

COMPANY REGISTRATION NUMBER 00540403

**TDG (UK) Limited**  
**Report and financial statements**  
**31 December 2012**

THURSDAY



A03 \*A263N51F\* 11/04/2013 #369  
COMPANIES HOUSE

# **TDG (UK) Limited**

## **Officers and professional advisers**

### **The board of directors**

Mr H Montjotin  
Mr P Bataillard  
Mr D Lynch  
Mr M Bridges  
Mr M Wilson  
Mr G de La Rochebrochard  
Ms L Navid Lane

### **Company secretary**

Ms L Navid Lane

### **Registered office**

Norbert Dentressangle House  
Lodge Way  
Northampton  
NN5 7SL

### **Auditor**

Grant Thornton UK LLP  
Grant Thornton House  
Melton Street  
Euston Square  
London  
NW1 2EP

# TDG (UK) Limited

## The directors' report

### Year ended 31 December 2012

The directors present their report and the financial statements of the company for the year ended 31 December 2012

#### Principal activities and business review

The principal activity of the company is acting as a trading agent on behalf of Norbert Dentressangle Logistics Limited, Norbert Dentressangle Transport Services Limited, Norbert Dentressangle Maintenance UK Limited, Norbert Dentressangle Holdings Limited, Norbert Dentressangle Tankers Limited and Norbert Dentressangle Overseas UK Limited

On 27 February 2012, a dividend in specie was received from Warminster Motor Company Limited of £442k (2011 £nil). The investment held in Warminster Motor Company Limited was impaired to bring the value of the investment down to the net asset value of Warminster Motor Company Limited

Warminster Motor Company Limited was subsequently liquidated via a members voluntary liquidation and a distribution of £15k in specie was received representing the value of the investment in full

On 8 June 2012, the company paid a dividend in specie of £220m (2011 £nil) to TDG Limited

On 1 October 2012, the company disposed of its Dagenham tank farm operation, together with certain related assets and liabilities, to Stolthaven Dagenham Limited for £20.2m, realising a profit on disposal of £6.6m. Further details are given in note 31

#### Key performance indicators

	2012	2011	% Change
Turnover (£'000)	6,489	377,620	(98)
Profit after tax (£'000)	11,042	153,968	(93)
Average number of employees	-	3,649	(100)
Shareholders' funds (£'000)	153,989	363,657	(58)

From 28 March 2011, TDG (UK) Limited became part of the Norbert Dentressangle Group and the directors of Norbert Dentressangle SA manage its operations at a Group level. The company's key financial and other performance indicators are shown above. Following the transfer of the majority of its trading activities in October 2011, the key performance indicators for turnover, profit after tax, and average number of employees show significant reductions in 2012 compared to 2011. The decrease in shareholders' funds is explained in the shareholders' funds note 29, but the most significant items are the profits from the sale of the businesses noted above in the business review and the distribution of £220m to TDG Limited in the year.

#### Principal risks and uncertainties

The management of the business and the execution of the company strategy are subject to the following risks

##### Liquidity risk

Credit risk on bank balances and short-term deposits is limited as they are held with authorised banks with credit ratings approved by Norbert Dentressangle SA

##### Pension commitments

The company is exposed to market volatility in respect of the defined benefit pension scheme. Further details of the fund position and actuarial assumptions used are given in note 21

##### Interest rate risk

The company has inter-company receivables which are based on floating interest rates and therefore expose the company to interest rate movements. The board of directors has assessed the risk and does not regard the exposure as significant

# TDG (UK) Limited

## The directors' report *(continued)*

### Year ended 31 December 2012

#### Future developments

The company will continue to trade as an agent to other group companies

#### Going concern

These financial statements have been prepared on a going concern basis. The company's business activities, together with the factors likely to affect its future development and position, are set out in the Business Review section above.

The company has inter-company debtor balances with Norbert Dentressangle Logistics Limited, Norbert Dentressangle Transport Services Limited and Norbert Dentressangle Holdings Limited of £81.6m (2011: £81.6m), £51.0m (2011: £51.0m) and £13.0m (2011: £nil) respectively which are repayable on demand, although the directors have given instructions that they have no intention to call on repayment of these loans within 12 months of the balance sheet date.

The directors, having assessed the responses of the directors of the company's ultimate parent company Norbert Dentressangle SA to their enquiries, have no reason to believe that a material uncertainty exists that may cast significant doubt about the ability of the Norbert Dentressangle Group to continue as a going concern or its ability to continue with the current banking arrangements.

On the basis of their assessment of the company's financial position and of the enquiries made of the directors of Norbert Dentressangle SA, the company's directors have a reasonable expectation that the company will be able to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

The ultimate parent of the company has confirmed that it shall assist in meeting liabilities as and when they fall due to the extent that funds are not otherwise available to meet these liabilities. The ultimate parent company has agreed to provide the financial support outlined above for a period of at least 12 months from the date of signing of the accounts for the year ended 31 December 2012.

The ultimate parent has provided similar assurances to the directors of TDG Limited, Norbert Dentressangle Logistics Limited and Norbert Dentressangle Transport Services Limited, which the directors of this company have placed reliance on in assessing the recoverability of amounts due from these entities.

#### Results and dividends

The profit for the year, after taxation, amounted to £11,042,000. Particulars of dividends paid are detailed in note 13 to the financial statements.

