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A.H.P. TRAILERS LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2004



COMPANY INFORMATION

DIRECTORS

A.H. Phillips

Miss G.T. Phillips

SECRETARY

Miss G.T. Phillips

COMPANY NUMBER

FC007478

REGISTERED OFFICE

Oak Walk St. Peter

Jersey

Channel Islands

JE3 7EF

AUDITORS

Horwath Clark Whitehill LLP

Chartered Accountants & Registered Auditors

Foley House 123 Stourport Road Kidderminster Worcestershire **DY11 7BW**

A.H.P. TRAILERS LIMITED

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DIRECTORS' REPORT For the year ended 30 June 2004

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

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;
- 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 (Jersey) Law 1991. 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.

PRINCIPAL ACTIVITIES AND REVIEW OF BUSINESS

The principal activity of the company continues to be the manufacture, sale and repair of articulated trailers.

The trading loss for the year after taxation was £33,891. The directors believe that the company is in a good position to take advantage of future opportunities which may arise.

A dividend of £30,928 was paid during the year.

DIRECTORS

The directors who served during the year and their beneficial interests in the company's issued share capital were:

	Ordinary of £1 e		
A.H. Phillips	30/6/04	<u>1/7/03</u>	
	291	291	
Miss G.T. Phillips	-	-	

POLITICAL AND CHARITABLE CONTRIBUTIONS

The company made charitable contributions of £1,100 in the year.

AUDITORS

Following the transfer of substantially all of the business of Horwath Clark Whitehill to a limited liability partnership on 1 April 2004, Horwath Clark Whitehill resigned and the directors appointed their successor, Horwath Clark Whitehill LLP as auditors.

Horwath Clark Whitehill LLP have expressed their willingness to continue in office as auditors and a resolution proposing their reappointment will be submitted to the forthcoming Annual General Meeting.

This report was approved by the board on 23 May 2005 and signed on its behalf.

Miss G.T. Phillips

Secretary

G. Phillips

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF A.H.P. TRAILERS LIMITED

We have audited the financial statements of A.H.P. Trailers Limited for the year ended 30 June 2004 set out on pages 3 to 10. These financial statements have been prepared under the historical cost convention and the accounting policies set out on page 5.

This report is made solely to the company's shareholders, as a body, in accordance with the Companies (Jersey) Law 1991. Our audit work has been undertaken so that we might state to the company's shareholders 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 shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

As described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable Jersey 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 (Jersey) Law 1991. 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 the Directors' Report 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 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.

UNQUALIFIED OPINION

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 30 June 2004 and of its loss for the year then ended and have been properly prepared in accordance with the Companies (Jersey) Law 1991.

Hornath Clark Whitehill LLP
Chartered Accountants
Registered Auditors

Foley House 123 Stourport Road Kidderminster Worcestershire DY11 7BW

23 May 2005

PROFIT AND LOSS ACCOUNT For the year ended 30 June 2004

	Note	2004 £	2003 £
TURNOVER	2	2,203,737	2,198,046
Cost of sales		(1,861,529)	(1,937,916)
GROSS PROFIT		342,208	260,130
Administrative expenses		(371,912)	(330,345)
Other operating income		3,300	11,540
OPERATING LOSS	3	(26,404)	(58,675)
Interest receivable		260	149
Interest payable	6	(12,231)	(12,574)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(38,375)	(71,100)
TAX ON LOSS ON ORDINARY ACTIVITIES	7	4,484	12,568
LOSS ON ORDINARY ACTIVITIES AFTER TAXATION		(33,891)	(58,532)
DIVIDENDS - On equity shares	8	(30,928)	
RETAINED LOSS FOR THE FINANCIAL YEAR		(64,819)	(58,532)
RETAINED PROFIT BROUGHT FORWARD		291,563	350,095
RETAINED PROFIT CARRIED FORWARD		226,744	291,563

All amounts relate to continuing operations.

There were no recognised gains and losses for 2004 or 2003 other than those included in the profit and loss account.

The notes on pages 5 to 10 form part of these financial statements.

