

Company Registration No. 5652020

Interdean Holdings Limited

Report and Financial Statements

31 December 2010

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Interdean Holdings Limited

Report and financial statements 2010

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Interdean Holdings Limited

Report and financial statements 2010

Officers and professional advisers

Directors

P J Evans (Chairman)
L E McGreal

Secretary

L E McGreal

Registered office

Central Way
Park Royal
London
NW10 7XW

Bankers

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

Auditor

Deloitte LLP
Chartered Accountants and Statutory Auditor
London

Interdean Holdings Limited

Chairman's report

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

Business developments

The Group has continued to expand the relocation division that it established in 2008. We were delighted to welcome Volvo and Statoil as new clients, alongside our existing clients, including Google, HSBC, Infineon, Maersk and Microsoft.

The Group is also proceeding with the development of its €10 million bespoke warehouse in Moscow. It is disappointing to note that construction has been further delayed as a result of financial problems experienced by the company constructing our warehouse and others on the site. I cannot now see the warehouse being completed before December 2011.

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.

The team are committed to the business and I am pleased to report that there have not been any changes in the key members of the team during 2010.

Financial results

I am pleased to report that sales in Europe increased to €144.3 million in 2010 from €119.2 million in 2009. I consider this to be a great achievement in a market that I believe remained flat during the year.

The increased business that the Group attracted enabled it to record an operating profit of €2.7 million (2009: €0.2 million loss). The profit before taxation was €1.2 million (2009: €1.8 million net loss).

The results for the year were adversely affected by exchange losses of €1.6 million that arose principally from the devaluation of the Euro. The directors also decided to record an impairment of the Group's investment in its subsidiaries in Portugal. The impairment of goodwill reduced the operating profit and the profit before taxation by a further €1.3 million.

Future prospects

I think that 2011 will be a challenging year for the relocation industry and for many others since the real growth in worldwide gross domestic product is expected to be low. However, I believe that the Group will be able to continue to build on its strengths and continue to increase its market share in 2011, as it has done in 2010. The directors believe that the Group will also be assisted by its progressive diversification from moving services into relocation services generally.

Acquisition by the Santa Fe Group

On 27 April 2011, contracts were exchanged for the sale of the Interdean Group to the Santa Fe Group. The combined group will offer professional moving, relocation, and records management services through 120 offices in 50 countries. The combined team of 3,150 dedicated professionals are currently servicing approximately 100,000 relocations each year.

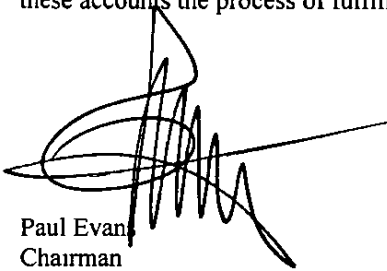
Santa Fe and Interdean have been close partners for a number of years and already exchange a considerable amount of reciprocal business. The merger is therefore a natural fit and will add value through increased efficiency and additional services with a pure focus on serving our clients.

Interdean Holdings Limited

Chairman's report (continued)

Acquisition by the Santa Fe Group (continued)

The contract sets out conditions that must be completed before the contract is legally binding. At the date of signing of these accounts the process of fulfilling the conditions was not concluded and the contract was not legally binding.

A handwritten signature in black ink, consisting of a large, stylized 'P' followed by several loops and a long horizontal stroke extending to the right.

Paul Evan
Chairman

Interdean Holdings Limited

Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 December 2010

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 11 and shows the profit for the year

The directors are pleased to report that sales in Europe increased to €144.3 million in 2010 from €119.2 million in 2009, an increase of 21.0%. The directors consider this to be a great achievement in a market that they believe remained flat during the year

The increased business that the Group attracted enabled it to record an operating profit of €2.7 million (2009: €0.2 million loss). The profit before taxation was €1.2 million (2009: €1.8 million net loss)

The results for the year were affected by exchange losses of €1.6 million that arose principally from the devaluation of the Euro. The directors also decided to record an impairment of the Group's investment in its subsidiaries in Portugal. The impairment of goodwill reduced the operating profit and the profit before taxation by a further €1.3 million. The impact of the above was that overall a profit for the financial year of €0.9m (2009: loss of €2.8m)

The results for the year are summarised below

	2010 €'000	2009 €'000
Operating profit from international moving and relocation	5,773	1,660
Other operating income	594	284
Foreign exchange loss	(1,624)	(279)
Release of creditor provision from a prior year	387	-
Amortisation of goodwill	1	(21)
Impairment of goodwill	(1,309)	(399)
Re-organisation costs	(539)	(965)
Other exceptional costs	(534)	(515)
Operating profit / (loss) as reported	2,749	(235)

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 €2,180,000 at 31 December 2010 (2009: €1,138,000)

No dividend has been paid or proposed during the year (2009: €nil)

Interdean Holdings Limited

Directors' report (continued)

Future prospects

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

The directors believe that 2011 will be a challenging year for the relocation industry and for many others since the real growth in worldwide gross domestic product is expected to be low. However, the directors are cautiously optimistic that the Group will be able to continue to build on its strengths and continue to increase its market share in 2011, as it has done in 2010. The directors believe that the Group will also be assisted by its progressive diversification from moving services into relocation services generally.

