

Company Registration No. 5652020

Interdean Holdings Limited

Report and Financial Statements

31 December 2008

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Interdean Holdings Limited

Report and financial statements 2008

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Interdean Holdings Limited

Report and financial statements 2008

Officers and professional advisers

Directors

P Evans (Chairman)
L McGreal

Secretary

L McGreal

Registered office

Central Way
Park Royal
London
NW10 7XW

Bankers

Barclays Bank plc
Level 20
1 Churchill Place
London
E14 1HP

Auditors

Deloitte LLP
Chartered Accountants
London

Interdean Holdings Limited

Chairman's report

It gives me great pleasure to present my third report as Chairman and owner of the Interdean Group.

Financial Results

I am pleased to report that sales from continuing operations in Europe increased to €116.1 million in 2008 from €104.8 million in 2007, an increase of 10.8%.

The Group achieved an operating profit from continuing operations of €3.47 million, compared to an operating profit of €0.8 million from continuing operations in the previous year.

These figures understate the achievement. A substantial proportion of the Group's business originated from its subsidiary in the UK. The results of the Group, when translated into Euros (its reporting currency), have been adversely affected by the 24% devaluation of the British Pound against the Euro during 2008. Had currency rates remained unchanged, the Group's turnover would have increased by 16.8%, whereas at actual rates of exchange, it increased by 10.8%.

Business Developments

In May 2008, the Group set up a dedicated relocation division, led by Rita Wagner, who joined us from Graebel (a leading US van line) as Director of Relocation Services. This move will enable us to offer a full range of destination services to present and future clients that require it. We have made a flying start by attracting Google, Microsoft and HSBC as new clients.

In October 2008, the Group acquired two businesses in Portugal, Rettenmayer SA, a long established moving company, and Seguresafe, a record archive storage company. The following month, the Group acquired Auguste Daleiden Sarl, also a long established moving company based in Luxembourg.

These acquisitions fill gaps in our network and bring us close to achieving a comprehensive network in Europe outside Scandinavia.

The Group is also proceeding with the development of its €10 million bespoke warehouse in Moscow. Completion is expected around March 2010.

Management Team

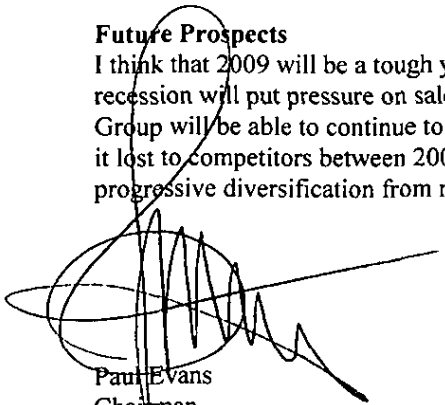
The management team consists of the Regional Managers of the Group's operating companies, the Group Chief Executive and other key members of the Group sales, operating and finance functions, led by myself as Chairman. The team continues to make good progress in driving the Group forward.

There were no changes in the senior management team during 2008, other than the welcome addition of Rita Wagner.

In June 2009, Peter Schleicher retired as Regional Manager, Germany. Peter joined us in 2006 and stabilised the German operation. I should like to thank Peter for his contribution to the Group. Peter has been replaced by Dirk Ellermann, who was Sales Director of Interdean Germany until leaving in 2002. I am delighted that Dirk has rejoined the team.

Future Prospects

I think that 2009 will be a tough year for the relocation industry as I expect that the worldwide recession will put pressure on sales volumes and margins. However, I am cautiously optimistic that the Group will be able to continue to build on its strengths and continue to recapture the market share that it lost to competitors between 2001 and 2005. I believe that the Group will also be assisted by its progressive diversification from moving services into relocation services generally.



Paul Evans
Chairman

Interdean Holdings Limited

Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 December 2008.

Principal activity

The company is the ultimate holding company for a group of companies engaged in the international corporate moving and relocation business.

Review of developments

Group results

The consolidated Group profit and loss account is set out on page 10 and shows the profit for the period.

The directors consider that the European business made satisfactory progress in 2008. Sales from continuing operations in Europe increased by 10.8% to €116.1 million and an operating profit from continuing operations of €3.47 million was achieved.

A substantial proportion of the Group's business is conducted by its subsidiary in the UK, which accounts in Sterling. The results of the Group, when translated into Euros (its reporting currency), have been adversely affected by the 24% devaluation of the British Pound against the Euro during 2008.

The following table indicates that, had currency rates remained unchanged, the Group's turnover would have increased by 16.8%, whereas at actual rates of exchange, it increased by 10.8%.

	2008 €'000	2007 €'000
Turnover from continuing operations		
As reported	116,112	104,801
At 31 December 2007 exchange rates	122,440	104,801
% increase	+16.8%	

The results for the year are summarised below.

	2008 Continuing Operations €'000s	2007 Continuing Operations €'000s	2008 Discontinued Operations €'000s	2007 Discontinued Operations €'000s
Operating profit / (loss) from international moving and relocation	3,228	465	(112)	205
Other operating income	335	200	31	67
Foreign exchange (loss) / gain	(41)	439	(39)	(63)
Amortisation of goodwill	77	253	-	(185)
Re-organisation costs	(127)	(327)	-	-
Other operating expenses	-	(263)	-	-
Operating profit / (loss) as reported	3,472	767	(120)	24

Interdean Holdings Limited

Directors' report

Company results, dividend and financial position

The company did not trade during the year but acted as a holding company for the Group. The company had net liabilities of €951,982 at 31 December 2008 (2007 - €433,456).

No dividend has been paid or proposed during the year.

Future prospects

The directors will continue to focus on the Group's operations in Europe.

The directors believe that 2009 will be a tough year for the relocation industry, as the worldwide recession is likely to put pressure on sales volumes and margins. However, the directors are cautiously optimistic that the Group will be able to continue to build on its strengths and continue to recapture the market share that it lost to competitors between 2001 and 2005. The directors believe that the Group will also be assisted by its progressive diversification from moving services into relocation services generally.

Going concern

The Group has made a profit during the year of €710,000 and has net liabilities of €6.1 million and net current liabilities of €7.7 million.

