

Registered No 3588027 (England)

Unipart North America Limited

Annual Report and Financial Statements

For the year ended 31 December 2009



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Company Information

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Directors

F W Burns
P M Dessain
R Leung
A J Mourgue
M H Tonks
M Varnom

Secretary

M D Rimmer

Registered office

Unipart House
Cowley
Oxford
OX4 2PG

Registered number

3588027

Statutory Auditors

PricewaterhouseCoopers LLP
Cornwall Court
19 Cornwall Street
Birmingham
B3 2DT

Directors' Report

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For the year ended 31 December 2009

The directors present their report together with the audited financial statements for the year ended 31 December 2009

Principal activity and review of business

The principal activity of Unipart North America Limited (the "Company") continues to be the export of automotive parts, components and accessories. The directors are satisfied with the financial performance and position of the Company and look forward to increased activity in the coming financial year.

The Company is one of the main trading subsidiaries of the Unipart Group of Companies (the "Group")

Results for the year

The results for the year are set out in the profit and loss account on page 6. The directors do not propose the payment of a dividend (2008 - £nil).

Business risk

From the perspective of the Company, the principal risks and uncertainties are integrated within the principal risks of the Group and are not managed separately. Accordingly, the principal risks and uncertainties of the Group, which includes those of the Company, are discussed in the Directors' report in the annual report of Unipart Group of Companies Limited, which does not form part of this report.

Financial risk management

The financial risks of the Company are managed centrally by the Group's treasury department. Given the size of the Company and the level of its activities, its operations are not significantly exposed to risks such as price risk, credit risk, liquidity risk and interest rate risk.

Directors

The current directors are shown on page 2 and have served throughout the year. There was no contract subsisting during or at the end of the financial year in which any director of the company had a material interest, however, during the year an indemnity from the company was available to the directors against liabilities incurred by them in defending proceedings against them in relation to the affairs of the company. The indemnity is subject to the provisions of the Companies Act and is set out in the Articles of Association.

Employees

Unipart North America Limited does not have any employees. Its immediate parent company, Unipart Group Limited, provides all necessary service functions for Unipart North America Limited.

Going concern

The directors of Unipart Group of Companies Limited, the ultimate parent undertaking, have indicated their intention to continue providing financial support to the company for the foreseeable future, at least one year from the date of approval of these accounts, sufficient for the company to meet its obligations as they fall due. As a result, the directors have prepared the accounts on a going concern basis.

Auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office.

Statement of directors' responsibilities

The directors are responsible for preparing the Directors' 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). Under company law, the directors must not approve the financial statements unless they are satisfied that they 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,
- 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 adequate accounting records that are sufficient to show and explain the Company's transactions and 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 2006. 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.

Statement of disclosure of information to auditors

In the case of each director in office at the date the directors' report is approved, under section 418 (1) to (4) of the Companies Act 2006 the following applies:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- he has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

By order of the Board



M D Rimmer
Company Secretary

Oxford, 8 April 2010

Independent Auditors' Report to the Members of Unipart North America Limited

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We have audited the financial statements of Unipart North America Limited for the year ended 31 December 2009 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, 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.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the Company's affairs as at 31 December 2009 and of its loss for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit.



Adrian Walters BSc ACA (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Birmingham, 8 April 2010

Profit and loss account*For the year ended 31 December 2009*

	Note	2009 £000	2008 £000
Turnover	2	84,628	81,531
Operating loss	3	(592)	(1,183)
Interest receivable / (payable)	6	5	(103)
Loss on ordinary activities before tax		(587)	(1,286)
Tax on loss on ordinary activities	7	190	266
Loss for the financial year	12	(397)	(1,020)

The results for the year relate to continuing operations

The Company does not have any gains or losses other than the loss above and there was no difference between the loss reported above and the loss on a historical cost basis

The Company has no recognised gains and losses other than those included in the results above and therefore no separate statement of total recognised gains and losses has been presented

The notes on pages 8 to 11 form part of these financial statements

Unipart North America Limited

Balance Sheet
As at 31 December 2009

	Note	2009 £000	2008 £000
Current assets			
Stock	8	20,329	23,696
Debtors - amounts falling due within one year	9	6,726	7,665
Debtors - amounts falling due after more than one year	9	373	360
Cash at bank and in hand		3,227	1,696
		30,655	33,417
Creditors - amounts falling due within one year	10	(31,738)	(34,103)
Total assets less current liabilities		(1,083)	(686)
Net liabilities		(1,083)	(686)
Capital and reserves			
Called up share capital	11	-	-
Profit and loss reserve	12	(1,083)	(686)
Total shareholders' deficit	13	(1,083)	(686)

