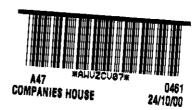
ARRIVA THE SHIRES LIMITED ANNUAL REPORT FOR THE YEAR ENDED 31ST DECEMBER 1999



COMPANY INFORMATION

Directors S P Lonsdale

J A Ray
S J Clayton
R J Davies
P Harvey
A W Severn
D R Upton
B Barraclough
N W Eggleton

Secretary D P Turner

Company number 2116519

Registered office Admiral Way

Doxford International Business Park

Sunderland SR3 3XP

Auditors PricewaterhouseCoopers

89 Sandyford Road Newcastle upon Tyne

NE99 1PL

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DIRECTORS' REPORT

FOR THE YEAR ENDED 31ST DECEMBER 1999

The Directors present their report and the audited financial statements for the Company for the year ended 31st December 1999.

Principal activities and review of business

The Company's principal activity continues to be the operation of bus and coach services.

Results and dividends

The results for the year are set out in the profit and loss account on page 6. The Directors recommend the payment of a dividend amounting to £4,000,000 (1998: £2,000,000).

The Directors consider the state of the Company's affairs to be satisfactory and there have been no material changes since the balance sheet date.

Directors

| The Directors | who held | office during | the year were: |
|---------------|----------|---------------|----------------|
|---------------|----------|---------------|----------------|

S P Lonsdale

J A Ray

S J Clayton

R J Davies

P Harvey

D R Upton

A W Severn

B Barraclough

(Appointed 1st April 1999)

N W Eggleton

R C Dyball

(Resigned 1st April 1999)

DIRECTORS' REPORT

FOR THE YEAR ENDED 31ST DECEMBER 1999

Directors' interests

None of the Directors had any interest in the share capital of the Company during the year.

S P Lonsdale, J A Ray, S J Clayton and R J Davies are also directors of the ultimate parent company, ARRIVA plc, and their interests in the share capital of that company are disclosed in its Directors' Report.

The interests of P Harvey, D R Upton, A W Severn, B Barraclough and N W Eggleton in the ordinary share capital of ARRIVA plc are shown in the table below:

| | | | | | | Ordina | ary share options |
|------------------|---------------------|-----------|---------|--------|--------------------------|--------------------|---|
| | 1st January 1999 | Exercised | Granted | Lapsed | 31st December 1999 | Exercise price (p) | Period of exercise |
| P Harvey | 25,000 | | | | 25,000+ | 398.50 | 15th Apr 2000 to 15th Apr 2004 |
| | 8,000 | | | | 8,000+ | 418.50 | 4th Mar 2001 to 4th Mar 2005 |
| | 7,000 | | | | 7,000* | 418.50 | 4th Mar 2001 to 4th Mar 2008 |
| | 3,816 | | | | 3,816# | 393.07 | 1st Jul 2003 to 31st Dec 2003 |
| | - | | 15,000 | | 15,000+ | 386.50 | 27th Apr 2002 |
| D R Upton | 7,000 | | | | 7,000* | 418.50 | to 27th Apr 2006 4th Mar 2001 |
| | 3,000 | | | | 3,000+ | 418.50 | to 4th Mar 2008 4th Mar 2001 |
| | 1,526 | | | | 1,526# | 393.07 | to 4th Mar 2005 1st Jul 2003 |
| | - | | 10,000 | | 10,000+ | 386.50 | to 31st Dec 2003 27th Apr 2002 to 27th Apr 2006 |
| A W Severn | 5,000 | | | | 5,000* | 418.50 | 4th Mar 2001 to 4th Mar 2008 |
| | 1,908 | | | | 1,908# | 393.07 | 1st Jul 2003 to 31st Dec 2003 |
| | - | | 4,000 | | 4,000+ | 386.50 | 27th Apr 2002 to 27th Apr 2006 |
| B Barraclough | 5,000 | | | | 5,000* | 418.50 | 4th Mar 2001 to 4th Mar 2008 |
| Danteclough | 3,816 | + | | | 3,816# | 393.07 | 1st Jul 2003 to 31st Dec 2003 |
| | - | | 4,000 | | 4,000+ | 386.50 | 27th Apr 2002 to 27th Apr 2006 |
| N W Eggleton | 5,000 | | | | 5,000* | 418.50 | 4th Mar 2001 to 4th Mar 2008 |

DIRECTORS' REPORT

FOR THE YEAR ENDED 31ST DECEMBER 1999

| | 1st January 1999 | Exercised | Granted | Lapsed 31st December 1999 | Exercise price (p) | Period of exercise |
|--------------------------------|---------------------|-----------|---------|------------------------------|--------------------|-----------------------------------|
| N W Eggleton (continued) | 2,289 | | | 2,289# | 393.07 | 1st Jul 2003 to 31st Dec 2003 |
| (commucu) | - | | 4,000 | 4,000+ | 386.50 | 27th Apr 2002 to 27th Apr 2006 |

^{*} Executive share option scheme

The share options granted in the year were granted on 27th April 1999.

