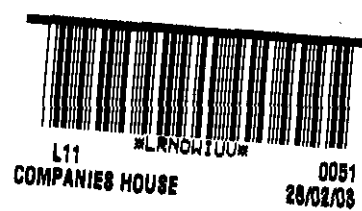


ASSTEAD (US) HOLDINGS LIMITED  
DIRECTORS' REPORT AND ACCOUNTS  
30 APRIL 2002  
COMPANY REGISTRATION No 3061532



## **ASSTEAD (US) HOLDINGS LIMITED**

### **DIRECTORS' REPORT FOR THE YEAR ENDED 30 APRIL 2002**

The directors present their report and the audited accounts of the Company for the year ended 30 April 2002.

### **REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS**

The Company's only source of income was interest from cash on deposit. The Company is an intermediary holding company within the Ashtead Group.

### **RESULTS AND DIVIDENDS**

The profit for the year after taxation is £14 (2001: £22).

The directors do not recommend the payment of a dividend.

### **PRINCIPAL ACTIVITIES**

The company's principal activity is that of an investment holding company.

### **DIRECTORS AND THEIR INTERESTS**

The following persons acted as directors during the period:

G B Burnett  
S I Robson  
R Patel (appointed 30 August 2002)

There is no provision in the Articles of Association of the Company for retirement of directors by rotation.

All the shares in the Company are held by the ultimate holding company, Ashtead Group plc. The interests of G B Burnett and S I Robson, who are also directors of the ultimate holding company, in the shares of that Company are shown in its accounts.

### **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

Company law requires the directors to prepare financial statements for each financial year that 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. The directors are required to prepare the financial statements on the going concern basis, unless it is inappropriate to presume that the company will continue in business.

The directors confirm that suitable accounting policies have been used and applied consistently. They also confirm that reasonable and prudent judgements and estimates have been made in preparing the financial statements for the year ended 30 April 2002 and that applicable accounting standards have been followed.

The Directors are also responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Company and 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**

Following the conversion of our auditors PricewaterhouseCoopers to a Limited Liability Partnership (LLP) from 1 January 2003, PricewaterhouseCoopers resigned on 17 February 2003 and the directors appointed its successor, PricewaterhouseCoopers LLP, as auditors. A resolution to reappoint PricewaterhouseCoopers LLP as auditors to the company will be proposed at the annual general meeting.

By Order of the Board



R E Clark  
Secretary

27 February 2003

## **ASSTEAD (US) HOLDINGS LIMITED**

### **Independent auditors' report to the members of Ashtead (US) Holdings Limited**

We have audited the financial statements which comprise the profit and loss account and the balance sheet and the related notes.

#### **Respective responsibilities of directors and auditors**

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable United Kingdom law and accounting standards are 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 United Kingdom Auditing Standards issued by the Auditing Practices Board. This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 is not disclosed.

We read the other information contained in the annual report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. The other information comprises only the directors' report.


#### **Basis of audit opinion**

We conducted our audit in accordance with 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 at 30 April 2002 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



PricewaterhouseCoopers LLP  
Chartered Accountants and Registered Auditors  
London

27 February 2003

**ASSTEAD (US) HOLDINGS LIMITED**

**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 APRIL 2002**

	<u>2002</u>	<u>2001</u>
	£	£
Interest receivable	14	22
	----	----
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>	14	22
	----	----
<b>AMOUNT TRANSFERRED TO RESERVES</b>	14	22
	===	===

The Company has made no recognised gains or losses in the period other than those shown in the profit and loss account above, therefore no separate statement of total recognised gains and losses has been prepared.

The notes on pages 5 to 7 form part of these financial statements.

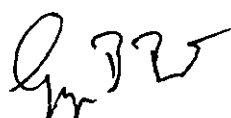
**ASSTEAD (US) HOLDINGS LIMITED**

**BALANCE SHEET AS AT 30 APRIL 2002**

	<u>Note</u>	<u>2002</u> £	<u>2001</u> £
<b>FIXED ASSETS</b>			
Investments	4	101,160,000	101,160,000
<b>CURRENT ASSETS</b>			
Amount due from Group companies	2	2	2
Cash at Bank	1,038	1,024	1,024
	-----	-----	-----
	1,040	1,026	1,026
<b>CURRENT LIABILITIES</b>			
Amount due to Group companies	(1,000)	(1,000)	(1,000)
	-----	-----	-----
<b>NET CURRENT ASSETS</b>		40	26
		-----	-----
		101,160,040	101,160,026
		=====	=====
<b>CAPITAL AND RESERVES</b>			
Called up share capital	5	2,000,002	2,000,002
Share premium account	6	99,160,000	99,160,000
Profit and loss account	6	38	24
		-----	-----
<b>TOTAL EQUITY</b>			
<b>SHAREHOLDERS' FUNDS</b>		101,160,040	101,160,026
		=====	=====

The notes on pages 5 to 7 form part of these financial statements.