The Group is reliant upon its sole shareholder, to provide it with working capital facilities. The facilities are provided by way of loans. The directors have received confirmation from its sole shareholder that he will not request repayment of loans for at least twelve months from the date of signing the accounts if to do so would result in the Group being unable to pay its debts as and when they fall due. There is no legally binding commitment that the shareholder will continue to provide additional funding in the future to enable the Group to continue to meet its obligations.

Accordingly, there is a material uncertainty which may cast significant doubt over the Group's ability to continue as a going concern and, therefore, over its ability to realise its assets and discharge its liabilities in the normal course of business.

The directors have considered the funding arrangements that have been made available to the Group by its sole shareholder, the current market conditions and likely future developments in the market. The directors consider that the Group will have sufficient working capital for the next twelve months from the date of signing of the accounts and that the financing available to the Group from its sole shareholder or alternative sources will be adequate and have, therefore, concluded that the going concern assumption is appropriate for the preparation of these accounts.

Financial risks

The company's main financial risk identified by our periodical business review is liquidity. We have reviewed the potential impact of interest risk, credit risk and price risk and these are not considered material.

Short-term liquidity risk is addressed through meticulous monitoring of working capital. Policies in place safeguard potential cash flow disruptions and an additional guarantee of continuity is the fact that the Group deals almost exclusively with blue-chip companies. The Group relies on its shareholder for working capital funding when shortfalls arise.

The Group has moderate exposure to currency fluctuations. The closing balance sheets and the revenues and cost of subsidiary companies denominated in currencies other than Euros are translated into Euros at the closing rates of exchange. Fluctuations in exchange rates from one year to the next will affect the values reported in Euros.

Interdean Holdings Limited

Directors' report

In addition, foreign exchange gains or loss may arise on trading balances. This risk is not considered to be material.

Reporting currency

The company presents its accounts in Euros for consistency with most other companies in the Group.

Directors

The directors of the company who served throughout the year and subsequently were:

P Evans
L McGreal

Tangible fixed assets

The directors consider there to be no material difference between the open market value and the carrying value of the Group's interest in land and buildings.

Employee involvement

Regular meetings are held with all employees to discuss their prospects within the business. Opportunity is given at these meetings for senior executives to be questioned about matters that concern the employees.

The involvement of employees in the performance of the Group is encouraged, and senior executives have an 'open door' policy to all members of staff.

Employment of disabled persons

The company and its subsidiaries have continued their policy regarding the employment of disabled persons. Full and fair consideration is given to applications for employment made by disabled persons having regard to their particular aptitudes and abilities. In the event of members of staff becoming disabled, every effort is made to ensure that their employment with the Group continues and that appropriate training is arranged. It is the policy of the Group that the training, career development and promotion of disabled persons, shall, as far as is possible, be identical with that of other employees.

Interdean Holdings Limited

Directors' report

Auditors

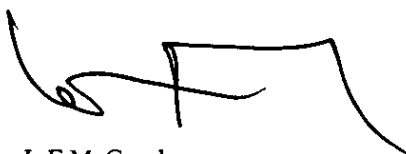
Each of the persons who are a director at the date of approval of this report confirms that:

- so far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware; and
- the directors have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s234ZA of the Companies Act 1985.

On 1 December 2008, Deloitte & Touche LLP changed its name to Deloitte LLP. Deloitte LLP have expressed their willingness to continue in office as auditors and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors
and signed on behalf of the Board



L E McGreal
Secretary
31st July 2009

Interdean Holdings Limited

Statement of directors' responsibilities

The directors are responsible for preparing the annual report and 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;
- state whether applicable UK Accounting Standards have been followed; and
- 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 that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for the system of internal control, for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Independent auditors' report to the members of Interdean Holdings Limited

We have audited the group and parent company financial statements (the "financial statements") of Interdean Holdings Limited for the year ended 31 December 2008 which comprise the Consolidated Profit and Loss Account, the Consolidated and Company Balance Sheets, the Consolidated Cash Flow Statement, the Consolidated Statement of Total Recognised Gains and Losses, the Reconciliation of Movement in Consolidated Shareholder's Deficit and the related notes 1 to 32. 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 Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) 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 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 Directors' Report 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 other information contained in the annual report and consider whether it is consistent with the audited financial statements. This other information comprises only the Chairman's Report and the Directors' Report. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any further information outside the annual report.

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 group's and 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.

Independent auditors' report to the members of Interdean Holdings Limited (continued)

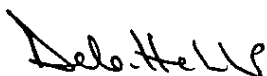
Opinion

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 the group's and the parent company's affairs as at 31 December 2008 and of the group's profit 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 Directors' Report is consistent with the financial statements.

Emphasis of matter – going concern

Without qualifying our opinion, we draw attention to the disclosures made in note 1 of the financial statements concerning the company's ability to continue as a going concern based on the Group's reliance on working capital funding from the Group's sole shareholder. These conditions, along with the other matters set out in note 1, indicate the existence of a material uncertainty which may cast significant doubt about the company's ability to continue as a going concern. The financial statements do not include the adjustments that would result if the company was unable to continue as a going concern.



Deloitte LLP

Chartered Accountants and Registered Auditors

London, United Kingdom

31 July 2009

Interdean Holdings Limited

Consolidated profit and loss account 31 December 2008

	Notes	2008 €'000	2007 €'000
Turnover			
Continuing operations		116,112	104,801
Discontinued operations		-	1,966
	2, 3	<u>116,112</u>	<u>106,767</u>
Cost of sales		<u>(74,549)</u>	<u>(68,333)</u>
Gross profit		<u>41,563</u>	<u>38,434</u>
Administrative expenses:			
Recurring overheads		(38,447)	(37,765)
Foreign exchange (loss) / gain		(80)	376
Amortisation of goodwill reserve	13	77	68
Re-organisation costs		(127)	(327)
Other operating expenses		<u>-</u>	<u>(263)</u>
Total administrative expenses	3	<u>(38,577)</u>	<u>(37,911)</u>
Other operating income	3	<u>366</u>	<u>268</u>
Operating profit			
Continuing operations	3	3,472	767
Discontinued operations	3	<u>(120)</u>	<u>24</u>
	3	<u>3,352</u>	<u>791</u>
Profit on sale of tangible fixed assets	4	442	873
Loss on sale of investment		-	(31)
Profit on sale of discontinued operations	30	-	1,515
Other interest receivable and similar income	9	71	64
Interest payable and similar charges	10	<u>(1,763)</u>	<u>(1,474)</u>
Profit on ordinary activities before taxation		<u>2,102</u>	<u>1,738</u>
Tax charge on profit on ordinary activities	11	<u>(1,392)</u>	<u>(1,683)</u>
Profit on ordinary activities after for the financial year	23	<u><u>710</u></u>	<u><u>55</u></u>