Employees

The Company aims to provide all employees with information on matters of interest to them as employees and to keep them involved in, and aware of, the Company's activities and performance. The Company is concerned with employees' health and safety and pays particular attention to the health and safety at work legislation.

Decisions are made wherever possible in consultation with employee representatives.

Disabled persons

It is the Company's policy to give full and fair consideration to applications for suitable employment by disabled persons having regard to their individual aptitudes and abilities.

Opportunities exist for employees of the Company who become disabled to continue in employment or be trained for other positions in the Company's employment wherever this is practical.

Policy for payment of creditors

The Company's policy regarding the payment of suppliers is to agree terms of payment at the start of business with each supplier to ensure that the supplier is made aware of the payment terms, and to pay in accordance with its contractual or legal obligations.

Year 2000

There were no material adverse effects on the Company's business and computer systems arising from the date change to year 2000.

Single European Currency

The Directors do not consider that there will be any material impact on the Company from the introduction of the Euro.

⁺ Share incentive scheme

[#] Savings related share option scheme

DIRECTORS' REPORT

FOR THE YEAR ENDED 31ST DECEMBER 1999

Statement of Directors' responsibilities

Company law requires the Directors to prepare financial statements for each financial year that give a true and fair view of the state of affairs of the Company and of the profit or loss for that period.

The Directors confirm that suitable accounting policies have been used and applied consistently. They also confirm that reasonable and prudent judgements and estimates have been made in preparing the financial statements for the year ended 31st December 1999 and that applicable accounting standards have been followed.

The Directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Company and which enable them to ensure that the financial statements 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.

Auditors

The auditors, PricewaterhouseCoopers, have indicated their willingness to continue in office. The Company has elected to dispense with the requirement to appoint auditors annually.

By order of the Board

D P Turner, Secretary 16th March 2000

AUDITORS' REPORT TO THE

MEMBERS OF ARRIVA THE SHIRES LIMITED

We have audited the financial statements on pages 6 to 17 which have been prepared under the historical cost convention and the accounting policies set out on pages 8 and 9.

Respective responsibilities of Directors and Auditors

The Directors are responsible for preparing the Annual Report. As described on page 4, this includes responsibility for preparing the financial statements in accordance with applicable United Kingdom accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and our profession's ethical guidance.

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 United Kingdom Companies Act. 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 is not disclosed.

We read the other information contained in the Annual Report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements.

Basis of audit 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 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 the 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 31st December 1999 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

PricewaterhouseCoopers

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Chartered Accountants and Registered Auditors

Newcastle upon Tyne 15th September 2000

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31ST DECEMBER 1999

| | Notes | 1999 £'000 | 1998 £'000 |
|---|-------------|---------------|---------------|
| Turnover | 2 | 35,893 | 34,353 |
| Cost of sales | | (27,031) | (27,157) |
| Gross profit | | 8,862 | 7,196 |
| Administrative expenses | | (5,404) | (5,930) |
| Other operating income | | 3,082 | 5,456 |
| Operating profit | 3 | 6,540 | 6,722 |
| Interest receivable and similar income | 4 | 11 | - |
| Interest payable and similar charges | 5 | (2,080) | (3,058) |
| Profit on ordinary activities before taxation | | 4,471 | 3,664 |
| Tax on profit on ordinary activities | 7 | 442 | 605 |
| Profit for the financial year | | 4,913 | 4,269 |
| Dividends | 8 | (4,000) | (2,000) |
| Retained profit for the year | 19 | 913 | 2,269 |
| | | | |

All amounts relate to continuing activities.

The Company has no recognised gains and losses other than those included in the profit and loss account, and therefore no separate statement of total recognised gains and losses has been presented.

