

Bleckmann Distribution Limited

Directors' report and financial statements

27 December 2003

Registered number 3395582



Directors' report and financial statements

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Directors' report

The directors present their report together with the audited financial statements of the company for the year ended 27 December 2003.

Principal activities

As a result of the transfer of the trade and certain assets of Bleckmann Distribution Limited, in 2002, to an intermediate parent company, TNT UK Limited, the company has not traded in the year. The directors believe the company will become dormant in the future.

Results and dividend

The results for the year are shown in the profit and loss account on page 4. The directors recommend that no dividend be paid (2002: £Nil).

Directors

The directors of the company who served during the year ended 27 December 2003, and subsequently, were as follows:

G F Ginty	
C E Lynagh	(resigned 25 March 2004)
C Meijer	(resigned 13 August 2004)
C J Stephenson	
JC Downing	(appointed 1 July 2004)

Directors' interests

None of the directors had any disclosable interest in the shares of the company or any group company at the end of the current or preceding financial year.

Statement of directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year that 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. The directors are required to prepare financial statements on the going concern basis, unless it is inappropriate to presume that the company will continue in business.

The directors confirm that suitable accounting policies have been used and applied consistently. They also confirm that reasonable and prudent judgements and estimates have been made in preparing the financial statements for the year ended 27 December 2003 and that applicable accounting standards have been followed.

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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Directors' report *(continued)*

Auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution to reappoint them, as auditors to the company, will be proposed at the annual general meeting.

By order of the board


J C Downing
Director

Railway Street
Ramsbottom
Bury
Lancashire
BL0 9BF

27 October 2004

Independent auditors' report to the members of Bleckmann Distribution Limited

We have audited the financial statements which comprise the profit and loss account, the balance sheet and the related notes.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable United Kingdom law and accounting standards are set out in the statement of directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards issued by the Auditing Practices Board. This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown, or in to whose hands it may come, save where expressly agreed by our prior consent in writing.

We report to you our opinion as to whether the accounts give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions is not disclosed.

We read the other information contained in the annual report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. The other information comprises only the directors' report.

Basis of audit 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 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 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 financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs at 27 December 2003 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
Birmingham
27 October 2004

Profit and loss account
for the year ended 27 December 2003

	<i>Note</i>	Year ended 27 December 2003 £000	Year ended 28 December 2002 £000
Turnover	2	-	1,900
Cost of sales		-	(1,243)
		<hr/>	<hr/>
Gross profit		-	657
Administrative expenses		-	(1,196)
		<hr/>	<hr/>
Loss on ordinary activities before interest	3	-	(539)
Interest payable and similar charges	6	-	(31)
		<hr/>	<hr/>
Loss on ordinary activities before taxation		-	(570)
Tax on loss on ordinary activities	7	-	143
		<hr/>	<hr/>
Loss for the financial year	12	-	(427)
		<hr/> <hr/>	<hr/> <hr/>

In the preceding financial year the activities of the company were discontinued operations.

In accordance with paragraph 27 of FRS 3, a statement of total recognised gains and losses is not provided as all such items are included within the above profit and loss account.


In the current and preceding financial year there was no material difference between the results reported in the profit and loss account and the results on an unmodified historical cost basis.

The movement on reserves is detailed in note 12 on page 11 of these financial statements.

Balance sheet
at 27 December 2003

	<i>Note</i>	27 December 2003		28 December 2002	
		£000	£000	£000	£000
Current assets					
Debtors	8	186		252	
Cash at bank and in hand		-		117	
		<hr/>		<hr/>	
		186		369	
Creditors: amounts falling due within one year	9	(1,946)		(2,129)	
		<hr/>		<hr/>	
Net current liabilities			(1,760)		(1,760)
			<hr/>		<hr/>
Total assets less current liabilities			(1,760)		(1,760)
			<hr/>		<hr/>
Capital and reserves					
Called up share capital	10	720		720	
Profit and loss account	12	(2,480)		(2,480)	
		<hr/>		<hr/>	
Equity shareholder's funds	11	(1,760)		(1,760)	
		<hr/>		<hr/>	

These financial statements on pages 4 to 11 were approved by the board of directors on 27 October 2004 and were signed on its behalf by:


J C Downing
Director

Notes

1 Accounting policies

Basis of accounting

The financial statements have been prepared in accordance with the Companies Act 1985 and in accordance with applicable Accounting Standards in the United Kingdom. They have been prepared under the historical cost accounting convention.

Turnover

Turnover represents the invoiced value of goods and services supplied during the year excluding value added tax.

Going concern

As shown in the balance sheet, the company has significant net current liabilities. These principally relate to amounts due to group undertakings. An intermediate parent company, TNT UK Limited, has indicated that it will continue to provide financial support. Amounts due will not be called in without alternative finance being made available to the company. Consequently the directors believe that it is appropriate for these accounts to be drawn up on a going concern basis.

Taxation (including deferred taxation)

The charge for taxation is based on the profit or loss for the financial year and takes into account taxation deferred. Deferred tax is provided in full on timing differences which result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the financial statements. Deferred tax is not provided on timing differences arising from the revaluation of assets where there is no commitment to sell the asset. Deferred tax assets are recognised to the extent that it is regarded, as more likely than not, that they will be recovered. Deferred tax assets and liabilities are not discounted.

Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the balance sheet date. Gains or losses on translation are included in the profit and loss account.

Pensions

The company contributes to money purchase pension schemes in respect of certain employees. Contributions are charged in the profit and loss account as they become payable.