Interdean Holdings Limited

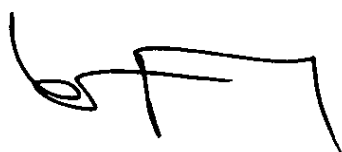
Consolidated balance sheet 31 December 2008

	Notes	2008 €'000	2007 €'000 * Restated
Fixed assets			
Intangible assets	13	220	(1,737)
Tangible assets	14	26,331	25,518
Investments	15	19	20
		<u>26,570</u>	<u>23,801</u>
Current assets			
Stocks	16	4,161	4,626
Debtors	17	33,917	26,567
Cash at bank and in hand		3,841	5,338
		<u>41,919</u>	<u>36,531</u>
Creditors: amounts falling due within one year	18	<u>(49,632)</u>	<u>(44,164)</u>
Net current liabilities		<u>(7,713)</u>	<u>(7,633)</u>
Total assets less current liabilities		<u>18,857</u>	<u>16,168</u>
Creditors: amounts falling due after more than one year	19	<u>(24,954)</u>	<u>(23,016)</u>
Net liabilities		<u>(6,097)</u>	<u>(6,848)</u>
Capital and reserves			
Called up share capital	22	-	-
Profit and loss account	23	(5,375)	(6,085)
Other reserves	23	(722)	(763)
Shareholder's deficit		<u>(6,097)</u>	<u>(6,848)</u>

* See note 1

The financial statements were approved by the Board of Directors 31st July 2009.

Signed on behalf of the Board of Directors



L McGreal
Director

Interdean Holdings Limited

Company balance sheet 31 December 2008

	Notes	2008 €'000	2007 €'000 * Restated
Fixed assets			
Investments	15	-	-
Current assets			
Debtors	17	12,432	10,732
Cash at bank and in hand		-	-
		12,432	10,732
Creditors: amounts falling due within one year	18	(5,291)	(5,176)
Net current assets		7,141	5,556
Total assets less current liabilities		7,141	5,556
Creditors: amounts falling due After more than one year	19	(8,093)	(5,989)
Net liabilities		(952)	(433)
Capital and reserves			
Called up share capital	22	-	-
Profit and loss account	23	(952)	(433)
Shareholder's deficit		(952)	(433)

* See note 1

The financial statements were approved by the Board of Directors on 31st July 2009.

Signed on behalf of the Board of Directors



L McGreal
Director

Interdean Holdings Limited

Consolidated cash flow statement Year ended 31 December 2008

	Notes	2008 €'000	2007 €'000
Net cash inflow from operating activities	26	574	2,368
Returns on investments and servicing of finance			
Interest received		77	32
Interest paid		(696)	(897)
Interest element of finance lease rental payments		(73)	(50)
Net cash outflow from returns on investments and servicing of finance		(692)	(915)
Taxation			
UK corporation tax paid		-	-
Overseas tax paid		(1,018)	(557)
Capital expenditure and financial investment			
Payments to acquire tangible fixed assets	14	(2,051)	(6,753)
Receipts from sales of tangible fixed assets		1,024	1,477
Net cash outflow from capital expenditure and financial investment		(1,027)	(5,276)
Acquisitions and disposals			
Purchase of subsidiary undertakings	29	(810)	-
Sale of subsidiary undertakings	30	-	2,467
Net cash balances disposed of with subsidiary undertakings	30	-	(440)
Net cash balances acquired with subsidiary undertakings		(454)	-
Deferred consideration received in relation to disposals made in previous years		-	1,156
Net cash inflow from acquisitions and disposals		(1,264)	3,183
Financing			
New borrowings		3,092	1,994
New finance leases		1,176	687
Repayment of borrowings		(1,998)	(1,382)
Capital element of finance lease rental payments		(574)	(356)
Net cash inflow from financing		1,696	943
Decrease in cash in the year	27	(1,731)	(254)

Interdean Holdings Limited

Consolidated statement of total recognised gains and losses Year ended 31 December 2008

	2008 €'000	2007 €'000
Profit for the financial year	710	55
Currency translation differences on foreign currency net investments	41	(600)
Total recognised gains and losses relating to the year	751	(545)

Reconciliation of movement in consolidated shareholder's deficit Year ended 31 December 2008

	2008 €'000	2007 €'000
Opening shareholder's deficit	(6,848)	(6,303)
Profit for the financial year	710	55
Other recognised gains and losses relating to the year (net)	41	(600)
Closing shareholder's deficit	(6,097)	(6,848)

Interdean Holdings Limited

Notes to the account

Year ended 31 December 2008

1. Accounting policies

The principal accounting policies are summarised below. They have all been applied consistently throughout the year and the preceding year.

Restatement

The €5 million unsecured loan has been reclassified to falling due within one year to more accurately reflect the position at the 31 December 2007 balance sheet date.

Basis of accounting

The financial statements are prepared in accordance with applicable United Kingdom law and accounting standards under the historical cost convention. The functional currency is Euro based on the majority of the Group's turnover.

Going concern

The Group has made a profit during the year of €710,000 and has net liabilities of €6.1 million and net current liabilities of €7.7 million.

The Group is reliant upon its sole shareholder, to provide it with working capital facilities. The facilities are provided by way of loans. The directors have received confirmation from its sole shareholder that he will not request repayment of loans for at least 12 months from the signing of the accounts if to do so would result in the Group being unable to pay its debts as and when they fall due. There is no legally binding commitment that the shareholder will continue to provide additional funding in the future to enable the Group to continue to meet its obligations.

Accordingly, there is a material uncertainty which may cast significant doubt over the Group's ability to continue as a going concern and, therefore, over its ability to realise its assets and discharge its liabilities in the normal course of business.

The directors have considered the funding arrangements that have been made available to the Group by its sole shareholder, the current market conditions and likely future developments in the market. The directors consider that the Group will have sufficient working capital for the next twelve months from the date of signing of the accounts and that financing available to the Group from its sole shareholder or alternative sources will be adequate and have, therefore, concluded that the going concern assumption is appropriate for the preparation of these accounts.