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

BALANCE SHEET

AS AT 31ST DECEMBER 1999

| | Notes | 1999 £'000 | 1999 £'000 | 1998 £'000 | 1998 £'000 |
|--|-------------|---------------|---------------|---------------|---------------|
| Fixed assets | | | 000 | 2 000 | ₩ 000 |
| Tangible assets | 9 | | 30,425 | | 27,093 |
| Investments | 10 | | 42,793 | | 42,793 |
| | | _ | 73,218 | | 69,886 |
| Current assets | | | | | - |
| Stocks | 12 | 509 | | 681 | |
| Debtors | 13 | 16,476 | | 10,545 | |
| Cash at bank and in hand | | 776 | | 797 | |
| | | 17,761 | | 12,023 | |
| Creditors: amounts falling due within one year | 14 | (38,423) | | (27,528) | |
| Net current liabilities | | ···· | (20,662) | | (15,505) |
| Total assets less current liabilities | | _ | 52,556 | _ | 54,381 |
| Creditors: amounts falling due after more | | | | | |
| than one year | 15 | | (48,565) | | (51,178) |
| Provisions for liabilities and charges | | | | | |
| Deferred taxation | 17 | | (112) | | (237) |
| | | _ | 3,879 | _ | 2,966 |
| | | _ | | _ | |
| Capital and reserves | | | | | |
| Called up equity share capital | 18 | | 728 | | 728 |
| Profit and loss account | 19 | _ | 3,151 | <u></u> | 2,238 |
| Equity shareholders' funds | 20 | _ | 3,879 | _ | 2,966 |
| | | = | | _ | |

The financial statements on pages 6 to 17 were approved by the Board on 16th March 2000 and signed on its behalf by:

S P Lonsdale

Director

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST DECEMBER 1999

1 Accounting policies

Basis of accounting

The financial statements have been prepared under the historical cost convention, using the accounting policies set out below and in accordance with applicable accounting standards.

Consolidation

As permitted by S228 of the Companies Act 1985 the Company has not prepared consolidated financial statements.

Turnover

Turnover consists of the gross revenue for road passenger transport together with the aggregate amounts receivable for other goods and services supplied in the ordinary course of business, excluding VAT.

Depreciation

Depreciation is calculated to write off cost or valuation of tangible fixed assets on the following bases:

Leasehold properties
Plant and machinery
Fixtures, fittings and equipment
Other motor vehicles
Public service vehicles

Term of lease 10% to 20% per annum on cost 10% to 20% per annum on cost 24% to 48% per annum on cost Over periods up to 15 years

Investments

Investments are included at cost less amounts written off. Profits or losses arising from disposals of fixed asset investments are treated as part of the result from ordinary activities.

Stocks

Stocks are valued at the lower of cost and net realisable value.

Deferred taxation

Provision is made on a liability basis for tax deferred by timing differences to the extent that there is a reasonable probability that the tax deferral will crystallise in the forseeable future.

Pensions

ARRIVA plc operates retirement benefit schemes, both defined benefit and defined contribution schemes, which cover employees of the Company. Contributions made to the defined benefit scheme are based on the cost of providing pensions across all participating group companies. Costs are not determined for each individual company. Contributions payable by the Company are charged to the profit and loss account in the period in which they fall due. Contributions payable under the defined contribution scheme are charged to the profit and loss account as they arise.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST DECEMBER 1999

Hire purchase and leased assets

Where assets are financed by leasing agreements ('finance leases') the assets are included in the balance sheet at cost less depreciation in accordance with the Company's normal accounting policies. The present value of future rentals is shown as a liability. The interest element of rental obligations is charged to the profit and loss account over the period of the lease in proportion to the balance of capital repayments outstanding.

Cash flow statement

The ultimate parent company has prepared a group cash flow statement. Accordingly the Company is exempt from preparing a cash flow statement.

2 Turnover

The turnover was derived from the Company's principal activity which was carried out wholly in the UK.

3 Operating profit

| | The operating profit is stated after charging or (crediting): | 1999 £'000 | 1998 £'000 |
|---|---|---------------|-------------------|
| | Depreciation of tangible fixed assets: | | |
| | -owned assets | 1,055 | 477 |
| | -assets held under finance leases and hire purchase | 1,986 | 2,440 |
| | Profit on disposal of fixed assets | (32) | (176) |
| | Operating leases - land and buildings | 789 | `794 [´] |
| | Auditors' remuneration | 27 | 32 |
| | Income from shares in group undertakings | (3,000) | (4,000) |
| 4 | Interest receivable and similar income | 1999 £'000 | 1998 £'000 |
| | Other interest receivable | 11 | - |
| 5 | Interest payable and similar charges | 1999 | 1998 |
| _ | | £'000 | £'000 |
| | Interest payable on bank loans and overdrafts | 1,069 | 1,940 |
| | Finance leases and hire purchase contracts | 1,011 | 1,118 |
| | | 2,080 | 3,058 |

