

FOCOL HOLDINGS LIMITED

**Consolidated Financial Statements
For The Year Ended July 31, 2013
And Independent Auditors' Report**

FOCOL HOLDINGS LIMITED

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INDEPENDENT AUDITORS' REPORT

To the Shareholders of
FOCOL Holdings Limited:

We have audited the consolidated financial statements of FOCOL Holdings Limited (the "Company") which comprise the consolidated statement of financial position as of July 31, 2013 and the related consolidated statements of comprehensive income, changes in equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the consolidated financial statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of FOCOL Holdings Limited as of July 31, 2013 and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards.

Deloitte & Touche

January 7, 2014

FOCOL HOLDINGS LIMITED

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS OF JULY 31, 2013 (Expressed in Bahamian dollars)

	2013	2012
ASSETS		
CURRENT ASSETS:		
Cash and bank balances (Note 5)	\$ 17,666,637	\$ 24,040,789
Accounts receivable, net (Notes 7 and 32)	23,092,939	21,265,831
Notes receivable, net (Note 8)	150,187	35,514
Inventories (Notes 6 and 31)	35,790,884	29,767,574
Investments (Note 9)	275,000	361,000
Prepaid expenses and sundry assets (Note 10)	<u>3,210,402</u>	<u>2,972,019</u>
Total current assets	<u>80,186,049</u>	<u>78,442,727</u>
NON-CURRENT ASSETS:		
Property, plant and equipment, net (Note 12)	84,450,013	76,409,976
Goodwill and intangible assets (Notes 11 and 13)	<u>15,771,901</u>	<u>12,655,020</u>
Total non-current assets	<u>100,221,914</u>	<u>89,064,996</u>
TOTAL ASSETS	<u>\$ 180,407,963</u>	<u>\$ 167,507,723</u>

(Continued)

See notes to consolidated financial statements.

FOCOL HOLDINGS LIMITED

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS OF JULY 31, 2013 (Expressed in Bahamian dollars)

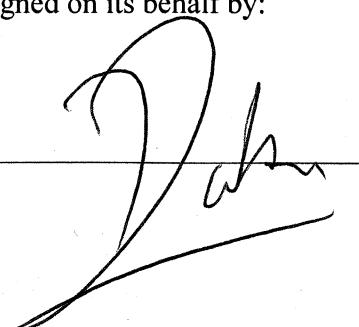
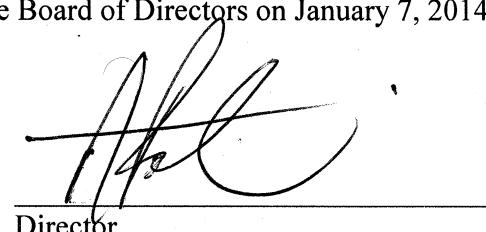
	2013	2012
LIABILITIES AND EQUITY		
CURRENT LIABILITIES:		
Accounts payable and accrued liabilities (Notes 15 and 32)	\$ 40,750,964	\$ 37,797,937
Dividends payable	1,701,449	1,701,444
Current portion of long-term debt (Notes 11 and 16)	357,225	-
Bank overdraft (Note 5)	<u>4,825,829</u>	<u>3,977,389</u>
Total liabilities	47,635,467	43,476,770
NON-CURRENT LIABILITIES:		
Long-term debt (Notes 11 and 16)	<u>4,206,355</u>	-
Total liabilities	<u>51,841,822</u>	<u>43,476,770</u>
EQUITY:		
Share capital (Note 19)	85,072	85,072
Preference shares (Note 19)	500,000	500,000
Contributed capital (Note 19)	54,729,450	54,729,450
Revaluation surplus (Note 17)	1,221,039	1,247,389
Retained earnings	<u>67,740,186</u>	<u>62,250,675</u>
Equity attributable to shareholders of the Company	124,275,747	118,812,586
Non-controlling interest (Note 18)	<u>4,290,394</u>	<u>5,218,367</u>
Total equity	<u>128,566,141</u>	<u>124,030,953</u>
TOTAL LIABILITIES AND EQUITY	<u>\$ 180,407,963</u>	<u>\$ 167,507,723</u>

(Concluded)

See notes to consolidated financial statements.

These consolidated financial statements were approved by the Board of Directors on January 7, 2014 , and are signed on its behalf by:

Director

Director

FOCOL HOLDINGS LIMITED

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

YEAR ENDED JULY 31, 2013

(Expressed in Bahamian dollars)

	2013	2012
REVENUE	\$ 379,858,165	\$ 388,862,494
COST OF SALES	<u>(324,204,795)</u>	<u>(335,870,752)</u>
Gross profit	55,653,370	52,991,742
Other income	10,759	15,747
Marketing, administrative and general expenses (Note 20)	(35,039,122)	(32,606,452)
Depreciation and amortization expense (Note 14)	(3,366,213)	(3,138,768)
Finance costs	(301,231)	(244,147)
Unrealized loss on investments (Note 9)	<u>(86,000)</u>	<u>(4,000)</u>
NET AND COMPREHENSIVE INCOME	<u>\$ 16,871,563</u>	<u>\$ 17,014,122</u>
NET AND COMPREHENSIVE INCOME IS ATTRIBUTABLE TO:		
Shareholders of the Company	\$ 16,199,536	\$ 16,320,244
Non-controlling interest (Note 18)	<u>672,027</u>	<u>693,878</u>
NET AND COMPREHENSIVE INCOME	<u>\$ 16,871,563</u>	<u>\$ 17,014,122</u>
Basic and diluted earnings per share (Note 21)	<u>\$ 0.38</u>	<u>\$ 0.38</u>

See notes to consolidated financial statements.

FOCOL HOLDINGS LIMITED

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

YEAR ENDED JULY 31, 2013

(Expressed in Bahamian dollars)

	<u>Share Capital</u>	<u>Preference Shares</u>	<u>Contributed Capital</u>	<u>Revaluation Surplus</u>	<u>Retained Earnings</u>	<u>Attributable to Shareholders of the Parent</u>	<u>Non-controlling Interest (Note 18)</u>	<u>Total</u>
Balance at July 31, 2011	\$ 85,471	\$ 500,000	\$ 55,570,123	\$ 1,273,739	\$ 56,653,821	\$ 114,083,154	\$ 4,524,489	\$ 118,607,643
Transfer from revaluation surplus (Note 17)	-	-	-	(26,350)	26,350	-	-	-
Common shares purchased and cancelled (Note 19)	(399)	-	(840,673)	-	-	(841,072)	-	(841,072)
Comprehensive income	-	-	-	-	16,320,244	16,320,244	693,878	17,014,122
Common share dividends: \$0.22 per share	-	-	-	-	(7,499,740)	(7,499,740)	-	(7,499,740)
Preference share dividends (Note 19)	-	-	-	-	(3,250,000)	(3,250,000)	-	(3,250,000)
Balance at July 31, 2012	85,072	500,000	54,729,450	1,247,389	62,250,675	118,812,586	5,218,367	124,030,953
Transfer from revaluation surplus (Note 17)	-	-	-	(26,350)	26,350	-	-	-
Comprehensive income	-	-	-	-	16,199,536	16,199,536	672,027	16,871,563
Common share dividends: \$0.22 per share	-	-	-	-	(7,486,375)	(7,486,375)	(1,600,000)	(9,086,375)
Preference share dividends (Note 19)	-	-	-	-	(3,250,000)	(3,250,000)	-	(3,250,000)
Balance at July 31, 2013	<u>\$ 85,072</u>	<u>\$ 500,000</u>	<u>\$ 54,729,450</u>	<u>\$ 1,221,039</u>	<u>\$ 67,740,186</u>	<u>\$ 124,275,747</u>	<u>\$ 4,290,394</u>	<u>\$ 128,566,141</u>

See notes to consolidated financial statements.

