Lansing Linde Trifik Limited

Directors' report and financial statements
2791930
31 December 1999

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Lansing Linde Trifik Limited Directors' report and financial statements 31 December 1999

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Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 December 1999.

Principal activities and future developments

The principal activity of the company during the year was dealing in and undertaking specialised servicing and maintenance of mechanical handling equipment. The company will continue to develop its business in line with current activities.

Business review

The directors are of the opinion that the trading results for the year under review are in line with their market expectations.

Year 2000

Linde AG has recognised that the year 2000 issue was important and established a programme throughout the group to resolve this problem. Lansing Linde Trifik followed the framework set out by Linde AG. There have been no reported incidents of any significance.

Dividend

The directors do not recommend the payment of a final ordinary dividend (1998:£nil).

Directors and directors' interests

The directors who served during the year were as follows:

RL Burt

PA Burt Resigned 30th June 1999 GR Smith Appointed 30th June 1999

FC Whitby

W Geuecke Resigned 31st March 1999 T Hofmann Appointed 31st March 1999

F Sturm

RR Freeman Resigned 31st January 2000 BJ Molloy Appointed 31st January 2000

The interests of RL Burt and FC Whitby in the share capital of Trifik Services Limited are disclosed in the directors' report of that company. Trifik Services Limited holds 68% of the share capital of the company.

Auditors

In accordance with Section 384 of the Companies Act 1985, a resolution for the re-appointment of KPMG as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

By order of the board

PJ Simmonds

Secretary

Kingsclere Road Basingstoke Hampshire RG21 6XJ

Statement of directors' responsibilities

Company law requires the directors to prepare financial statements 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 for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the 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.

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Arlington Business Park Theale Reading RG7 4SD United Kingdom

Report of the auditors to the members of Lansing Linde Trifik Limited

We have audited the financial statements on pages 5 to 20.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the directors' report and, as described on page 3, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by 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 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 with the company is not disclosed.

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 as at 31 December 1999 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

KPMG

KPMG

Chartered Accountants Registered Auditors 2 August, 2000

Profit and loss account

for the year ended 31 December 1999

Note	1999 £000	1998 £000
Turnover 2 Cost of sales	22,418 (18,887)	23,783 (20,899)
Gross profit Selling and distribution costs Administrative expenses	3,351 (1,357) (1,571)	2,884 (847) (1468)
Operating profit3-5Interest receivable and similar income6Interest payable and similar charges7	603 26 (590)	569 25 (780)
Profit on ordinary activities before taxation Tax on profit/(loss) on ordinary activities 8	39	(186)
Retained profit/(loss) for the financial year Retained profit brought forward	39 192	(186) 378
Retained profit carried forward	231	192
The profit for the year represents the results of continuing operations.		
Statement of total recognised gains and losses for the year ended 31 December 1999		
	1999 £000	1998 £000
Profit/(loss) for financial year Unrealised surplus on revaluation of properties	39	(186) 416
Total recognised gains and losses since last report	39	230

В	ala	ance	she	et
πt	31	Decer	mher	1999

at 31 December 1999					
	Note	1999 £000	£000	1998 £000	£000
Fixed assets					
Tangible assets	9		5,939		6,237
Intangible assets	10		13		25
			5,952		6,262
Current assets					
Residual interest in assets transferred for only part		2012		2.550	
of their life	11	3,843		3,779	
Stocks Debtors	12 13	5,364 4,971		4,640	
Cash at bank and in hand	13	4,971 34		8,930 306	
Cash at bank and in hand					
		14,212		17,655	
Creditors: amounts falling due within					
one year	14	8,991		8,866	
Net current assets			5,221		8,789
Total assets less current liabilities			11,173		15,051
6. 11					
Creditors: amounts falling due after	15		0.002		12.010
more than one year	15		9,093		13,010
Net Assets			2,080		2,041
Capital and reserves					
Called up share capital	17		1,433		1,433
Property revaluation reserve	18		416		416
Profit and loss account	18		231		192
Wanter of J. D. M. C. J.	10				2.041
Equity shareholders' funds	19		2,080		2,041