Contracts have been exchanged for the sale of Interdean Holdings Limited to Santa Fe Holdings Limited A/S, a company incorporated in Denmark. The sale is expected to be completed on 31 July 2011. The directors expect that becoming a member of the Santa Fe Group will have a very positive effect of the Group's prospects.

Going concern

The Group has made a profit during the year of €0.9 million (2009: €2.8 million loss) and has net liabilities of €6.4 million (2009: €8.7 million) and net current liabilities of €5.5 million (2009: €7.2 million).

On 27 April 2011, contracts were exchanged for the sale of Interdean Holdings Limited to Santa Fe Holdings Limited A/S, a company incorporated in Denmark. The ultimate parent company of Santa Fe Holdings Limited A/S is the East Asiatic Company Limited A/S, a company incorporated in Denmark.

The contract sets out conditions that must be satisfied before the contract is legally binding. At the date of signing of these accounts the process of fulfilling the conditions was not concluded and the contract was not legally binding.

The directors have performed a review of the Group's ability to continue to realise its assets and discharge its liabilities in the normal course of business for at least twelve months from the date of approving the financial statements. This review has included consideration of the potential acquisition of Interdean Holdings Limited and subsequent impact on the Group's forecasted funding requirements based on all available information.

The review of forecasts performed assuming the acquisition does proceed indicates that the Group would continue to require short-term working capital facilities to meet its liabilities as they fall due. After due consideration, the directors have no reason to believe the necessary funding would not be available should the acquisition proceed. Additionally, the directors have no reason to believe that the going concern assumption would be materially impacted by the potential acquisition.

At the date of approving the financial statements, 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 signing of these accounts provided the group remains under his control in this period, 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.

Assuming the acquisition does not proceed, 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, believe therefore, that the going concern assumption is appropriate for the preparation of these accounts.

As a result of their review, the directors have concluded that 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.

Interdean Holdings Limited

Directors' report (continued)

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.

In addition, foreign exchange gains or losses may arise on trading balances. Where the risks are considered material a hedging tool will be utilised. This is rare though given the natural hedge created by trading in several different territories.

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 J Evans

L E 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 (continued)

Audit information

Each of the directors at the date of approval of this report confirms that

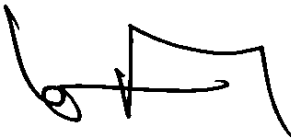
- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- the director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006

Auditor

Deloitte LLP was re-appointed as auditor for the year ended 31 December 2010 and has expressed their willingness to continue in office

Approved by the Board of Directors
and signed on their behalf



L E McGreal
Secretary

29 July 2011

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). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and accounting 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 adequate accounting records that are sufficient to show and explain the company's transactions and 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 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Independent auditor's report to the members of Interdean Holdings Limited

We have audited the Group and parent company financial statements of Interdean Holdings Limited for the year ended 31 December 2010 which comprise of 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 31. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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 auditor's 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 auditor

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the Group's and the parent company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the Group's and the parent company's affairs as at 31 December 2010 and of the Group's profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Emphasis of matter – going concern

In forming our opinion on the financial statements, which is not qualified, we have considered the adequacy of 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 and the future potential acquisition of the Group. 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.

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

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us, or
- the parent company's financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit



Peter Saunders (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
London

29 July 2011

Interdean Holdings Limited

Consolidated profit and loss account Year ended 31 December 2010

	Notes	2010 €'000	2009 €'000
Turnover	2	144,302	119,246
Cost of sales		(101,475)	(80,612)
Gross profit		42,827	38,634
Administrative expenses			
Recurring overheads		(37,054)	(36,974)
Foreign exchange loss		(1,624)	(279)
Release of creditor provision from a prior year		387	-
Amortisation of goodwill	11	1	(21)
Impairment of goodwill	11	(1,309)	(399)
Re-organisation costs	3	(539)	(965)
Other exceptional costs	3	(534)	(515)
Total administrative expenses		(40,672)	(39,153)
Other operating income		594	284
Operating profit / (loss)	3	2,749	(235)
Share of associate's operating profit		60	-
Profit on sale of tangible fixed assets		129	37
Other interest receivable and similar income	7	19	24
Interest payable and similar charges	8	(1,748)	(1,646)
Profit / (loss) on ordinary activities before taxation		1,209	(1,820)
Tax on profit / (loss) on ordinary activities	9	(304)	(1,000)
Profit / (loss) on ordinary activities after taxation		905	(2,820)
Equity minority interests	24	3	-
Profit / (loss) for the financial year	21	908	(2,820)

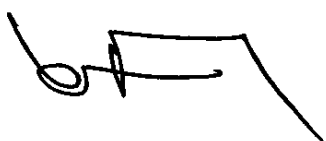
Interdean Holdings Limited

Consolidated balance sheet 31 December 2010

	Notes	2010 €'000	2009 €'000
Fixed assets			
Intangible assets	11	(1,161)	(229)
Tangible assets	12	26,156	25,849
Investments	13	86	53
		<u>25,081</u>	<u>25,673</u>
Current assets			
Stocks	14	6,800	4,121
Debtors	15	41,918	32,638
Cash at bank and in hand		6,201	4,558
		<u>54,919</u>	<u>41,317</u>
Creditors: amounts falling due within one year	16	<u>(60,470)</u>	<u>(48,499)</u>
Net current liabilities		<u>(5,551)</u>	<u>(7,182)</u>
Total assets less current liabilities		19,530	18,491
Creditors: amounts falling due after more than one year	17	<u>(25,904)</u>	<u>(27,196)</u>
Net liabilities		<u>(6,374)</u>	<u>(8,705)</u>
Capital and reserves			
Called up share capital	20	-	-
Profit and loss account	21	(7,301)	(8,209)
Other reserves	21	906	(496)
		<u>(6,395)</u>	<u>(8,705)</u>
Shareholder's deficit		<u>(6,395)</u>	<u>(8,705)</u>
Minority interests	24	<u>21</u>	<u>-</u>
Total capital employed		<u>(6,374)</u>	<u>(8,705)</u>

