AUTOMOTIVE PARTS DISTRIBUTION GROUP LIMITED DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2003



COMPANY INFORMATION

Directors T Murray

A Seal G Hoare

Secretary T Murray

Company number 3198592

Registered office Charter House, The Square

Lower Bristol Road

Bath BA2 3BH

Auditors Robson Taylor

Charter House The Square

Lower Bristol Road

Bath BA2 3BH

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DIRECTORS' REPORT FOR THE YEAR ENDED 30 APRIL 2003

The directors present their report and financial statements for the year ended 30 April 2003.

Principal activities

The company has been dormant throughout the year.

Directors

The following directors have held office since 1 May 2002:

T Murray

A Seal

G Hoare

Directors' interests

The directors' interests in the shares of the company were as stated below:

, ,	Ordinary sh	Ordinary shares of £ 1 each	
	30 April 2003	1 May 2002	
T Murray	•	-	
A Seal	-	_	
G Hoare	-	-	

The directors and their beneficial interests in the share capital of the parent company during the year are disclosed within the financial statements of that company.

Auditors

In accordance with section 385 of the Companies Act 1985, a resolution proposing that Robson Taylor be reappointed as auditors of the company will be put to the Annual General Meeting.

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 30 APRIL 2003

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 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;
- 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.

This report has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

On behalf of the board

T Murray

Director 20/1/04

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF AUTOMOTIVE PARTS DISTRIBUTION GROUP LIMITED

We have audited the financial statements of Automotive Parts Distribution Group Limited on pages 4 to 6 for the year ended 30 April 2003. These financial statements have been prepared in accordance with the Financial Reporting Standard for Smaller Entities (effective June 2002), under the historical cost convention and 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 auditor's 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 the directors and auditors

As described in the statement of directors' responsibilities on page 2 the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom 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 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 with the company 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 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 30 April 2003 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Robson Taylor

Chartered Accountants

Registered Auditor

Robson Taylor
Charter House 20/1/04

The Square

Lower Bristol Road

Bath

BA2 3BH

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 APRIL 2003

		2003	2002
	Notes	£	£
			
Loss on ordinary activities before			
taxation		-	-
Tax on loss on ordinary activities	2	-	_
·			
Loss on ordinary activities after			
taxation		-	-

BALANCE SHEET AS AT 30 APRIL 2003

	2003			2002	
	Notes	£	£	£	£
Current assets					
Debtors	3	1		1	
Total assets less current liabilities			1		1
		,		=	
Capital and reserves					
Called up share capital	4		1		1
•		,		_	
Shareholders' funds			1		1
		:		_	

These financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies and with the Financial Reporting Standard for Smaller Entities (effective June 2002).

The financial statements were approved by the Board on ... 20/1/04.....

T Murray

Director

G Hoare

Director

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2003

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective June 2002).

2 Taxation

	Current tax charge	-	-
	On the basis of these financial statements no provision has been made for cor	poration tax.	
3	Debtors	2003 £	2002 £
	Other debtors	1	1
4	Share capital	2003 £	2002 £
	Authorised 100,000 Ordinary shares of £ 1 each	100,000	100,000
	Allotted, called up and fully paid 1 Ordinary shares of £ 1 each	1	1

5 Control

The ultimate parent undertaking is Automotive Parts Distribution Limited, a company incorporated in the United Kingdom.