BALANCE SHEET As at 30 June 2004

		200		200	
FIXED ASSETS	Note	£	£	£	£
Tangible fixed assets	9		290,843		309,391
CURRENT ASSETS					
Stocks	10	193,678		339,071	
Debtors	11	447,240		418,074	
Cash at bank		5,452		5,368	
		646,370		762,513	
CREDITORS : amounts falling due within one year	12	(710,169)		(780,041)	
NET CURRENT LIABILITIES			(63,799)		(17,528)
TOTAL ASSETS LESS CURRENT LIABIL	LITIES		227,044		291,863
CAPITAL AND RESERVES					
Called up share capital	13		300		300
Profit and loss account			226,744		291,563
SHAREHOLDERS' FUNDS - All Equity	17		227,044		291,863
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The final statements were approved by the board on 23 May 2005 and signed on its behalf.

A.H. Phillips
Director

The notes on pages 5 to 10 form part of these financial statements.

1. ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements

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

1.2 Turnover

Turnover comprises the invoiced value of goods and services supplied by the company, exclusive of Value Added Tax and trade discounts.

1.3 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Freehold land and buildings - 2% straight line
Plant and machinery - 20% straight line
Motor vehicles - 20% straight line
Fixtures, fittings and equipment - 20% straight line

1.4 Leasing and hire purchase

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible fixed assets and are depreciated over their useful lives. Finance leases are those where substantially all of the benefits and risks of ownership are assumed by the company. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the profit and loss account on a straight line basis.

1.5 Operating leases

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged to the profit and loss account as incurred.

1.6 Stocks and work in progress

Stocks and work in progress are valued at the lower of cost and net realisable value after making due allowance for obsolete and slow-moving stocks. Cost includes all direct costs and an appropriate proportion of fixed and variable overheads.

1.7 Deferred taxation

Provision is made in full for all taxation deferred in respect of timing differences that have originated but not reversed by the balance sheet date, except for gains on disposal of fixed assets which will be rolled over into replacement assets. No provision is made for taxation on permanent differences.

Deferred tax assets are recognised to the extent that it is more likely than not that they will be recovered.

1.8 Pensions

The company operates a defined contribution pension scheme and the pension charge represents the amounts payable by the company to the fund in respect of the year.

2. TURNOVER

The whole of the turnover is attributable to the manufacture, sale and repair of articulated trailers.

All turnover arose within the United Kingdom.

3.	OPERATING LOSS		
	The operating loss is stated after charging:		
		2004 £	2003 £
	Depreciation of tangible fixed assets: - owned by the company Auditors' remuneration	18,548 4,435	18,548 4,100
	Operating lease rentals: - plant and machinery - other operating leases	5,482 30,000	5,405 27,250
4.	STAFF COSTS		
	Staff costs, including directors' remuneration, were as follows:		
		2004 £	2003 £
	Wages and salaries Social security costs Other pension costs	370,726 41,519 12,495	422,528 43,407 15,066
		424,740	481,001
	The average monthly number of employees, including directors, dur	ing the year was as fo	llows:
		2004	2003
	Production Selling and distribution Administration	13 1 3	13 1 3
		17	17
5.	DIRECTORS' REMUNERATION		
		2004 £	2003 £
	Emoluments	124,446	148,257
	Company pension contributions to money purchase pension schemes	12,470	12,470
	During the year retirement benefits were accruing to 1 director (200	03 - 1) in respect of m	onev nurchase

During the year retirement benefits were accruing to 1 director (2003 - 1) in respect of money purchase pension schemes.

6.	INTEREST PAYABLE		
		2004	2003
	•	£	£
	On bank loans and overdrafts	12,231	11,564
	On finance leases and hire purchase contracts	-	1,010
		12,231	12,574
7.	TAXATION		
		2004	2003
		£	£
	Analysis of tax charge in year		
	Current tax (see note below)		/E 500
	UK corporation tax charge/(credit) on profit/(loss) of the year Adjustments in respect of prior periods	-	(5,526) 575
	Total current tax	-	(4,951)
	Deferred tax		
	Origination and reversal of timing differences	(4,484)	(7,617)
	Total deferred tax (see note 16)	(4,484)	(7,617)
	Tax on profit on ordinary activities	(4,484)	(12,568)
	Factors affecting tax charge for year		
	The tax assessed for the year is higher than the standard rate of corp differences are explained below:	poration tax in the l	JK (19%). The
		2004	2003
		£	£
	Loss on ordinary activities before tax	(38,375)	(71,100)
	Loss on ordinary activities multiplied by the relevant standard rate of corporation tax in the UK of 19% (2003 - 19%)	(7,291)	(13,509)
	Effects of:	4 745	500
	Expenses not deductible for tax purposes Depreciation for period in excess of capital allowances	1,715 1,201	590 2,328
	Tax losses carried forward	4,375	5,194
	Effect of changes in rates between current and prior periods Adjustments to tax charge in respect of prior periods	-	(129) 575
	Current tax charge for year (see note above)	-	(4,951)
	Factors that may affect future tax charges		
	There are toy leader to corn, fanyord of CE4 272		

There are tax losses to carry forward of £51,372.