The financial statements of Interdean Holdings Limited (registered number 5652020) were approved by the Board of Directors and authorised for issue on 29 July 2011

Signed on behalf of the Board of Directors



L E McGreal
Director

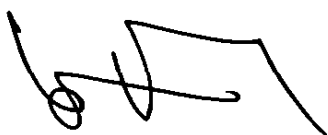
Interdean Holdings Limited

Company balance sheet 31 December 2010

	Notes	2010 €'000	2009 €'000
Fixed assets			
Investments	13	<u>34</u>	<u>34</u>
Current assets			
Debtors	15	<u>12,585</u>	<u>12,673</u>
		12,585	12,673
Creditors: amounts falling due within one year	16	<u>(2,808)</u>	<u>(1,844)</u>
Net current assets		<u>9,777</u>	<u>10,829</u>
Total assets less current liabilities		9,811	10,863
Creditors: amounts falling due after more than one year	17	<u>(11,991)</u>	<u>(12,001)</u>
Net liabilities		<u>(2,180)</u>	<u>(1,138)</u>
Capital and reserves			
Called up share capital	20	-	-
Profit and loss account	21	<u>(2,180)</u>	<u>(1,138)</u>
Shareholder's deficit		<u>(2,180)</u>	<u>(1,138)</u>

The financial statements of Interdean Holdings Limited (registered number 5652020) were approved by the Board of Directors and authorised for issue on 29 July 2011

Signed on behalf of the Board of Directors



L E McGreal
Director

Interdean Holdings Limited

Consolidated cash flow statement Year ended 31 December 2010

	Notes	2010 €'000	2009 €'000
Net cash inflow from operating activities	25	4,398	4,960
Returns on investments and servicing of finance			
Interest received		21	51
Interest paid		(795)	(566)
Interest element of finance lease rental payments		(95)	(90)
Net cash outflow from returns on investments and servicing of finance		(869)	(605)
Taxation			
Overseas tax paid		(872)	(1,177)
Capital expenditure and financial investment			
Payments to acquire tangible fixed assets	12	(581)	(1,292)
Purchase of investment		-	(34)
Receipts from sales of tangible fixed assets		208	38
Net cash outflow from capital expenditure and financial investment		(373)	(1,288)
Acquisitions			
Purchase of subsidiary undertaking	28	(200)	-
Net cash balances acquired with subsidiary undertaking	28	(13)	-
Net cash outflow from acquisitions		(213)	-
Financing			
New borrowings		2,748	1,655
New finance leases		23	974
Repayment of borrowings		(2,625)	(2,653)
Capital element of finance lease rental payments		(720)	(808)
Net cash outflow from financing		(574)	(832)
Increase in cash in the year	26	1,497	1,058

Interdean Holdings Limited

Consolidated statement of total recognised gains and losses Year ended 31 December 2010

	2010	2009
	€'000	€'000
Profit / (loss) for the financial year	908	(2,820)
Currency translation differences on foreign currency net investments	1,402	212
Total recognised gains and losses relating to the year	2,310	(2,608)

Reconciliation of movements in consolidated shareholder's deficit Year ended 31 December 2010

	2010	2009
	€'000	€'000
Opening shareholder's deficit	(8,705)	(6,097)
Profit / (loss) for the financial year	908	(2,820)
Currency translation differences on foreign currency net investments	1,402	212
Closing shareholder's deficit	(6,395)	(8,705)

Interdean Holdings Limited

Notes to the financial statements **Year ended 31 December 2010**

1. Accounting policies

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

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 €0.9 million (2009: €2.8 million loss) and has net liabilities of €6.4 million (2009: €8.7 million) and net current liabilities of €5.5 million (2009: €7.2 million).

On 27 April 2011, contracts were exchanged for the sale of Interdean Holdings Limited to Santa Fe Holdings Limited A/S, a company incorporated in Denmark. The ultimate parent company of Santa Fe Holdings Limited A/S is the East Asiatic Company Limited A/S, a company incorporated in Denmark.

The contract sets out conditions that must be satisfied before the contract is legally binding. At the date of signing of these accounts, the process of fulfilling the conditions was not concluded and the contract was not legally binding.

The directors have performed a review of the Group's ability to continue to realise its assets and discharge its liabilities in the normal course of business for at least twelve months from the date of approving the financial statements. This review has included consideration of the potential acquisition of Interdean Holdings Limited and subsequent impact on the Group's forecasted funding requirements based on all available information.

The review of forecasts performed assuming the acquisition does proceed indicates that the Group would continue to require short-term working capital facilities to meet its liabilities as they fall due. After due consideration, the directors have no reason to believe the necessary funding would not be available should the acquisition proceed. Additionally, the directors have no reason to believe that the going concern assumption would be materially impacted by the potential acquisition.

