DIRECTORS' REPORT AND
FINANCIAL STATEMENTS
26 DECEMBER 1996



Directors and advisers

Directors

T P Tate S Duce

Secretary

S Duce

Registered office

The Yorkshire Ford Centre Balm Road New Hunslet Leeds LS10 2RL

Auditors

Robertshaw & Myers 18 Cooke Street Keighley West Yorkshire BD21 3NP

Company number 898828

Directors' report

The directors present their report together with the financial statements for the year ended 26 December 1996.

Principal activity and business review

The company has not traded during the year under review and accordingly no profit and loss account has been prepared.

Directors and directors' interests

The directors of the company during the year were as follows:

T P Tate

S Duce

As T P Tate and S Duce are directors of the ultimate parent undertaking, Tate of Leeds Limited, their interests in the shares of group undertakings are not required to be recorded in the register maintained by this company.

Dividends

The directors do not recommend the payment of a final dividend.

Auditors

The auditors, Robertshaw & Myers, have expressed their willingness to continue in office and a resolution proposing their re-appointment, also authorising the directors to fix their remuneration, will be proposed at the annual general meeting.

The Yorkshire Ford Centre Balm Road New Hunslet Leeds LS10 2RL 18 April 1997 By order of the board

F P TateDirector

Statement of directors' responsibilities in respect of the preparation of the financial statements

The directors are required by company law to prepare financial statements which give a true and fair view of the state of affairs of the company at the end of each financial year and of the profit or loss of the company for the period to that date. 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 confirm that the financial statements comply with the above requirements and that the company has maintained proper accounting records which disclose with reasonable accuracy at any time the financial position of the company which enables them to ensure that the financial statements comply with the requirements of the Companies Act 1985.

The directors are 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

Director

18 April 1997

Auditors' report to the shareholders of Tate Trucks Limited

We have audited the financial statements on pages 5 to 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 as at 26 December 1996 and have been properly prepared in accordance with the Companies Act 1985.

18 Cooke Street Keighley West Yorkshire BD21 3NP 18 April 1997

Robertshaw & Myers

Chartered Accountants Registered Auditors

Balance sheet

at 26 December 1996

| | <u>Note</u> | <u>1996</u> | <u>1995</u> |
|--|-------------|-------------|-------------|
| Creditors: amounts falling due within one year | | £ | £ |
| | 1 | (683,496) | (683,496) |
| Creditors: amounts falling due | | | |
| after more one year | 2 | (604,000) | (604,000) |
| | | (1,287,496) | (1,287,496) |
| | | | |
| Capital and reserves | | | |
| Called up share capital | 3 | 500 | 500 |
| Profit and loss account | | (1,287,996) | (1,287,996) |
| Equity shareholders' funds | | (1,287,496) | (1,287,496) |
| | | | |

These financial statements were approved by the board of directors on 18 April 1997, who also confirm that the company was dormant throughout the financial year, and were signed on its behalf by:

T P Tate - director

Accounting policies

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

Basis of preparation

The financial statements have been prepared under the historical cost convention and on the going concern basis which assumes the company will continue to receive the support of its parent undertaking. They have also been prepared in accordance with applicable accounting standards.

Cash flow statement

As permitted by Financial Reporting Standard No.1 the company has not produced a cash flow statement on the grounds that it has satisfied the conditions exempting it as a small company.

Deferred taxation

Deferred taxation is provided on the liability method to the extent that it is probable that a liability will crystallise in the foreseeable future.

Foreign exchange

Transactions in foreign currencies are translated at the rate of exchange ruling at the transaction date. Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

Notes on the financial statements

| | | <u>1996</u> | <u>1995</u> |
|------|--|------------------|------------------|
| 1. (| Creditors: amounts falling due within one year Amounts due to ultimate parent undertaking Other creditors | £ | £ |
| | | 676,889 6,607 | 676,889 6,607 |
| | | 683,496 | 683,496 |
| | Other creditors includes an amount of £5,607 (1995: £5,607) denominated in dollars. The balance translated at the year end rate is £5,050 (1995: £5,432). In view of the insignificant amounts involved no adjustment has been made to the balance to restate it in line with the accounting policy. | | |
| | The directors of the ultimate parent undertaking have agreed that any claim for monies due by the company be deferred in favour of the other creditors. | | |
| | The ultimate parent undertaking has agreed to pay the balance due to the other creditors of £6,607 (1995: £6,607) on demand. | | |
| 2. | Creditors: amounts falling due within one year Debenture from immediate parent undertaking | 604,000 | 604,000 |
| | The debenture from the immediate parent undertaking was due to be repaid on 9 December 1993. No interest has been charged on this debenture since 31 December 1985. It is secured on the assets of the company both present and future. | | |
| 3. | Called up share capital Authorised, allotted, called up and fully paid 500 ordinary shares of £1 each | 500 —— | 500 — |

4. Ultimate parent undertaking

The company is a wholly owned subsidiary of Tate of Leeds Limited, a company incorporated in the United Kingdom and registered in England and Wales.

The consolidated financial statements of Tate of Leeds Limited are available to the public and may be obtained from Companies House.