

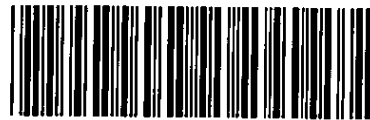
GIST LIMITED

(Registered No: 502669)

FINANCIAL STATEMENTS

FOR THE 15 MONTHS ENDED 31 DECEMBER 2006

THURSDAY



AZHZSTIS

A02

04/10/2007

358

COMPANIES HOUSE

Registered Office Chertsey Road, Windlesham, Surrey GU20 6HJ

GIST LIMITED**Directors' report and business review for the period ended 31 December 2006**

The directors present their report, business review and the audited financial statements for the period ended 31 December 2006

Change of control of The BOC Group

On 5 September 2006, the Company's ultimate parent company, The BOC Group plc, was taken over by Linde AG, a German registered company. As a result of the takeover the Company's ultimate parent company became Linde AG.

Business Review and principal activities

The company's principal activity is, and has been throughout the period, supply chain services for retailers and manufacturers. It is envisaged that this will continue to be the principal activity of the company for the foreseeable future.

The company continues to focus on providing supply chain transformation to customers in targeted areas of Foods and Drink, Retail and Group related activities. The core growth in the mid term will continue to be focused in the UK and Europe serving the broad supply chain needs of national scale customers. The company goes to market with a supply chain proposition covering the design, delivery, operation and management of customer tailored supply chain solution. The targeted offer areas to meet the bulk of customer needs are Solution Development, End to End Management, Network Operation and Customer Fulfilment.

There has been significant consolidation within the UK and global supply chain business and corresponding changes in the business models for the industry players. The company is well positioned in the markets it operates in to continue to exploit the customer centric approach to building high value relationships with UK/Europe centric customers.

Currently there is a significant amount of focus in the logistics market place on environmental issues. The company continues to review its operations in light of technological improvements.

In addition the Company has a well respected safety policy and is proud of its record over the period in reducing the level of safety incidents across the business.

The growth in Sales has been driven primarily by organic growth in major accounts and the full period effect of new customer contracts that commenced part way through 2005. By eliminating the effect of the 15 month period there has been a 10% increase year on year.

Whilst the underlying performance of the business remained strong, operating profit this period was impacted by additional pension contributions (see note 7c) made to the pension scheme (£56,789K) reported within cost of sales and by a charge for the awarding of share options to employees (£1,988K), this cost was included under administrative expenses. The operating profit for the period ended December 2006 excluding these two items was £28,999K.

During the period the company also had a one off profit on disposal of a property amounting to £6m.

GIST LIMITED**Business review and principal activities (continued)**

The full results for the period are set out in the accompanying profit and loss account on page 8

Regarding risks and uncertainties, the company has implemented a coordinated set of risk management and control systems, including strategic planning and management reporting, to help anticipate, measure, monitor and manage its exposure to risk. Risks which the company faces include price and customer service level performance competition, integration of acquired businesses, performance risks under long term fixed price contracts, loss of supply of commodities and service, changes in the regulatory and legal environment, credit and interest rate risks

Change of year end

Pursuant to section 225 of the Companies Act 1985 (as inserted by the Companies Act 1989), during the period the directors resolved to change the company's financial year end from 30 September to 31 December

Dividends and appropriations

An interim dividend on the Ordinary shares of the company amounting to £25,000,000 was paid on 25 August 2006

The directors do not recommend the payment of a final dividend on the Ordinary shares for the period ended 31 December 2006 (2005 £nil)

Preference share dividends were paid on 30 November 2005 and 30 November 2006, amounting to £50 in respect of the 5% cumulative preference shares

Preference share dividends were paid on 30 November 2005 and 30 November 2006, amounting to £1,450 in respect of the 5% cumulative B preference shares

