REGISTERED NUMBER: 03664050

N G LOGISTICS LIMITED

REPORT OF THE DIRECTORS AND

CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2008

THURSDAY



11/12/2008 COMPANIES HOUSE

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CONTENTS OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2008

	Page
Company Information	1
Report of the Directors	2
Report of the Independent Auditors	4
Consolidated Profit and Loss Account	6
Consolidated Balance Sheet	7
Company Balance Sheet	8
Consolidated Cash Flow Statement	9
Notes to the Consolidated Cash Flow Statement	10
Notes to the Consolidated Financial Statements	11

COMPANY INFORMATION FOR THE YEAR ENDED 30 SEPTEMBER 2008

DIRECTORS:

N L Short P D O'Brien G Dean M J Rue

SECRETARY:

N L Short

REGISTERED OFFICE:

Unit 1, The Griffin Centre Staines Road

Staines Road Feltham Middlesex TW14 0HS

REGISTERED NUMBER:

03664050

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 30 SEPTEMBER 2008

The directors present their report with the financial statements of the company and the group for the year ended 30 September 2008.

PRINCIPAL ACTIVITY

The principal activity of the group in the year under review was that of multi-modal international freight forwarding agents offering a wide range of services including third party logistics and inventory management.

REVIEW OF BUSINESS

The results for the year and financial position of the company are as shown in the annexed financial statements.

Given the straightforward nature of the business, the company's directors are of the opinion that analysis using Key Performance Indicators is not necessary for an understanding of the development, performance or position of the entity.

DIVIDENDS

The total distribution of dividends for the year ended 30 September 2008 will be £340,000.

FIXED ASSETS

The changes in fixed assets during the year are summarised in the accounts. Additions in the year amounted to £68,892 of which £20,778 related to fixtures and fittings and £10,664 related to computer equipment and £37,450 related to motor vehicles. Disposals in the year at cost amounted to £39,635 of which £11,500 related to fixtures and fittings and £28,135 related to motor vehicles.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 October 2007 to the date of this report.

N L Short P D O'Brien G Dean M J Rue

CHARITABLE DONATIONS

During the year the group made charitable donations of £1,376 (2007: £2,353).

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing 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). The financial statements are required by law to give a true and fair view of the state of affairs of the company and the group and of the profit or loss of the group for that period. In preparing these 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;
- 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 the group 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 30 SEPTEMBER 2008

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 234ZA of the Companies Act 1985) of which the group's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the group's auditors are aware of that information.

AUDITORS

The auditors, James Cowper, will be proposed for re-appointment at the forthcoming Annual General Meeting.

N L Short - Director

Date:

S/2/08

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF N G LOGISTICS LIMITED

We have audited the financial statements of N G Logistics Limited for the year ended 30 September 2008 on pages six to eighteen. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. 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 auditors' 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 auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out on page two.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Report of the Directors is consistent with the financial statements.

In addition, we report to you if, in our opinion, 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 other transactions is not disclosed.

We read the Report of the Directors and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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 financial statements 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.

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF N G LOGISTICS LIMITED

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of affairs of the company and the group as at 30 September 2008 and of the profit of the group for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Report of the Directors is consistent with the financial statements.

James Cowper
Registered Auditor and
Chartered Accountants
3 Wesley Gate
Queens Road
Reading
Berkshire RG1 4AP

Date: 5 Deule not

CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 SEPTEMBER 2008

		20		200	07
	Notes	£	£	£	£
TURNOVER			23,174,840		20,844,901
Cost of sales			17,868,000		15,865,463
GROSS PROFIT			5,306,840		4,979,438
Distribution costs Administrative expenses		262,532 4,359,426		213,729 4,256,669	
·			4,621,958		4,470,398
OPERATING PROFIT	3		684,882		509,040
Interest receivable and similar income			-		1,565
			684,882		510,605
Interest payable and similar charges	4		127,356		144,318
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION			557,526		366,287
Tax on profit on ordinary activities	5		180,468		119,289
PROFIT FOR THE FINANCIAL YEAR AFTER TAXATION			377,058		246,998

CONTINUING OPERATIONS

None of the group's activities were acquired or discontinued during the current year or previous year.

TOTAL RECOGNISED GAINS AND LOSSES

The group has no recognised gains or losses other than the profits for the current year or previous year.

