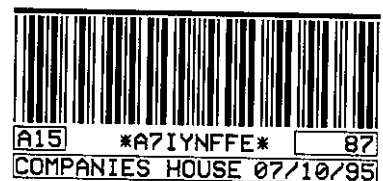


2005619

**BIBBY DISTRIBUTION SERVICES
(HOLDINGS) LIMITED**

**FINANCIAL STATEMENTS FOR THE
YEAR ENDED 31 DECEMBER 1994**



BIBBY DISTRIBUTION SERVICES (HOLDINGS) LIMITED

DIRECTORS:

S P Sherrard - Chairman
A J Palmer - Managing Director
N J Higgs
S Hunter
G Watson
K Hassett

BANKERS:

Bank of Scotland	Midland Bank Plc
PO Box No.5	City Branch
The Mound	4 Dale Street
Edinburgh	Liverpool
EH1 1YZ	L69 2BZ

AUDITORS:

Price Waterhouse
Silkhouse Court
Tithebarn Street
Liverpool
L2 2LJ

SECRETARY:

Bibby Bros & Co (Management) Limited

REGISTERED OFFICE:

105 Duke Street
Liverpool
L1 5JQ

Incorporated in England and Wales
Registered No. 2005619

BIBBY DISTRIBUTION SERVICES (HOLDINGS) LIMITED

NOTICE OF MEETING

Notice is hereby given that the Annual General Meeting of the Company will be held on 2 May 1995 at 105 Duke Street, Liverpool for the following purposes:

To approve the Directors' Report and Accounts for the year ended 31 December 1994 .

To re-elect the retiring Directors.

To re-appoint Price Waterhouse as Auditors of the Company for the ensuing year.

To transact any other ordinary business.

A member of the Company entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member.



Duly Authorised Signatory
For and on behalf of
Bibby Bros & Co.
(Management) Limited

By order of the Board

Bibby Bros & Co (Management) Limited

Secretary

Dated 31st March 1995

BIBBY DISTRIBUTION SERVICES (HOLDINGS) LIMITED

REPORT OF THE DIRECTORS

The Directors present their report together with the audited accounts for the year ended 31 December 1994 .

PRINCIPAL ACTIVITIES AND REVIEW OF THE YEAR

The principal activities of the Group are contract distribution, warehousing and transport.

During the year, the Group was successful in securing and implementing new dedicated contract business and investment was directly linked to these developments.

The Group has continued to improve the quality and value of the services provided to all of its customers whilst maintaining strong pressure to reduce operating costs.

In the current year, the Group will actively seek opportunities to expand and develop its business through the winning of new dedicated contract business, the further development of shared-user services through the depot network and appropriate acquisition of contract-based businesses.

TRADING RESULTS AND REVIEW OF THE YEAR

The results of the Group for the year are set out in the profit and loss account on page 7.

The Directors do not recommend the payment of a dividend.

DIRECTORS AND DIRECTORS' INTERESTS

The Directors during the year were:-

S P Sherrard	-	Chairman
A J Palmer	-	Managing Director
N J Higgs		
S Hunter		
G Watson		
K Hassett	-	(Appointed 01/07/94)

BIBBY DISTRIBUTION SERVICES (HOLDINGS) LIMITED

REPORT OF THE DIRECTORS (Continued)

The only interests of the Directors in shares of the Bibby Group Companies were in shares of Bibby Line Group Limited.

The interests of Mr S P Sherrard and Mr A J Palmer in the shares of Bibby Line Group Limited are disclosed in the Directors' Report of that Company.

Insurance has been taken out under Section 10(3) of the Companies Act 1985, for the Company's officers against liabilities in relation to the Company.

STATEMENT OF THE DIRECTORS' RESPONSIBILITIES

Company law requires the Directors to prepare financial statements 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 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 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 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 financial statements comply with the Companies Act 1985. 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.

FIXED ASSETS

Information relating to changes in tangible fixed assets during the year is given in note 8 to these accounts.

EMPLOYMENT INVOLVEMENT

The Group has maintained procedures to involve depot managers and other employees, at all levels, to improve performance and inform them of developments in the Group's overall business.

BIBBY DISTRIBUTION SERVICES (HOLDINGS) LIMITED

REPORT OF THE DIRECTORS (Continued)

AUDITORS

Price Waterhouse have indicated their willingness to continue in office and a resolution proposing their re-appointment will be submitted at the Annual General Meeting.

