10015

Company Registration No. 1297497 (England and Wales)

WILLIAMS GRAND PRIX ENGINEERING LIMITED REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 NOVEMBER 2003

LD4 *LMAGCZDL* 0182
COMPANIES HOUSE 15/10/04

COMPANY INFORMATION

Directors F O G Williams Esq.

P M Head Esq.
D Mayall Esq.

Secretary Cavendish Secretarial Limited

Company number 1297497

Registered office Grove

Wantage Oxfordshire OX12 0DQ

Auditors Leigh Carr

72 New Cavendish Street

London W1G 8AU

Business address Grove

Wantage Oxfordshire OX12 0DQ

CONTENTS

	Page
Directors' report	1 - 2
Independent auditors' report	3
Profit and loss account	4
Statement of total recognised gains and losses	5
Balance sheet	6
Cash flow statement	7
Notes to the cash flow statement	8
Notes to the financial statements	9 - 17

DIRECTORS' REPORT FOR THE YEAR ENDED 30 NOVEMBER 2003

The directors present their report and financial statements for the year ended 30 November 2003.

Principal activities and review of the business

The principal activity of the company continued unchanged as that of running a Formula 1 Grand Prix racing team.

The results for the year and the financial position at the year end are as disclosed in these financial statements. The directors are confident that the company will return to profitability in the foreseeable future.

Results and dividends

The results for the year are set out on page 4.

An interim ordinary dividend was paid amounting to £650,000. The directors recommend payment of a final dividend amounting to £442,857.

Market value of land and buildings

In the opinion of the directors the market value of land and buildings is not materially different from the current net book value.

Future developments

The company will continue its extensive research and development programme as it strives to maintain its position as a leading Formula One racing team.

Directors

The following directors have held office since 1 December 2002:

F O G Williams Esq.

PM Head Esq.

D Mayall Esq.

Directors' interests

The directors' beneficial interests in the shares of the company were as stated below:

	Ordinary	Ordinary shares of £ 1 each		
	30 November 2003	1 December 2002		
F O G Williams Esq.	70,000	70,000		
P M Head Esq.	30,000	30,000		
D Mayall Esq.	-	-		

Charitable and political donations

During the year the company made political donations of £5,447 to Vote 2004 and charitable donations of £7,630.

Employee involvement

The company's policy is to consult and discuss with employees, through unions, staff councils and at meetings, matters likely to affect employees' interests.

Information of matters of concern to employees is given through a staff forum, information bulletins and reports which seek to achieve a common awareness on the part of all employees of the financial and economic factors affecting the company's performance.

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2003

Disabled persons

It is the company's policy to offer equal opportunity to all persons, including disabled persons, applying for vacancies having regard to their aptitudes and abilities in relation to the jobs for which they apply.

Taxation status

The company was a close company within the provisions of the Income and Corporation Taxes Act 1988 and this position has not changed since the end of the financial year.

Creditor payment policy

The company's current policy concerning the payment of trade creditors is to:

- settle the terms of payment with suppliers when agreeing the terms of each transaction;
- ensure that suppliers are made aware of the terms of payment by inclusion of the relevant terms in contracts; and
- pay in accordance with the company's contractual and other legal obligations.

On average, trade creditors at the year end represented 72 (2002-77) days' purchases.

Auditors

In accordance with section 385 of the Companies Act 1985, a resolution proposing that Leigh Carr be reappointed as auditors of the company will be put to the Annual General Meeting.

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:
- -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 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 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.

By order of the board

Cavendish Secretarial Limited

Secretary

2 June 2004

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF WILLIAMS GRAND PRIX ENGINEERING LIMITED

We have audited the financial statements of Williams Grand Prix Engineering Limited on pages 4 to 17 for the year ended 30 November 2003. These financial statements have been prepared under the historical cost convention and 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 auditor's 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 the directors and auditors

As described in the statement of directors' responsibilities on page 2 the company's directors are responsible for the preparation of the financial statements in accordance with applicable 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 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 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 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.

