



**ANDERSEN**

**Metallifactory Limited**

Accounts for the year ended 31 December 2000

Registered number: 341841



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COMPANIES HOUSE

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31/01/02

## Directors' report

For the year ended 31 December 2000

The directors present their annual report on the affairs of the company, together with the accounts and auditors' report for the year ended 31 December 2000.

### Principal activities

On 1 January 2000, the trade, assets and liabilities of the company were transferred to Dura Automotive Limited (formerly Adwest Western Thomson Limited) at book value. This transfer was undertaken to simplify the corporate structure within the United Kingdom Dura group. Consequently, the company ceased its principal activity after the transfer.

### Results and dividends

The audited accounts for the year ended 31 December 2000 are set out on pages 4 to 16. The result for the period after taxation was £nil (period ended 31 December 1999 – profit of £1,210,000).

The directors paid a dividend of £nil (period ended 31 December 1999 - £3,600,000).

### Directors

The directors who served during the period, and subsequently, were as follows:

K G Lowen

D G Brooks

D Woolford (appointed 4 June 2001)

J M Swindells (resigned 31 December 2000)

J T Clifford (resigned 5 March 2001)

S Broadstock (resigned 29 March 2001)

D Craven (resigned 4 June 2001)

K W Walters (resigned 4 June 2001)

R D Blunt (resigned 4 June 2001)

None of the directors had any interests in the shares of the company during the period.

## Directors' report (continued)

### Directors' responsibilities

Company law requires the directors to prepare accounts 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 accounts, 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 accounts; and
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business.

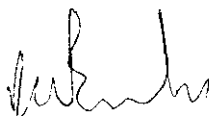
The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the accounts comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

### Auditors

A special resolution in accordance with S250 of the Companies Act 1985 will be placed before the annual general meeting, waiving the requirement to annually appoint auditors.

Woodley  
Reading  
RG5 4SN

By order of the Board,



D G Brooks

Director

30 January 2002

**To the Shareholders of Metallifactory Limited:**

We have audited the accounts on pages 4 to 16 which have been prepared under the historical cost convention and the accounting policies set out on pages 6 to 8.

**Respective responsibilities of directors and auditors**

As described on page 2, the company's directors are responsible for the preparation of the accounts in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

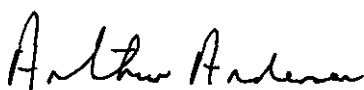
**Basis of opinion**

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 accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, and of whether the accounting policies are appropriate to the circumstances of the company, 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 accounts 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 accounts.

**Opinion**

In our opinion the accounts give a true and fair view of the state of affairs of the company at 31 December 2000 and have been properly prepared in accordance with the Companies Act 1985.



**Arthur Andersen**  
**Chartered Accountants and Registered Auditors**

Four Brindleyplace  
Birmingham  
B1 2HZ

30 January 2002

# Profit and loss account

For the year ended 31 December 2000

|  | Notes | Year ended<br>31 December<br>2000<br>£'000 | 14 months<br>31 December<br>1999<br>£'000 |
|--|-------|--|---|
| <b>Turnover</b>                                      | 2     | -  | 18,538                                    |
| Cost of sales  |       | -  | (14,686)                                  |
| <b>Gross profit</b>                                  |       | -  | 3,852                                     |
| Other operating expenses (net)                       | 3     | -  | (2,109)                                   |
| <b>Operating profit</b>                              |       | -  | 1,743                                     |
| Interest payable and similar charges                 | 4     | -  | -   |
| <b>Profit on ordinary activities before taxation</b> | 5     | -  | 1,743                                     |
| Tax on profit on ordinary activities                 | 6     | -  | (533)                                     |
| <b>Profit on ordinary activities after taxation</b>  |       | -  | 1,210                                     |
| <b>Dividends paid and proposed</b>                   | 7     | -  | (3,600)                                   |
| <b>Retained loss for the period</b>                  | 15    | -  | (2,390)                                   |

The company did not trade during the year.

There are no recognised gains or losses in either period other than the result for that period.

## Note of historical cost profits and losses

For the year ended 31 December 2000

|   | Year ended<br>31 December<br>2000<br>£'000 | 14 months<br>31 December<br>1999<br>£'000 |
|---|--|---|
| Reported profit on ordinary activities before taxation  | -  | 1,743                                     |
| Difference between historical cost depreciation and depreciation calculated on revalued amounts | -  | 4   |
| Historical cost profit on ordinary activities before taxation                                   | -  | 1,747                                     |
| Historical cost retained loss for the period  | -  | (2,386)                                   |

The accompanying notes are an integral part of this profit and loss account and this note of historical cost profits and losses.