Directors

The directors of the company during the period were

Mr M K Flynn

Mr M A Gwynn

Mr M Sweeney

The directors are not subject to retirement by rotation

GIST LIMITED**Directors' interests**

According to the register kept by the company for the purposes of section 324 of the Companies Act 1985, no director was interested in any shares or debentures of the company at 31 December 2006. Interests in shares or debentures of The BOC Group plc, the company's immediate group holding company, were as follows -

Name	Ordinary shares of 25p each		Options over Ordinary shares of 25p each				
	31.12.06	01.10.05	31.12.06	Granted during the period	Lapsed during the period	Exercised during the period	01.10.05
M K Flynn	-	143	2,056	11,841	500	106,929	97,644
M A Gwynn	-	1,421	-	23,626	10,867	179,621	166,862
M Sweeney	-	1,421	1,570	10,042	426	74,338	66,292

Apart from the above interests, no director had any interests in the shares or debentures of any other BOC Group company at 31 December 2006 or at 30 September 2005

Disabled persons

In the company's employee recruitment practices full consideration is given to job applications from disabled persons. Candidates are selected and appointed on the basis of their ability to perform the duties of the job. Encouragement is given in the training, career development and promotion of all employees according to the opportunities available, organisational requirements and individual aptitudes and abilities. This policy includes disabled employees for whom any further necessary training is arranged taking account of their particular needs, any reasonable adjustments and the resources required to meet them.

Employee involvement

Company policy follows that of the ultimate parent company, Linde AG, in encouraging consultation with employees on matters of concern to them.

Communication with employees individually is achieved through company newspapers, information bulletins and other such publications and briefings, and with employees collectively through representatives attending briefing meetings with senior management and participating in safety committees, trade union consultation and negotiating committees. The Group has a European Forum comprising representatives from the workforce of the Group's businesses in its European countries in which the company participates fully.

GIST LIMITED**Supplier payment policy**

The company applies a policy of agreeing and clearly communicating the terms of payment as part of the commercial arrangement with suppliers and then paying according to those terms. In addition the company has committed to the 'Better Payment Practice Code'. A copy of the Code can be obtained from the DTI Publications Orderline, Admail 528, London SW1W 8YT.

The total of trade creditors outstanding at 31 December 2006, represents 55 days (2005 – 69 days) worth as a proportion of the total amount invoiced by suppliers during the period ended on that date.

Charitable and political donations

The company has made charitable donations of £1,000 (2005 £1,000). No political donations were made during the period (2005 £nil).

Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that so far as they are aware, there is no relevant audit information of which the company's auditors are unaware, and each director has taken all steps that ought to have been taken as director to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Auditors

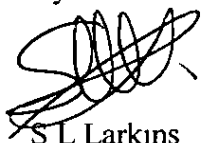
On 2 November 2006, PricewaterhouseCoopers LLP resigned as auditors of the company and on 7 February 2007 the directors appointed KPMG Audit Plc as auditors of the Company to fill the casual vacancy.

Pursuant to section 386(1) of the Companies Act 1985 (as inserted by the Companies Act 1989) the members have resolved to dispense with the obligation to appoint auditors annually and KPMG Audit Plc shall be deemed to be re-appointed each year.

Annual general meeting and laying of accounts

Pursuant to sections 366A(1) and 252(1) of the Companies Act 1985 (as inserted by the Companies Act 1989) the members have resolved to dispense with the holding of Annual General Meetings and the laying of the Report and Accounts of the company before the members in general meeting.

By order of the Board



S L Larkins

29 March 2007

Secretary

GIST LIMITED**Statement of directors' responsibilities in respect of the Directors' Report and the financial statements**

The directors are responsible for preparing the Directors' 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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

The financial statements are required by law to 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 estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company 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 its financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



KPMG Audit Plc

Arlington Business Park
Theale
Reading
RG7 4SD
United Kingdom

Independent auditors' report to the members of Gist Limited

We have audited the financial statements of Gist Limited for the 15 month period ended 31 December 2006 which comprise the Profit and Loss Account, the Balance Sheet, the Note of Historical Cost Profits and Losses, the Reconciliation of Movements in Shareholders' Funds and the related notes. 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 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 auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities on page 5.

