

FOCOL HOLDINGS LIMITED

**Consolidated Financial Statements
For The Year Ended July 31, 2010
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, 2010 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 notes.

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. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

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 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 the Company as of July 31, 2010 and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards.

Deloitte & Touche

November 25, 2010

FOCOL HOLDINGS LIMITED

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS OF JULY 31, 2010

(Expressed in Bahamian dollars)

| | 2010 | 2009 |
|--|-----------------------|-----------------------|
| ASSETS | | |
| CURRENT ASSETS: | | |
| Cash and cash equivalents (Note 5) | \$ 20,643,668 | \$ 14,883,143 |
| Accounts receivable, net (Note 7) | 16,886,629 | 16,545,468 |
| Inventories (Note 6) | 19,990,399 | 17,676,800 |
| Current portion of note receivable (Note 8) | 52,565 | - |
| Investments (Note 9) | 279,500 | 274,500 |
| Prepaid expenses and sundry assets (Note 10) | <u>2,719,409</u> | <u>2,854,332</u> |
| Total current assets | <u>60,572,170</u> | <u>52,234,243</u> |
| NON-CURRENT ASSETS: | | |
| Note receivable (Note 8) | 260,751 | - |
| Property, plant and equipment, net (Note 12) | 63,360,835 | 61,735,037 |
| Intangible assets (Note 13) | <u>12,655,020</u> | <u>12,655,020</u> |
| Total non-current assets | <u>76,276,606</u> | <u>74,390,057</u> |
| TOTAL ASSETS | <u>\$ 136,848,776</u> | <u>\$ 126,624,300</u> |

(Continued)

See notes to consolidated financial statements.

FOCOL HOLDINGS LIMITED

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS OF JULY 31, 2010

(Expressed in Bahamian dollars)

| | 2010 | 2009 |
|---|-----------------------|-----------------------|
| LIABILITIES AND EQUITY | | |
| CURRENT LIABILITIES: | | |
| Accounts payable and accrued liabilities (Note 15) | \$ 23,698,013 | \$ 25,634,859 |
| Dividends payable | - | 1,032,914 |
| Current portion of long-term debt (Note 16) | - | 6,213,004 |
| Total current liabilities | 23,698,013 | 32,880,777 |
| NON-CURRENT LIABILITIES: | | |
| Long-term debt (Note 16) | - | 1,004,000 |
| Total liabilities | 23,698,013 | 33,884,777 |
| EQUITY: | | |
| Share capital (Note 19) | 85,978 | 85,998 |
| Preference shares (Note 19) | 500,000 | 391,184 |
| Contributed capital (Note 19) | 56,580,996 | 45,848,206 |
| Revaluation surplus (Note 17) | 1,300,089 | 1,326,439 |
| Retained earnings | 50,775,437 | 41,261,243 |
| Equity attributable to shareholders of the Company | 109,242,500 | 88,913,070 |
| NON-CONTROLLING INTEREST (NOTE 18) | 3,908,263 | 3,826,453 |
| Total equity | 113,150,763 | 92,739,523 |
| TOTAL LIABILITIES AND EQUITY | \$ 136,848,776 | \$ 126,624,300 |

(Concluded)

See notes to consolidated financial statements.

These consolidated financial statements were approved by the Board of Directors on November 25, 2010, and are signed on its behalf by:

Director

Director

FOCOL HOLDINGS LIMITED

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

YEAR ENDED JULY 31, 2010

(Expressed in Bahamian dollars)

| | 2010 | 2009 |
|--|----------------------|----------------------|
| REVENUE (Note 29) | \$ 266,919,520 | \$ 272,870,665 |
| COST OF SALES | <u>(216,404,769)</u> | <u>(228,311,881)</u> |
| Gross profit | 50,514,751 | 44,558,784 |
| Other income | 44,569 | 90,791 |
| Marketing, administrative and general expenses (Note 20) | (28,401,666) | (26,166,075) |
| Depreciation and amortization (Note 14) | (2,725,590) | (2,453,801) |
| Finance costs | (405,347) | (689,922) |
| Unrealized gain (loss) on investments (Note 9) | <u>5,000</u> | <u>(500)</u> |
| NET AND COMPREHENSIVE INCOME | <u>\$ 19,031,717</u> | <u>\$ 15,339,277</u> |
| NET AND COMPREHENSIVE INCOME | | |
| IS ATTRIBUTABLE TO: | | |
| Shareholders of the Company | \$ 18,549,907 | \$ 15,086,157 |
| Non-controlling interest | <u>481,810</u> | <u>253,120</u> |
| NET AND COMPREHENSIVE INCOME | <u>\$ 19,031,717</u> | <u>\$ 15,339,277</u> |
| Basic earnings per share (Note 21) | <u>\$ 0.47</u> | <u>\$ 0.37</u> |
| Diluted earnings per share (Note 21) | <u>\$ 0.47</u> | <u>\$ 0.37</u> |

See notes to consolidated financial statements.