Balance sheet  
31 December 2000

|   | Notes | 31 December<br>2000<br>£'000 | 31 December<br>1999<br>£'000 |
|---|-------|------------------------------|------------------------------|
| <b>Fixed assets</b>                                   |       |                              |                              |
| Tangible assets                                       | 9     | -                            | 4,411                        |
| <b>Current assets</b>                                 |       |                              |                              |
| Stocks  | 10    | -                            | 748                          |
| Debtors   | 11    | 1,465                        | 3,307                        |
| Cash at bank and in hand                              |       | -                            | 1,337                        |
|   |       | 1,465                        | 5,392                        |
| <b>Creditors: Amounts falling due within one year</b> | 12    | -                            | (8,060)                      |
| <b>Net current assets (liabilities)</b>               |       | 1,465                        | (2,668)                      |
| <b>Total assets less current liabilities</b>          |       | 1,465                        | 1,743                        |
| <b>Provisions for liabilities and charges</b>         | 13    | -                            | (278)                        |
| <b>Net assets</b>                                     |       | 1,465                        | 1,465                        |
| <b>Capital and reserves</b>                           |       |                              |                              |
| Called-up share capital                               | 14    | 105                          | 105                          |
| Revaluation reserve                                   | 15    | -                            | 565                          |
| Profit and loss account                               | 15    | 1,360                        | 795                          |
| <b>Equity shareholders' funds</b>                     | 16    | 1,465                        | 1,465                        |

The accounts on pages 4 to 16 were approved by the board of directors and signed on its behalf by:

D G Brooks



Director

30 January 2002

The accompanying notes are an integral part of this balance sheet.

## Notes to accounts

31 December 2000

### 1 Accounting policies

A summary of the company's principal accounting policies, all of which have been applied consistently throughout the year and the preceding period, is set out below.

#### *a) Basis of accounting*

The accounts have been prepared under the historical cost convention, modified to include the revaluation of certain fixed assets, and in accordance with applicable accounting standards.

The company is exempt from the requirement of Financial Reporting Standard 1 "Cash flow statements" to present a cash flow statement because it is a wholly owned subsidiary of Dura UK Limited which prepares publicly available consolidated accounts that incorporate the results of the company.

#### *b) Turnover*

Turnover represents the invoiced value of goods and services provided, net of trade discounts, VAT and other sales related taxes.

#### *c) Tangible fixed assets*

Tangible fixed assets are stated at cost less depreciation and any provision for impairment. Depreciation is provided at rates calculated to write off the cost or valuation, less estimated residual value, of each asset over its estimated useful life, as follows:

Freehold buildings and long leasehold

|                                    |                            |
|------------------------------------|----------------------------|
| land and buildings                 | 50 years                   |
| Short leasehold land and buildings | over the term of the lease |
| Plant and equipment                | 6 to 10 years              |
| Motor vehicles                     | 4 years                    |
| Computers                          | 5 years                    |

No depreciation is provided on freehold land.

## Notes to accounts (continued)

### 1 Accounting policies (continued)

#### d) *Revaluation of properties*

The company has taken advantage of the transitional provisions of FRS 15 "Tangible fixed assets" and retained the book amounts of certain freehold properties which were revalued prior to implementation of that standard.

Where depreciation charges are increased following a revaluation, an amount equal to the increase is transferred annually from the revaluation reserve to the profit and loss account as a movement on reserves. On the disposal or recognition of a provision for impairment of a revalued fixed asset, any related balance remaining in the revaluation reserve is also transferred to the profit and loss account as a movement on reserves.

#### e) *Taxation*

Corporation tax payable is provided on taxable profits at the current rate.

Deferred tax is provided using the liability method on all timing differences, to the extent that they are expected to reverse in the future without being replaced, calculated at the rate at which it is anticipated the timing differences will reverse.

#### f) *Stocks*

Stocks are stated at the lower of cost and net realisable value. Cost is determined on a first-in, first-out basis. The cost of work in progress and finished goods comprises materials, direct labour and an attributable proportion of manufacturing overheads based on normal levels of activity.

Net realisable value is based on estimated selling price, less further costs expected to be incurred to completion and disposal. Provision is made for obsolete, slow-moving or defective items where appropriate.

#### g) *Tooling*

Tooling costs are accounted for as follows:

- (i) Customer financed tooling is carried forward until production commences when the cost of tooling is written off over the production life of the product.
- (ii) Self funded tooling is written off over the shorter of five years or the life of the project.