Basis of consolidation

The consolidated financial statements incorporate the results of the company and all of its subsidiary undertakings as at 31 December 2008.

Acquisitions and disposals

On the acquisition of a business, fair values are attributed to the Group's share of net separable assets.

Where the cost of acquisition exceeds the fair values attributable to such net assets, the difference is treated as purchased goodwill and is capitalised in the Group balance sheet in the year of acquisition.

Where acquisitions are made in currencies other than Euros and are financed in whole or part by loans denominated in the currency of the acquired entity, the exposure to foreign exchange gains and losses is offset by that of the loans. Accordingly, the foreign exchange gains and losses arising from the investment and the financing loans are taken to reserves, the gain or loss on the investment being treated as a revaluation of the goodwill arising from it.

The results and cash flows relating to a business are included in the consolidated profit and loss account and the consolidated cash flow statement from the date of acquisition or up to the date of disposal.

Interdean Holdings Limited

Notes to the account

Year ended 31 December 2008

1. Accounting policies (continued)

Continuing and discontinued operations

Turnover and operating profits that relate to operations that are disposed of or otherwise discontinued are reported in the financial statements as discontinued operations. Any operation that is discontinued during the year or three months after the end of the year but before the accounts are signed is reported as discontinued and the results of the prior year are restated if necessary to report the turnover and operating profit as a discontinued operation.

Goodwill

For acquisitions of a business, including an interest in an associated undertaking, purchased goodwill is capitalised in the year in which it arises and amortised on a monthly basis over its estimated useful life up to a maximum of 20 years. Negative goodwill arising upon an acquisition is released to the profit and loss account over a 20 year period. The directors regard 20 years as a reasonable maximum for the estimated useful life of goodwill since it is difficult to make projections exceeding this period. Capitalised purchased goodwill in respect of subsidiaries is included within intangible fixed assets. Provision is made for any impairment.

Tangible fixed assets

Tangible fixed assets are stated at cost or valuation, net of depreciation and any provision for impairment. Depreciation is provided on cost in equal annual instalments over the estimated useful lives of the assets. The rates of depreciation are as follows:

Land and buildings:

- Freehold buildings 2.5% per annum on cost

Fixtures and fittings, plant and machinery:

- Storage containers 5% - 10% per annum on cost
- Trucks and trailers 10%-20% per annum on cost
- Cars 20% per annum on cost
- Plant, machinery and equipment 10% - 20% per annum on cost
- Fixtures, fittings and office equipment 20% - 33% per annum on cost

Depreciation is not provided on assets under construction until such time as the asset is utilised within the business.

Investments

Investments held as fixed assets are stated at cost less provision for impairment.

Stocks

Stocks comprise packing materials and costs incurred on contracts in progress. Stocks are stated at the lower of cost and net realisable value. The net realisable value is based upon the estimated selling price less costs expected to be incurred to completion.

Foreign currencies

Monetary assets and liabilities in foreign currencies are translated into the functional currency at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into the functional currency at the rates of exchange ruling at the dates of the transactions. Exchange gains or losses arising are taken to the profit and loss account.

The closing balance sheets of subsidiary companies denominated in currencies other than Euros are translated into Euros at the closing rates of exchange. The profit and loss accounts of subsidiary companies denominated in currencies other than Euros are translated into Euros at the closing rates of exchange for the year. The differences arising from the translation of the opening net investment at the closing rates are taken directly to reserves.

Interdean Holdings Limited

Notes to the account

Year ended 31 December 2008

1. Accounting policies (continued)

Recognition of revenue and associated costs

Costs of individual moves are matched with the revenue arising from them. Revenue and costs are recognised when the contracts to which they relate have been completed.

Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Group's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is not recognised when fixed assets are re-valued unless by the balance sheet date there is a binding agreement to sell the re-valued assets and the gain or loss expected to arise on sale has been recognised in the financial statements. Neither is deferred tax recognised when fixed assets are sold and it is more likely than not that the taxable gain will be rolled over, being charged to tax only if and when the replacement assets are sold.

Deferred tax is recognised in respect of the retained earnings of overseas subsidiaries and associates only to the extent that, at the balance sheet date, dividends have been accrued as receivable or a binding agreement to distribute past earnings in future has been entered into by the subsidiary or associate.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

Leases

Assets held under finance leases and other similar contracts, which confer rights and obligations similar to those attached to owned assets are capitalised as tangible fixed assets and are depreciated over the shorter of the lease terms and their useful lives. The capital elements of future lease obligations are recorded as liabilities, while the interest elements are charged to the profit and loss account over the period of the leases to produce a constant rate of charge on the balance of capital repayments outstanding. Hire purchase transactions are dealt with similarly, except that assets are depreciated over their usual lives.

Operating lease rentals are charged to the profit and loss account in equal annual amounts over the lease term.

Pension costs

Pension costs are charged to the profit and loss account as payments to the defined contribution schemes become payable, except in Germany and Austria where in accordance with local law, pension liabilities are accrued in the accounts of the operating company in accordance with actuarial reviews.

Interdean Holdings Limited

Notes to the account Year ended 31 December 2008

2. Segment information

Turnover represents amounts invoiced to third parties, net of VAT. Turnover and pre-tax loss is attributable to the principal business activity, being the international corporate moving and relocation business.

	2008 €'000	2007 €'000
Analysis by geographical market by source:		
United Kingdom	12,238	19,729
Rest of Europe	65,079	53,156
North America	17,576	17,409
Far East	5,653	5,347
Rest of the World	15,566	11,126
	<u>116,112</u>	<u>106,767</u>

The directors consider disclosures relating to profit before tax by segment and net assets / liabilities by segment would be seriously prejudicial to the Group and have not been disclosed.