6

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST DECEMBER 1999

| Staff costs were as follows: | | |
|--|--------|-------------|
| | 1999 | 1998 |
| | £'000 | £'000 |
| Wages and salaries | 17,568 | 16,477 |
| Social security costs | 1,296 | 1,299 |
| Pension costs | 1,400 | 1,250 |
| | 20,264 | 19,026 |
| The average number of employees during the year was as follows: | | |
| | 1999 | 1998 |
| | Number | Number |
| Drivers | 850 | 853 |
| Engineers | 112 | 133 |
| Administration | 180 | 168 |
| | 1,142 | 1,154 |
| Directors' emoluments | | |
| | 1999 | 1998 |
| | £'000 | £'000 |
| Aggregate emoluments | 279 | 213 |
| Detigons on the section around a sometime to discrete as Callanus. | 1000 | 1000 |
| Retirement benefits were accruing to directors as follows: | 1999 | 1998 |
| Defined benefit schemes | Number | Number |
| Defined benefit schemes | 4 | 4 |
| Highest paid director | 1999 | 1998 |
| | £'000 | £'000 |
| Aggregate emoluments | | |
| | 84 | 61 ————— |
| Highest paid director other information. | | |
| Accrued pension at 31st December | | |

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST DECEMBER 1999

| 7 | Taxation | | |
|---|--|---------------|---------------|
| | | 1999 £'000 | 1998 £'000 |
| | Based on the profit for the year: | | |
| | UK corporation tax at 30.25% (1998: 31%) | (234) | (530) |
| | Deferred tax charge | (125) | (33) |
| | | (359) | (563) |
| | Prior periods: | | |
| | UK corporation tax | (83) | (42) |
| | | (442) | (605) |

The effective rate of taxation is less than the standard rate of 30.25% principally as a result of the excess of capital allowances over depreciation in the bus fleet, and the inclusion in the profit and loss account of non-taxable dividend income from subsidiary companies.

| 8 | Dividends | 1999 £'000 | 1998 £'000 |
|---|--|---------------|---------------|
| | Equity dividends Ordinary dividends payable of 54.9p per share (1998: 27.5p per share) | 4,000 | 2,000 |

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST DECEMBER 1999

| Tangible fixed assets | Freehold | Plant, | Public | Total |
|-----------------------|-----------------------|----------------------------|---------------------------------------|-------------|
| | land and buildings | machinery, fixtures and | service vehicles | |
| | Dunuings | motor vehicles | venicles | |
| Cost | £'000 | £'000 | £'000 | £'000 |
| At 1st January 1999 | 519 | 2,800 | 39,263 | 42,582 |
| Additions | - | • | 6,075 | 6,075 |
| Disposals | - | (41) | (803) | (844) |
| Intra-group transfers | - | 207 | 662 | 869 |
| At 31st December 1999 | 519 | 2,966 | 45,197 | 48,682 |
| Depreciation | | | · · · · · · · · · · · · · · · · · · · | |
| At 1st January 1999 | 218 | 1,808 | 13,463 | 15,489 |
| Charge for the year | 27 | 285 | 2,729 | 3,041 |
| Disposals | - | (41) | (751) | (792) |
| Intra-group transfers | | (12) | 531 | `519 |
| At 31st December 1999 | 245 | 2,040 | 15,972 | 18,257 |
| Net book value | | | | • |
| At 31st December 1999 | 274 | 926 | 29,225 | 30,425 |
| At 31st December 1998 | 301 | 992 | 25,800 | 27,093 |
| At 31st December 1996 | | 992 | 23,800 | 27,0 |

Assets held under finance leases and hire purchase have a net book value of £17,672,000 (1998: £20,264,000). Depreciation charged for the year was £1,986,000 (1998: £2,440,000).