FOCOL HOLDINGS LIMITED

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY YEAR ENDED JULY 31, 2010

(Expressed in Bahamian dollars)

| | Share Capital | Preference Shares | Contributed Capital | Revaluation Surplus | Retained Earnings | Attributable to Share- holders of the Parent | Non- controlling Interest (Note 18) | Total |
|--|------------------|----------------------|------------------------|------------------------|----------------------|---|--|-----------------------|
| Balance at July 31, 2008 | \$ 86,076 | \$ 370,690 | \$ 43,982,470 | \$ 1,352,789 | \$ 34,062,097 | \$ 79,854,122 | \$ - | \$ 79,854,122 |
| Transfer from revaluation surplus (Note 17) | - | - | - | (26,350) | 26,350 | - | - | - |
| Issuance of preference shares (Note 19) | - | 20,494 | 2,028,906 | - | - | 2,049,400 | - | 2,049,400 |
| Non-controlling interest on acquisition of BTC I Tankers Limited (Note 18) | - | - | - | - | - | - | 3,573,333 | 3,573,333 |
| Common shares purchased and cancelled (Note 19) | (78) | - | (158,170) | - | - | (158,248) | - | (158,248) |
| Decrease in contributed capital | - | - | (5,000) | - | - | (5,000) | - | (5,000) |
| Comprehensive income | - | - | - | - | 15,086,157 | 15,086,157 | 253,120 | 15,339,277 |
| Common share dividends: \$0.15 per share | - | - | - | - | (5,164,570) | (5,164,570) | - | (5,164,570) |
| Preference share dividends (Note 19) | - | - | - | - | (2,748,791) | (2,748,791) | - | (2,748,791) |
| Balance at July 31, 2009 | 85,998 | 391,184 | 45,848,206 | 1,326,439 | 41,261,243 | 88,913,070 | 3,826,453 | 92,739,523 |
| Transfer from revaluation surplus (Note 17) | - | - | - | (26,350) | 26,350 | - | - | - |
| Issuance of preference shares (Note 19) | - | 108,816 | 10,772,784 | - | - | 10,881,600 | - | 10,881,600 |
| Common shares purchased and cancelled (Note 19) | (20) | - | (39,994) | - | - | (40,014) | - | (40,014) |
| Comprehensive income | - | - | - | - | 18,549,907 | 18,549,907 | 481,810 | 19,031,717 |
| Common share dividends: \$0.18 per share | - | - | - | - | (6,190,910) | (6,190,910) | (400,000) | (6,590,910) |
| Preference share dividends (Note 19) | - | - | - | - | (2,871,153) | (2,871,153) | - | (2,871,153) |
| Balance at July 31, 2010 | <u>\$ 85,978</u> | <u>\$ 500,000</u> | <u>\$ 56,580,996</u> | <u>\$ 1,300,089</u> | <u>\$ 50,775,437</u> | <u>\$ 109,242,500</u> | <u>\$ 3,908,263</u> | <u>\$ 113,150,763</u> |

See notes to consolidated financial statements.

FOCOL HOLDINGS LIMITED

CONSOLIDATED STATEMENT OF CASH FLOWS

YEAR ENDED JULY 31, 2010

(Expressed in Bahamian dollars)

| | 2010 | 2009 |
|--|--------------------|---------------------|
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Net income | \$ 19,031,717 | \$ 15,339,277 |
| Adjustments for: | | |
| Depreciation and amortization (Note 14) | 2,725,590 | 2,453,801 |
| Unrealized (gain) loss on investments (Note 9) | (5,000) | 500 |
| Gain on disposals of property, plant and equipment | (2,000) | - |
| Income from operations before working capital changes | 21,750,307 | 17,793,578 |
| (Increase) decrease in accounts receivable, net | (341,161) | 19,561,038 |
| Decrease (increase) in prepaid expenses and sundry assets | 116,522 | (718,940) |
| (Increase) decrease in inventories | (2,313,599) | 8,135,620 |
| Decrease in accounts payable and accrued liabilities | (1,936,846) | (12,682,069) |
| Net cash from operating activities | <u>17,275,223</u> | <u>32,089,227</u> |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Increase in note receivable (Note 8) | (313,316) | - |
| Proceeds from disposals of property, plant and equipment | 2,000 | - |
| Acquisition of BTCI Tankers Limited (Note 11) | - | (5,260,000) |
| Purchase of property, plant and equipment (Note 12) | (4,332,987) | (5,030,211) |
| Net cash used in investing activities | <u>(4,644,303)</u> | <u>(10,290,211)</u> |

(Continued)

See notes to consolidated financial statements.

FOCOL HOLDINGS LIMITED

CONSOLIDATED STATEMENT OF CASH FLOWS

YEAR ENDED JULY 31, 2010

(Expressed in Bahamian dollars)

| | 2010 | 2009 |
|---|---------------|---------------|
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Repayment of long-term debt (Note 16) | (7,217,004) | (6,861,206) |
| Repurchase of ordinary shares (Note 19) | (40,014) | (158,248) |
| Issuance of preference shares (Note 19) | 10,881,600 | 2,049,400 |
| Common share dividends paid | (7,623,824) | (4,131,656) |
| Preference share dividends (Note 19) | (2,871,153) | (2,748,791) |
| Decrease in contributed capital | - | (5,000) |
| Net cash used in financing activities | (6,870,395) | (11,855,501) |
| NET INCREASE IN CASH AND CASH EQUIVALENTS | 5,760,525 | 9,943,515 |
| CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR | 14,883,143 | 4,939,628 |
| CASH AND CASH EQUIVALENTS, END OF YEAR | \$ 20,643,668 | \$ 14,883,143 |
| SUPPLEMENTAL INFORMATION: | | |
| Interest paid on bank overdraft and loans | \$ 405,347 | \$ 689,922 |
| Interest received | \$ 37,509 | \$ 65,791 |
| Dividends received | \$ 12,000 | \$ 25,000 |

(Concluded)

See notes to consolidated financial statements.

