

VAUXHALL PROPERTIES LIMITED

Report and Financial Statements

31 December 2000

**Deloitte & Touche
Hill House
1 Little New Street
London EC4A 3TR**



VAUXHALL PROPERTIES LIMITED

REPORT AND FINANCIAL STATEMENTS 2000

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VAUXHALL PROPERTIES LIMITED

REPORT AND FINANCIAL STATEMENTS 2000

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

K J Benjamin
M James
K G Ward

SECRETARY

L Galvin

REGISTERED OFFICE

Griffin House
Osborne Road
Luton
Bedfordshire LU1 3YT

BANKERS

Lloyds TSB Bank Plc

AUDITORS

Deloitte & Touche
Chartered Accountants
Hill House
1 Little New Street
London EC4A 3TR

VAUXHALL PROPERTIES LIMITED

DIRECTORS' REPORT

The directors of Vauxhall Properties Limited ("the company") submit their annual report and the audited financial statements of the company for the year ended 31 December 2000.

PRINCIPAL ACTIVITIES

The company is a property investment company. All the properties owned by the company are occupied by its parent company.

REVIEW OF DEVELOPMENTS

In December 2000, as part of a wider restructuring by General Motors, Vauxhall Motors Limited, the company's parent, announced the ending of car production at the Luton site from March 2002, and production subsequently ceased on 21 March 2002. As a result, the directors consider it appropriate to write down to its recoverable value the carrying value of the land and buildings held by the company at the Luton plant. The profit and loss account for the year ended 31 December 2000 includes an exceptional charge of £33,568,000 in respect of this.

The loss before and after tax for the year amounted to £12,557,000 million (1999 – profit of £19,384,000). No dividends were declared (1999 – £nil).

FUTURE PROSPECTS

The company is expected to trade satisfactorily for the foreseeable future. The company continues to own properties occupied and utilised by Vauxhall Motors Limited, the parent company.

DIRECTORS

The present members of the Board of Directors are shown on page 1.

Mr S Khattri resigned as director on 31 January 2001.

Mr M James was appointed director on 1 February 2001.

Mr D McCrum resigned as secretary on 31 July 2001.

Ms L Galvin was appointed as company secretary on 1 August 2001.

The directors had no interests at any time during the year in the shares of Vauxhall Properties Limited, nor any other company within the UK group.

AUDITORS

A resolution proposing the reappointment of Deloitte & Touche 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



Director
22 April 2002

STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company 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 safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

AUDITORS' REPORT TO THE MEMBERS OF VAUXHALL PROPERTIES LIMITED

We have audited the financial statements of Vauxhall Properties Limited for the year ended 31 December 2000 which comprise the profit and loss account, the balance sheet and the related notes 1 to 13. These financial statements have been prepared under the accounting policies set out therein.

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 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 2000 and its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Deloitte & Touche

Deloitte & Touche
Chartered Accountants and Registered Auditors
Hill House
London EC4A 3TR

29 April 2002

VAUXHALL PROPERTIES LIMITED

PROFIT AND LOSS ACCOUNT Year ended 31 December 2000

	Note	2000 £'000	1999 £'000
TURNOVER			
Rental income		17,650	17,650
Cost of sales			
Depreciation on fixed assets	1,7	(2,819)	(2,636)
Loss on sale of fixed assets		(26)	(192)
Exceptional cost of sales - impairment of fixed assets	2	<u>(33,568)</u>	<u>-</u>
Total cost of sales		<u>(36,413)</u>	<u>(2,828)</u>
OPERATING PROFIT		<u>(18,763)</u>	<u>14,822</u>
Interest receivable	5	<u>6,206</u>	<u>4,562</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		<u>(12,557)</u>	<u>19,384</u>
Taxation	6	<u>-</u>	<u>-</u>
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION AND TRANSFERRED TO RESERVES	11	<u><u>(12,557)</u></u>	<u><u>19,384</u></u>

All amounts derive from continuing operations.

During the current and preceding financial year there have been no gains or losses other than those recognised in the profit and loss account and consequently no statement of total recognised gains and losses has been prepared.

There are no movements in shareholders' funds other than the recognised gains and losses for the current and preceding financial years and consequently no reconciliation of movements in shareholders' funds has been prepared.