10 Fixed asset investments

| Cost At 1st January 1999 | Shares in associated undertakings £'000 | Shares in group undertakings £'000 51,532 | £'000 51,535 |
|---|--|---|---------------------|
| At 31st December 1999 | 3 | 51,532 | 51,535 |
| Provisions At 1st January 1999 | - | 8,742 | 8,742 |
| At 31st December 1999 | _ | 8,742 | 8,742 |
| Net book value At 31st December 1999 | 3 | 42,790 | 42,793 |
| At 31st December 1998 | 3 | 42,790 | 42,793 |
| | | | |

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST DECEMBER 1999

11 Shares in group undertakings

Details of subsidiary undertakings are as follows:

| Name of company | Nature of business | Country of incorporation | Percentage holding |
|---|---------------------|--------------------------|--------------------|
| ARRIVA Scotland West Limited | Passenger transport | Scotland | 100 |
| ARRIVA Watford Limited | Dormant | England | 100 |
| Colchester Borough Transport Limited | Dormant | England | 100 |
| County Bus and Coach Company Limited | Dormant | England | 100 |
| Crosville Bus Limited | Dormant | England | 100 |
| Grey Green Limited | Dormant | England | 100 |
| Hoppanstopper Limited | Dormant | England | 100 |
| Invictaway Limited | Dormant | England | 100 |
| Kentish Bus and Coach Company Limited | Dormant | England | 100 |
| Leaside Bus Company Limited | Dormant | England | 100 |
| LDT Limited | Dormant | England | 100 |
| London & Country Bus (North West) Limited | Dormant | England | 100 |
| Lutonian Buses Limited | Passenger transport | England | 100 |
| Maidstone & District Motor Services Limited | Dormant | England | 100 |
| Milton Keynes Coaches Limited | Dormant | England | 100 |
| South London Transport Limited | Dormant | England | 100 |
| Southend Transport Limited | Dormant | England | 100 |
| Yorkshire Bus Holdings Limited | Investment company | England | 100 |
| County Bus Holdings Limited | Investment company | England | 100 |
| ARRIVA Southend Limited | Passenger transport | England | 100 |
| ARRIVA Colchester Limited | Passenger transport | England | 100 |
| Green Line Travel Limited | Dormant | England | 25 |

In the opinion of the Directors, the carrying value of investments is not more than their realisable value.

| 12 | Stocks | 1999 £'000 | 1998 £'000 |
|----|---|--|---------------------------------------|
| | Raw materials and consumables | 509 | 681 |
| 13 | Debtors | 1999 £'000 | 1998 £'000 |
| | Trade debtors Amounts owed by group undertakings Corporation tax Other debtors Prepayments and accrued income | 3,342 10,477 1,048 627 982 | 2,529 5,677 733 595 1,011 |
| | | 16,476 | 10,545 |

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST DECEMBER 1999

| 14 | | | |
|----|---|---|---|
| 14 | Creditors: amounts falling due within one year | 1999 | 1998 |
| | | £'000 | £'000 |
| | Bank loans and overdrafts | 23,552 | 12,195 |
| | Trade creditors | 1,439 | 1,474 |
| | Amounts owed to group undertakings | 4,642 | 5,839 |
| | Other creditors | 707 | 879 |
| | Accruals and deferred income | 3,098 | 2,407 |
| | Other taxes and social security | 762 | 765 |
| | Obligations under hire purchase and finance lease (Note 16) | 4,223 | 3,969 |
| | | 38,423 | 27,528 |
| | The Company is party to an unlimited multi-lateral guarantee involving the bank be group undertakings. | porrowings of AKKIVA plc | and other |
| 15 | Creditors: amounts falling due after more than one year | 1000 | 4000 |
| | ordinary and | 1999 £'000 | 1998 £'000 |
| | Other loans | ** | · · |
| | Other loans Amounts owed to group undertakings | £'000 | · · |
| | Other loans | £'000 3 | £'000 |
| | Other loans Amounts owed to group undertakings | £'000 3 40,328 | £'000 -43,180 |
| 16 | Other loans Amounts owed to group undertakings | £'000 3 40,328 8,234 | £'000 -43,180 7,998 |
| 16 | Other loans Amounts owed to group undertakings Obligations under hire purchase and finance lease (Note 16) | £'000 3 40,328 8,234 48,565 | £'000 -43,180 -7,998 -51,178 |
| 16 | Other loans Amounts owed to group undertakings Obligations under hire purchase and finance lease (Note 16) | £'000 3 40,328 8,234 48,565 | £'000 - 43,180 7,998 51,178 |
| 16 | Other loans Amounts owed to group undertakings Obligations under hire purchase and finance lease (Note 16) Obligations under hire purchase and finance leases Obligations under hire purchase contracts and finance leases are | £'000 3 40,328 8,234 48,565 1999 £'000 | £'000 - 43,180 7,998 51,178 - 1998 £'000 |
| 16 | Other loans Amounts owed to group undertakings Obligations under hire purchase and finance lease (Note 16) Obligations under hire purchase and finance leases Obligations under hire purchase contracts and finance leases are analysed between amounts payable: | £'000 3 40,328 8,234 48,565 | £'000 - 43,180 7,998 51,178 |

