

To: Secretary of State for Transport
% Planning Inspectorate,
National Infrastructure Planning

Date: 9 November 2021

Our Ref: SoS/R/005

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For the attention of the Manston Airport Case Team

1. This submission is in response to the SoSFT's letter of 21 October 2021 and specifically paragraphs 4 and 9.
2. We submit our comment to the First Round of Consultation herewith as a formal consultation response to the Second Round of Consultation.
3. Our comment is in response to the independent aviation assessor's draft report ("**Independent Aviation Report**").
4. We note that the independent aviation's assessor's Conclusions on the Need Case for Development at Chapter 6 of the Independent Aviation Report and respectfully highlight Para 9.7 of the Final ExA Recommendation Report specifically that:

"9.7. COMPELLING CASE IN THE PUBLIC INTEREST

9.7.1. S122(3)(1) of the PA2008 states that: "An order granting development consent may include provision authorising the compulsory acquisition of land only if the Secretary of State is satisfied that [...] there is a compelling case in the public interest for the land to be acquired compulsorily."

"9.7.2. Paragraph 13 of the Department for Communities and Local Government's (DCLG) Guidance related to procedures for the CA of land¹⁵⁴ (the 2013 Guidance) states that:

"For this condition to be met, the Secretary of State will need to be persuaded that there is compelling evidence that the public benefits that would be derived

from the compulsory acquisition will outweigh the private loss that would be suffered by those whose land is to be acquired. Parliament has always taken the view that land should only be taken compulsorily where there is clear evidence that the public benefit will outweigh the private loss."

"9.7.6. As stated above, there are 211 plots in all listed in the BoR. SHP had a Category 1 interest in 44 of these plots. All of those 44 plots are subject to other Category 1 or Category 2 interests, with all but four of these plots having other Category 1 interests. In addition, there are 102 plots in which SHP had a Category 2 interest with other APs having a Category 1 interest. **There are 65 plots in which SHP had no interests**" (bold added for emphasis).

"9.7.7. There is, therefore, **still the need to consider whether there is a compelling case in the public interest for the land comprising these plots or the rights to be acquired compulsorily**" (bold added for emphasis).

"9.7.16. In considering the evidence as a whole in this report, the ExA concludes that the overall need for the Proposed Development is only partially established and the **ExA has not found such a level of need that would meet the criteria of there being a compelling case in the public interest for the land to be acquired compulsorily; and that, therefore, 9.7.17. the ExA is not satisfied that there is a compelling case in the public interest for the land and rights over land to be acquired compulsorily and does not recommend that the requests for CA be granted**" (bold added for emphasis).

"9.7.18. In coming to this conclusion, the ExA has considered whether this conclusion would render the Proposed Development unimplementable should the SoS conclude that the Order should be made".

"9.7.22. For these reasons, the ExA concludes that the lack of a compelling case in the public interest for the land to be acquired compulsorily does not, in itself, render the Proposed Development unimplementable".

"9.7.23. **Given the overall recommendation by the ExA that it is not satisfied that there is a compelling case in the public interest for the land and rights over land to be acquired compulsorily, the ExA is not recommending that the requests for CA of land and / or rights over land be granted**" (bold added for emphasis).

“9.7.24. However, in order to aid decision making by the SoS should the SoS take a different view on the sufficient need for the development, the ExA has considered the position in relation to funding and to individual plots and APs as if the ExA had come an alternate view and concluded that there is sufficient need for the development”.

“9.7.25. Nevertheless, this overall recommendation must be borne in mind and remains valid when considering the ExA’s conclusions and recommendations in respect of particular categories of land and individual APs and plots”.

5. The Application was made by Riveroak Strategic Partners Limited:

a. **RIVEROAK STRATEGIC PARTNERS LIMITED** Company number 10269461, the most recent filings with Companies House show:

- i. The termination of the investment director, Niall Lawlor on the 27 September 2021. Niall Lawlor’s occupation was listed as “Investments”¹.
- ii. Unaudited Financial Statements made up to 31 July 2020 filed on 08 June 2021 recorded a loss².
- iii. Subsidiary undertakings of: Riveroak MSE Limited, Riveroak Operations Limited, Riveroak AI Limited, Riveroak Fuels Limited recorded losses³.
- iv. Unaudited Financial Statements made up to 31 July 2020 filed on 08 June 2021 state the ultimate controlling party is HLX Nominees Limited, a company incorporated in the British Virgin Islands which owns 80% of the issued share capital⁴.
- v. The shareholders of HLX Nominees Limited are anonymous. There is no requirement in BVI for filing annual returns or public disclosure of directors, shareholders, charges, loans, or agreements. The information on beneficial owners and shareholders is kept confidential at the Registered Agent and is

¹ Available online at:

(accessed on 9 November 2021)

² *Ibid*

³ *Ibid*

⁴ *Ibid*

not in the public domain⁵.

b. **RIVEROAK MSE LIMITED** Company number 11720590 the most recent filings with Companies House show:

- i. The termination of the investment director, Niall Lawlor on the 27 September 2021. Niall Lawlor's occupation was listed as "Investments"⁶.
- ii. Unaudited Financial Statements made up to 31 December 2020 filed on 22 June 2021 recorded a loss⁷.
- iii. Unaudited Financial Statements made up to 31 December 2020 filed on 22 June 2021 state that the company's parent undertaking is Riveroak Strategic Partners Limited who own 100% of the issued shared capital. The ultimate controlling party is HLX Nominees Limited, a company incorporated in Panama⁸.
- iv. The shareholders of HLX Nominees Limited are anonymous.
- v. It is not clear whether HLX Nominees Limited is incorporated in Panama (as stated in this filing) or is incorporated in the British Virgin Islands (filed with Riveroak Strategic Partners Limited).

