

Chartered Accountants Registered Auditors Independent Financial Advisers

REPORT OF THE DIRECTORS AND CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2004

FOR

LEWIS DAY TRANSPORT PLC COMPANY NO: 4143737

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^{*}The page so marked does not form part of the statutory financial statements.

Directors' Report for the year ended 31 March 2004

The directors presents their report together with the audited financial statements for the year ended 31 March 2004.

Review of Business

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

No dividends will be distributed for the year ended 31 March 2004.

Principal Activities

The principal activities of the group in the year under review were those of the provision of courier, passenger car and medical services.

Events Since the End of the year

Information relating to events since the end of the year is given in the notes to the financial statements

Directors

The directors during the year under review and their beneficial interests in the issued share capital of the company were as follows:

	Number	Number of shares		
	31.3.04	31.3.03		
N Davison	9,090	9,090		
K Kasinos	9,090	9,090		
P Morgan	9,090	9,090		
H Lewis	-	-		
J Ritterband	9,090	9,090		
		======		

H Lewis holds an interest in the company by virtue of being a trustee of the company's retirement scheme, which holds 55% of the ordinary share capital.

Group's Policy on Payment of Creditors

In respect of all the group's creditors it is the group's policy: to settle the terms of payment when agreeing the terms of each transaction to ensure that suppliers are made aware of the terms of each transaction to abide by the terms of payment.

The average number of creditor days taken during the year was 23.

Directors' Report for the year ended 31 March 2004 (continued)

Director's 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 group and of the profit or loss of the group for that period.

In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments 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; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company and the group 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 group and 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Auditors

The auditors, Civvals, will be proposed for re-appointment in accordance with Section 385 of the Companies Act 1985.

By Order of the Board

J Ritterband Secretary

Date: 25 June 2004

Auditors' Report to the members of Lewis Day Transport plc

We have audited the financial statements of Lewis Day Transport plc for the year ended 31 March 2004 on pages 4 to 18. These financial statements have been prepared under the historical cost convention and 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 its members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of the director and auditors

As described on page 2 the company's directors are responsible for the preparation of financial statements in accordance with applicable law and United Kingdom Accounting Standards.

Our responsibility is to audit the financial statements in acordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

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 if, in our opinion the Report of the Directors is not consistent with the financial statements, if the group 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 with the group is not disclosed.

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

Basis of opinion

We conducted our audit in accordance with United Kingdom 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 judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the group'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.

Opinian

In our opinion the financial statements give a true and fair view of the state of affairs of the company and of the group as at 31 March 2004 and of the profit of the group for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

CIVVALS

and Registered Auditors Marble Arch House 66-68 Seymour Street

London W1H 5AF

Date: 25 June 2004

Consolidated Profit and Loss Account for the year ended 31 March 2004

	Note	2004 £	2003 £
Turnover		19,573,405	10,561,187
Cost of sales		(11,899,644)	(6,496,901)
Gross profit		7,673,761	4,064,286
Administrative expenses		(6,256,773)	(3,363,201)
Operating profit	4	1,416, 9 88	701,085
Interest receivable		821	76
Exceptional items	5	(130,242)	0
Interest payable	6	(276,317)	(128,498)
Profit on ordinary activities before taxation		1,011,250	572,663
Taxation on profit on ordinary activities	7	(187,709)	(151,462)
Profit on ordinary activities after taxation		823,541	421,201
Minority interest		(75,781)	(29,820)
Retained profit for the year	19	747,760	391,381

During the year the group acquired the trading activities of two other courier businesses, These contributed approximately £3,365,000 of the turnover disclosed for the year. It is not possible to identify the contributions made to net profit as the operations are fully integrated with the group's other operations.

All recognised gains and losses are included in the profit and loss account.

The notes on pages 8 to 18 form part of these financial statements.

Consolidated Balance Sheet As at 31 March 2004

	Note	£	2004 £	£	2003 £
Fixed Assets Intangible assets Tangible assets	8 9	-	2,194,908 2,436,765 4,631,673		405,000 1,278,414 1,683,414
Current Assets Debtors Cash at bank and in hand	11	3,525,803 7,759 3,533,562		2,287,824 20,494 2,308,318	
Creditors: amounts falling due within one year	12	(3,616,361)		(1,962,898)	
Net current assets		-	(82,799)		345,420
Total Assets Less Current Liabilities			4,548,874		2,028,834
Creditors: amounts falling after one year	13		(3,184,187)		(1,487,688)
Capital and Reserves		=	1,364,687	=	541,146
Called up share capital	18		100,000		100,000
Profit and loss account	19	-	1,161,889	-	414,129
Shareholders' Funds (equity interests)	20		1,261,889		514,129
Minority interests			102,798		27,017
		-	1,364,687	-	541,146

The financial statements were approved by the Board on 25 June 2004

H Lewis - Director

The notes on pages 8 to 18 form part of these financial statements.