FOCOL HOLDINGS LIMITED

CONSOLIDATED STATEMENT OF CASH FLOWS YEAR ENDED JULY 31, 2013 (Expressed in Bahamian dollars)

	2013	2012
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	\$ 16,871,563	\$ 17,014,122
Adjustments for:		
Depreciation and amortization expense (Note 14)	3,366,213	3,138,768
Unrealized loss on investments	86,000	4,000
Loss on disposals of property, plant and equipment, net	<u>46,563</u>	<u>21,600</u>
Income from operations before working capital changes	20,370,339	20,178,490
(Acrease) decrease in accounts receivable, net	(1,787,984)	4,073,728
Increase in prepaid expenses and sundry assets	(251,325)	(293,095)
(Acrease) decrease in inventories	(5,982,377)	3,234,963
Increase (decrease) in accounts payable and accrued liabilities	<u>2,896,529</u>	<u>(1,276,032)</u>
Net cash from operating activities	<u>15,245,182</u>	<u>25,918,054</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Net cash outflow on acquisition of subsidiary (Note 11)	(1,205,716)	-
(Increase) decrease in notes receivable	(545,148)	22,186
Purchase of property, plant and equipment (Note 12)	<u>(8,312,451)</u>	<u>(11,688,184)</u>
Net cash used in investing activities	<u>(10,063,315)</u>	<u>(11,665,998)</u>

(Continued)

See notes to consolidated financial statements.

FOCOL HOLDINGS LIMITED

CONSOLIDATED STATEMENT OF CASH FLOWS YEAR ENDED JULY 31, 2013 (Expressed in Bahamian dollars)

	2013	2012
CASH FLOWS FROM FINANCING ACTIVITIES:		
Repurchase of ordinary shares (Note 19)	\$ -	\$ (841,072)
Common share dividends paid	(9,086,370)	(5,798,296)
Repayment of long-term debt (Note 16)	(68,089)	-
Preference share dividends (Note 19)	<u>(3,250,000)</u>	<u>(3,250,000)</u>
Net cash used in financing activities	<u>(12,404,459)</u>	<u>(9,889,368)</u>
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(7,222,592)	4,362,688
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	<u>20,063,400</u>	<u>15,700,712</u>
CASH AND CASH EQUIVALENTS, END OF YEAR	<u>\$ 12,840,808</u>	<u>\$ 20,063,400</u>
CASH AND CASH EQUIVALENTS IS COMPRISED OF THE FOLLOWING:		
Cash and bank balances	\$ 17,666,637	\$ 24,040,789
Bank overdraft	<u>(4,825,829)</u>	<u>(3,977,389)</u>
	<u>\$ 12,840,808</u>	<u>\$ 20,063,400</u>
SUPPLEMENTAL INFORMATION:		
Interest paid on bank overdraft and loans	<u>\$ 301,231</u>	<u>\$ 244,147</u>
Interest received	<u>\$ 10,759</u>	<u>\$ 15,747</u>

(Concluded)

See notes to consolidated financial statements.

FOCOL HOLDINGS LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

YEAR ENDED JULY 31, 2013

(Expressed in Bahamian dollars)

1. INCORPORATION AND ACTIVITY

FOCOL Holdings Limited (the “Company”) is incorporated under the laws of The Commonwealth of The Bahamas. The consolidated financial statements of the Company for the year ended July 31, 2013 comprise the Company and its subsidiaries (together referred to as the “Company”). The Company operates through its wholly-owned subsidiaries as follows:

- Freeport Oil Company Limited (“FOCOL”), an exclusive supplier of petroleum products in Freeport, Grand Bahama;
- Grand Sun Investments Limited (“Grand Sun”), an operator of several service stations in the Freeport, Grand Bahama area;
- Grand Bahama Terminals Limited, an operator of storage facilities in Lewis Yard, Grand Bahama;
- GAL Terminal Limited, an operator of service stations in Eight Mile Rock and Lewis Yard, Grand Bahama;
- Sun Services Limited, a land-owning entity;
- O.R. Services Limited, a management service company for several service stations in New Providence;
- Freeport Oil Holdings Investments Limited (“FOHIL”) and its wholly-owned subsidiaries, Sun Oil Limited (“Sun Oil”), a wholesaler of fuel and related products operating in The Bahamas; and Sun Oil Turks and Caicos Limited, a wholesaler of fuel and related products operating in the Turks and Caicos Islands. Sun Oil also operates through its 60% voting interest in BTCI Tankers Limited (“BTCI”), a company engaged in shipping petroleum products throughout The Bahamas and Turks and Caicos Islands;
- Sun Oil Aviation Limited, a partner in a Joint Operation (JO) which conducts fuel supply operations at the Lynden Pindling International Airport (LPIA);
- Sun Marine Limited, a company to develop marine shipping business at a later date;
- Boulevard Services Limited, an operator of a service station in Freeport, Grand Bahama; and
- Sun Utilities Company Limited, a company developed to provide utility services at a later date.

Except for BTCI, which is incorporated under the laws of the Turks and Caicos Islands, all of the subsidiaries are incorporated under the laws of the Commonwealth of The Bahamas.

The registered office of the Company is located in the chambers of Dupuch & Turnquest, Attorneys-at-Law on East Bay Street, New Providence.

2. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS

In the current year, the Company has adopted all of the new and revised Standards and Interpretations issued by the International Accounting Standards Board (the “IASB”) and the International Financial Reporting Interpretations Committee (the “IFRIC”) of the IASB that are relevant to its operations and effective for annual reporting periods beginning on August 1, 2012. The adoptions of these standards are as follows:

IAS 1 Presentation of Financial Statements (amendments)

The adoption of this standard had no significant impact on the consolidated financial statements.

At the date of authorization of these consolidated financial statements, the following relevant Standards were issued but not yet effective:

IAS 1 Presentation of Financial Statements (amendments)

IAS 16 Property, Plant and equipment (amendments)

IAS 19 Employee Benefits (amendments)

IAS 28 Investments in Associates and Joint Ventures

IAS 32 Financial Instruments: Presentation (amendments)

IAS 36 Impairment of Assets (amendments)

IFRS 7 Financial Instruments: Disclosures

IFRS 9 Financial Instruments: Classification and Measurement (new)

IFRS 10 Consolidated Financial Statements (new)

IFRS 11 Joint Arrangements (new)

IFRS 12 Disclosure Interest in Other Entities (new)

IFRS 13 Fair Value Measurement (new)

The Directors anticipate that the Company will adopt these Standards in the relevant future periods, but have not yet assessed the potential impact of the adoption of these Standards.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a. Statement of compliance - These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards and the interpretations adopted by the IASB, applied on a consistent basis for all years presented.

b. Basis of preparation - The consolidated financial statements include the Company and its wholly-owned subsidiaries, and have been prepared under the historical cost convention, except for the revaluation of certain property, plant and equipment and financial instruments.

The preparation of consolidated financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed separately.

c. Basis of consolidation - Subsidiaries are entities controlled by the Company. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, the potential voting rights that presently are exercisable or convertible are taken into account. The financial statements of the subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Intra-company balances and any unrealized gains or losses or income and expenses arising from intra-group transactions are eliminated in preparing the consolidated financial statements.

Non-controlling interests

Non-controlling interests in the net assets of consolidated subsidiaries are identified separately from the Company's equity therein. The interest of non-controlling shareholders is measured at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets at acquisition. Subsequent to acquisition, the carrying amount of non-controlling interest is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity. Losses applicable to the minority in excess of the minority's interest in the subsidiary's equity are allocated against the interests of the Company except to the extent that the minority has a binding obligation and is able to make an additional investment to cover the losses.

d. Cash and cash equivalents - Cash and cash equivalents comprise cash balances, call and short-term deposits. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flows.

e. Accounts receivable - Accounts receivable are stated at cost less allowance for doubtful accounts (Note 7) and any impairment losses (Note 3 (i)).

f. Investments - Investments are recognized on a trade date basis and are initially measured at cost. Investments are classified as fair value through profit or loss and are stated at fair value, with any resultant gain or loss recognized in the consolidated statement of comprehensive income. The fair value of such investments is the quoted bid price at the date of the consolidated statement of financial position.