3. Continuing and discontinued operations

	Continuing operations 2008 €'000	Discontinued operations 2008 €'000	Total 2008 €'000
Turnover	116,112	-	116,112
Cost of sales	(74,549)	-	(74,549)
Gross profit	<u>41,563</u>	<u>-</u>	<u>41,563</u>
Administrative expenses:			
Recurring overheads	(38,335)	(112)	(38,447)
Foreign exchange loss	(41)	(39)	(80)
Amortisation of goodwill	77	-	77
Re-organisation costs	(127)	-	(127)
Other operating expenses	-	-	-
Total administrative expenses	<u>(38,426)</u>	<u>(151)</u>	<u>(38,577)</u>
Other operating income	<u>335</u>	<u>31</u>	<u>366</u>
Operating profit / (loss)	<u>3,472</u>	<u>(120)</u>	<u>3,352</u>

Interdean Holdings Limited

Notes to the account Year ended 31 December 2008

3. Continuing and discontinued operations (continued)

	Continuing operations 2007 €'000	Discontinued operations 2007 €'000	Total 2007 €'000
Turnover	104,801	1,966	106,767
Cost of sales	(66,855)	(1,478)	(68,333)
Gross profit	37,946	488	38,434
Administrative expenses:			
Recurring overheads	(37,481)	(284)	(37,765)
Foreign exchange (loss)	439	(63)	376
Amortisation of goodwill	253	(185)	68
Re-organisation costs	(327)	-	(327)
Other operating expenses	(263)	-	(263)
Total administrative expenses	(37,379)	(532)	(37,911)
Other operating income	200	68	268
Operating profit	767	24	791

4. Operating profit

Operating profit is stated after charging / (crediting):

	2008 €'000	2007 €'000
Recurring items:		
Directors' emoluments	297	328
Depreciation:		
Owned assets	1,235	1,279
Assets held under finance leases	304	171
Amortisation of goodwill reserve	(77)	(68)
Fees payable to the Company's auditors in respect of:		
- audit of the accounts (including Parent Company)	462	466
- taxation	65	60
- other services	34	246
Rentals under operating leases:		
Hire of plant and machinery	252	321
Other operating leases	2,333	2,412
Profit on disposal of fixed assets	(442)	(873)
Foreign exchange loss / (gain)	80	(376)
Non-recurring items:		
Re-organisation costs	127	327
Profit on sale of discontinued operations	-	(1,515)

Interdean Holdings Limited

Notes to the account Year ended 31 December 2008

5. Employees

	2008 €'000	2007 €'000
Staff costs during the year (including directors):		
Wages and salaries	27,746	25,980
Social security costs	4,294	4,144
Pension costs	835	601
	<u>32,875</u>	<u>30,725</u>
	No.	No.
Average number of persons employed (including directors):		
Management and administration	415	378
Warehouse and drivers	206	208
	<u>621</u>	<u>586</u>
Average number of persons employed (including directors): in continuing operations	<u>621</u>	<u>576</u>

6. Directors' emoluments

	2008 €'000	2007 €'000
Remuneration	273	298
Other emoluments	24	30
Pension contributions	-	-
	<u>297</u>	<u>328</u>
Emoluments (excluding pension contribution) of the highest paid director	<u>167</u>	<u>218</u>

Both directors received remuneration for their services to the Group. Remuneration was paid by a subsidiary company, Interdean International Limited.

Interdean Holdings Limited

Notes to the account

Year ended 31 December 2008

7. Employee benefit trust

Interdean 1999 Employee Benefit Trust

The Trust was established under a settlement dated 30 September 1999 between Interdean Group Limited and Ogier Employee Benefit Trustee Limited, constituting an employees' share scheme. This scheme is in the process of being wound up. At 31 December 2008 the trust did not hold any shares in the company.

Iriben Employee Share Trust

The Trust was established under a settlement dated 31 December 2007 between Iriben Limited and Ogier Employee Benefit Trustee Limited, constituting an employees' share scheme.

At 31 December 2008 the trust held 533,120 (2007: 533,120) ordinary shares in Iriben Limited, comprising 24.99% (2007: 24.99%) of the issued share capital.

Interdean Properties Employee Share Trust

The Trust was established under a settlement dated 31 December 2007 between Interdean Properties Limited and Ogier Employee Benefit Trustee Limited, constituting an employees' share scheme.

At 31 December 2008 the trust held 2,499 (2007: 2,499) ordinary shares in Interdean Properties Limited, comprising 24.99% (2007: 24.99%) of the issued share capital.

8. Profit on sale of discontinued operations

The profit on sale of discontinued operations in 2007 arises from the sale of the Group's trade and assets in Asia.

9. Interest receivable and similar income

	2008 €'000	2007 €'000
Bank interest	71	64

10. Interest payable and similar charges

	2008 €'000	2007 €'000
Shareholder loan	701	520
Bank loans and overdrafts	870	899
Finance leases and hire purchase contracts	73	50
Other interest payable	119	5
	<u>1,763</u>	<u>1,474</u>

Interdean Holdings Limited

Notes to the account

Year ended 31 December 2008

11. Tax charge on profit on ordinary activities

	2008 €'000	2007 €'000
UK corporation tax at 28.5% (2007:30%)	100	-
Overseas taxation	1,394	760
Adjustments in respect of prior years	(78)	(89)
Total current tax	1,416	671
Deferred taxation charge / (credit)	(24)	1,012
Total tax on profit on ordinary activities	1,392	1,683

The standard rate of tax for the year is 28.5% (2007:30%). The standard rate is based upon the UK rate of corporation tax. The actual rate of tax for both the current and the previous year differs from the standard rate for the reasons set out in the following reconciliation.

	2008 €'000	2007 €'000
Profit on ordinary activities before taxation	2,102	1,738
Tax on profit on ordinary activities at the standard rate of 28.5% (2007: 30%)	599	521
Expenses not deductible for tax purposes	1,571	43
Capital allowances in excess of depreciation	10	(160)
Non taxable income	(117)	(448)
Foreign tax charged at lower rates than the UK standard rate	(516)	(381)
Tax losses not provided	1,765	1,842
Tax losses utilised	(1,818)	(658)
Adjustments in respect of prior years	(78)	(89)
Total actual amount of current taxation	1,416	670

The rates of tax that are applicable to the overseas earnings of the Group are generally higher than those in the UK.

12. Company profit and loss account

The company has taken advantage of the exemption allowed under section 230 of the Companies Act 1985 and has not presented its own profit and loss account in these financial statements. The company's loss after tax for the year was €518,526. The company did not trade during the year.