CONSOLIDATED BALANCE SHEET 30 SEPTEMBER 2008

		200	8	200	07
	Notes	£	£	£	£
FIXED ASSETS					
Intangible assets	8		1,557,599		1,663,345
Tangible assets	9		270,861		287,701
Investments	10		2,000		2,000
			1,830,460		1,953,046
CURRENT ASSETS					
Debtors	11	4,886,380		4,743,250	
Cash at bank		227,804		84,871	
		5,114,184		4,828,121	
CREDITORS Amounts falling due within one year	12	6,406,170		6,279,751	
, and and terming and throming the , the					
NET CURRENT LIABILITIES			(1,291,986)		(1,451,630)
TOTAL ASSETS LESS CURRENT					
LIABILITIES			538,474		<u>501,416</u>
CAPITAL AND RESERVES					
Called up share capital	16		1,000		1,000
Profit and loss account	17		537,474		500,416
SHAREHOLDERS' FUNDS	20		538,474		501,416
				110	
The financial statements were appro-	oved by th	e Board of Dir	ectors on	5/12/08	and

The financial statements were approved by the Board of Directors on were signed on its behalf by:

N L Short - Director

COMPANY BALANCE SHEET 30 SEPTEMBER 2008

		200	08	200	7
	Notes	£	£	£	£
FIXED ASSETS	_				
Intangible assets	8 9		-		-
Tangible assets Investments	9 10		3,132,132		3,132,132
mvestments	10		0,102,102		0,102,102
			3,132,132		3,132,132
CREDITORS					
Amounts falling due within one year	12	2,540,405		2,645,393	
NET CURRENT LIABILITIES			(2,540,405)		(2,645,393)
TOTAL ASSETS LESS CURRENT			504 707		400 700
LIABILITIES			<u>591,727</u>		486,739
CAPITAL AND RESERVES					
Called up share capital	16		1,000		1,000
Profit and loss account	17		590,727		485,739
	•				
SHAREHOLDERS' FUNDS	20		<u>591,727</u>		486,739

These financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies and with the Financial Reporting Standard for Smaller Entities (effective March 2000).

The financial statements wer were signed on its behalf by:	e approved by the	Board of Directors	on	12/08	and
were signed on its behalf by:				•	

N L Short - Director

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 30 SEPTEMBER 2008

		200	8	200	17
	Notes	£	£	£	£
Net cash inflow from operating activities	1		1,266,381		540,171
Returns on investments and servicing of finance	2		(127,356)		(142,753)
Taxation			(119,289)		(124,196)
Capital expenditure	2		(56,592)		(99,472)
Equity dividends paid			(340,000)		(240,000)
			623,144		(66,250)
Financing	2				(290,000)
Increase/(Decrease) in cash in th	e period		623,144		(356,250)
Reconciliation of net cash flow	·		 		
to movement in net debt	3				
Increase/(Decrease) in cash in the period Cash outflow		623,144		(356,250)	
from decrease in debt				290,000	
Change in net debt resulting from cash flows			623,144		(66,250)
Movement in net debt in the peri Net debt at 1 October	od		623,144 (1,505,821)		(66,250) (1,439,571)
Net debt at 30 September			<u>(882,677</u>)		(1,505,821)

NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 30 SEPTEMBER 2008

1. RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	2008	2007
- · · · · · · · · · · · · · · · · · · ·	£	£
Operating profit	684,882	509,040
Depreciation charges	179,742	194,414
(Profit)/Loss on disposal of fixed assets	(564)	7,638
Goodwill amortisation	· · · · · · · · · · · · · · · · · · ·	(4,745)
Increase in debtors	(143,130)	(164,429)
Increase/(Decrease) in creditors	545,451	(1,747)
Net cash inflow from operating activities	1,266,381	540,171

2. ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT

		2008 £	2007 £
Returns on investments and servicing of finance Interest received Interest paid		(127,356)	1,565 (144,318)
Net cash outflow for returns on investments and se	rvicina of	<u>(12.1000</u>)	<u>(111,010</u>)
finance		<u>(127,356</u>)	(142,753)
Capital expenditure			
Purchase of tangible fixed assets Sale of tangible fixed assets		(68,892) 12,300	(123,022)
Net cash outflow for capital expenditure		(56,592)	(99,472)
Financing			
Loan repayments in year			(290,000)
Net cash outflow from financing			<u>(290,000</u>)
ANALYSIS OF CHANGES IN NET DEBT	•		
	At 1.10.07 £	Cash flow £	At 30.9.08 £
Net cash: Cash at bank Bank overdraft	84,871 (1,590,692)	142,933 480,211	227,804 (1,110,481)
	(1,505,821)	623,144	(882,677)
Total	(1,505,821)	623,144	<u>(882,677)</u>

3.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2008

1. ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention.

Basis of consolidation

The group financial statements consolidate the financial statements of the company and all its subsidiaries made up to 30 September 2008.

Turnover

Turnover represents net invoiced sales of services, excluding value added tax.

