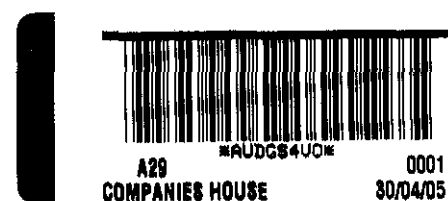


Burton (Bridgend) Limited
Financial statements
For the year ended 30 June 2004

Grant Thornton 



Company No. 2983192

Company information

Company registration number	2983192
Registered office	4 Chiswell Street London EC1Y 4UP
Directors	Motors Directors Limited Motors Secretaries Limited
Secretary	Motors Secretaries Limited
Bankers	Royal Bank of Scotland plc 27 Park Row Leeds LS1 5QB
Solicitors	Duane Morris 4 Chiswell Street London EC1Y 4UP
Auditors	Grant Thornton UK LLP Chartered Accountants Registered Auditors Grant Thornton House 202 Silbury Boulevard Central Milton Keynes MK9 1LW

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Report of the directors

The directors present their report and the financial statements of the company for the year ended 30 June 2004.

Principal activities and business review

The company is principally engaged in the development and sale of real estate.

Results and dividends

The trading results for the year, and the company's financial position at the end of the year are shown in the attached financial statements.

The directors have not recommended a dividend.

The directors and their interests in shares of the company

The directors who served the company during the year together with their beneficial interests in the shares of the company were as follows:

	Class of share	At 30 June 2004	At 1 July 2003
Motors Directors Limited	Ordinary shares of £1 each	—	—
	Preference shares of £1 each	—	—
Motors Secretaries Limited	Ordinary share of £1 each	—	—
	Preference shares of £1 each	—	—

Motors Directors Limited and Motors Secretaries Limited are companies related to Vauxhall Motors Limited who hold the total issued share capital at 30 June 2004 and 1 July 2003.

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 at the end of the year and of the profit or loss for the year then ended. 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, for safeguarding the assets of the company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Auditors

On 1 July 2004, the Grant Thornton partnership transferred its business to a limited liability partnership, Grant Thornton UK LLP. Under section 26(5) of the Companies Act 1989, the directors consented to extend the audit appointment to Grant Thornton UK LLP from 1 July 2004.

Grant Thornton UK LLP offer themselves for reappointment as auditors in accordance with section 385 of the Companies Act 1985.

ON BEHALF OF THE BOARD



P Sorensen
For and on behalf of Motors Secretaries Limited
23/2/05

Report of the independent auditors to the members of Burton (Bridgend) Limited

We have audited the financial statements of Burton (Bridgend) Limited for the year ended 30 June 2004 which comprise the principal accounting policies, profit and loss account, balance sheet, cash flow statement and notes 1 to 16. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the report of the directors and the financial statements in accordance with United Kingdom law and accounting standards are set out in the statement of directors' responsibilities.

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 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.

We read other information contained in the Directors' Report and consider whether it is consistent with the audited financial statements. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

Basis of 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.

Report of the independent auditors to the members of Burton (Bridgend) Limited (continued)

Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the company as at 30 June 2004 and of its loss for the year then ended, and have been properly prepared in accordance with the Companies Act 1985.

Grant Thornton UK LLP

GRANT THORNTON UK LLP
REGISTERED AUDITORS
CHARTERED ACCOUNTANTS

Central Milton Keynes

29 April 2005

Principal accounting policies

Basis of accounting

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

Investment properties

Investment properties are shown at their open market value. The surplus or deficit arising from the annual revaluation is transferred to the investment revaluation reserve unless a deficit, or its reversal, on an individual investment property is expected to be permanent, in which case it is recognised in the profit and loss account for the year.

This is in accordance with SSAP 19 which, unlike Schedule 4 to the Companies Act 1985, does not require depreciation of investment properties. Investment properties are held for their investment potential and not for use by the company and so their current value is of prime importance. The departure from the provisions of the Act is required in order to give a true and fair view.

Investment properties subject to a sale agreement, expected to complete within twelve months of the balance sheet date, are transferred to current assets in order to better reflect a true and fair view.