Approved by the Board on 8 April 2010 and signed on its behalf by

M. S. Varnom

M VARNOM - Director

Unipart North America Limited

Registered No 3588027

The notes on pages 8 to 11 form part of these financial statements

Unipart North America Limited

Notes to the financial statements

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For the year ended 31 December 2009

1 Accounting policies

These financial statements are prepared on the going concern basis, under the historical cost convention, in accordance with the Companies Act 2006. The principal accounting policies are set out below.

Cash flow statement

The Company is a wholly owned subsidiary of a Group whose ultimate parent company is Unipart Group of Companies Limited. The financial statements of Unipart Group of Companies Limited, which are publicly available, include a consolidated cash flow statement. Accordingly, the Company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS 1 (revised 1996), 'Cash flow statements'.

Stock

Stocks are stated at the lower of average cost and estimated net realisable value. Cost includes all direct costs incurred in bringing the stocks to the present location and condition. Net realisable value is calculated as the actual selling price, net of trade discounts, less costs to completion and all related marketing, selling and distribution costs. Provision is made for obsolete, slow-moving or defective items where appropriate.

Foreign currencies

Exchange differences arising in the normal course of trading and on the translation of monetary assets and liabilities are taken through the profit and loss account.

Related party transactions

The Company is controlled by Unipart Group of Companies Limited. The Company has taken advantage of the exemption afforded by FRS 8, 'Related party disclosures' and as such, the financial statements do not disclose transactions with other group companies.

Significant estimation techniques

The preparation of the financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenditure in the reporting period. Actual results could differ from those estimates.

Deferred tax

Deferred tax is accounted for to recognise timing differences between the recognition of gains and losses in the financial statements and their recognition for tax purposes, in accordance with FRS 19, 'Deferred tax'. A deferred tax liability is recognised if transactions or events result in the Company having an obligation to pay more tax in future periods. A deferred tax asset is only recognised where transactions or events that have occurred before the balance sheet date give the Company the right to pay less tax in future, and it is considered to be more likely than not that the asset will be recovered. Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted by the balance sheet date. Deferred tax balances are not discounted.

Turnover

Turnover is recognised on the invoiced and accrued value of goods and services supplied during the year, including amounts received and receivable on management fee contracts. The sale of goods are recognised at the point at which the goods are dispatched. The sales of services are recognised in the accounting period in which the services are rendered, by reference to the agreed contractual arrangements. Turnover is reported net of conditional discounts, VAT and other sales taxes.

Going concern

The directors of Unipart Group of Companies Limited, the ultimate parent undertaking, have indicated their intention to continue providing financial support to the Company for the foreseeable future, at least one year from the date of approval of these accounts, sufficient for the Company to meet its obligations as they fall due. As a result, the directors have prepared the accounts on a going concern basis.

2 Segmental reporting

In the opinion of the directors, the Company operates in a single business segment, principally the United Kingdom, where all significant operations are controlled and thus where turnover originates and profits arise. The geographical analysis of turnover by location of customer is as follows:

	Year ended 31 Dec 2009	Year ended 31 Dec 2008
	£000	£000
North America	84,628	81,531

Unipart North America Limited

Notes to the financial statements (continued)

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For the year ended 31 December 2009

3 Operating loss

	Year ended 31 Dec 2009 £000	Year ended 31 Dec 2008 £000
Turnover	84,628	81,531
Cost of sales	(70,085)	(66,945)
Gross profit	14,543	14,586
Distribution costs	(14,310)	(14,936)
Administrative expenses	(825)	(833)
Operating loss	(592)	(1,183)

Auditors' remuneration is borne by Unipart Group Limited, a fellow subsidiary of the Unipart Group of Companies. The remuneration amounted to £5,000 in respect of audit fees (2008 – £1,000) and £4,000 in respect of other services relating to taxation (2008 – £nil) on behalf of the Company.

4 Staff numbers and costs

Unipart North America Limited does not have employees in its own right. Services are provided and paid through Unipart Group Limited and all applicable disclosures are made in those financial statements.

5 Directors' emoluments

The directors received their remuneration in respect of services to the Unipart Group of Companies as a whole and received no remuneration in respect of services provided to the Company.