Goodwill

Goodwill being the amount in connection of the acquisition of the business is being written off over its estimated useful life of 20 years.

Tangible fixed assets

Depreciation is provided at the following rates in order to write off each asset over its estimated useful life or, if held under a finance lease, over the lease term, whichever is the shorter.

Fixtures and fittings
- 20% straight line and 10% straight line

Motor vehicles
- 20% straight line
- 20% straight line
- 25% straight line

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

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 transaction. Exchange differences are taken into account in arriving at the operating result.

Pension costs and other post-retirement benefits

The group operates a defined contribution pension scheme. Contributions payable to the group's pension scheme are charged to the profit and loss account in the period to which they relate.

Investments

Investments in subsidiary undertakings are stated at cost less provision for permanent diminution in value. Investments held as fixed assets are stated at cost less provision for diminution in value.

2. STAFF COSTS

	2008	2007
	£	£
Wages and salaries	2,029,522	2,004,286
Social security costs	192,806	204,579
Other pension costs	73,286	98,211
The average monthly number of employees during the y	ear was as follows: 30.09.08	30.09.07
Warehousing and forwarding staff Administrative	74 10	76 10

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 30 SEPTEMBER 2008

3. **OPERATING PROFIT**

The operating profit is stated after charging/(crediting):

	Depreciation - owned assets (Profit)/Loss on disposal of fixed assets Goodwill amortisation Auditors remuneration Other lease rentals	2008 £ 73,996 (564) 105,746 11,500 510,214	2007 £ 74,169 7,638 115,500 11,250 510,901
	Directors' emoluments Directors' pension contributions to money purchase schemes	123,476 92,335	187,967 <u>94,792</u>
	The number of directors to whom retirement benefits were accruing was a	s follows:	
	Money purchase schemes	4	4
4.	INTEREST PAYABLE AND SIMILAR CHARGES	2008	2007
	Bank interest	£ <u>127,356</u>	£ 144,318
5.	TAXATION		
	Analysis of the tax charge The tax charge on the profit on ordinary activities for the year was as follows:	2008	2007
•	Current tax:	£	£
	UK corporation tax	180,468	119,289
	Tax on profit on ordinary activities	180,468	119,289

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 30 SEPTEMBER 2008

TAXATION - continued 5.

Factors affecting the tax charge

The tax assessed for the year is higher than the standard rate of corporation tax in the UK. The difference is explained below:

Profit on ordinary activities before tax	2008 £ 557,526	2007 £ 366,287
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 29% (2007 - 24.750%)	161,683	90,656
Effects of: Marginal relief Disallowable expenditure Capital allowances in excess of depreciation Short term timing differences	(4,377) 25,450 (2,226) (62)	(11,074) 43,861 (4,298) 144
Current tax charge	180,468	119,289

6. **PROFIT OF PARENT COMPANY**

As permitted by Section 230 of the Companies Act 1985, the profit and loss account of the parent company is not presented as part of these financial statements. The parent company's profit for the financial year was £444,988 (2007 - £366,296).

7. **DIVIDENDS**

	2008 £	2007 £
Equity shares: Ordinary shares of £1 each		
Interim dividend paid on 20,100 ordinary shares	340,000	240,000

8.

INTANGIBLE FIXED ASSETS	
Group	Goodwill £
COST At 1 October 2007 and 30 September 2008	2,114,923
AMORTISATION At 1 October 2007 Amortisation for year	451,578 105,746
At 30 September 2008	557,324
NET BOOK VALUE At 30 September 2008	<u> 1,557,599</u>
At 30 September 2007	1,663,345

continued...

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 30 SEPTEMBER 2008

9. TANGIBLE FIXED ASSETS

Group

0.00	Fixtures and fittings £	Motor vehicles £	Computer equipment £	Totals £
COST		400		222 274
At 1 October 2007	488,808	169,529	162,234	820,571
Additions	20,778	37,450	10,664	68,892
Disposals	<u>(11,500</u>)	<u>(28,135</u>)	-	<u>(39,635</u>)
At 30 September 2008	498,086	178,844	172,898	849,828
DEPRECIATION	·			
At 1 October 2007	351,209	50,812	130,849	532,870
Charge for year	24,678	31,610	17,708	73,996
Eliminated on disposal	<u>(11,500</u>)	<u>(16,399</u>)		<u>(27,899</u>)
At 30 September 2008	364,387	66,023	148,557	578,967
NET BOOK VALUE				
At 30 September 2008	<u>133,699</u>	112,821	<u>24,341</u>	270,861
At 30 September 2007	137,599	<u>118,717</u>	31,385	287,701

