REPORT AND ACCOUNTS

Toxicol Laboratories Limited

31 DECEMBER 1994



DIRECTORS

J H Baillie

(Chairman)

D W Griffith

D Gillings

L Reynders

M Wilson

SECRETARY

M Wilson

AUDITORS

Ernst & Young Apex Plaza Reading RG1 1YE

REGISTERED OFFICE

Toxicol Laboratories Limited Bromyard Road Ledbury Herefordshire HR8 1LH

REGISTERED IN ENGLAND

1008026

DIRECTORS' REPORT

The directors present their report and accounts for the year ended 31 December 1994.

RESULTS AND DIVIDENDS

The profit for the financial year after tax amounts to £207,754 (1993: £460,466). The directors recommend that no dividend be paid. The balance of retained profits is to be added to reserves.

REVIEW OF BUSINESS

The principal activity of the company continued to be that of contract research.

Turnover has increased to £6,124,360 (1993: £5,819,901) during the year and expenditure has been contained.

CHANGES IN FIXED ASSETS

The company has continued to modernise its existing facilities and is well placed to meet any upturn in demand. Details of the changes in tangible fixed assets are set out in note 10 to the accounts.

DIRECTORS' INTERESTS IN SHARES OF THE COMPANY

The directors who served throughout the year are listed on page 1. None of the directors has any beneficial or non-beneficial interests in the share capital of the company.

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS

Company law requires the directors to prepare accounts for each financial year which 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 accounts, 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 accounting standards have been followed, subject to any material departures disclosed and explained in the accounts;
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the accounts comply with the Companies Act. 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

DIRECTORS' REPORT

AUDITORS

A resolution to reappoint Ernst & Young as auditors will be put to the members at the Annual General Meeting.

On behalf of the Board

Director

II ERNST & YOUNG

REPORT OF THE AUDITORS

to the members of Toxicol Laboratories Limited

We have audited the accounts on pages 5 to 20 which have been prepared under the historical cost convention modified by the revaluation of freehold land and buildings and on the basis of the accounting policies set out on pages 8 and 9.

Respective responsibilities of directors and auditors

As described on page 2 the company's directors are responsible for the preparation of the accounts. It is our responsibility to form an independent opinion, based on our audit, on those accounts and to report our opinion to you.

Basis of opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the accounts are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the accounts.

Opinion

In our opinion the accounts give a true and fair view of the state of the company's affairs as at 31 December 1994 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

In our opinion the company is entitled for the year ended 31 December 1994 to the exemption available under section 248 of the Companies Act 1985 from the requirement to prepare consolidated accounts.

Chartered Accountants

Registered Auditor

Reading

25 April 1995

PROFIT AND LOSS ACCOUNT for the year ended 31 December 1994

	Note	1994 £	1993 £
TURNOVER - continuing operations	2	6,124,360	5,819,961
Cost of sales		3,753,200	3,386,011
		2,371,160	2,433,950
Other operating expenses	3	1,971,890	1,842,072
OPERATING PROFIT - continuing operations	4	399,270	591,878
Other income	7	1,316	7 77
Interest payable	8	208,168	132,189
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		192,418	460,466
Taxation	9	(15,336)	-
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		207,754	460,466
RETAINED PROFIT FOR THE YEAR	20	207,754	460,466

There have been no recognised gains and losses other than the profit for the period.

BALANCE SHEET at 31 December 1994

	Note	1994 £	1993 £
FIXED ASSETS Tangible fixed assets Investments	10 11	5,719,965 1,000	4,949,618 1,000
		5,720,965	4,950,618
CURRENT ASSETS	12	158,851	143,330
Stocks	13	1,042,995	1,095,241
Debtors Cash at bank and in hand	14	-	-
Cash at bank and in hand		1,201,846	1,238,571
CREDITORS: amounts falling due within one year	15	5,032,181	4,501,735
NET CURRENT LIABILITIES		(3,830,335)	(3,263,164)
TOTAL ASSETS LESS CURRENT LIABILITIES		1,890,630	1,687,454
CREDITORS: amounts falling due after more than one year	16	-	4,578
Net assets		1,890,630	1,682,876
CAPITAL AND RESERVES	19	3,333	3,333
Equity share capital Share premium account		190,328	190,328
Revaluation reserve		569,378	569,378
Profit and loss account		1,127,591	919,837
Equity shareholders' funds	20	1,890,630	1,682,876
			

Approved by the board of directors on Athania 1995.