At the date of approving the financial statements, 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 signing of these accounts provided the group remains under his control in this period, 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.

Assuming the acquisition does not proceed, 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, believe therefore, that the going concern assumption is appropriate for the preparation of these accounts.

As a result of their review, the directors have concluded that 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.

Interdean Holdings Limited

Notes to the financial statements Year ended 31 December 2010

1 Accounting policies (continued)

Basis of consolidation

The Group financial statements consolidate the financial statements of the company and its subsidiary undertakings drawn up to 31 December each year. The results of subsidiaries acquired or sold are consolidated for the periods from or to the date on which control passed. Acquisitions are accounted for under the acquisition method.

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.

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.

Interdean Holdings Limited

Notes to the financial statements Year ended 31 December 2010

1. Accounting policies (continued)

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

Items included in the financial statements of each of the Group's entities are measured using the functional currency, which is the local currency in which the entity operates. The functional currency of the Group is considered to be the Euros, as the majority of the Group's turnover is transacted in Euros. The consolidated financial statements are presented in Euros.

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.

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.

Interdean Holdings Limited

Notes to the financial statements Year ended 31 December 2010

1. Accounting policies (continued)

Taxation (continued)

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. In Austria and Germany defined benefit schemes are in place for a small number of retirees, and are accrued in the accounts in accordance with local actuarial reviews and in accordance with FRS 17 Retirement benefits. The defined benefit schemes are unfunded

Bank borrowings

Cost incurred in arranging bank facilities are taken to profit and loss over the term of the facility

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

	2010 €'000	2009 €'000
Analysis by geographical market by source		
United Kingdom	18,541	16,813
Rest of Europe	81,118	64,456
North America	30,622	24,381
Far East	6,307	5,582
Rest of the World	7,714	8,014
	<u>144,302</u>	<u>119,246</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

Interdean Holdings Limited

Notes to the financial statements Year ended 31 December 2010

3. Operating profit / (loss)

Operating profit / (loss) is stated after charging / (crediting)

	2010 €'000	2009 €'000
Recurring items:		
Directors' emoluments	492	356
Depreciation		
Owned assets	1,292	1,267
Assets held under finance leases	519	547
Amortisation of goodwill	(1)	21
Impairment of goodwill	1,309	399
Fees payable to the Company's auditor in respect of		
- audit of the accounts (including Parent Company)	454	349
- taxation	47	59
- other services	19	18
Rentals under operating leases		
Hire of plant and machinery	396	304
Other operating leases	3,067	3,049
Profit on disposal of fixed assets	(129)	(37)
Foreign exchange loss	1,624	279
Non-recurring items:		
Re-organisation costs	539	965
Other exceptional costs	534	515
	<u> </u>	<u> </u>

4. Employees

	2010 €'000	2009 €'000
Staff costs during the year (including directors):		
Wages and salaries	30,210	29,121
Social security costs	4,777	4,505
Pension costs	718	904
	<u>35,705</u>	<u>34,530</u>
 Average number of persons employed (including directors):	 No.	 No.
Management and administration	450	466
Warehouse and drivers	223	229
	<u>673</u>	<u>695</u>

Interdean Holdings Limited

Notes to the financial statements Year ended 31 December 2010

5. Directors' emoluments

	2010 €'000	2009 €'000
Remuneration	459	326
Other emoluments	33	30
	<u>492</u>	<u>356</u>
Emoluments of the highest paid director	<u>323</u>	<u>214</u>

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

6. Employee benefit trust

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 2010 the trust held 533,120 (2009: 533,120) ordinary shares in Iriben Limited, comprising 24.99% (2009: 24.99%) of the issued share capital. Of these, 410,633 (77%) the shares have been conditionally gifted to members of the Group's management team. The intention is that the remaining shares will be gifted to existing or new members of the management team. Holders are not entitled to receive notice of, to attend or to vote at any general meeting of the company or to receive any dividend or other distribution of profit until the earlier of the sale of the company by the Interdean Group or 31 December 2013.

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 2010 the trust held 2,499 (2009: 2,499) ordinary shares in Interdean Properties Limited, comprising 24.99% (2009: 24.99%) of the issued share capital. Of these, 1,925 (77%) the shares have been conditionally gifted to members of the Group's management team. The intention is that the remaining shares will be gifted to existing or new members of the management team. Holders are not entitled to receive notice of, to attend or to vote at any general meeting of the company or to receive any dividend or other distribution of profit until the earlier of the sale of the company by the Interdean Group or 31 December 2013.

7. Other interest receivable and similar income

	2010 €'000	2009 €'000
Bank interest	<u>19</u>	<u>24</u>

Interdean Holdings Limited

Notes to the financial statements Year ended 31 December 2010

8. Interest payable and similar charges

	2010 €'000	2009 €'000
Shareholder loan	701	586
Bank loans and overdrafts	565	673
Finance leases and hire purchase contracts	95	90
Other interest payable	387	297
	<u>1,748</u>	<u>1,646</u>

9. Tax on profit / (loss) on ordinary activities

	2010 €'000	2009 €'000
UK corporation tax at 28% (2009 28%)	158	812
Overseas taxation	864	413
Adjustments in respect of prior years		
- UK corporation tax	(1,013)	(100)
- Overseas taxation	23	(72)
Total current tax	32	1,053
Deferred taxation credit	245	(53)
Share of associate's tax	27	-
Total tax on profit / (loss) on ordinary activities	<u>304</u>	<u>1,000</u>

The standard rate of tax for the year is 28% (2009 28%). 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. The 2011 Budget provided for a reduction in the main rate of corporation tax from 28% to 26% effective from 1 April 2011. The Government has also indicated that it intends to enact future reductions in the main tax rate of 1% each year down to 23% by 1 April 2014.