Investments are grouped into Levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1 - Fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 - Fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 - Fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

g. Inventories - Inventories are valued at the lower of cost or net realizable value. Net realizable value is the estimated selling price in the ordinary course of business less the estimated cost of selling expenses.

Cost of inventories is based on the first-in, first-out method and includes expenditure incurred in acquiring the inventories and bringing them to their existing location and condition.

h. Property, plant and equipment - Property, plant and equipment other than vessels are stated at cost less accumulated depreciation and impairment losses (see Note 3(i)) except for certain of the Company's land, buildings, building improvements and equipment, which are stated at their appraised values with subsequent additions at cost. Maintenance, repairs and minor renewals are expensed as incurred. Vessels held by BTCI are stated at their appraised values on the date the Company acquired an interest in BTCI less depreciation expense of \$9,105,637. Residual value is \$2,500,000.

Major renewals and betterments which substantially extend the useful life of the assets are capitalized. Upon sale or other disposition of assets, the cost and the related depreciation are removed from the accounts and the resulting gain or loss, if any, is reflected in income. Commencing the month following acquisition or when the asset is placed in service, depreciation of property, plant and equipment is recorded on the straight-line basis with the following rates of depreciation:

Buildings and improvements	2½%
Equipment	12½ - 20%
Computer, furniture, fixtures and fencing equipment	20 - 33½%
Storage facilities	5%
Vehicles	20%
Liquid petroleum gas plant	5%
Vessels	4%

i. **Impairment** - Fixed assets, accounts receivable and intangible assets are reviewed at the date of each consolidated statement of financial position to determine whether there is objective evidence of impairment. If any such indications exist, the asset's recoverable amount is estimated.

The recoverable amount of assets is the greater of their net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessment of the time value of money and the risks specific to the asset. For an asset that does not generate cash flows largely independent of those from other assets, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Fixed assets

An impairment loss is recognized whenever the carrying amount of the asset or its cash-generating unit exceeds its recoverable amount. Impairment losses are recognized in the consolidated statement of comprehensive income.

An impairment loss is only reversed to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had been recognized.

Accounts receivable

The recoverable amount of receivables is calculated as the total amount of expected collections. The receivables are of a short-term duration and therefore, the expected future cash collections are not discounted.

Intangible assets

Goodwill and trademark licenses are tested for impairment on an annual basis. Determining whether goodwill and trademark licenses are impaired requires an estimation of the value in use of the cash-generating units to which such assets have been allocated. The value in use calculation requires the Company to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value.

j. **Leases** - Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases. Rental income from operating leases is recognized on a straight-line basis over the term of the relevant lease.

The Company as lessee

Assets held under finance leases are recognized as assets of the Company at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated statement of financial position as a finance lease obligation. Lease payments are apportioned between finance charges and a reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability.

- k. Repurchase of shares* - When share capital recognized as equity is repurchased, the amount of consideration paid, including directly attributable costs, is recognized as a reduction of equity. Pursuant to Section 45 of the Companies Act, 1992 all common shares purchased are cancelled upon acquisition.
- l. Accounts payable and accrued liabilities* - Accounts payable and accrued liabilities are stated at cost.
- m. Dividends* - Dividends are recognized as a liability in the period in which they are declared.
- n. Revenue recognition* - Revenue is recognized in the consolidated statement of comprehensive income when significant risks and rewards of ownership have been transferred to the buyer. No revenue is recognized if there are significant uncertainties regarding recovery of the consideration due, associated costs or the possible return of goods.
- o. Dry-docking costs* - Dry-docking costs are routine repair and maintenance costs incurred while the vessel is being operated. These costs are deferred and amortized over a 30 month period as such repairs generally take place every 2 ½ years.
- p. Employee benefits* - The Company maintains a defined contribution plan covering all eligible fulltime employees. Contributions to the plan are based on salaries. Obligations for pension plans are recognized as an expense in the consolidated statement of comprehensive income as incurred.
- q. Provisions* - A provision is recognized in the consolidated statement of financial position when the Company has a present and legal obligation as a result of a past event and it is probable that an outflow of economic benefits will be required to settle the obligation.
- r. Business combinations* - The acquisition of subsidiaries is accounted for using the purchase method. The cost of the acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Company in exchange for control of the acquiree, plus any costs directly attributable to the business combination. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under IFRS 3 are recognized at their fair values at the acquisition date, except for non-current assets that are classified as held for sale in accordance with IFRS 5 Non-Current Assets Held for Sale and Discontinued Operations, which are recognized and measured at fair value less costs to sell.

Goodwill arising on acquisition is recognized as an asset and initially measured at cost, being the excess of the cost of the business combination over the Company's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognized. If, after reassessment, the Company's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities exceeds the cost of the business combination, the excess is recognized immediately in the consolidated statement of comprehensive income.

s. **Foreign currency translation** - The Company's functional currency is Bahamian dollars. In preparing the consolidated financial statements of the Company, transactions in currencies other than Bahamian dollars are recorded at the rates of exchange prevailing on the dates of the transactions. At the date of each consolidated statement of financial position, monetary items denominated in foreign currencies are retranslated at the rates prevailing on that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are included in the consolidated statement of comprehensive income. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in the consolidated statement of comprehensive income for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognized directly in equity. For such non-monetary items, any exchange component of that gain or loss is also recognized directly in equity.

t. **Classification** - Assets are classified as current when intended for sale or consumption in the normal operating cycle, or held primarily for the purpose of being traded, or expected to be realized within twelve months, or classified as cash or cash equivalents. All other assets are classified as non-current. Liabilities are classified as current when expected to be settled in the normal operating cycle, or held primarily for the purpose of being traded, or due to be settled within twelve months, or there are no unconditional rights to defer settlement for at least twelve months. All other liabilities are classified as non-current.

u. **Segment reporting** - A segment is a distinguishable component of the Company that is engaged either in providing products or services (business segment), or in providing products or services within a particular economic environment (geographical segment), which is subject to risks and rewards that are different from those of other segments.

v. **Interest in Joint Ventures** - A joint venture is a contractual arrangement whereby the Company and other parties undertake an economic activity that is subject to joint control, that is, when the strategic financial and operating policy decisions relating to the activities of the joint venture require the unanimous consent of the parties sharing control.

The Company reports its interest in jointly controlled entities using the proportionate consolidation, except when the investment is classified as held for sale, in which case it is accounted for in accordance with IFRS 5. The Company's share of the assets, liabilities, income and expenses of jointly controlled entities is combined with the equivalent items in the consolidated financial statements on a line by line basis.

Any goodwill arising on the acquisition of the Company's interest in a jointly controlled entity is accounted for in accordance with the Company's accounting policy for goodwill arising in a business combination (Note 3 (r)).

When a company transacts with its jointly controlled entity, profits and losses resulting from the transactions with the jointly controlled entity are recognized in the Company's consolidated financial statements only to the extent of interest in the jointly controlled entity that are not related to the Company.

w. ***Related parties*** - Related parties are defined as follows:

- i. Controlling shareholders;
- ii. Subsidiaries;
- iii. Associates;
- iv. Individuals owning, directly or indirectly, an interest in the voting power that gives them significant influence over the enterprise, i.e. normally more than 20% of shares (plus close family members of such individuals);
- v. Key management personnel - persons who have authority for planning, directing and controlling the enterprise and close family members of such individuals. The Company defines related parties as fellow subsidiaries, directors and officers and their close family members and enterprises which are controlled by these individuals through their majority shareholding or their role as chairman or CEO in those companies;
- vi. Enterprises owned by the individuals described in (iv) and (v).

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

Critical judgments in applying the entity's accounting policies - In the process of applying the Company's accounting policies, which are described above, judgments made by management that have the most significant effect on the amounts recognized in the consolidated financial statements are discussed in the relevant notes below.