) Directors

STATEMENT OF CASH FLOWS for the year ended 31 December 1994

	Note	1994 £	1993 £
NET CASH INFLOW from operating activities	4(b)	1,285,947	1,110,204
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE Interest received Interest paid Interest element of finance lease payments Dividends paid		1,316 (208,168)	777 (118,845) (13,344)
Net cash outflow from returns on investment and servicing of finance		(206,852)	(131,412)
TAXATION UK Corporation tax repaid		-	10,731
INVESTING ACTIVITIES Purchase of tangible fixed assets Disposal of tangible fixed assets		(1,265,590) 1,125	(1,056,421) 28,950
Net cash outflow from investing activities		(1,264,465)	(1,027,471)
NET CASH OUTFLOW BEFORE FINANCING	, F	(185,370)	(37,948)
FINANCING Receipt of loans Repayment of amounts borrowed Capital element of HP payments		(840,229) 825,000 8,839	(800,000) 828,702 10,640
Net cash outflow from financing activities		(6,390)	130,342
Decrease in cash and cash equivalents	14	(178,980)	(168,290)
		(185,370)	(37,948)

NOTES TO THE FINANCIAL STATEMENTS at 31 December 1994

PRINCIPAL ACCOUNTING POLICIES 1

The financial statements have been prepared in accordance with applicable Accounting Standards in the United Kingdom. A summary of the more important policies is set out below.

Basis of Accounting

The financial statements have been prepared on the historical cost convention modified to include the revaluation of freehold land and buildings.

As permitted by section 248 of the Companies Act 1985, the accounts show the results of the company as a single entity, and do not incorporate the results of its subsidiary company.

Turnover

Turnover represents the amounts invoiced, excluding value added tax, in respect of services provided to customers during the year after adjustments for amounts billed in advance.

Tangible fixed assets

Fixtures and fittings and motor vehicles are stated in the balance sheet at cost less depreciation. Land and buildings are stated in the balance sheet at valuation less depreciation.

Depreciation

Depreciation is calculated so that tangible fixed assets are written off over their estimated useful lives as follows:

Nil Freehold land

Straight line basis 2% to 5% **Buildings** Straight line basis 10% to 25% Fixtures and fittings Reducing Balance 25% Motor vehicles

Hire purchase and finance leases

Where assets are financed by hire purchase or finance lease agreements that give rights approximating to ownership the assets are treated as if they had been purchased outright. The amount capitalised is the present value of the minimum The corresponding hire hire payments during the term of the contract. commitments are shown as obligations to the hirer.

Operating leases

Charges under operating leases are made in the profit and loss account on a straight line basis over the lease term as they are incurred.

NOTES TO THE FINANCIAL STATEMENTS at 31 December 1994

PRINCIPAL ACCOUNTING POLICIES (Continued) 1

Stock and long term contracts

Turnover is recognised according to the stage reached in a contract by reference to the value of work done. Profit is recognised on a contract once the outcome of the contract can be assessed with reasonable certainty, by reference to the work done as a proportion of the total contract cost. The amount by which the turnover exceeds payments on account is shown under debtors as amounts recoverable on contracts. The costs on contracts not yet taken to the profit and loss account less related foreseeable losses and payments on account are shown as work in progress.

Pensions

The company makes payments to a defined contribution pension scheme. Payments are made to a separately administered, independent scheme and are charged to the profit and loss account as they become payable in accordance with the rules of the scheme.

Deferred taxation

Deferred taxation is provided using the liability method to take account of timing differences between the treatment of certain items for the purposes of the financial statements and their treatment for taxation purposes, to the extent that they are expected to crystalise in the foreseeable future.

Foreign currency assets and liabilities

Current assets and liabilities in foreign currencies are translated at the rate of exchange that rules at the balance sheet date.

Transactions in foreign currencies are recorded at the rate ruling at the date of the transactions.

TURNOVER AND PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION 2 The turnover and profit on ordinary activities before taxation are attributable to the one principal activity of the company. Exports for the year were £4,013,765 The directors consider that the disclosure of exports by 1993: £4,057,022). geographical market would be seriously prejudicial to the interests of the company.