FOCOL HOLDINGS LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

YEAR ENDED JULY 31, 2010

(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, 2010 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 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; and 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; O.R. Services Limited, a management service company to several service stations in New Providence; Sun Marine Limited; and Sun Oil Turks and Caicos Limited, a wholesaler of fuel and related products operating in the Turks and Caicos Islands. All of the subsidiaries are incorporated under the laws of the Commonwealth of The Bahamas. The Company 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. BTCI is incorporated in the Turks and Caicos Islands.

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, 2009. The adoptions of these standards are as follows:

IAS 1 Presentation of Financial Statements (amendments)
IAS 19 Employee Benefits (amendments)
IAS 39 Financial Instruments: Recognition and Measurement (amendment)
IFRS 7 Improving Disclosures about Financial Instruments (amendments)
IFRS 8 Operating Segments

The adoption of these Standards has resulted in increased disclosure regarding risks, financial instruments and operating segments as well as changes to the names of certain components of the 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 17 Leases (amendments)
IAS 24 Related Party Disclosures (amendment)
IAS 27 Consolidated and Separate Financial Statements (amendments)
IAS 32 Financial Instruments: Presentation (amendments)
IAS 36 Impairment of Assets (amendments)
IFRS 9 Financial Instruments: Classification and Measurement

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. 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 and call 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 BTCL are stated at their appraised values on the date the Company acquired an interest in BTCL, and depreciation of \$8,000,000 is recorded on the appraised value at the date of acquisition less the residual value of \$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 - 33⅓% |
| 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 license are tested for impairment on an annual basis. Determining whether goodwill and trademark license 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.

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. Revenue generated from transportation service is recognized as operating revenue upon commencement of a voyage. 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 and are expensed in the period incurred. Prepaid dock expenses are estimated for the year based on past experience 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 salary increases. 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.

Effective January 1, 2009 IFRS 8 - Operating Segments, which replaced IAS 14 - Segment Reporting, increased the level of disclosure required in the financial statements from basic statement of comprehensive income items to both statement of financial position and statement of comprehensive income items. The comparative amounts noted above have been re-presented in conformity with IFRS 8 - Operating Segments. The representations have no impact on the prior year's consolidated financial statements.

- v. **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 (plus close family members of such individuals);
 - 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 and 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 vessel*** - The Company reviews its vessel 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 highest of value in use 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, 2010 and 2009.
- (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 current 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 had short-term deposits with local banks, maturing within three months, totaling \$8,916,003 (2009: \$2,824,496), with interest rates of 3.25% (2009: 3.75%) per annum.

FOHIL has an overdraft facility up to \$5,000,000 with a local bank which bears interest at Bahamas Prime plus 1% or 6.5%, (2009: Bahamas Prime plus 1% or 6.5%) per annum; at July 31, 2010, the balance was Nil (2009: Nil). 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 \$1,600,000, 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 Freeport Oil Company Limited 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.

6. INVENTORIES

Inventories consist of the following:

| | 2010 | 2009 |
|---------------------|----------------------|----------------------|
| Gasoil - diesel | \$ 8,671,902 | \$ 6,660,544 |
| Gasoline - unleaded | 8,401,534 | 8,266,477 |
| Propane | 1,441,205 | 813,840 |
| Lube oil | 663,097 | 583,791 |
| Parts and tanks | 632,440 | 818,035 |
| Electronic parts | 158,435 | 29,421 |
| Kerosene | 14,928 | 26,393 |
| Other | 6,858 | 478,299 |
| | <u>\$ 19,990,399</u> | <u>\$ 17,676,800</u> |

7. ACCOUNTS RECEIVABLE, NET

Accounts receivable consists of the following:

| | 2010 | 2009 |
|---------------------------------------|----------------------|----------------------|
| Accounts receivable - trade | \$ 19,053,535 | \$ 17,336,539 |
| Other receivables | <u>289,192</u> | <u>2,044,345</u> |
| | 19,342,727 | 19,380,884 |
| Less: allowance for doubtful accounts | <u>2,456,098</u> | <u>2,835,416</u> |
| | <u>\$ 16,886,629</u> | <u>\$ 16,545,468</u> |

The movement in allowance for doubtful accounts is as follows:

| | | |
|------------------------|---------------------|---------------------|
| At beginning of year | \$ 2,835,416 | \$ 3,008,050 |
| Bad debts for the year | 1,637,700 | 309,000 |
| Write-offs | <u>(2,017,018)</u> | <u>(481,634)</u> |
| At end of year | <u>\$ 2,456,098</u> | <u>\$ 2,835,416</u> |

The ageing of receivables is as follows:

| | 2010 | 2009 |
|--------------|----------------------|----------------------|
| Current | \$ 16,114,677 | \$ 13,097,553 |
| 31 - 60 days | 278,586 | 2,319,971 |
| 61 - 90 days | 122,922 | 205,017 |
| Over 90 days | <u>2,826,542</u> | <u>3,758,343</u> |
| | <u>\$ 19,342,727</u> | <u>\$ 19,380,884</u> |

Included in accounts receivable are balances totaling \$811,962 which are past due but not considered impaired.