Company Balance Sheet As at 31 March 2004

	Note	£	2004 £	£	2003 £
Fixed Assets Intangible assets Tangible assets Investments	8 9 10		2,194,908 710,498 4,329 2,909,735		405,000 499,560 4,329 908,889
Current Assets Debtors Cash at bank and in hand	11	3,562,217 5,869		2,265,116 14,366	,
Creditors: amounts falling due within one year	12	3,568,086		2,279,482	
Net current assets			532,285		682,705
Total Assets Less Current Liabilities			3,442,020		1,591,594
Creditors: amounts falling due after one year	13		(2,348,818)		(1,060,269)
			1,093,202		531,325
Capital and Reserves					
Called up share capital Profit and loss account	18 19		100,000 993,202		100,000 431,325
Shareholders' Funds (equity interests)	20		1,093,202		531,325

The financial statements were approved by the Board on

H Lewis - Director

The notes on pages 8 to 18 form part of these financial statements.

Consolidated cash flow statement for the year ended 31 March 2004

	Note	£	2004 £	£	2003 £
Net cash inflow from operating activities	23		1,319,823		912,565
Returns on investments and servicing of finance Interest received Interest paid		821 (276,317)	(275,496)	76 (1 <u>28,498)</u>	(128,422)
Taxation Corporation tax paid			(108,607)		(2)
Capital expenditure Purchase of tangible fixed assets Goodwill arising on acquistion of subs Purchase of intangible fixed assets Proceeds of sale of tangible fixed ass		(1,772,110) - (1,952,576) <u>2,300</u>	(3,722,386)	(1,159,121) (73,637) (450,000) <u>79,701</u>	. (1,603,057)
Net cash outflow before use of liquid resources and financing	d		(2,786,666)		(818,916)
Financing	25		2,653,237		939,491
(Decrease)/Increase in cash	24		(133,429)		120,575

The notes on pages 8 to 16 form part of these financial statements.

Notes to the Financial Statements for the year ended 31 March 2004

1. Accounting policies

The financial statements are prepared under the historical cost convention and are in accordance with applicable accounting standards.

1.1 Basis of consolidation

The consolidated financial statements include the financial statements of Lewis Day Transport plc and all its subsidiary undertakings for the year ended 31 March 2004.

1.2 Turnover

Turnover represents net invoiced sales of services to outside customers, excluding value added tax. Sales are recognised when an invoice is raised.

1.3 Goodwill

Purchased goodwill (excluding goodwill arising on consolidation), being the amount paid in connection with the purchase of businesses in the current and previous periods, is being written off evenly over its estimated useful life of ten years. Goodwill arising on consolidation is written off to reserves.

1.3 Tangible Fixed Assets

Depreciation is provided to write off the cost less estimated residual value of each asset over its expected useful life.

Leasehold property

- 10% on cost

Plant and Machinery

- 25% on reducing balance

Fixtures and fittings

- 25% on reducing balance

Computer equipment

- 25% on reducing balance

Motor vehicles

25% per annum reducing balance

1.4 Hire purchase and leasing commitments

Assets obtained under hire purchase contracts or finance leases are capitalised in the balance sheet. Those held under hire purchase contracts are depreciated over their estimated useful lives. Those held under finance leases are depreciated over their estimated useful lives or the lease term, whichever is shorter.

The interest element of those obligations is charged to the profit and loss account over the relevant period. The capital element of future payments is treated as a liability.

Rentals paid under operating leases are charged to the profit and loss account as incurred.

1.5 Investments

Fixed asset investments are stated at cost less any provision for impairment in value.

1.6 Foreign currency translation

Foreign currency translations are translated at the rates of exchange ruling when they occurred. Foreign currency monetary assets and liabilities are translated at the rate ruling at the balance sheet date. Any differences are taken to the profit and loss account.

Notes to the Financial Statements for the year ended 31 March 2004

1.7 Commissions

Commission which has been paid for the introduction of clients is written off over the term of the contract (four years).

