

Company Registration No. 1682792

GENERAL MOTORS LIMITED

Report and Financial Statements

31 December 2004



GENERAL MOTORS LIMITED

REPORT AND FINANCIAL STATEMENTS 2004

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GENERAL MOTORS LIMITED

REPORT AND FINANCIAL STATEMENTS 2004

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

K J Benjamin
G Branston

SECRETARY

K J Benjamin

REGISTERED OFFICE

Griffin House
Osborne Road
Luton
Bedfordshire
LU1 3YT

BANKERS

Barclays Bank PLC

AUDITORS

Deloitte & Touche LLP
Chartered Accountants
London

GENERAL MOTORS LIMITED

DIRECTORS' REPORT

The Directors of General Motors Limited ("the Company") submit their annual report and audited financial statements for the year ended 31 December 2004.

ACTIVITIES

The principal activity of the company is that of a holding company. The principal activity of the Group is the production and sale of diesel engines for motor vehicles.

FINANCIAL REVIEW

For the year ended 31 December 2004 the Group made a profit after taxation and before minority interest of £88,147,000 (2003 – profit of £34,580,000).

Details of fixed asset investments are set out in note 11 to the financial statements.

FUTURE DEVELOPMENTS

As a member of the European family of General Motors, the Company faces a number of significant challenges as the organisation continues to restructure to achieve profitability on a European basis and consequently we will require funding support from General Motors Companies. A key programme to aid General Motors Europe in this endeavour was announced in October 2004 by General Motors Europe. This will reduce Europe-wide annual costs by around €500 million.

The Directors expect the Group to trade in line with expectations for the foreseeable future.

DIVIDENDS

The Directors do not propose the payment of a dividend (2003 - £nil).

EMPLOYEES

The Board regards employee involvement and effective communication as essential to maintain productive relationships, achieve improved performance and ensure commitment to the Company's business objectives.

DIRECTORS AND THEIR INTERESTS

The Directors who currently hold office are shown on page 1. There were the following changes in Directors during the year and since the year end:

L Galvin	(resigned 30 June 2004)
G Becht	(appointed 25 June 2005, resigned 6 September 2005)
G Branton	(appointed 6 September 2005)
T Holderer	(resigned 25 June 2005)

At the end of the year there existed an arrangement between companies in the United Kingdom group and General Motors Corporation under which group companies met the cost of certain awards made by the General Motors Stock Incentive Plan to eligible employees, who qualify by virtue of their employment. Such awards might include awards of Common Stock or options for Common Stock of General Motors Corporation and the eligible employees to whom such awards might be made include Directors of the Company who are also employees or Directors of other United Kingdom group companies. During the year all Directors held shares or options acquired under the arrangement.

The Directors had no interests at any time during the year in the shares of General Motors Limited, nor any other company within the United Kingdom group.

AUDITORS

A resolution proposing the reappointment of Deloitte & Touche LLP as Auditors of the Company will be put to the Annual General Meeting. In addition, a further resolution will be put to the Meeting authorising the Directors to determine the Auditors' remuneration.

Approved by the Board of Directors
and signed on behalf of the Board



K J Benjamin
Director

14 March 2006

GENERAL MOTORS LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES

United Kingdom 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 the Group as at the end of the financial year and of the profit or loss of the Group 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; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group 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 Group and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for the system of internal control, for safeguarding the assets of the Company and Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GENERAL MOTORS LIMITED

We have audited the financial statements of General Motors Limited for the year ended 31 December 2004 which comprise the consolidated profit and loss account, the balance sheets, the consolidated statement of total recognised gains and losses, the reconciliation of movement in consolidated equity shareholders' funds and the related notes 1 to 24. 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

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 United Kingdom law and accounting standards. Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and 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 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 and other members of the Group is not disclosed.

We read the Directors' report for the above year and consider the implications for our report if we become aware of any apparent misstatements or inconsistencies with the financial statements.