c. **RIVEROAK OPERATIONS LIMITED** Company number 10311804 the most recent filings with Companies House show:

- i. The termination of the investment director, Niall Lawlor on the 27 September 2021. Niall Lawlor's occupation was listed as "Investments"⁹.
- ii. Unaudited Financial Statements made up to 31 August 2020 filed on 08 June 2021 recorded a loss¹⁰.
- iii. Unaudited Financial Statements made up to 31 August 2020 filed on 08 June 2021 state that the company's parent undertaking is Riveroak Strategic Partners Limited who own 100% of the issued

⁵ [REDACTED] (accessed 9 November 2021)

⁶ Available online at: [REDACTED]
(accessed on 9 November 2021)

⁷ *Ibid*

⁸ *Ibid*

⁹ Available online at: [REDACTED]
(accessed on 9 November 2021)

¹⁰ *Ibid*

shared capital. The ultimate controlling party is HLX Nominees Limited, a company incorporated in Panama¹¹.

- iv. The shareholders of HLX Nominees Limited are anonymous. Information about shareholders and beneficial owners is not filed with the Public Registry Office and not available to the public¹².
- v. It is not clear whether HLX Nominees Limited is incorporated in Panama (as stated in this filing) or is incorporated in the British Virgin Islands (filed with Riveroak Strategic Partners Limited).

d. **RIVEROAK MANSTON LIMITED** Company number 10286975 the most recent filings with Companies House show:

- i. The termination of the investment director, Niall Lawlor on the 27 September 2021. Niall Lawlor's occupation was listed as "Investments"¹³.
- ii. Accounts for a dormant company made up to 31 July 2020 filed on 22 June 2021 recorded a loss¹⁴.

e. **RIVEROAK INVESTMENTS (UK) LIMITED** Company number 11959684 the most recent filings with Companies House show:

- i. Accounts for a dormant company made up to 30 April 2020 filed on 05 March 2021 recorded capital and reserves of £1k¹⁵.

f. **RIVEROAK FUELS LIMITED** Company number 11535715 the most recent filings with Companies House show:

- i. The termination of the investment director, Niall Lawlor on the 27 September 2021. Niall Lawlor's occupation was listed as "Investments"¹⁶.
- ii. Unaudited Financial Statements made up to 31 August 2020 filed

¹¹ *Ibid*

¹² [REDACTED]

¹³ Available online at: [REDACTED]
(accessed on 9 November 2021)

¹⁴ *Ibid*

¹⁵ Available online at: [REDACTED]
(accessed on 9 November 2021)

¹⁶ Available online at: [REDACTED]
(accessed on 9 November 2021)

on 22 June 2021 recorded a loss¹⁷.

- iii. Unaudited Financial Statements for the year made up to 31 August 2020 filed on 22 June 2021 state that the company's parent undertaking is Riveroak Strategic Partners Limited who own 100% of the issued shared capital. The ultimate controlling party is HLX Nominees Limited, a company incorporated in Panama¹⁸.
- iv. The shareholders of HLX Nominees Limited are anonymous.
- v. It is not clear whether HLX Nominees Limited is incorporated in Panama (as stated in this filing) or is incorporated in the British Virgin Islands (filed with Riveroak Strategic Partners Limited).

g. **RIVEROAK AI LIMITED** Company number 10269458 the most recent filings with Companies House show:

- i. The termination of the investment director, Niall Lawlor on the 27 September 2021. Niall Lawlor's occupation was listed as "Investments"¹⁹.
- ii. Unaudited Financial Statements made up to 31 July 2020 filed on 22 June 2021 recorded a loss²⁰.
- iii. Unaudited Financial Statements made up to 31 July 2020 filed on 22 June 2021 state that the company's parent undertaking is Riveroak Strategic Partners Limited who own 100% of the issued shared capital. The ultimate controlling party is Riveroak Investments (UK) Limited, a 90% shareholder in the parent undertaking²¹. This does not marry with information filed by Riveroak Strategic Partners Limited with Companies House of the most recent Confirmation Statement with updates²².

¹⁷ *Ibid*

¹⁸ *Ibid*

¹⁹ Available online at:

[REDACTED]
(accessed on 9 November 2021)

²⁰ *Ibid*

²¹ *Ibid*

²² Available online at:

[REDACTED]
[REDACTED] on 9 November 2021)

h. **FREUDMANN TIPPLE INTERNATIONAL LIMITED** Company number 05429140 the most recent filings with Companies House show:

i. Unaudited Financial Statements made up to 31 March 2020 filed on 26 January 2021 record a Related party transaction"

Related party transaction:

"During the year, the company held funds in trust for Riveroak Operations Limited, a company of which Mr A Fredumann is a director. At the balance sheet date, the company held £155,789 (2019: £146,294)"²³.

6. **Conclusion:**

We respectfully request that in light of the independent aviation's assessor's Conclusions on the Need Case for Development at Chapter 6 of the Independent Aviation Report the Secretary of State for Transport supports the ExA recommendation that the requests for CA of land and / or rights over land **not** be granted.

Further, the position as to funding and to individual plots and APs has significantly changed since the conclusion of the examination. It appears that there are debts, circular loans within the company structure and a large number of companies - 7 - set up without a clear purpose or transparency as to the identity of the ultimate beneficial owners. The Applicant appears to be using a company with a shared director, Freudmann Tipple International Limited, as the holder of Company funds on trust with some limited cash flow ring-fenced from the debts of the parent and subsidiary companies all carrying debt.

²³ Available online at:

(accessed on 9 November 2021)