By order of the Board


Bibby Bros & Co (Management) Limited

Duly Authorised Signatory
For and on behalf of
Bibby Bros & Co.
(Management) Limited

Secretary

Date: 31st March 1995

BIBBY DISTRIBUTION SERVICES (HOLDINGS) LIMITED

AUDITORS' REPORT

We have audited the financial statements on pages 7 to 22 which have been prepared under the historical cost convention and the accounting policies set out on pages 10 and 11.

Respective Responsibilities of Directors and Auditors

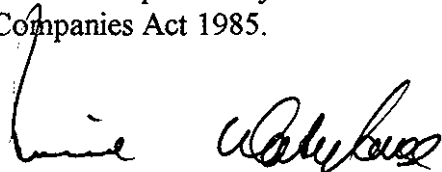
As described in the Directors' Report the Company's Directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

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 related to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the Directors in the preparation of the financial statements, 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 financial statements are free from material mis-statement, 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 financial information.

Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the Company and the Group at 31 December 1994 and of the loss of the Company and the profit of the Group for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



PRICE WATERHOUSE

Chartered Accountants
and Registered Auditors
Liverpool

Date: 31st March 1995

BIBBY DISTRIBUTION SERVICES (HOLDINGS) LIMITED

GROUP PROFIT AND LOSS ACCOUNT YEAR ENDED 31 DECEMBER 1994

	Note	1994 £000's	1993 £000's
Turnover	(2)	34,224	25,685
Cost of Sales		<u>(27,238)</u>	<u>(20,549)</u>
Gross Profit		6,986	5,136
Administrative expenses		<u>(4,505)</u>	<u>(3,236)</u>
Operating Profit		2,481	1,900
Profit on disposal of fixed assets		159	-
Amortisation of Goodwill	(9)	<u>(47)</u>	<u>-</u>
Profit on Ordinary Activities before Interest		2,593	1,900
Interest payable and similar charges	(3)	(413)	(403)
Dividend Received		-	3
Interest receivable/interest income		<u>62</u>	<u>41</u>
Profit on ordinary activities before taxation	(4)	2,242	1,541
Taxation charge	(5)	<u>(679)</u>	<u>(419)</u>
Profit for the financial year	(16)	<u>1,563</u>	<u>1,122</u>

The notes on pages 10 to 22 form an integral part of these accounts.

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

There are no recognised gains or losses in 1994 or 1993 other than the profit for the year.

The turnover and profit on ordinary activities all derive from continuing activities which are unchanged from the previous year.

BIBBY DISTRIBUTION SERVICES (HOLDINGS) LIMITED

PARENT COMPANY PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 1994

	Note	1994 £000	1993 £000
Operating costs		(347)	(281)
Depreciation		-	(1)
Operating loss		<u>(347)</u>	<u>(282)</u>
Amortisation of goodwill	(9)	<u>(47)</u>	<u>-</u>
Loss on ordinary activities before interest and dividend income		(394)	(282)
Interest payable and similar charges	(3)	-	(1)
Dividend received		-	3
Interest receivable/interest income		<u>142</u>	<u>142</u>
Loss on ordinary activities before taxation	(4)	(252)	(138)
Taxation credit	(5)	<u>62</u>	<u>10</u>
Loss for the financial year	(16)	<u><u>(190)</u></u>	<u><u>(128)</u></u>

The notes on pages 10 to 22 form an integral part of these accounts.