Key sources of estimation uncertainty - critical accounting estimates - The preparation of consolidated financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, as well as the disclosure of contingent assets and liabilities, at the date of the consolidated financial statements, and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Certain amounts included in or affecting the Company's consolidated financial statements and related disclosure must be estimated, requiring the Company to make assumptions with respect to values or conditions which cannot be known with certainty at the time the consolidated financial statements are prepared. A critical accounting estimate is one which is both important to the portrayal of the Company's financial condition and results and requires management's most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. The Company evaluates such estimates on an ongoing basis, based upon historical results and experience, consultation with experts, trends and other methods considered reasonable in the particular circumstances, as well as the forecasts as to how these might change in the future.

- a. **Impairment** - The Company has made significant investments in tangible and intangible assets. These assets and investments are tested for impairment when circumstances indicate there may be potential impairment. Factors considered important which could trigger an impairment review include the following: significant fall in market values; significant underperformance relative to historical or projected future operating results; significant changes in the use of the assets or the strategy for the overall business, including assets on which a decision has been made to phase out or replace and also assets that are damaged or taken out of service; significant negative industry or economic trends; and significant cost overruns in the development of assets.

Estimating recoverable amounts of assets of companies must in part be based on management evaluations, including estimates of future performance, revenue generating capacity of the assets, assumptions of the future market conditions and the success in marketing of new products and services. Changes in circumstances and in management's evaluations and assumptions may give rise to impairment losses in the relevant periods.

- b. **Depreciation and amortization** - Depreciation and amortization is based on management's estimate of the useful lives of property, plant and equipment and intangible assets. Estimates may change due to technological developments, competition, changes in market conditions and other factors that may result in changes in their estimated useful lives.

- c. **Residual value** - In accordance with the provisions of IAS 16, Property, Plant and Equipment, the Company has reviewed the residual values used for the purposes of depreciation calculations in light of the definition of residual value in the Standard. The review did not highlight any requirement for an adjustment to the residual values used in the current year.
- d. **Business combinations** - Business combinations are required to allocate the purchase price of acquired companies to the assets acquired and liabilities assumed based on their estimated fair values. For larger acquisitions, the Company engages independent third-party appraisal firms to assist in determining the fair value of the assets acquired and liabilities assumed. Such valuations require management to make estimates and assumptions for significant purchases. These purchases of intangible assets recorded by the Company include customer contracts, brands, trademark and other licenses, and service concession rights.

Management's estimates of fair value and useful lives are based upon assumptions believed to be reasonable, but which are inherently uncertain and unpredictable and, as a result, actual results may differ from these estimates.

- e. **Carrying amount of vessels** - The Company reviews its vessels for potential impairment. This review is made whenever events or changes in circumstances indicate that the carrying amount for the vessel may not be fully recoverable. In such instances, an impairment loss would be recognized, based on the difference between the value in use, carrying value and the net selling price for the vessel. The Company has reviewed its vessel for potential impairment and no impairment losses were identified at July 31, 2013 and 2012.
- f. **Legal proceedings, claims and regulatory discussions** - The Company is subject to various legal proceedings, claims and regulatory discussions, the outcomes of which are subject to significant uncertainty. The Company evaluates, among other factors, the degree of probability of an unfavorable outcome and the ability to make a reasonable estimate of the amount of loss. Unanticipated events or changes in these factors may require the Company to increase or decrease the amount the Company has accrued for any matter, or accrue for a matter that has not been previously accrued for because it was not considered probable, or a reasonable estimate could not be made.
- g. **Provision for bad debts** - To cover any shortfall from trade receivables, the Company records a provision for bad debts based on historical information and on estimates with regard to the solvency of customers. Unexpected financial problems of major customers could lead to the recorded provision being inadequate.

5. CASH AND CASH EQUIVALENTS

FOHIL has short-term deposits with local banks totaling \$7,793,288 (2012: \$10,657,456), with interest rates of 2.50% to 4.00% (2012: 1.00%) per annum.

FOHIL has an overdraft facility up to \$5,000,000 with a local bank which bears interest at Bahamas Prime plus 1.00% or 5.75% (2012: Bahamas Prime plus 1.00% or 5.75%) per annum; at July 31, 2013, the balance was \$4,825,829 (2012: \$3,977,389). The overdraft is secured by a guarantee and postponement of claim by the Company, a fixed charge over FOHIL assets, and assignment of insurance proceeds.

FOCOL has available to it, an overdraft facility of \$2,500,000, which is currently unused. This overdraft facility bears interest at Bahamas Prime plus 1% and is secured by a guarantee and postponement of claim for \$3,000,000 from FOCOL Holdings Limited, which is supported by the usual directors' resolution, as well as a fixed and floating charge debenture over the assets of FOCOL and all risk insurance, together with appropriate insurance on FOCOL's Oil Tank Farm, stamped to secure \$6,000,000, with the loss payee being Royal Bank of Canada.

Boulevard Services Limited has available to it, an overdraft facility of \$100,000 which is currently unused. This overdraft facility is secured by a fixed and floating charge debenture over the assets of Boulevard Services Limited and all risk insurance with the loss payee being FirstCaribbean International Bank (Bahamas) Limited.

6. INVENTORIES

Inventories consist of the following:

	2013	2012
Gasoil - diesel	\$ 18,745,682	\$ 14,570,095
Gasoline - unleaded	10,367,631	10,012,154
Lube oil	3,173,574	3,430,626
Propane	2,400,356	860,313
Other	673,284	600,088
Parts and tanks (Note 31)	<u>430,357</u>	<u>294,298</u>
	<u><u>\$ 35,790,884</u></u>	<u><u>\$ 29,767,574</u></u>

7. ACCOUNTS RECEIVABLE, NET

Accounts receivable consists of the following:

	2013	2012
Accounts receivable - trade (Note 32)	\$ 22,584,892	\$ 21,846,378
Other receivables	<u>1,513,887</u>	<u>887,471</u>
	24,098,779	22,733,849
Less: allowance for doubtful accounts	<u>(1,005,840)</u>	<u>(1,468,018)</u>
	<u>\$ 23,092,939</u>	<u>\$ 21,265,831</u>

The movement in allowance for doubtful accounts is as follows:

	2013	2012
At beginning of year	\$ 1,468,018	\$ 1,461,141
Bad debts for the year	430,258	203,784
Write-offs	(65,854)	(188,064)
Recoveries	<u>(826,582)</u>	<u>(8,843)</u>
At end of year	<u>\$ 1,005,840</u>	<u>\$ 1,468,018</u>

The ageing of receivables is as follows:

	2013	2012
Current	\$ 22,314,391	\$ 20,086,726
31 - 60 days	323,098	384,646
61 - 90 days	56,613	212,281
Over 90 days	<u>1,404,677</u>	<u>2,050,196</u>
	<u>\$ 24,098,779</u>	<u>\$ 22,733,849</u>

Included in accounts receivable are balances totaling \$778,548 (2012: \$1,179,105) which are past due but not considered impaired.

8. NOTES RECEIVABLE, NET

In 2010, the following note receivable agreements totaling \$426,627 were executed with two delinquent customers:

- In June 2010, a note receivable agreement was executed with Boulevard Services Limited in the amount of \$317,696, payable over five years, bearing interest of 7.50% with monthly installments of \$6,366. On May 31, 2013, the Company acquired Boulevard Services Limited, thereby settling the note receivable through acquisition based on an existing previous relationship. The balance of \$304,472 is no longer considered impaired and has been recovered.
- During 2012, a major credit customer defaulted on its original promissory agreement owing \$35,514 at year end. During 2013, the customer became delinquent in the amount of \$135,128. This delinquent balance combined with the remainder of the original note balance was converted to a new promissory note. The terms of the note require the customer to pay the Company in 58 weekly installments of \$3,000 at 2.50% interest beginning June, 2013.

9. INVESTMENTS

Investments are considered Level 1 investments and consist of the following:

	2013 Market Value	2012 Market Value
ICD Utilities Limited:		
50,000 ordinary shares at par value of B\$0.10 (cost \$600,000)	<u>\$ 275,000</u>	<u>\$ 361,000</u>

10. PREPAID EXPENSES AND SUNDRY ASSETS

Prepaid expenses include advances and other deferred expenses of \$1,216,434 (2012: \$1,074,228) to be fully amortized during the subsequent fiscal year.