Interdean Holdings Limited

Notes to the account Year ended 31 December 2008

13. Intangible fixed assets

Group	Positive goodwill €'000	Negative goodwill €'000	Total goodwill €'000
Goodwill			
At 1 January 2008	177	(2,078)	(1,901)
Foreign exchange loss	(43)	-	(43)
Subsidiaries acquired (note 29)	1,912	-	1,912
	<u>2,046</u>	<u>(2,078)</u>	<u>(32)</u>
At 31 December 2008			
Accumulated amortisation			
At 1 January 2008	(44)	208	164
Foreign exchange gain	11	-	11
Charge for the year	(27)	104	77
	<u>(60)</u>	<u>312</u>	<u>252</u>
At 31 December 2008			
Net book value			
At 31 December 2008	<u>1,986</u>	<u>(1,766)</u>	<u>220</u>
At 31 December 2007	<u>133</u>	<u>(1,870)</u>	<u>(1,737)</u>

Interdean Holdings Limited

Notes to the account Year ended 31 December 2008

14. Tangible fixed assets

Group	Land and buildings €'000	Fixtures and fittings, plant and machinery €'000	Total €'000
Cost			
At 1 January 2008	29,945	16,997	46,942
Foreign exchange translation differences	898	(174)	724
Subsidiaries acquired	-	812	812
Additions	48	2,003	2,051
Disposals	(977)	(907)	(1,884)
At 31 December 2008	29,914	18,731	48,645
Accumulated depreciation			
At 1 January 2008	7,522	13,902	21,424
Foreign exchange translation differences	128	(124)	4
Subsidiaries acquired	-	649	649
Charge for the year	630	909	1,539
Disposals	(506)	(796)	(1,302)
At 31 December 2008	7,774	14,540	22,314
Net book value			
At 31 December 2008	22,140	4,191	26,331
At 31 December 2007	22,423	3,095	25,518

Fixtures and fittings, plant and machinery include motor vehicles and storage containers.

The net book value of land and buildings comprises:

	2008 €'000	2007 €'000
Freehold land and buildings	21,366	21,143
Short leasehold land and buildings	774	1,280
	22,140	22,423

The net book value of the Group's other tangible fixed assets includes €1,879,000 (2007: €1,162,000) in respect of assets held under finance leases.

Interdean Holdings Limited

Notes to the account Year ended 31 December 2008

15. Investments

		Shares in subsidiary undertakings €'000s
Company		
Cost		
At 1 January 2008 and 31 December 2008		-
		<hr/>
		Other investments €'000s
Group		
Cost		
At 1 January 2008		20
Foreign exchange loss		(1)
		<hr/>
At 31 December 2008		19
		<hr/>

Interdean Holdings Limited

Notes to the account Year ended 31 December 2008

15. Investments (continued)

Subsidiaries

The following entities were subsidiary undertakings at the end of the year:

Name	Country of incorporation or registration	Proportion of voting rights & ordinary share capital held	Nature of business
Amcrisp Limited	England & Wales	100%	Holding
Auguste Daleiden Sarl	Luxembourg	100%	Trading
Conex GmbH	Germany	100%	Dormant
IDX Holdings Limited	England & Wales	100%	Holding
ICX International Movers Philippines, Inc	Philippines	100%	Dormant
IDX International Movers (Thailand) Co. Limited	Thailand	100%	Dormant
IDX Moving Services Sdn Bhd	Malaysia	100%	Dormant
Interconex (Europe) Limited	England & Wales	100%	Dormant
Interconex International Movers Pte Limited	Singapore	100%	Property
Interdean AG Internationale Spedition	Germany	100%	Trading
Interdean BV	Netherlands	100%	Trading
Interdean Bucharest Properties Srl	Romania	100%	Property
Interdean Eastern Europe GesmbH	Austria	100%	Trading
Interdean (Far East) Limited	Hong Kong	100%	Dormant
Interdean Group Limited*	England and Wales	100%	Holding
Interdean Holding BV	Netherlands	100%	Holding
Interdean Hungaria KFT	Hungary	100%	Trading
Interdean International Limited	England & Wales	100%	Holding
Interdean International Movers Srl	Italy	100%	Trading
Interdean International Relocation Ukraine LLC	Ukraine	100%	Trading
Interdean Internationale Spedition GesmbH	Austria	100%	Trading
Interdean Limited	England & Wales	100%	Trading
Interdean LW	Azerbaijan	100%	Trading
Interdean NV	Belgium	100%	Trading
Interdean Properties Limited	England & Wales	75%	Holding
Interdean Romania Srl	Romania	99.5%	Trading
Interdean Sro	Czech Republic	100%	Trading
Interdean S.R.O.	Slovakia	100%	Trading
Interdean SA	Spain	100%	Trading
Interdean SA	Switzerland	100%	Trading
Interdean Switzerland SA	Switzerland	55%	Trading
Interdean SAS	France	100%	Trading
Interdean SpZoo	Poland	100%	Trading
Intermove Limited	England & Wales	100%	Dormant
Iriben Limited	England & Wales	75%	Holding
OOO Interdean International	Russia	100%	Trading
Pan Pacific Services Limited	Hong Kong	100%	Dormant
Rondspant Holding BV	Netherlands	100%	Holding
Rettenmayer SA	Portugal	100%	Trading
Segusafe SA	Portugal	100%	Trading

* These subsidiary undertakings are directly held by Interdean Holdings Limited.

All trading companies of the Group are engaged in the international moving and relocation business, other than Seguresafe SA, which is engaged in archive storage.

Interdean Holdings Limited

Notes to the account Year ended 31 December 2008

16. Stocks

	2008		2007	
	Group €'000	Company €'000	Group €'000	Company €'000
Packing materials	822	-	726	-
Work in progress	3,339	-	3,900	-
	<u>4,161</u>	<u>-</u>	<u>4,626</u>	<u>-</u>

There is no material difference between the balance sheet value of stocks and their replacement cost.

17. Debtors

	2008		2007	
	Group €'000	Company €'000	Group €'000	Company €'000
Amounts falling due within one year				
Trade debtors	26,048	-	20,354	-
Other debtors	5,228	-	3,503	-
Overseas corporation tax recoverable	63	-	22	-
Other tax and social security	696	-	580	-
Prepayments and accrued income	1,807	-	1,830	-
Deferred tax asset (note 21)	75	-	278	-
Amounts falling due after more than one year				
Amounts owed by related undertakings	-	12,432	-	10,732
	<u>33,917</u>	<u>12,432</u>	<u>26,567</u>	<u>10,732</u>

The Company has agreed that amounts owed by group undertakings falling due after more than one year will not be called for payment before 31 December 2010. The amounts owed are interest-bearing loans. Interest due is added to the loan balances. Interest is charged on €8.1 million of the loans at LIBOR plus 2.5% and on the remainder at a rate agreed between the parties on an annual basis. The agreed rate for 2008 was 8%.

