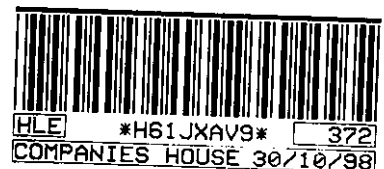


Registered no: 1967606

**Roadcare Limited**  
**Annual report**  
**for the year ended 31 December 1997**



# **Roadcare Limited**

## **Annual report for the year ended 31 December 1997**

	<b>Page</b>
<b>Directors and advisers</b>	<b>1</b>
<b>Directors' report</b>	<b>2 - 3</b>
<b>Report of the auditors</b>	<b>4</b>
<b>Profit and loss account</b>	<b>5</b>
<b>Balance sheet</b>	<b>6</b>
<b>Notes to the financial statements</b>	<b>7 - 11</b>

# **Roadcare Limited**

1

## **Directors and advisers**

### **Directors**

**S Walldal**

**L Lewerth**

**J P Rainey**

### **Secretary and registered office**

**M Keane**  
Roadcare House  
New Works Road  
Low Moor  
BRADFORD  
BD12 0RU

### **Registered Auditors**

**PricewaterhouseCoopers**  
Benson House  
33 Wellington Street  
LEEDS  
LS1 4JP

### **Solicitors**

**Addlestone Keane**  
Carlton Tower  
34 St Pauls Street  
Leeds

### **Bankers**

**Svenska Handelsbanken**  
Svenska House  
3-5 Newgate Street  
LONDON  
EC1A 7DA

**Directors' report  
for the year ended 31 December 1997**

The directors present their report and the audited financial statements for the year ended 31 December 1997.

**Principal activities**

The company was dormant throughout the year.

**Dividends and transfers to reserves**

The directors do not recommend the payment of a dividend (1996: £Nil). The retained profit for the year of £89,000 (1996 loss: £1,505,000) will be taken to reserves.

**Changes in fixed assets**

The movements in fixed assets are set out in note 7 to the financial statements.

**Taxation status**

In the opinion of the directors, the company was not a close company within the provisions of the Income and Corporation Taxes Act 1988.

**Directors**

The directors of the company who served during the year are listed below:

A B Caesar	(resigned 30 September 1997)
K J Dawson	(resigned 26 November 1997)
M A Holmberg	(resigned 26 November 1997)
G Wolff	(appointed 26 June 1997 resigned 26 June 1997)
S Walldal	(appointed 26 November 1997)
L Lewerth	(appointed 26 November 1997)
J P Rainey	

## Directors' interests in shares of the company

According to the register required to be kept by Section 325 of the Companies Act 1985, no director holding office at 31 December 1997 had any interest in the shares of the company. The interests of S Walldal and L Lewerth in the share capital of AB Geveko, the company's ultimate parent undertaking, are disclosed in that company's financial statements. None of the other directors held any interest in the share capital of AB Geveko.

## Directors' responsibilities

The directors are required by UK company law to prepare financial statements for each financial year that give a true and fair view of the state of affairs of the company as at the end of the financial year and of the profit or loss of the company for that period.

The directors confirm that suitable accounting policies have been used and applied consistently and reasonable and prudent judgements and estimates have been made in the preparation of the financial statements for the year ended 31 December 1997. The directors also confirm that applicable accounting standards have been followed and that the financial statements have been prepared on the going concern basis.

The directors are responsible for keeping proper accounting records, for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

## Auditors

Our auditors, Coopers & Lybrand, merged with Price Waterhouse on 1 July, following which Coopers & Lybrand resigned and the directors appointed the new firm, PricewaterhouseCoopers, as auditors. A resolution to reappoint PricewaterhouseCoopers as auditors to the company will be proposed at the annual general meeting.

By order of the board



**J Rainey**  
Director

26 October 1998

**Report of the auditors to the members of  
Roadcare Limited**

We have audited the financial statements on pages 5 to 11 which have been prepared under the historical cost convention and the accounting policies set out on page 7.