10. FIXED ASSET INVESTMENTS

Unlisted investments £
<u>27,068</u>
25,068
<u>2,000</u>
2,000

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 30 SEPTEMBER 2008

10. FIXED ASSET INVESTMENTS - continued

Co	m	Dá	an	۷
	•••	μ,	,	

Company	Unlisted investments £
COST At 1 October 2007 and 30 September 2008	3,132,132
NET BOOK VALUE At 30 September 2008	3,132,132
At 30 September 2007	3,132,132

The group or the company's investments at the balance sheet date in the share capital of companies include the following:

Subsidiary

Norman Global Logistics Limited

Country of incorporation: Great Britain Nature of business: Freight forwarding

	%
Class of shares:	holding
Ordinary A	100.00

2008	2007
£	£
1,521,280	1,483,464
377,816	236,202
	£ 1,521,280

11. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group	
	2008	2007
	£	£
Trade debtors	4,558,338	4,438,081
Other debtors	74,160	76,490
Prepayments and accrued income	253,882	228,679
	4,886,380	4,743,250

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 30 SEPTEMBER 2008

12. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group		Company	
	2008	2007	2008	2007
	£	£	£	£
Bank loans and overdrafts (see note 13)	1,110,481	1,590,692	-	-
Trade creditors	4,934,038	4,322,659	-	-
Tax	180,468	119,289	27,072	31,939
Other creditors	-	56,400	-	56,400
Social security	56,547	56,630	-	-
Accruals	124,636	134,081	-	-
Amounts owed to group u/taking		<u> </u>	2,513,333	2,557,054
	6,406,170	6,279,751	2,540,405	2,645,393

13. **LOANS**

An analysis of the maturity of loans is given below:

	Group	
	2008 £	2007
Amounts falling due within one year or on demand:	£.	£
Bank overdrafts	<u>1,110,481</u>	1,590,692

14. OPERATING LEASE COMMITMENTS

The following operating lease payments are committed to be paid within one year:

Group

Group	Land and buildings		Other operating leases	
	2008 £	2007 £	2008 £	2007 £
Expiring: Between one and five years	<u>510,214</u>	510,901	64,349	58,485

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 30 SEPTEMBER 2008

15. SECURED DEBTS

The following secured debts are included within creditors:

	G	Group	
	2008	2007	
	£	£	
Bank overdrafts	<u>1,110,481</u>	1,590,692	

The bank overdraft is secured by:

A debenture dated 10 February 2000 and an unlimited guarantee on the assets of Norman Global Logistics Limited, a 100% subsidiary.

A debenture dated 10 February 2000 and an unlimited guarantee on the assets of N G Logistics Limited.

16. CALLED UP SHARE CAPITAL

Authorised, a	illotted, issued and fully paid:			
Number:	Class:	Nominal	2008	2007
		value:	£	£
1,000	Ordinary	£1	<u>1,000</u>	<u>1,000</u>

17. RESERVES

At 1 October 2007

Profit for the year

Group	Profit and loss account £
At 1 October 2007 Profit for the year Dividends	500,416 377,058 (340,000)
At 30 September 2008	<u>537,474</u>
Company	Profit and loss account £

Dividends	(340,000
At 30 September 2008	590,727

485,739

444,988

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 30 SEPTEMBER 2008

18. CONTINGENT LIABILITIES

The company is a member of a group value added tax registration arrangement and is contingently liable for the unpaid value added tax of other members of the group registration. The liabilities at 30 September 2008 have been settled since the end of the financial period.

The company has given an unlimited guarantee and debenture in support of its subsidiary company Norman Global Logistics Limited.

19. RELATED PARTY DISCLOSURES

The company is controlled by the directors of the company by virtue of their shareholdings as shown in the Report of the Directors. No one person has ultimate control of the company.

The company owns 100% of the voting share capital of Norman Global Logistics Limited.

During the year N G Logistics Limited charged Norman Global Logistics Limited £396,182 (2007: £488,796) for management fees.

At the year end the company owed Norman Global Logistics Limited £2,513,333 (2007: £2,557,054).

20. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

Group		
	2008 £	2007 £
Profit for the financial year Dividends	377,058 (340,000)	246,998 (240,000)
Net addition to shareholders' funds Opening shareholders' funds	37,058 501,416	6,998 494,418
Closing shareholders' funds	538,474	501,416
Company	2008 £	2007 £
Profit for the financial year Dividends Issued Share Capital	444,988 (340,000)	366,296 (240,000)
Net addition to shareholders' funds Opening shareholders' funds	104,988 486,739	126,296 360,443
Closing shareholders' funds	591,727	486,739