These financial statements were approved by the board of directors on 21st June 2000 and were signed on its behalf by:

RL Burt Director

Cash flow statement

Cash how statement			
For the year ended 31 December 1999			
	Note	1999	1998
		£000	£000
Reconciliation of operating profit to net cash flow from operating activities			
Operating profit		603	569
Amortisation of goodwill		12	12
Depreciation charges		1,178	1,162
(Profit)/loss on sale of fixed assets			
(Increase)/decrease in stocks		(1)	(3)
		(724)	710
Decrease/(increase) in debtors		3,915	(5,923)
(Decrease)/Increase in creditors		(300)	4,372
Net cash inflow from operating activities		4,683	898
Cash flow statement			
Cash flow from operating activities		4,683	898
Returns on investments and servicing of finance	21(a)	(11)	(462)
Taxation	1-9	44	32
Capital expenditure	21(b)	(653)	(1,716)
Cash inflow/(outflow) before financing		4,063	(1,248)
Financing	21(c)	(4,335)	1,063
(Decrease)/increase in cash in the period		(272)	(185)
Reconciliation of net cash flow to movement in net debt			
(Decrease)/increase in cash in the period		(272)	(185)
Loans acquired		-	(1,855)
Cash to repay loans		4,052	400
Change in net debt resulting from cash flows		3,780	(1,640)
Finance lease repayment		57	54
Movement in net debt in the period		3,837	(1,586)
Net debt at the start of the period		(10,068)	(8,482)
Net debt at the end of the period	22	(6,231)	(10,068)

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Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost convention, (modified to include the revaluation of land and buildings).

Depreciation

Depreciation is provided to write off the cost less the estimated residual value of tangible fixed assets by equal instalments over their estimated useful economic lives as follows:

Freehold properties - 50 years
Leasehold improvements - 10 years
Plant & machinery & office equipment - 5 years
Motor vehicles - 4 to 5 years

Hire fleet - 7 years to a 10 % residual.

Tax liabilities on future sale of properties

The surplus on revaluation of properties in 1999 is included in reserves. No provision has been made for any tax which might be payable in the event of future sales of assets at book values. However, as the properties are held for the long term, it is not anticipated that a significant proportion of this contingent liability will become payable in the near future. The potential liability is quantified in note 24 to the financial statements.

Goodwill

Goodwill arising on the acquisition of the long term hire fleet and its associated income has been capitalised and amortised over a period of 5 years which, in the opinion of the directors, represents a prudent estimate of the period over which the company will derive direct economic benefit from the goodwill.

Pension costs

The company contributes to pension schemes providing benefits based on final pensionable pay. The assets of the schemes are held separately in trustee administered funds. Contributions to the schemes are charged to the profit and loss account so as to spread the cost of pensions over employees' working lives with the company.

The cost is calculated by the company's actuaries. Variations from regular cost are allocated over the expected remaining service lives of current employees in the scheme.

The company also contributes to a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the company to the scheme.

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Stocks

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

Deferred taxation

Deferred taxation is potentially payable on the difference between the written down values of fixed assets for financial statement and taxation purposes and on other timing differences. Where the directors consider that an actual liability will arise in the foreseeable future, provision is made to cover that amount, using the liability method, at the prevailing corporation tax rate.

Turnover

Turnover represents the amounts (excluding value added tax) derived from the provision of goods and services to customers during the year.

Leases

Assets acquired under finance leases are capitalised and the outstanding future lease obligations are shown in creditors. Operating lease rentals are charged to the profit and loss account on a straight line basis over the period of the lease.

Sale and repurchase agreements

Where the company has entered into an arrangement whereby fork lift trucks and ancillary equipment are sold to a finance house which leases them on to the end user, and on termination of the lease the company repurchases the equipment, the company has treated the transaction as having disposed of the equipment for only part of its life.

