditors: amounts falling due after more than one year	2008	2007
		US\$	US\$
	Other loans	5,188,987	11,188,987
	Net obligations under finance leases	39,380,456	40,953,683
		44,569,443	52,142,670
	Analysis of loans Repayable within five years Repayable after five years	5,188,987	6,000,000 5,188,987
		5,188,987 ————	11,188,987
	Loan maturity analysis		
	In more than one year but not more than two years	-	6,000,000
	In more than five years	5,188,987 ————	5,188,987 ————
	Net obligations under finance leases		
	Repayable within one year	6,066,668	6,066,668
	Repayable between one and five years	24,266,672	24,266,672
	Repayable after five years	15,113,784	16,687,011
		45,447,124	47,020,351
	Included in liabilities falling due within one year	(6,066,668)	(6,066,668)
		39,380,456	40,953,683

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2008

11 Pension and other post-retirement benefit commitments Defined contribution

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund.

		2008	2007
		us\$	US\$
	Contributions payable by the company for the year	3,741	4,011
12	Share capital	2008	2007
		£	£
	Authorised		
	2,000,000 Ordinary shares of £1 each	2,000,000	2,000,000
	1,300,000 Redeemable preference shares of £1 each	1,300,000	1,300,000
	100 A preference shares of 1p each	1	1
	100 B preference shares of 1p each	1	1
		3,300,002	3,300,002
		US\$	US\$
	Allotted, called up and fully paid		
	1,000,000 Ordinary shares of £1 each	1,611,572	1,611,572
	1,300,000 Redeemable preference shares of £1 each	2,095,044	2,095,044
		3,706,616	3,706,616

The Redeemable preference shares, which were issued at par, are redeemable at any time at the option of the company at par value. They carry no voting rights or rights to any dividends.

On a winding up of the company, the Redeemable preference shareholders have a right to receive, after payment of arrears of dividends, repayment of the nominal amount paid up thereon.

The "A" and "B" preference shares, which were issued at par and carry no voting rights, but the holder(s) are entitled to an annual dividend as prescribed in the Articles of Association. These shares are classified as financial liabilities under FR21 and are included under Other loans in Creditors falling due after more than one year.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2008

13	Statement of movements on profit and loss account		Profit and
			account
			US\$
	Balance at 1 January 2008		37,619,463
	Profit for the year		6,581,744
	Balance at 31 December 2008		44,201,207
14	Reconciliation of movements in shareholders' funds	2008 US\$	2007 US\$
	Profit for the financial year	6,581,744	11,295,870
	Opening shareholders' funds	41,326,079	30,030,209
	Closing shareholders' funds	47,907,823	41,326,079

15 Contingent liabilities

At the balance sheet date there were outstanding letters of credit to the value of US \$34,497,370 (2007: US \$39,495,379) and US \$20,521,366 (2007: US \$22,316,470) relating to the future lease instalments of the ships covered by the agreement.

The owner of three of the vessels, operated under finance leases by the company, has informed the company that the Revenue has questioned their right to claim capital allowances on the vessels. If the owner was not able to claim capital allowances they would be able to seek recompense from the lessees under the terms of the lease. The owners are presently in discussion with the Revenue over the matter and the directors of the company have sought legal advice The directors are of the opinion that there is no requirement to make any provision for any additional amounts that may be payable to the owners at this stage of discussions.

16	Directors' emoluments	2008 US\$	2007 US\$
	Emoluments for qualifying services	67,178	230,572

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2008

17 Employees

Number of employees

The average monthly number of employees (including directors) during the vear was:

,	2008 Number	2007 Number
Administrative	4	4
Employment costs	2008 US\$	2007 US\$
Wages and salaries	127,770	316,565
Social security costs	12,910	36,523
Other pension costs	3,741	4,011
	144,421	357,099

18 Control

The company is a 100% subsidiary of Anchor International S.A., a company registered in Luxembourg.

19 Post balance sheet events

On 7th May 2009, the bareboat agreement with the owners of M/T Jo Sycamore was terminated. Hazel Shipping Ltd has no outstanding liabilities other than those arising from normal business up until the date of sale and the cost of terminating the ship management agreement (3 months notice period). This agreement was an operating lease.

DETAILED TRADING AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2008

US\$	US\$	US\$	2007 US\$
	74004440		00 0 40 000
			68,846,920
	74,621,586		68,846,920
	(62,219,496)		(50,098,982)
	12,402,090		18,747,938
1,207,399		1,033,740	
1.215.854		645.167	
	(2,423,253)		(1,678,907)
	9,978,837		17,069,031
162,722		257,458	
129,467		67,727	
-			
4,952		1,213	
	297,141		327,981
		2,744,610	
1,985,343		3,227,238	
	(3,599,620)		(5,971,848)
	6,676,358		11,425,164
	1,215,854	(62,219,496) 12,402,090 1,207,399 1,215,854 (2,423,253) 9,978,837 162,722 129,467 4,952 297,141 1,614,277 1,985,343 (3,599,620)	620,470 74,621,586 (62,219,496) 12,402,090 1,207,399 1,033,740 1,215,854 645,167 (2,423,253) 9,978,837 162,722 129,467 67,727 1,583 4,952 297,141 1,614,277 1,985,343 (3,599,620) (3,599,620)

SCHEDULE OF FINANCIAL COSTS AND ADMINISTRATIVE EXPENSES FOR THE YEAR ENDED 31 DECEMBER 2008

	2008	2007
	US\$	US
Financial costs		
Guarantee fees	628,331	691,556
Letter of credit fee	191,588	235,236
Other credit fees	387,480	106,948
	1,207,399	1,033,740
		 =
Administrative expenses		
Wages and salaries (excl. N.I.)	60,592	85,993
Directors' remuneration	50,814	220,377
Employer's N.I. contributions	12,910	36,523
Staff pension costs	3,741	4,011
Directors' fees	16,364	10,195
Premises and office costs	74,548	55,336
Telephone	2,732	3,622
Travelling expenses	6,821	22,853
Entertaining	8,183	5,837
Consultancy fees	663,044	88,676
Audit fees	31,111	45,659
Bank charges	2,343	3,636
Profit/loss on foreign currency	248,288	
Sundry expenses	611	1,764
Charitable donations	33,752	60,685
	1,215,854	645,167