**Respective responsibilities of directors and auditors**

As described on page 3 the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements 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 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 at 31 December 1997 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

*PricewaterhouseCoopers.*

Chartered Accountants and Registered Auditors  
Leeds

29 October 1998

## Profit and loss account for the year ended 31 December 1997

	Notes	1997 £'000	1996 £'000
Administrative income net of expenses		-	92
<b>Operating profit</b>		-	92
Dividend from subsidiary undertakings		89	-
Interest payable and similar charges	4	-	(133)
Interest receivable and other income		-	36
Loss on disposal of fixed asset investments	7	-	(1,500)
<b>Profit/(loss) on ordinary activities before taxation</b>	5	89	(1,505)
Tax on ordinary activities	6	-	-
<b>Profit/(loss) for the financial year</b>	11	89	(1,505)

All of the company's activities during the year have been in respect of discontinued operations.

The company has no recognised gains or losses other than those included in the losses above and, therefore, no separate statement of total recognised gains and losses has been presented.

There is no difference between the loss on ordinary activities before taxation and the retained loss for the year stated above and their historical cost equivalent.

# Balance sheet at 31 December 1997

	Notes	1997 £'000	1996 £'000
<b>Fixed assets</b>			
Tangible fixed assets	7	-	10
		<u>-</u>	<u>10</u>
<b>Current assets</b>			
Debtors	8	-	1,777
<b>Creditors: amounts falling due within one year</b>	9	-	(2,536)
<b>Net current liabilities</b>		<u>-</u>	<u>(759)</u>
<b>Total assets less current liabilities</b>		<u>-</u>	<u>(749)</u>
<b>Net liabilities</b>		<u>-</u>	<u>(749)</u>
<b>Capital and reserves</b>			
Called up share capital	10	818	158
Share premium account	11	65	65
Profit and loss account	11	(883)	(972)
<b>Equity shareholders' funds</b>	12	<u>-</u>	<u>(749)</u>

The financial statements on pages 5 to 11 were approved by the board of directors on  
26 October 1998 and were signed on its behalf by:

  
**J Rainey**  
Director



## **Notes to the financial statements for the year ended 31 December 1997**

### **1 Principal 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, is set out below.

#### **Basis of accounting**

The financial statements are prepared in accordance with the historical cost convention.

#### **Cashflow statement**

As permitted by Financial Reporting Standard No 1, no cashflow statement is provided as the company is a wholly owned subsidiary undertaking of a company incorporated in the European Economic Union.

#### **Tangible fixed assets**

Depreciation is calculated so as to write off the cost of tangible fixed assets, less their estimated residual values, on a straight line basis over the expected useful economic lives of the assets concerned at the following annual rates:

Plant and equipment	15%
---------------------	-----

#### **Exemption from preparation of group financial statements**

The financial statements contain information about Roadcare Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under Section 228 of the Companies Act 1985 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its parent, AB Geveko, a company registered in Sweden.

## 2 Directors' emoluments

The remuneration paid to the directors of Roadcare Limited was:

	1997 £'000	1996 £'000
Fees and other emoluments (including pension contributions and benefits in kind)	-	89
	<u>          </u>	<u>          </u>

Fees and other emoluments (excluding pension contributions) include amounts paid to:

	1997 £'000	1996 £'000
The chairman	-	-
	<u>          </u>	<u>          </u>
The highest paid director	-	54
	<u>          </u>	<u>          </u>

## 3 Employee information

The average weekly number of persons (including executive directors) employed during the year was:

	1997 Number	1996 Number
By job type		
Administration	3	3
	<u>          </u>	<u>          </u>
	1997	1996
	£'000	£'000
Staff costs (for the above persons)		
Wages and salaries	-	178
Social security costs	-	8
Pensions costs	-	12
	<u>          </u>	<u>          </u>
	-	198
	<u>          </u>	<u>          </u>

## 4 Interest payable and similar charges

	1997 £'000	1996 £'000
On bank overdrafts repayable within 5 years, not by instalments	-	133
	<u>          </u>	<u>          </u>

## 5 Profit/(Loss) on ordinary activities before taxation

	1997 £'000	1996 £'000
Loss on ordinary activities before taxation is stated after charging/(crediting):		
Auditors' remuneration - audit	-	14
Management charges receivable	-	(540)
	<u>          </u>	<u>          </u>

Auditors remuneration is borne by Line Markings Limited a fellow group company.