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 30 November 2003 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Ļeigh Carr

Chartered Accountants

Registered Auditor

2 June 2004

72 New Cavendish Street London

W1G 8AU

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES FOR THE YEAR ENDED 30 NOVEMBER 2003

	2003 £	2002 £
(Loss)/profit for the financial year	(955,432)	1,059,647
Prior year adjustment	<u>-</u>	(2,687,807)
Total gains and losses recognised since last financial statements	(955,432)	(1,628,160)

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 NOVEMBER 2003

	Notes	2003 £	2002 £
	11000	~	_
Turnover	2	84,336,041	82,221,193
Cost of sales		(18,413,571)	(17,440,382)
Gross profit		65,922,470	64,780,811
Distribution costs		(56,837,850)	(48,226,091)
Administrative expenses		(12,935,919)	(15,076,778)
Other operating income		-	112,158
Operating (loss)/profit	3	(3,851,299)	1,590,100
Other interest receivable and similar income		45,321	91,161
Interest payable and similar charges	5	(783,872)	(488,991)
(Loss)/profit on ordinary activities			
before taxation		(4,589,850)	1,192,270
Tax on (loss)/profit on ordinary activities	6	3,634,418	(132,623)
(Loss)/profit on ordinary activities after taxation		(955,432)	1,059,647
Dividends	7	(1,092,857)	(1,210,000)
Retained loss for the year	16	(2,048,289)	(150,353)
			

The profit and loss account has been prepared on the basis that all operations are continuing operations.

BALANCE SHEET AS AT 30 NOVEMBER 2003

		2	2003		002
	Notes	£	£	£	£
Fixed assets					
Tangible assets	8		57,934,787		49,390,122
Current assets					
Stocks	9	370,184		360,339	
Debtors	10	12,806,876		16,514,803	
Deferred tax asset	10	-		-	
Cash at bank and in hand		750,981		376,261	
		13,928,041		17,251,403	
Creditors: amounts falling due within one year	11	(20,891,671)		(15,994,367)	
Net current (liabilities)/assets			(6,963,630)		1,257,036
Total assets less current liabilities			50,971,157		50,647,158
Creditors: amounts falling due after more than one year	12		(16,083,721)		(10,001,937)
Provisions for liabilities and charges	13				
Deferred tax liability			(2,173,611)		(5,883,107)
			32,713,825		34,762,114
					<u></u>
Capital and reserves	. –				
Called up share capital	15		100,000		100,000
Profit and loss account	16		32,613,825		34,662,114
Shareholders' funds - equity interests	17		32,713,825		34,762,114

The financial statements were approved by the Board on 2 June 2004

F O G Williams Esq. Director

WS

P M Head Esq.

CASH FLOW STATEMENT FOR THE YEAR ENDED 30 NOVEMBER 2003

		003		002
	£	£	£	£
Net cash inflow from operating activities		849,290		4,296,914
Returns on investments and servicing of finance				
Interest received	45,321		91,161	
Interest paid	(708,872)		(488,991)	
Net cash outflow for returns on investments and servicing of finance		(663,551)		(397,830)
Taxation		(28,133)		752,739
Capital expenditure Payments to acquire tangible assets Receipts from sales of tangible assets	(12,687,399) 270,000		(17,869,262) 15,338	
Net cash outflow for capital expenditure		(12,417,399)		(17,853,924)
Equity dividends paid		(1,280,000)		(940,000)
Net cash outflow before management of liquid resources and financing		(13,539,793)		(14,142,101)
Financing				
New long term bank loan	21,246,141		10,000,000	
Other new short term loans	2,097,675		-	
Repayment of long term bank loan	(15,162,420)		(5.044)	
Capital element of hire purchase contracts	(5,811) ————		(5,811)	
Net cash inflow from financing		8,175,585		9,994,189
Decrease in cash in the year		(5,364,208)		(4,147,912)

NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 30 NOVEMBER 2003

1	Reconciliation of operating (loss)/profit to net cash inflow from operating activities				2002
				£	£
	Operating (loss)/profit Depreciation of tangible assets (Profit)/loss on disposal of tangible assets Increase in stocks Decrease/(increase) in debtors (Decrease)/Increase in creditors within one year	ear		(3,851,299) 4,010,234 (137,500) (9,845) 3,690,892 (2,853,192) 849,290	3,994,837 222,985 (4,400) (5,033,501) 3,526,893
2	Analysis of net debt	1 December 2002	Cash flow	Other non- cash changes	30 November 2003
		£	£	£	£
	Net cash: Cash at bank and in hand Bank overdrafts	376,261 (5,184,703)	•	-	750,981 (10,923,631)
		(4,808,442)	(5,364,208)	-	(10,172,650)
	Debt: Finance leases Debts falling due within one year Debts falling due after one year	(7,748) - (10,000,000)	5,811 (2,097,675) (6,083,721)	-	(1,937) (2,097,675) (16,083,721)
		(10,007,748)	(8,175,585)		(18,183,333)
	Net debt	(14,816,190)	(13,539,793)	-	(28,355,983)
3	Reconciliation of net cash flow to moveme	ent in net debt		2003 £	2002 £
	Decrease in cash in the year Cash inflow from increase in debt and lease f	inancing		(5,364,208) (8,175,585)	• • •
	Movement in net debt in the year Opening net debt			(13,539,793) (14,816,190)	(14,142,101) (674,089)
	Closing net debt			(28,355,983)	(14,816,190)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 NOVEMBER 2003

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention.

1.2 Compliance with accounting standards

The financial statements are prepared in accordance with applicable accounting standards.

1.3 Turnover

Turnover represents the invoiced value of goods sold, sponsorship income, prize monies and bonuses as principal excluding value added tax and trade discounts.

1.4 Tangible fixed assets and depreciation

Tangible fixed assets other than freehold land are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Windtunnel and R & D equipment

20% reducing balance

Aircraft

10% straight line

Plant and machinery

20% reducing balance

Fixtures, fittings & equipment

20% reducing balance

Vehicles and pit equipment

20% to 25% straight line

A nil depreciation rate is provided in respect of the freehold property, which is shown at cost.

The company has a policy and practice of regular maintenance and repair (the charges for which are recognised in the profit and loss account), such that the resulting high residual value of the freehold premises would render any depreciation charge immaterial.

1.5 Leasing and hire purchase commitments

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible assets and depreciated over the shorter of the lease term and their useful lives. 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 so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

1.6 Stock

Stock is valued at the lower of cost and net realisable value.

Cost is determined on a first-in, first-out basis. Net realisable value is based on estimated selling price less further costs expected to be incurred to disposal.

1.7 Pensions

The pension costs charged in the financial statements represent the contributions payable by the company during the year in accordance with FRS 17.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2003

1 Accounting policies

(continued)

1.8 Deferred taxation

The accounting policy in respect of deferred tax reflects the requirements of FRS19 - Deferred tax. Deferred tax is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. In the current accounting period, the company has utilised substantial trading losses when calculating the deferred tax liability. The deferred tax balance has not been discounted.

The company first adopted FRS 19 in 2002. This change in accounting policy gave rise to a prior year tax adjustment of £2,687,807 in that accounting period, which amount has been seperately disclosed in the Statement of Total Recognised Gains and Losses.

1.9 Foreign currency translation

Assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange prevailing at the transaction date. All profits and losses on exchange are dealt with in the profit and loss account.

1.10 Research and development

The company is heavily committed to research and development activities so as to maintain its position as a world leader in Formula 1 racing. All expenditure on pure and applied research is written off to the profit and loss account as incurred.

2 Turnover

Turnover represents the invoiced value of sponsorship income, prize monies, goods sold and services rendered as principal excluding value added tax and trade discounts.