Cash flow statement

The company is exempt from the requirement of Financial Reporting Standard 1 (revised) to prepare a cash flow statement as 90 percent or more of the voting rights of the company's shares are controlled by TPG NV. The consolidated financial statements of TPG NV, which include the company, are publicly available.

Notes (continued)

2 Turnover

An analysis of turnover by geographical market is given below:

	Year ended 27 December 2003 £000	Year ended 28 December 2002 £000
United Kingdom	-	1,090
Rest of Europe	-	810
	<hr/>	<hr/>
	-	1,900
	<hr/>	<hr/>

3 Loss on ordinary activities before interest

Loss on ordinary activities before interest is stated after charging the following:

	Year ended 27 December 2003 £000	Year ended 28 December 2002 £000
Auditors' remuneration	-	12
Depreciation of owned fixed assets	-	104
Operation lease rentals – other	-	24
- land and buildings	-	116
Loss on foreign exchange	-	1
Loss on disposal of fixed assets	-	22
	<hr/>	<hr/>

In the current year auditors' remuneration in relation to the company is borne by the parent undertaking and not recharged to this company.

4 Directors' emoluments

Directors' emoluments for the year are £nil (2002 - £90,527). There were no company contributions paid to money purchase pension schemes in respect of the directors in the year (2002 - £7,481). During the current financial year, the directors have neither received nor waived any remuneration for their services to the company and have not accrued any pension benefits under either defined benefit or contribution schemes.

Notes (continued)

5 Staff Costs

	Year ended 27 December 2003 £000	Year ended 28 December 2002 £000
Wages and salaries	-	727
Social security costs	-	59
Other pension costs	-	11
	<hr/>	<hr/>
	-	797
	<hr/>	<hr/>

	Year ended 27 December 2003 Number	Year ended 28 December 2002 Number
The monthly average number of employees during the year was as follows:		
Administration	-	16
Warehousing	-	32
	<hr/>	<hr/>
	-	48
	<hr/>	<hr/>

6 Interest payable and similar charges

	Year ended 27 December 2003 £000	Year ended 28 December 2002 £000
Bank loans and overdraft	-	7
Other interest payable	-	2
Interest payable to parent undertaking	-	22
	<hr/>	<hr/>
	-	31
	<hr/>	<hr/>

Notes *(continued)*

7 Tax on loss on ordinary activities

	Year ended 27 December 2003 £000	Year ended 28 December 2002 £000
<i>Current tax:</i>		
UK Corporation tax on losses of the period	-	(143)
Total current tax	-	(143)
<i>Deferred tax:</i>		
Current year	-	-
Total tax	-	(143)

The tax assessed for the period is the same as (2002: *lower than*) the standard rate of corporation tax in the UK (30%). The differences are explained below:

	Year ended 27 December 2003 £000	Year ended 28 December 2002 £000
Loss on ordinary activities before tax	-	(570)
Tax on loss on ordinary activities before tax at 30% (2002: 30%)	-	(171)
<i>Effects of:</i>		
Permanent differences	-	2
Movement on accelerated capital allowances	-	38
Movement on other timing differences	-	(12)
Current tax charge for the period	-	(143)

As a result of the transfer of the trade and certain assets of the company on 28 December 2002 there is not expected to be any future profits or losses before tax.

Notes (continued)

8 Debtors

	27 December 2003 £000	28 December 2002 £000
Trade debtors	-	73
Amounts due from group undertakings	43	-
Other debtors	-	36
Corporation tax recoverable	143	143
	<hr/> 186	<hr/> 252
	<hr/> <hr/>	<hr/> <hr/>

Amounts owed by group undertakings are unsecured, repayable on demand and interest free.

9 Creditors: amounts falling due within one year

	27 December 2003 £000	28 December 2002 £000
Trade creditors	-	50
Amounts owed to group undertakings	1,946	2,079
	<hr/> 1,946	<hr/> 2,129
	<hr/> <hr/>	<hr/> <hr/>

Amounts owed to group undertakings are unsecured, repayable on demand, interest free and are not expected to be settled (*note 1*).

10 Called up share capital

	27 December 2003 £000	28 December 2002 £000
<i>Authorised:</i>		
1,000,000 ordinary shares of £1 each	1,000	1,000
	<hr/>	<hr/>
<i>Allotted, called up and fully paid:</i>		
720,000 ordinary shares of £1 each	720	720
	<hr/>	<hr/>

11 Reconciliation of movements in shareholder's funds

	27 December 2003 £000	28 December 2002 £000
Loss for the year	-	427
Opening shareholder's funds	1,760	1,333
	<hr/>	<hr/>
Closing shareholder's funds	1,760	1,760
	<hr/> <hr/>	<hr/> <hr/>

Notes *(continued)*

12 Profit and loss account

	27 December 2003 £000
At beginning of year	2,480
Loss for the year	-
	<hr/>
At end of year	2,480 <hr/> <hr/>

13 Related party disclosures

The company is controlled by Bleckmann (Holding) UK Limited, its immediate parent undertaking.

The company being a subsidiary undertaking with 90 percent or more of the voting rights being controlled within the TPG NV group is exempt from the requirement under the terms of FRS 8 to disclose transactions with entities that are part of this group or investees of this group qualifying as related parties.

14 Ultimate parent undertaking

The ultimate parent undertaking and controlling party of Bleckmann Distribution Limited is TPG NV, a company incorporated in the Netherlands. Copies of the consolidated financial statements of TPG NV that include Bleckmann Distribution Limited may be obtained from TPG Investor Relations, PO Box 13000, 1100 KG Amsterdam, The Netherlands.