8. NOTE RECEIVABLE

During June 2010, a note receivable agreement was executed on behalf of a customer, in the amount of \$317,696, payable over five years, bearing interest of 7.5% with monthly installments of \$6,366. One payment was made prior to year-end.

9. INVESTMENTS

Investments are all considered Level 1 investments and are comprised of:

| | 2010 Market Value | 2009 Market Value |
|--|-------------------------|-------------------------|
| ICD Utilities Limited: | | |
| 50,000 ordinary shares at par value of B\$0.10 | | |
| (cost \$600,000) | \$ 279,500 | \$ 274,500 |

10. PREPAID EXPENSES AND SUNDRY ASSETS

Prepaid expenses include advances and other deferred expenses of \$1,293,459 (2009: \$1,153,960) to be fully amortized during the subsequent fiscal year.

Sundry assets include a contract premium of \$102,734 (2009: \$121,133) being amortized over the life of the contract, and deferred costs of \$406,243 (2009: \$694,139) on an insurance policy with a related party in-force to March 2010 (2009: March 2009).

11. MAJOR ACQUISITIONS

On December 18, 2008, Sun Oil Turks & Caicos Limited, a subsidiary of FOCOL Holdings Limited and incorporated in the Turks & Caicos Islands, entered into a corporate joint venture with Marine Tankers Services AS ("MTS"), a US corporation, in the Marine Transportation business, for the Ocean Breeze and Tropic Breeze Tankers. This agreement gives the Company 36.75% economic interest of the Ordinary Shares and 60% voting interest in BTCi.

The Company made an investment of \$5,200,000 in BTCi towards the purchase of the Ocean Breeze and Tropic Breeze tankers for \$8,833,333. The difference in the purchase price was paid for by a minority interest group. The Company also contributed US\$60,000 in working capital. The vessels were recorded based on their appraised value of \$8,000,000 at the date of acquisition, with excess in acquisition cost over fair value of \$833,333 recorded as goodwill.

12. PROPERTY, PLANT AND EQUIPMENT, NET

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

| | Land | Buildings and Improvements | Equipment | Computer, Furniture, Fixtures and Fencing | Storage Facilities | Vehicles | Liquid Petroleum Gas Plant | Vessels | Construction In-Progress | Total |
|---|---------------|----------------------------|--------------|---|--------------------|--------------|----------------------------|--------------|--------------------------|---------------|
| COST/VALUATION: | | | | | | | | | | |
| Balance at July 31, 2008 | \$ 12,369,984 | \$ 14,382,188 | \$ 4,784,306 | \$ 1,286,108 | \$ 21,111,401 | \$ 2,187,014 | \$ 726,295 | \$ - | \$ 5,411,359 | \$ 62,258,655 |
| Additions | 1,386,260 | 1,248 | 113,873 | 148,806 | 20,916 | 752,704 | - | - | 2,606,404 | 5,030,211 |
| Disposals/transfers in/out including acquisitions | - | 1 | - | - | 1,945,771 | - | - | 8,000,000 | (1,945,772) | 8,000,000 |
| Balance at July 31, 2009 | 13,756,244 | 14,383,437 | 4,898,179 | 1,434,914 | 23,078,088 | 2,939,718 | 726,295 | 8,000,000 | 6,071,991 | 75,288,866 |
| Additions | 1,534,872 | 164,820 | 149,089 | 58,894 | 10,884 | 271,301 | - | - | 2,143,127 | 4,332,987 |
| Disposals and transfers in/out | - | - | 1,967 | (1,967) | 149,682 | (20,222) | - | - | (149,682) | (20,222) |
| Balance at July 31, 2010 | \$ 15,291,116 | \$ 14,548,257 | \$ 5,049,235 | \$ 1,491,841 | \$ 23,238,654 | \$ 3,190,797 | \$ 726,295 | \$ 8,000,000 | \$ 8,065,436 | \$ 79,601,631 |
| ACCUMULATED DEPRECIATION: | | | | | | | | | | |
| Balance at July 31, 2008 | \$ - | \$ 1,906,605 | \$ 2,322,248 | \$ 833,526 | \$ 4,226,563 | \$ 1,152,429 | \$ 677,057 | \$ - | \$ - | \$ 11,118,428 |
| Depreciation | - | 361,664 | 470,768 | 149,104 | 1,038,119 | 279,638 | 7,775 | 128,333 | - | 2,435,401 |
| Disposals | - | - | - | - | - | - | - | - | - | - |
| Balance at July 31, 2009 | - | 2,268,269 | 2,793,016 | 982,630 | 5,264,682 | 1,432,067 | 684,832 | 128,333 | - | 13,553,829 |
| Depreciation | - | 363,441 | 466,061 | 157,482 | 1,124,722 | 367,708 | 7,775 | 220,000 | - | 2,707,189 |
| Disposals | - | - | - | - | - | (20,222) | - | - | - | (20,222) |
| Balance at July 31, 2010 | \$ - | \$ 2,631,710 | \$ 3,259,077 | \$ 1,140,112 | \$ 6,389,404 | \$ 1,779,553 | \$ 692,607 | \$ 348,333 | \$ - | \$ 16,240,796 |
| CARRYING VALUE: | | | | | | | | | | |
| As at July 31, 2010 | \$ 15,291,116 | \$ 11,916,547 | \$ 1,790,158 | \$ 351,729 | \$ 16,849,250 | \$ 1,411,244 | \$ 33,688 | \$ 7,651,667 | \$ 8,065,436 | \$ 63,360,835 |
| As at July 31, 2009 | \$ 13,756,244 | \$ 12,115,168 | \$ 2,105,163 | \$ 452,284 | \$ 17,813,406 | \$ 1,507,651 | \$ 41,463 | \$ 7,871,667 | \$ 6,071,991 | \$ 61,735,037 |