VAUXHALL PROPERTIES LIMITED

BALANCE SHEET 31 December 2000

	Note	2000 £'000	1999 £'000
TANGIBLE FIXED ASSETS	7	63,337	99,750
CURRENT ASSETS			
Debtors	8	130,638	106,782
NET CURRENT ASSETS		130,638	106,782
TOTAL ASSETS		193,975	206,532
CAPITAL AND RESERVES			
Called up share capital	10	124,000	124,000
Profit and loss account	11	69,975	82,532
EQUITY SHAREHOLDERS' INTERESTS		193,975	206,532

These financial statements on pages 5 to 10 were approved by the Board of Directors on 22 April 2002 and are signed on its behalf by:



Director

NOTES TO THE ACCOUNTS
Year ended 31 December 2000

1. ACCOUNTING POLICIES

Accounting basis

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

Accounting basis

The financial statements are prepared under the historical cost convention.

Fixed asset

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 land improvements and buildings 25 years

No depreciation is provided on 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.

Deferred taxation

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

Cash flow statement

The company has taken advantage of the exemption granted in Financial Reporting Standard No. 1 not to produce a cash flow statement, since its immediate parent company, Vauxhall Motors Limited, produces a consolidated cash flow statement including the cash flow of the company.

2. EXCEPTIONAL COST OF SALES – IMPAIRMENT OF FIXED ASSETS

Details of the exceptional charge in the year ended 31 December 2000 are given in the directors' report.

3. EMOLUMENTS OF DIRECTORS

No directors received any emoluments from the company in the current and preceding financial years.

4. ADMINISTRATIVE EXPENSES

Auditors' remuneration is borne by the parent company.

The company had no employees or associated costs in the current and preceding financial years.

5. INTEREST RECEIVABLE

	2000 £'000	1999 £'000
Interest receivable from parent company	1,808	3,760
Interest receivable from group undertaking	4,398	802
	<hr/>	<hr/>
	6,206	4,562
	<hr/>	<hr/>

6. TAXATION

There is no current year or prior year tax charge due to the availability of group relief.

NOTES TO THE ACCOUNTS
Year ended 31 December 2000

7. TANGIBLE FIXED ASSETS

	Freehold land and buildings £'000	Long leasehold land and buildings £'000	Total £'000
Cost			
At 1 January 2000	96,173	26,846	123,019
Disposals	(123)	-	(123)
At 31 December 2000	<u>96,050</u>	<u>26,846</u>	<u>122,896</u>
Depreciation			
At 1 January 2000	18,853	4,416	23,269
Amount provided in the year	2,795	24	2,819
Disposals	(97)	-	(97)
Impairment of assets (note 2)	33,568	-	33,568
At 31 December 2000	<u>55,119</u>	<u>4,440</u>	<u>59,559</u>
Net book value			
At 31 December 2000	<u>40,931</u>	<u>22,406</u>	<u>63,337</u>
At 31 December 1999	<u>77,320</u>	<u>22,430</u>	<u>99,750</u>

Included within freehold land and buildings is land at cost of £43,629,000 (1999 – £43,629,000) not subject to depreciation. However £25,800,000 of this has been written down to zero as part of the impairment charge in the year ended 31 December 2000 (see note 2 and the directors' report).

NOTES TO THE ACCOUNTS
Year ended 31 December 2000

8. DEBTORS

	2000	1999
	£'000	£'000
Loans to group undertaking and accrued interest	113,665	89,646
Amount receivable from parent company	16,973	17,136
	<u>130,638</u>	<u>106,782</u>

9. PROVISIONS FOR LIABILITIES AND CHARGES

Deferred taxation

There were no deferred taxation provisions at the end of 2000 (1999 – nil).

The amounts of unprovided deferred taxation are as follows:

	2000	1999
	£'000	£'000
Potential tax payable on disposal of properties transferred from parent company	18,882	22,058
	<u>18,882</u>	<u>22,058</u>

10. CALLED UP SHARE CAPITAL

	2000	1999
	£'000	£'000
Authorised, allotted and fully paid: 124,000,105 shares of £1 each	124,000	124,000
	<u>124,000</u>	<u>124,000</u>

11. RESERVES

	Profit and loss account £'000s
As at 1 January 2000	82,532
Loss for the financial year	(12,557)
As at 31 December 2000	<u>69,975</u>

12. 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 General Motors Building, 3044 West Grand Boulevard, Detroit, Michigan 48202. The immediate parent company and controlling entity of the company is Vauxhall Motors Limited, a company registered in England and Wales. The consolidated accounts of Vauxhall Motors Limited are filed with the Registrar of Companies, Companies House, Crown Way, Maindy, Cardiff CF4 3UZ.

NOTES TO THE ACCOUNTS

Year ended 31 December 2000

13. RELATED PARTIES DISCLOSURES

The company is taking advantage of the exemption granted by paragraph 3(c) of Financial Reporting Standard 8 not to disclose transactions with General Motors Corporation group companies which are related parties.