	2010 €'000	2009 €'000
Profit / (loss) on ordinary activities before taxation	1,209	(1,820)
Less share of associate's profit before tax	(60)	-
Group profit / (loss) on ordinary activities before taxation	<u>1,149</u>	<u>(1,802)</u>
Tax charge / (credit) on profit / (loss) on ordinary activities at the standard rate of 28% (2009 28%)	322	(510)
Expenses not deductible for tax purposes	1,071	481
Capital allowances in excess of depreciation	240	179
Non taxable income	(573)	(72)
Foreign tax charged at lower rates than the UK standard rate	(70)	(395)
Tax losses not provided	643	1,831
Tax losses utilised	(611)	(289)
Adjustments in respect of prior years	(990)	(172)
Total actual amount of current taxation	<u>32</u>	<u>1,053</u>

Interdean Holdings Limited

Notes to the financial statements Year ended 31 December 2010

10. Company profit and loss account

The company has taken advantage of the exemption allowed under section 230 of the Companies Act 2006 and has not presented its own profit and loss account in these financial statements. The company's loss after tax for the year was €1,042,000 (2009: €186,000). The company did not trade during the year.

11. Intangible fixed assets

Group	Positive goodwill €'000	Negative goodwill €'000	Total goodwill €'000
Goodwill			
At 1 January 2010	2,022	(2,078)	(56)
Foreign exchange gain	5	-	5
Subsidiary acquired (note 28)	375	-	375
At 31 December 2010	2,402	(2,078)	324
Accumulated amortisation			
At 1 January 2010	(589)	416	(173)
Foreign exchange loss	(4)	-	(4)
Charge for the year	(103)	104	1
Impairment	(1,309)	-	(1,309)
At 31 December 2010	(2,005)	520	(1,485)
Net book value			
At 31 December 2010	397	(1,558)	(1,161)
At 31 December 2009	1,433	(1,662)	(229)

Interdean Holdings Limited

Notes to the financial statements Year ended 31 December 2010

12. Tangible fixed assets

Group	Land and buildings €'000	Fixtures and fittings, plant and machinery €'000	Total €'000
Cost			
At 1 January 2010	29,904	19,912	49,816
Foreign exchange translation differences	1,737	790	2,527
Subsidiary acquired (note 28)	-	151	151
Additions	42	539	581
Disposals	(218)	(1,038)	(1,256)
At 31 December 2010	31,465	20,354	51,819
Accumulated depreciation			
At 1 January 2010	8,387	15,580	23,967
Subsidiary acquired (note 28)	-	37	37
Foreign exchange translation differences	339	632	971
Charge for the year	629	1,182	1,811
Disposals	(117)	(1,006)	(1,123)
At 31 December 2010	9,238	16,425	25,663
Net book value			
At 31 December 2010	22,227	3,929	26,156
At 31 December 2009	21,517	4,332	25,849

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

The net book value of land and buildings comprises

	2010 €'000	2009 €'000
Freehold land and buildings	21,524	20,780
Short leasehold land and buildings	703	737
	22,227	21,517

The net book value of the Group's other tangible fixed assets includes €1,843,000 (2009 €2,253,000) in respect of assets held under finance leases

Interdean Holdings Limited

Notes to the financial statements Year ended 31 December 2010

13. Investments

	2010		2009	
	Group €'000	Company €'000	Group €'000	Company €'000
Associated company	67	34	34	34
Other investments	19	-	19	-
	<u>86</u>	<u>34</u>	<u>53</u>	<u>34</u>

The change in investments during the year was

	Associated company €'000	Other investments €'000	Total investments €'000
Group			
Cost			
At 1 January 2010	34	19	53
Share of retained profit for the year	<u>33</u>	<u>-</u>	<u>33</u>
At 31 December 2010	<u>67</u>	<u>19</u>	<u>86</u>
Company			
Cost			
At 1 January 2010 and 31 December 2010	<u>34</u>	<u>-</u>	<u>34</u>

The associated company is Alfa Relocation Management AS a company incorporated in Denmark. This company is 50% owned by Interdean Holdings Limited.

Alfa Relocation Management AS is contracted to perform relocation services for one client company. Alfa Relocation Management AS has contracted Interdean Limited, a company within the Interdean Group to perform those services on its behalf.