13. INTANGIBLE ASSETS

Intangible assets consist of the following:

| | 2010 | 2009 |
|--|----------------------|----------------------|
| 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, BTCI Tankers | 833,333 | 833,333 |
| Goodwill, Grand Bahama Terminals Limited | 647,754 | 647,754 |
| Total intangible assets | <u>\$ 12,655,020</u> | <u>\$ 12,655,020</u> |

Goodwill, net

Management has tested all goodwill for impairment and determined that there was no impairment to the carrying value of goodwill during 2010.

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 of US\$0.02 per American gallon sold from authorized sites. The agreement provides the Company a non-exclusive license to continue use of Shell brand visual manifestations at authorized sites.

FOHIL entered into a trademark license agreement (TMLA) with SOHL expiring January 15, 2011, but states "The Parties may at any time extend the License Expiry Date beyond 2011..." subject to the balance of terms in the agreement with which the Company remains compliant. 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:

| | 2010 | 2009 |
|--|---------------------|---------------------|
| Depreciation of property, plant and equipment (Note 12) | \$ 2,707,189 | \$ 2,435,401 |
| Amortization of deferred contract premium (Note 10) | <u>18,401</u> | <u>18,400</u> |
| | <u>\$ 2,725,590</u> | <u>\$ 2,453,801</u> |

15. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

| | 2010 | 2009 |
|--------------------------------------|----------------------|----------------------|
| Shell Western Supply & Trading Ltd. | \$ 7,555,131 | \$ 4,852,170 |
| TransMontaigne Product Services Inc. | 7,089,890 | 7,784,512 |
| Other trade payables | 5,244,510 | 7,848,805 |
| Bahamas Public Treasury | 1,955,510 | 1,616,267 |
| Accrued liabilities | <u>1,852,972</u> | <u>3,533,105</u> |
| | <u>\$ 23,698,013</u> | <u>\$ 25,634,859</u> |

16. LONG-TERM DEBT

| | 2010 | 2009 |
|--|-------------|---------------------|
| Bank loan of \$10,000,000, at 7%, repayable in equal monthly installments of \$133,333, (2009: \$133,333), interest paid separately | \$ - | \$ 2,600,000 |
| Non-convertible bond with Colina Insurance Ltd. of \$3,000,000, fixed interest rate of 8% callable by issuer with 90 days notice after the first year, issued August 11, 2006, interest due quarterly, with a maturity date of August 10, 2016 | - | 3,000,000 |
| Note payable of \$1,617,004, repayable on May 11, 2009, interest free | <u>-</u> | <u>1,617,004</u> |
| | - | 7,217,004 |
| Less: current portion | <u>-</u> | <u>6,213,004</u> |
| | <u>\$ -</u> | <u>\$ 1,004,000</u> |

All long-term debt was satisfied in full during the year.

17. REVALUATION SURPLUS

The fixed assets of Freeport Oil Company Limited 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:

| | 2010 | 2009 |
|--|---------------------|---------------------|
| Balance at beginning of year | \$ 3,826,453 | \$ - |
| Non-controlling interest arising on acquisition of BTCI Tankers Limited | - | 3,573,333 |
| Non-controlling interest in net income | 481,810 | 253,120 |
| Non-controlling interest in common share dividends | <u>(400,000)</u> | <u>-</u> |
| Balance at end of year | <u>\$ 3,908,263</u> | <u>\$ 3,826,453</u> |

19. SHARE CAPITAL

| | 2010 | 2009 |
|--|-------------------|-------------------|
| <u>Common Shares</u> | | |
| <i>Authorized:</i> | | |
| 160,000,000 shares of \$.0025 each (2009: 160,000,000 of \$.0025) | \$ <u>400,000</u> | \$ <u>400,000</u> |
| <i>Issued and fully paid:</i> | | |
| 34,391,347 shares of \$.0025 each (2009: 34,399,147 of \$.0025) | \$ <u>85,978</u> | \$ <u>85,998</u> |

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

| | 2010 | 2009 |
|--|-------------------|-------------------|
| Balance at beginning of year | 34,399,147 | 34,430,468 |
| Common shares purchased and cancelled during the year | <u>(7,800)</u> | <u>(31,321)</u> |
| Balance at end of year | <u>34,391,347</u> | <u>34,399,147</u> |

On October 26, 2005, it was resolved by the Company's Directors to increase the Company's authorized capital from \$100,000 to \$1,000,000 by the creation of an additional 30,000,000 ordinary shares of \$0.01 each, and 60,000,000 preference shares of \$0.01 each. It was further resolved that the Company's capital of \$1,000,000 be divided into 40,000,000 ordinary shares of \$0.01 each and 60,000,000 preference shares of \$0.01 each, such preference shares to be issued with the sanction of a Resolution of the Directors in such classes and on such terms and in such manner as the Directors before the issue of the shares may determine. On August 10, 2007 the Directors agreed to a four for one stock split on the ordinary shares; consequently the authorized ordinary share capital now consists of 160,000,000 shares of \$.0025 each.