#### Directors

The directors who served the company during the year were as follows:

Mr H Montjotin  
Mr P Bataillard  
Mr D Lynch  
Mr M Bridges  
Mr M Wilson  
Mr G de La Rochebrochard  
Ms L Navid Lane  
Mr F Bertreau

(Resigned 12 November 2012)

# TDG (UK) Limited

## The directors' report *(continued)*

### Year ended 31 December 2012

#### Directors' responsibilities

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In so far as the directors are aware

- there is no relevant audit information of which the company's auditor is unaware, and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

#### Post balance sheet event

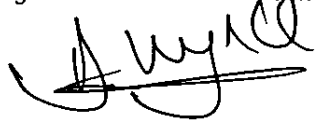
On 31 January 2013, the company sold its remaining leasehold property to Norbert Dentressangle Limited for proceeds of £5,272k, realising a profit on disposal of £806k.

On 31 January 2013, the company proposed and paid an interim dividend to TDG Limited of £8.5m.

#### Auditor

Grant Thornton UK LLP, having expressed their willingness to continue in office, will be deemed reappointed for the next financial year in accordance with section 487 (2) of the Companies Act 2006 unless the Company receives notice under section 488 (1) of the Companies Act 2006.

Signed on behalf of the directors

  
Director D. P. Lynch

Approved by the directors on 27 March 2013

Company Registration Number 00540403

## **Independent auditor's report to the members of TDG (UK) Limited**

We have audited the financial statements of TDG (UK) Limited for the year ended 31 December 2012 which comprise the Profit and Loss Account, Statement of Total Recognised Gains and Losses, Balance Sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

### **Respective responsibilities of directors and auditor**

As explained more fully in the Directors' Responsibilities Statement set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

### **Scope of the audit of the financial statements**

A description of the scope of an audit of financial statements is provided on the APB's website at [www.frc.org.uk/apb/scope/private.cfm](http://www.frc.org.uk/apb/scope/private.cfm).

### **Opinion on financial statements**

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2012 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### **Opinion on other matters prescribed by the Companies Act 2006**

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

### **Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit.



Mark Cardiff (Senior Statutory Auditor)  
For and on behalf of Grant Thornton UK LLP,  
Statutory Auditor, Chartered Accountants  
London

*2013* 2013

# TDG (UK) Limited

## Profit and loss account

Year ended 31 December 2012

		Continuing operations	Discontinued operations	2012	2011
	Note	£000	£000	Total £000	Total £000
Turnover	2	—	6,489	6,489	377,620
Cost of sales		—	(3,343)	(3,343)	(199,961)
<b>Gross profit</b>		—	3,146	3,146	177,659
Net operating expenses	3	(731)	(1,042)	(1,773)	(179,998)
<b>Operating profit/(loss)</b>	4	(731)	2,104	1,373	(2,339)
Profit on disposal of discontinued operations			6	6,635	141,743
(Loss)/profit on sale of fixed assets			7	(2)	8,974
				<b>8,006</b>	148,378
Dividend received from subsidiary undertaking			8	442	—
Interest receivable and similar income			9	4,784	7,998
Impairment of investment in subsidiary undertaking			10	(442)	—
Interest payable and similar charges			11	—	(1,334)
<b>Profit on ordinary activities before taxation</b>				<b>12,790</b>	155,042
Tax on profit on ordinary activities			12	(1,748)	(1,074)
<b>Profit for the financial year</b>				<b>11,042</b>	153,968

The notes on pages 9 to 25 form part of these financial statements

## **TDG (UK) Limited**

### **Statement of total recognised gains and losses**

**Year ended 31 December 2012**

	<b>2012 £000</b>	<b>2011 £000</b>
Profit for the financial year attributable to the shareholder	<b>11,042</b>	153,968
Actuarial loss in respect of defined benefit pension scheme	<b>(710)</b>	(631)
Total gains and losses recognised since the last annual report	<b><u>10,332</u></b>	<b><u>153,337</u></b>

### **Note of historical cost profits and losses**

	<b>2012 £000</b>	<b>2011 £000</b>
Reported profit on ordinary activities before taxation	<b>12,790</b>	155,042
Difference between historical cost depreciation charge and the actual charge calculated on the revalued amount	<b>486</b>	(44)
Realised profit on revalued properties	<b>408</b>	517
Historical cost profit on ordinary activities before taxation	<b><u>13,684</u></b>	<b><u>155,515</u></b>
Historical cost profit for the year after taxation	<b><u>11,936</u></b>	<b><u>154,441</u></b>

**The notes on pages 9 to 25 form part of these financial statements**



# TDG (UK) Limited

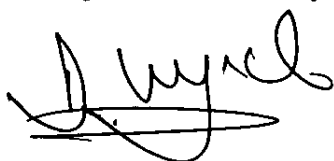
## Balance sheet

31 December 2012

	Note	£000	2012 £000	£000	2011 £000
<b>Fixed assets</b>					
Tangible assets	14		4,466		16,963
Investments	15		1		460
			<u>4,467</u>		<u>17,423</u>
<b>Current assets</b>					
Stocks	16	-		103	
Debtors due within one year	17	5,022		219,308	
Debtors due after one year	17	145,600		132,600	
Cash at bank		58		869	
		<u>150,680</u>		<u>352,880</u>	
<b>Creditors: Amounts falling due within one year</b>	19	(1,158)		(6,646)	
<b>Net current assets</b>			<u>149,522</u>		<u>346,234</u>
<b>Total assets less current liabilities</b>			<u>153,989</u>		<u>363,657</u>
<b>Capital and reserves</b>					
Called-up equity share capital	24		101,100		101,100
Share premium account	25		19,900		19,900
Revaluation reserve	26		1,681		2,576
Capital redemption reserve	27		4,153		4,153
Profit and loss account	28		27,155		235,928
<b>Shareholder's funds</b>	29		<u>153,989</u>		<u>363,657</u>

These financial statements were approved by the directors and authorised for issue on and are signed on their behalf by

27 March 2013,



Director

D. P. Lynch

Company registration number 00540403

The notes on pages 9 to 25 form part of these financial statements.