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

Basis of audit opinion

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

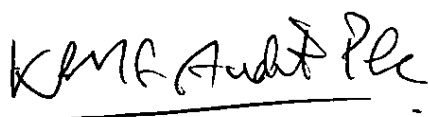
We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity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

Independent auditors' report to the members of Gist Limited (*continued*)

Opinion

In our opinion

- the financial statements give a true and fair view, in accordance with UK Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2006 and of its loss for the period 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


KPMG Audit Plc

KPMG Audit Plc

*Chartered Accountants
Registered Auditor*

4 April 2007

GIST LIMITED**PROFIT AND LOSS ACCOUNT****15 MONTHS ENDED 31 DECEMBER 2006**

	Notes	2006 £000 (15 months to 31/12/06)	2005 £000 (12 months to 30/9/05) (Restated)
Turnover	2	443,921	316,174
Cost of sales		(455,341)	(276,721)
Gross (loss) / profit		(11,420)	39,453
Administrative expenses		(22,934)	(13,871)
Other income received		4,576	4,095
Operating (loss) / profit	3	(29,778)	29,677
Profit on disposal of fixed assets		5,981	71
(Loss) / profit on ordinary activities before interest		(23,797)	29,748
Net interest receivable / (payable) and similar charges	4	2,122	(167)
(Loss) / profit on ordinary activities before taxation		(21,675)	29,581
Tax on (loss) / profits on ordinary activities	5	15,165	(4,711)
(Loss) / profit for the financial period		(6,510)	24,870
Dividends paid	13	(25,000)	(41,000)
RETAINED (LOSS) FOR THE FINANCIAL PERIOD		<u>(31,510)</u>	<u>(16,130)</u>

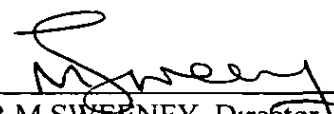
All the company's operations are classed as continuing

There are no gains and losses in either period other than those recognised above

GIST LIMITED**BALANCE SHEET AT 31 DECEMBER 2006**

	Notes	31 December 2006 £000	30 September 2005 £000 (Restated)
FIXED ASSETS			
Tangible assets	8	<u>91,761</u>	<u>98,028</u>
CURRENT ASSETS			
Stocks		1,062	1,132
Debtors Amounts falling due within one year	9	57,409	71,321
Debtors Amounts falling due after more than one year	10	9,956	1,473
Cash at bank and in hand		<u>6,153</u>	<u>12,888</u>
		74,580	86,814
CURRENT LIABILITIES			
Creditors Amounts falling due within one year	11	(92,143)	(75,841)
Net current (liabilities) / assets		<u>(17,563)</u>	<u>10,973</u>
Total assets less current liabilities		<u>74,198</u>	<u>109,001</u>
Creditors Amounts falling due after more than one year	12	(658)	(933)
Provisions for liabilities and charges	14	(1,414)	(4,432)
NET ASSETS		<u><u>72,126</u></u>	<u><u>103,636</u></u>
CAPITAL AND RESERVES			
Called up share capital	15	1,300	1,300
Share premium account	16	74,621	74,621
Revaluation reserve	16	30	2,409
Profit and loss account	16	(3,825)	25,306
EQUITY SHAREHOLDER'S FUNDS		<u><u>72,126</u></u>	<u><u>103,636</u></u>

The financial statements on pages 8 to 24 were approved by the Board of Directors on 29 March 2007 and are signed on its behalf by


MR M SWEENEY Director

GIST LIMITED**NOTE OF HISTORICAL COST PROFITS AND LOSSES****15 MONTHS ENDED 31 DECEMBER 2006**

	2006 £000 (15 months to 31/12/06)	2005 £000 (12 months to 30/9/05) (Restated)
Reported (loss) / profit on ordinary activities before taxation	(21,675)	29,581
Difference between historical cost depreciation charge and actual charge on revalued amount of fixed assets	11	18
Historical cost (loss) / profit on ordinary activities before taxation	<u>(21,664)</u>	<u>29,599</u>
Historical cost (loss) for the period retained after taxation and dividends	<u>(31,499)</u>	<u>(16,112)</u>