Stocks

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

Profit and loss account

	Note	2004 £	2003 £
Turnover		—	—
Other operating charges	1	7,339	2,862
Other operating income	2	(30,000)	(30,000)
Operating profit	3	22,661	27,138
Interest receivable		3,556	960
Interest payable	5	(26,392)	(30,329)
Loss on ordinary activities before taxation		(175)	(2,231)
Tax on loss on ordinary activities	6	—	—
Loss for the financial year		(175)	(2,231)

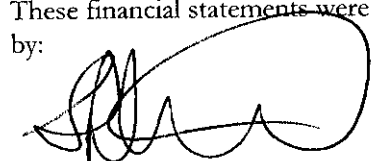
All of the activities of the company are classed as continuing.

The company has no recognised gains or losses other than the results for the year as set out above.

Balance sheet

	Note	2004 £	2003 £
Fixed assets			
Tangible assets	7	—	700,796
Current assets			
Stocks	8	700,796	—
Cash at bank		517,742	203,531
		<u>1,218,538</u>	<u>203,531</u>
Creditors: amounts falling due within one year	9	<u>779,722</u>	<u>165,336</u>
Net current assets		<u>438,816</u>	<u>38,195</u>
Total assets less current liabilities		<u>438,816</u>	<u>738,991</u>
Creditors: amounts falling due after more than one year	10	—	300,000
		<u>438,816</u>	<u>438,991</u>
Capital and reserves			
Called-up share capital	12	808,000	808,000
Profit and loss account	13	(369,184)	(369,009)
		<u>438,816</u>	<u>438,991</u>
Shareholders' funds:	14		
Equity		(219,184)	(219,009)
Non-equity		658,000	658,000
		<u>438,816</u>	<u>438,991</u>

These financial statements were approved by the directors on 23/2/05 and are signed on their behalf by:



S B Hughes
For and on behalf of Motors Directors Limited

Cash flow statement

	Note	2004 £	2003 £
Net cash inflow from operating activities	15(a)	637,047	149,699
Returns on investments and servicing of finance			
Interest received		3,556	960
Interest paid		(26,392)	(30,329)
Net cash outflow from returns on investments and servicing of finance		(22,836)	(29,369)
Cash inflow before financing		614,211	120,330
Financing			
Repayment of long-term amounts owed to group undertakings		(300,000)	—
Net cash outflow from financing		(300,000)	—
Increase in cash	15(b)	314,211	120,330

Notes to the financial statements

1 Other operating income and charges

	2004 £	2003 £
Administrative expenses	7,339	2,862
Other operating income	(30,000)	(30,000)
	<u>(22,661)</u>	<u>(27,138)</u>

2 Other operating income

	2004 £	2003 £
Rent receivable	<u>30,000</u>	<u>30,000</u>

3 Operating profit

Operating profit is stated after charging:

	2004 £	2003 £
Directors' emoluments	—	—
Auditors' remuneration:		
Audit fees	<u>2,232</u>	<u>2,115</u>

4 Directors and employees

No salaries or wages have been paid to employees, including the directors, during the year.

5 Interest payable and similar charges

	2004 £	2003 £
Other similar charges payable	<u>26,392</u>	<u>30,329</u>

6 Taxation on ordinary activities

Factors affecting current tax charge

The tax assessed on the loss on ordinary activities for the year is higher than the standard rate of corporation tax in the UK of 30% (2003 - 30%).

	2004	2003
	£	£
Loss on ordinary activities before taxation	(175)	<u>(2,231)</u>
Loss on ordinary activities by rate of tax	(53)	(669)
Tax liability on conditional sale agreement (See Note 7)	310,000	—
Movement in group tax losses	(310,630)	2,097
Expenses not deductible for tax purposes	683	—
Other	—	<u>(1,428)</u>
Total current tax	—	<u>—</u>

The accounts have been prepared on the basis that the Board understands that *group relief* from the parent undertaking (See Note 16) is available to cover the tax liability on the conditional sale agreement entered into during the year at no charge to the company.

7 Tangible fixed assets

	Investment property
	£
Cost	
At 1 July 2003	700,796
Transfers	<u>(700,796)</u>
At 30 June 2004	<u>—</u>
Net book value	
At 30 June 2004	<u>—</u>
At 30 June 2003	<u>700,796</u>

The Investment property is subject to a conditional sale agreement. All relevant conditions have been met and completion of the sale is expected within twelve months. The property has therefore been transferred to current assets, at cost.