On August 25, 2009, the Company repurchased 7,800 of its outstanding ordinary shares at \$5.13 each for a total consideration of \$40,014. On December 9, 2009, it was further resolved that the Company cancel the shares at the discretion of the Board of Directors effective December 9, 2009.

(Continued)

| | 2010 | 2009 |
|---------------------------------|-------------------|-------------------|
| <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>10,000,000</u> | <u>10,000,000</u> |
| | <u>60,000,000</u> | <u>60,000,000</u> |
| 60,000,000 shares of \$.01 each | <u>\$ 600,000</u> | <u>\$ 600,000</u> |
| <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 | 14,118,400 |
| Class C shares of \$.01 each | <u>10,000,000</u> | <u>-</u> |
| | <u>50,000,000</u> | <u>39,118,400</u> |
| 50,000,000 shares of \$.01 each | | |
| (2009: 39,118,400 shares) | <u>\$ 500,000</u> | <u>\$ 391,184</u> |

The movement of issued preference shares during the year is as follows:

| | 2010 | 2009 |
|------------------------------|-------------------|-------------------|
| Balance at beginning of year | 39,118,400 | 37,069,000 |
| Issued and fully paid | <u>10,881,600</u> | <u>2,049,400</u> |
| Balance at end of year | <u>50,000,000</u> | <u>39,118,400</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 dividends at the annual rate of The Bahamas Prime Lending Rate plus 1.75% (effective rate of 7.25% per annum) 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. Unpaid dividends are cumulative from the date of the last dividend payment or from the date of issuance, whichever is later. Dividends declared are made payable to shareholders of record as at April 15, June 30, October 15 and December 31 in each year within 10 business days of the record date or such other period as stipulated by the Directors from time to time.

(Continued)

- 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.
- 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 ordinary shares and (2) subordinate to any debentures, debt obligations, or vendor claims against the Company may enter into.
- e) **No equity ownership or voting rights** - Holders of preference shares will not have an equity ownership or voting rights.

Contributed capital

Total contributed capital is comprised of:

| | 2010 | 2009 |
|-------------------|-----------------------------|-----------------------------|
| Common shares | \$ 7,080,996 | \$ 7,120,990 |
| Preference shares | <u>49,500,000</u> | <u>38,727,216</u> |
| | <u><u>\$ 56,580,996</u></u> | <u><u>\$ 45,848,206</u></u> |

(Concluded)

20. MARKETING, ADMINISTRATIVE AND GENERAL EXPENSES

Marketing, administrative and general expenses are comprised of:

| | 2010 | 2009 |
|------------------------------|----------------------|----------------------|
| Salaries and benefits | \$ 10,187,344 | \$ 8,845,512 |
| Shipping and delivery | 3,486,102 | 4,370,600 |
| Insurance | 2,820,114 | 2,725,710 |
| Repairs and maintenance | 2,802,744 | 2,771,422 |
| Bad debts | 1,637,700 | 309,000 |
| Professional fees | 1,171,415 | 931,040 |
| License registrations | 1,153,712 | 1,181,452 |
| Rent | 943,878 | 933,565 |
| Utilities | 823,140 | 843,392 |
| Customer service | 726,692 | 624,855 |
| Fuel inspection | 531,507 | 866,929 |
| Miscellaneous | 504,062 | 236,194 |
| Fee paid to affiliates | 360,000 | 360,143 |
| Advertising | 348,656 | 318,247 |
| Communications | 244,971 | 193,096 |
| Travel expenses | 199,304 | 215,498 |
| Consulting fees | 150,000 | 150,000 |
| Office expenses | 116,780 | 96,076 |
| Donations | 90,490 | 88,107 |
| Non executive directors fees | 90,400 | 86,400 |
| Bank charges | 12,655 | 18,837 |
| | <u>\$ 28,401,666</u> | <u>\$ 26,166,075</u> |

21. EARNINGS PER ORDINARY SHARE

The calculation of basic earnings per share at July 31, 2010 was based on profit attributable to ordinary shareholders of \$16,160,564 (2009: \$12,590,486) and weighted average number of ordinary shares outstanding during the year ended July 31, 2010 of 34,399,147 (2009: 34,430,211), calculated as follows:

| | 2010 | 2009 |
|--|----------------------|----------------------|
| Net comprehensive income attributable | | |
| less preference share dividends | <u>\$ 16,160,564</u> | <u>\$ 12,590,486</u> |
| Issued, ordinary shares, beginning of year (Note 19) | 34,399,147 | 34,430,468 |
| Less shares repurchased and cancelled | <u>(7,287)</u> | <u>(257)</u> |
| Issued shares at end of year | <u>34,391,860</u> | <u>34,430,211</u> |
| Basic earnings per share | <u>\$ 0.47</u> | <u>\$ 0.37</u> |
| | 2010 | 2009 |
| Issued, ordinary shares, beginning of year (Note 19) | 34,399,147 | 34,430,468 |
| Less shares repurchased and cancelled | <u>(7,800)</u> | <u>(31,321)</u> |
| Issued shares at end of year | <u>34,391,347</u> | <u>34,399,147</u> |
| Diluted earnings per share | <u>\$ 0.47</u> | <u>\$ 0.37</u> |

