



ARTHUR ANDERSEN

**Mayflower Automotive Products
(UK) Limited**

Annual report and accounts
for the year ended 31 December 2000

Registered number: 3289111



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Directors' report

For the year ended 31 December 2000

The directors present their annual report on the affairs of the company, together with the accounts and auditors' report, for the year ended 31 December 2000.

Principal activity, business review and dividends

The company continues to be an intermediate holding company.

The retained loss for the year was £16 (1999 – loss of £23).

Dividends of £5,000,000 were proposed and paid during the year (1999 – £4,000,000).

Directors' responsibilities

Company law requires the directors to prepare accounts 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 for that period. In preparing those accounts, 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, subject to any material departures disclosed and explained in the accounts; and
- prepare the accounts 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 enable them to ensure that the accounts 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.

Directors' report (continued)

Directors and their interests

The directors who served during the year were as follows:

D T Donnelly

T V Whitmore

None of the directors has any interests in the shares of the company.

The interests of D T Donnelly and T V Whitmore in the shares of the ultimate parent company including details of share options held are disclosed in the consolidated accounts of The Mayflower Corporation plc.

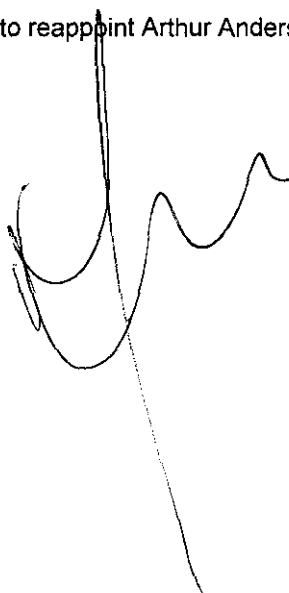
The number of directors who exercised share options during the year was 2 (1999 – 1).

Auditors

The directors will place a resolution before the annual general meeting to reappoint Arthur Andersen as auditors for the ensuing year.

Mayflower House
London Road
Loudwater
High Wycombe
Buckinghamshire
HP10 9RF

By order of the Board

A handwritten signature in black ink, appearing to be 'J. J. J.', written over a vertical line.

Director

29 June 2001

To the Shareholders of Mayflower Automotive Products (UK) Limited:

We have audited the accounts on pages 4 to 8 which have been prepared under the historical cost convention and the accounting policies set out on page 6.

Respective responsibilities of directors and auditors

As described on page 1, the company's directors are responsible for the preparation of the accounts in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

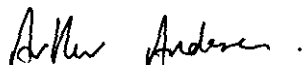
Basis of opinion

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 accounts. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the accounts and of whether the accounting policies are appropriate to the circumstances of the company, 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 accounts 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 accounts.

Opinion

In our opinion the accounts give a true and fair view of the state of affairs of the company as at 31 December 2000 and of the company's profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Arthur Andersen
Chartered Accountants and Registered Auditors

Four Brindleyplace
Birmingham
B1 2HZ

29 June 2001

Profit and loss account

For the year ended 31 December 2000

	Notes	2000 £	1999 £
Administrative expenses		(16)	(23)
Operating loss		(16)	(23)
Income from shares in group undertakings	4	5,000,000	4,000,000
Profit on ordinary activities before and after taxation	2	4,999,984	3,999,977
Dividends paid and proposed on equity shares	6	(5,000,000)	(4,000,000)
Retained loss for the year		(16)	(23)
Retained profit, beginning of year		7,560	7,583
Retained profit, end of year		7,544	7,560

There were no recognised gains or losses in either year other than the loss for that year.

The accompanying notes are an integral part of this profit and loss account.

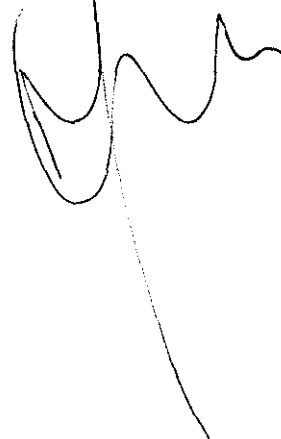
Balance sheet

31 December 2000

	Notes	2000 £	1999 £
Fixed assets			
Investments	7	<u>13,500</u>	<u>13,500</u>
Current assets			
Debtors	8	9,123,915	4,123,915
Cash at bank and in hand		<u>479</u>	<u>495</u>
		9,124,394	4,124,410
Creditors: Amounts falling due within one year	9	<u>(7,992,935)</u>	<u>(2,992,935)</u>
Net current assets		<u>1,131,459</u>	<u>1,131,475</u>
Net assets		<u>1,144,959</u>	<u>1,144,975</u>
Capital and reserves			
Called-up share capital	10	1,137,415	1,137,415
Profit and loss account		<u>7,544</u>	<u>7,560</u>
Total shareholders' funds (all equity)	11	<u>1,144,959</u>	<u>1,144,975</u>

