

COMPANY NUMBER: 4773348

TAMWORTH UK LIMITED (FORMERLY TAMWORTH UK)
DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2003



TAMWORTH UK LIMITED (FORMERLY TAMWORTH UK)

DIRECTORS

Mr PD Dean

Mr G Millar

SECRETARY

Mrs SM Roberts

AUDITORS

Ernst & Young LLP

One Colmore Row

Birmingham

B3 2DB

REGISTERED OFFICE

Coleshill Road

Fazeley

Tamworth

Staffordshire

B78 3TL

TAMWORTH UK LIMITED (FORMERLY TAMWORTH UK)
DIRECTORS' REPORT

Review of the period

The company was incorporated on 21 May 2003 as a private unlimited company.

Directors

The directors of the company during the period and at 31 December 2003 were as follows:

Mr PD Dean	Appointed 21 May 2003
Mr G Millar	Appointed 21 May 2003

No director had any interest in the shares of the company.

The company's ultimate parent undertaking is Foseco Jersey Limited, a company registered in Jersey. As such the directors are not required to notify the company of their shareholdings and therefore no disclosure has been made concerning their shareholdings in Foseco Jersey Limited.

No director was interested during or at the end of the year in any contract which was significant in relation to the Company's business.

Events after the balance sheet date

The company re-registered to become a limited company on 24 March 2004.

Share capital

On incorporation, two subscriber shares of £1 each were issued at par. A further £1 share was issued on 21 November 2003 in return for the cancellation of loan notes with a nominal value of £8,650,000. By order of a board resolution, on 21 November 2003, the share capital of the company was reduced by cancellation of one share and of £8,649,999 share premium.

Dividends

On 21 November 2003, the directors declared an interim dividend in specie of the company's land and buildings, which had a book value of £8,650,000.

Auditors

Ernst & Young LLP have expressed their willingness to continue in office as auditors. A resolution to dispense with the need to appoint auditors annually will be proposed at the next Annual General Meeting.

On behalf of the Board

Sharon Roberts

SM Roberts
Secretary

1 July 2004

TAMWORTH UK LIMITED (FORMERLY TAMWORTH UK)
STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF
THE FINANCIAL STATEMENTS

Company law requires the directors to prepare accounts for the period, 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 the period. In preparing those accounts, the directors are required:

- to select suitable accounting policies and apply them consistently
- to make judgements and estimates that are reasonable and prudent
- to state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the accounts
- to prepare the accounts on the going concern basis unless it is inappropriate to presume that the group will continue in business.

The directors are also responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the group and which enable them to ensure that the accounts comply with Companies Act 1985. They are also responsible for taking reasonable steps to safeguard the assets of the group and to prevent and detect fraud and other irregularities.

The directors confirm that they have complied with these requirements, and, having a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future, continue to adopt the going concern basis in preparing the accounts.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
TAMWORTH UK LIMITED (FORMERLY TAMWORTH UK)**

We have audited the company's financial statements for the 32 week period ended 31 December 2003 which comprise the Profit and Loss Account, Balance Sheet, Statement of Total Recognised Gains and Losses, Reconciliation of Shareholders' Funds and the related notes 1 to 10. These financial statements have been prepared on the basis of 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

As described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and 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 group 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 judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the group'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 affairs of the company as at 31 December 2003 and of the loss for the period then ended and have been properly prepared in accordance with the Companies Act 1985.

Ernst & Young LLP

Ernst & Young LLP

Registered Auditor

Birmingham

1 July 2004

TAMWORTH UK LIMITED (FORMERLY TAMWORTH UK)
PROFIT AND LOSS ACCOUNT
FOR THE 32 WEEK PERIOD ENDED 31 DECEMBER 2003

£

Dividend Payable	(8,650,000)
Retained loss for the period transferred from reserves	<u>(8,650,000)</u>

There were no other recognised gains or losses relating to the period.

RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

£


Total recognised losses for the period	(8,650,000)
New share capital subscribed	8,650,002
Closing shareholders' funds	<u><u>2</u></u>

TAMWORTH UK LIMITED (FORMERLY TAMWORTH UK)
BALANCE SHEET AT 31 DECEMBER 2003

	Note	£
Tangible Fixed Assets	3	-
Debtors	4	2
Net current assets		<u>2</u>
Creditors: amounts falling due after more than one year	5	-
Net assets		<u><u>2</u></u>
Share capital	6	2
Share premium	7	-
Profit and loss account	8	-
Equity shareholders' funds		<u><u>2</u></u>

Approved by the Board of Directors on 1 July 2004

Director



Notes on the financial statements

1 Parent undertaking

The Company's ultimate parent undertaking is Foseco (Jersey) Limited, a company registered in Jersey. The Company's accounts are incorporated into the consolidated accounts of Foseco Holding Limited which are prepared in accordance with UK legislation and include a consolidated cash flow statement.

The Company is therefore exempt from the requirements of Financial Reporting Standard No 1 (Revised)- 'Cash Flow Statements'.

The report and accounts of Foseco Holding Limited may be obtained from Coleshill Road, Tamworth, Staffordshire, B78 3TL.

The immediate parent undertaking is Foseco (MRL) Limited which does not prepare group accounts. Copies of its company accounts may also be obtained from Coleshill Road, Tamworth, Staffordshire, B78 3TL.

2 Accounting policies

The financial statements are prepared in accordance with the Companies Act 1985 and with applicable accounting standards, and under the historical cost convention.

3 Tangible fixed assets

	Land and buildings £
Cost	
Capital expenditure	8,650,000
Disposals	(8,650,000)
Closing balance at 31 December 2003	<u>-</u>

The land and buildings were transferred to the shareholder at no gain or loss in full settlement of the dividend declared for the period.

4 Debtors

	£
Amounts due from immediate parent company	<u>2</u>

5 Creditors: amounts falling due after more than one year

	£
Loans issued during the period	8,650,000
Loans cancelled during the period	(8,650,000)
Closing balance at 31 December 2003	<u>-</u>

The loan notes were issued in consideration for land and buildings. They were cancelled in return for the issuance of 1 ordinary share.

Notes on the financial statements

6 Share capital

	£
a) Authorised : 1,000 shares of £1 each	<u>1,000</u>
b) Allotted, called up and fully paid	£
2 ordinary shares of £1 issued 21 May 2003	2
1 ordinary share of £1 issued 21 November 2003	1
	<u>3</u>
1 ordinary share of £1 cancelled 21 November 2003	(1)
Closing balance at 31 December 2003	<u><u>2</u></u>

Two ordinary shares were issued at par on 21 May 2003. One share was issued for £8,650,000 in exchange for the loan notes on 21 November 2003.

The issued share capital of the company was reduced from three ordinary shares to two by order of a board resolution on 21 November 2003.

7 Share premium

	£
New share issued during the period	8,649,999
Capital reduction	(8,649,999)
Closing balance at 31 December 2003	<u><u>-</u></u>

The entire share premium was cancelled and transferred to the profit and loss account by order of a board resolution on 21 November 2003.

8 Profit and loss account

	£
Retained loss for the period	(8,650,000)
Transfer from share capital and share premium	8,650,000
Closing balance at 31 December 2003	<u><u>-</u></u>

9 Related party transactions

During the period, the company purchased land and buildings for £8,650,000 from one of its then shareholders, Foseco (GB) Limited.

10 Post balance sheet events

The company re-registered to become a limited company on 24 March 2004.