

2948447

Defiance Tools Limited

Report and Financial Statements

31 December 2007



Defiance Tools Limited

Registered No 2948447

Directors

L J M Dartel

A E Leahy

Secretary

P W Ryemill

Auditors

Ernst & Young LLP

One Bridewell Street

Bristol

BS1 2AA

Registered Office

Unit 1A

Badminton Road Trading Estate

Yate

Bristol

BS37 5JS

Directors' report

The directors present their report and financial statements for the year ended 31 December 2007

Principal activity and review of the business

The principal activity of the company is that of a holding company. The company's subsidiary undertaking is Stedall (Vehicle Fittings) Limited, whose principal activity is the sale of commercial vehicle body fittings.

Results and dividends

The company did not trade during the year ended 31 December 2007.

During the year a dividend was declared and paid of £777,000 (2006: £900,000).

Directors

The directors of the company during the year were as listed on page 1.

Directors' qualifying third party indemnity provision

The company has granted an indemnity to one or more of its directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 1985. Such qualifying third party indemnity provision remains in force as at the date of approving the directors' report.

Directors' statement as to disclosure of information to auditors

The directors who were members of the board at the time of approving the directors' report are listed on page 1. Having made enquires of fellow directors and of the company's auditors, each of these directors confirm that:

- to the best of each director's knowledge and belief, there is no information relevant to the preparation of their report of which the company's auditors are not aware, and
- each director has taken all the steps a director might reasonably be expected to have taken to be aware of relevant audit information and to establish that the company's auditors are aware of that information.

Auditors

A resolution to reappoint Ernst & Young LLP as auditors will be put to the members at the Annual General Meeting.

By order of the Board



P W Ryemill

Secretary

Date 22/05/08

Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to 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 judgments and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, 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 that 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.

Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Independent auditors' report

to the members of Defiance Tools Limited

We have audited the company's financial statements for the year ended 31 December 2007 which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Balance Sheet and the related notes 1 to 7. 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

The directors are responsible for preparing the annual report and financial statements in accordance with applicable United Kingdom law and Accounting Standards (United Kingdom Generally Accepted Accounting Practice) as set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

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 information given in the directors' report is not consistent with the financial statements.

In addition, we report to you if, in our opinion, 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 other transactions 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 International Standards on Auditing (UK and Ireland) 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.

Independent auditors' report

to the members of Defiance Tools Limited (continued)

Opinion

In our opinion

- the report and financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2007 and of its profit for the year then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the directors' report is consistent with the financial statements

Ernst & Young LLP

Ernst & Young LLP

Registered Auditor

Bristol

Date

22 May 2008

Profit and loss account

for the year ended 31 December 2007

	2007 £000	2006 £000
Income from shares in group undertakings	777	900
Profit on ordinary activities before taxation	777	900
Tax on profit on ordinary activities	-	-
Profit on ordinary activities after taxation	777	900
Equity dividends paid	(777)	(900)
Retained profit for the financial year	-	-

All operations are continuing

Statement of total recognised gains and losses

for the year ended 31 December 2007

The company has no recognised gains or losses other than those included in the profit and loss account above

Balance sheet

at 31 December 2007

	Notes	2007 £000	2006 £000
Fixed assets			
Investments	4	4,500	4,500
Net assets		<u>4,500</u>	<u>4,500</u>
 Capital and Reserves			
Called up share capital	5	4 500	4,500
Equity shareholder's funds		<u>4,500</u>	<u>4,500</u>

Approved by the Board

A E Leahy

Director

Date

A Leahy
22/5/08

Notes to the financial statements

at 31 December 2007

1. Accounting policies

Basis of preparation

The financial statements have been prepared in accordance with the historical cost convention and in accordance with applicable accounting standards

Investments in subsidiary undertakings

Investments in subsidiary undertakings are stated at cost less provisions, where in the opinion of the directors there has been a permanent diminution in value

Group accounts

The company is exempt from preparing group accounts by virtue of s228 (2) of the Companies Act 1985. These accounts therefore provide information about the company, not about its group

2. Trading activity

During the year the company did not trade and received no income other than from shares in group undertakings and incurred no expenditure, nor paid directors' emoluments. Auditors remuneration has been borne by Stedall (Vehicle Fittings) Limited

3. Employees

The average number of employees (including directors) is 2 (2006: 2). There were no amounts payable to employees (including directors) during the year ended 31 December 2007 (2006: £nil)

There are no amounts accruing in a pension scheme in relation to any directors' qualifying services to the company (2006: £nil)

4. Investments

*Shares in
subsidiary
undertaking
£000*

Cost at 1 January 2007 and 31 December 2007

4,500

Details of the subsidiary undertaking in which the company holds an investment are as follows

	<i>Type of shares held</i>	<i>Proportion of voting rights held %</i>
Stedall (Vehicle Fittings) Limited	Ordinary	100

The principal activity of the subsidiary is the sale of commercial vehicle body fittings. The company made a profit for the financial year of £236,000 (2006: £6,000) after paying a dividend of £777,000 (2006: £900,000) and had share capital and reserves of £1,890,000 for the year ended 31 December 2007 (2006: £1,654,000)

In the opinion of the directors, the value of the company's investment in its subsidiary is not less than the amount at which it is stated in the balance sheet

Notes to the financial statements

at 31 December 2007

The company is a wholly owned subsidiary of The Kroymans A R M Stokvis Group, a company registered in The Netherlands

5. Called up share capital

	2007 £000	2006 £000
<i>Authorised</i>		
60,000,000 ordinary shares of £1 each	60,000	60,000
<i>Allotted, issued and fully paid</i>		
4,500,000 ordinary shares of £1 each	4,500	4,500

6. Related parties

The company has taken advantage of the exemption under Financial Reporting Standard No 8 not to disclose details of transactions with other members of The Kroymans A R M Stokvis Group

7. Parent undertaking and controlling party

The company's ultimate parent undertaking is The Kroymans Corporation Group which is incorporated in The Netherlands. Copies of the group financial statements, which include the company, are available from Arena Kantorenpark, Marathon 3, 1213 PB Hilversum, The Netherlands