

Van Ommeren Shipping Agencies Limited

Registered No. 132999

DIRECTOR

D A van Slooten

SECRETARY

D Weston

AUDITORS

Ernst & Young
Becket House
1 Lambeth Palace Road
London SE1 7EU

BANKERS

Royal Bank of Scotland plc
Shipping Business Centre
5-10 Great Tower Street
London EC3P 3HX

SOLICITORS

Norton Rose
Kempson House
PO Box 570
Camomile Street
London EC3A 7AN

REGISTERED OFFICE

Oliver Road
West Thurrock
Grays
Essex RM20 3EY

ERNST & YOUNG



Van Ommeren Shipping Agencies Limited

DIRECTOR'S REPORT

The director presents his report and accounts for the year ended 31 December 1998.

RESULT AND DIVIDENDS

The loss for the year, after taxation, amounted to £25,000 (1997 – loss of £10,000).

The director does not recommend the payment of a dividend.

PRINCIPAL ACTIVITIES AND REVIEW OF THE BUSINESS

The principal activity of the company during the year continued to be in connection with various shipping services.

FIXED ASSETS

The movement in fixed assets during the year is set out in note 9.

DIRECTORS AND THEIR INTERESTS

The sole director who served during the year was D A van Slooten.

The director had no interest, as defined by the Companies Act 1985, in the share capital of the company or any other undertaking in the group during the year.

YEAR 2000 COMPLIANCE

As it is well known, many computer and digital storage systems express dates using only the last two digits of the year and will thus require modification or replacement to accommodate the year 2000 and beyond in order to avoid malfunctions and resulting widespread commercial disruption. This is a complex and pervasive issue. *The operation of our business depends not only on our own computer systems, but also to some degree on those of our suppliers and customers. This could expose us to further risk in event that there is failure by other parties to remedy their own year 2000 issues.*

The company is well advanced in addressing the risks to our business resulting from the date change to the year 2000 and has developed a priorities action plan to deal with the key risks.

ECONOMIC MONETARY UNION

The Treasury department has undertaken a high level of analysis of the impact of the introduction of the Euro. In the context of the company in the UK we do not expect costs to be exceptional, and systems related issues are being dealt with as part of an overall systems review.

AUDITORS

A resolution to reappoint Ernst & Young as auditors will be put to the members at the Annual General Meeting.

By order of the board

D Weston

15.09.99

Secretary

STATEMENT OF DIRECTOR'S RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS

Company law requires the director to prepare accounts for each financial year which 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 those accounts, the director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent; and
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable him to ensure that the accounts comply with the Companies Act 1985. He is 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.

REPORT OF THE AUDITORS

to the members of Van Ommeren Shipping Agencies Limited

We have audited the accounts on pages 5 to 12, which have been prepared under the historical cost convention and on the basis of the accounting policies set out on page 7.

Respective responsibilities of the director and auditors

As described on page 3 the company's director is responsible for the preparation of accounts. It is our responsibility to form an independent opinion, based on our audit, on those accounts and to report our opinion to you.

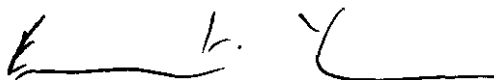
Basis of opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the accounts. It also includes an assessment of the significant estimates and judgements made by the director in the preparation of the accounts, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the accounts are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the accounts.

Opinion

In our opinion the accounts give a true and fair view of the state of affairs of the company as at 31 December 1998 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Ernst & Young
Registered Auditor
London

15 September 1999

Van Ommeren Shipping Agencies Limited

PROFIT AND LOSS ACCOUNT for the year ended 31 December 1998

	Notes	1998 £000	1997 £000
TURNOVER	2	489	303
Administrative expenses		(563)	(343)
OPERATING (LOSS)/PROFIT	3	(74)	(40)
Investment income	6	49	29
(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		(25)	(11)
Tax on (loss)/profit on ordinary activities	7	-	1
(LOSS)/PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		(25)	(10)
Loss retained for the financial year		(25)	(10)
Retained profit brought forward		176	186
RETAINED PROFIT CARRIED FORWARD		151	176


STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

There are no recognised gains or losses other than the loss attributable to shareholders of the company of £25,000 in the year ended 31 December 1998 and the loss of £10,000 in the year ended 31 December 1997.