3	Operating (loss)/profit	2003	2002
		£	£
	Operating (loss)/profit is stated after charging:		
	Depreciation of tangible assets	4,010,234	3,994,837
	Loss on disposal of tangible assets	-	222,985
	Loss on foreign exchange transactions	-	254,664
	Auditors' remuneration	45,000	45,000
	and after crediting:		
	Profit on disposal of tangible assets	(137,500)	-
	Profit on foreign exchange transactions	(1,378,047)	-
			=
4	Other interest receivable and similar income	2003	2002
		£	£
	Bank interest	32,840	91,161
	Other interest	12,481	
		45,321	91,161
			

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2003

5	Interest payable	2003 £	2002 £
	On bank loans and overdrafts	204,017	487,714
	On loans repayable after 5 years	577,176	-
	Hire purchase interest	1,283	1,277
	On overdue tax	1,396	<u> </u>
		783,872	488,991
			
6	Taxation	2003 £	2002 £
	Domestic current year tax		
	Adjustment for prior years	75,078	(3,062,677)
	Current tax charge	75,078	(3,062,677)
	Deferred tax		
	Deferred tax charge	(3,709,496)	3,195,300
		(3,634,418)	132,623
	Factors affecting the tax charge for the year		
	(Loss)/profit on ordinary activities before taxation	(4,589,850)	1,192,270
	(Loss)/profit on ordinary activities before taxation multiplied by standard		
	rate of UK corporation tax of 30.00% (2002: 30.00%)	(1,376,955) ————	357,681
	Effects of:		
	Non deductible expenses	48,898	1,226,386
	Depreciation	1,203,070	1,265,347
	Capital allowances	(4,483,015)	(5,878,442)
	Adjustments to previous periods	75,078	-
	Chargeable disposals	(41,250)	-
	Other tax adjustments	4,649,252	(33,649)
		1,452,033	(3,420,358)
	Current tax charge	75,078	(3,062,677)

The company has estimated losses of £ 24,638,564 (2002: £ 1,968,827) available for carry forward against future trading profits.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2003

7	Dividends	2003 £	2002 £
	Ordinary interim paid Ordinary final proposed	650,000 442,857	580,000 630,000
		1,092,857	1,210,000

8 Tangible fixed assets

-	Freehold property	Windtunnel, R & D equipment	Aircraft	Plant and machinery	Fixtures, fittings & equipment	Vehicles and pit equipment	Total
	£	£	£	£	£	£	£
Cost or valuation							
At 1 December 2002	19,102,363	12,428,098	17,272,688	8,720,866	4,304,911	4,676,143	66,505,069
Additions	263,715	12,070,582	-	258,339	41,201	53,562	12,687,399
Disposals		<u>-</u>	(331,250)				(331,250)
At 30 November 2003	19,366,078	24,498,680	16,941,438	8,979,205	4,346,112	4,729,705	78,861,218
Depreciation							
At 1 December 2002	-	1,780,579	3,822,259	5,831,593	2,665,493	3,015,023	17,114,947
On disposals	-	-	(198,750)	-	-	-	(198,750)
Charge for the year	-	536,065	1,694,144	675,163	336,124	768,738	4,010,234
At 30 November 2003	_	2,316,644	5,317,653	6,506,756	3,001,617	3,783,761	20,926,431
Net book value							
At 30 November 2003	19,366,078	22,182,036	11,623,785	2,472,449	1,344,495	945,944	57,934,787
At 30 November 2002	19,102,363	10,647,519	13,450,429	2,889,273	1,639,418	1,661,120	49,390,122

The gross amount of non-depreciable assets is £19,366,078 (2002: £19,102,363).

9	Stocks	2003 £	2002 £
	Conference centre stocks Racing spares and parts	70,184 300,000	60,339 300,000
		370,184	360,339

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2003

10	Debtors	2003 £	2002 £
	Trade debtors	6,448,992	6,268,437
	Corporation tax	3,288,975	3,306,010
	Other debtors	2,280,115	6,262,673
	Prepayments and accrued income	788,794	677,683
		12,806,876	16,514,803
11	Creditors: amounts falling due within one year	2003 £	2002 £
		~	~
	Bank loans and overdrafts	13,021,306	5,184,703
	Net obligations under hire purchase contracts	1,937	5,811
	Trade creditors	3,633,569	3,661,573
	Taxes and social security costs	1,035,441	794,801
	Other creditors	131,620	5,573,072
	Accruals and deferred income	2,624,941	144,407
	Proposed dividend	442,857	630,000
		20,891,671	15,994,367
	Debt due in one year or less	2,097,675	-