Interdean Holdings Limited

Notes to the financial statements Year ended 31 December 2010

13. Investments (continued)

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

Name	Country of incorporation or registration	Proportion of voting rights and ordinary share capital held
Trading Companies		
Interdean AG Internationale Spedition	Germany	100%
Interdean BV	Netherlands	100%
Interdean Bulgaria EOOD	Bulgaria	100%
Interdean Central Asia LLC	Serbia	100%
Interdean Central Asia LLC	Kazakhstan	100%
Interdean Daleiden Sarl	Luxembourg	100%
Interdean Eastern Europe GesmbH	Austria	100%
Interdean Hungaria KFT	Hungary	100%
Interdean International Movers Srl	Italy	100%
Interdean International Relocation Ukraine LLC	Ukraine	100%
Interdean Internationale Spedition GesmbH	Austria	100%
Interdean Limited	England and Wales	100%
Interdean LW	Azerbaijan	100%
Interdean NV	Belgium	100%
Interdean Romania Srl	Romania	99.5%
Interdean Spol Sro	Czech Republic	100%
Interdean SA	Spain	100%
Interdean SA	Switzerland	100%
Interdean SAS	France	100%
Interdean SpZoo	Poland	100%
Interdean SRO	Slovakia	100%
Interdean Switzerland SA	Switzerland	100%
Interdean International Relocations SA	Portugal	100%
OOO Buro	Russia	99.9%
OOO IDX International	Russia	100%
Record Storage SL	Spain	51%
Seguresafe SA	Portugal	100%
Holding Companies		
IDX Holdings Limited	England and Wales	100%
Interdean Group Limited	England and Wales	100%
Interdean Properties Limited*	England and Wales	75%
Interdean Properties BV	Netherlands	100%
Iriben Limited*	England and Wales	75%
Group Property		
Interdean Bucharest Properties Srl	Romania	100%
Interdean Properties LLC	Russia	100%
Group Services		
Interdean International Limited	England and Wales	100%

Interdean Holdings Limited

Notes to the financial statements Year ended 31 December 2010

13. Investments (continued)

Name	Country of incorporation or registration	Proportion of voting rights and ordinary share capital held
Dormant Companies		
Buro Workplace Change Solutions Limited	England and Wales	100%
Conex International GmbH	Germany	100%
ICX International Movers Philippines Inc**	Philippines	100%
IDX International Movers (Thailand) Co Limited**	Thailand	100%
IDX Moving Services Sdn Bhd	Malaysia	100%
Interconex (Europe) Limited	England and Wales	100%
Interconex International Movers Pte Limited**	Singapore	100%
Interdean Relocation Limited*	England and Wales	100%
Intermove Limited	England and Wales	100%
Pan Pacific Services Limited**	Hong Kong	100%

* These subsidiary undertakings are directly held by Interdean Holdings Limited

** In liquidation

All trading companies of the Group are primarily engaged in the international relocation business, other than Seguresafe SA and Record Storage SL, which are engaged in archive storage

14. Stocks

	2010 Group €'000	2009 Group €'000
Packing materials	1,180	888
Work in progress	5,620	3,233
	<u>6,800</u>	<u>4,121</u>

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

15. Debtors

	2010		2009	
	Group €'000	Company €'000	Group €'000	Company €'000
Amounts falling due within one year				
Trade debtors	30,217	-	21,979	-
Other debtors	6,807	-	6,355	-
Overseas corporation tax recoverable	728	-	430	-
Other tax and social security	1,259	-	624	-
Prepayments and accrued income	2,839	-	3,186	-
Deferred tax asset (note 19)	68	-	64	-
Amounts falling due after more than one year				
Amounts owed by group undertakings	-	12,585	-	12,673
	<u>41,918</u>	<u>12,585</u>	<u>32,638</u>	<u>12,673</u>

Interdean Holdings Limited

Notes to the financial statements Year ended 31 December 2010

15. Debtors (continued)

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 2012. The amounts owed are interest-bearing loans. Interest due is added to the loan balances. Interest is charged on €7.1 million (2009: €8.6 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 2010 was 6% (2009: 6%).

The amount owed to the Group by its associated company Alfa Relocation Management AS was €2,160,000 (2009: €142,000). The amount owed to the company by its associated company Alfa Relocation Management AS was €nil (2009: €nil).

16. Creditors: amounts falling due within one year

	2010		2009	
	Group €'000	Company €'000	Group €'000	Company €'000
Loans and bank overdrafts (note 18)	4,814	1,480	2,835	1,560
Obligations under finance leases and hire purchase contracts (note 18)	565	-	652	-
Trade creditors	23,815	-	18,612	-
Taxation	1,618	171	2,182	184
Other taxation and social security creditors	1,850	-	1,420	-
Other creditors	1,818	-	2,666	-
Deferred consideration	658	-	1,113	-
Accruals and deferred income	24,204	456	17,913	100
Deferred tax liability (note 19)	1,032	-	802	-
Pension liabilities in respect of German and Austrian pensioners and employees (note 22)	96	-	304	-
Amounts owed to group undertaking	-	701	-	-
	<u>60,470</u>	<u>2,808</u>	<u>48,499</u>	<u>1,844</u>

Amounts owed to group undertaking are repayable on demand and do not accrue any interest.