MOVEMENT IN SHAREHOLDER'S FUNDS**15 MONTHS ENDED 31 DECEMBER 2006**

	2006 £000 (15 months to 31/12/06)	2005 £000 (12 months to 30/9/05) (Restated)
(Loss) / profit for the financial period	(6,510)	24,870
Dividends	(25,000)	(41,000)
Net reduction to shareholders' funds	<u>(31,510)</u>	<u>(16,130)</u>
Opening shareholder's funds as previously stated	103,636	119,796
Prior year adjustment	-	(30)
Opening shareholder's funds as restated	<u>103,636</u>	<u>119,766</u>
Closing shareholder's funds	<u>72,126</u>	<u>103,636</u>

GIST LIMITED**NOTES TO THE FINANCIAL STATEMENTS****FOR THE 15 MONTHS ENDED 31 DECEMBER 2006****1. ACCOUNTING POLICIES**

The financial statements have been prepared in accordance with applicable Accounting Standards in the United Kingdom. A summary of the more important accounting policies, which have been applied consistently, except for (1), is set out below.

(a) Accounting convention

These financial statements are based on the modified historical cost accounting convention including the revaluation of certain land and buildings in 1989 (see note 1(d)).

The cash flows of the company are included in the consolidated cash flow statement of The BOC Group plc. Consequently, the company is exempt under the terms of FRS 1 from publishing a cash flow statement.

(b) Turnover

Turnover is based on the invoiced value of sales, excluding VAT, and includes sales to other companies within The BOC Group. Turnover for services is recognised when the service has been performed for the customer as specified in the contract or agreement.

(c) Finance and operating leases

Costs in respect of operating leases are charged on a straight line basis over the lease term. Leasing agreements which transfer to the company substantially all the benefits and risks of ownership of an asset are treated as if the asset had been purchased outright. The assets are included in fixed assets and the capital element of the leasing commitments is shown as obligations under finance leases. The lease rentals consist of capital repayment only. The capital element is applied to reduce the outstanding obligations. Assets held under finance leases are depreciated over the shorter of the lease terms and the useful lives of equivalent owned assets.

GIST LIMITED**NOTES TO THE FINANCIAL STATEMENTS****(d) Tangible Fixed Assets**

- (i) No depreciation is charged on freehold land or construction in progress. Depreciation is charged on all other fixed assets on the straight line basis over their useful economic lives. Straight line depreciation rates vary according to the class of asset, but are typically

	Per Annum
Freehold buildings	2-10%
Leasehold land and buildings (or at rates based on the life of the lease, where shorter than 25 years)	2-4%
Plant and machinery	10-20%
General distribution motor vehicles	10-22%
Fixtures and fittings, office equipment	10-33%

- (ii) 'FRS 15 - Tangible fixed assets,' became effective on 23 March 2000 and the company adopted the transitional arrangements of this standard which allowed the company to retain the book amounts of its previously revalued land and buildings being the 'frozen' book values. The company has not updated the valuation of its previously revalued land and buildings which were last revalued during 1989 by the Group Surveyor, Mr P C Biles, ARICS on a depreciated replacement cost basis. The basis of valuation was the purchase cost in the open market for non-specialised property and for specialised property the current cost of the site and buildings depreciated to reflect the age of the buildings. In taking advantage of the transitional arrangements, for the purposes of FRS 15 the 'frozen' book values are treated as though they were historical costs.

(e) Stocks

Stocks consist of fuel and stationery and are valued at the lower of cost and net realisable value. Cost is arrived at on the 'first-in, first-out' (FIFO) basis.