1.8 Deferred taxation

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

2.	Director's Emoluments	2004 £	2003 £
	These comprise :		
	Emoluments	369,529	599,455
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		369,529	599,455
	Information regarding the highest paid director is as follows:		
	Emoluments	75,550	66,113

Notes to the Financial Statements for the year ended 31 March 2004

3. Employees

Number of employees

The average number of employees (including directors) during the year was as follows:

	during the year was as follows :	2004 Number	2003 Number
	Directors	5	5
	Business development	6	6
	Accounts	12	6
	IT Contamon for	4 14	2 7
	Customer services Operations	118	40
	Operations		
		159	66
	Staff costs (including directors) consist of :	2004	2003
		£	£
	Wages and salaries	3,463,798	1,989,159
	Social security costs	377,350	198,332
		3,841,148	2,187,491
4.	Operating Profit	2004 £	2003 £
	Operating profit is stated after charging :		
	Depreciation of tangible assets	470,216	217,200
	Amortisation of intangible assets	162,668	45,000
	Loss on disposal of fixed assets	10,993	699
	Operating lease rentals		
	-Plant and machinery	31,473	39,577
	-Land and buildings	195,266	109,194
	Auditors' remuneration-audit services	20,000	15,250
			*

5. Exceptional items

The exceptional item is the remaining undepreciated cost of leasehold additions written off as a result of one of the companies' change of premises during the year.

Notes to the Financial Statements for the year ended 31 March 2004

6.	Interest payable	2004 £	2003 £
	On bank loans and overdrafts Hire purchase interest	236,006 40,311	103,249 25,249
		276,317	128,498
7.	Taxation on profit on ordinary activities	2004 £	2003 £
			_
	UK Corporation tax Adjustment in respect of prior years	216,353 (28,644)	151,462 0
	Tax on profit on ordinary activities	187,709	151,462
	Factors affecting the tax charge The tax assessed for the year is lower than the standard rate of the standard rat	corporation tax in the UK. T	he
	difference is explained below:	2004 £	2003 £
	Profit on ordinary activities before tax	1,011,250	572,663
	Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 27.382% (2003-27.298%)	276,905	156,327
	Effects of:		
	Disallowed expenses	12,511	3,924
	Loss on disposal of fixed assets	39,073	206
	Excess of capital allowances over depreciation	(112,136)	(45,677) (2,636)
	Losses from prior periods Over provision	(28,644)	39,318
		187,709	151,462

Deferred taxation unprovided at 31.3. 04 amounts to £64,722 (2003 £31,136)

Notes to the Financial Statements for the year ended 31 March 2004

8. Intangible fixed assets

	Goodwill £
Cost At 1 April 2003 Additions	450,000 1,952,576
At 31 March 2004	2,402,576
Amortisation At 1 April 2003 Charge for the year	45,000 162,668
At 31 March 2004	207,668
Net Book Value At 31 March 2004	2,194,908
At 31 March 2003	405,000

9. Tangible Assets

Group	Leasehold property	Plant and machinery	Fixtures	Vehicles	Computer equipment	Total
Cost	£	£	£	£	£	£
At 1 April 2003 Additions Disposals	212,391 44,788 (173,230)	226,654	48,401 71,440 -	830,842 1257575 (21,649)	253,160 171653 -	1,570,788 1,772,110 (194,879)
At 31 March 2004	83,949	452,648	119,841	2,066,768	424,813	3,148,019
Depreciation At 1 April 2003 Charge for the year Disposals	31,662 24,533 (42,989)	64,341	16,820 12,198 -	108,974 299,406 (8,355)	72,728 69,746	292,374 470,224 (51,344)
At 31 March 2004	13,206	126,531	29,018	400,025	142,474	711,254
Net Book value At 31 March 2004	70,743	326,117	90,823	1,666,743	282,339	2,436,765
At 31 March 2003	180,729	163,804	31,581	721,868	180,432	1,278,414

The net book value of plant and machinery held under hire purchase agreements amounts to £62,195 at 31.3.04 (2003 £28,611). Depreciation charged on these assets for the year amounted to £10,865 2003 (£3,333).

The net book value of motor vehicles held under hire purchase agreements amounts to £1,665,863 at 31.3.04 (2003 £721,868). Depreciation charged on these assets for the year amounted to £299,386 (2003 £100,682).