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 circumstances of the Company and the Group, 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 affairs of the Company and the Group as at 31 December 2004 and the profit of the Group for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Deloitte & Touche LLP

Deloitte & Touche LLP
Chartered Accountants and Registered Auditors
London

22.3. 2006

GENERAL MOTORS LIMITED

CONSOLIDATED PROFIT AND LOSS ACCOUNT **Year ended 31 December 2004**

	Notes	2004 £'000	2003 £'000
TURNOVER	2	589,331	465,232
Cost of sales		(476,234)	(361,996)
GROSS PROFIT		113,097	103,236
Distribution costs		(17,761)	(14,298)
Administrative expenses		(38,977)	(51,731)
PROFIT ON ORDINARY ACTIVITIES BEFORE INTEREST	3	56,359	37,207
Interest receivable and similar income	6	2,361	988
Interest payable and similar charges	7	(1,373)	(3,808)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		57,347	34,387
Tax credit on profit on ordinary activities	8	30,800	193
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		88,147	34,580
Equity minority interest	21	(32,177)	(12,879)
RETAINED PROFIT FOR THE FINANCIAL YEAR	20	55,970	21,701

All amounts in the current year derive from continuing operations.

GENERAL MOTORS LIMITED**CONSOLIDATED STATEMENT OF TOTAL
RECOGNISED GAINS AND LOSSES
Year ended 31 December 2004**

	2004 £'000	2003 £'000
Profit for the financial year	55,970	21,701
Currency translation difference of foreign currency of net equity investments in foreign subsidiary	14,442	(1,767)
Total recognised gains and losses relating to the year	<u>70,412</u>	<u>19,934</u>

**RECONCILIATION OF MOVEMENT IN CONSOLIDATED EQUITY
SHAREHOLDERS' FUNDS
Year ended 31 December 2004**

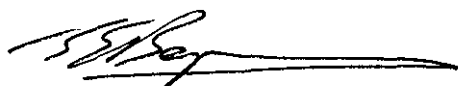
	2004 £'000	2003 £'000
Profit for the financial year	55,970	21,701
Other recognised gains and losses relating to the year	14,442	(1,767)
Total recognised gains and losses relating to the year	<u>70,412</u>	<u>19,934</u>
New shares issued	-	36,513
Net additions to equity shareholders' funds	<u>70,412</u>	<u>56,447</u>
Opening equity shareholders' funds	143,686	87,239
CLOSING EQUITY SHAREHOLDERS' FUNDS	<u><u>214,098</u></u>	<u><u>143,686</u></u>

GENERAL MOTORS LIMITED

CONSOLIDATED BALANCE SHEET **31 December 2004**

	Notes	£'000	2004 £'000	£'000	2003 £'000
FIXED ASSETS					
Intangible assets	9		31,191		33,557
Tangible assets	10		71,587		67,548
Investments	11		50,185		50,185
			<u>152,963</u>		<u>151,290</u>
CURRENT ASSETS					
Stocks	12	46,153		47,931	
Debtors	13	186,168		131,565	
Cash at bank and in hand		50,323		5,709	
		<u>282,644</u>		<u>185,205</u>	
CREDITORS:					
Amounts falling due within one year	14	(137,074)		(125,756)	
NET CURRENT ASSETS			<u>145,570</u>		<u>59,449</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			298,533		210,739
CREDITORS:					
Amounts falling due after more than one year	15		(28,379)		(44,842)
PROVISIONS FOR LIABILITIES AND CHARGES	17		(7,609)		(5,941)
NET ASSETS			<u>262,545</u>		<u>159,956</u>
CAPITAL AND RESERVES					
Called up share capital	19		127		127
Share premium account	20		124,764		124,764
Profit and loss account	20		89,207		18,795
EQUITY SHAREHOLDERS' FUNDS			<u>214,098</u>		<u>143,686</u>
MINORITY INTEREST					
Equity minority interest	21		48,447		16,270
TOTAL CAPITAL EMPLOYED			<u>262,545</u>		<u>159,956</u>

These financial statements were approved by the Board of Directors on 14 March 2006 and are signed on its behalf by:



K J Benjamin
Director

14 March 2006

GENERAL MOTORS LIMITED

COMPANY BALANCE SHEET 31 December 2004

	Notes	£'000	2004 £'000	£'000	2003 £'000
FIXED ASSETS					
Investments	11		92,150		92,150
CURRENT ASSETS					
Debtors	13	37,820		36,150	
Cash at bank and in hand		35		35	
		37,855		36,185	
CREDITORS:					
Amounts falling due within one year	14	(407)		-	
NET CURRENT ASSETS			37,448		36,185
TOTAL ASSETS LESS CURRENT LIABILITIES			129,598		128,335
CREDITORS:					
Amounts falling due after more than one year	15		(3,807)		(3,861)
NET ASSETS			125,791		124,474
CAPITAL AND RESERVES					
Called up share capital	19		127		127
Share premium account	20		124,764		124,764
Profit and loss account	20		900		(417)
EQUITY SHAREHOLDERS' FUNDS			125,791		124,474

These financial statements were approved by the Board of Directors on 14 March 2006 and are signed on its behalf by:



K J Benjamin
Director

14 March 2006

GENERAL MOTORS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2004

1. ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable United Kingdom law and accounting standards. The particular accounting policies adopted, which are consistent with those applied in the prior year, are described below.

Accounting basis

The financial statements are prepared on the historical cost basis in conformity with applicable United Kingdom accounting standards.

Cash flow statement

The Company has taken advantage of the exemption in Financial Reporting Standard 1 "Cash Flow Statements" from the requirement to produce a cash flow statement because more than 90% of the voting rights are controlled within the Group and consolidated financial statements in which the results of General Motors Limited are included are publicly available. See note 23 for details of the ultimate parent company.

Related party

The company is also exempt under Financial Reporting Standard No. 8 "Related Party Disclosures", from disclosing transactions with other group undertakings within, and investee related parties of, General Motors Corporation.

Basis of consolidation

The Group financial statements consolidate the financial statements of the Company and its subsidiary undertaking up to 31 December 2004, using the acquisition method.

Goodwill

Goodwill arising on acquisitions is shown on the consolidated balance sheet as an intangible fixed asset. Goodwill is capitalised in the year in which it arises and amortised over its estimated useful life up to a maximum of 20 years. The Directors regard 20 years as a reasonable maximum for the estimated useful life since it is difficult to make projections exceeding this period.

Development costs and licences

Development costs and licences are charged to the profit and loss account in the year in which they are incurred with the exception of expenditure on the development of certain major new product projects where the outcome of those projects are assessed as being reasonably certain as regards viability and technical feasibility. Such expenditure is capitalised and amortised over a period not longer than five years from the date when production commences.

Tangible fixed assets

Freehold and leasehold land and buildings and plant, machinery and equipment values are written off over the estimated remaining useful lives on a straight-line basis.

For the major asset categories asset lives are as follows:

Freehold improvements and buildings	15 to 40 years
Plant, machinery and equipment	3 to 12 years

No depreciation is provided on land.

Fixed asset investments

Fixed asset investments are stated at cost less provision for permanent diminution in value.

Fixed asset leasing

Where fixed assets and special tools are financed by leasing agreements that give rights approximately equivalent to ownership (finance leases) the assets are treated as if they had been purchased outright at the present value of the total rental payable during the primary period of the lease, and the corresponding leasing commitments are treated as obligations to the lessor.

Depreciation or amortisation on the relevant assets is provided at the rates referred to above. Leasing payments are treated as consisting of capital and interest elements with the interest charged against revenues.

All other leases are operating leases, the annual rentals of which are charged to the profit and loss account on a straight-line basis over the term of the lease.

GENERAL MOTORS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2004

1. ACCOUNTING POLICIES (CONTINUED)

Taxation

Corporation tax is provided on taxable profit at the appropriate rates ruling each year.

Deferred taxation

Deferred taxation is provided in full using the liability method for all timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements.

Deferred tax is not provided on timing differences arising from the revaluation of fixed assets where there is no binding contract to dispose of these assets. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

Stocks and work-in-progress

Stocks and work-in-progress are valued at the lower of cost and net realisable value. Costs used in the valuation are based either on the first in - first out basis, or on a weighted average basis, and include material, labour and appropriate overheads. Provision is made for any anticipated obsolescence of stocks.