(f) Deferred Tax

Deferred taxation is provided in full on timing differences which represent a liability at the balance sheet date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements. Deferred tax assets and liabilities are not discounted. Deferred tax is accounted for in accordance with FRS 19.

GIST LIMITED**NOTES TO THE FINANCIAL STATEMENTS****(g) Pensions**

The company accounts for its defined benefit pension scheme as though it were a defined contribution scheme in accordance with FRS 17 and expenses payments as they are incurred. This is because the underlying assets and liabilities of the scheme cover a number of UK BOC Group undertakings and it cannot readily be split between each Group undertaking on a consistent and reliable basis.

(h) Classification of financial instruments issued by the company

Following the adoption of FRS 25, financial instruments issued by the Company are treated as equity (i.e. forming part of shareholders' funds) only to the extent that they meet the following two conditions:

- a) they include no contractual obligations upon the Company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Company, and
- b) where the instrument will or may be settled in the Company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the Company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the Company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

Where a financial instrument that contains both equity and financial liability components exists, these components are separated and accounted for individually under the above policy. The finance cost on the financial liability component is correspondingly higher over the life of the instrument.

Finance payments associated with financial liabilities are dealt with as part of interest payable and similar charges. Finance payments associated with financial instruments that are classified as part of shareholders' funds, are dealt with as appropriations in the reconciliation of movements in shareholders' funds.

(i) Prior year adjustment

Following the adoption of FRS 25, preference shares are now shown as debt, previously they were equity. This has affected the previously reported prior year numbers as follows:

- Creditors' amounts falling due after more than 1 year – increase of £30K
- Called up share capital – decrease of £30K
- Net interest and similar charges – increase of £2K
- Dividends paid – decrease of £2K

GIST LIMITED**NOTES TO THE FINANCIAL STATEMENTS****(j) Dividends on shares presented within shareholders' funds**

Dividends unpaid at the balance sheet date are only recognised as a liability at that date to the extent that they are appropriately authorised and are no longer at the discretion of the Company. Unpaid dividends that do not meet these criteria are disclosed in the notes to the financial statements.

(k) Going concern

At the balance sheet date the company had net current liabilities of £17,563K and a loss for the period of £6,510K. This situation has arisen from the exceptional recharge of pension expenses and not from the underlying performance of the business. The directors have reviewed the group financing arrangements and negotiated flexibility on the repayments to The BOC Group plc. From the results of forecasts, the directors believe it is appropriate to prepare the financial statements on a going concern basis.

2. TURNOVER

Turnover principally relates to supply chain activity within the UK.

GIST LIMITED**NOTES TO THE FINANCIAL STATEMENTS****3. OPERATING PROFIT**

	2006	2005
	£000	£000
	(15 months to 31/12/06)	(12 months to 30/9/05)
Operating profit is stated after charging -		
Depreciation of tangible fixed assets		
Owned assets	14,966	11,484
Leased assets	420	197
Hire of plant and machinery	6,534	4,609
Property rental	3,314	2,733
Auditors' remuneration for		
Audit	87	56
Other services to the company	-	165
Special pension contributions	<u>56,789</u>	<u>-</u>

'Special' pension contributions commenced during the financial year ended September 2004 by The BOC Group plc to reduce the group scheme pension deficit. The charge against operating profit in this 15 month period relates to FY04, FY05 and FY06. A decision to recharge these costs to subsidiaries was only made by The BOC Group plc in the current period and included back charges for prior years.

