

**Company Registration No. 2426084**

**VAUXHALL PROPERTIES LIMITED**

**Report and Financial Statements**

**31 December 2003**

**Deloitte & Touche LLP  
London**



# **VAUXHALL PROPERTIES LIMITED**

## **REPORT AND FINANCIAL STATEMENTS 2003**

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**VAUXHALL PROPERTIES LIMITED**

**REPORT AND FINANCIAL STATEMENTS 2003**

**OFFICERS AND PROFESSIONAL ADVISERS**

**DIRECTORS**

K J Benjamin  
R Davis  
K G Ward

**SECRETARY**

L Galvin

**REGISTERED OFFICE**

Griffin House  
Osborne Road  
Luton  
Bedfordshire LU1 3YT

**BANKERS**

Lloyds TSB Bank PLC

**AUDITORS**

Deloitte & Touche LLP  
Chartered Accountants  
London

# **VAUXHALL PROPERTIES LIMITED**

## **DIRECTORS' REPORT**

The Directors of Vauxhall Properties Limited submit their annual report and audited financial statements for the year ended 31 December 2003.

### **ACTIVITIES**

The Company is a property investment company. All the properties owned by the Company are occupied by its parent company, Vauxhall Motors Limited.

### **FINANCIAL REVIEW**

The results for the year were satisfactory.

The profit after tax for the year amounted to £14,876,000 (2002 - £17,803,000).

### **FUTURE DEVELOPMENTS**

The future operations of the Company are currently under review.

### **DIVIDENDS**

The Directors do not recommend the payment of a dividend (2002 - £nil).

### **DIRECTORS AND THEIR INTERESTS**

The present members of the Board of Directors are shown on page 1. There were the following changes in Directors during the year and since the year end:

Mr M James	(resigned 6 March 2003)
Mr R Davis	(appointed 6 March 2003)

At the end of the year there existed an arrangement between companies in the United Kingdom group and General Motors Corporation under which certain group companies met the cost of 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 Vauxhall Properties 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



R Davis  
Director

1 June 2004

**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 as at the end of the financial year 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; and
- 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 the system of internal control, for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF  
VAUXHALL PROPERTIES LIMITED**

We have audited the financial statements of Vauxhall Properties Limited (the "Company") for the year ended 31 December 2003 which comprise the profit and loss account, the statement of total recognised gains and losses, the reconciliation of movement in shareholders' funds, the balance sheet and the related notes 1 to 12. 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 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.

**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 31 December 2003 and its profit 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

7 June 2004

**VAUXHALL PROPERTIES LIMITED****PROFIT AND LOSS ACCOUNT**  
**Year ended 31 December 2003**

	Note	2003 £'000	2002 £'000
<b>TURNOVER</b>		11,075	17,650
Cost of sales			
Depreciation	6	(2,636)	(2,636)
Loss on disposal of fixed assets	6	(121)	-
Exceptional cost of sales - Impairment of fixed assets	6	-	(4,847)
Total cost of sales		<u>(2,757)</u>	<u>(7,483)</u>
<b>OPERATING PROFIT</b>		8,318	10,167
Interest receivable and similar income	4	<u>6,418</u>	<u>6,182</u>
<b>PROFIT ON ORDINARY ACTIVITIES   BEFORE TAXATION</b>		14,736	16,349
Tax credit on profit on ordinary activities	5	<u>140</u>	<u>1,454</u>
<b>RETAINED PROFIT ON ORDINARY   ACTIVITIES AFTER TAXATION FOR   THE FINANCIAL YEAR</b>	10	<u><u>14,876</u></u>	<u><u>17,803</u></u>

All amounts in both the current and preceding financial years derive from continuing operations.

**VAUXHALL PROPERTIES LIMITED****STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES**  
**Year ended 31 December 2003**

	<b>2003</b> <b>£'000</b>	<b>2002</b> <b>£'000</b>
Profit for the financial year	14,876	17,803
Total recognised gains and losses relating to the year	14,876	17,803
2002 prior year adjustment (note 1 – adoption of FRS 19 “Deferred tax”)	-	(3,137)
<b>TOTAL RECOGNISED GAINS AND LOSSES SINCE THE LAST ANNUAL REPORT</b>	<b>14,876</b>	<b>14,666</b>

**RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS**  
**Year ended 31 December 2003**

	<b>2003</b> <b>£'000</b>	<b>2002</b> <b>£'000</b>
Profit for the financial year	14,876	17,803
<b>NET ADDITION TO SHAREHOLDERS' FUNDS</b>	<b>14,876</b>	<b>17,803</b>
Opening shareholders' funds	226,397	208,594
<b>CLOSING SHAREHOLDERS' FUNDS</b>	<b>241,273</b>	<b>226,397</b>




