

Company No. 1478729

STAGETRUCK LIMITED
REPORT OF THE DIRECTORS
AND STATEMENT OF ACCOUNTS
FOR THE YEAR ENDED 31 MARCH 2004

COULTHARDS MACKENZIE
Chartered Accountants
Five Kings House
1 Queen Street Place
London EC4R 1QS



STAGETRUCK LIMITED

DIRECTORS

R M Hewett
Mrs J A Hewett

SECRETARY

R M Hewett

REGISTERED OFFICE

Speed House
Green Lane
Hounslow
Middlesex
TW4 6BY

AUDITORS

Coulthards Mackenzie
Chartered Accountants
Five Kings House
1 Queen Street Place
London EC4R 1QS

STAGETRUCK LIMITED

INDEX TO THE ACCOUNTS

PAGE

| | |
|-------------------------|--------|
| Report of the Directors | 1 & 2 |
| Report of the Auditors | 3 |
| Profit and Loss Account | 4 |
| Balance Sheet | 5 |
| Notes to the Accounts | 6 - 10 |

STAGETRUCK LIMITED
REPORT OF THE DIRECTORS

The directors present their annual report together with the accounts of the company for the year ended 31 March 2004.

Principal Activity

The principal activity of the company was to act as specialist haulage contractors.

There was no change in this activity during the year.

Directors

The directors had no beneficial interest in the share capital of the company.

The company is a wholly owned subsidiary of Speed 1971 Limited and the directors' beneficial interest in the issued ordinary share capital of the parent company were as follows:

| | At Beginning and End of Year Number |
|----------------|--|
| R M Hewett | 750 |
| Mrs J A Hewett | 250 |

Directors' Responsibilities

Company law requires the directors 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 directors are required to:

- 1) Select suitable accounting policies and then apply them consistently;
- 2) Make judgements and estimates that are reasonable and prudent;
- 3) Follow applicable accounting standards, subject to any material departures disclosed and explained in the accounts;
- 4) Prepare the accounts 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 which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the accounts comply with the Companies Act 1985. 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.

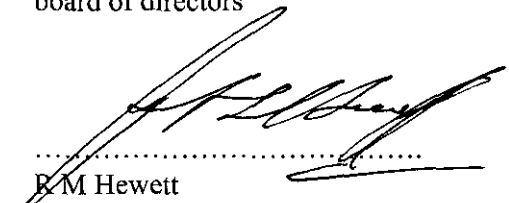
STAGETRUCK LIMITED
REPORT OF THE DIRECTORS
(CONTINUED)

Auditors

The auditors, Coulthards Mackenzie, are deemed to be re-appointed in accordance with Section 386 of the Companies Act 1985.

The above report has been prepared in accordance with the special provisions of the Companies Act 1985 relating to small companies.

Signed on behalf of the
board of directors



.....
R.M. Hewett
Company Secretary

Approved by the Board : 17 January 2004

**INDEPENDENT AUDITORS' REPORT
TO THE SHAREHOLDERS OF STAGETRUCK LIMITED**

We have audited the financial statements of Stagetruck Limited for the year ended 31 March 2004 which are set out on pages 4 to 10. These financial statements have been prepared in accordance with the Financial Reporting Standard for Smaller Entities under the historical cost convention and the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an 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' responsibility for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards are set out in the Statement of Directors Responsibilities on pages 1 and 2.

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

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Directors' Report is not consistent with the financial statements, if 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 transactions with the company 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.

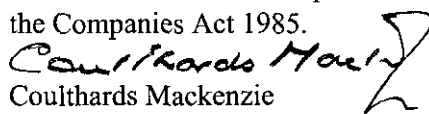
Basis of Audit Opinion

We conducted our audit in accordance with United Kingdom Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements 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.

Opinion

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


Coulthards Mackenzie
Chartered Accountants
Registered Auditors
17 January 2004

Five Kings House
1 Queen Street Place
London EC4R 1QS

STAGETRUCK LIMITED
PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 MARCH 2004

| | Notes | 2004 £ | 2003 £ |
|--|-------|------------------|------------------|
| Turnover | 2 | 2,734,731 | 2,173,460 |
| Cost of Sales | | (2,219,125) | (1,768,185) |
| Gross Profit | | <u>515,606</u> | <u>405,275</u> |
| Administrative Expenses | | (372,254) | (315,821) |
| Operating Profit | 3 | <u>143,352</u> | <u>89,454</u> |
| Interest Received | | 15,629 | 5,426 |
| Interest Payable | | (15,295) | (18,871) |
| Profit on Ordinary Activities Before Taxation | | <u>143,686</u> | <u>76,009</u> |
| Tax on Profit on Ordinary Activities | | (29,020) | (17,280) |
| Profit for the Financial Year | | <u>114,666</u> | <u>58,729</u> |
| Transfer from Revaluation Reserve | | - | 332,573 |
| Dividend Paid to Parent Company | | - | (300,000) |
| Retained Profit at 1 April 2003 | | 310,659 | 219,357 |
| Retained Profit at 31 March 2004 | | <u>£ 425,325</u> | <u>£ 310,659</u> |

Total Recognised Gains and Losses

The company had no recognised gains or losses other than the profit for the above two financial years.