4. NET INTEREST PAYABLE AND SIMILAR CHARGES

	2006	2005
	£000	£000
	(15 months to 31/12/06)	(12 months to 30/9/05)
Interest receivable	2,324	1,349
Interest payable to group companies	(44)	(466)
Other interest payable	(63)	(997)
Preference share dividends	(2)	(2)
Finance lease interest	(93)	(51)
	<u>2,122</u>	<u>(167)</u>

GIST LIMITED**NOTES TO THE FINANCIAL STATEMENTS****5. TAX****(a) Analysis of tax charge in period -**

	<u>2006</u> £000 (15 months to 31/12/06)	<u>2005</u> £000 (12 months to 30/9/05)
Current tax		
UK corporation tax on profits of the year	-	-
Adjustment for under provision in prior years	-	5,337
Total current tax	<u>-</u>	<u>5,337</u>
Deferred tax		
(Origination) / reversal of timing differences	(11,545)	1,641
Adjustment for over provision in prior years	(3,620)	(2,267)
Tax on profit on ordinary activities	<u>(15,165)</u>	<u>4,711</u>

(b) Factors affecting tax charge for period -

The current tax payable is lower than the standard rate of corporation tax in the UK (30%) (2005 30%) The differences are explained below -

	<u>2006</u> £000 (15 months to 31/12/06)	<u>2005</u> £000 (12 months to 30/9/05)
(Loss) / profit on ordinary activities before tax	<u>(21,675)</u>	<u>29,581</u>
(Loss) / profit on ordinary activities multiplied by standard rate corporation tax in the UK of 30% (2005 30%)	(6,503)	8,874
Effects of		
Expenses not deductible for tax purposes	1,363	425
Accelerated capital allowances and other timing differences	11,545	(1,641)
Adjustments to tax charge in respect of previous periods	-	5,337
Group relief	(6,405)	(7,658)
Current tax charge for the period (see note (a) above)	<u>-</u>	<u>5,337</u>

GIST LIMITED**NOTES TO THE FINANCIAL STATEMENTS****6. DIRECTORS' EMOLUMENTS**

(a) The emoluments of the directors of the company were -

	<u>2006</u>	<u>2005</u>
	£000	£000
	(15 months to 31/12/06)	(12 months to 30/9/05)
Management Remuneration		
- Salaries and benefits	682	485
- Annual bonuses earned in the period	924	369
- Pension contributions	176	119
Provision for Long Term Incentive Plans	-	98
	<u>1,782</u>	<u>1,071</u>

Retirement benefits are accruing to three directors (2005 - three) under the group's defined benefit scheme

(b) Emoluments payable to the highest paid director were as follows -

	<u>2006</u>	<u>2005</u>
	£000	£000
	(15 months to 31/12/06)	(12 months to 30/9/05)
Emoluments	719	387
Defined benefit scheme		
Accrued pension at year end	81	54
	<u>81</u>	<u>54</u>

GIST LIMITED**NOTES TO THE FINANCIAL STATEMENTS****7. EMPLOYEES****(a) Average number of employees during the period**

	2006 (15 months to 31/12/06)	2005 (12 months to 30/9/05)
Management and administration	1,207	1,147
Warehousing and distribution	4,302	3,839
	<u>5,509</u>	<u>4,986</u>

(b) Employment costs

	2006 £000 (15 months to 31/12/06)	2005 £000 (12 months to 30/9/05)
Wages and salaries	175,296	122,518
Social security costs	15,880	10,858
Pension costs	72,893	11,021
	<u>264,069</u>	<u>144,397</u>

(c) Pension Costs

UK employees who joined the company prior to 1 July 2003 could elect to become members of a group defined benefit scheme funded partly by contributions from members and partly by contributions from Group undertakings at rates advised by independent, professionally qualified actuaries. Acting on the advice of the actuaries, company contributions, which had been suspended, were resumed on 1 October 2002.

UK employees of The BOC Group who have offers of employment dated after 30 June 2003 are entitled to become members of BOC Retirement Savings Plan, a defined contribution plan.

The company accounts for pension costs in accordance with FRS 17 on retirement benefits. In accordance with the standard, the company treats contributions to defined benefit schemes as if they were contributions to a defined contribution plan. This is because the underlying assets and liabilities of the defined benefit schemes cover a number of The BOC Group's UK undertakings and cannot readily be split between each undertaking on a consistent and reliable basis.

The assets of all Group UK pension schemes are held independently of the Group's finances. The principal schemes are self-administered. Full details of the scheme and its deficit can be found in the Report & Accounts 2006 for The BOC Group plc.