BIBBY DISTRIBUTION SERVICES (HOLDINGS) LIMITED

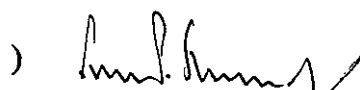
BALANCE SHEETS AS AT 31 DECEMBER 1994

	Note	Parent Company		Group	
		1994	1993	1994	1993
		£ 000's	£ 000's	£ 000's	£ 000's
Fixed Assets:					
Tangible assets:					
Owned	(8)(a)	-	-	6,141	5,092
Leased	(8)(b)	-	-	478	908
Investments in subsidiary undertakings	(20)	2,078	831	-	-
Intangible assets	(9)	-	-	422	-
		<u>2,078</u>	<u>831</u>	<u>7,041</u>	<u>6,000</u>
Current Assets:					
Stocks	(10)	-	-	120	110
Debtors	(11)	7,019	4,421	5,185	4,311
Cash at bank and in hand		-	426	2,702	1,694
		<u>7,019</u>	<u>4,847</u>	<u>8,007</u>	<u>6,115</u>
Creditors (amounts falling due within one year)	(12)	(3,704)	(2,181)	(7,669)	(7,262)
Net current assets (liabilities)		<u>3,315</u>	<u>2,666</u>	<u>338</u>	<u>(1,147)</u>
Total assets less current liabilities		<u>5,393</u>	<u>3,497</u>	<u>7,379</u>	<u>4,853</u>
Creditors (amounts falling due after more than one year)	(13)	2,336	263	3,085	2,249
Provisions for liabilities and charges	(14)	13	-	514	387
		<u>2,349</u>	<u>263</u>	<u>3,599</u>	<u>2,636</u>
Capital and Reserves					
Called up share capital	(15)	6,000	6,000	6,000	6,000
Profit and loss account	(16)	(2,956)	(2,766)	(2,220)	(3,783)
Shareholders' funds	(19)	<u>3,044</u>	<u>3,234</u>	<u>3,780</u>	<u>2,217</u>
		<u>5,393</u>	<u>3,497</u>	<u>7,379</u>	<u>4,853</u>

The notes on pages 10 to 22 form an integral part of these accounts.

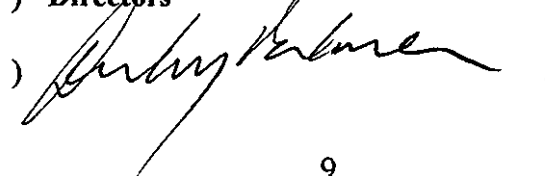
Approved by the Board on 31st March 1995.

S P Sherrard

) 

) Directors

A J Palmer

) 

BIBBY DISTRIBUTION SERVICES (HOLDINGS) LIMITED

NOTES TO THE ACCOUNTS YEAR ENDED 31 DECEMBER 1994

1 ACCOUNTING POLICIES

(a) Accounting Convention and Basis of Consolidation

These accounts are prepared under the historical cost convention and in accordance with applicable Accounting Standards, using the audited accounts for the period ended 31 December 1994 of Bibby Distribution Services Limited, Nisaway Limited and Alexandra-Molyneux Haulage Limited. The accounts of Bibby Distribution Services Limited and Alexandra-Molyneux Haulage Limited have been audited by Price Waterhouse, Chartered Accountants, and those of Nisaway Limited have been audited by Pannell Kerr Forster, Chartered Accountants.

(b) Fixed Assets and Depreciation

Fixed assets are stated in the balance sheet at cost less depreciation provided to date. Depreciation is provided in equal annual instalments over the estimated useful life of the asset, on the original cost of the asset.

The rates of depreciation are as follows:-

Leasehold land and buildings:-

Long	2%
Short	The life of the lease
Vehicles and Equipment	Varying rates from 10% - 25%

(c) Leased Assets - Vehicles and Equipment

(i) Assets held under Finance Leases

The capital element of leasing repayments is treated as a separate category within fixed assets. The outstanding commitment to repay these sums is shown separately within creditors in notes 12 and 13.

Interest is allocated to accounting periods by a method which produces a constant periodic rate of charge on the remaining balances outstanding.

Leased vehicles and equipment are depreciated at rates varying between 12.5% - 20%.

(ii) Assets held under Operating Leases

Payments made under operating leases are charged to the profit and loss account in the period to which they relate.

BIBBY DISTRIBUTION SERVICES (HOLDINGS) LIMITED

NOTES TO THE ACCOUNTS

YEAR ENDED 31 DECEMBER 1994 (Continued)

(d) Deferred Taxation

Provision for deferred taxation resulting from accelerated tax depreciation allowances and other timing differences is made where a corporation tax liability is expected to arise within the foreseeable future.

(e) Stocks

Stocks are stated at the lower of weighted cost or estimated net realisable value.

(f) Turnover

Turnover represents the total amount receivable in the ordinary course of business for services provided excluding value added tax. All turnover relates to continuing operations.

(g) Pension Costs

The cost of providing pensions is charged against profit on a systematic basis with pension surpluses or deficits arising allocated over the expected remaining service lives of current employees. Differences between the amounts charged in the profit and loss account and payments made to the pension scheme are treated as assets or liabilities.

