

1996/1997

PAGEDAY CARRIERS AND FORWARDING LIMITED

REPORT AND FINANCIAL STATEMENTS

FOR THE SEVEN MONTHS ENDED 31 MARCH 1997

Registered in the United Kingdom

Registration Number 2093222

MACFARLANES
10, NORWICH ST.
LONDON EC4A 1BD



PAGEDAY CARRIERS AND FORWARDING LIMITED

DIRECTORS

R.C.E. Brazier Chairman and Managing Director
K. R. Brazier

SECRETARY

R.C.E. Brazier

REGISTERED OFFICE

Kingsway Farm,
Miletree Road,
Heath & Reach,
Leighton Buzzard,
Bedfordshire

TRADING ADDRESS

Clipstone Brook Industrial Estate,
Cherrycourt Way,
Leighton Buzzard,
Bedfordshire

BANKERS

National Westminster Bank Plc
High Street,
Bedford,

AUDITORS

Godfrey, Laws & Co.,
Registered Auditors,
Chartered Accountants,
38a West Street,
Dunstable,
Bedfordshire.

SOLICITORS

MacFarlanes,
10 Norwich Street,
London

PAGEDAY CARRIERS AND FORWARDING LIMITED

INDEX TO THE FINANCIAL STATEMENTS

for the seven months ended 31 March 1997

- 1. DIRECTORS' REPORT**
- 3. AUDITORS' REPORT**
- 4. BALANCE SHEET**
- 5. PROFIT AND LOSS ACCOUNT**
- 6. NOTES TO THE FINANCIAL STATEMENTS**

The following page does not form part of the statutory accounts

- 9. TRADING ACCOUNT**

PAGEDAY CARRIERS AND FORWARDING LIMITED

DIRECTORS' REPORT

for the seven months ended 31 March 1997

The Directors have pleasure in presenting their eleventh report and the Audited Financial Statements for the seven months ended 31 March 1997.

Principal Activity

The principal activities of the Company are those of carriage, forwarding, distribution and warehousing.

Future Developments

No change in the nature of trading is envisaged. However, increases in Turnover and New Assets are expected.

Directors

The Directors in office during the period and their beneficial interests in the Ordinary Share Capital of the Company at the Balance Sheet date were as follows:-

	<u>1997</u>	<u>1996</u>
R. C. E. Brazier	-	-
K. R. Brazier	-	-

R. C. E. Brazier and K R Brazier both have a material holding in WOM International Limited.

Ultimate Holding Company

The ultimate holding company is WOM International Limited, a company registered in the United Kingdom.

Donations

The Company made no political or charitable donations during the period.

Auditors

The Company's Auditors, Messrs Godfrey Laws & Co., have signified their willingness to continue in office and a Resolution to re-appoint them will be put to the Members at the Annual General Meeting.

Small Company Exemption

This report is prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small exemptions.

PAGEDAY CARRIERS AND FORWARDING LIMITED

DIRECTORS' REPORT

for the seven months ended 31 March 1997


Statement of Directors' Responsibilities

We are required under company law 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 we are required to:-

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- 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.

BY ORDER OF THE BOARD



R. C. E. Brazier
Secretary

21st July 1997

Auditors Report
to the Shareholders of Pageday Carriers and Forwarding Limited

We have audited the financial Statements on pages 4 to 8 which have been prepared under the historical cost convention and the accounting policies set out on page 6.

Respective responsibilities of directors and auditors

As described on page 2 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 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 1997 and of its profit for the period then ended and have been properly prepared in accordance with the Companies Act 1985.



Godfrey Laws & Co
Chartered Accountants
Registered Auditors
38A West Street
Dunstable Beds
LU6 1TA

21st July 1997

PAGEDAY CARRIERS AND FORWARDING LIMITED

BALANCE SHEET as at 31st March 1997

EMPLOYMENT OF FUNDS

	<u>Note</u>	<u>1997</u>	<u>31 August 1996</u>
<u>TANGIBLE FIXED ASSETS</u>	2	95,163	114,001
<u>LEASED ASSETS</u>		-	-
<u>CURRENT ASSETS</u>			
Debtors	3	177,144	190,058
Cash		73	56
Bank Current Account		57,922	29,498
		<u>235,139</u>	<u>219,612</u>
<u>CREDITORS</u>			
Falling due within one year	4	131,881	111,034
<u>NET CURRENT ASSETS</u>		103,258	108,578
<u>TOTAL ASSETS LESS CURRENT LIABILITIES</u>		198,421	222,579
<u>CREDITORS</u>			
Falling due over one year		21,879	25,599
<u>PROVISION FOR LIABILITIES</u>			
Deferred Taxation	5	3,152	2,700
		<u>£173,390</u>	<u>£194,280</u>
<u>FUNDS EMPLOYED</u>			
<u>CALLED UP SHARE CAPITAL</u>	6	130,000	130,000
<u>PROFIT AND LOSS ACCOUNT</u>		43,390	64,280
<u>TOTAL SHAREHOLDERS FUNDS</u>	12	<u>£173,390</u>	<u>£194,280</u>

These financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

Approved by the board

R.C.E. Brazier
Director

Date: 21st July 1997

The notes on pages 6 to 8 for part of these Financial Statements

PAGEDAY CARRIERS AND FORWARDING LIMITED

PROFIT AND LOSS ACCOUNT

for the seven months ended 31st March 1997

	<u>Note</u>	<u>1997</u>	<u>Year to 31 August 1996</u>
<u>TURNOVER</u>	7	414,352	655,513
<u>DIRECT COSTS</u>		275,221	431,566
<u>GROSS PROFIT</u>		139,131	223,947
Selling and Distribution Costs		57,516	77,795
Administration Costs		7,707	20,515
Other Costs		46,142	90,408
		111,365	188,718
<u>OPERATING PROFIT</u>	8	27,766	35,229
Financial Costs	9	1,590	1,594
<u>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</u>		26,176	33,635
<u>TAXATION</u>	10	8,653	7,768
<u>PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION</u>		17,523	25,867
<u>DIVIDENDS</u>		38,413	-
<u>RETAINED (LOSS)/PROFIT FOR THE PERIOD</u>		(20,890)	
<u>RETAINED PROFIT BROUGHT FORWARD</u>		64,280	38,413
<u>RETAINED PROFIT CARRIED FORWARD</u>		<u>£ 43,390</u>	<u>£64,280</u>

None of the Company's activities were acquired or discontinued during the above two financial periods.

There were no recognised gains other than the profit for the above two financial periods.

The notes on pages 6 to 8 form part of these Financial Statements.

PAGEDAY CARRIERS AND FORWARDING LIMITED
NOTES TO THE FINANCIAL STATEMENTS
for the seven months ended 31st March 1997

1. ACCOUNTING POLICIES

- a) Basis of Accounting
The Financial Statements have been prepared in accordance with current Accounting Standards.
- b) Turnover
Turnover represents Carriage, Forwarding, Distribution, Warehousing and Hire Income net of Value Added Tax.
- c) Tangible Fixed Assets
Depreciation is provided on all Tangible Fixed Assets at rates calculated to write off the cost of each asset over its expected useful life.
The rates of Depreciation used are as follows:-
- | | |
|-----------------------|-------------------|
| Plant and Equipment | 15% Flat Rate |
| Small Tools | 50% Flat Rate |
| Motor Vehicles | 25% Reducing Rate |
| Fixtures and Fittings | 10% Flat Rate |
- d) Hire Purchase Contracts
Assets obtained under hire purchase contracts are capitalized as tangible fixed assets. Assets acquired by hire purchase are depreciated over their useful lives. Obligations under hire purchase agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the payment is charged to the profit and loss account so as to produce a constant periodic rate of charge on the net obligations outstanding on each period.
- e) Deferred Taxation
Deferred Taxation is provided using the liability method for taxation deferred by reason of accelerated depreciation for taxation purposes.

2. TANGIBLE FIXED ASSETS

	<u>Plant and Equipment</u>	<u>Small Tools</u>	<u>Motor Vehicles</u>	<u>Fixtures and Fittings</u>	<u>Total</u>
<u>COST</u>					
As at 1/9/96	22,828	6,002	163,655	11,312	203,797
Additions	1,500	-	-	-	1,500
Disposals	-	-	(6,500)	-	(6,500)
As at 31/3/97	<u>24,328</u>	<u>6,002</u>	<u>157,155</u>	<u>11,312</u>	<u>198,797</u>
<u>DEPRECIATION</u>					
As at 1/9/96	21,041	6,002	57,907	4,846	89,796
Charge	668	-	15,354	660	16,682
Disposals	-	-	(2,844)	-	(2,844)
As at 31/3/97	<u>21,709</u>	<u>6,002</u>	<u>70,417</u>	<u>5,506</u>	<u>103,634</u>
W.D.V. 31/3/97	<u>2,619</u>	<u>-</u>	<u>86,738</u>	<u>5,806</u>	<u>95,163</u>
W.D.V. 31/8/96	<u>1,787</u>	<u>-</u>	<u>105,748</u>	<u>6,466</u>	<u>114,001</u>