## 6 Taxation

	1997 £'000	1996 £'000
United Kingdom corporation tax at 33% (1996: 33%)		
Group relief	-	-
	<u>          </u>	<u>          </u>

## 7 Tangible fixed assets

	Plant & machinery £'000
Cost	
At 1 January 1997	10
Additions	-
Transferred to other group companies	(10)
	<u>          </u>
At 31 December 1997	-
	<u>          </u>
Depreciation	
At 1 January 1997 and 31 December 1997	-
	<u>          </u>
Net book value	
At 31 December 1997	-
	<u>          </u>
At 1 January 1997	10
	<u>          </u>

**7 Fixed assets (continued)**

**Investments**

On 25 July 1997, following a group reorganisation, the investments in subsidiary undertakings were transferred to Line Markings Limited, a group company. The investments had been fully written down in the year ended 31 December 1996 and had a net book value of zero.

**8 Debtors**

	1997 £'000	1996 £'000
<b>Amounts due within one year</b>		
Amounts owed by fellow subsidiary undertakings	-	1,761
Other debtors	-	5
Prepayments and accrued income	-	11
	<u>-</u>	<u>1,777</u>

**9 Creditors : amounts falling due within one year**

	1997 £'000	1996 £'000
Bank overdraft	-	2,367
Amounts owed to intermediate parent undertaking	-	70
Amounts owed to fellow subsidiary undertakings	-	14
Other creditors	-	31
Accruals and deferred income	-	54
	<u>-</u>	<u>2,536</u>

The bank overdraft is secured by fixed and floating charges over the assets of the company and is guaranteed by the ultimate parent undertaking.

**10 Called up share capital**

	1997 £'000	1996 £'000
<b>Authorised</b>		
10,000,000 ordinary shares of £1 each	10,000	200
<b>Allotted called up, and fully paid</b>		
817,500 ordinary shares of £1 each	818	158

On 25 June 1997 the company issued 660,000 ordinary shares at par for cash to Geveko (UK) Limited, a fellow group undertaking.

Following the share issue the entire share capital of the company was sold by Geveko (UK) Limited to Line Markings Limited a fellow group undertaking.

**11 Reserves**

	Share premium account £'000	Profit and loss account £'000
At 1 January 1997	65	(972)
Profit for the financial year	-	89
	<hr/>	<hr/>
At 31 December 1997	<u>65</u>	<u>(883)</u>

**12 Reconciliation of movements in shareholders' funds**

	1997 £'000	1996 £'000
Profit/(Loss) for the financial year	89	(1,505)
Issue of shares	660	-
Opening shareholders' funds	(749)	756
	<hr/>	<hr/>
Closing shareholders' funds	<u>-</u>	<u>(749)</u>

**13 Group banking arrangements**

The company has entered into unlimited multilateral guarantees to secure the borrowings of certain other group undertakings. At 31 December 1997 the amounts outstanding under these arrangements, including the borrowings of the company, were approximately £2,945,080 (1996: £3,331,000).

**14 Ultimate and intermediate parent companies**

The directors regard AB Geveko, a company registered in Sweden, as the ultimate parent company. Copies of that company's consolidated financial statements may be obtained from The Secretary, AB Geveko, Box 2137, S-403 13, Göteborg, Sweden.

The intermediate parent company is Line Markings Limited a company registered in the United Kingdom. Copies of that company's financial statements may be obtained from The Secretary, Line Markings Limited, Roadcare House, New Works Road, Low Moor, Bradford, BD12 0RU.