The accounts on pages 4 to 8 were approved by the board of directors on 29 June 2001 and signed on its behalf by:

Director



29 June 2001

The accompanying notes are an integral part of this balance sheet.

Notes to accounts

31 December 2000

1 Accounting policies

A summary of the principal accounting policies, all of which have been applied consistently throughout the year and the preceding year, is set out below.

a) Basis of accounting

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

The company has taken advantage of the exemption from preparing consolidated accounts afforded by Section 228 of the Companies Act 1985 because it is a wholly owned subsidiary of The Mayflower Corporation plc which prepares consolidated accounts which are publicly available. The company is also, on this basis, exempt from the requirement of FRS 1 to present a cash flow statement.

The company has taken advantage of the exemption granted within Financial Reporting Standard 8, which does not require disclosure of transactions between group undertakings, as more than 90% of the company's voting rights are controlled within the group.

b) Investments

Investments in subsidiary undertakings are shown at cost less provision for impairment.

c) Taxation

Corporation tax payable is provided on taxable profits at the current rate.

Deferred tax is provided using the liability method in respect of timing differences to the extent that it is probable that a liability or asset will crystallise in the future.

2 Profit on ordinary activities before taxation

Auditors' remuneration for audit and non-audit services is borne by a fellow group undertaking.

3 Staff costs

Apart from the directors, the average monthly number of employees was Nil (1999 – Nil).

None of the directors received remuneration from the company during either year.

4 Income from shares in group undertakings

	2000 £	1999 £
Dividends received	<u>5,000,000</u>	<u>4,000,000</u>

Notes to accounts (continued)

5 Taxation

There was no charge for taxation in either year.

The company had no unprovided deferred tax liability at either year end.

6 Dividends paid and proposed on equity shares

	2000 £	1999 £
Dividends paid of £4.40 (1999 - £3.52) per ordinary share	<u>5,000,000</u>	<u>4,000,000</u>

7 Investments

Subsidiary undertakings

	£
Cost and net book value at the beginning and end of the year	<u>13,500</u>

Subsidiary undertakings comprise the following, which are registered in England and Wales.

Name of subsidiary	Ordinary shares	Principal activities
Mayflower Vehicle Systems plc	100%	Vehicle component manufacture
Motor Panels plc	100%	Dormant

8 Debtors

	2000 £	1999 £
Amounts owed by group undertakings	<u>9,123,915</u>	<u>4,123,915</u>

Notes to accounts (continued)

9 Creditors: Amounts falling due within one year

	2000 £	1999 £
UK and overseas taxation	1,000	1,000
Amounts owed to group undertakings	7,991,935	2,991,935
	<u>7,992,935</u>	<u>2,992,935</u>

10 Called-up share capital

	2000 £	1999 £
<i>Authorised</i>		
1,137,416 ordinary shares of £1 each	<u>1,137,416</u>	<u>1,137,416</u>
<i>Allotted, called-up and fully-paid</i>		
1,137,415 ordinary shares of £1 each	<u>1,137,415</u>	<u>1,137,415</u>

11 Reconciliation of movements in shareholders' funds

	2000 £	1999 £
Retained loss for the year	(16)	(23)
Opening shareholders' funds	<u>1,144,975</u>	<u>1,144,998</u>
Closing shareholders' funds	<u>1,144,959</u>	<u>1,144,975</u>

12 Ultimate parent company and controlling party

The ultimate parent company and controlling party is The Mayflower Corporation plc, a company registered in England and Wales.

The only group of which Mayflower Automotive Products (UK) Limited is a member and for which group accounts are drawn up is that headed by The Mayflower Corporation plc, whose principal place of business is at Mayflower House, London Road, Loudwater, High Wycombe, Buckinghamshire, HP10 9RF. The consolidated accounts of this group are available to the public and may be obtained from the address above.