## Notes to accounts (continued)

### 1 Accounting policies (continued)

#### *h) Pension costs*

For defined benefit schemes the amount charged to the profit and loss account in respect of pension costs and other post-retirement benefits is the estimated regular cost of providing the benefits accrued in the period, adjusted to reflect variations from that cost. The regular cost is calculated so that it represents a substantially level percentage of current and future payroll. Variations from regular cost are charged or credited to the profit and loss account as a constant percentage of payroll over the estimated average remaining working life of the scheme members. Defined benefit schemes are funded, with the assets of the scheme held separately from those of the company in separate trustee administered funds. Differences between amounts charged to the profit and loss account and amounts funded are shown as either provisions or prepayments in the balance sheet.

For defined contribution schemes the amount charged to the profit and loss account in respect of pension costs and other post-retirement benefits is the contributions payable in the period. Differences between contributions payable in the period and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

#### *i) Foreign currency*

Transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction or, if hedged, at the forward contract rate. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date or, if appropriate, at the forward contract rate. All exchange differences are included in the profit and loss account.

#### *j) Leases*

Assets held under finance leases and other similar contracts, which confer rights and obligations similar to those attached to owned assets, are capitalised as tangible fixed assets and are depreciated over the shorter of the lease terms and their useful lives. The capital elements of future lease obligations are recorded as liabilities, while the interest elements are charged to the profit and loss account over the period of the leases to produce a constant rate of charge on the balance of capital repayments outstanding. Hire purchase transactions are dealt with similarly, except that assets are depreciated over their useful lives.

Rentals under operating leases are charged on a straight-line basis over the lease term, even if the payments are not made on such a basis. Benefits received and receivable as an incentive to sign an operating lease are similarly spread on a straight-line basis over the lease term, except where the period to the review date on which the rent is first expected to be adjusted to the prevailing market rate is shorter than the full lease term, in which case the shorter period is used.

## Notes to accounts (continued)

### 2 Turnover

The geographical analysis of turnover by destination, which arose wholly from the company's principal activity in the United Kingdom, is as follows:

|                | Year ended<br>31 December<br>2000<br>£'000 | 14 months<br>ended<br>31 December<br>1999<br>£'000 |
|----------------|--|--|
| United Kingdom | -  | 10,327   |
| Rest of Europe | -  | 8,094  |
| Rest of World  | -  | 117  |
|                | <u>-</u>                                   | <u>18,538</u>                                      |

### 3 Other operating expenses (net)

|                         | Year ended<br>31 December<br>2000<br>£'000 | 14 months<br>ended<br>31 December<br>1999<br>£'000 |
|-------------------------|--|--|
| Distribution costs      | -  | 409  |
| Administrative expenses | -  | 1,989  |
|                         | <u>-</u>                                   | <u>2,398</u>                                       |
| Other operating income  | -  | (289)  |
|                         | <u>-</u>                                   | <u>2,109</u>                                       |

### 4 Interest payable and similar charges

|   | Year ended<br>31 December<br>2000<br>£'000 | 14 months<br>ended<br>31 December<br>1999<br>£'000 |
|---|--|--|
| On bank loans, overdrafts and other loans | <u>-</u>                                   | <u>-</u>   |

## Notes to accounts (continued)

### 5 Profit on ordinary activities before taxation:

Profit on ordinary activities before taxation is stated after charging (crediting):

|   | Year ended<br>31 December<br>2000<br>£'000 | 14 months<br>ended<br>31 December<br>1999<br>£'000 |
|---|--|--|
| Depreciation of owned tangible fixed assets | -  | 913  |
| Profit on sale of tangible fixed assets     | -  | (289)  |
| Operating lease rentals                     |  |  |
| - other                                     | -  | 42   |
| Auditors' remuneration for audit services   | -  | 14   |
|   | <hr/>                                      | <hr/>  |

### 6 Tax on profit on ordinary activities

The tax charge comprises

|                                | Year ended<br>31 December<br>2000<br>£'000 | 14 months<br>ended<br>31 December<br>1999<br>£'000 |
|--------------------------------|--|--|
| United Kingdom corporation tax | -  | 215  |
| Group relief                   | -  | 318  |
|                                | <hr/>                                      | <hr/>  |
|                                | -  | 533  |
|                                | <hr/>                                      | <hr/>  |

The group relief relates to amounts payable to fellow group undertakings for tax losses received by the company

### 7 Dividends paid and proposed on equity shares

|   | Year ended<br>31 December<br>2000<br>£'000 | 14 months<br>ended<br>31 December<br>1999<br>£'000 |
|---|--|--|
| Dividend paid of £nil (period ended 31 December 1999 - £34.29) per ordinary share | -  | 3,600  |
|   | <hr/>                                      | <hr/>  |