STAGETRUCK LIMITED

BALANCE SHEET AS AT 31 MARCH 2004

| | Notes | 2004 | | 2003 | |
|---|-------|------------------|-----------------|----------------|-----------------|
| | | £ | £ | £ | £ |
| Fixed Assets | | | | | |
| Tangible Assets | 4 | | 20,234 | | 32,090 |
| Investments | 5 | | 31,246 | | - |
| | | | <u>51,480</u> | | <u>32,090</u> |
| Current Assets | | | | | |
| Stocks | 6 | 30,465 | | 36,566 | |
| Debtors | 7 | 445,765 | | 516,648 | |
| Cash at Bank and in Hand | | 573,768 | | 224,004 | |
| | | <u>1,049,998</u> | | <u>777,218</u> | |
| Creditors | | | | | |
| Amounts Falling Due Within One Year | 8 | (536,101) | | (313,197) | |
| Net Current Assets | | | 513,897 | | 464,021 |
| Total Assets Less Current Liabilities | | | <u>565,377</u> | | <u>496,111</u> |
| Creditors | | | | | |
| Amounts Falling Due After More Than One Year | 9 | | (138,452) | | (183,852) |
| Provisions for Liabilities and Charges | 10 | | (1,500) | | (1,500) |
| Net Assets | | | <u>£425,425</u> | | <u>£310,759</u> |
| Capital and Reserves | | | | | |
| Called Up Share Capital | 11 | | 100 | | 100 |
| Revaluation Reserve | 12 | | - | | - |
| Profit and Loss Account | | | 425,325 | | 310,659 |
| | | | <u>£425,425</u> | | <u>£310,759</u> |

Approved by the Board of Directors on 17 January 2004

The accounts have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies and with the Financial Reporting Standard for Smaller Entities.

R M Hewett :

Director

STAGETRUCK LIMITED

NOTES TO THE ACCOUNTS AS AT 31 MARCH 2004

1. Accounting Policies

(a) Basis of Accounting

The accounts have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities.

(b) Turnover

Turnover represents net invoiced sales of goods and services excluding value added tax.

(c) Tangible Fixed Assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life:

| | | |
|----------------------|---|---------------------------|
| Trucks and Trailers | - | 10% on cost |
| Plant and Machinery | - | 10% on cost |
| Other Motor Vehicles | - | 25% on written down value |
| Office Equipment | - | 25% on written down value |
| Leased Assets | - | 10% on cost |

(d) Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

(e) Deferred Taxation

Provision is made at current rates for taxation deferred in respect of all material timing differences.

(f) Leased Assets

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profit as incurred.

Assets held under finance leases and hire purchase contracts are capitalised and depreciated over their useful lives. The corresponding lease or hire purchase obligation is treated in the balance sheet as a liability. The interest element of rental obligations is charged to profit and loss account over the period of the lease at a constant proportion of the outstanding balance of capital repayments.

(g) Pension Costs

Contributions in respect of the company's defined contribution pension scheme are charged to the profit and loss account for the year in which they are payable to the scheme.

STAGETRUCK LIMITED

NOTES TO THE ACCOUNTS AS AT 31 MARCH 2004

(CONTINUED)

2. Turnover

Turnover attributable to geographical markets outside the United Kingdom amounted to 28.07% (2003 : 21.09%).

3. Operating Profit

| | 2004 £ | 2003 £ |
|--|-----------|-----------|
|--|-----------|-----------|

The operating profit is stated after charging:

| | | |
|---------------------------------------|---------|---------|
| Directors' Emoluments | 181,900 | 151,900 |
| Depreciation of Tangible Fixed Assets | 11,856 | 42,891 |
| Operating Lease Charges | 347,721 | 273,327 |
| Auditors' Remuneration | 4,000 | 4,000 |

Retirement benefits are accruing to two directors under the company's money purchase pension scheme.