'Special' pension contributions commenced in FY04 by The BOC Group plc to reduce the pension deficit. The charge against operating profit this period relates to FY04 (£7,480K), FY05 (£7,720K) and FY06 (£41,589K).

GIST LIMITED**NOTES TO THE FINANCIAL STATEMENTS****8. FIXED ASSETS****(a) Tangible Assets**

	<u>Land & Buildings</u> £000	<u>Plant, Machinery & vehicles</u> £000	<u>Total</u> £000
GROSS BOOK VALUE			
At 1 October 2005	103,210	104,267	207,477
Capital Expenditure in the period	5,173	15,171	20,344
Disposals	(15,794)	(16,431)	(32,225)
At 31 December 2006	<u>92,589</u>	<u>103,007</u>	<u>195,596</u>
DEPRECIATION			
At 1 October 2005	36,735	72,714	109,449
Provided during the period	3,479	11,907	15,386
Disposals	(4,662)	(16,338)	(21,000)
At 31 December 2006	<u>35,552</u>	<u>68,283</u>	<u>103,835</u>
NET BOOK VALUE			
Owned Assets	54,081	34,364	88,445
Leased Assets	2,956	360	3,316
At 31 December 2006	<u>57,037</u>	<u>34,724</u>	<u>91,761</u>
At 1 October 2005	<u>66,475</u>	<u>31,553</u>	<u>98,028</u>

GIST LIMITED**NOTES TO THE FINANCIAL STATEMENTS****8. FIXED ASSETS (continued)****(b) Land and Buildings**

The net book value of land and buildings at the period end comprised

	31 December 2006 £000	30 September 2005 £000
Freehold property	54,081	63,460
Leasehold property - short term	2,956	3,015
	<u>57,037</u>	<u>66,475</u>

(c) Capital commitments

	31 December 2006 £000	30 September 2005 £000
Future capital expenditure contracted but not provided for	<u>2,337</u>	<u>7,902</u>

9. DEBTORS : AMOUNTS FALLING DUE WITHIN ONE YEAR

	31 December 2006 £000	30 September 2005 £000
Trade debtors	45,260	36,242
Amounts owed by ultimate parent undertaking	-	29,623
Amounts owed by fellow subsidiary undertakings	723	1,397
Deferred tax asset	2,394	-
Prepayments and accrued income	9,032	4,059
	<u>57,409</u>	<u>71,321</u>

GIST LIMITED**NOTES TO THE FINANCIAL STATEMENTS****10. DEBTORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR**

	31 December 2006 £000	30 September 2005 £000
Other debtor	-	1,125
Deferred tax asset	9,709	-
Prepayments and accrued income	247	348
	<u>9,956</u>	<u>1,473</u>

11. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31 December 2006 £000	30 September 2005 £000
Trade creditors	20,214	22,327
Amounts owed to The BOC Group plc	9,594	-
Amounts owed to fellow subsidiaries	12,066	10,355
Corporation tax due	258	28
Other taxation and social security	12,525	9,149
Accruals and deferred income	37,159	33,764
Finance lease payables	327	218
	<u>92,143</u>	<u>75,841</u>

12. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	31 December 2006 £000	30 September 2005 £000 (Restated)
Accruals and deferred income	55	120
Finance lease payables	573	783
5% cumulative preference shares	1	1
5% cumulative B preference shares	29	29
	<u>658</u>	<u>933</u>

The 1,000 5% cumulative preference shares of £1 each and the 29,000 5% cumulative B preference shares of £1 each carry a fixed preferential dividend at the rate of 5% per annum, payable annually in arrears on the last working day in November. The shares have no redemption entitlement. On winding up the holders have priority before all other classes of shares to receive repayment of capital plus any arrears of dividend. The holders of the cumulative preference shares take priority over the holders of the cumulative B preference shares. Each class of preference shares carries votes amounting to ten percent (10%) of the total votes able to be cast at all general meetings of the company.