# VAUXHALL PROPERTIES LIMITED

## **BALANCE SHEET** **31 December 2003**

	Note	2003 £'000	2002 £'000
<b>TANGIBLE FIXED ASSETS</b>	6	43,564	48,555
<b>CURRENT ASSETS</b>			
Debtors	7	199,250	179,525
Cash at bank and in hand		2	-
<b>NET CURRENT ASSETS</b>		199,252	179,525
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		242,816	228,080
<b>PROVISIONS FOR LIABILITIES AND CHARGES</b>	8	(1,543)	(1,683)
<b>NET ASSETS</b>		241,273	226,397
<b>CAPITAL AND RESERVES</b>			
Called up share capital	9	124,000	124,000
Profit and loss account	10	117,273	102,397
<b>EQUITY SHAREHOLDERS' FUNDS</b>		241,273	226,397

These financial statements were approved by the Board of Directors on 1 June 2004 and are signed on its behalf by:



R Davis  
Director

1 June 2004

**NOTES TO THE ACCOUNTS**

**Year ended 31 December 2003**

**1. ACCOUNTING POLICIES**

The financial statements are prepared in accordance with applicable United Kingdom accounting standards. The particular accounting policies adopted are described below.

**Accounting basis**

The financial statements are prepared under the historical cost convention.

**Tangible fixed assets**

The cost or valuation of all tangible fixed assets, other than freehold land, is written off over the estimated useful lives on a straight-line basis.

For the major asset categories asset lives are as follows:

Freehold improvements and buildings: 25 years

No depreciation is provided on freehold land.

Leasehold property is written off at rates appropriate to the period of the lease or at 4 per cent per annum, whichever is the greater.

**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.

The Company adopted Financial Reporting Standard 19 "Deferred Tax" during the financial year ended 31 December 2002. Prior to the adoption of Financial Reporting Standard 19, the Company provided for deferred taxation to the extent that timing differences were expected to materialise in the foreseeable future. The adoption of the new policy was made by way of a prior year adjustment as though the revised policy had always been applied. There is no material impact on the current year's results from the adoption of Financial Reporting Standard 19.

**Cash flow statement**

The Company has taken advantage of the exemption granted in Financial Reporting Standard 1 "Cash Flow Statements" (Revised) not to produce a cash flow statement, since its immediate parent company, Vauxhall Motors Limited, produces a consolidated cash flow statement including the cash flows of the Company.

**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 the customer, when, and to the extent that, the Company obtains the right to consideration.

Revenue represents rents receivable on investment properties in the United Kingdom. All revenue is receivable from the parent company, Vauxhall Motors Limited.

# **VAUXHALL PROPERTIES LIMITED**

## **NOTES TO THE ACCOUNTS**

**Year ended 31 December 2003**

### **2. STAFF COSTS AND EMOLUMENTS OF DIRECTORS**

The company had no employees in the financial year (2002 - none).

The Directors of the Company are also Directors of other trading and holding companies within the GM Automotive UK group and it is not practicable to allocate their remuneration for the current or preceding financial years between their services to each company. Therefore details of their remuneration for the year to 31 December 2003 are disclosed in the financial statements of GM Automotive UK.

The Directors received no remuneration from the Company in the financial year (2002 - £nil).

### **3. AUDITORS' REMUNERATION**

Auditors' remuneration for the current and preceding financial years was borne by the parent company.

### **4. INTEREST RECEIVABLE AND SIMILAR INCOME**

	<b>2003</b>	<b>2002</b>
	<b>£'000</b>	<b>£'000</b>
Interest receivable from group undertaking	<u>6,418</u>	<u>6,182</u>

### **5. TAX CREDIT ON PROFIT ON ORDINARY ACTIVITY**

Analysis of tax credit on ordinary activities

	<b>2003</b>	<b>2002</b>
	<b>£'000</b>	<b>£'000</b>
Current tax:		
UK corporation tax at 30% (2002 - 30%)	-	-
Deferred tax:		
Deferred tax credit	<u>140</u>	<u>1,454</u>
Total tax credit on ordinary activities	<u>140</u>	<u>1,454</u>

The tax assessed for the period differs to that resulting from applying the standard rate of corporation tax in the UK of 30% (2002 - 30%). The differences are explained below:

	<b>2003</b>	<b>2002</b>
	<b>£'000</b>	<b>£'000</b>
Profit on ordinary activities before tax	<u>14,736</u>	<u>16,349</u>
Tax at UK rate of 30% (2002 - 30%) thereon	4,421	4,905
Effects of:		
Capital allowances in excess of depreciation	558	1,844
Loss on disposal of fixed assets	36	-
Group relief not paid for	<u>(5,015)</u>	<u>(6,749)</u>
Current tax charge for the year	<u>-</u>	<u>-</u>

# **VAUXHALL PROPERTIES LIMITED**

## **NOTES TO THE ACCOUNTS** **Year ended 31 December 2003**

### **6. TANGIBLE FIXED ASSETS**

	<b>Freehold land and buildings £'000</b>	<b>Leasehold property improvements £'000</b>	<b>Total £'000</b>
<b>Cost</b>			
At 1 January 2003	96,050	26,846	122,896
Disposals	(6,401)	-	(6,401)
At 31 December 2003	89,649	26,846	116,495
<b>Accumulated depreciation</b>			
At 1 January 2003	69,855	4,486	74,341
Charge for the year	2,617	19	2,636
Disposals	(4,046)	-	(4,046)
At 31 December 2003	68,426	4,505	72,931
<b>Net book value</b>			
At 31 December 2003	21,223	22,341	43,564
At 31 December 2002	26,195	22,360	48,555

Included within freehold land and buildings is land at cost of £43,006,000 (2002 – £43,629,000) not subject to depreciation. However £25,800,000 (2002 - £25,800,000) of this has been written down to zero as part of the impairment charge in the year ended 31 December 2000.

Following the closure of the manufacturing plant in March 2002 that was operated by the immediate holding company, the Directors considered that the carrying value of some of the Company's freehold buildings was impaired and they have written them down to their recoverable value. The profit and loss account for the year ended 31 December 2002 included an exceptional charge of £4,847,000 in respect of this.

### **7. DEBTORS**

	<b>2003 £'000</b>	<b>2002 £'000</b>
Loans to group undertaking and accrued interest	177,644	153,578
Amount receivable from parent company	21,606	25,947
	<u>199,250</u>	<u>179,525</u>

Amounts falling due after more than one year and included in debtors are:

	<b>2003 £'000</b>	<b>2002 £'000</b>
Amount receivable from parent company	<u>8,297</u>	<u>25,947</u>

# **VAUXHALL PROPERTIES LIMITED**

## **NOTES TO THE ACCOUNTS**

**Year ended 31 December 2003**

### **8. PROVISIONS FOR LIABILITIES AND CHARGES**

#### **Deferred taxation**

Movements on the provision for deferred taxation are as follows:

	<b>2003</b> <b>£'000</b>	<b>2002</b> <b>£'000</b>
At 1 January 2003	1,683	3,137
Credit to profit and loss account	(140)	(1,454)
At 31 December 2003	<u>1,543</u>	<u>1,683</u>

Deferred taxation is analysed over the following timing differences:

	<b>2003</b> <b>£'000</b>	<b>2002</b> <b>£'000</b>
Accelerated capital allowances	<u>1,543</u>	<u>1,683</u>

In accordance with Financial Reporting Standard 19 "Deferred Tax", deferred tax has not been provided on the revaluation of fixed assets. The amounts of unprovided deferred taxation are as follows:

	<b>2003</b> <b>£'000</b>	<b>2002</b> <b>£'000</b>
Tax on revalued fixed assets if they were disposed of at their revalued amounts	<u>8,013</u>	<u>8,362</u>
Total unprovided deferred taxation liability	<u>8,013</u>	<u>8,362</u>

### **9. CALLED UP SHARE CAPITAL**

	<b>2003</b> <b>£'000</b>	<b>2002</b> <b>£'000</b>
<b>Authorised, called up, allotted and fully paid:</b>		
124,000,105 (2002 – 124,000,105) ordinary shares of £1 each	<u>124,000</u>	<u>124,000</u>

### **10. MOVEMENT ON RESERVES**

	<b>Profit and loss account £'000</b>
At 1 January 2003	102,397
Profit for the financial year	<u>14,876</u>
At 31 December 2003	<u>117,273</u>

## **VAUXHALL PROPERTIES LIMITED**

### **NOTES TO THE ACCOUNTS**

**Year ended 31 December 2003**

#### **11. ULTIMATE PARENT COMPANY**

The ultimate parent company and controlling entity of the Company 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 Vauxhall Motors Limited, a company incorporated in England and Wales. The consolidated accounts of Vauxhall Motors Limited are filed with the Registrar of Companies, Companies House, Crown Way, Maindy, Cardiff CF14 3UZ.

#### **12. 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 which are related parties.