8.	DIVIDENDS					
					004 £	2003
	On equity shares				£	£
	Total dividends paid			3	0,928 	-
9.	TANGIBLE FIXED ASSETS					
		Freehold land and buildings	Plant and machinery	Motor vehicles	Fixtures, fittings and equipment	Total
		£	£	£	£	£
	Cost	000 000	00 500	55 ASA	40.740	445.040
	At 1 July 2003 and 30 June 2004	337,678	39,566	57,950	10,719	445,913
	Depreciation					
	At 1 July 2003	49,074	35,166	45,850	6,432	136,522
	Charge for the year	6,754	3,600	6,050	2,144	18,548
	At 30 June 2004	55,828	38,766	51,900	8,576	155,070
	Net book value					
	At 30 June 2004	281,850	800	6,050	2,143	290,843
	At 30 June 2003	288,604	4,400	12,100	4,287	309,391
10.	STOCKS					
				20	004	2003
					£	£
	Raw materials			14	1,199	117,485
	Work in progress				0,274	113,316
	Finished goods and goods for resale				2,205 	108,270
				19	3,678	339,071
				====		

The difference between purchase price or production cost of stocks and their replacement cost is not material.

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DEBIONS		
	2004	2003
	£	£
Due after more than one year		
Deferred tax asset (see note 16)	12,931	8,447
Due within one year		
Trade debtors	391,663	384,075
Other debtors	14,249	9,550
Prepayments and accrued income	25,563	7,642
Amounts due from related parties	2,834	2,834
Corporation tax repayable	•	5,526
		
	447,240	418,074

Included within other debtors due within one year is a loan to A.H. Phillips, a director, amounting to £4,699 (2003 - £nil). The maximum amount outstanding during the year was £4,699.

12. CREDITORS:

Amounts falling due within one year

2004	2003
£	£
257,542	297,238
372,710	366,427
53,124	77,675
10,180	17,423
16,613	21,278
	700.044
710,169 	780,041
	£ 257,542 372,710 53,124 10,180

Included within bank loans and overdrafts is £252,799 (2003: £291,223) secured on the company's freehold land and buildings at Heathmill Road, Wombourne.

13. SHARE CAPITAL

	2004	2003
	£	£
Authorised		
10,000 Ordinary shares of £1 each	10,000	10,000
Allotted, called up and fully paid		
300 Ordinary shares of £1 each	300	300

14. OPERATING LEASE COMMITMENTS

At 30 June 2004 the company had annual commitments under non-cancellable operating leases as follows:

	Land and buildings		Other	
	2004	2003	2004	2003
	£	£	£	£
Expiry date:				
Within 1 year	30,000	30,000	-	-

15. RELATED PARTY TRANSACTIONS

The directors of AHP Trailers Limited hold 100% of the share capital of AHP Estates Limited. A balance of £2,834 (2003: £2,834) was due from AHP Estates Limited at the year end.

16. DEFERRED TAXATION

	2004	2003
	£	£
At 1 July 2003	8,447	83 <i>0</i>
Created during the year	4,484	7,617
At 30 June 2004	12,931	8,447
The deferred tax asset is made up as follows:		
	2004	2003
	£	£
Accelerated capital allowances	3,170	3,253
Unutilised trading losses	9,761	5, 194
	12,931	8,447

The deferred asset is included at a corporation tax rate of 19%, as the directors consider this to be the most relevant rate based on expected levels of profit.

17. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	2004	2003
	£	£
Loss for the year	(33,891)	(58,532)
Dividends	(30,928)	-
	(64,819)	(58,532)
Opening shareholders' funds	291,863	350,395
Closing shareholders' funds	227,044	291,863
	===== ==	