The shares repurchased are applied on a time-weighted basis in determining Basic earnings per share. The shares repurchased are applied as if they are effective for the entire period in determining Diluted 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 was \$241,407 (2009: \$265,951).

23. RELATED PARTY TRANSACTIONS

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.

Related party transactions were as follows:

| | 2010 | 2009 |
|--|--------------|--------------|
| <i>Related party transactions:</i> | | |
| Insurance claim | \$ - | \$ 1,075,343 |
| Directors' fees | \$ 90,400 | \$ 86,400 |
| Insurance premiums | \$ 2,707,587 | \$ 2,922,694 |
| Legal fees | \$ 221,163 | \$ 171,517 |
| <i>Compensation of key management personnel:</i> | | |
| Salaries and short-term benefits | \$ 1,639,933 | \$ 1,665,559 |
| Consulting fees | 150,000 | 150,000 |
| | \$ 1,789,933 | \$ 1,815,559 |

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 term deposits and long term debt. 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 unused 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 2009.

e) 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 the 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

FOCOL entered into a strategic business alliance with Transmontaigne Products Services Inc. ("TPSI"), a major U.S. supplier of petroleum products, on June 11, 1996. Per the sales agreement, FOCOL is committed to purchase a minimum of 12.5 million United States gallons of gasoline and 17.5 million United States gallons of diesel per calendar year. The business alliance initially covered the period from June 11, 1996 to December 31, 2001. The agreement was amended to extend to the period covered to December 31, 2009. The agreement was renewed on January 1, 2010 through December 31, 2012. Thereafter, the agreement shall renew automatically for each successive year, unless terminated thereafter by either party upon giving not less than six months written notice of cancellation.

In acquiring Shell Bahamas Limited on January 16, 2006, FOHIL entered into various agreements with SOHL to continue offering Shell branded products in the local market. Among others, a fuel supply agreement was executed and commits FOHIL to purchase minimum quantities in American gallons ("AG") for a one year period as follows: 350,000 AG of 91 octane index motor gasoline; 300,000 AG of gasoil; 450,000 AG of light diesel oil; and 138,000 AG of commercial propane. The fuel supply agreement terminates on the last day of the calendar month in which the fifth anniversary of the Effective Date occurs (January 31, 2011).

FOHIL also entered into a trademark license agreement ("TMLA") expiring January 15, 2011. 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 approximately US\$0.02 per American gallon sold from authorized sites.

26. LEASE AGREEMENTS

Company as Lessor

Operating leases relate to the rental of shop spaces owned by Grand Sun. These units are leased by Grand Sun and are reviewed on an annual basis. The lessees do not have the option to purchase these properties at the expiration of the lease period.

Grand Sun had approximately 7 (2009: 10) operating lease agreements with its tenants at year-end.

The minimum lease rental revenue over the next five years in effect at July 31, 2010, expressed in Bahamian Dollars, is as follows:

| | |
|------|---------|
| 2011 | 114,600 |
| 2012 | 117,600 |
| 2013 | 117,600 |
| 2014 | 117,600 |
| 2015 | 117,600 |

Grand Sun also has an operating lease agreement with Royal Bank of Canada to install and operate a cash dispenser automated banking machine in the East Mall and Sunrise stations. During the period of installation and operation, Grand Sun, as per the agreement, receives \$.10 per transaction per month. Total income during the year was \$9,468 (\$2009: \$10,984).

Company as Lessee

GAL has an existing lease agreement with RAR Investments for property and building in Lewis Yard from May 1, 2004 to April 30, 2024. The lease agreement is reviewed at the end of every 5 years and is renegotiable on its 20th anniversary. During the year, lease payments totaled \$27,500 (2009: \$26,000).

GB Terminals has an existing lease agreement with GABAXAGAW Company Limited for property in Lewis Yard which commenced June 10, 2002. The lease agreement is reviewed every 3 years, and lease payments are adjusted based on the cost of living index. During the year, lease payments totaled \$34,094 (2009: \$26,909).

Minimum lease amounts expressed in Bahamian Dollars are as follows:

| | |
|------|--------|
| 2011 | 49,000 |
| 2012 | 50,000 |
| 2013 | 51,000 |
| 2014 | 52,000 |
| 2015 | 53,000 |

27. CONTINGENT LIABILITIES

The Company is contingently liable for custom bonds totaling \$1,180,000 (2009: \$1,180,000) and has standby letters of credit of \$23,250,000 (2009: \$18,250,000).

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.

The Company inherited several legal matters from Shell Bahamas Limited as defendant and plaintiff. Management is of the opinion these claims are without merit and accordingly, no provision has been made in these consolidated financial statements for any loss in connection therewith.