NOTES TO THE FINANCIAL STATEMENTS at 31 December 1994

3	OTHER OPERATING EXPENSES	1994	1993
		£	£
	Distribution costs	222,670	294,632
	Administrative costs	523,229	469,595
	Other operating charges	1,225,991	1,077,845
		1,971,890	1,842,072
4	OPERATING PROFIT	1994	1993
•		£	£
(a)	This is stated after charging: Staff costs	2,856,887	2,641,956
	Depreciation charge for the year: - Tangible owned fixed assets	491,746	401,541
	- Tangible fixed assets held under finance leases	3,497	15,442
	and hire purchase contracts	15,750	16,250
	Auditors' remuneration	10,700	20,20
	Operating lease rentals - Plant and machinery	59,476	80,067
	- Land and buildings	14,750	24,375
(b)	Reconciliation of operating profit to net		
(0)	cash inflow/(outflow) from operating activities	1994	1993
		£	£
	Operating profit	399,270	591,878
	Depreciation of tangible fixed assets	495,243	416,983
	(Increase)/decrease in stocks	(15,521)	151,514
	Decrease/(increase) in debtors	52,246	(79,087)
	Increase in creditors	355,834	31,988
	Profit on disposal of tangible fixed assets	(1,125)	(3,072)
	Net cash inflow from operating activities	1,285,947	1,110,204

NOTES TO THE ACCOUNTS at 31 December 1994

5

199	94 1993 £ £
	<i>*</i>
Fees	-
Other emoluments (including pension contributions and benefits in kind) 192,7	179,903
192,7	179,903
Fees and other emoluments (excluding pension contributions)	
include amounts paid to:	94 1993
17	£
	-
The Chairman 103,7	34 97,178
The highest paid director 103,7	34 97,178
The highest paid director	
The number of directors (including the chairman and highest preceived fees and other emoluments (excluding pension contains)	paid directors) who atributions) in the
following ranges was:	1993
Num	ber Number
co +- C 5 000	3 3
£0 to £ 5,000 £65,001 to £70,000	- 1
£75,001 to £80,000	1 -
£95,001 to £100,000	- 1
£100,001 to £105,000	1 -

NOTES TO THE ACCOUNTS at 31 December 1994

6 EMPLOYEE INFORMATION

The average weekly number of persons (including executive directors) employed by the company during the year was:

		1994 Number	1993 Number
	Office and administration Laboratory and research	42 135	38 118
		177	156
		1994 £	1993 £
	Staff costs (for the above persons) Wages and salaries Social security costs Other pension costs	2,548,565 235,910 72,412 2,856,887	2,331,181 241,429 69,346 2,641,956
7	OTHER INCOME	1994 £	1993 £
	Interest receivable	1,316	777

NOTES TO THE ACCOUNTS at 31 December 1994

8	INTEREST PAYABLE AND SIMILAR CHARGES	1994 £	1993 £
	On bank loans, overdrafts and other loans: Repayable within 5 years, not by instalments Repayable within 5 years, by instalments Repayable wholly or partly in more than 5 years	62,527 - -	1,002
	On group loan On finance leases and hire purchase contracts	62,527 143,535 2,106 208,168	1,002 117,843 13,344 132,189
9	TAXATION	1994 £	1993 £
	United Kingdom corporation tax at 33% Current Over provision in prior years	(15,336) £(15,336)	- - -
			

NOTES TO THE FINANCIAL STATEMENTS at 31 December 1994

4.0	TANGIBLE FIXED	ACCIPIE
10	TANGIBLE BIXED	ASSETS.

TANGIBLE FIXED ASSETS				
	Freehold	Fixtures		
	land and	and	Motor	
	buildings	fittings	vehicles	Total
	£	£	£	£
Cost or valuation				
At 31 December 1993	3,533,942	3,531,973	104,680	
Additions	596,990	574,249	94,351	1,265,590
Disposals	-	(5,898)	-	(5,898)
31 December 1994	4,150,932	3,920,324	199,031	8,270,287
Depreciation				
At 31 December 1993	93,595	1,944,027	23,355	2,060,977
Charge for the period	79,208	385,241	30,794	495,243
Disposals	-	(5,898)	· -	(5,898)
At 31 December 1994	172,803	2,323,370	54,149	2,550,322
At 31 December 1991	2,2,000	-, ,		
Net book value				
At 31 December 1994	3,978,129	1,596,954	144,882	5,719,965
				
At 31 December 1993	3,460,347	1,407,946	81,325	4,949,618

The net book value of tangible fixed assets includes an amount of £10,493 (1993-£96,670) in respect of assets held under finance leases and hire purchase contracts.