The company's residual interest in the value of the equipment together with related obligations to repurchase them at a guaranteed residual value is therefore recognised in the balance sheet. In addition, the profit on sale is deferred in proportion to the residual value retained. This is recognised on the ultimate sale of the equipment following its repurchase from the finance house or, in the event that the equipment is not repurchased, on termination of the lease arrangement between the finance house and the end user.

2 Turnover

The turnover and pre-tax profit is all attributable to the principal activity of the company and all goods have been sold and services provided in the United Kingdom.

3 Operating profit

	1000	4000
	1999 £000	1998 £000
The operating profit is stated		
after charging:		
Auditors' remuneration:		
Audit work	17	16
Other	1	8
Depreciation	1,178	1,162
Amortisation of goodwill	12	12
Loss on disposal of fixed		
Assets	-	-
Plant hire	2 44	174
after crediting:		
Profit on disposal of fixed		
assets	1	3
	<u></u>	
	u.	
4 Remuneration of directors		
	1999	1998
	£000	£000
	2000	2000
Directors' emoluments:		
Remuneration	304	301
Company contributions to money purchase pension schemes	43	148
	347	449

The aggregate of emoluments of the highest paid director was £138,572 (1998: £136,591) and company pension contributions of £19,304 (1998: £72,276) were made to a money purchase scheme on his behalf.

	Number of directors	
	1999	1998
Retirement benefits are accruing to the following number of directors under:		
Money purchase schemes	3	3

5 Staff numbers and costs

The average number of persons employed by the company (including directors) during the year, analysed by category, was as follows:

Office and management 20 22 Service and production 174 166 The aggregate payroll costs of these persons were as follows: Image: Payroll costs of these persons were as follows: 1999 1998 £000 £000 £000 £000 Wages and salaries 4,315 4,147 Social security costs 397 355 Pension contributions 233 234 4,945 4,736 6 Interest receivable and similar income Payroll pa		Number of e 1999	mployees 1998
The aggregate payroll costs of these persons were as follows: 1999			
1999 1998 £000 £0000		194	188
1999 1998 £000 £0000			
Wages and salaries 4,315 4,147 Social security costs 397 355 Pension contributions 233 234 4,945 4,736 6 Interest receivable and similar income Bank deposit interest 26 25 7 Interest payable and similar charges 1999	The aggregate payroll costs of these persons were as follows:		
Social security costs 397 355 234			
Social security costs 397 355 234	Wages and calaries	4 315	4 147
Pension contributions 233 234	Social security costs	397	
6 Interest receivable and similar income Bank deposit interest 1999 £000 £000 7 Interest payable and similar charges 1999 £000 1998 £000 £000 £000 On hire purchase and finance lease agreements 36 48 732 On loan interest 554 732			
1999 1998 £000 £000		4,945	4,736
7 Interest payable and similar charges 1999 1998 £000 £000 On hire purchase and finance lease agreements On loan interest 36 48 On loan interest 554 732		0003	£000
1999 £000 1998 £000 Con hire purchase and finance lease agreements 36 48 On loan interest 554 732	Bank deposit interest	26	25
On hire purchase and finance lease agreements On loan interest 554 732	7 Interest payable and similar charges		
On hire purchase and finance lease agreements On loan interest 554 732		1999	1998
On loan interest 554 732			
On loan interest 554 732	On hire purchase and finance lease agreements	36	48
590 780	On loan interest		
		590	780

8 Taxation

	1999 £000	1998 £000
UK corporation tax credit at 21% (1998:21%) on the profit/loss for the year on ordinary activities	-	-
Under provision in respect of prior years	-	
	<u>-</u>	<u>-</u>

9 Tangible fixed assets

	Freehold property	Leasehold improvements	Plant and machinery and office	Motor Vehicles	Hire Fleet	Total
	£000	£000	equipment £000	£000	£000	£000
Cost or valuation						
At 1 January	2,146	30	741	1,787	5,711	10,415
Additions in the year	20	-	110	355	1,060	1,545
Disposals in the year	-	-	(2)	(160)	(1,122)	(1,284)
At 31 December 1998	2,166	30	849	1,982	5,649	10,676
Depreciation		_				
At 1 January	147	11	502	1,008	2,510	4,178
Provided during year	70	3	89	325	691	1,178
Disposals in the year	-	-	-	(124)	(495)	(619)
At 31 December 1998	217	14	591	1,209	2,706	4,737
Net book value At 31 December 1999	1,949		258	773	2,943	5,939
At 31 December 1998	1,999	19	239	779	3,201	6,237
				=		

Included within tangible fixed assets are assets with a net book value of £513,871 (1998:£599,690) held under hire purchase contracts. The depreciation for the period on these assets was £115,274 (1998:£132,266).