# **TDG (UK) Limited**

## **Notes to the financial statements**

### **Year ended 31 December 2012**

#### **1. Accounting policies**

##### **Basis of preparation**

The financial statements have been prepared on the going concern basis, under the historical cost convention, modified to include the revaluation of certain fixed assets and in accordance with the Companies Act 2006 and applicable United Kingdom accounting standards

The principal accounting policies are summarised below. They have all been applied consistently throughout the year.

##### **Going concern**

The company relies on the continued financial support from Norbert Dentressangle SA, the ultimate parent company, to enable it to continue operating and meeting its liabilities as they fall due. The directors believe it is appropriate to prepare the accounts on a going concern basis as they have received confirmation that continuing finance will be made available from the ultimate parent company.

##### **Changes in accounting policies**

The company has adopted no new accounting standards in these financial statements. In accordance with FRS18 the directors have continued to review the accounting policies being applied by the company. There have been no changes to accounting policies during the year.

##### **Consolidated accounts**

The company is exempt under Section 400 of the Companies Act 2006, from the obligation to prepare consolidated financial statements. As such, these financial statements present information about the company as an individual undertaking and not about its Group.

##### **Cash flow statement**

The directors have taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) from including a cash flow statement in the financial statements on the grounds that the company is wholly owned and its ultimate parent, Norbert Dentressangle SA, publishes a consolidated cash flow statement.

##### **Related parties transactions**

As the company is a wholly owned subsidiary of Norbert Dentressangle SA, the company has taken advantage of the exemption contained in FRS8 and has therefore not disclosed transactions or balances with entities which are wholly owned by the Group.

##### **Turnover**

Turnover is measured at the fair value of consideration receivable (net of any rebates and discounts) and excludes sales taxes and customs duties. Turnover is recognised to the extent that it is probable that the economic benefits will flow to the company and revenue can be reliably measured. In practice this means that revenue is generally recognised when the service is rendered.

##### **Goodwill**

Goodwill, being the difference between the fair value of attributable net tangible assets at the date of acquisition and the cost of shares or assets acquired, is capitalised and amortised over a period not exceeding 20 years.

Prior to 1 January 1998, acquisition goodwill was taken to reserves in the year of acquisition.

##### **Amortisation**

Amortisation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Goodwill - over a period not exceeding 20 years

# TDG (UK) Limited

## Notes to the financial statements

### Year ended 31 December 2012

#### 1 Accounting policies (*continued*)

##### **Fixed assets**

As permitted by the transitional provisions of FRS15 "Tangible Fixed Assets", the Company has elected not to adopt a policy of revaluation of tangible fixed assets. The carrying value of land and buildings has been retained but the valuations will not be updated.

The carrying value of tangible fixed assets, previously revalued, are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

##### **Depreciation**

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Freehold Property	-	20 to 50 years
Leasehold Property	-	Amortised over remaining life of lease
Motor Vehicles	-	4 to 6 years
Equipment	-	3 to 20 years

An amount equal to the excess of the annual depreciation charge on revalued assets over the notional historical cost depreciation charge on those assets is transferred annually from the revaluation reserve to the profit and loss reserve.

##### **Stocks**

Stocks are stated at the lower of cost and net realisable value. Provision is made for obsolete and slow-moving items.

##### **Operating lease agreements**

Where assets are financed by leasing arrangements that give rights approximating to ownership (finance leases), the assets are treated as if they had been purchased outright. The amount capitalised is the present value of minimum lease payments payable during the lease term. The corresponding leasing commitments are shown as obligations to the lessor.

Lease payments are treated as consisting of capital and interest elements, and the interest is charged to the profit and loss account in proportion to the remaining balance outstanding.

Rentals payable under operating leases are charged to the profit and loss account on a straight line basis over the lease term.

##### **Pension costs**

The company operates a number of defined benefit and defined contribution pension schemes for its former employees. The assets of the schemes are held separately from those of the company.

In 2010 the company was unable to identify its share of the underlying assets and liabilities in the scheme on a consistent and reasonable basis. Therefore in accordance with FRS17, the company adopted the multi-employer exemption resulting in a defined contribution treatment for the Group scheme and recognition of the contributions payable each year through the profit and loss account. On 7 December 2011, TDG Limited, the company's immediate parent, ceased to be a participating employer and the company renamed as the sponsoring employer and sole participating employer. As a result of this, the company was solely responsible for all of the assets and liabilities of the scheme. In accordance with FRS17 and the accounting policies detailed below, with effect from 7 December 2011, the company ceased to apply multi-employer exemption.

# TDG (UK) Limited

## Notes to the financial statements

### Year ended 31 December 2012

#### 1 Accounting policies (*continued*)

With effect from 7 December 2011, current service cost, past service cost and gains and losses on settlements and curtailments are charged to the profit and loss account. Past service costs are recognised over the vesting period or immediately if the benefits have vested. When a settlement (eliminating all obligations for benefits already accrued) or a curtailment (reducing future obligations as a result of a material reduction in the scheme membership or a reduction in future entitlement) occurs, the obligation and related plan assets are re-measured using current actuarial assumptions and the resultant gain or loss is recognised in the profit and loss account during the period in which the settlement or curtailment occurs.

The interest cost and the expected return on assets are shown as a net amount in the profit and loss account as other finance costs or income. Actuarial gains and losses are recognised immediately in the statement of total recognised gains and losses.

Pension scheme assets are valued at fair value at the balance sheet date. Fair value is based on market price information and in the case of quoted securities is the published bid price. Pension scheme liabilities are measured on an actuarial basis using the projected unit method and are discounted to their present value using a rate equivalent to the current rate of return on a high quality corporate bond of equivalent currency and term to the scheme liabilities. In accordance with FRS 17 a surplus can only be recognised if the company is expected to generate a future economic benefit for itself through either reduced contributions to support the liability expected to arise from future service or an agreed refund of surplus.