Land and buildings were revalued at 1 May 1992 with reference to a valuation of the property dated 28 April 1992. This valued the property, on the basis of open market value, at £1.8 million, but indicated that this value might be uplifted by 50% to take account of the specialist nature and scarcity value of the site.

On a historical cost basis, freehold land and buildings would have been included as follows:

as follows:	31 December 1994 £
Cost Accumulated depreciation	4,087,828 (713,547)
	3,374,281

NOTES TO THE FINANCIAL STATEMENTS at 31 December 1994

11	FIXED ASSET INVESTMENTS	1994 £	1993 £
	Investment in subsidiary at cost	1,000	1,000
	The company owns 100% of the £1 ordinary share capital of Limited, a dormant company incorporated in the UK and and Wales.	f Histologica registered in	al Services n England
12	STOCKS	1994	1993
		£	£
	Raw materials and consumables	153,701	132,780
	Long term contract balances	5,150	10,550
		158,851	143,330
13	DEBTORS	1994 £	1993 £
	Amounts falling due within one year Trade debtors	868,940	971,834
	Amounts recoverable on contracts	22,544	27,508
	Other debtors	5,527	9,985
	Prepayments and accrued income	145,984	85,914
		1,042,995	1,095,241

NOTES TO THE FINANCIAL STATEMENTS at 31 December 1994

4.4	CACH AND CACH EQUIVALENTS		
14	CASH AND CASH EQUIVALENTS	1994	1993
		£	£
	At the beginning of the period	(152,927)	
	Net cash outflow	(178,980)	(168,290)
	Balance at 31 December	(331,907)	(152,927)
15	CREDITORS: AMOUNTS FALLING DUE		
	WITHIN ONE YEAR		
		1994	1993
		£	£
	Bank overdraft (see Note 14)	331,907	152,927
	Payments received on account	523,963	1,693,814
	Trade creditors	457,823	469,796
	Obligations under finance leases		
	and hire purchase contracts (see Note 17)	4,578	8,839
	Amounts owed to ultimate parent undertaking	1,637,224	
	Amounts owed to subsidiary undertaking	135,539	135,539
	Loan from immediate parent undertaking	-	825,000
	Loan from fellow subsidiary undertaking	1,640,229	800,000
	Corporation tax		15,336
	Other taxation & social security payable	76,548	•
	Other creditors	15,932	42,556
	Accruals & deferred income	208,438	79,341
		5,032,181	4,501,735

The company has a debenture dated 25 November 1993 incorporating a first legal charge over the freehold property at Bromyard Road, Ledbury, Herefordshire.

NOTES TO THE FINANCIAL STATEMENTS at 31 December 1994

16	CREDITORS: AMOUNTS FALLING DUE AFTER ONE YEAR	1994 £	1993 £
	Hire purchase & finance leases (see Note 17)	-	4,578
17	OBLIGATIONS UNDER FINANCE LEASES AND HIRE PURCHASE CONTRACTS	1994 £	1993 £
	Amounts payable: within one year within two to five years	5,628	10,945 5,628
	Less: finance charges allocated to future periods	(1,050)	(3,156)
		4,578	13,417
	Finance lease and hire purchase contracts were analysed as follows:		
	Current obligations Non-current obligations	4,578 -	8,839 4,578
		4,578	13,417

NOTES TO THE ACCOUNTS at 31 December 1994

PROVISION FOR LIABILITIES AND CHARGES 18

Deferred taxation

Deferred taxation provided and not provided are as follows:

	31 Dec	Provided 31 Dec	No 31 Dec 1994	t provided 31 Dec 1993
	1994 £	1993 £	1994 £	£
Capital allowances in advance of depreciation Other Losses carried forward	- -	- -	1,528,911 (39,631) (654,077)	1,315,392 (6,220) (592,376)
Lossos curros es			835,203	716,796

EQUITY SHARE CAPITAL 19

EQUITY SHAKE CALLIAD		Luthorised		called up fully paid
	1994 £	1993 £	1994 £	1993 £
Ordinary shares of £1 each	10,000	10,000	3,333	3,333

RECONCILIATION OF SHAREHOLDERS' FUNDS 20 AND MOVEMENTS ON RESERVES

AND MOVEMENTS ON RESERVES	Equity Shareholders' funds £
At 1 January 1994 Retained profit for the period	1,682,876 207,754
At 31 December 1994	1,890,630

