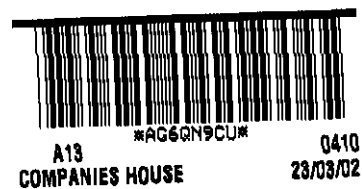


2671000

**Report of the Directors and
Financial Statements
for the year ended 31st August 2001
for
Freightforce Plc**



Freightforce Plc

**Contents of the Financial Statements
for the year ended 31st August 2001**

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Freightforce Plc

**Company Information
for the year ended 31st August 2001**

DIRECTORS:

M.C.M. James
J.M.D. Moberly
A.P. Wright

SECRETARY:

J.M.D. Moberly

REGISTERED OFFICE:

8th Floor
17 Lansdowne Road
Croydon
Surrey
CR0 2BX

REGISTERED NUMBER:

2671000

AUDITORS:

Bennett Brooks & Co. Limited
Registered Auditors &
Chartered Accountants
Riverside House
8-12 Winnington Street
Northwich
Cheshire CW8 1AD

Freightforce Plc

Report of the Directors for the year ended 31st August 2001

The directors present their report with the financial statements of the company for the year ended 31st August 2001.

DIRECTORS

The directors during the year under review were:

M.C.M. James

J.M.D. Moberly

A.P. Wright

- appointed 1.9.00

The directors holding office at 31st August 2001 did not hold any beneficial interest in the issued share capital of the company at 1st September 2000 (or date of appointment if later) or 31st August 2001.

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 of the company for that period. In preparing those financial statements, the directors are required to

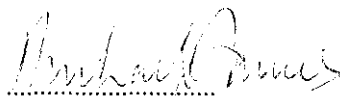
- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare 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 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, Bennett Brooks & Co. Limited, will be proposed for re-appointment in accordance with Section 385 of the Companies Act 1985.

ON BEHALF OF THE BOARD:



M.C.M. James - DIRECTOR

Dated: 1st September 2001

Freightforce Plc

Report of the Independent Auditors to the Shareholders of Freightforce Plc

We have audited the financial statements of Freightforce Plc for the year ended 31st August 2001 on pages five to eight. These financial statements have been prepared under the historical cost convention and the accounting policies set out therein.

Respective responsibilities of directors and auditors

As described on page two the company's directors are responsible for the preparation of financial statements in accordance with applicable law and United Kingdom Accounting Standards.

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 Report of the Directors 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 Report of the Directors 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 31st August 2001 and have been properly prepared in accordance with the Companies Act 1985.

Bennett Brooks & Co Ltd

Bennett Brooks & Co. Limited
Registered Auditors &
Chartered Accountants
Riverside House
8-12 Winnington Street
Northwich
Cheshire CW8 1AD

Dated: 15th March 2002

Freightforce Plc

**Profit and Loss Account
for the year ended 31st August 2001**

		2001	2000
	Notes	£	£
TURNOVER		-	98,222
Cost of sales		-	90,925
GROSS PROFIT		-	7,297
Administrative expenses		-	196
OPERATING PROFIT	2	-	7,101
Interest payable and similar charges	3	-	225
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		-	6,876
Tax on profit on ordinary activities	4	(1,316)	1,316
PROFIT FOR THE FINANCIAL YEAR AFTER TAXATION		1,316	5,560
Deficit brought forward		(2,610)	(8,170)
DEFICIT CARRIED FORWARD		<u>£(1,294)</u>	<u>£(2,610)</u>

DISCONTINUED OPERATIONS

All of the company's activities were discontinued during the previous year.

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profits for the current and previous years.

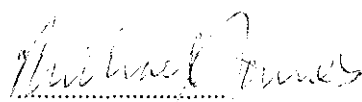
The notes form part of these financial statements

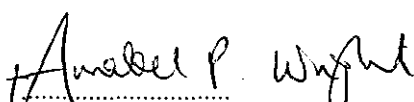
Freightforce Plc

Balance Sheet
31st August 2001

		2001	2000
	Notes	£	£
CURRENT ASSETS:			
Debtors	6	101,431	101,431
CREDITORS: Amounts falling due within one year	7	52,725	54,041
NET CURRENT ASSETS:		48,706	47,390
TOTAL ASSETS LESS CURRENT LIABILITIES:		£48,706	£47,390
CAPITAL AND RESERVES:			
Called up share capital	8	50,000	50,000
Profit and loss account		(1,294)	(2,610)
SHAREHOLDERS' FUNDS:	11	£48,706	£47,390

ON BEHALF OF THE BOARD:


M.C.M. James - DIRECTOR


A.P. Wright - DIRECTOR

Approved by the Board on 15th October 2002

Freightforce Plc

Notes to the Financial Statements for the year ended 31st August 2001

1. ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention and are in accordance with applicable accounting standards.

The company was dormant throughout the year ended 31st August 2001. However, reference to information relating to the year ended 31st August 2000 has been made where appropriate.

Turnover

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

Deferred taxation

Provision is made at current rates for taxation deferred in respect of all material timing differences except to the extent that, in the opinion of the directors, there is reasonable probability that the liability will not arise in the foreseeable future.

Cash Flow Statement

The company has claimed exemption from preparing a cash flow statement on the basis that a cash flow statement is prepared in the consolidated group financial statements.

2. OPERATING PROFIT

The operating profit is stated after charging:

	2001 £	2000 £
Directors' emoluments	- ==	- ==

3. INTEREST PAYABLE AND SIMILAR CHARGES

	2001 £	2000 £
Loan interest	- ==	225 ==

4. TAXATION

The tax (credit)/charge on the profit on ordinary activities for the year was as follows:

	2001 £	2000 £
UK corporation tax	-	1,316
Group surrender of tax losses	(1,316) ==	- ==
	(1,316) ==	1,316 ==

Freightforce Plc

Notes to the Financial Statements for the year ended 31st August 2001

5. INTANGIBLE FIXED ASSETS

	Goodwill
	£
COST:	
At 1st September 2000	
and 31st August 2001	5,000
AMORTISATION:	
At 1st September 2000	
and 31st August 2001	5,000
NET BOOK VALUE:	
At 31st August 2001	-

6. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2001 £	2000 £
Due from group companies	101,431	101,431

7. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2001 £	2000 £
Other creditors	52,725	52,725
Taxation	-	1,316
	52,725	54,041

8. CALLED UP SHARE CAPITAL

Authorised, allotted, issued and fully paid:

Number:	Class:	Nominal value:	2001 £	2000 £
50,000	Ordinary	£1	50,000	50,000

9. ULTIMATE PARENT COMPANY

Brandt Holdings Limited, incorporated in the UK, is the Company's ultimate parent company.

10. RELATED PARTY DISCLOSURES

Included within debtors are amounts of £101,431 (2000 - £101,431) due from group companies.

The relationship between these companies is that they all have common directors.

Freightforce Plc

Notes to the Financial Statements
for the year ended 31st August 2001

11. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2001	2000
	£	£
Profit for the financial year	1,316	5,560
Net addition to shareholders' funds	<u>1,316</u>	<u>5,560</u>
Opening shareholders' funds	47,390	41,830
Closing shareholders' funds	<u><u>48,706</u></u>	<u><u>47,390</u></u>
Equity interests	<u><u>48,706</u></u>	<u><u>47,390</u></u>