When the business was restructured on 1 October 2011, the scheme was closed to future accrual and the scheme ceased to accept further contributions.

#### Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Deferred tax is recognised in respect of all timing differences that have originated but have not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or receive more, tax. Deferred tax assets are only recognised to the extent that they are expected to be realised in the foreseeable future. Deferred tax balances are not discounted.

#### Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences are taken into account in arriving at the operating profit.

#### 2. Turnover

The turnover and profit before tax are attributable to the one principal activity of the company, being the provision of logistics management services, warehousing, freight forwarding and road transport.

A geographical analysis of turnover is given below:

	2012	2011
	£000	£000
United Kingdom	<u>6,489</u>	<u>377,620</u>

# TDG (UK) Limited

## Notes to the financial statements

### Year ended 31 December 2012

#### 3 Analysis of cost of sales and net operating expenses

	Continuing operations £000	Discontinued operations £000	Total £000
<b>Year ended 31 December 2012</b>			
Cost of sales	-	3,343	3,343
Administrative expenses	(731)	(1,042)	(1,773)
Net operating expenses	(731)	(1,042)	1,773
<b>Year ended 31 December 2011</b>			
Turnover	8,088	369,532	377,620
Cost of sales	(282)	(199,679)	(199,961)
Gross profit	7,806	169,853	177,659
Administrative expenses	(4,788)	(175,210)	(179,998)
Net operating expenses	(4,788)	(175,210)	(179,998)
Operating profit/(loss)	3,018	(5,357)	(2,339)

#### 4. Operating profit/(loss)

Operating profit/(loss) is stated after charging/(crediting)

	2012 £000	2011 £000
Amortisation of government grants	-	(1)
Amortisation of intangible assets	-	1,399
Depreciation of owned fixed assets	760	5,054
Impairment of owned fixed assets	-	1,781
Loss on disposal of fixed assets	-	86
Auditor's remuneration		
- as auditor	9	-
Operating lease costs		
- Plant and equipment	40	4,585
- Other	3	12,956
Net (profit)/loss on foreign currency translation	(7)	570

In 2011, audit fees of £60k were borne by TDG Limited

# TDG (UK) Limited

## Notes to the financial statements

### Year ended 31 December 2012

#### 5 Particulars of employees

The average number of staff employed by the company during the financial year amounted to

	2012	2011
	No	No
Number of administrative and production staff	—	3,649

The aggregate payroll costs of the above were

	2012	2011
	£000	£000
Wages and salaries	—	105,531
Social security costs	—	9,683
Other pension costs	—	4,009
	—	119,223

Other pension costs are amounts charged to operating profit and do not include amounts credited to finance income (see note 9) and amounts recognised in the statement of recognised gains and losses

Other pension costs were

	2012	2011
	£000	£000
Pension contributions - money purchase scheme	—	1,749
Pension contributions - defined benefit scheme	—	2,260
	—	4,009

In 2010, the Company was unable to identify its share of the underlying assets and liabilities of the TDG Pension Scheme on a consistent and reasonable basis and, as permitted under FRS17, the company adopted the defined contribution treatment for the Group scheme and recognised the contributions payable each year through the profit and loss account

On 7 December 2011, TDG Limited, the company's immediate parent, ceased to be a participating employer and as a result of this the company was able to identify its share of the assets and liabilities of the scheme, this being 100% of the assets and liabilities of the scheme. Until 7 December 2011, the company continued to recognise the contributions payable each year through the profit and loss account. Contributions paid after 7 December 2011, have effectively been recognised in the statement of total recognised gains and losses as an actuarial loss. Further details of the TDG Pension Scheme are given in note 21 to the accounts. Included within defined benefit contribution payments is a receipt from TDG Limited, £2,829k, for its contribution to the scheme.

Included within wages and salaries is £nil (2011 £3,067k) paid in relation to redundancy costs

The directors of the company did not receive any emoluments for their services to the company as these services were incidental to their group responsibilities

# TDG (UK) Limited

## Notes to the financial statements

### Year ended 31 December 2012

#### 6. Profit on disposal of discontinued operations

	2012 £000	2011 £000
Disposal of discontinued operations		
Profit on sale of business	<u>6,635</u>	<u>141,743</u>

On 1 October 2012, the company sold the trade and assets of its Dagenham tank farm operations for proceeds of £20.2m to Stolthaven Dagenham Limited, realising a profit on disposal of £6.6m. Further details are given in note 31.

On 30 September 2011, the logistics, transport and freight forwarding activities of the company, were sold to Norbert Dentressangle Logistics Limited, Norbert Dentressangle Transport Services Limited, Norbert Dentressangle Tankers Limited, Norbert Dentressangle Maintenance UK Limited and Norbert Dentressangle Overseas UK Limited (formerly Brisk Airfreight Limited) for proceeds of £165,797k, representing the deemed market value of the business, realising a profit on disposal of £141,743k. Further details are given in note 31.

#### 7 (Loss)/profit on sale of fixed assets

	2012 £000	2011 £000
(Loss)/profit on sale of fixed assets	<u>(2)</u>	<u>8,974</u>

On 30 September 2011, the Company sold its investment in Norbert Dentressangle Overseas UK Limited (formerly Brisk Airfreight Limited) to Norbert Dentressangle Overseas SA for £13m, representing the market value of the business, realising a profit on disposal of £8,974k.

#### 8 Dividend received from subsidiary undertaking

	2012 £000	2011 £000
Dividend received from subsidiary undertaking	<u>442</u>	<u>–</u>

On 27 February 2012, a dividend in specie was received from Warminster Motor Company Limited of £442k (2011: £nil). The investment held in Warminster Motor Company Limited was impaired by the same value to bring the value of the investment down to the net asset value of Warminster Motor Company Limited.