NOTES TO THE FINANCIAL STATEMENTS at 31 December 1994

21	ANALYSIS OF CHANGES IN FINANCING DURING THE PERIOD	Share 1 Capital (including premium) £	lease
	At 1 January 1994	193,661	1,829,082
•	Receipt of loans Loan repayment	-	2,286,789 (825,000)
	Repayment of hire purchase and finance lease contracts	-	(8,840)
	At 31 December 1994	193,661	3,282,031
22	CAPITAL COMMITMENTS	1994 £	1993 £
	Capital expenditure that has been contracted for but has not been provided for in the financial statements	150,267	244,685
	Capital expenditure that has been authorised by the directors but has not yet been contracted for	66,334	12,235

NOTES TO THE FINANCIAL STATEMENTS at 31 December 1994

23 FINANCIAL COMMITMENTS

At 31 December 1994 the company had annual commitments under non-cancellable operating leases as follows:

	Land and building 1994 £	Other 1994 £	Land and building 1993 £	Other 1993 £
Expiring within one year	-	8,581	3,000	18,281
Expiring between two and five years inclusive	13,500	29,308	13,500	25,970
Expiring after more than five years	5,000	708	-	-
	18,500	38,597	16,500	44,251

24 PENSION COMMITMENTS

The company operates a defined contribution money purchase pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund.

25 CONTINGENT LIABILITIES

At 31 December 1994 the company had outstanding forward foreign exchange contracts having a sterling equivalent value of £100,174.

At 31 December 1994 the company had a right of set-off incorporated within a multi-lateral guarantee for the bank liabilities of the Group companies (Quintiles Holdings Limited, Quintiles (UK) Limited, Toxicol Laboratories Limited and Histological Services Limited) dated 25 November 1993. The group's total borrowings under this facility at 31 December 1994 was £825,154 (inclusive of the company's overdraft of £332,265).

26 ULTIMATE HOLDING COMPANY

The company is a wholly owned subsidiary of Quintiles Transnational Corporation, a company incorporated in the United States. The immediate parent undertaking is Quintiles Holdings Limited, a company incorporated in England and Wales. Copies of the ultimate holding company's financial statements may be obtained from Quintiles Transnational Corporation, P O Box 13979, Research Triangle Park, North Carolina, USA, 27709-3979.

The following pages do not form part of the financial accounts

TRADING PROFIT AND LOSS ACCOUNT for the year ended 31 December 1994

	£	1994 £	1993
SALES AND SERVICES		6,124,360	5,819,961
Cost of Sales		170,838	308,364
Opening stock and work in progress		199,001	211,013
Laboratory fees		634,302	574,593
Purchases of consumable goods Salaries and national insurance		2,930,454	2,462,879
		3,934,595	3,556,849
Less closing stock and work in progress		181,395	170,838
		3,753,200	3,386,011
		2,371,160	2,433,950
Interest receivable		1,316	
· •		2,372,476	2,434,727
Distribution costs		41,943	145,013
Agents salary and expenses		16,580	15,729
Entertaining The state of the s		143,532	117,062
Travel and hotel expenses Motor expenses		20,615	16,828
		222,670	294,632
Administrative expenses		155,000	155 000
Directors remuneration		155,000	155,000 864
Key man insurance		24 006	24,170
Audit and accountancy		34,906 41,603	20,717
Legal and professional fees		19,256	26,722
Staff recruitment		67,123	-
Printing, stationery and advertising		82,315	
Postage, telephone and carriage		-	
Consultancy fees		-	
Non trading expenses Management charge - Quintiles		123,026	112,991
		523,229	469,595
			·

TRADING PROFIT AND LOSS ACCOUNT for the year ended 31 December 1994

	1994	1993
	£	£
Other operating charges		
Insurance	115,454	94,146
General expenses	147,871	121,157
Rent and rates	71,416	70,505
Depreciation	495,251	416,983
Repairs and maintenance	141,251	132,714
Heat and light	163,826	162,545
Leasing of plant and equipment	64,172	80,067
Bad debt provision	27,882	
Profit on disposals	(1,124)	,
	1,225,991	1,077,845
Interest payable Other loan interest Trust loan interest	-	-
Hire purchase interest		-
Interest on bank loans and overdrafts	2,106	13,344
Mortgage interest	62,527	932
Group loan interest	4 40 50 5	-
Interest on date paid ACT	143,535	117,843
Factor Factor	-	70
	208,168	132,189
	2,180,058	1,974,261
Profit/(loss) on ordinary activities		
before taxation	£192,418	£460,466