4. Tangible Fixed Assets

| | Motor Vehicles and Trailers £ | Plant and Equipment £ | Total £ |
|-----------------------|--|--------------------------------|------------|
| Cost | | | |
| At 1 April 2003 | 253,986 | 140,594 | 394,580 |
| Additions | - | - | - |
| Disposals | - | - | - |
| At 31 March 2004 | 253,986 | 140,594 | 394,580 |
| Depreciation | | | |
| At 1 April 2003 | 245,028 | 117,462 | 362,490 |
| Charge for the Year | 3,241 | 8,615 | 11,856 |
| Disposals | - | - | - |
| At 31 March 2004 | 248,269 | 126,077 | 374,346 |
| Net Book Value | | | |
| At 31 March 2004 | 5,717 | 14,517 | 20,234 |
| At 31 March 2003 | 8,958 | 23,132 | 32,090 |

STAGETRUCK LIMITED

NOTES TO THE ACCOUNTS AS AT 31 MARCH 2004

(CONTINUED)

| 5. | Investments | Shares in Associated Undertaking £ |
|----|-----------------------|---|
| | Cost at 1 April 2003 | - |
| | Addition in Year | 31,246 |
| | Cost at 31 March 2004 | <u>31,246</u> |

On 16 January 2004 the company acquired a 50% interest in Axel Neander Transfer Service GmbH - a company incorporated in Germany.

| 6. | Stocks | 2004 £ | 2003 £ |
|----|-------------|---------------|---------------|
| | Consumables | <u>30,465</u> | <u>36,566</u> |

| 7. | Debtors | 2004 £ | 2003 £ |
|----|---|----------------|----------------|
| | Trade Debtors | 327,322 | 266,043 |
| | Amounts Due from Other Group Undertakings | 83,821 | 200,739 |
| | EU VAT Recoverable | 32,230 | 29,383 |
| | Prepayments | - | 18,768 |
| | Other Debtors | 2,392 | 1,715 |
| | | <u>445,765</u> | <u>516,648</u> |

| 8. | Creditors: Amounts Falling Due Within One Year | 2004 £ | 2003 £ |
|----|--|----------------|----------------|
| | Bank Loan (Secured) | 43,000 | 39,000 |
| | Trade Creditors | 246,174 | 163,933 |
| | Value Added Tax | 39,645 | 17,781 |
| | Payroll Taxes | 10,649 | 6,558 |
| | Corporation Tax | 28,441 | 22,000 |
| | Accruals | 168,173 | 15,086 |
| | Other Creditors | - | 1,171 |
| | Director's Current Account | 19 | 47,668 |
| | | <u>536,101</u> | <u>313,197</u> |

STAGETRUCK LIMITED

NOTES TO THE ACCOUNTS AS AT 31 MARCH 2004 (CONTINUED)

| | | | |
|-----|---|----------------|----------------|
| 9. | Creditors: Amounts Falling Due After More Than One Year | 2004 | 2003 |
| | | £ | £ |
| | Bank Loan (Secured) | | |
| | - Repayable Between Two to Five Years | <u>138,452</u> | <u>183,852</u> |
| | The bank loan, the aggregate total of which amounts to £181,452 (2003 : £222,852) is repayable at 3% over bank base rate. | | |
| 10. | Provisions for Liabilities and Charges | 2004 | 2003 |
| | | £ | £ |
| | Deferred Taxation | | |
| | Balance at 1 April 2003 | 1,500 | 3,500 |
| | Transfer to Profit and Loss Account | - | (2,000) |
| | Balance at 31 March 2004 | <u>1,500</u> | <u>1,500</u> |
| 11. | Called Up Share Capital | 2004 | 2003 |
| | | £ | £ |
| | Equity Shares | | |
| | Authorised | | |
| | 1000 Ordinary Shares of £1 Each | <u>1,000</u> | <u>1,000</u> |
| | Allotted, Called Up and Fully Paid | | |
| | 100 Ordinary Shares of £1 Each | <u>100</u> | <u>100</u> |
| 12. | Revaluation Reserve | 2004 | 2003 |
| | | £ | £ |
| | At 1 April 2003 | - | 332,573 |
| | Transfer to Profit and Loss Account | - | (332,573) |
| | At 31 March 2004 | <u>-</u> | <u>-</u> |

STAGETRUCK LIMITED

NOTES TO THE ACCOUNTS AS AT 31 MARCH 2004 (CONTINUED)

13. Contingent Liabilities

The company has guaranteed the bank borrowings of group companies. The total liability under this guarantee at 31 March 2004 was £Nil (2003 : £Nil). The guarantee is secured by way of a debenture.

The company has also guaranteed certain hire purchase liabilities of group companies. The liability under this guarantee at 31 March 2004 was £257,275 (2003 : £404,952).

In addition the company has a £10,000 guarantee given in favour of DKV Europe Services, and £21,000 in favour of Plose Sistem Service SpA.

14. Parent Company

The company is a wholly owned subsidiary undertaking of Speed 1971 Limited.

15. Related Party Transactions

Group Undertakings

The company has taken advantage of the exemption within Financial Reporting Standard Number 8 concerning disclosure of intra-group transactions.

Associated Undertakings

The company had the following transactions with its associated company, Axel Neander Transfer Service GmbH (ANTS).

Services supplied to ANTS - £2,109

Services provided by ANTS - £9,837

Balance due to ANTS at 31 March 2004 - £6,467.

16. Pension Scheme

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension charge represents contributions paid by the company to the fund and amounted to £2,000 (2003 : £102,000).