#### 9 Interest receivable and similar income

	2012 £000	2011 £000
Interest from group undertakings	4,684	7,833
Other similar income receivable	–	165
Net finance income in respect of defined benefit pension schemes	100	–
	<u>4,784</u>	<u>7,998</u>

#### 10. Impairment of investment in subsidiary undertaking

	2012 £000	2011 £000
Impairment of investment in subsidiary undertaking	<u>442</u>	<u>–</u>

On 27 February 2012, a dividend in specie was received from Warminster Motor Company Limited of £442k (2011: £nil). The investment held in Warminster Motor Company Limited was impaired by the same value to bring the value of the investment down to the net asset value of Warminster Motor Company Limited.

# TDG (UK) Limited

## Notes to the financial statements

### Year ended 31 December 2012

#### 11. Interest payable and similar charges

	2012 £000	2011 £000
Interest payable on bank borrowing	-	486
Unwinding of discount on liability for insurance claims	-	277
Other similar charges	-	571
	<u>-</u>	<u>1,334</u>

#### 12 Taxation on ordinary activities

##### (a) Analysis of charge in the year

	2012 £000	2011 £000
<b>Current tax</b>		
In respect of the year		
UK Corporation tax based on the results for the year at 24 50% (2011 - 26 50%)	836	1,192
Over provision in prior year	89	(316)
Total current tax	<u>925</u>	<u>876</u>
<b>Deferred tax:</b>		
Origination and reversal of timing differences	(599)	333
Adjustment in respect of previous years		
Deferred tax	<u>1,422</u>	<u>(135)</u>
Total deferred tax (note 18)	<u>823</u>	<u>198</u>
Tax on profit on ordinary activities	<u>1,748</u>	<u>1,074</u>

##### (b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 24 50% (2011 - 26 50%)

	2012 £000	2011 £000
Profit on ordinary activities before taxation	<u>12,790</u>	<u>155,042</u>
Profit on ordinary activities by rate of tax	3,134	41,086
Permanent timing differences	117	(176)
Capital allowances in period in excess of depreciation (2011 Depreciation for period in excess of capital allowances)	(450)	991
Origination/reversal of other timing differences	-	(385)
Fixed asset impairments not tax deductible	112	533
Adjustments to tax charge in respect of previous periods	89	(316)
Loss/(profit) on sale of investments not taxable	1	(2,378)
Other finance income (2011 group pension credit) not taxable and cash contributions tax deductible	(174)	(917)
Dividend income from subsidiary undertakings not taxable	(112)	-
Profit on sale of business not taxable	<u>(1,792)</u>	<u>(37,562)</u>
Total current tax (note 12(a))	<u>925</u>	<u>876</u>



# TDG (UK) Limited

## Notes to the financial statements

### Year ended 31 December 2012

#### 13. Dividends

##### Equity dividends

	2012 £000	2011 £000
Interim dividend in specie - 0.544p per share	<u>220,000</u>	<u>-</u>

On 8 June 2012, the company distributed £220m current account balance to TDG Limited

On 31 January 2013, the company proposed and paid an interim cash dividend to TDG Limited of £8.5m

#### 14. Tangible fixed assets

	Freehold Property £000	Leasehold Property £000	Equipment £000	Total £000
<b>Cost or valuation</b>				
At 1 January 2012	4,258	6,006	13,767	24,031
Additions	-	-	1,067	1,067
Disposals	(4,258)	-	(14,834)	(19,092)
<b>At 31 December 2012</b>	<u>-</u>	<u>6,006</u>	<u>-</u>	<u>6,006</u>
<b>Depreciation</b>				
At 1 January 2012	138	1,427	5,503	7,068
Charge for the year	18	113	629	760
On disposals	(156)	-	(6,132)	(6,288)
<b>At 31 December 2012</b>	<u>-</u>	<u>1,540</u>	<u>-</u>	<u>1,540</u>
<b>Net book value</b>				
<b>At 31 December 2012</b>	<u>-</u>	<u>4,466</u>	<u>-</u>	<u>4,466</u>
At 31 December 2011	4,120	4,579	8,264	16,963

On 1 October 2012, the company sold the trade and assets of its Dagenham tank farm operations to Stolthaven Dagenham Limited. Included within the sale were freehold property and equipment with net book value of £4,102k and £8,702k respectively. Further details of the disposal are given in note 31.

On 31 January 2013, the company sold its remaining leasehold property to Norbert Dentressangle Logistics Limited for proceeds of £5,272k, realising a profit on disposal of £806k.

No security over the remaining leasehold property exists at the year end.

Leasehold property at 31 December 2012 comprise

	Cost or valuation £000	Accumulated depreciation £000	Book value £000
Long leasehold	<u>6,006</u>	<u>(1,540)</u>	<u>4,466</u>

##### Capital commitments

	2012 £000	2011 £000
Contracted but not provided for in the financial statements	<u>-</u>	<u>382</u>

# TDG (UK) Limited

## Notes to the financial statements

Year ended 31 December 2012

### 15. Investments

	Investment in subsidiary undertakings £000
<b>Cost</b>	
At 1 January 2012	460
Disposals and distributions received on liquidation of subsidiary undertakings	(17)
Distribution received in specie from subsidiary undertaking	(442)
At 31 December 2012	<u>1</u>
<b>Net book value</b>	
At 31 December 2012	<u>1</u>
At 31 December 2011	<u>460</u>

On 27 February 2012, a dividend in specie was received from Warminster Motor Company Limited of £442k (2011 £nil). The investment held in Warminster Motor Company Limited was impaired to bring the value of the investment down to the net asset value of Warminster Motor Company Limited.