Interdean Holdings Limited

Notes to the account Year ended 31 December 2008

18. Creditors: amounts falling due within one year

	2008		2007	
	Group €'000	Company €'000	* Restated Group €'000	* Restated Company €'000
Loans and bank overdrafts (note 20)	6,448	5,000	5,858	5,000
Obligations under finance leases and hire purchase contracts (note 20)	512	-	329	-
Trade creditors	17,435	-	13,126	-
Taxation	1,932	-	1,458	-
Other taxation and social security creditors	1,079	-	626	-
Other creditors	2,888	-	2,811	-
Deferred consideration	1,116	-	1,994	-
Accruals and deferred income	17,350	291	16,931	176
Deferred tax liability (note 21)	872	-	1,031	-
	<u>49,632</u>	<u>5,291</u>	<u>44,164</u>	<u>5,176</u>

* See note 1

19. Creditors: amounts falling due after more than one year

	2008		2007	
	Group €'000	Company €'000	* Restated Group €'000	* Restated Company €'000
Loans (note 20)	18,158	8,093	16,800	5,989
Obligations under finance leases and hire purchase contracts (note 20)	1,125	-	694	-
Pension liabilities in respect of German and Austrian pensioners and employees (note 1)	2,578	-	2,687	-
Accruals and deferred income	3,093	-	2,835	-
	<u>24,954</u>	<u>8,093</u>	<u>23,016</u>	<u>5,989</u>

* See note 1

Interdean Holdings Limited

Notes to the account Year ended 31 December 2008

20. Borrowings

	Group, 31 December 2008				Total 2008 €'000
	Due in less than one year €'000	Due between one and two years €'000	Due between two and five years €'000	Due after more than five years €'000	
Bank Overdraft	583	-	-	-	583
Unsecured loan 5.9% 2009	19	-	-	-	19
Secured loan 5.39% 2009	8	-	-	-	8
Secured loan LIBOR + 1.5%	5,000	-	-	-	5,000
Secured loan 5.6% 2012	108	220	35	-	363
Secured loan 5.63% 2014	107	128	606	2,049	2,890
Secured loan 5.95% 2016	269	282	939	935	2,425
Secured loan 4.75% 2017	132	132	395	542	1,201
Secured loan 8.95% 2017	6	7	20	16	49
Secured loan 3.9%	81	162	243	1,393	1,879
Secured loan 2.85% 2024	135	135	406	1,420	2,096
Shareholder loan (8%)	-	-	8,093	-	8,093
Loans	6,448	1,066	10,737	6,355	24,606
Obligations under finance leases and hire purchase contracts	512	770	304	51	1,637
Loans and finance lease liabilities	6,960	1,836	11,041	6,406	26,243

Interdean Holdings Limited

Notes to the account Year ended 31 December 2008

20. Borrowings (continued)

Group, 31 December 2007					
* restated					
	Due in less than one year €'000	Due between one and two years €'000	Due between two and five years €'000	Due after more than five years €'000	Total 2007 €'000
Bank Overdraft	7	-	-	-	7
Unsecured loan LIBOR +1.5%	5,000	-	-	-	5,000
Secured loan 5.6% 2012	99	108	255	-	462
Secured loan 2.75% 2014	45	146	171	-	362
Secured loan 5.63% 2014	121	129	607	2,153	3,010
Secured loan 5.95% 2016	254	268	891	1,264	2,677
Secured loan 4.75% 2017	132	132	395	690	1,349
Secured loan 8.95% 2017	6	7	24	18	55
Secured loan 3.9%	73	73	218	1,390	1,754
Secured loan 2.85% 2024	121	242	482	1,148	1,993
Shareholder loan (8%)	-	-	5,989	-	5,989
Loans	5,858	1,105	9,032	6,663	22,658
Obligations under finance leases and hire purchase contracts	329	499	195	-	1,023
Loans and finance lease liabilities	6,187	1,604	9,227	6,663	23,681

Company, 31 December 2008					
	Due in less than one year €'000	Due between one and two years €'000	Due between two and five years €'000	Due after more than five years €'000	Total 2008 €'000
Unsecured loan LIBOR +1.5%	5,000	-	-	-	5,000
Shareholder loan (7%)	-	-	8,093	-	8,093

Company, 31 December 2007					
* restated					
	Due in less than one year €'000	Due between one and two years €'000	Due between two and five years €'000	Due after more than five years €'000	Total 2007 €'000
Unsecured loan LIBOR +1.5%	5,000	-	-	-	5,000
Shareholder loan (7%)	-	-	5,989	-	5,989

Interdean Holdings Limited

Notes to the account

Year ended 31 December 2008

20. Borrowings (continued)

Guarantees

The bank loans are secured by the Group properties held. Obligations under finance leases and hire purchase contracts are secured on related leased assets and bear finance charges at rates ranging from 7% to 9%.

Interdean AG Internationale Speidition has given guarantees totalling €236,000 (2007: €236,000) to various lenders.

21. Deferred taxation

Group

The movement during the year on the provision for deferred taxation was:

	Deferred taxation asset €'000
At 1 January 2008	(753)
Foreign exchange loss	(68)
Profit and loss account charge	24
Balance at 31 December 2008	<u>(797)</u>

The analysis of provided deferred taxation for the Group is as follows:

Group	2008 €'000	2007 €'000
Capital allowances in excess of depreciation	(178)	(179)
Trading losses	-	109
Other timing differences	(619)	(683)
Total deferred tax asset	<u>(797)</u>	<u>(753)</u>

Certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances (after offset) for financial reporting purposes.