Sundry assets include a contract premium of \$47,534 (2012: \$65,934) being amortized over the life of the contract, and deferred costs of \$1,254,951 (2012: \$1,178,924) on an insurance policy with a related party in-force to March 2014 (2012: March 2013).

11. MAJOR ACQUISITIONS

By agreement on May 31, 2013, the Company acquired all the outstanding shares of Boulevard Services Limited for \$3,243,439. The purchase was partially funded by a \$2 million loan with a term of 10 years with an interest rate of 6.00% per annum.

	2013
As at May 31, 2013:	
Cash from working capital/operating results	\$ 1,222,291
Loan - Note payable at (6%)	2,000,000
Liabilities assumed	<u>21,148</u>
Total consideration transferred	<u><u>\$ 3,243,439</u></u>

Recognized amounts of identifiable assets acquired and liabilities assumed:

Property, plant and equipment	\$ 3,121,962
Inventory	40,933
Receivables	39,124
Cash	16,575
Prepaid expenses	5,458
Total accounts payable and liabilities	<u>(3,097,494)</u>
Total identifiable net assets	<u><u>\$ 126,558</u></u>

The total consideration paid exceeds the total identifiable net assets by \$3,116,881, which is considered goodwill. The fair value of the financial assets acquired includes receivables for goods provided on credit with a fair value of \$39,124. The gross amount due under the contract is \$39,124, all of which is deemed collectible.

Prior to acquisition, the Company held a note receivable (Note 8) from the previous owner of Boulevard Services Limited in respect of goods provided. This amount was previously recognized as an asset in the consolidated statement of financial position and was fully provided for. The Company settled the receivable balance which offset the purchase price at the time of acquisition of Boulevard Services Limited.

Acquisition-related costs (included in marketing, administrative and general expenses in the Company's consolidated statement of comprehensive income for the year ended July 31, 2013) amounted to \$203,036.

Revenue included in the consolidated statement of comprehensive income since May 31, 2013 contributed by Boulevard Services Limited totaled \$1,651,368. Boulevard Services Limited also contributed profits of \$27,001 over the same period.

12. PROPERTY, PLANT AND EQUIPMENT, NET

The movement of property, plant and equipment during the year is as follows:

	<u>Land</u>	<u>Buildings and Improvements</u>	<u>Equipment</u>	<u>Computer, Furniture, Fixtures and Fencing Equipment</u>	<u>Storage Facilities</u>	<u>Vehicles</u>	<u>Liquid Petroleum Gas Plant</u>	<u>Vessels</u>	<u>Construction In-Progress</u>	<u>Total</u>
COST/VALUATION:										
Balance at July 31, 2011	\$ 16,124,752	\$ 16,574,218	\$ 6,928,259	\$ 1,658,837	\$ 24,391,942	\$ 4,252,027	\$ 726,295	\$ 9,105,637	\$ 7,314,154	\$ 87,076,121
Additions	-	163,474	604,667	206,331	1,993,189	263,448	-	10,540	8,446,535	11,688,184
Disposals and transfers in/out	-	2,586,377	622,527	-	-	(33,487)	-	-	(3,230,504)	(55,087)
Balance at July 31, 2012	16,124,752	19,324,069	8,155,453	1,865,168	26,385,131	4,481,988	726,295	9,116,177	12,530,185	98,709,218
Additions	2,688,461	8,109	186,891	171,870	390,311	202,992	-	-	4,663,817	8,312,451
Acquisitions (Note 11)	511,924	2,610,038	-	-	-	-	-	-	-	3,121,962
Disposals and transfers out	-	-	-	-	-	(75,916)	-	(16,178)	-	(92,094)
Balance at July 31, 2013	\$ 19,325,137	\$ 21,942,216	\$ 8,342,344	\$ 2,037,038	\$ 26,775,442	\$ 4,609,064	\$ 726,295	\$ 9,099,999	\$ 17,194,002	\$ 110,051,537
ACCUMULATED DEPRECIATION:										
Balance at July 31, 2011	\$ -	\$ 3,042,852	\$ 3,843,758	\$ 1,302,544	\$ 7,533,243	\$ 2,208,569	\$ 700,381	\$ 581,014	\$ -	\$ 19,212,361
Depreciation	-	429,795	681,649	159,556	1,165,438	434,418	7,773	241,739	-	3,120,368
Disposals	-	-	-	-	-	(33,487)	-	-	-	(33,487)
Balance at July 31, 2012	-	3,472,647	4,525,407	1,462,100	8,698,681	2,609,500	708,154	822,753	-	22,299,242
Depreciation	-	502,075	745,532	148,693	1,255,363	446,636	7,775	241,739	-	3,347,813
Disposals	-	-	-	-	-	(45,531)	-	-	-	(45,531)
Balance at July 31, 2013	\$ -	\$ 3,974,722	\$ 5,270,939	\$ 1,610,793	\$ 9,954,044	\$ 3,010,605	\$ 715,929	\$ 1,064,492	\$ -	\$ 25,601,524
CARRYING VALUE:										
As at July 31, 2013	\$ 19,325,137	\$ 17,967,494	\$ 3,071,405	\$ 426,245	\$ 16,821,398	\$ 1,598,459	\$ 10,366	\$ 8,035,507	\$ 17,194,002	\$ 84,450,013
As at July 31, 2012	\$ 16,124,752	\$ 15,851,422	\$ 3,630,046	\$ 403,068	\$ 17,686,450	\$ 1,872,488	\$ 18,141	\$ 8,293,424	\$ 12,530,185	\$ 76,409,976

13. INTANGIBLE ASSETS

Intangible assets consist of the following:

	2013	2012
Trademark license	\$ 4,080,000	\$ 4,080,000
Goodwill, G.A.L. Terminal Limited	3,808,514	3,808,514
Goodwill, Shell Propane Plant	3,285,419	3,285,419
Goodwill, Boulevard Services Limited	3,116,881	-
Goodwill, BTCI Tankers	833,333	833,333
Goodwill, Grand Bahama Terminals Limited	647,754	647,754
 Total intangible assets	 \$ 15,771,901	 \$ 12,655,020

Goodwill, net

Additional goodwill of \$3,116,881 arose from the acquisition of Boulevard Services Limited because the cost of the combination included a premium (Note 11).

Management has tested all goodwill for impairment and determined that there was no impairment to the carrying value of goodwill during 2013.

Trademark License

Shell Brands International AG is one of the Shell Overseas Holdings Limited (“SOHL”) Group of Companies whose primary responsibility is maintaining Shell Brand Trademarks in all relevant jurisdictions. Upon purchasing Shell Bahamas Limited, the Company paid an initial license fee of \$4,080,000, and pays quarterly royalties based on American gallons sold from authorized sites. The agreement provides the Company a non-exclusive license to continue use of the Shell brand visual manifestations at authorized sites.

Effective July 2011, FOHIL extended the trademark license agreement with SOHL for a further five years. The new agreement provides for a revision and recalculation of the rates after five years, but states “The Parties may at any time extend the License term for a further period of five (5) years whether on the same commercial terms as at the commencement date or otherwise.” As a result, the useful life of the intangible asset is indeterminable and considered indefinite.

The value of the initial license fee was determined by SOHL and purportedly represents the proportionate value added to the business as a result of SOHL’s global efforts to distinguish itself and promote its products over those of its competitors.

Should FOHIL’s ownership change, the rights, obligations and cost of the Trademark License would pass to new owners at the amount initially paid, provided the seller remained compliant with the agreement to the time of sale. Any measurable goodwill determined to have accrued in respect to the use of the license will be for the benefit of the licensor (SOHL). The Company cannot assign, sub-contract or otherwise transfer ownership to any third party.

Provided FOHIL remains compliant and SOHL continues as a going concern with the associated brand prestige, the asset is not expected to diminish in value. Should FOHIL make a judgment to discontinue the use of the Shell brand, consequently, the asset would be determined to be less valuable and would be either eliminated or reduced in value depending on the extent of its continued use after such judgment is made.