(h) Goodwill

The goodwill arising from the purchase of Alexandra-Molyneux Haulage Limited has been capitalised and is to be amortised over 10 years which, in the Directors' opinion, is its useful economic life.

(i) Cash Flow Statements

A statement of the group's cash flow has been included in the consolidated accounts presented by the ultimate parent undertaking. Accordingly no statement is presented with these accounts.

2 SEGMENTAL INFORMATION

The Directors are of the opinion that there is only one business, that of contract distribution and warehousing.

Geographical Analysis	1994	1993
	<u>£000's</u>	<u>£000's</u>
United Kingdom	34,166	25,685
France	50	-
Italy	5	-
Germany	1	-
Holland	2	-
	<u>34,224</u>	<u>25,685</u>

BIBBY DISTRIBUTION SERVICES (HOLDINGS) LIMITED

NOTES TO THE ACCOUNTS

YEAR ENDED 31 DECEMBER 1994 (Continued)

3 INTEREST PAYABLE AND SIMILAR CHARGES

	Parent Company		Group	
	1994	1993	1994	1993
	£ 000's	£ 000's	£ 000's	£ 000's
Interest payable on bank and other borrowings repayable within five years	-	1	265	186
Finance charges payable on finance leases and HP agreements	-	-	148	217
	<u>-</u>	<u>1</u>	<u>413</u>	<u>403</u>

4 PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION

Profit/(Loss) on Ordinary Activities before taxation is stated after charging (crediting) the following amounts:

	Parent Company		Group	
	1994	1993	1994	1993
	£ 000's	£ 000's	£ 000's	£ 000's
Wages and salaries	287	242	10,592	7,269
Social security costs	26	23	864	679
Other pension costs	13	13	208	158
Employee Costs	<u>326</u>	<u>278</u>	<u>11,664</u>	<u>8,106</u>
Depreciation of owned assets	-	-	1,336	879
Depreciation of assets held under finance leases	-	1	410	576
Auditors' remuneration - audit services	2	-	29	28
Hire of plant and machinery	-	-	562	766
Lease rentals - property	-	-	2,535	2,430
(Profit) on sale of tangible assets -	<u>-</u>	<u>-</u>	<u>(88)</u>	<u>(64)</u>

BIBBY DISTRIBUTION SERVICES (HOLDINGS) LIMITED

NOTES TO THE ACCOUNTS

YEAR ENDED 31 DECEMBER 1994 (Continued)

Lease Rentals

The following amounts are in respect of operating leases which are charged on a straight line basis over the lease term.

The annual commitments of existing leases are:-

	Parent Company		Group	
	1994 £ 000's	1993 £ 000's	1994 £ 000's	1993 £ 000's
<u>Expiry date</u>				
Within 1 year	-	-	-	116
After 1 year but within 5 years	-	-	354	266
After 5 years	-	-	2,933	2,441
	<u>-</u>	<u>-</u>	<u>3,287</u>	<u>2,823</u>

The majority of these commitments relate to properties.

5 TAXATION CHARGE/(CREDIT)

	Parent Company		Group	
	1994 £ 000's	1993 £ 000's	1994 £ 000's	1993 £ 000's
Taxation based on the profit/(loss) for the year at 33% (1993 - 33%)				
Group relief receivable/(payable)				
- current period	61	(44)	(713)	(285)
- prior period	1	(2)	(72)	(22)
ACT on dividend non-recoverable	-	-	-	(1)
	<u>62</u>	<u>(46)</u>	<u>(785)</u>	<u>(308)</u>
Deferred taxation - release in current period @ 33% (note 14)	-	56	50	(111)
Deferred taxation released following acquisition of a subsidiary undertaking	-	-	56	-
	<u>62</u>	<u>10</u>	<u>(679)</u>	<u>(419)</u>

BIBBY DISTRIBUTION SERVICES (HOLDINGS) LIMITED
NOTES TO THE ACCOUNTS
YEAR ENDED 31 DECEMBER 1994 (Continued)

6 DIRECTORS

	Parent Company		Group	
	1994	1993	1994	1993
	£ 000's	£ 000's	£ 000's	£ 000's
Directors' emoluments	372	292	372	292

Details of Directors' emoluments
(excluding pension contributions):

Chairman	NIL	NIL	NIL	NIL
Highest paid director	108	86	108	86

Other directors received remuneration
within the following bands:

£ NIL - £ 5,000	-	1	-	1
£ 20,001 - £ 25,000	-	1	-	1
£ 30,001 - £ 35,000	1	-	1	-
£ 40,001 - £ 45,000	-	1	-	1
£ 60,001 - £ 65,000	-	1	-	1
£ 65,001 - £ 70,000	1	1	1	1
£ 70,001 - £ 75,000	1	-	1	-
£ 80,001 - £ 85,000	1	-	1	-

7 EMPLOYEES

The average number of persons employed by the Group throughout the year was 762.
(1993 - 540).