Group	2008 €'000	2007 €'000
Deferred tax assets (note 17)	75	278
Deferred tax liability (note 18)	(872)	(1,031)
Total deferred tax (liability) / asset	<u>(797)</u>	<u>(753)</u>

Interdean Holdings Limited

Notes to the account Year ended 31 December 2008

22. Called up share capital

	Number of shares	2008 €'000
Authorised		
Ordinary shares of £1 each	100	-
Called up, allotted and fully paid		
Ordinary share of £1	1	-

23. Movement on reserves

	Profit and loss account €'000	Other reserves €'000	Total €'000
Group			
At 1 January 2008	(6,085)	(763)	(6,848)
Profit retained for the year	710	-	710
Currency translation differences on foreign currency net investments	-	41	41
Balance at 31 December 2008	(5,375)	(722)	(6,097)
Company			
At 1 January 2008	(433)	-	(433)
Loss retained for the year	(519)	-	(519)
Balance at 31 December 2008	(952)	-	(952)

24. Pension commitments

Some subsidiary companies operate defined contribution schemes for some of their directors and staff. The assets of the schemes are held separately from those of the companies in independently administered funds. The pension cost charge represents contributions payable by the companies and amounted to €211,000 (2007: €250,000). Other subsidiary companies contribute to schemes as required by law. Contributions to these schemes amounted to €624,000 (2007: €369,000)

Interdean Holdings Limited

Notes to the account

Year ended 31 December 2008

25. Other financial commitments

As at 31 December 2008, the Group had annual commitments under non-cancellable operating leases as set out below:

	2008		2007	
	Land and buildings €'000	Other €'000	Land and buildings €'000	Other €'000
Operating leases which expire:				
Within one year	996	62	455	1
Within two and five years	385	407	311	136
After five years	1,206	313	962	0
	<u>2,587</u>	<u>782</u>	<u>1,728</u>	<u>137</u>

An unlimited composite guarantee existed at the year-end between the company and certain of its subsidiaries.

A subsidiary company, OOO IDX International has committed to finance the construction of a warehouse facility. Under the terms of the contract, OOO IDX International makes payments to the company carrying out the construction in accordance with the value of the works certified by independent valuers. The amount committed under the contract but not due for payment as at 31 December 2008 was €3.2 million. The company expects the contract to be completed and the remaining monies paid by 31 March 2010.

26. Reconciliation of operating profit to net cash outflow from operating activities

	2008 €'000	2007 €'000
Operating profit	3,352	791
Depreciation	1,539	1,450
Amortisation of goodwill	(77)	(68)
Decrease / (increase) in stocks	480	(1,186)
Increase in debtors	(8,176)	(4,433)
Increase in creditors	3,456	5,814
Net cash inflow from operating activities	<u>574</u>	<u>2,368</u>

Interdean Holdings Limited

Notes to the account Year ended 31 December 2008

30. Sale of subsidiary companies

On 28 February 2007, the Group sold its trade and assets in Hong Kong and Singapore. Net assets disposed and the related proceeds are shown below:

	2008 €'000	2007 €'000
Net assets disposed of:		
Tangible fixed assets	-	143
Investments	-	-
Current assets	-	4,295
Creditors	-	(3,486)
	<hr/>	<hr/>
Net assets	-	952
	<hr/>	<hr/>
Cash received	-	2,467
	<hr/>	<hr/>
Profit on disposal	-	1,515
	<hr/>	<hr/>
Net cash inflows in respect of the sale comprised:		
Cash consideration / (payment to purchaser)	-	2,467
Cash at bank and in hand sold	-	(440)
	<hr/>	<hr/>
	-	2,027
	<hr/>	<hr/>

31. Related party transactions

The Group has taken advantage of the exemption granted by paragraph 3(a) in Financial Reporting Standard 8 'Related Party Transactions' not to disclose transactions with other companies in the Interdean Group.

32. Controlling party

The directors believe that ultimate control of Interdean Holdings Limited, as defined by Financial Reporting Standard 8, is exercised by its sole shareholder.

Interdean Holdings Limited

Notes to the account Year ended 31 December 2008

27. Reconciliation of net cash inflow to movement in net debt

	2008 €'000	2007 €'000
Decrease in cash in the year	(1,731)	(254)
Cash inflow from increase in debt and lease financing	(1,696)	(943)
Change in net debt resulting from cash flows	(3,427)	(1,197)
Exchange losses on cash balances	(342)	(295)
Exchange (losses) / gains on debt and finance leases	(32)	254
Other changes	(258)	(342)
Opening net debt	(18,343)	(16,763)
Closing net debt	(22,402)	(18,343)

28. Analysis of changes in net debt

	At 1 January 2008 €'000	Cash Flows €'000	Exchange gains/ (losses) €'000	Other non cash changes €'000	At 31 December 2008 €'000
Cash at bank and in hand	5,338	(1,155)	(342)	-	3,841
Overdrafts	(7)	(576)	-	-	(583)
	5,331	(1,731)	(342)	-	3,258
Debt due within one year	(5,851)	(489)	(25)	-	(5,865)
Debt due after one year	(16,800)	(605)	5	(258)	(18,158)
Finance leases	(1,023)	(602)	(12)	-	(1,637)
	(23,674)	(1,696)	(32)	(258)	(25,660)
Total	(18,343)	(3,427)	(374)	(258)	(22,402)

29. Purchase of subsidiary undertakings

On 21 October 2008, a subsidiary company, Interdean SA purchased 100% of the share capital of Rettenmayer SA, a moving company, incorporated in Portugal and Seguresafe SA, a record archive storage company, also incorporated in Portugal.

On 21 November 2008, a subsidiary company, Iriben Limited purchased 100% of the share capital of Auguste Daleiden Sarl, a moving company incorporated in the Luxembourg.

Interdean Holdings Limited

Notes to the account Year ended 31 December 2008

29. Purchase of subsidiary undertakings (continued)

Net assets acquired and the consideration paid were:

	Acquiree's Carrying value €'000s	Fair value adjustments €'000s	2008 €'000s
Net assets acquired:			
Tangible fixed assets	163	-	163
Cash at bank and in hand	27	-	27
Other current assets	842	-	842
Bank overdrafts	(481)	-	(481)
Other creditors	(662)	-	(662)
	<u>(111)</u>	<u>-</u>	<u>(111)</u>
Goodwill			1,912
			<u>1,801</u>
Satisfied by:			
Cash - initial payment	810	-	810
- deferred consideration	991	-	991
	<u>1,801</u>	<u>-</u>	<u>1,801</u>