Included above are motor vehicles held under hire purchase contracts amounting to £30,394 (31/8/96 £35,583)

PAGEDAY CARRIERS AND FORWARDING LIMITED
NOTES TO THE FINANCIAL STATEMENTS
for the seven months ended 31st March 1997

3. DEBTORS

	<u>1997</u>	<u>31 August 1996</u>
Prepayments	12,655	18,150
Trade	66,069	69,835
Other	2,711	3,951
Amounts owed by group undertakings	95,709	71,094
Loan to Holding Company	-	27,028
	<u>£177,144</u>	<u>£190,058</u>

4. CREDITORS Falling due within one year

Trade	81,735	55,089
Social Security and Other Taxes	4,703	6,034
Accruals	13,335	16,477
Other	5,247	15,704
Amounts owed to group undertakings	16,170	4,728
	<u>121,190</u>	<u>98,032</u>
Hire Purchase	6,242	5,868
Corporation Tax	4,449	7,134
	<u>£131,881</u>	<u>£111,034</u>

CREDITORS Falling due after one year

Hire Purchase	<u>£ 21,879</u>	<u>£ 25,598</u>
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5. DEFERRED TAXATION

The amount provided and the potential liability are as follows:-

	<u>1997</u> <u>Provided</u>	<u>Potential</u>	<u>31 August 1996</u> <u>Provided</u>	<u>Potential</u>
Accelerated Depreciation for Taxation purposes @ 33%/24%	<u>3,152</u>	<u>3,152</u>	<u>2,700</u>	<u>2,700</u>

6. CALLED UP SHARE CAPITAL

	<u>1997</u>	<u>31 August 1996</u>
<u>Authorised</u>		
250,000 Ordinary Shares of £1 each	<u>£250,000</u>	<u>£250,000</u>
<u>Allotted, Issued and Fully Paid</u>		
130,000 Ordinary Shares of £1 each	<u>£130,000</u>	<u>£130,000</u>

7. TURNOVER

Turnover and profit on Ordinary Activities are attributable to the principal activities of the Company.

PAGEDAY CARRIERS AND FORWARDING LIMITED
NOTES TO THE FINANCIAL STATEMENTS
for the seven months ended 31st March 1997

8. OPERATING PROFIT

The operating profit for the period is stated after charging the following:-

	<u>Note</u>	<u>1997</u>	<u>Year to 31 August 1996</u>
Depreciation of Tangible Fixed Assets	2	11,493	26,698
Depreciation of Assets held under hire purchase contracts		5,189	7,117
		<u>16,682</u>	<u>33,815</u>
9. <u>FINANCIAL COSTS</u>			
Bank Interest		-	58
Hire Purchase Interest		1,590	1,536
		<u>£1,590</u>	<u>£1,594</u>
10. <u>TAXATION</u>			
Corporation Tax @ 26.97% (1996 24.79%)		8,201	8,634
Deferred Taxation @ 33% (1996 24%)		452	(800)
Prior Year Adjustment		-	(66)
		<u>8,653</u>	<u>£7,768</u>
11. <u>CONTINGENT LIABILITIES</u>			
The Directors are aware of the following Contingent Liability. Cross Guarantees on the United Kingdom Group Company's banking facilities.			
12. <u>MOVEMENT ON SHAREHOLDERS' FUND</u>			
Profit for the financial period		17,523	25,867
Less Dividends		38,413	-
		<u>(20,890)</u>	<u>25,867</u>
Opening Shareholders' Funds		194,280	168,413
Closing Shareholders' Funds		<u>173,390</u>	<u>194,280</u>
13. <u>PARENT COMPANY</u>			
The Parent Company is Pageday Limited, a company registered in the United Kingdom. The ultimate Parent Company is WOM International Limited, a company registered in the United Kingdom.			
14. <u>OBLIGATIONS UNDER HIRE PURCHASE CONTRACTS</u>			
		<u>1997</u>	<u>31 August 1996</u>
Current Obligations		8,460	8,460
Due 2-5 years		24,684	29,619
		<u>33,144</u>	<u>38,079</u>
Less finance charges allocated to future periods		5,023	6,612
		<u>28,121</u>	<u>31,467</u>