Foreign currencies

Foreign currency monetary assets and liabilities at the balance sheet date are translated into sterling at rates prevailing at that date or at forward cover rates, if applicable. Foreign currency transactions during the year are translated at the rate of exchange ruling at the time.

The exchange gains and losses arising from the translation of the Company's net investment in overseas subsidiaries are taken directly to reserves. All other exchange gains and losses arising are dealt with through the profit and loss account for the year.

Warranty liability on Company products

Provision is made for the estimated liability on all products under warranty.

Revenue

In accordance with Application Note G to Financial Reporting Standard 5 "Reporting the Substance of Transactions", revenue is recognised under an exchange contract with a customer, when, and to the extent that, the Group obtains the right to consideration in exchange for its performance.

2. TURNOVER

The operations of the Group are based exclusively in European countries other than the United Kingdom. All Group turnover relates to the sale of automotive products.

	2004	2003
	£'000	£'000
Geographical analysis of turnover by destination:		
United Kingdom	126,645	54,034
Rest of Europe	444,667	398,499
Rest of the World	18,019	12,699
	<u>589,331</u>	<u>465,232</u>

GENERAL MOTORS LIMITED

NOTES TO THE FINANCIAL STATEMENTS **Year ended 31 December 2004**

3. OPERATING PROFIT

	2004 £'000	2003 £'000
Operating profit is arrived at after charging/(crediting)		
Depreciation of tangible fixed assets		
- Owned assets	8,641	10,788
- Assets held under finance leases	73	98
Foreign exchange losses	1,398	13,989
Amortisation of development costs and licences	550	1,678
Amortisation of goodwill	1,722	1,722
Rentals under operating leases	1,824	1,888
Auditors' remuneration		
- Group	54	62
- Company only	26	36
	<u> </u>	<u> </u>

4. STAFF COSTS

	2004 No.	2003 No.
a. Average number of employees		
Directors	5	5
Production, sales and administration	1,243	1,265
	<u>1,248</u>	<u>1,270</u>
	<u>2004</u>	<u>2003</u>
	<u>£'000</u>	<u>£'000</u>
b. Costs		
Wages and salaries	13,515	13,774
Social security costs	2,494	2,539
	<u>16,009</u>	<u>16,313</u>

5. EMOLUMENTS OF DIRECTORS

No directors received any emoluments from the Company (2003 – £nil). During the year, certain of the directors were also directors of Vauxhall Motors Limited and no part of any remuneration they received from that company was in respect of duties performed relating to General Motors Limited.

6. INTEREST RECEIVABLE AND SIMILAR INCOME

	2004 £'000	2003 £'000
Loans to group undertakings receivable within five years	<u>2,361</u>	<u>988</u>

GENERAL MOTORS LIMITED

NOTES TO THE FINANCIAL STATEMENTS **Year ended 31 December 2004**

7. INTEREST PAYABLE AND SIMILAR CHARGES

	2004	2003
	£'000	£'000
Loan interest	1,340	1,589
Finance lease interest	30	34
Loans from group undertaking payable within five years	-	2,185
Other	3	-
Total interest payable and similar charges	<u>1,373</u>	<u>3,808</u>

8. TAX CREDIT ON PROFIT ON ORDINARY ACTIVITIES

Analysis of tax credit on ordinary activities

	2004	2003
	£'000	£'000
Current tax:		
UK corporation tax at 30%	-	-
UK group relief payable/(receivable)	445	(113)
Overseas taxation	176	(80)
	<u>621</u>	<u>(193)</u>
Deferred tax (note 18)	<u>(31,421)</u>	<u>-</u>
Total tax credit on ordinary activities	<u>(30,800)</u>	<u>(193)</u>

The tax assessed for the year is lower than that resulting from applying the standard rate of corporation tax in the UK of 30% (2003 – 30%). The differences are explained below:

	2004	2003
	£'000	£'000
Profit on ordinary activities before tax	<u>57,347</u>	<u>34,387</u>
Tax at UK rate of 30% (2003 – 30%) thereon	17,204	10,316
Effects of:		
Timing differences	(1,574)	-
Tax losses	184	52
Polish tax credits	(10,001)	-
Activities in tax exempt zone	-	(10,336)
Consolidation adjustments	516	(238)
Overseas tax rate differences	(6,248)	-
Other	540	13
Current tax charge/(credit) for the year	<u>621</u>	<u>(193)</u>

During the year, the Polish authorities amended the tax treatment of entities operating in the Katowice Special Economic Zone. The profits of Isuzu Motors Polska Sp. Zo.o will henceforth be subject to Polish corporate income taxes (at a rate of 19%), however the company is able to claim the benefit of special tax credits, the unamortized value of which are recognised as a deferred tax asset.