Warminster Motor Company Limited was subsequently liquidated via a members voluntary liquidation and a distribution of £15k in specie was received representing the value of the investment in full.

During the year, the company wrote-off an unknown difference held within investments of £2k.

At the year end, the investments in subsidiary undertakings represent 100% investment in the following companies registered in England & Wales along with their principal activity:

TDG Property Holdings Limited (Dormant)  
TDG Dagenham Limited (Dormant)

### 16 Stocks

	2012 £000	2011 £000
Consumables	<u>—</u>	<u>103</u>

### 17 Debtors

	2012 £000	2011 £000
Trade debtors	167	1,418
Amounts owed by group undertakings	150,236	347,565
Other debtors	219	1,002
Prepayments and accrued income	—	1,100
Deferred taxation (note 18)	—	823
	<u>150,622</u>	<u>351,908</u>

# TDG (UK) Limited

## Notes to the financial statements

### Year ended 31 December 2012

#### 17. Debtors (continued)

The debtors above include the following amounts falling due after more than one year

	2012 £000	2011 £000
Amounts owed by group undertakings	<u>145,600</u>	<u>132,600</u>

The company has formal loan agreements with the following group undertakings

- A loan of £81.6m (2011 £81.6m) with Norbert Dentressangle Logistics Limited, bearing interest at 12 month LIBOR plus 1.0%
- A loan of £51.0m (2011 £51.0) with Norbert Dentressangle Transport Limited, bearing interest at 12 month LIBOR plus 1.0%
- A loan of £13.0m (2011 £nil) with Norbert Dentressangle Holdings Limited, bearing interest at 12 month LIBOR plus 1.0%

All loans are strictly payable within one year but will only become payable in the event of the company's liquidation and therefore the directors have indicated to the borrowing entities that the loan will not be called within the next 12 months

The company has a current account balance with Norbert Dentressangle Holdings Limited of £3.9m (2011 £nil), bearing interest at LIBOR plus 0.85%

The company has a current account balance with TDG Limited of £nil (2011 £215.0m), following the distribution on 8 June 2012 of £220m to TDG Limited

The amounts due by group undertakings over 1 year is secured to the TDG Pension Scheme, a defined benefit scheme

Other debtors include £219k (2011 £752k) in relation to other taxes and social security

#### 18. Deferred taxation

The deferred tax included in the Balance sheet is as follows

	2012 £000	2011 £000
Included in debtors (note 17)	<u>-</u>	<u>823</u>

The movement in the deferred taxation account during the year was

	2012 £000	2011 £000
Balance brought forward	823	3,425
Transferred on disposal of business	-	(2,404)
Profit and loss account movement arising during the year	<u>(823)</u>	<u>(198)</u>
Balance carried forward	<u>-</u>	<u>823</u>

The balance of the deferred taxation account consists of the tax effect of timing differences in respect of

	2012 £000	2011 £000
Excess of depreciation over taxation allowances	<u>-</u>	<u>823</u>
	<u>-</u>	<u>823</u>

There are no unprovided amounts relating to the tax effect of other timing differences at 31 December 2012 (2011 £nil)

# TDG (UK) Limited

## Notes to the financial statements

### Year ended 31 December 2012

#### 19 Creditors: Amounts falling due within one year

	2012	2011
	£000	£000
Trade creditors	12	217
Amounts owed to group undertakings	-	3,907
Corporation tax - group relief payable	836	1,192
Other creditors	-	18
Accruals and deferred income	310	1,312
	<u>1,158</u>	<u>6,646</u>

The corporation tax payable in 2012 and 2011 is all in relation to group relief

#### 20. Government grants

	2012	2011
	£000	£000
Received and receivable		
At 1 January	-	208
Fully amortised	-	(208)
At 31 December	<u>-</u>	<u>-</u>
	2012	2011
	£000	£000
Amortisation		
At 1 January	-	207
Grants fully amortised	-	(208)
Credit to profit and loss account	-	1
At 31 December	<u>-</u>	<u>-</u>

#### 21. Pensions and other post-retirement benefits

The TDG Pension Scheme is a mixed defined benefit and defined contribution scheme. On 30 September 2011, the defined benefit scheme was closed to new members. On 31 May 2008, the defined contribution scheme was closed to new members.

The last full actuarial valuation for the defined benefit scheme, on which the FRS 17 figures have been based, was dated 31 December 2009 and updated to 31 December 2012 by an independent qualified actuary.

The amounts recognised in the profit and loss account included in operating profit are as follows:

	2012	2011
	£000	£000
Current service cost	100	1,100
Amounts included in other finance cost/(income)		
Expected return on pension scheme assets (restricted to the sum of interest cost and current service cost)	(17,300)	(19,900)
Interest on pension scheme liabilities	17,200	18,800
Net profit and loss charge/(income)	<u>-</u>	<u>-</u>

# TDG (UK) Limited

## Notes to the financial statements

### Year ended 31 December 2012

#### 21. Pensions and other post-retirement benefits *(continued)*

The amounts recognised in the balance sheet at the year end are as follows

	2012 £000	2011 £000
Present value of funded obligations	(374,500)	(363,600)
Fair value of scheme assets	377,800	377,000
Surplus	3,300	13,400
Unrecognisable surplus	(3,300)	(13,400)
	<u>-</u>	<u>-</u>

The company was, until 7 December 2011, unable to identify its share of the underlying assets and liabilities of the TDG Pension Scheme on a consistent and reasonable basis and as permitted under FRS 17 the company adopted the defined contribution treatment for the Group scheme. On 7 December 2011, TDG Limited, the company's immediate parent, ceased to be a participating employer and the company renamed as the sponsoring employer and sole participating employer. As a result of this the company was solely responsible for all of the assets and liabilities of the scheme, in accordance with FRS 17 with effect from 7 December 2011.