Van Ommeren Shipping Agencies Limited

BALANCE SHEET at 31 December 1998

	Notes	1998 £000	1997 £000
FIXED ASSETS			
Tangible assets	9	62	54
		<hr/>	<hr/>
CURRENT ASSETS			
Debtors	10	434	676
Cash at bank and in hand		799	654
		<hr/>	<hr/>
		1,233	1,330
CREDITORS: amounts falling due within one year	11	(1,094)	(1,158)
		<hr/>	<hr/>
NET CURRENT ASSETS		139	172
		<hr/>	<hr/>
TOTAL ASSETS LESS CURRENT LIABILITIES		201	226
		<hr/>	<hr/>
CAPITAL AND RESERVES			
Called up share capital	12	50	50
Profit and loss account	13	151	176
		<hr/>	<hr/>
		201	226
		<hr/>	<hr/>


 Director 15.12.99

Van Ommeren Shipping Agencies Limited

NOTES TO THE ACCOUNTS

at 31 December 1998

1. ACCOUNTING POLICIES

Accounting convention

The accounts have been prepared under the historical cost convention and in accordance with applicable accounting standards.

Cash flow statement

No cash flow statement has been prepared as the company is a wholly owned subsidiary of a parent undertaking established in the European Community. The consolidated accounts of the group include a consolidated cash flow statement in a form similar to that required by FRS 1. (Revised).

Depreciation

Depreciation is provided on all tangible fixed assets at a rate calculated to write off the cost of each asset over its expected useful life at the following rate:

Furniture and equipment	—	20%
Motor vehicles	—	20%

Deferred taxation

Deferred taxation is provided on the liability method on all timing differences to the extent that they are expected to reverse in the future, calculated at the rate at which it is expected that tax will be payable.

Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the balance sheet date or at a previously contracted rate. Transactions in foreign currencies are translated at the rate ruling at the date of the transactions. All differences are taken to the profit and loss account.

Pensions

The company operates a defined benefit scheme which requires contributions to be made to a separately administered trust fund. Contributions to this fund are charged in the profit and loss account so as to spread the cost of pensions over the employees' working lives within the company. The regular cost is attributed to individual years using the projected unit credit method. Variations in pension cost, which are identified as a result of actuarial valuations are amortised over the average expected remaining working lives of employees in proportion to their pensionable salaries. Differences between the amounts funded and the amounts charged in the profit and loss account are treated as either provisions or prepayments in the balance sheet.

Leasing commitments

Rentals paid under operating leases are charged to income on a straight line basis over the lease term.

2. TURNOVER

Turnover represents the amounts derived from the provision of services and is stated net of value added tax.

Van Ommeren Shipping Agencies Limited

NOTES TO THE ACCOUNTS at 31 December 1998

3. OPERATING (LOSS)/PROFIT

Operating loss is stated after charging:

	1998 £000	1997 £000
Depreciation of tangible fixed assets	20	23
Auditors' remuneration	5	10

4. DIRECTORS' REMUNERATION

	1998 £000	1997 £000
Emoluments	11	29
Pension contributions	1	1
	12	30

5. STAFF COSTS

	1998 £000	1997 £000
Wages and salaries	184	164
Social security costs	17	13
Other pension costs	178	16
	379	193

No. No.

The average number of employees during the year was

10 9

6. INVESTMENT INCOME

	1998 £000	1997 £000
Interest receivable	49	29

7. TAX ON (LOSS)/PROFIT ON ORDINARY ACTIVITIES

	1998 £000	1997 £000
Corporation tax	(11)	(8)
Corporation tax under/(over) provided in prior years	1	7
Deferred tax	10	-
	-	(1)

NOTES TO THE ACCOUNTS
at 31 December 1998

8. DIVIDENDS AND OTHER APPROPRIATIONS

	1998 £000	1997 £000
Equity dividends on ordinary shares	-	-

9. TANGIBLE FIXED ASSETS

	<i>Furniture and equipment £000</i>	<i>Motor vehicles £000</i>	<i>Total £000</i>
Cost:			
At 1 January 1998	366	35	401
Additions	26	6	32
Disposals	-	(10)	(10)
At 31 December 1998	392	31	423
Depreciation:			
At 1 January 1998	321	26	347
Provided during the year	16	4	20
Disposals	-	(6)	(6)
At 31 December 1998	337	24	361
Net book value:			
At 31 December 1998	55	7	62
At 1 January 1998	45	9	54