Notes to the Financial Statements for the year ended 31 March 2004

Company	Leasehold property	Plant and machinery	Fixtures	Vehicles	Computer equipment	Total
Cost	£	£	£	£	£	£
At 1 April 2003 Additions Disposals	173,230 42,155 (173,230)	213,184	45,675 70,920 -		244,519 170469 -	668,474 496,728 (173,230)
At 31 March 2004	42,155	418,234	116,595	0	414,988	991,972
Depreciation At 1 April 2003 Charge for the year Disposals	25,666 17,420 (42,989)	58,677	16,526 11,484 -		69,813 67,968	168,914 155,549 (42,989)
At 31 March 2004 Net Book value	97	115,586	28,010	0	137,781	281,474
At 31 March 2004	42,058	302,648	88,585	0	277,207	710,498
At 31 March 2003	147,564	148,141	29,149	0	174,706	499,560

The net book value of plant and machinery held under hire purchase agreements amounts to £62,195 at 31.3.04 (2003 £28,611). Depreciation charged on these assets for the year amounted to £10,865 (2003 £3,333).

10. Fixed Asset Investments

	The Group		The Company	
At cost	2004 £	2003 £	2004 £	2003 £
Shares in subsidiary undertakings		<u></u>	4,329	4,329

The company's interest in the share capital of subsidiary undertakings is as follows:

Subsidiary undertakings	Country of registration or incorporation	Ordinary Shares held %
Lewis Day Transport (West London) Limited	England and Wales	70
Lewis Day Transport (South East) Limited	England and Wales	60
Medical Couriers Limited	England and Wales	100

The companies are in the business of provision of courier and passenger car services.

Notes to the Financial Statements for the year ended 31 March 2004

11.	Debtors	The Gro	oup	The Com	pany
		2004 £	2003 £	2004 £	2003 £
	Trade debtors	2,550,001	1,470,678	2,550,001	1,468,893
	Amounts owed by group undertakings	-	-	93,192	12,364
	Directors loans	-	4,417	-	4,417
	Staff loans	17,157	12,723	17,15 7	12,723
	Prepayments and accrued income	958,645	800,006	901,867	766,719
		3,525,803	2,287,824	3,562,217	2,265,116

All amounts shown under debtors fall due for payment within one year.

12.	Creditors : amounts falling due	The Gr	oup	The Com	pany
	within one year	2004 £	2003 £	2004 £	2003 £
	Bank loans and overdrafts Trade creditors Corporation tax Vat Other taxes and social security costs Obligations under hire purchase agreements Amounts due to group companies	1,099,024 751,154 230,564 439,870 124,936 705,622	468,169 485,939 151,462 249,923 64,100 272,937	1,099,024 726,057 154,014 439,870 124,936 18,791	468,169 463,970 134,175 199,958 64,100 4,759
	Amounts due to group companies Director's current account	- 265,191	- 270,368	275,109 198,000	64,929 196,717
		3,616,361	1,962,898	3,035,801	1,596,777
13.	Creditors : amounts falling due after one year	The Gr	roup The Company		
	arter one year	2004 £	2003 £	2004 £	2003 £
	Bank loans and overdrafts Other loans Obligations under hire purchase agreements Director's current account	1,851,455 463,424 869,308	552,319 494,864 426,613 13,892	1,851,455 463,424 33,939	552,319 494,864 13,086
		3,184,187	1,487,688	2,348,818	1,060,269

Notes to the Financial Statements for the year ended 31 March 2004

14. Loans and Overdrafts

Company and Group

An analysis of the maturity of loans and overdrafts is given below:

Amounts falling due within one year or on demand:	2004 £	2003 £
Bank overdrafts Bank loans	320,903 778,121 1,099,024	200,209 267,960 468,169
Amounts falling due within one year or on demand: Bank loans	793,333	168,986
Amounts falling due within one year or on demand:		
Bank loans Other loans	1,058,122 463,424 1,521,546	383,333 494,864 878,197

15. Obligations Under Hire Purchase Contracts and Leases

Hire Purchase Contracts

	The Group		The Company	
	2004 £	2003 £	2004 £	2003 £
Gross obligations repayable: Between one and five years	974,871	468,189	42,326	16,087
Finance charges repayable: Between one and five years	105,563	41,576	8,387	3,001
Net obligations repayable: Between one and five years	869,308	426,613	33,939	13,086

16. Financial Commitments

At 31 March 2004 the group had annual commitments under operating leases as follows :

The Group

	Land and Buildi	Land and Buildings		
Expiry date:	2004 £	2003 £	2004 £	2003 £
Within one year Between two and five years In over five years	7,598 33,150 432,000	7,598 - 87,714	604 27,923 -	604 22,381
	472,748	95,312	28,527	22,985