The bank overdrafts (£10,923,631) are unsecured.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2003

12	Creditors: amounts falling due after more than one year	2003 £	2002 £
	Bank loans Net obligations under hire purchase contracts	16,083,721	10,000,000 1,937
		16,083,721	10,001,937
		==	
	Analysis of loans Wholly repayable within five years	18,181,396	10,000,000
	Included in current liabilities	18,181,396 (2,097,675)	10,000,000
		16,083,721	10,000,000
	Loan maturity analysis		
	In more than two years but not more than five years	16,083,721	10,000,000

The first bank loan of \$17m is secured by a legal charge on the company's land and buildings and is repayable in full by 30 November 2006. Interest is charged at 1% over bank base rate.

The second loan of \$14.272m is secured by a legal charge on the company's aircraft and is repayable in full by 10 September 2008. Interest is charged at 1.5% above base rate.

Net obligations under hire purchase contracts

Repayable within one year Repayable between one and five years	1,937 -	5,811 1,937
Included in liabilities falling due within one year	1,937 (1,937)	7,748 (5,811)
	-	1,937

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2003

13	Provisions for liabilities and charges		
			Deferred tax liability £
	Balance at 1 December 2002 Profit and loss account		5,883,107 (3,709,496)
	Balance at 30 November 2003		2,173,611
	Deferred taxation provided in the financial statements is as follows:		
		2003 £	2002 £
	Accelerated capital allowances Tax losses available	9,565,180 (7,391,569)	5,883,107 -
		2,173,611	5,883,107

14 Pension costs

Defined contribution

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund.

		2003 £	2002 £
	Contributions payable by the company for the year	1,177,853	1,181,246
15	Share capital Authorised	2003 £	2002 £
	100,000 Ordinary shares of £1 each	100,000	100,000
	Allotted, called up and fully paid 100,000 Ordinary shares of £1 each	100,000	100,000

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2003

16	Statement of movements on profit and loss account		
			Profit and
			loss account
			£
	Balance at 1 December 2002		34,662,114
	Retained loss for the year		(2,048,289)
	Balance at 30 November 2003		32,613,825
17	Reconciliation of movements in shareholders' funds	2003 £	2002 £
	(Loss)/Profit for the financial year	(955,432)	1,059,647
	Dividends	(1,092,857)	
	Net depletion in shareholders' funds	(2,048,289)	(150,353)
	Opening shareholders' funds	34,762,114	•
	Closing shareholders' funds	32,713,825	34,762,114
18	Capital commitments	2003 £	2002 £
	At 30 November 2003 the company had capital commitments as follows:	~	~
	Contracted for but not provided in the financial statements	7,650,000	18,500,000
19	Directors' emoluments	2003 £	2002 £
	Emoluments for qualifying services	3,410,066	3,002,926
	Company pension contributions to money purchase schemes	241,535	350,450
		3,651,601	3,353,376
	The number of directors for whom retirement benefits are accruing under money purchase pension schemes amounted to 3 (2002- 3).		
	Emoluments disclosed above include the following amounts paid to the highest paid director:		
	Emoluments for qualifying services	1,911,833	1,648,000
	Company pension contributions to money purchase schemes	105,000	105,000

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2003

20 Employees

Number of employees

The average monthly number of employees (including directors) during the year was:

N	2003 umber	2002 Number
Management	43	43
Administrative	17	17
Research & production	415	373
Marketing		<u></u>
	496	454
Employment costs	£	£
Wages and salaries 27,2	18,417	24,107,904
-	93,314	2,594,425
Other pension costs 1,1	77,853	1,181,246
31,4	89,584	27,883,575

21 Control

The ultimate controlling party is F O G Williams Esq who is a director of the company and the controlling shareholder.

22 Post balance sheet events

Subsequent to the end of the accounting period, the company disposed of an aircraft for a gross consideration of \$19.95m. As stated in note 6 to the financial statements, the company has substantial tax losses available for offset against future trading profits. Hence, no charge to corporation tax will arise as a result of this transaction.