Interdean Holdings Limited

Notes to the financial statements Year ended 31 December 2010

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

	2010		2009	
	Group €'000	Company €'000	Group €'000	Company €'000
Loans (note 18)	20,798	11,991	21,121	12,001
Obligations under finance leases and hire purchase contracts (note 18)	621	-	1,170	-
Pension liabilities in respect of German and Austrian pensioners and employees (note 22)	2,255	-	2,257	-
Accruals and deferred income	2,230	-	2,648	-
	<u>25,904</u>	<u>11,991</u>	<u>27,196</u>	<u>12,001</u>

18. Borrowings

	Group, 31 December 2010				
	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 2010 €'000
Bank Overdraft	438	-	-	-	438
Unsecured loan 8% 2011	1,787	-	-	-	1,787
Unsecured loan 5 19% 2011	8	-	-	-	8
Unsecured loan 2 85% 2011	19	-	-	-	19
Unsecured loan 3 13% 2011	70	-	-	-	70
Unsecured loan 2 87% 2011	25	-	-	-	25
Unsecured loan 7 0% 2012	12	5	-	-	17
Unsecured loan 2 99% 2013	12	15	-	-	27
Secured loan 5 0% 2012	120	16	-	-	136
Secured loan LIBOR + 3 0% 2011	1,480	-	-	-	1,480
Secured loan 6 17% 2011	158	344	826	1,283	2,611
Secured loan 5 14% 2016	297	642	935	-	1,874
Secured loan 4 80% 2017	132	263	527	15	937
Secured loan 3 9% 2011	96	192	288	1,456	2,032
Secured loan 2 85% 2025	160	160	480	1,360	2,160
Shareholder loan (6%)	-	11,991	-	-	11,991
Loans	4,814	13,628	3,056	4,114	25,612
Obligations under finance leases and hire purchase contracts	565	487	134	-	1,186
Loans and finance lease liabilities	<u>5,379</u>	<u>14,115</u>	<u>3,190</u>	<u>4,114</u>	<u>26,798</u>

Interdean Holdings Limited

Notes to the financial statements Year ended 31 December 2010

18. Borrowings (continued)

Group, 31 December 2009				
	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 2010 €'000				
Bank Overdraft	358	-	-	-
Unsecured loan 5 9% 2009	19	-	-	-
Secured loan 5 39% 2009	8	-	-	-
Secured loan LIBOR + 1 5%	1,560	1,480	-	-
Secured loan 5 6% 2012	108	108	38	-
Secured loan 5 63% 2014	149	296	714	1,585
Secured loan 5 95% 2016	282	297	989	588
Secured loan 4 75% 2017	132	262	527	147
Secured loan 8 95% 2017	7	8	29	-
Secured loan 3 9%	81	162	243	1,308
Secured loan 2 85% 2024	131	135	403	1,281
Shareholder loan (6%)	-	-	10,521	-
Loans	2,835	2,748	13,464	4,909
Obligations under finance leases and hire purchase contracts	652	828	338	4
Loans and finance lease liabilities	3,487	3,576	13,802	4,913

Company, 31 December 2010				
	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 2010 €'000				
Unsecured loan LIBOR +3 0%	1,480	-	-	-
Shareholder loan (6%)	-	11,991	-	-
	1,480	11,991	-	-

Company, 31 December 2009				
	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 2010 €'000				
Unsecured loan LIBOR +1 5%	1,560	1,480	-	-
Shareholder loan (6%)	-	-	10,521	-
	1,560	1,480	10,521	-

Interdean Holdings Limited

Notes to the financial statements Year ended 31 December 2010

18. Borrowings (continued)

Guarantees and security

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 Spedition has given guarantees totalling €236,000 (2009: €236,000) to various lenders.

A loan of €1,480,000 (2009: €3,040,000) from Coutts Bank is secured against property assets of the sole shareholder, Paul Evans.

19. Deferred taxation

Group

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

	Deferred taxation liability €'000
At 1 January 2010	(738)
Foreign exchange gain	19
Profit and loss account charge	(245)
	<u>(964)</u>
Balance at 31 December 2010	<u>(964)</u>

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

	2010 €'000	2009 €'000
Group		
Capital allowances in excess of depreciation	(166)	(183)
Other timing differences	(798)	(555)
	<u>(964)</u>	<u>(738)</u>
Total deferred tax liability	<u>(964)</u>	<u>(738)</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

	2010 €'000	2009 €'000
Group		
Deferred tax assets (note 15)	68	64
Deferred tax liability (note 16)	(1,032)	(802)
	<u>(964)</u>	<u>(738)</u>
Total deferred tax liability	<u>(964)</u>	<u>(738)</u>

Interdean Holdings Limited

Notes to the financial statements Year ended 31 December 2010

20. Called up share capital

	Number of shares	2010 €'000	Number of shares	2009 €'000
Authorised				
Ordinary shares of £1 each	100	-	100	-
Called up, allotted and fully paid				
Ordinary share of £1	1	-	1	-

21. Movement on reserves

	Profit and loss account €'000	Other reserves €'000	Total €'000
Group			
At 1 January 2010	(8,209)	(496)	(8,705)
Profit for the year	908	-	908
Currency translation differences on foreign currency net investments	-	1,402	1,402
Balance at 31 December 2010	(7,301)	906	(6,395)
Company			
At 1 January 2010	(1,138)	-	(1,138)
Loss retained for the year	(1,042)	-	(1,042)
Balance at 31 December 2010	(2,180)	-	(2,180)

22. Retirement benefit schemes

Defined contribution schemes

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 €510,000 (2009 €264,000). Other subsidiary companies contribute to schemes as required by law.

Defined benefit schemes

Nine former employees of the Group's subsidiaries Interdean AG Internationale Spedition and one employee of Interdean Eastern Europe GesmbH are members of unfunded defined benefit schemes. The schemes are closed to new members. No other post-retirement benefits are provided.