GENERAL MOTORS LIMITED

NOTES TO THE FINANCIAL STATEMENTS **Year ended 31 December 2004**

9. INTANGIBLE FIXED ASSETS

Group	Development costs and licences £'000	Goodwill £'000	Total £'000
Cost			
At 1 January 2004	2,114	34,431	36,545
Additions	171	-	171
Disposals	(361)	-	(361)
Foreign exchange translation differences	188	-	188
At 31 December 2004	<u>2,112</u>	<u>34,431</u>	<u>36,543</u>
Amortisation			
At 1 January 2004	1,123	1,865	2,988
Charge for the year	550	1,722	2,272
Disposals	(48)	-	(48)
Foreign exchange translation differences	140	-	140
At 31 December 2004	<u>1,765</u>	<u>3,587</u>	<u>5,352</u>
Net book value			
At 31 December 2004	<u>347</u>	<u>30,844</u>	<u>31,191</u>
At 31 December 2003	<u>991</u>	<u>32,566</u>	<u>33,557</u>

10. TANGIBLE FIXED ASSETS - LAND, BUILDINGS, PLANT, MACHINERY AND EQUIPMENT

Group	Freehold land and buildings £'000	Plant, machinery and equipment £'000	Total £'000
Cost			
At 1 January 2004	34,740	41,203	75,943
Additions	13	11,966	11,979
Disposals	-	(9,417)	(9,417)
Foreign exchange translation differences	4,443	8,601	13,044
At 31 December 2004	<u>39,196</u>	<u>52,353</u>	<u>91,549</u>
Accumulated depreciation			
At 1 January 2004	1,041	7,354	8,395
Charge for the year	1,130	7,584	8,714
Disposals	-	(1,368)	(1,368)
Foreign exchange translation differences	221	4,000	4,221
At 31 December 2004	<u>2,392</u>	<u>17,570</u>	<u>19,962</u>
Net book value			
At 31 December 2004	<u>36,804</u>	<u>34,783</u>	<u>71,587</u>
At 31 December 2003	<u>33,699</u>	<u>33,849</u>	<u>67,548</u>

The net book value of assets, which are included in plant, machinery and equipment, held under finance leases at the balance sheet date is £51,000 - (2003 - £124,000).

GENERAL MOTORS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2004

11. FIXED ASSET INVESTMENTS

Group	Listed investments £'000	Total £'000
Cost and net book value		
At 1 January 2004 and 31 December 2004	50,185	50,185

Company	Shares in subsidiary undertakings £'000	Listed investments £'000	Total £'000
Cost and net book value			
At 1 January 2004 and 31 December 2004	41,965	50,185	92,150

The listed investment represents 90,090,000 shares in Isuzu Motors Limited, a company registered in Japan, being 8.39% (2003 - 12.04%) of the common stock of Isuzu Motors Limited. The dilution occurred as a result of the exercise of stock acquisition rights. The market value of this investment, at 31 December 2004 was £138.2 million (2003 - £85.9 million.) The value of this investment as at 6 March 2006 amounted to £165.1 million.

Shares in subsidiary undertakings relates to General Motors Limited's purchase on 30 November 2002 of 15 common shares in ISPOL-IMG Holdings BV, a company incorporated in The Netherlands. The investment represents 60% of the issued share capital of ISPOL-IMG Holdings BV. ISPOL-IMG Holdings BV holds 100% of the ordinary shares in Isuzu Motors Polska Sp Zo.o and 94.9% of the issued share capital in Isuzu Motors Germany GmbH respectively. The principal activities of these companies are the manufacture and marketing of diesel engines. In accordance with accounting standards the Company monitors the carrying value of its fixed asset investments.