8 Stocks

	2004	2003
	£	£
Development land for resale	700,796	<u>—</u>

9 Creditors: amounts falling due within one year

	2004 £	2003 £
Other creditors	773,783	153,257
Accruals and deferred income	5,939	12,079
	<u>779,722</u>	<u>165,336</u>

Other creditors include £750,000 (2003 - £129,475) received from a third party in respect of a deposit to purchase the property held for resale. The funds received represent a non-refundable deposit and are therefore held on balance sheet until such time as the sale completes.

10 Creditors: amounts falling due after more than one year

	2004 £	2003 £
Amounts owed to group undertakings	—	300,000

11 Related party transactions

The company repaid their £300,000 General Motors Acceptance Corporation real estate loan during the year. Interest of £26,392 was incurred of which £2,466 remained outstanding at the year end. General Motors Acceptance Corporation is a subsidiary of General Motors Corporation, the ultimate parent undertaking of this company.

12 Share capital

Authorised share capital:

	2004 £	2003 £
150,000 Ordinary shares of £1 each	150,000	150,000
658,000 Preference shares of £1 each	658,000	658,000
	<u>808,000</u>	<u>808,000</u>

Allotted, called up and fully paid:

	2004 No	£	2003 No	£
Ordinary shares of £1 each	150,000	150,000	150,000	150,000
Preference shares of £1 each	658,000	658,000	658,000	658,000
	<u>808,000</u>	<u>808,000</u>	<u>808,000</u>	<u>808,000</u>

12 Share capital (continued)

Preference shares

The redeemable preference shares are non-equity shares. The basic entitlement to a dividend at the rate of 1% net per share is waived, and instead these shares are entitled to a balance of any post tax profits remaining after redemption of the preference shares in accordance with the formula included in the company's Articles of Association. The redemption is made quarterly. Holders of preference shares have one vote for every share held. The rights of preference share shareholders on winding up are dependent upon a calculation determining funds in excess of 85% of the original total share capital, and such rights are ranked before those of ordinary shareholders.

Ordinary shares

The ordinary shares carry no voting rights until all preference shares have been redeemed.

13 Reserves

	Profit and loss account £
At 1 July 2003	(369,009)
Loss for the year	(175)
At 30 June 2004	<u>(369,184)</u>

14 Reconciliation of movements in shareholders' funds

Equity shareholders' funds

	2004 £	2003 £
Loss for the financial year	(175)	(2,231)
Opening shareholders' equity deficit	<u>(219,009)</u>	<u>(216,778)</u>
Closing shareholders' equity deficit	<u>(219,184)</u>	<u>(219,009)</u>

Non-equity shareholders' funds

Opening and closing shareholders' non-equity funds	<u>658,000</u>	<u>658,000</u>
Total shareholders' funds	<u>438,816</u>	<u>438,991</u>

15 Notes to the statement of cash flows

(a) Reconciliation of operating profit to net cash inflow from operating activities

	2004 £	2003 £
Operating profit	22,661	27,138
Decrease in debtors	–	15,452
Increase in creditors	614,386	107,109
Net cash inflow from operating activities	<u>637,047</u>	<u>149,699</u>

(b) Reconciliation of net cash flow to movement in net funds

	2004 £	2003 £
Increase in cash in the period	314,211	120,330
Net cash outflow from long-term amounts owed to group undertakings	300,000	–
	<u>614,211</u>	<u>120,330</u>
Change in net funds	614,211	120,330
Net debt at 1 July 2003	(96,469)	(216,799)
Net funds at 30 June 2004	<u>517,742</u>	<u>(96,469)</u>

(c) Analysis of changes in net funds

	At 1 Jul 2003 £	Cash flows £	At 30 Jun 2004 £
Net cash:			
Cash in hand and at bank	<u>203,531</u>	<u>314,211</u>	<u>517,742</u>
Debt:			
Debt due after 1 year	<u>(300,000)</u>	<u>300,000</u>	<u>–</u>
Net funds	<u>(96,469)</u>	<u>614,211</u>	<u>517,742</u>

16 Ultimate parent undertaking

The directors consider that the ultimate parent undertaking of this company is General Motors Corporation incorporated in the United States of America.

Vauxhall Motors Limited is this company's controlling related party by virtue of its holding of redeemable preference shares. The ultimate controlling related party is General Motors Corporation as a result of Vauxhall Motors Limited being one of its subsidiary companies.

On the grounds of materiality, no group accounts have been drawn up which include this company's results.