The most recent actuarial valuations of the defined benefit obligations were carried out at 31 December 2010 by HDI Gerling and Allianz Lebensversicherungs-AG. At the balance sheet date the gross accumulated benefit obligation was €2,351,000 (2009 2,561,000). €96,000 (€304,000) of this is disclosed within creditors falling due within one year (note 16) and €2,255,000 (2009 €2,257,000) this is disclosed within creditors falling due after one year (note 17).

Interdean Holdings Limited

Notes to the financial statements Year ended 31 December 2010

22. Retirement benefit schemes (continued)

All information concerning the scheme assumptions which is available has been disclosed below

	Valuation at	
	2010	2009
Discount rate	6%	6%
Future pension increases	0%	0%

The following mortality assumptions are used

	Valuation at	
	2010 years	2009 years
Males	10	10
Females	-	-

Movements in the present value of defined benefit obligations were as follows

	2010 €'000	2009 €'000
At 1 January	2,561	2,578
Benefits paid	(419)	(205)
Profit and loss account charge	209	188
At 31 December	2,351	2,561

The four-year history of the amount included in the balance sheet arising from the Group's obligations in respect of its defined retirement benefit schemes is as follows

	2010 €'000	2009 €'000	2008 €'000	2007 €'000
Liability recognised in the balance sheet and present value of defined benefit obligations	2,351	2,561	2,578	2,687

Interdean Holdings Limited

Notes to the financial statements Year ended 31 December 2010

23. Other financial commitments

As at 31 December 2010, the Group had annual commitments under non-cancellable operating leases as set out below

	2010		2009	
	Land and buildings €'000	Other €'000	Land and buildings €'000	Other €'000
Operating leases which expire				
Within one year	1,198	247	957	124
Within two and five years	1,051	373	1,203	672
After five years	962	40	731	-
	<u>3,211</u>	<u>660</u>	<u>2,891</u>	<u>796</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 2010 was €4.7 million. The company expects the contract to be completed and the remaining monies paid by 31 December 2011.

24. Minority interests

	2010 €'000
At 1 January 2010	-
Acquisition of subsidiary undertaking	24
Minority interest's share of profit on ordinary activities after taxation	<u>(3)</u>
At 31 December 2010	<u>21</u>

25. Reconciliation of operating profit / (loss) to net cash inflow from operating activities

	2010 €'000	2009 €'000
Operating profit / (loss)	2,986	(235)
Depreciation	1,811	1,814
Amortisation of goodwill	(1)	21
Impairment of goodwill	1,309	399
(Increase) / decrease in stocks	(1,870)	29
(Increase) / decrease in debtors	(10,277)	2,347
Increase in creditors	10,440	585
Net cash inflow from operating activities	<u>4,398</u>	<u>4,960</u>

Interdean Holdings Limited

Notes to the financial statements Year ended 31 December 2010

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

	2010 €'000	2009 €'000
Increase in cash in the year	1,497	1,058
Cash inflow from increase in debt and lease financing	574	832
Change in net debt resulting from cash flows	2,071	1,890
Exchange gains / (losses) on cash balances	66	(116)
Exchange losses on debt and finance leases	(821)	(145)
Other changes	(693)	(447)
Opening net debt	623 (21,220)	1,182 (22,402)
Closing net debt	(20,597)	(21,220)

27. Analysis of changes in net debt

	At 1 January 2010 €'000	Cash flows €'000	Exchange gains / (losses) €'000	Other non cash changes €'000	At 31 December 2010 €'000
Cash at bank and in hand	4,558	1,577	66	-	6,201
Overdrafts	(358)	(80)	-	-	(438)
	4,200	1,497	66	-	5,763
Debt due within one year	(2,477)	(1,805)	(40)	(54)	(4,376)
Debt due after one year	(21,121)	1,682	(723)	(636)	(20,798)
Finance leases	(1,822)	697	(58)	(3)	(1,186)
	(25,420)	574	(821)	(693)	(26,360)
Total	(21,220)	2,071	(755)	(693)	(20,597)

Interdean Holdings Limited

Notes to the financial statements Year ended 31 December 2010

28. Purchase of subsidiary undertaking

On 7 September 2010, Interdean SA, a subsidiary company incorporated in Spain purchased 51% of the share capital of Record Storage, a record archive storage company, also incorporated in Spain

Net assets acquired and the considerations paid were:

	Acquiree's Carrying value €'000s	Fair value adjustments €'000s	2010 €'000s
Net assets acquired:			
Tangible fixed assets	114	-	114
Cash at bank and in hand	2	-	2
Bank overdrafts	(15)	-	(15)
Other current assets	171	-	171
Other creditors	(176)	-	(176)
Loans and leases	(47)	-	(47)
	<u>49</u>	<u>-</u>	<u>49</u>
Minority interest (49%)			(24)
Goodwill (note 11)			<u>375</u>
			<u>400</u>
Satisfied by:			
Cash - initial payment	200		200
- deferred consideration	200	-	200
	<u>400</u>	<u>-</u>	<u>400</u>

29. 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

30. 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, Paul Evans

31. Subsequent events

On 27 April 2011, contracts were exchanged for the sale of Interdean Holdings Limited to Santa Fe Holdings Limited A/S, a company incorporated in Denmark. The ultimate parent company of Santa Fe Holdings Limited A/S is the East Asiatic Company Limited A/S, a company incorporated in Denmark

The contract sets out conditions that must be completed before the contract is legally binding. At the date of signing of these accounts the process of fulfilling the conditions was not concluded and the contract was not legally binding