29. SEGMENT REPORTING

The Company's primary format for segment reporting is 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 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, 2010

STATEMENT OF COMPREHENSIVE INCOME

| | Retail | Wholesale | Eliminations | Consolidated |
|--------------------------------|---------------------|----------------------|---------------------|----------------------|
| REVENUE: | | | | |
| External sales | \$ 49,530,950 | \$ 217,388,570 | \$ - | \$ 266,919,520 |
| Intersegment sales | - | 40,430,690 | (40,430,690) | - |
| | <u>49,530,950</u> | <u>257,819,260</u> | <u>(40,430,690)</u> | <u>266,919,520</u> |
| RESULT: | | | | |
| Segment result | 2,108,981 | 17,653,403 | - | 19,762,384 |
| Unallocated operating expenses | - | - | - | (550,697) |
| Income from operations | 2,108,981 | 17,653,403 | - | 19,211,687 |
| Interest income | - | 37,509 | - | 37,509 |
| Other expense | - | - | - | - |
| Unallocated other income | - | - | - | 12,000 |
| Unallocated other expenses | - | - | - | (229,479) |
| NET AND COMPREHENSIVE INCOME | <u>\$ 2,108,981</u> | <u>\$ 17,690,912</u> | <u>\$ -</u> | <u>\$ 19,031,717</u> |

STATEMENT OF FINANCIAL POSITION

| | | | | |
|-----------------------------------|----------------------|-----------------------|-------------|-----------------------|
| ASSETS: | | | | |
| Segment assets | \$ 27,765,591 | \$ 109,083,185 | \$ - | \$ 136,848,776 |
| Unallocated corporate assets | - | - | - | - |
| TOTAL ASSETS | <u>\$ 27,765,591</u> | <u>\$ 109,083,185</u> | <u>\$ -</u> | <u>\$ 136,848,776</u> |
| LIABILITIES: | | | | |
| Segment liabilities | \$ 1,847,148 | \$ 21,850,865 | \$ - | \$ 23,698,013 |
| Unallocated corporate liabilities | - | - | - | - |
| TOTAL LIABILITIES | <u>\$ 1,847,148</u> | <u>\$ 21,850,865</u> | <u>\$ -</u> | <u>\$ 23,698,013</u> |
| OTHER INFORMATION | | | | |
| ASSETS: | | | | |
| Capital additions | <u>\$ 1,626,435</u> | <u>\$ 2,706,552</u> | <u>\$ -</u> | <u>\$ 4,332,987</u> |

(Continued)

SEGMENT REPORTING, YEAR ENDED JULY 31, 2009**STATEMENT OF COMPREHENSIVE INCOME**

| | Retail | Wholesale | Eliminations | Consolidated |
|--------------------------------|--------------------|----------------------|---------------------|----------------------|
| REVENUE: | | | | |
| External sales | \$ 43,333,685 | \$ 229,536,980 | \$ - | \$ 272,870,665 |
| Intersegment sales | - | 37,231,167 | (37,231,167) | - |
| | <u>43,333,685</u> | <u>266,768,147</u> | <u>(37,231,167)</u> | <u>272,870,665</u> |
| RESULT: | | | | |
| Segment result | (90,682) | 16,024,742 | - | 15,934,060 |
| Unallocated operating expenses | - | - | - | (463,870) |
| Income from operations | (90,682) | 16,024,742 | - | 15,470,190 |
| Interest income | - | 65,791 | - | 65,791 |
| Other expense | - | - | - | - |
| Unallocated other income | - | - | - | 25,000 |
| Unallocated other expenses | - | - | - | (221,704) |
| NET AND COMPREHENSIVE INCOME | <u>\$ (90,682)</u> | <u>\$ 16,090,533</u> | <u>\$ -</u> | <u>\$ 15,339,277</u> |

STATEMENT OF FINANCIAL POSITION

| | | | | |
|-----------------------------------|----------------------|-----------------------|-------------|-----------------------|
| ASSETS: | | | | |
| Segment assets | \$ 15,448,828 | \$ 111,175,472 | \$ - | \$ 126,624,300 |
| Unallocated corporate assets | - | - | - | - |
| TOTAL ASSETS | <u>\$ 15,448,828</u> | <u>\$ 111,175,472</u> | <u>\$ -</u> | <u>\$ 126,624,300</u> |
| LIABILITIES: | | | | |
| Segment liabilities | \$ 3,341,859 | \$ 30,542,918 | \$ - | \$ 33,884,777 |
| Unallocated corporate liabilities | - | - | - | - |
| TOTAL LIABILITIES | <u>\$ 3,341,859</u> | <u>\$ 30,542,918</u> | <u>\$ -</u> | <u>\$ 33,884,777</u> |

OTHER INFORMATION

| | | | | |
|-------------------|------------------|----------------------|-------------|----------------------|
| ASSETS: | | | | |
| Capital additions | <u>\$ 66,575</u> | <u>\$ 12,963,636</u> | <u>\$ -</u> | <u>\$ 13,030,211</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 debts.

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

(Concluded)

30. SUBSEQUENT EVENT

On October 18, 2010, the Board of Directors unanimously declared extraordinary dividends of \$0.07 per share to ordinary shareholders of record as of October 29, 2010.

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