# Notes to accounts (continued)

## 8 Staff costs

The average monthly number of employees (including executive directors) was as follows:

|                | Year ended<br>31 December<br>2000<br>Number | 14 months<br>ended<br>31 December<br>1999<br>Number |
|----------------|---|---|
| Production     | -   | 208   |
| Administration | -   | 25  |
|                | <u>-</u>                                    | <u>233</u>  |

Their aggregate remuneration comprised:

|                       | Year ended<br>31 December<br>2000<br>£'000 | 14 months<br>ended<br>31 December<br>1999<br>£'000 |
|-----------------------|--|--|
| Wages and salaries    | -  | 3,694  |
| Social security costs | -  | 358  |
| Other pension costs   | -  | 54   |
|                       | <u>-</u>                                   | <u>4,106</u>                                       |

## Notes to accounts (continued)

### 8 Staff costs (continued)

#### *Directors remuneration*

The remuneration of the directors was as follows:

|            | Year ended<br>31 December<br>2000<br>£'000 | 14 months<br>ended<br>31 December<br>1999<br>£'000 |
|------------|--|--|
| Emoluments | -  | 354  |

The services of K.W. Walters, R.D. Blunt, K.G. Lowen, D.G. Brooks, J.M. Swindells, J.T. Clifford and S. Broadstock are provided for by other group undertakings. No part of their remuneration is specifically attributed to their services to Metallifacure Limited.

#### *Pensions*

The number of directors who were members of pension schemes was as follows:

|                         | Year ended<br>31 December<br>2000<br>Number | 14 months<br>ended<br>31 December<br>1999<br>Number |
|-------------------------|---|---|
| Defined benefit schemes | -   | 5   |

#### *Highest paid director*

The above amounts for remuneration include the following in respect of the highest paid director.

|            | Year ended<br>31 December<br>2000<br>£'000 | 14 months<br>ended<br>31 December<br>1999<br>£'000 |
|------------|--|--|
| Emoluments | -  | 118  |

# Notes to accounts (continued)

## 9 Tangible fixed assets

|                                    | Freehold<br>land and<br>buildings<br>£'000 | Short<br>leasehold<br>land and<br>buildings<br>£'000 | Plant,<br>machinery<br>and vehicles<br>£'000 | Fixtures and<br>fittings<br>£'000 | Total<br>£'000 |
|------------------------------------|--|--|--|-----------------------------------|----------------|
| <b>Cost or valuation</b>           |  |  |  |                                   |                |
| At 31 December 1999                | 1,252                                      | 15   | 7,819  | 238                               | 9,324          |
| Transfers to other group companies | (1,252)                                    | (15)   | (7,819)                                      | (238)                             | (9,324)        |
| At 31 December 2000                | -  | -  | -  | -                                 | -              |
| <b>Depreciation</b>                |  |  |  |                                   |                |
| At 31 December 1999                | 60   | 15   | 4,605  | 233                               | 4,913          |
| Charge for the year                | -  | -  | -  | -                                 | -              |
| Transfers to other group companies | (60)                                       | (15)   | (4,605)                                      | (233)                             | (4,913)        |
| At 31 December 2000                | -  | -  | -  | -                                 | -              |
| <b>Net book value</b>              |  |  |  |                                   |                |
| At 31 December 1999                | 1,192                                      | -  | 3,214  | 5                                 | 4,411          |
| At 31 December 2000                | -  | -  | -  | -                                 | -              |

No depreciation has been provided on land at valuation of £nil (31 December 1999 - £297,000).

Freehold land and buildings were revalued on the basis of open market value for the existing use at 31 May 1999 by Richard Ellis, Chartered Surveyors. The historical cost and related depreciation of revalued assets are as follows:

|                          | 31 December<br>2000<br>£'000 | 31 December<br>1999<br>£'000 |
|--------------------------|------------------------------|------------------------------|
| Historical cost          | -                            | 1,400                        |
| Accumulated depreciation | -                            | (28)                         |
| Net book value           | -                            | 1,372                        |

## Notes to accounts (continued)

### 10 Stocks

|                               | 31 December<br>2000<br>£'000 | 31 December<br>1999<br>£'000 |
|-------------------------------|------------------------------|------------------------------|
| Raw materials and consumables | -                            | 500                          |
| Work in progress              | -                            | 111                          |
| Finished goods                | -                            | 137                          |
|                               | <u>-</u>                     | <u>748</u>                   |

There is no material difference between the balance sheet value of stocks and their replacement cost.