On 7 December 2011, the surplus in the scheme, as valued by an independent qualified actuary, was £21.1m. In accordance with FRS 17 a surplus can only be recognised if the company is expected to generate a future economic benefit for itself through either reduced contributions to support the liability expected to arise from future service or an agreed refund of surplus. At the 7 December 2011, neither of these conditions existed and so the surplus of £21.1m was not recognised in the balance sheet on this date. At 31 December 2012, the surplus in the scheme is £3.3m (2011: £13.4m), however for the same reasons stated above this too has not been recognised in the balance sheet.

Until 7 December 2011, the company continued to recognise the contributions payable each year through the profit and loss account. Contributions paid after 7 December 2011, have effectively been recognised in the statement of total recognised gains and losses as an actuarial loss.

The movements in the scheme surplus in the year (2011: since 7 December 2011 to 31 December 2011) were

	2012 £000	2011 £000
Opening scheme surplus 1 January 2012 (7 December 2011)	13,400	21,100
Contributions	610	631
Expected return on scheme assets (restricted to the sum of interest cost and current service cost)	17,300	1,200
Interest on scheme liabilities	(17,200)	(1,200)
Actuarial loss	(10,710)	(8,331)
Current service cost	(100)	-
Closing scheme surplus 31 December 2012	<u>3,300</u>	<u>13,400</u>

# TDG (UK) Limited

## Notes to the financial statements

### Year ended 31 December 2012

#### 21. Pensions and other post-retirement benefits *(continued)*

The following information provides further details on the pension scheme

The base mortality tables adopted as at 31 December 2012 are the S1NA series, with long term improvements of 1.0% per annum for males and females. These are based on those adopted for the actuarial valuation at 31 December 2009.

Based on the above mortality table assumptions, the expected future lifetime of a participant in the TDG Pension Scheme who is aged 65 and the expected future lifetime of a participant who will be age 65 in 15 years time is as follows

	2012	2011
Age 65 male (years)	<u>21.8</u>	<u>21.8</u>
Age 65 female (years)	<u>24.1</u>	<u>24.0</u>
Age 65 in 15 years time male (years)	<u>23.2</u>	<u>22.9</u>
Age 65 in 15 years time female (years)	<u>25.6</u>	<u>25.2</u>

The estimated employer defined benefit contributions for the year ending 31 December 2012 are £0.7m (2011 £0.6m)

Changes in the present value of the defined benefit obligation scheme are as follows

	2012 £000	2011 £000
Opening defined benefit obligation	363,600	339,800
Current service cost	100	1,100
Contributions by scheme participants	-	900
Interest on scheme liabilities	17,200	18,800
Benefits paid	(16,500)	(16,900)
Actuarial loss	10,100	19,900
Closing defined benefit obligation	<u>374,500</u>	<u>363,600</u>

Changes in the fair value of scheme assets are as follows

	2012 £000	2011 £000
Opening fair value of scheme assets	377,000	356,800
Expected return on assets	17,300	19,900
Company contributions	610	5,700
Contributions by scheme participants	-	900
Benefits paid	(16,500)	(16,900)
Actuarial (loss)/gain	(610)	10,600
Closing fair value of scheme assets	<u>377,800</u>	<u>377,000</u>

The actual return on assets in the period was £16.8m (2011 £30.5m)

# TDG (UK) Limited

## Notes to the financial statements

### Year ended 31 December 2012

#### 21. Pensions and other post-retirement benefits *(continued)*

The fair value of the major categories of scheme assets are as follows

	2012 £000	2011 £000
Equities	73,800	113,100
Bonds	133,700	177,190
Risk Parity	31,400	—
Dynamic Asset Allocation	30,400	—
Property	19,200	—
Hedge funds	48,500	—
Credit	38,700	—
Other including cash	2,100	86,710
Fair value of scheme assets	<u>377,800</u>	<u>377,000</u>

The principal actuarial assumptions as at the balance sheet date were

	2012 %	2011 %
Discount rate	4.40	4.85
Inflation - RPI	2.80	3.00
Inflation - CPI	1.90	2.10
Rate of increase of pensions in payment - pre 1997	2.20	2.40
Rate of increase of pensions in payment - post 1997 to pre April 2005	2.70	2.90
Rate of increase of pensions in payment - post	1.90	2.20

Amounts for the current and previous four periods are as follows

	2012 £000	2011 £000	2010 £000	2009 £000	2008 £000
Defined benefit obligation	(374,500)	(363,600)	(339,800)	(291,100)	(283,800)
Fair value of scheme assets	<u>377,800</u>	<u>377,000</u>	<u>356,800</u>	<u>334,600</u>	<u>293,800</u>
Surplus in the scheme	<u>3,300</u>	<u>13,400</u>	<u>17,000</u>	<u>43,500</u>	<u>10,000</u>
Experience adjustments on scheme liabilities	3,200	(9,000)	(43,100)	(19,800)	—
Experience adjustments on scheme liabilities (%)	1	2	12	6	—
Experience adjustments on scheme assets	(500)	7,500	9,900	(30,700)	(85,300)
Experience adjustments on scheme assets (%)	—	2	3	9	29

# TDG (UK) Limited

## Notes to the financial statements

### Year ended 31 December 2012

#### 22. Commitments under operating leases

At 31 December 2012 the company had annual commitments under non-cancellable operating leases as set out below

	Land and buildings £000	2012 Other Items £000	Land and buildings £000	2011 Other Items £000
Operating leases which expire				
Within 1 year	-	-	464	844
Within 2 to 5 years	-	-	1,753	2,778
After more than 5 years	-	-	7,883	34
	<u>-</u>	<u>-</u>	<u>10,100</u>	<u>3,656</u>