The financial statements were approved by the Board of Directors on 27 February 2003.

  
G B Burnett

## ASSTEAD (US) HOLDINGS LIMITED

### NOTES TO THE FINANCIAL STATEMENTS – 30 APRIL 2002

#### 1. ACCOUNTING POLICIES

##### Accounting basis

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

By virtue of section 228 of the Companies Act 1985, the company is not required to prepare group financial statements. Therefore the financial statements present information about the company as an individual undertaking and not about its group.

##### Investments

Investments in joint ventures are treated as a fixed asset at cost but subject to any provision for permanent impairment.

#### 2. DIRECTORS' EMOLUMENTS

G B Burnett and S I Robson were also directors of the ultimate holding company throughout the year; the emoluments receivable in respect of their services to that company are shown in that company's accounts.

#### 3. CASHFLOW STATEMENT AND RELATED PARTY DISCLOSURES

The Company has taken advantage of the exemption in FRS1 (revised) and has not prepared a cash flow statement.

The Company has taken advantage of the exemption provided by FRS8 from disclosure of transactions between the companies owned 90% or more by the group. There were no other transactions during the year which would require disclosure under FRS8.

#### 4. INVESTMENTS

	2002 £	2001 £
Investment in partnership: Asstead (US) Holdings DGP	101,160,000 =====	101,160,000 =====

##### **ASSTEAD (US) HOLDINGS DGP** **Financial information**

	2002 US\$	2001 US\$
Loss for the year	48,668,498 =====	61,195,445 =====
Accumulated capital and reserves at 30 April 2002	203,379,631 =====	253,470,907 =====

For illustrative purposes only, these figures translated at the year end would be £33,920,057 at an exchange rate of 1.4348 (2001: £43,711,032 at an exchange rate of 1.4) and £139,559,206 at an exchange rate of 1.4573 (2001: £181,050,647 at an exchange rate of 1.4) respectively.

The Company has a 51% interest in the partnership.

Asstead (US) Holdings DGP's principal location of business is at 1013 Centre Road, Wilmington, DE 19805, USA.

# ASHTEAD (US) HOLDINGS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS – 30 APRIL 2002

### 5. CALLED UP SHARE CAPITAL

	2002 Number	2001 Number	2002 £	2001 £
Authorised share capital				
Ordinary shares of £1 each	200,000,000	200,000,000	200,000,000	200,000,000
	=====	=====	=====	=====
Allotted called up and fully paid				
Ordinary shares of £1 each	2,000,002	2,000,002	2,000,002	2,000,002
	=====	=====	=====	=====

### 6. RESERVES

	Share Capital £	Share Premium £	Profit & Loss account £	Total £
At 1 May 2001	2,000,002	99,160,000	24	101,160,026
Retained profit for the year	-	-	14	14
	-----	-----	-----	-----
At 30 April 2002	2,000,002	99,160,000	38	101,160,040
	=====	=====	=====	=====

### 7. RECONCILIATION OF MOVEMENT IN EQUITY SHAREHOLDER'S FUNDS

	2002 £	2001 £
Profit for the year	14	22
	-----	-----
	14	22
Shareholder's funds at 1 May 2001	101,160,026	101,160,004
	-----	-----
Shareholder's funds at 30 April 2002	101,160,040	101,160,026
	=====	=====

### 8. TAXATION

No corporation tax charge arises in the year because for UK tax purposes 51% of the losses of Ashtead (US) Holdings DGP are treated as arising to the Company such that the Company has no profit chargeable to corporation tax.

The reconciliation between the £Nil tax charge for the year and that expected on the basis of the UK standard corporation tax rate of 30% is as follows:

	£'000
Expected tax credit based on the loss before taxation of £17,299,215 for the year at the standard UK corporation tax rate of 30%	(5,190)
Group relief surrendered for no consideration	5,190
	-----
Actual tax charge for the year	-
	=====

## **ASSTEAD (US) HOLDINGS LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS – 30 APRIL 2002**

#### **9. ULTIMATE HOLDING COMPANY**

The parent and ultimate holding company is Ashtead Group plc, a company registered in England. This company is also parent of the smallest and largest groups for which group accounts are prepared. Copies of the consolidated financial statements of Ashtead Group plc can be obtained from King's Court, 41-51 Kingston Road, Leatherhead, Surrey, KT22 7AP.