On 28 September 1998, an external valuation of the freehold property was carried out. These were valued on the basis of open market value.

The historical cost of the properties stated at valuation is approximately £1,246,000.

10 Intangible fixed assets

		Goodwill £000
Cost As at 1 January and 31 December 1999		75
Amounts written off At 1 January 1999 Charged for the year		50 12
At 31 December 1999		62
Net book value At 31 December 1999		13
At 31 December 1998		25
11 Residual interest in assets transferred for only part of their life		
	1999 £000	1998 £000
Fork lift trucks and ancillary equipment:		
Due within one year (note 14) Due within two to five years (note 15) Due within six to ten years (note 15)	492 3,214 137	512 3,043 224
	3,843	3,779
12 Stocks		
	1999 £000	1998 £000
New and used equipment Spares and consumables	2,629 2,735	1,690 2,950
	5,364	4,640

In the opinion of the directors, the replacement cost of stocks is not materially different from the above amounts.

13 Debtors

	1999 £000	1998 £000
Trade debtors	3,478	7,916
Prepayments and accrued income	1,519	996
Corporation tax recoverable	(26)	18
	4,971	8,930
14 Creditors: amounts falling due within one year		
	1999	1998
	€000	£000
Loan	314	400
Obligations under repurchase agreements (notes 11 & 24)	492	512
Finance leases - hire purchase	209	231
Trade creditors	6,096	6,060
Amount due to parent company	-	4
Interest payable	1,284	731
Other tax and social security	394	731
Other creditors and accruals	202	197
	8,991	8,866

15 Creditors: amounts falling due after more than one year

	1999 £000	1998 £000
Other loans Finance leases - hire purchase	5,588 154	9,554 189
Obligations under repurchase agreements (notes 11 & 24)	3,351	3,267
	9,093	13,010
	=	
Analysis of loan falling due after more than one year:		
	1999	1998
	£000	£000
Repayable in 2 to 5 years	5,588	9,554
	= <u></u>	-

This amount represents two loans of £800,000 and £4,788,000 respectively. The loan of £800,000 is repayable over 10 years in equal quarterly instalments. This loan bears interest at $1\frac{1}{2}$ % above base rate and is secured upon the freehold unit 1. The loan of £4,788,000 is not repayable until 2002 and is secured by a fixed and floating charge over the company's assets. This loan bears interest at $1\frac{1}{2}$ % above base rate and has no fixed terms of repayment.

Analysis of finance lease creditors falling due after more than one year:

That you of this house breakers turning due after	1999	1999
	000£	£000
Repayable in 1 to 2 years	127	123
Repayable in 2 to 5 years	27	66
		
	154	189
	*	

16 Deferred taxation

	1999		1998	
	Provided £000	Unprovided £000	Provided £000	Unprovided £000
Accelerated capital allowances Other timing differences		105 29	-	151 45
	-	134	-	196
	====			

Share capital

17

	1999 £000	1998 £000
Authorised Ordinary shares of £1 each	10,000	10,000

	=	
Allotted, called up and fully paid Ordinary shares of £1 each	1,433	1,433

18 Reserves

	Revaluation Reserve £000	Profit and loss account £000
At beginning of year	416	192
Retained profit for the year	-	39
At the end of the year	416	231

19 Reconciliation of movement in equity shareholders' funds

	1999	1998
	€000	£000
Profit for the year	39	(186)
Other recognised gains relating to the year	-	416
Net addition to equity shareholders' funds	39	230
Opening equity shareholders' funds	2,041	1,811
Closing equity shareholders' funds	2,080	2,041
Closing equity shareholders' funds	2,080	

20 Pension costs

The company contributes to one defined benefits scheme and two money purchase schemes in the UK, the assets of which are held in separate trustee administered funds.