Notes to the Financial Statements for the year ended 31 March 2004

The Company

	Land and Buildin	Land and Buildings		
Expiry date:	2004 £	2003 £	2004 £	2003 £
Within one year Between two and five years In over five years	425,000	- - 76,314	27,923 -	- 22,381 -
	425,000	76,314	27,923	22,381

17. Secured Debts

The following secured debts are included within creditors:

•	The Gro	oup	The Company	
	2004 £	2003 £	2004 £	2003 £
Bank overdrafts	320,903	200,209	320,903	200,209
Bank loans	2,394,788	820,279	2,394,788	820,279
Hire purchase contracts	1,574,930	699,550	52,730	17,845
	4,290,621	1,720,038	2,768,421	1,038,333

The bank loans and overdrafts are secured by debentures over the assets of the group and by a guarantee provided by one of the directors. The hire purchase agreements are secured on the underlying assets.

18.	Share Capital	2004 £	2003 £
	Authorised 100,000 Ordinary shares of £1 each	100,000	100,000
	100,000 Oldinary Shares of £1 each		100,000
	Allotted, called-up and fully paid		
	1,000,000 Ordinary shares of £1 each	1,000,000	1,000,000
19.	Profit and Loss Account	The Group 2004 £	The Company 2004 £
	Retained profits at 1 April 2003	414,129	431,325
	Profit for the year	747,760	561,877
	Retained profits at 31 March 2004	1,161,889	993,202

Notes to the Financial Statements for the year ended 31 March 2004

20. Reconciliation of Movements in Shareholders' Funds

	The Gro	oup	The Company	
	2004 £	2003 £	2004 £	2003 £
Profit for the financial year				
Opening shareholders' funds	747,760	391,381	561,877	328,225
	514,129	122,748	531,325	203,100
Closing shareholders' funds	1,261,889	514,129	1,093,202	531,325

21. Post Balance Sheet Events

Since the year end the group has acquired the businesses of two other companies. The total expenditure on these acquisitions amounted to £450,000.

These acquisitions were funded by bank loans repayable in quarterly instalments over the next five years. These loans are secured over the assets of the group and by guarantees given by a director.

The company has taken advantage of the exemption available under Financial Reporting Standard No. 8 "Related Party Transactions", not to disclose any transactions with entities that are included in these consolidated financial statements.

22 Ultimate Controlling Party

The group is ultimately controlled by the trustees of the Lewis Day Transport plc Retirement Scheme, by virtue of its 55% shareholding in the parent company of the group. Mr H Lewis is a trustee of the Scheme

23.	Reconciliation of operating profit to net cash inflow from operating activities	2004 £	2003 £
	Operating profit	1,416,988	701,085
	Depreciation of tangible fixed assets	470,224	217,200
	Loss on sale of tangible fixed assets	10,993	699
	Amortisation of goodwill	162,668	45,000
	(Increase)/decrease in debtors	(1,237,979)	(236,334)
	Increase/(decrease) in creditors	496,929	184,915
		1,319,823	912,565

Notes to the Financial Statements for the year ended 31 March 2004

n. 4	Reconciliation of net cash flow to movement in net deb	4
24.	Reconciliation of het cash flow to movement ill flet deb	ι

	2004 £	2003 £
(Decrease)/Increase in cash Cash inflow from increase in debt and lease financing	(133,429) (2,653,237)	120,575 (939,491)
Change in net debt resulting from cashflows	(2,786,666)	(818,916)
Movement in net debt in the period	(2,786,666)	(818,916)
Net debt at 1 April	(2,194,408)	(1,375,492)
Net debt at 31 March	(4,981,074)	(2,194,408)

25. Analysis of net debt

	At 1.4.03	Cash flow	At 31.3.04
	£	£	£
Cash at bank and in hand	20,494	(12,735)	7,759
Bank overdrafts	(200,209)	(120,694)	(320,903)
	(179,715)	(133,429)	(313,144)
Hire Purchase within one year			
after one year	(272,937)	(432,685)	(705,622)
Debts falling due	(426,613)	(442,695)	(869,308)
within one year	(267,960)	(510,161)	(778,121)
after one year	(1,047,183)	(1,267,696)	(2,314,879)
	(2,014,693)	(2,653,237)	(4,667,930)
•			
Total	(2,194,408)	(2,786,666)	(4,981,074)