6 Interest receivable / (payable)

	31 Dec 2009 £000	31 Dec 2008 £000
<i>Payable in respect of</i>		
Amounts payable to fellow subsidiaries	-	(103)
Interest payable	-	(103)
<i>Receivable in respect of</i>		
Parent company, fellow subsidiaries and other group companies	5	-
Interest receivable	5	-
Net interest receivable / (payable)	5	(103)

7 Tax on loss on ordinary activities

	Year ended 31 Dec 2009 £000	Year ended 31 Dec 2008 £000
<i>Current Tax</i>		
UK Corporation Tax on losses of the year	(186)	-
Foreign taxes	9	94
	(177)	94
<i>Deferred Tax</i>		
Origination and reversal of timing differences	-	(360)
Adjustments in respect of prior periods	(13)	-
	(13)	(360)
Tax credit on loss on ordinary activities	(190)	(266)

The standard rate of tax for the year, based on the UK standard rate of corporation tax, is 28% (2008 – 28.5%). The actual tax charge for the year and the prior year differ from the standard rate. The principal reconciling items are illustrated on the next page.

Notes to the financial statements (continued)

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For the year ended 31 December 2009

	Year ended 31 Dec 2009 £000	Year ended 31 Dec 2008 £000
Loss on ordinary activities before tax	(587)	(1,286)
Loss on ordinary activities multiplied by standard rate in the UK 28% (2008 - 28.5%)	(164)	(367)
Effects of		
Movement on other timing differences	-	367
Permanent differences	(22)	-
Foreign taxes	9	94
Current tax (credit) / charge for the year	(177)	94

8 Stock	2009 £000	2008 £000
Finished goods and goods for resale	20,329	23,696

9 Debtors	2009 £000	2008 £000
<i>Amounts falling due within one year</i>		
Trade debtors and bills receivable	6,448	7,530
Corporation tax	276	70
Other debtors	2	65
	6,726	7,665

<i>Amounts falling due after more than one year</i>		
Deferred tax	373	360
	373	360

Total debtors	7,099	8,025
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Deferred tax	2009		2008	
	Full potential asset £000	Amount recognised £000	Full potential asset £000	Amount recognised £000
Losses	373	373	360	360

The Company recognises all available deferred tax assets

	2009 £000	2008 £000
At 1 January	360	-
Amounts credited to the profit and loss account in the year	13	360
At 31 December	373	360

10 Creditors - amounts falling due within one year	2009 £000	2008 £000
Bank loans and overdrafts	216	3,877
Trade creditors	416	309
Amounts owing to parent company	24,493	21,934
Amounts owing to fellow subsidiaries	1,636	1,870
Other creditors	4,391	5,523
Accruals and deferred income	586	590
	31,738	34,103

Amounts due to group undertakings are unsecured and have no fixed repayment date. Certain amounts due to group undertakings bear interest.

The bank loans are secured by fixed and floating charges over certain of the Company's assets, principally stocks and debtors, and are drawn under a working capital facility committed until 31 December 2013. Interest is chargeable at rates based on the base rate.

Notes to the financial statements (continued)

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For the year ended 31 December 2009

11 Called up share capital	2009 Number	2008 Number	2009 £	2008 £
Ordinary shares of £1 each				
Issued and fully paid	1	1	1	1
Authorised	10,000	10,000	10,000	10,000

12 Profit and loss reserve	Total £000
At 1 January 2009	(686)
Loss for the financial year	(397)
At 31 December 2009	(1,083)

13 Reconciliation of movements in total shareholders' (deficit) / funds	2009 £000	2008 £000
Loss for the financial year	(397)	(1,020)
At 1 January	(686)	334
At 31 December	(1,083)	(686)

14 Contingent liabilities

The Company has given security by way of fixed and floating charges over certain of the Company's assets, to guarantee bank loans provided to certain fellow subsidiary undertakings. The amount outstanding under such arrangements at 31 December 2009 was £11.9 million (2008 - £25.2 million).

15 Ultimate and immediate parent and controlling party

Unipart Group of Companies Limited, a company registered in England and Wales, is the ultimate parent and controlling company. Copies of Unipart Group of Companies Limited's consolidated financial statements can be obtained from the Company Secretary at Unipart House, Cowley, Oxford, OX4 2PG. The company's immediate parent and controlling company is Unipart Group Limited, a company registered in England and Wales.