The total pension cost for the company was £232,507 (1998: £233,774). The pension cost has been assessed in accordance with the advice of qualified actuaries, who are not officers of the company, using the actuarial assumptions set out below. Variations in cost have been spread over the estimated remaining working lifetime of the members of each scheme.

The most recent formal actuarial valuation was at 1 January 1997.

At the date of the most recent actuarial valuation, the total market value of the Lansing Linde Pension Scheme's assets was £77.7m and that the actuarial value of those assets represented 101% of the benefits that had accrued to members, after allowing for expected future increases in earnings.

The assumptions which have the most significant effect on the results of the valuation are those relating to the rate of return on investments which was expected to be 8.25% per annum, and the rates of increase in salaries and pensions which was expected to average an increase of 5.5% per annum and that present and future pensions would increase at guaranteed rates.

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21 Analysis of cash flows for headings netted in the cash flow statement

(a) Returns on investments and servicing of finance		
	1999	1998
	£000	£000
Interest received	26	25
Interest paid	-	(439)
Interest element of finance lease rental payments	(37)	(48)
	(11)	(462)
		
(b) Capital expenditure		
	1999	1998
	£000	£000
Payments to acquire tangible fixed assets	(1,319)	(2,188)
Sale of tangible fixed assets	666	472
	(653)	(1,716)
(c) Financing		<u> </u>
•		
	1998	1997
	£000	£000
Capital element of finance lease rental payments	(283)	(392)
Repayment of amounts borrowed	(4,052)	(400)
New loan borrowings		1,855
	(4,335)	1,063

22 Analysis of net debt

	At beginning of year £000	Cash flow £000	Other non cash changes £000	At end of year £000
Cash in hand, at bank Debt due after one year Debt due within one year Finance leases	306 (9,554) (400) (420)	(272) 3,652 400 57	314 (314)	34 (5,588) (314) (363)
Total	(10,068)	3,837	-	(6,231)

23 Commitments

	1999 Land and buildings £000	1998 Land and Buildings £000
Operating leases which expire:		
Within one year	-	-
In the second to fifth years inclusive	72	-
Over five years	-	65
	72	65
	====	

24 Obligations and contingent liabilities

The company is committed to buy back certain assets sold to a finance company who subsequently leased them to third parties, at guaranteed residual values which amounted to £5,127,637 as at 31 December 1999 (1998: £4,957,549). These obligations are included within creditors in the accounts at their discounted values (see note 14 and note 15).

There is a contingent liability in respect of tax on property sales if these were to be made at current valuation. The maximum amount of such contingent liability would not exceed £124,800 at 31 December 1999 (1998: £124,800).

25 Related party transactions

Lansing Linde Trifik Limited is a main dealer solely for Lansing Linde forklift trucks.

These forklift trucks, and the spare parts therefor, are supplied exclusively by wholly owned subsidiaries of Linde Holdings Limited.

Linde Holdings Limited owns 32% of the issued ordinary share capital of Lansing Linde Trifik Limited.

The transactions with Linde Holdings Limited and its wholly owned subsidiaries during the year were as follows:

	1999 £000	1998 £000
Purchase of goods for resale Purchase of property	11,888	9,968 784
Interest payable on loans	1,284	731
The balances outstanding within these related parties at the year end were as follows:		
	1999 £000	1998 £000
Trade creditors due within one year	4,293	3,681
Other creditors due within one year	1,598	1,131
Other creditors due in more than one year	5,588	9,554

26 Ultimate parent company

The ultimate parent company is Trifik Services Limited, registered in England and Wales. Copies of the group accounts of Trifik Services Limited can be obtained from Lansing Linde Trifik Limited, Unit 1, Charlton Mead Lane, Hoddesdon, Hertfordshire, EN11 0DJ.

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