14. DEPRECIATION AND AMORTIZATION EXPENSE

Depreciation and amortization expense consists of the following:

	2013	2012
Depreciation of property, plant and equipment (Note 12)	\$ 3,347,813	\$ 3,120,368
Amortization of deferred contract premium (Note 10)	<u>18,400</u>	<u>18,400</u>
	<u><u>\$ 3,366,213</u></u>	<u><u>\$ 3,138,768</u></u>

15. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities consist of the following:

	2013	2012
Shell Western Supply & Trading Ltd.	\$ 18,051,740	\$ 14,385,492
Bahamas Public Treasury	8,999,635	7,968,060
Other trade payables (Note 32)	7,176,688	7,205,206
TransMontaigne Product Services Inc.	4,892,301	4,881,288
Accrued liabilities	<u>1,630,600</u>	<u>3,357,891</u>
	<u><u>\$ 40,750,964</u></u>	<u><u>\$ 37,797,937</u></u>

16. LONG-TERM DEBT

Long-term debt is comprised of the following:

	2013
Bank loan of \$2,631,669 at 6.25% interest, repayable in equal monthly installments of \$30,095	\$ 2,588,040
Note payable of \$2,000,000 at 6.00% interest, repayable in equal monthly installments of \$22,204	<u>1,975,540</u>
	4,563,580
Less: current portion	<u>357,225</u>
	\$ 4,206,355

The bank loan is secured by a registered first fixed and floating charge debenture over the assets of the Company, supported by Directors' Resolution. The assets are further secured by an all-risk insurance with loss, if any, payable to the bank, including appropriate coverage on storage facilities and total coverage of \$3,600,000.

The note payable is unsecured with a fixed term of repayment.

17. REVALUATION SURPLUS

The fixed assets of FOCOL are stated at cost, net of accumulated depreciation, except for certain land, buildings, building improvements and equipment, which are recorded at appraised values as at July 13, 1990, on the basis of an appraisal as of that date, performed by an independent appraiser, net of accumulated depreciation. The value of the land was determined using the market data approach. The values of the buildings, building improvements and equipment were determined using the cost approach.

The difference between depreciation based on the revalued carrying amount and depreciation based on the assets' original cost is transferred annually from revaluation surplus to retained earnings over the estimated life of the assets.

18. NON-CONTROLLING INTEREST

Non-controlling interest is comprised of:

	2013	2012
Balance at beginning of year	\$ 5,218,367	\$ 4,524,489
Non-controlling interest in net income	672,027	693,878
Non-controlling interest in common share dividends	<u>(1,600,000)</u>	-
Balance at end of year	<u>\$ 4,290,394</u>	<u>\$ 5,218,367</u>

19. SHARE CAPITAL

	2013	2012
<u>Common Shares</u>		
<i>Authorized:</i>		
160,000,000 shares of \$.0025 each (2012: 160,000,000 of \$.0025)	\$ <u>400,000</u>	\$ <u>400,000</u>
<i>Issued and fully paid:</i>		
34,028,878 shares of \$.0025 each (2012: 34,028,878 of \$.0025)	\$ <u>85,072</u>	\$ <u>85,072</u>

The movement in issued shares during the year is as follows:

	2013	2012
Balance at beginning of year	34,028,878	34,188,347
Common shares purchased and cancelled during the year	- <u>(159,469)</u>	(159,469)
Balance at end of year	<u>34,028,878</u>	<u>34,028,878</u>

Common share dividends are made payable to shareholders of record as at October 31, January 31, April 30 and July 31 of each year within 10 business days of the record date or such other period as stipulated by the Directors from time to time.

	2013	2012
<u>Preference Shares</u>		
<i>Authorized:</i>		
Class A shares of \$.01 each	25,000,000	25,000,000
Class B shares of \$.01 each	15,000,000	15,000,000
Class C shares of \$.01 each	10,000,000	10,000,000
Additional authorized shares	<u>70,000,000</u>	<u>70,000,000</u>
	<u>120,000,000</u>	<u>120,000,000</u>
120,000,000 shares of \$.01 each (2012: 120,000,000 shares of \$.01 each)	<u>\$ 1,200,000</u>	<u>\$ 1,200,000</u>

(Continued)

	2013	2012
<i>Issued and fully paid:</i>		
Class A shares of \$.01 each	25,000,000	25,000,000
Class B shares of \$.01 each	15,000,000	15,000,000
Class C shares of \$.01 each	<u>10,000,000</u>	<u>10,000,000</u>
	<u><u>50,000,000</u></u>	<u><u>50,000,000</u></u>
50,000,000 shares of \$.01 each		
(2012: 50,000,000 shares of \$.01 each)	<u>\$ 500,000</u>	<u>\$ 500,000</u>

The movement in issued Preference Shares during the year is as follows:

	2013	2012
Balance at beginning of year	50,000,000	50,000,000
Issued and fully paid during the year	<u>-</u>	<u>-</u>
Balance at end of year	<u><u>50,000,000</u></u>	<u><u>50,000,000</u></u>

Key attributes of the Preference Shares are as follows:

- a. **Refunding provision** - The Company reserves the right to retire these securities at any date, if it is deemed to be in the Company's best interest, providing 90 days notice by way of a refunding issue. In the case of such refunding, investors would have first right of refusal to subscribe for an equivalent amount of the principal value of new securities in any such refunding issue.
- b. **Dividends** - Preference share dividends at the annual rate of The Bahamas Prime Lending Rate plus 1.75% on the principal value outstanding to shareholders of record as at the record date (if declared) are paid in semi-annual cash installments following declaration by the Board of Directors. Effective June 6, 2011, the Bahamas Prime Lending Rate changed to 4.75% resulting in an effective rate of 6.5%. Unpaid dividends are cumulative from the date of the last dividend payment or from the date of issuance, whichever is later. Preference share dividends declared are made payable to shareholders of record as at April 15, June 30, October 15 and December 31 of each year within 10 business days of the record date.
- c. **Liquidation preference** - If the Company liquidates, dissolves, winds up or sells more than 51% of the value of the Company's assets other than in the ordinary course of the Company's business, holders of Preference Shares will have the right to have their shares redeemed at the issue price of B\$1.00 per share of the residual outstanding principal value on the effective date of liquidation.

(Continued)

- d. **Ranking** - The Class A, Class B and Class C Preference Shares rank equally, and with respect to the payment of dividends and payments upon liquidation: (1) senior to the Company's Common Shares and (2) subordinate to any debentures, debt obligations, or vendor claims against the Company.
- e. **No equity ownership or voting rights** - Holders of Preference Shares do not have equity ownership nor voting rights.

Contributed capital

Total contributed capital is comprised of:

	2013	2012
Common shares	\$ 5,229,450	\$ 5,229,450
Preference shares	<u>49,500,000</u>	<u>49,500,000</u>
	<u><u>\$ 54,729,450</u></u>	<u><u>\$ 54,729,450</u></u>

(Concluded)

20. MARKETING, ADMINISTRATIVE AND GENERAL EXPENSES

Marketing, administrative and general expenses are comprised of:

	2013	2012
Salaries and benefits (Note 23)	\$ 12,702,664	\$ 11,391,259
Repairs and maintenance	4,080,360	4,492,153
Insurance (Note 23)	3,900,434	3,305,441
Shipping and delivery	2,823,519	3,783,907
License registrations	1,393,985	1,071,231
Utilities	1,293,641	1,215,607
Fees paid to affiliates (Note 23)	1,113,841	1,020,000
Rent	1,099,735	1,024,684
Customer service	1,076,723	217,418
Fuel inspection	1,017,045	774,784
Miscellaneous	876,621	760,289
Professional fees (Notes 23 and 31)	775,070	884,988
Advertising	761,091	583,595
Management fees (Notes 23 and 31)	572,290	563,763
Bad debts (Note 7)	430,258	203,784
Communications	315,524	278,562
Travel expenses	186,307	296,879
Office expenses	171,097	171,125
Consulting fees	166,000	346,180
Donations	136,069	107,463
Non-executive directors fees	98,400	96,400
Bank charges	<u>48,448</u>	<u>16,940</u>
	<u><u>\$ 35,039,122</u></u>	<u><u>\$ 32,606,452</u></u>

21. EARNINGS PER SHARE

The calculation of basic earnings per share at July 31, 2013 was based on net comprehensive income attributable to ordinary shareholders of the Parent of \$12,949,536 (2012: \$13,070,244) and weighted average number of ordinary shares outstanding during the year ended July 31, 2013 of 34,094,695 (2012: 34,094,695), calculated as follows:

	2013	2012
Net comprehensive income attributable to ordinary shareholders of the Parent	<u>\$ 12,949,536</u>	<u>\$ 13,070,244</u>
Weighted average number of ordinary shares, end of year	<u>34,094,695</u>	<u>34,094,695</u>
Basic and diluted earnings per share	<u>\$ 0.38</u>	<u>\$ 0.38</u>

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. There were no transactions that would dilute earnings per share.