Van Ommeren Shipping Agencies Limited

NOTES TO THE ACCOUNTS

at 31 December 1998

10. DEBTORS

	1998 £000	1997 £000
Trade debtors	332	194
Amounts owed by fellow subsidiary undertaking	19	111
Other debtors	–	11
Prepayments and accrued income	67	87
Recoverable advance corporation tax	–	266
Recoverable corporation tax	16	7
	<u>434</u>	<u>676</u>

11. CREDITORS: amounts falling due within one year

	1998 £000	1997 £000
Trade creditors	264	592
Amounts owed to parent undertaking	164	290
Amounts owed to fellow subsidiary undertakings	290	–
Corporation tax	–	51
Other taxes and social security	137	19
Other creditors	176	143
Accruals and deferred income	63	63
	<u>1,094</u>	<u>1,158</u>

Included in other creditors is an amount of £13,000 in respect of a deferred tax liability which is due after more than one year (1997 – £3,000).

12. SHARE CAPITAL

	1998 £000	1997 £000
Authorised, allotted, called up and fully paid: 50,000 ordinary shares of £1 each	<u>50</u>	<u>50</u>

Van Ommeren Shipping Agencies Limited

NOTES TO THE ACCOUNTS

at 31 December 1998

13. RECONCILIATION OF SHAREHOLDERS' FUNDS AND MOVEMENTS ON RESERVES

	<i>Share capital £000</i>	<i>Profit and loss account £000</i>	<i>Total £000</i>
At 1 January 1997	50	186	236
Loss for the year	—	(10)	(10)
Dividends	—	—	—
	<hr/>	<hr/>	<hr/>
At 1 January 1998	50	176	226
Loss for the year	—	(25)	(25)
	<hr/>	<hr/>	<hr/>
At 31 December 1998	50	151	201
	<hr/>	<hr/>	<hr/>

14. CONTINGENT LIABILITIES

The company's bankers have guaranteed amounts that may, in the normal course of trade, be payable in respect of freight and customs duty and these obligations have been indemnified by the company.

15. PENSION COMMITMENTS

The company jointly operates a defined benefit pension scheme, with two other companies. The scheme is funded by the payment of contributions to a separately administered trust fund. The contributions to the scheme are determined with the advice of independent qualified actuaries on the basis of triennial valuations using the projected accrued benefits method.

The most recent valuation was conducted as at 1 January 1998. The assumptions which have the most significant effect on the results of the valuation are:

- investment returns would be 8.5% per annum
- salary increases would average 6.5% per annum
- future pensions would increase at the rate of 4% per annum.

The pension charge for the period was £178,459 (1997 – £16,107). This included £ (1997 – £nil) in respect of the amortisation of past service surpluses that are being recognised over the remaining service life of the employees. The pension liability at 31 December 1998 was £nil (1997 – £58,000) and is included in accruals and deferred income.

The most recent actuarial valuation showed that the market value of the assets of the whole scheme was £7,967,390 and the actuarial value of those assets represented 98% of the benefits that had accrued to members after allowing for expected future increases in earnings. The company makes contributions equivalent to 12.4% of pensionable salaries of the members to the scheme.

During 1998 the minimum funding report valuation indicated a funding level of 98% and a contribution of £160,000 was made by the company to correct part of the shortfall. The remaining shortfall is to be covered by a contribution schedule to be settled within monthly contribution payments.

NOTES TO THE ACCOUNTS
at 31 December 1998

16. ULTIMATE PARENT UNDERTAKING

In the opinion of the director the ultimate parent undertaking is Koninklijke Van Ommeren NV., formerly Van Ommeren Ceteco NV, incorporated in The Netherlands.

The group accounts of the ultimate parent undertaking can be obtained from Westerlaan 10, 3016 CK, Rotterdam, The Netherlands.

17. RELATED PARTIES

The company is the wholly owned subsidiary undertaking of Koninklijke Van Ommeren NV., and is therefore exempt from making additional disclosure of related party transactions under the provisions of Financial Reporting Standard No. 8 "Related Party Disclosures".

Crawford Express Liner Agencies Limited

Registered No. 816882

DIRECTOR

D A van Slooten

SECRETARY

D Weston

AUDITORS

Ernst & Young
Becket House
1 Lambeth Palace Road
London SE1 7EU

BANKERS

Royal Bank of Scotland plc
Shipping Business Centre
5-10 Great Tower Street
London EC3P 3HX

SOLICITORS

Norton Rose
Kempson House
PO Box 570
Camomile Street
London EC3A 7AN

REGISTERED OFFICE

Oliver Road
West Thurrock
Grays
Essex RM20 3EY