### 11 Debtors

|                                    | 31 December<br>2000<br>£'000 | 31 December<br>1999<br>£'000 |
|------------------------------------|------------------------------|------------------------------|
| Trade debtors                      | -                            | 2,739                        |
| Amounts owed by group undertakings | 1,465                        | -                            |
| Prepayments and accrued income     | -                            | 568                          |
|                                    | <u>1,465</u>                 | <u>3,307</u>                 |

### 12 Creditors: Amounts falling due within one year

|                                    | 31 December<br>2000<br>£'000 | 31 December<br>1999<br>£'000 |
|------------------------------------|------------------------------|------------------------------|
| Trade creditors                    | -                            | 2,297                        |
| Amounts owed to group undertakings | -                            | 4,791                        |
| Corporation tax                    | -                            | 188                          |
| Other taxation and social security | -                            | 56                           |
| Accruals and deferred income       | -                            | 728                          |
|                                    | <u>-</u>                     | <u>8,060</u>                 |

## Notes to accounts (continued)

### 13 Provisions for liabilities and charges

Deferred tax provided and not provided are as follows:

|                                | Provided                     |                              | Not provided                 |                              |
|--------------------------------|------------------------------|------------------------------|------------------------------|------------------------------|
|                                | 31 December<br>2000<br>£'000 | 31 December<br>1999<br>£'000 | 31 December<br>2000<br>£'000 | 31 December<br>1999<br>£'000 |
| Accelerated capital allowances | -                            | 278                          | -                            | 211                          |

### 14 Called-up share capital

|  | 31 December<br>2000<br>£'000 | 31 December<br>1999<br>£'000 |
|--|------------------------------|------------------------------|
| Authorised, allotted, called-up and fully-paid<br>105,000 ordinary shares of £1 each | 105                          | 105                          |

### 15 Reserves

|                       | Revaluation<br>reserve<br>£'000 | Profit and<br>loss account<br>£'000 | Total<br>£'000 |
|-----------------------|---------------------------------|-------------------------------------|----------------|
| At 31 December 1999   | 565                             | 795                                 | 1,360          |
| Result for the period | -                               | -                                   | -              |
| Transfers             | (565)                           | 565                                 | -              |
| At 31 December 2000   | -                               | 1,360                               | 1,360          |

### 16 Reconciliation of movements in shareholders' funds

|                                     | 31 December<br>2000<br>£'000 | 31 December<br>1999<br>£'000 |
|-------------------------------------|------------------------------|------------------------------|
| Profit for the period               | -                            | 1,210                        |
| Dividends paid and proposed         | -                            | (3,600)                      |
| Net movement in shareholders' funds | -                            | (2,390)                      |
| Opening shareholders' funds         | 1,465                        | 3,855                        |
| Closing shareholders' funds         | 1,465                        | 1,465                        |

## Notes to accounts (continued)

### 17 Financial commitments

There were no capital commitments at either period end.

Annual commitments under non cancellable operating leases are as follows:

|                              | Land and buildings           |                              |
|------------------------------|------------------------------|------------------------------|
|                              | 31 December<br>2000<br>£'000 | 31 December<br>1999<br>£'000 |
| Expiry date                  |                              |                              |
| - within one year            | -                            | 15                           |
| - between two and five years | -                            | 45                           |
| - after five years           | -                            | 68                           |
|                              | <hr/>                        | <hr/>                        |
|                              | -                            | 128                          |
|                              | <hr/>                        | <hr/>                        |

### 18 Contingent liability

At 31 December 2000, the company had contingent liabilities relating to the borrowings of other group undertaking amounting to £5,828,321. (31 December 1999 - £nil)

### 19 Related party disclosures

In accordance with the exemption permitted by Financial Reporting Standard 8 "Related party disclosures", related party transactions between members of the group, headed by Dura Automotive Systems, Inc., are not disclosed as more than 90% of the company's voting rights are controlled within the group and consolidated accounts, which incorporate the results of the company, are publicly available.

### 20 Ultimate parent company and controlling party

The directors regard Dura Automotive Systems, Inc., a company incorporated in the United States of America, as the ultimate parent company and the ultimate controlling party.

Dura Automotive Systems, Inc., is the parent company of the largest group of which the company is a member and for which group accounts are drawn up. Copies of the accounts are available from 4508 IDS Center, Minneapolis, Minnesota 55405.

Dura UK Limited is the parent of the smallest group of which the company is a member and for which group accounts are drawn up. Copies of the accounts are available from Companies House, Crown Way, Cardiff, CF4 3UZ.