BIBBY DISTRIBUTION SERVICES (HOLDINGS) LIMITED

NOTES TO THE ACCOUNTS

YEAR ENDED 31 DECEMBER 1994 (Continued)

8 TANGIBLE ASSETS

(a) Owned

Group	Freehold Land and Buildings £000's	Short Leasehold £000's	Vehicles & Equipment £000's	Total £000's
Cost:				
At 31 December 1993	-	1,485	5,978	7,463
Additions	194	64	2,408	2,666
Disposals	(194)	-	(446)	(640)
At 31 December 1994	<u>-</u>	<u>1,549</u>	<u>7,940</u>	<u>9,489</u>
Accumulated Depreciation:				
At 31 December 1993	-	424	1,947	2,371
Charge for year	4	114	1,218	1,336
Disposals	(4)	-	(355)	(359)
At 31 December 1994	<u>-</u>	<u>538</u>	<u>2,810</u>	<u>3,348</u>
Net book amount:				
At 31 December 1994	<u>-</u>	<u>1,011</u>	<u>5,130</u>	<u>6,141</u>
At 31 December 1993	<u>-</u>	<u>1,061</u>	<u>4,031</u>	<u>5,092</u>

Parent Company	Short Leasehold £000's	Vehicles & Equipment £000's	Total £000's
Cost:			
At 31 December 1993	-	2	2
Disposals	-	(2)	(2)
At 31 December 1994	<u>-</u>	<u>-</u>	<u>-</u>
Accumulated Depreciation:			
At 31 December 1993	-	2	2
Disposals	-	(2)	(2)
At 31 December 1994	<u>-</u>	<u>-</u>	<u>-</u>
Net book amount:			
At 31 December 1994	<u>-</u>	<u>-</u>	<u>-</u>
At 31 December 1993	<u>-</u>	<u>-</u>	<u>-</u>

BIBBY DISTRIBUTION SERVICES (HOLDINGS) LIMITED

NOTES TO THE ACCOUNTS

YEAR ENDED 31 DECEMBER 1994 (Continued)

(b) Leased

	Parent Company Vehicles & Equipment £000's	Group Vehicles & Equipment £000's
Cost:		
As at 31 December 1993	13	3,647
Additions	-	6
Disposals	(13)	(635)
	<hr/>	<hr/>
At 31 December 1994	-	3,018
	<hr/>	<hr/>
Accumulated Depreciation:		
As at 31 December 1993	13	2,739
Charge for year	-	410
On disposals	(13)	(609)
	<hr/>	<hr/>
At 31 December 1994	-	2,540
	<hr/>	<hr/>
Net Book amount:		
At 31 December 1994	-	478
	<hr/>	<hr/>
At 31 December 1993	-	908
	<hr/>	<hr/>

(c) Capital Commitments

	1994 £000's	1993 £000's
Capital expenditure contracted for but not provided for in the accounts	564	495
	<hr/>	<hr/>
Capital expenditure authorised by the Directors but not yet contracted for	-	-
	<hr/>	<hr/>

9. INTANGIBLE ASSETS

	1994 £000's	1993 £000's
Goodwill		
Cost during year (note 20)	432	-
Professional fees capitalised	37	-
Amortisation during year	(47)	-
	<hr/>	<hr/>
	422	-
	<hr/>	<hr/>

Professional fees include amounts paid to the Company's auditors of £18,300.