#### 23. Contingent liabilities

There are no other contingent liabilities at 31 December 2012 or 31 December 2011

#### 24. Share capital

Allotted, called up and fully paid:

	2012 No £000	2011 No £000
404,400,000 Ordinary shares of £0 25 each	<u>404,400,000</u> <u>101,100</u>	<u>404,400,000</u> <u>101,100</u>

#### Movement in share capital

	2012 £000	2011 £000
At 1st January	101,100	101,091
Correction of share capital 34,560 shares at £0 25 each	-	9
At 31 December	<u>101,100</u>	<u>101,100</u>

In 2009 and 2010, the company incorrectly disclosed the issued share capital as being split between Ordinary Shares and Ordinary B Shares, along with the incorrect disclosure of the repurchase of own Ordinary B Shares by its immediate parent company of 19,436 shares and 15,124 shares respectively. In 2011, the issued share capital has been corrected to 404,400,000 Ordinary Shares at £0 25 each

#### 25. Share premium account

There was no movement on the share premium account during the financial year

#### 26. Revaluation reserve

	2012 £000	2011 £000
Balance brought forward	2,576	3,048
Transfer to the profit and loss account on realisation	(895)	(472)
Balance carried forward	<u>1,681</u>	<u>2,576</u>

#### 27. Capital redemption reserve

	2012 £000	2011 £000
Capital redemption reserve	<u>4,153</u>	<u>4,153</u>



# TDG (UK) Limited

## Notes to the financial statements

### Year ended 31 December 2012

#### 28. Profit and loss account

	2012	2011
	£000	£000
Balance brought forward	235,928	82,119
Profit for the financial year	11,042	153,968
Equity dividends	(220,000)	—
Actuanal loss in respect of defined benefit pensions scheme	(710)	(631)
Transfer from revaluation reserve	895	472
Balance carried forward	<u>27,155</u>	<u>235,928</u>

#### 29 Reconciliation of movements in shareholder's funds

	£000	2012	£000	2011
		£000		£000
Profit for the financial year		11,042		153,968
Purchase of own ordinary shares	—		9	
Equity dividends	(220,000)		—	
		(220,000)		9
Transfer from revaluation reserve		895		472
Actuanal loss in respect of defined benefit pension scheme		(710)		(631)
Transfer to profit and loss account		(895)		(472)
Net (reduction)/addition to shareholder's funds		(209,668)		153,346
Opening shareholder's funds		363,657		210,311
Closing shareholder's funds		<u>153,989</u>		<u>363,657</u>

On 8 June 2012, the company distributed the current account balance of £220m (2011 £nil) to TDG Limited

#### 30. Post balance sheet events

On 31 January 2013, the company sold its remaining leasehold property to Norbert Dentressangle Limited for proceeds of £5,272k, realising a profit on disposal of £806k

On 31 January 2013, the company proposed and paid an interim dividend to TDG Limited of £8.5m

#### 31 Disposal of business

On 1 October 2012, the company disposed of its Dagenham tank farm operation, together with certain related assets and liabilities, to Stolthaven Dagenham Limited for £20.2m, realising a profit on disposal of £6.6m

	£000
Land & buildings	4,102
Equipment	8,702
Stock	83
	<u>12,887</u>
Consideration	(20,200)
Legal fees	678
Gain on disposal	<u>(6,635)</u>

# TDG (UK) Limited

## Notes to the financial statements

### Year ended 31 December 2012

On 1 October 2011, the company disposed of its logistics business activities together with certain related assets and liabilities to Norbert Dentressangle Logistics Limited (NDL), its transport services activities together with certain related assets and liabilities to Norbert Dentressangle Transport Services Limited (NDTS), its bulk transport activities together with certain related assets and liabilities to Norbert Dentressangle Tankers Limited (NDT), its international freight forwarding activities together with certain related assets and liabilities to Norbert Dentressangle Overseas UK Limited (NDO) and, its vehicle maintenance and fuel supply activities together with certain related assets and liabilities to Norbert Dentressangle Maintenance UK Limited (NDM). Corporate activities of the company were transferred to Norbert Dentressangle Holdings Limited on the same day. Employees of the company were transferred under TUPE on the same date.

The assets of the company were sold at net book value, which the directors deemed to equate to market value, with the exception of the property assets which were estimated by an internal property expert, at market value.

	NDL £'000	NDTS £'000	NDT £'000	NDM £'000	NDO £'000	NDH £'000	Total £'000
Fixed assets	38,980	1,636	2,699	211	64	-	43,590
Current assets	39,526	34,106	10,922	153	1,580	1,747	88,034
Current liabilities	(54,750)	(26,063)	(32,595)	(714)	(7,035)	-	(121,157)
Provisions	(7,015)	(10,435)	(1,324)	-	(35)	(1,748)	(20,557)
Stock	173	145	259	350	-	-	927
Cash in hand	15	1	3	-	-	1	20
	16,929	(610)	(20,036)	-	(5,426)	-	(9,143)
Consideration	(81,600)	(51,000)	-	-	-	-	(132,600)
Gain on disposal	(64,671)	(51,610)	(20,036)	-	(5,426)	-	(141,743)

### 32 Ultimate parent company

At the year end TDG Limited, a company registered in England and Wales, is the company's immediate parent undertaking.

On 28 March 2011, Norbert Dentressangle SA, a company registered in France, purchased the entire shareholding of Laxey Logistics Limited, the immediate parent company of TDG Limited, making it the ultimate parent company from that date. The largest and smallest group for which group accounts, including TDG (UK) Limited are drawn up is Norbert Dentressangle SA. A copy of these accounts can be obtained from the Norbert Dentressangle website [www.norbert-dentressangle.com](http://www.norbert-dentressangle.com).

111