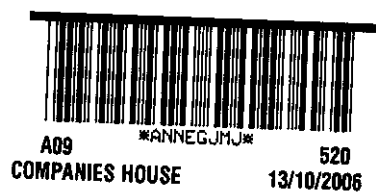


Industrial Filters Limited
(formerly Mann + Hummel Automotive (UK)
Limited)

Directors' report and financial
statements

Registered number 2170063
For the year ended 31 December 2005



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Directors' report

The directors present their annual report and the unaudited financial statements for the year ended 31 December 2005.

Principal activities and business review

On 30 April 2002, the company ceased trading, at which point it transferred its business, assets and liabilities to Mann + Hummel (UK) Limited. On 1 August 2003, the company's name changed from Mann + Hummel Automotive (UK) Limited to Industrial Filters Limited.

Results and dividends

The company has not traded during the year and consequently does not require an audit.

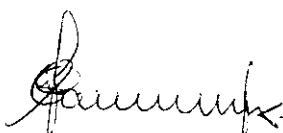
Directors and directors' interests

The directors who held office during the year and subsequently were as follows:

PJR Cudmore
M Distl (Resigned 31 March 2006)
S Campos (Appointed 24 March 2006)

None of the directors who held office at the end of the financial year had any disclosable interest in the shares of the company or of any other group undertaking.

On behalf of the board



S Campos
Secretary

Hilton Cross Business Park
Cannock Road
Featherstone
Wolverhampton
WV10 7QZ

25 July 2006

Statement of directors' responsibilities in respect of the directors' report and the financial statements

The directors are responsible for preparing the directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with UK Accounting Standards.

The financial statements are required by law to 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 these financial statements, the directors are required to:

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

Under applicable law the directors are also responsible for preparing a Directors' Report that complies with that law.

Profit and loss account
for the year ended 31 December 2005

	<i>Note</i>	2005 £000	2004 £000
Turnover	2	-	-
Cost of sales		-	-
		<hr/>	<hr/>
Gross profit		-	-
Distribution costs		-	-
Administrative expenses		-	-
Other operating income		-	-
		<hr/>	<hr/>
Operating loss	3	-	-
Interest payable and similar charges	6	-	-
		<hr/>	<hr/>
Loss on ordinary activities before taxation		-	-
Tax on loss on ordinary activities	7	-	-
		<hr/>	<hr/>
Loss for the financial year	10	-	-
		<hr/>	<hr/>

There were recognised gains or losses in the year or the previous year other than those reported above.

Balance sheet
at 31 December 2005

	<i>Note</i>	2005 £000	2004 £000
Current assets			
Debtors	8	1,546	1,546
Net assets		1,546	1,546
Capital and reserves			
Called up share capital	9	12,500	12,500
Profit and loss account	10	(10,954)	(10,954)
Equity shareholders' funds	11	1,546	1,546

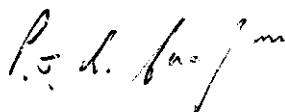
The company was entitled to exemption under Section 249A(1) of the Companies Act 1985 from the requirement to have its financial statements for the financial year ended 31 December 2005 audited.

No notice has been deposited under Section 249B(2) of that Act requiring an audit in relation to the company's financial statements for that financial year.

The directors acknowledge their responsibilities for:

- ensuring that the company keeps accounting records which comply with Section 221 of the Companies Act 1985 and;
- preparing financial statements which give a true and fair view of the state of affairs of the company as at the end of the financial year in accordance with the requirements of Section 226 of that Act and which otherwise comply with the requirements of the Act relating to financial statements, so far as applicable to the company.

These financial statements were approved by the board of directors on 25 July 2006 and were signed on its behalf by:



PJR Cudmore
Director

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:

Dormant status

The company was dormant (within the meaning of section 249AA of the Companies Act 1985) throughout the year ended 31 December 2005. The company has not traded during the year. During this period, the company received no income and incurred no expenditure and therefore made neither a profit nor loss.

Basis of preparation

The financial statements have been prepared in accordance with applicable Accounting Standards and under the historical cost accounting rules.

Cash flow statement

The company is exempt from the requirements of FRS 1 (revised) to prepare a cash flow statement as it is a wholly owned subsidiary and its results are included in the consolidated financial statements of Mann + Hummel Holding GmbH.

Turnover

Turnover comprises the invoiced value of goods and services supplied, excluding value added tax. The directors consider that there is only one class of business.

Related party transactions

The company regards its controlling party as Mann + Hummel Holding GmbH, its ultimate parent undertaking. As a wholly owned subsidiary of Mann + Hummel GmbH, whose consolidated financial statements incorporate the company's own results and are publicly available, the company is accordingly exempt from the requirements of Financial Reporting Standard 8 to disclose balances and transactions with other group undertakings.

2 Turnover

Turnover in the prior year represented sales to UK customers and relates entirely to the company's principal activity.

3 Operating loss

	2005 £000	2004 £000
<i>Operating loss is stated</i>		
<i>after charging</i>		
Depreciation of tangible fixed assets	-	-
Operating lease rentals:		
Hire of plant and machinery	-	-
Other	-	-
Auditors' remuneration for audit services	-	-
<i>after crediting</i>		
Grant income:		
Release of capital grant	-	-

Notes *(continued)*

4 Remuneration of directors

	2005 £000	2004 £000
Directors' emoluments	-	-

5 Staff numbers and costs

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

	Number of employees 2005	2004
Manufacturing	-	-
Administration	-	-

The aggregate payroll costs of these persons were as follows:

	£000	£000
Wages and salaries	-	-
Social security costs	-	-
Other pension costs	-	-

6 Interest payable and similar charges

	2005 £000	2004 £000
Interest payable to group undertakings	-	-
Bank interest payable	-	-

Notes (continued)

7 Taxation

Analysis of charge in year

	2005 £000	2004 £000
UK corporation tax	-	-
Total current tax credit	-	-

Factors affecting the tax charge for the current year

	2005 £000	2004 £000
Current tax reconciliation		
Loss on ordinary activities before tax	-	-
Tax at 30%	-	-
Effects of:		
Depreciation for the year in excess of capital allowances	-	-
Other expenses not qualifying for tax purposes	-	-
Non-taxable income	-	-
Current year losses not relieved	-	-
Total current tax credit	-	-

8 Debtors

	2005 £000	2004 £000
Amounts owed by group undertakings	1,546	1,546

9 Called up share capital

	2005 £000	2004 £000
Authorised:		
12,500,000 ordinary shares of £1 each	12,500	12,500
Allotted, called up and fully paid:		
12,500,000 ordinary shares of £1 each	12,500	12,500

10 Profit and loss account

	£000
At 31 December 2004	-
Retained loss for the year	-
At 31 December 2005	-

Notes *(continued)*

11 Reconciliation of movement in shareholders' funds

	2005 £000	2004 £000
At 31 December 2004	1,546	1,546
Loss for the financial year	-	-
	<hr/>	<hr/>
At 31 December 2005	1,546	1,546
	<hr/>	<hr/>

12 Immediate and ultimate parent company

The company is a wholly owned subsidiary undertaking of Mann + Hummel (UK) Limited, a company registered in England and Wales.

The largest and smallest group in which the results of the company are consolidated is that headed by Mann + Hummel Holding GmbH, incorporated in Germany. The consolidated financial statements of this company are available to the public and may be obtained from Hindenburgstrasse 45, 71638 Ludwigsburg, Germany. No other group financial statements include the rest of the company.