22. PENSION PLANS

The Company through its subsidiaries has two separate defined contribution plans covering all eligible full-time employees. Contributions are based on employee salaries and are matched by the subsidiaries up to 5%. Employer contributions vest after five years. One plan is self-administered and the other is administered by an independent third party. Combined contributions for the year for both plans were \$323,807 (2012: \$314,911).

23. RELATED PARTY TRANSACTIONS

Related party transactions were as follows:

	2013	2012
<i>Related party transactions:</i>		
Directors' fees (Note 31)	<u>\$ 98,400</u>	<u>\$ 96,400</u>
Management fees (Note 31)	<u>\$ 572,290</u>	<u>\$ 563,763</u>
Insurance premiums	<u>\$ 3,074,906</u>	<u>\$ 3,305,441</u>
Fees paid to affiliates	<u>\$ 1,113,841</u>	<u>\$ 1,020,000</u>
Legal fees	<u>\$ 346,233</u>	<u>\$ 375,867</u>
<i>Compensation of key management personnel:</i>		
Salaries and short-term benefits (Note 31)	<u>\$ 2,122,737</u>	<u>\$ 2,026,418</u>
Consulting fees	<u>166,000</u>	<u>166,000</u>
Post employment benefits	<u>166,635</u>	<u>158,655</u>
	<u><u>\$ 2,455,372</u></u>	<u><u>\$ 2,351,073</u></u>

24. FINANCIAL INSTRUMENTS

The Company is exposed to various risks including interest rate risk, credit risk, liquidity risk and capital risk arising in the normal course of the Company's business activities. Management monitors the financial risks of the Company and takes such measures as considered necessary from time to time, to minimize such financial risks.

a. Interest rate risk

The Company is exposed to interest rate risk on short-term deposits. Management monitors interest rates to minimize the gap between interest rates, however, such instruments bear interest at adjustable rates thus limiting interest rate risk.

b. Credit risk

The Company is exposed to credit risk in respect of losses that would have to be recognized if counterparties fail to perform as contracted.

The Company's exposure to credit risk is primarily with respect to accounts receivable, bank balances, and short-term deposits. Credit risk on bank balances and short-term deposits is limited as counterparties are reputable, well-established financial institutions. The Company's credit risk is thus primarily limited to accounts receivable, which is shown net of provision for doubtful accounts.

c. Liquidity risk

Liquidity risk is the risk that an enterprise will encounter difficulty in raising funds to meet commitments associated with financial instruments. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value.

Prudent liquidity risk management requires maintaining sufficient cash. The Company monitors and maintains a level of bank balances deemed adequate to finance its operations. The Company maintains cash deposits with financial institutions of good standing. In addition, the Company through its subsidiaries maintains overdrafts as described in Note 5.

d. Capital risk

Capital risk is the risk that the Company will become unable to absorb losses; this entails ensuring that opportunities can be acted upon in a timely fashion, while solvency is never threatened.

The Company manages its capital to ensure it will be able to continue as a going concern while maximizing benefits and opportunities that may arise. The Company holds regular board of directors meetings, during which time all aspects of the business are discussed. Identified risks are addressed and immediate solutions are sought.

The board manages its capital structure and makes adjustments to it in light of economic conditions. The board may from time to time adjust dividend payments, return capital to shareholders, issue new shares, retire debt or increase debt all subject to performance ratios provided by their primary banker. The Company's capital risk policy remains unchanged from 2012.

e. Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. At present, the Company does not have any significant transactions denominated in foreign currencies and foreign exchange rates have not significantly fluctuated during the year.

Transactions denominated in U.S. dollars were translated into Bahamian dollars at the time of the exchange.

f. Fair value of financial assets and liabilities

Fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction. Underlying the definition of fair value is the presumption that the Company is a going concern without any intention or need to liquidate, curtail materially the scale of its operations or undertake a transaction on adverse terms.

In the opinion of management, the estimated fair value of financial assets and financial liabilities (accounts receivable, investments at fair value through profit or loss, bank balances, inventories, prepaid expenses and sundry assets and accounts payable and accrued liabilities) at the date of the consolidated statement of financial position were not materially different from their carrying values due to their short-term nature.

25. COMMITMENTS

The Company through its subsidiaries has entered into various strategic agreements with third parties in order to secure supplies of inventory, as well as a Technical Service Agreement in connection with its participation in the Joint Operation at the Lynden Pindling International Airport. Incidental to these agreements, the Company through its subsidiaries, has committed to minimum purchase quantities for the supply agreements, and a minimum annual fee for the Technical Service Agreement.

FOHIL renewed a Trademark License agreement effective July 2012 (see Note 13). The agreement provides FOHIL a non-exclusive license to continue use of Shell brand visual manifestations at authorized sites. Consideration for the license, valued at \$4,080,000 at inception of the agreement, is capitalized accordingly. Continued use of the license is contingent on FOHIL's commitment to pay SOHL royalties based on American gallons sold from authorized sites.

Subsequent to year end, the Company through its subsidiaries has entered into another agreement with a third party supplier dated November 2013, in order to secure supplies of inventory exclusively from the supplier for the period of January to December 2014. For this period, the Company has committed to purchase minimum quantities for the supply agreements at predetermined rates.

26. LEASE AGREEMENTS

Company as Lessor

Rental income from service stations, shop spaces and automated banking machines (ABM's) were \$1,095,970 (2012: \$954,323) (Note 31).

Future minimum payments due at July 31, 2013 were as follows:

	2013	2012
Within one year (Note 32)	\$ 1,095,970	\$ 954,323
After one year but no more than five years (Note 32)	<u>4,571,480</u>	<u>5,159,731</u>
	<u><u>\$ 5,667,450</u></u>	<u><u>\$ 6,114,054</u></u>

(Continued)

Company as Lessee

Operating lease commitments from service stations, property and buildings were \$660,546 (2012: \$598,325) (Note 31).

Future minimum lease rental expenses as at July 31, 2013 are as follows:

	2013	2012
Within one year (Note 32)	\$ 660,546	\$ 598,325
After one year but no more than five years (Note 32)	<u>2,760,924</u>	<u>2,501,803</u>
	<u><u>\$ 3,421,470</u></u>	<u><u>\$ 3,100,128</u></u>

(Concluded)

27. CONTINGENT LIABILITIES

The Company is contingently liable for custom bonds totaling \$1,295,000 (2012: \$1,180,000) and has standby letters of credit of \$9,030,000 (2012: \$7,600,000).

28. CLAIMS AGAINST THE COMPANY NOT ACKNOWLEDGED AS DEBT

FOCOL is a defendant in a series of legal actions dating back to 1976, which primarily relate to its license agreement to distribute petroleum products exclusively in the Freeport area. All of these actions have a common plaintiff. The issues in all of these actions were fully resolved in 1980, but a further action was brought in 1991 on similar grounds, the outcome of which has not yet been determined. There is an outstanding appeal to the Court of Appeal from the Order of the Supreme Court dismissing a claim against FOCOL. Management is of the opinion that these claims are without merit and accordingly, no provision has been made in these consolidated financial statements for any loss in connection therewith.