12. STOCKS

Group	2004 £'000	2003 £'000
Raw materials and consumables	41,028	41,859
Work in progress	286	269
Finished goods	4,839	5,803
	<u>46,153</u>	<u>47,931</u>

GENERAL MOTORS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2004

13. DEBTORS

	Group		Company	
	2004	2003	2004	2003
	£'000	£'000	£'000	£'000
Trade debtors	93,015	85,508	-	-
Amounts owed by fellow subsidiaries	41,602	37,175	37,820	36,150
Deferred tax (note 18)	31,421	-	-	-
Other debtors and prepayments:				
Due within one year	19,843	8,704	-	-
Due after more than one year	287	178	-	-
	<u>186,168</u>	<u>131,565</u>	<u>37,820</u>	<u>36,150</u>

14. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group		Company	
	2004	2003	2004	2003
	£'000	£'000	£'000	£'000
Bank loans and overdrafts (see note 16)	15,460	15,514	-	-
Finance leases (see note 16)	48	85	-	-
Trade creditors	77,795	48,324	-	-
Amounts owed to General Motors Corporation and fellow group undertakings	18,494	36,488	407	-
Other creditors	21,242	19,668	-	-
Accruals and deferred income	4,035	5,677	-	-
	<u>137,074</u>	<u>125,756</u>	<u>407</u>	<u>-</u>

15. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	Group		Company	
	2004	2003	2004	2003
	£'000	£'000	£'000	£'000
Bank loans (see note 16)	24,572	39,870	-	-
Finance leases (see note 16)	-	49	-	-
Amounts owed to General Motors Corporation and fellow group undertakings	-	54	-	54
Other creditors	3,807	4,869	3,807	3,807
	<u>28,379</u>	<u>44,842</u>	<u>3,807</u>	<u>3,861</u>

GENERAL MOTORS LIMITED

NOTES TO THE FINANCIAL STATEMENTS **Year ended 31 December 2004**

16. BORROWINGS

Group	2004 £'000	2003 £'000
Secured bank loan denominated in Euros, floating interest at the LIBOR six month rate	40,032	55,384
Obligations under finance leases and hire purchase contracts	48	134
	<u>40,080</u>	<u>55,518</u>
Due within one year (see note 14)	15,508	15,599
Due after more than one year (see note 15)	24,572	39,919
	<u>40,080</u>	<u>55,518</u>
Maturity profile of secured bank loan:		
Within one year or less or on demand	15,460	15,514
More than one year but not more than two years	15,472	15,460
More than two years but not more than five years	9,100	24,410
	<u>40,032</u>	<u>55,384</u>
Minimum finance lease payments:		
Within one year (see note 14)	49	95
Between one and five years (see note 15)	-	49
	<u>49</u>	<u>144</u>
Less: finance charges allocated to future periods	(1)	(10)
	<u>48</u>	<u>134</u>

The bank loan is secured by a guarantee from the ultimate parent company, General Motors Corporation.

17. PROVISIONS FOR LIABILITIES AND CHARGES

Group	2004 £'000	2003 £'000
Warranty provisions:		
At 1 January	5,941	4,435
Utilised in year	(10,616)	(3,685)
Charge to the profit and loss account	12,284	5,191
	<u>7,609</u>	<u>5,941</u>
At 31 December		

GENERAL MOTORS LIMITED

NOTES TO THE FINANCIAL STATEMENTS **Year ended 31 December 2004**

18. DEFERRED TAX ASSET

Movement on deferred taxation in the year:

	2004	2003
The Group	£'000	£'000
Balance brought forward	-	-
Deferred tax asset recognised in the year (note 8)	31,421	-
Balance carried forward	<u>31,421</u>	<u>-</u>

Analysis of deferred tax balance:

	2004	2003
The Group	£'000	£'000
Tax depreciation in excess of accounts depreciation	(661)	-
Provisions	3,415	-
Short term timing differences	1,318	-
Unamortised Polish tax credits	27,349	-
	<u>31,421</u>	<u>-</u>