GIST LIMITED**NOTES TO THE FINANCIAL STATEMENTS****13. DIVIDENDS**

	2006 £000 (15 months to 31/12/06)	2005 £000 (12 months to 30/9/05) (Restated)
Equity		
Paid £19 2308 (2005 £31 5385) per £1 ordinary share	25,000	41,000
	<u>25,000</u>	<u>41,000</u>

14. PROVISIONS FOR LIABILITIES AND CHARGES

	Deferred Tax £000	Employers Liability £000	Total £000
At 1 October 2005	3,062	1,370	4,432
Provision / (utilisation) in the period	(3,062)	44	(3,018)
At 31 December 2006	<u>-</u>	<u>1,414</u>	<u>1,414</u>

	Notes	31 December 2006 £000	30 September 2005 £000
Deferred Tax (asset) / liability			
Arising from accelerated capital allowances		(4,921)	3,158
Other short term timing differences		(7,182)	(96)
		<u>(12,103)</u>	<u>3,062</u>
At 1 October 2005		3,062	3,688
Deferred tax (credit) in profit and loss account	5	(15,165)	(626)
At 31 December 2006		<u>(12,103)</u>	<u>3,062</u>

GIST LIMITED**NOTES TO THE FINANCIAL STATEMENTS****15. CALLED UP SHARE CAPITAL**

	31 December 2006 £000	30 September 2005 £000
Ordinary Shares of £1 each Authorised	2,000	2,000
Issued and Fully Paid	1,300	1,300

16. RESERVES

	Share Premium Account £000	Profit & Loss Account £000	Revaluation Reserve Account £000
At 1 October 2005	74,621	25,306	2,409
Transfer of revaluation surplus realised in the year	-	2,379	(2,379)
Retained loss for the financial year	-	(31,510)	-
At 31 December 2006	<u>74,621</u>	<u>(3,825)</u>	<u>30</u>

17. OPERATING LEASE COMMITMENTS

	Property Leases 2006 £000 (15 months to 31/12/06)	Other operating leases 2006 £000 (15 months to 31/12/06)	Property Leases 2005 £000 (12 months to 30/9/05)	Other operating leases 2005 £000 (12 months to 30/9/05)
Annual rentals payable on leases expiring				
Less than 1 year	46	683	875	681
Between 1 and 2 years	875	861	120	1,275
Between 2 and 5 years	-	2,325	24	1,773
More than 5 years	1,703	357	1,698	125
	<u>2,624</u>	<u>4,226</u>	<u>2,717</u>	<u>3,854</u>

GIST LIMITED**NOTES TO THE FINANCIAL STATEMENTS****18. CONTINGENT LIABILITIES**

The company is, in the ordinary course of business, subject to claims and circumstances giving rise to potential claims from customers. While the outcome of some of these matters cannot readily be foreseen, the directors believe that they will be disposed of without material effect on the net asset position as shown in these financial statements.

19. RELATED PARTY TRANSACTIONS

In accordance with Financial Reporting Standard No 8, Related Party Disclosures, the Company is exempt from disclosing transactions with entities that are part of the BOC group, or investees of the BOC group qualifying as related parties, as it is a wholly owned subsidiary of an ultimate parent publishing consolidated financial statements.

20. ULTIMATE PARENT UNDERTAKING

The immediate parent of the company is BOC Overseas Finance Limited. The ultimate parent undertaking and controlling party is Linde AG. Copies of Linde AG's consolidated financial statements may be obtained from the Secretary, The BOC Group plc, Chertsey Road, Windlesham, Surrey, GU20 6HJ.

The parent undertaking of the smallest group to consolidate these financial statements for the period is The BOC Group plc. The parent undertaking of the largest group to consolidate these financial statements for the period is Linde AG. Copies of The BOC Group plc's consolidated financial statements may be obtained from the Secretary, The BOC Group plc, Chertsey Road, Windlesham, Surrey, GU20 6HJ.