Pursuant to the purchase of Shell Bahamas Limited, FOHIL assumed several outstanding legal matters and has engaged Counsel to represent FOHIL in these matters. Based on management's judgment, a provision has been made in these consolidated financial statements for any expected loss in connection therewith.

29. SEGMENT REPORTING

The Company's primary format for segment reporting is in business segments. The risks and returns of the Company's operations are primarily determined by the nature of the different activities that the Company is engaged in, rather than the geographical location of these operations. This is reflected by the Company's organizational structure and the Company's internal financial reporting systems.

The Company has two operating segments: Wholesale and Retail. The activity of the retail segment includes marketing and operating several service stations, whilst, the wholesale segment is dedicated to supplying petroleum products. The Company is managed on an integrated basis. The accounting policies of operating segments are the same as those described in Note 3, Summary of Significant Accounting Policies. Sales between segments are made at prices that approximate market prices, taking into account the volumes involved. Revenue, expenses and results of the segments include inter-segment transactions between business segments. These transactions and any unrealized profits and losses are eliminated on consolidation.

(Continued)

SEGMENT REPORTING, YEAR ENDED JULY 31, 2013

STATEMENT OF COMPREHENSIVE INCOME

	Retail	Wholesale	Eliminations	Consolidated
REVENUE:				
External sales	\$ 73,997,274	\$ 305,860,891	\$ -	\$ 379,858,165
Intersegment sales	-	(66,088,809)	66,088,809	-
	<u>73,997,274</u>	<u>239,772,082</u>	<u>66,088,809</u>	<u>379,858,165</u>
RESULT:				
Segment result	3,920,495	13,965,811	-	17,886,306
Unallocated operating expenses	-	-	-	(638,271)
Income from operations	3,920,495	13,965,811	-	17,248,035
Interest income	-	-	-	10,759
Other expense	-	-	-	(301,231)
Unallocated other income	-	-	-	(86,000)
Unallocated other expenses	-	-	-	-
NET AND COMPREHENSIVE INCOME				
INCOME	<u>\$ 3,920,495</u>	<u>\$ 13,965,811</u>	<u>\$ -</u>	<u>\$ 16,871,563</u>

STATEMENT OF FINANCIAL POSITION

ASSETS:				
Segment assets	\$ 41,561,283	\$ 141,389,392	\$ (2,542,712)	\$ 180,407,963
Unallocated corporate assets	-	-	-	-
TOTAL ASSETS	<u>\$ 41,561,283</u>	<u>\$ 141,389,392</u>	<u>\$ (2,542,712)</u>	<u>\$ 180,407,963</u>
LIABILITIES:				
Segment liabilities	\$ 7,748,413	\$ 46,636,121	\$ (2,542,712)	\$ 51,841,822
Unallocated corporate liabilities	-	-	-	-
TOTAL LIABILITIES	<u>\$ 7,748,413</u>	<u>\$ 46,636,121</u>	<u>\$ (2,542,712)</u>	<u>\$ 51,841,822</u>

OTHER INFORMATION

ASSETS:

Capital additions	<u>\$ 5,964,870</u>	<u>\$ 5,469,543</u>	<u>\$ -</u>	<u>\$ 11,434,413</u>
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(Continued)

SEGMENT REPORTING, YEAR ENDED JULY 31, 2012

STATEMENT OF COMPREHENSIVE INCOME

	Retail	Wholesale	Eliminations	Consolidated
REVENUE:				
External sales	\$ 73,001,559	\$ 315,860,935	\$ -	\$ 388,862,494
Intersegment sales	-	61,227,742	(61,227,742)	-
	<u>73,001,559</u>	<u>377,088,677</u>	<u>(61,227,742)</u>	<u>388,862,494</u>
RESULT:				
Segment result	3,791,854	14,079,981	-	17,871,835
Unallocated operating expenses	-	-	-	(625,313)
Income from operations	3,791,854	14,079,981	-	17,246,522
Interest income	-	-	-	15,747
Other expense	-	-	-	(244,147)
Unallocated other income	-	-	-	(4,000)
Unallocated other expenses	-	-	-	-
NET AND COMPREHENSIVE INCOME				
INCOME	<u>\$ 3,791,854</u>	<u>\$ 14,079,981</u>	<u>\$ -</u>	<u>\$ 17,014,122</u>

STATEMENT OF FINANCIAL POSITION

ASSETS:				
Segment assets (Note 32)	\$ 36,071,097	\$ 133,933,779	\$ (2,497,153)	\$ 167,507,723
Unallocated corporate assets	-	-	-	-
TOTAL ASSETS	<u>\$ 36,071,097</u>	<u>\$ 133,933,779</u>	<u>\$ (2,497,153)</u>	<u>\$ 167,507,723</u>
LIABILITIES:				
Segment liabilities (Note 32)	\$ 8,900,795	\$ 37,073,128	\$ (2,497,153)	\$ 43,476,770
Unallocated corporate liabilities	-	-	-	-
TOTAL LIABILITIES	<u>\$ 8,900,795</u>	<u>\$ 37,073,128</u>	<u>\$ (2,497,153)</u>	<u>\$ 43,476,770</u>

OTHER INFORMATION

ASSETS:				
Capital additions	<u>\$ 696,060</u>	<u>\$ 10,992,124</u>	<u>\$ -</u>	<u>\$ 11,688,184</u>

Segment assets consist primarily of accounts receivable, inventories, property, plant and equipment and intangible assets.

Segment liabilities consist primarily of accounts payable, accrued liabilities and certain long-term debt.

Corporate overheads are allocated to segments for Company reporting purposes based on annual revenues and operating expenditure.

(Concluded)

30. SUBSEQUENT EVENTS

Subsequent to year end, the Company declared a distribution of ordinary dividends of \$2,382,021 (2012: \$2,382,021) to all shareholders on record as of the declaration date.

31. COMPARATIVE FIGURES

Certain of the prior year's comparative figures have been reclassified to conform to the current year's presentation.

Consolidated statement of financial position:

Electronic Parts and Parts and Tanks were reported separately in 2012 and have been combined and presented as Parts and Tanks in the current year's consolidated financial statements.

Directors' Fees and Salaries and Short Term Benefits included in Note 23 (Related Party Balances and Transactions) were reported as a combination of Director's Fees and Management Fees. The transactions have been separated in the current year's consolidated financial statements.

Consolidated statement of comprehensive income:

Professional Fees and Management Fees were reported combined in 2012 and have been separated and presented as two separate expenses in the current year's consolidated financial statements.

32. ERRORS OF OMISSION

In the prior year, certain related party balances had not been eliminated for Accounts Receivable and Accounts Payable between the Company's subsidiaries, and have been presented in the current year's financial statements as follows (Note 29):

	2012
Accounts receivable, net	<u>\$ 21,265,831</u>
Accounts payable and accrued liabilities	<u>\$ 37,797,937</u>

Also omitted in 2012 were lessee and lessor amounts related to one of the Company's subsidiaries. These amounts were omitted from the financial statements and have been presented in the current year's financial statements (Note 26) as follows:

(Continued)

Company as Lessor

	2012
Within one year	\$ 954,323
After one year but no more than five years	<u>5,159,731</u>
	<u><u>\$ 6,114,054</u></u>

Also omitted in 2012 were lessee and lessor amounts related to one of the Company's subsidiaries. These amounts were omitted from the financial statements and have been presented in the current year's financial statements (Note 26) as follows:

Company as Lessor

	2012
Within one year	\$ 954,323
After one year but no more than five years	<u>5,159,731</u>
	<u><u>\$ 6,114,054</u></u>

Company as Lessee

	2012
Within one year	\$ 598,325
After one year but no more than five years	<u>2,501,803</u>
	<u><u>\$ 3,100,128</u></u>

(Concluded)

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