BIBBY DISTRIBUTION SERVICES (HOLDINGS) LIMITED

NOTES TO THE ACCOUNTS

YEAR ENDED 31 DECEMBER 1994 (Continued)

10 STOCKS

	Parent Company		Group	
	1994	1993	1994	1993
	£ 000's	£ 000's	£ 000's	£ 000's
Consumables	-	-	120	110

11 DEBTORS

	Parent Company		Group	
	1994	1993	1994	1993
	£ 000's	£ 000's	£ 000's	£ 000's
Trade Debtors	-	-	4,325	3,716
Group Relief	61	28	-	-
Other debtors	-	-	17	35
Amounts owned by subsidiary undertakings	6,958	4,393	109	16
Prepayments and accrued income	-	-	734	544
	<u>7,019</u>	<u>4,421</u>	<u>5,185</u>	<u>4,311</u>

12 CREDITORS

(amounts falling due within one year)

	Parent Company		Group	
	1994	1993	1994	1993
	£ 000's	£ 000's	£ 000's	£ 000's
Bank loans	1,361	240	1,361	891
Bank overdrafts	55	-	-	270
Obligations under finance leases and HP	-	-	441	899
Trade Creditors	-	-	2,383	2,227
Taxation and social security	-	-	71	-
Other creditors	-	-	491	379
Amounts owed to subsidiary undertakings	2,219	1,882	817	702
Accruals and deferred income	69	59	2,105	1,894
	<u>3,704</u>	<u>2,181</u>	<u>7,669</u>	<u>7,262</u>

BIBBY DISTRIBUTION SERVICES (HOLDINGS) LIMITED

NOTES TO THE ACCOUNTS

YEAR ENDED 31 DECEMBER 1994 (Continued)

13 CREDITORS

(Amounts falling due after more than one year)

	Parent Company		Group	
	1994	1993	1994	1993
	£ 000's	£ 000's	£ 000's	£ 000's
Bank loans	2,336	263	2,336	1,444
Obligations under finance leases and HP	-	-	749	805
	<u>2,336</u>	<u>263</u>	<u>3,085</u>	<u>2,249</u>
Obligations under bank loans are repayable:				
Within one year	1,361	240	1,361	891
Between one and five years	<u>2,336</u>	<u>263</u>	<u>2,336</u>	<u>1,444</u>
	<u>3,697</u>	<u>503</u>	<u>3,697</u>	<u>2,335</u>
Obligations under finance leases and HP are repayable:				
Within one year	-	-	441	899
Between one and five years	<u>-</u>	<u>-</u>	<u>749</u>	<u>805</u>
	<u>-</u>	<u>-</u>	<u>1,190</u>	<u>1,704</u>

14 PROVISIONS FOR LIABILITIES AND CHARGES

	Parent Company		Group	
	1994	1993	1994	1993
	£ 000's	£ 000's	£ 000's	£ 000's
Deferred taxation (note 5)	-	-	229	279
Pension provision (note 17)	<u>13</u>	<u>-</u>	<u>285</u>	<u>108</u>
	<u>13</u>	<u>-</u>	<u>514</u>	<u>387</u>

The potential amount of deferred taxation not provided for at 31 December 1994 is £153,000 (1993 - £186,000).

Deferred Taxation comprises:

	Parent Company		Group	
	1994	1993	1994	1993
	£ 000's	£ 000's	£ 000's	£ 000's
Accelerated capital allowances	-	-	292	243
Other timing differences	<u>-</u>	<u>-</u>	<u>(63)</u>	<u>36</u>
	<u>-</u>	<u>-</u>	<u>229</u>	<u>279</u>

BIBBY DISTRIBUTION SERVICES (HOLDINGS) LIMITED

NOTES TO THE ACCOUNTS

YEAR ENDED 31 DECEMBER 1994 (Continued)

15 CALLED UP SHARE CAPITAL

	1994	1993
	£000's	£ 000's
Authorised, allotted and fully paid		
Ordinary Shares of £1 each	4,000	4,000
Redeemable Preference Shares		
of £1 each	2,000	2,000
	<u>6,000</u>	<u>6,000</u>

The rights attaching to the Preference shares are as follows:

- (a) To be paid out of the profits of the Company a cumulative dividend at a rate to be determined by the Directors of the Company per annum on the capital for the time being paid up, in priority to any payment to the holders of any other class of shares.
- (b) Having no other rights to participate in the profits of the Company whatsoever.
- (c) Carrying the right to one vote per share.

16 RESERVES

	Parent	Group
	Company	Profit &
	Profit & Loss	Loss
	1994	1994
	£000's	£000's
At 1 January 1994 - adverse	(2,766)	(3,783)
(Loss)/Profit for the year	(190)	1,563
At 31 December 1994 - adverse	<u>(2,956)</u>	<u>(2,220)</u>

The cumulative amount of goodwill written off at 31 December 1994, net of goodwill relating to undertakings disposed of, is £1,469,691 (1993 - £1,422,854).