19. CALLED UP SHARE CAPITAL

	2004	2003
	£'000	£'000
Authorised, called up, allotted and fully paid:		
127,000 (2003 – 127,000) ordinary shares of £1 each	<u>127</u>	<u>127</u>

20. MOVEMENT ON RESERVES

Group	Share premium account £'000	Profit and loss account £'000
At 1 January 2004	124,764	18,795
Foreign exchange profit on the translation of net equity investment in foreign subsidiary	-	14,442
Retained profit for the financial year	-	55,970
At 31 December 2004	<u>124,764</u>	<u>89,207</u>

GENERAL MOTORS LIMITED

NOTES TO THE FINANCIAL STATEMENTS **Year ended 31 December 2004**

20. MOVEMENT ON RESERVES (CONTINUED)

Company	Share premium account £'000	Profit and loss account £'000
At 1 January 2004	124,764	(417)
Retained profit for the financial year	-	1,317
	<hr/>	<hr/>
At 31 December 2004	124,764	900
	<hr/>	<hr/>

As permitted under section 230 of the Companies Act 1985, the profit and loss account of the Company is not presented as part of these accounts. The Company made a profit for the current year of £1,317,000 (2003 – loss of £417,000).

21. MINORITY INTERESTS

	2004 £'000	2003 £'000
At 1 January 2004	16,270	3,391
Profit on ordinary activities	32,177	12,879
	<hr/>	<hr/>
At 31 December 2004	48,447	16,270
	<hr/>	<hr/>

22. COMMITMENTS

At 31 December 2004 the Group was committed to make the following payments during the next year in respect of operating leases:

	2004 £'000	2003 £'000
Operating leases which expire:		
Within one year	371	318
Within two to five years	586	685
After five years	11	1
	<hr/>	<hr/>
	968	1,004
	<hr/>	<hr/>

23. ULTIMATE PARENT COMPANY AND CONTROLLING PARTY

The ultimate parent company and controlling entity of the Company, and parent of the largest group for which consolidated accounts are prepared of which this company is a part, is General Motors Corporation, a company registered in the State of Delaware, USA. The financial statements of General Motors Corporation are available from Global Headquarters, 300 Renaissance Centre, PO Box 300, Detroit, Michigan, 48265 - 3000 USA.

The immediate parent company and controlling entity of the Company is General Motors Asia Pacific Holdings LLC, a company incorporated in State of Delaware, USA. The accounts of General Motors Asia Pacific Holdings LLC are available from Global Headquarters, 300 Renaissance Centre, PO Box 300, Detroit, Michigan, 48265 - 3000 USA.

GENERAL MOTORS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2004

24. RELATED PARTY DISCLOSURES

The Company is taking advantage of the exemption granted by paragraph 3(c) of Financial Reporting Standard 8 "Related Party Disclosures" not to disclose transactions with General Motors Corporation group companies or interests of the General Motors Corporation Group who are related parties.

Isuzu Motors Limited, Japan holds 40% of the issued share capital of ISPOL-IMG Holdings BV. Isuzu Motors Polska Sp Zo.o and Isuzu Motors Germany GmbH had the following trading activities and balances with Isuzu Motors Limited group companies:

Sales of merchandise, materials, products and services	2004 £'000	2003 £'000
Isuzu Motors Limited, Japan	2,038	4,112
Isuzu Motors Europe Limited, England	32,387	26,544
	<u>34,425</u>	<u>30,656</u>
 Purchases of merchandise, materials, products, services and other costs	 2004 £'000	 2003 £'000
Isuzu Motors Limited, Japan	61	434
Isuzu Motors Europe Limited, England	28,463	21,698
	<u>28,524</u>	<u>22,132</u>
 Balances receivable from related parties	 2004 £'000	 2003 £'000
Isuzu Motors Limited, Japan	8	10
Isuzu Motors Europe Limited, England	6,008	5,491
	<u>6,016</u>	<u>5,501</u>
 Balances payable to related parties	 2004 £'000	 2003 £'000
Isuzu Motors Limited, Japan	16,437	35,199
Isuzu Motors Europe Limited, England	388	228
	<u>16,825</u>	<u>35,427</u>