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST DECEMBER 1999

| 17 | Deferred taxation | | | | | |
|----|---|---------------------|----------|---------------|---------------|--|
| | The movements in deferred taxation during the current and pro | evious years are as | follows: | | | |
| | | | | 1999 £'000 | 1998 £'000 | |
| | At 1st January 1999 | | | 237 | 270 | |
| | Movement in the year | | | (125) | (33) | |
| | At 31st December 1999 | | | 112 | 237 | |
| | | Amount pro | ovided | Amount unp | rovided | |
| | | 1999 | 1998 | 1999 | 1998 | |
| | A 1 | £'000 | £'000 | £'000 | £'000 | |
| | Accelerated capital allowances Other timing differences | - | - | 3,575 | 2,931 | |
| | Other thining differences | 112 | 237 | - | - | |
| | | 112 | 237 | 3,575 | 2,931 | |
| 18 | Called up share capital | | | 1999 £'000 | 1998 £'000 | |
| | Authorised | | | | | |
| | Equity shares 10,000,000 Ordinary shares of £0.10 each | | | 1,000 | 1,000 | |
| | Allotted and fully paid | | | | | |
| | Equity shares 7,283,079 Allotted, called up and fully paid ordinary shares or | f £0.10 each | | 728 | 728 | |
| 19 | Reserves | | | | | |
| • | 140501745 | | | | Profit | |
| | | | | | and loss | |
| | | | | | account | |
| | A. 1.4 T | | | | £'000 | |
| | At 1st January 1999 | | | | 2,238 | |
| | Profit for the year | | | | 913 | |
| | At 31st December 1999 | | | | 3,151 | |
| | | | | === | | |

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST DECEMBER 1999

| 20 | Reconciliation of movement in equity shareholders' funds Profit for the financial year Dividends | 1999 £'000 4,913 (4,000) | 1998 £'000 4,269 (2,000) |
|----|--|---------------------------------|-----------------------------------|
| | Increase in equity shareholders' funds Opening equity shareholders' funds | 913 2,966 | 2,269 697 |
| | Closing equity shareholders' funds | 3,879 | 2,966 |
| 21 | Capital commitments | | |
| | The company had the following capital commitments: | | |
| | | 1999 £'000 | 1998 £'000 |
| | Contracted for but not provided in the financial statements | - | 233 |

22 Operating lease commitments

At 31st December 1999 the company had annual commitments under non-cancellable operating leases as set out below:

Land and buildings

| Omanatin a lagged withigh granium. | 1999 | 1998 |
|------------------------------------|-------|-------|
| Operating leases which expire: | £'000 | £'000 |
| Within one year | 14 | 50 |
| Between two and five years | 185 | 138 |
| After five years | 590 | 606 |
| | 789 | 794 |

23 Pension scheme

ARRIVA plc operates a pension scheme (The LDT Personal Pension Plan) providing benefits based on the greater of final pensionable pay and defined contributions. The assets of the scheme are held seperately from those of the ARRIVA plc group, being invested in managed funds and a Building Society. Contributions to the scheme are charged to the profit and loss account so as to spread the cost of pensions over employees' working lives with the group. The contributions are determined by a qualified actuary on the basis of triennial valuations using the defined benefits method. The most recent actuarial valuation was at 1st April 1997 which showed that the market value of the scheme's assets were sufficient to cover 93% of the liabilities accrued to members at that date under the assumptions used by the actuary. The assumptions which have the most significant effect on the results of the valuation are those relating to the rate of return on investments and the rates of increase in salaries and pensions. It was assumed that the future investment return would be 9% per annum in the ongoing scheme and that salaries would increase by 6.5% per annum and future pensions would increase at the rate of 5% per annum.

The funding level measured on the minimum funding requirement method on the valuation date was 94%.

The pension charge for the year was £1,400,000 (1998: £1,250,000).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST DECEMBER 1999

24 Ultimate parent company

The ultimate parent company and ultimate controlling party is ARRIVA plc, a company which is registered in England and Wales, and which has prepared group accounts incorporating the results of ARRIVA The Shires Limited. Copies of these accounts can be obtained from Admiral Way, Doxford International Business Park, Sunderland, SR3 3XP.

Transactions with other companies in the ARRIVA Group are not specifically disclosed as the company has taken advantage of the exemption available under FRS 8 "Related Party Disclosures" for wholly-owned subsidiaries.