17 PENSION COSTS

The Company's employees are members of the Bibby Line Group Scheme which commenced on 1 January 1989. This is a defined benefit pension scheme operated for the Group's employees. The assets of the scheme are held in a separate trustee administered fund. The methods by which the charges to revenue are calculated are explained in the statement of accounting policies.

BIBBY DISTRIBUTION SERVICES (HOLDINGS) LIMITED

NOTES TO THE ACCOUNTS

YEAR ENDED 31 DECEMBER 1994 (Continued)

17 PENSION COSTS (Continued)

The last actuarial valuation was at 6 April 1993 and showed the scheme to be in surplus. Contributions are determined in accordance with independent actuarial advice. Further actuarial information is given in the accounts of Bibby Line Group.

In addition Bibby Distribution Services Limited operates a group employee defined contribution scheme established with an insurance company. This scheme is for hourly paid employees originally employed by Alexandra-Molyneux Haulage Limited. The scheme is completely independent of the Company who contribute a fixed percentage of the related payroll cost.

The Group pensions costs for the year were £207,926 (1993 - £157,995). A provision of £284,607 (1993 - £108,212) is included in provisions for liabilities and charges representing the excess of the accumulated pension costs over the amount funded for the Bibby Line Group scheme.

18 ULTIMATE PARENT UNDERTAKINGS

The Company is a wholly owned subsidiary of Bibby Line Group Limited, the ultimate parent undertaking, a company incorporated in the United Kingdom. Group accounts may be obtained from 105 Duke Street, Liverpool.

Bibby Line Group Limited is the parent undertaking of the largest and smallest group which consolidates these accounts and of which the Company is a member.

19 MOVEMENTS IN SHAREHOLDERS' FUNDS

	Parent Company		Group	
	1994 £ 000's	1993 £ 000's	1994 £ 000's	1993 £ 000's
(Loss)/Profit for the financial year	(190)	(128)	1,563	1,122
Loan stock repaid	-	(25)	-	(25)
Net addition to shareholders' funds	(190)	(153)	1,563	1,097
Opening shareholders' funds	3,234	3,387	2,217	1,120
Closing shareholders' funds	<u>3,044</u>	<u>3,234</u>	<u>3,780</u>	<u>2,217</u>

The share of shareholders' funds attributable to non-equity shareholders is £2,000,000.

BIBBY DISTRIBUTION SERVICES (HOLDINGS) LIMITED

NOTES TO THE ACCOUNTS

YEAR ENDED 31 DECEMBER 1994 (Continued)

20 SUBSIDIARY UNDERTAKINGS

	Percentage of Equity Share Capital held
Bibby Distribution Services Limited	100
Nisaway Limited	100
Alexandra-Molyneux Haulage Limited	100

All subsidiary undertakings are incorporated and operate in the United Kingdom and operate in the transport, distribution and warehousing sector.

On 7 January 1994 the Company acquired 100% of the equity share capital of Alexandra-Molyneux Haulage Limited.

The net assets and liabilities of Alexandra-Molyneux Haulage Limited acquired are set out below:

	£000's	£000's
Tangible Fixed Assets		851
Current Assets		
Stock	26	
Debtors	749	
Cash at bank and in hand	<u>299</u>	1,074
Liabilities		
Creditors		(1,942)
Goodwill (Note 9)		<u>432</u>
		<u>415</u>

Analysis of the net outflow of cash and cash equivalent in respect of the purchase of Alexandra-Molyneux Haulage Limited is set out below:

	£000's
Cash consideration - shares	415
- loans	<u>842</u>
	1,257
Cash at bank and in hand acquired	<u>(299)</u>
	<u>958</u>

BIBBY DISTRIBUTION SERVICES (HOLDINGS) LIMITED

NOTES TO THE ACCOUNTS

YEAR ENDED 31 DECEMBER 1994 (Continued)

21 CONTINGENT LIABILITIES

On 24 April 1994 the company entered into a new facility agreement with its bankers. Under this agreement there are debentures in favour of the banks over all the property and undertakings from time to time of the Company and its subsidiaries. There is also a ranking agreement covering the respective debentures and guarantees granted in favour of the Bank of Scotland and Midland Bank plc. The contingent liability thus arising is Nil.