Registration number 177001

MACKAYS OF DINGWALL LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

for the year ended 31 December 2003

ANDREW DUNCAN & CO (SCOTLAND) LIMITED

Chartered Accountants

Inverness



COMPANY INFORMATION

Directors M Mackay

J Manson

Secretary Joan McMillan

Company number 177001

Registered office Strathpeffer Road

Dingwall IV15 9QF

Auditors Andrew Duncan & Co (Scotland) Limited

Alton House 4 Ballifeary Road

Inverness IV3 5PJ

Bankers Bank of Scotland

High Street Dingwall IV15 9HL

Solicitors Maclay Murray & Spens

151 St Vincent Street

Glasgow G2 5NJ

DIRECTORS' REPORT for the year ended 31 December 2003

The directors present their report and the financial statements for the year ended 31 December 2003.

Principal activity and review of the business

The principal activities of the company during the year were that of a holding company and the operation of the Vauxhall franchise in Ross-shire, Sutherland and Caithness.

The company on 1 October 2003 acquired the Vauxhall franchise from its subsidiary undertaking, Mackays Garage & Agric. Co. Limited.

Results and dividends

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The results for the year are set out on page 5.

The directors have paid an interim dividend amounting to £173,429 and they recommend payment of a final dividend amounting to £30,000.

Directors and their interests

The directors who served during the year and their interests in the company are as stated below:

	Ord	Ordinary shares	
	31/12/03	01/01/03	
M Mackay	140,530	140,530	
J Manson	140,530	140,530	

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 the affairs of the company and of the profit or loss of the company for that year. In preparing these the directors are required to:

- select suitable accounting policies and 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.

DIRECTORS' REPORT for the year ended 31 December 2003

Auditors

On 1 April 2003 Andrew Duncan & Co, the company's auditors, transferred its business to Andrew Duncan & Co (Scotland) Limited. The directors consented to treating the appointment of Andrew Duncan & Co as extending to Andrew Duncan & Co (Scotland) Limited with effect from 1 April 2003. The company has by elective resolution under Section 386(1) of the Companies Act 1985 dispensed with the annual reappointment of the auditors. Andrew Duncan & Co (Scotland) Limited will be deemed to be reappointed for each succeeding financial year.

This report was approved by the Board on 21 October 2004 and signed on its behalf by

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INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF MACKAYS OF DINGWALL LIMITED

We have audited the financial statements of Mackays of Dingwall Limited for the year ended 31 December 2003 which comprise the profit and loss account, the balance sheet and the related notes. These financial statements have been prepared under the historical cost convention and the accounting policies set out therein.

This report is made solely to the company's shareholders, 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 shareholders 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 shareholders 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 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.

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF MACKAYS OF DINGWALL LIMITED (CONTINUED)

Qualified opinion arising from omission of group accounts

As explained in note 25 the financial statements do not contain group accounts as required by the Companies Acts. In our opinion information about the group accounts is necessary for a proper understanding of the company's state of affairs.

With the exception of the above, in our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31 December 2003 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

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Andrew Duncan & Co (Scotland) Limited Chartered Accountants and Registered Auditors Alton House 4 Ballifeary Road Inverness IV3 5PJ

PROFIT AND LOSS ACCOUNT for the year ended 31 December 2003

		200	03	200	2
	Notes	£	£	£	£
Turnover	2				
Continuing operations	_	-		-	
Acquisitions		1,095,751		-	
•			1 005 751		
			1,095,751		-
Cost of sales			(972,358)		-
Gross profit			123,393		
Gross pront			123,373		
Administrative expenses			(234,063)		(83,530)
Other operating income			127,563		136,700
-					
Operating profit	4	64.610		53 150	
Continuing operations		54,510		53,170	
Acquisitions		(37,617)			
			16,893		53,170
Investment income	5		1,515,214		160,020
Other interest receivable and					
similar income	6		3,363		1,540
Amount written off investments	7		(429,621)		(8,412)
Interest payable and					
similar charges	8		(10,336)		(31,973)
Profit on ordinary					
activities before taxation			1,095,513		174,345
activities belofe thantion			1,000,010		-
Tax on profit on ordinary					
activities	11		5,085		(31,840)
Profit on ordinary			1 100 500		142 505
activities after taxation			1,100,598		142,505
Dividends	12		(203,429)		(80,000)
TO 4 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1			***		62.505
Retained profit for the year			897,169		62,505

There are no recognised gains or losses other than the profit or loss for the above two financial years.

BALANCE SHEET as at 31 December 2003

		200	03	200	2
	Notes	£	£	£	£
Fixed assets					
Tangible assets	13		428,373		-
Investments	14		371,660		733,767
			800,033		733,767
Current assets					
Stocks	15	832,410		-	
Debtors	16	498,447		61,066	
Cash at bank and in hand		56,143		109,344	
		1,387,000		170,410	
Creditors: amounts falling					
due within one year	17	(938,057)		(555,473)	
Net current assets/(liabilities)		·	448,943		(385,063)
Total assets less current liabilities			1,248,976		348,704
Provisions for liabilities			(2.4.2)		
and charges	18		(3,103)		
			1,245,873		348,704
Capital and reserves					
Called up share capital	20		281,060		281,060
Profit and loss account			964,813		67,644
Equity shareholders' funds	21		1,245,873		348,704

The financial statements were approved by the Board on 24 October 2004 and signed on its behalf by

M Mackay

CASH FLOW STATEMENT for the year ended 31 December 2003

	Niotoo	2003 £	2002
	Notes	I.	£
Reconciliation of operating profit to net			
cash outflow from operating activities			
Operating profit		16,893	53,170
Depreciation		1,719	-
(Increase) in stocks		(832,410)	- 24.002
(Increase) in debtors		(437,381)	34,283
(Decrease) in creditors		(100,506)	2,967
Net cash outflow from operating activities		(1,351,685)	90,420
Cash flow statement			
Net cash outflow from operating activities		(1,351,685)	90,420
Returns on investments and servicing of finance	23	1,508,241	129,587
Taxation	23	(5,141)	(2,847)
Capital expenditure and financial investment	23	(429,827)	-
Acquisitions and disposals	23	(67,513)	(130,000)
		(345,925)	87,160
Equity dividends paid		(173,429)	(130,500)
		(510.254)	
Financing	23	(519,354) 481,333	(43,340)
Timaneing	23	401,333	
Decrease in cash in the year		(38,021)	(43,340)
Reconciliation of net cash flow to movement in net deb	t (Note 24)		
Decrease in cash in the year		(38,021)	(43,340)
Cash inflow from decrease in debts and lease financing		(481,333)	-
Change in net debt resulting from cash flows		(519,354)	(43,340)
New finance leases and hire purchase contracts		(266)	-
Movement in net debt in the year		(519,620)	(43,340)
Net funds at 1 January 2003		109,344	152,684
Net debt at 31 December 2003		(410,276)	109,344
			

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2003

1. Accounting policies

1.1. Accounting convention

The financial statements are prepared under the historical cost convention.

1.2. Turnover

Turnover represents the amount derived from the provision of goods and services falling within the company's activities after deduction of trade discounts and value added tax.

1.3. Tangible fixed assets and depreciation

Depreciation is provided at rates calculated to write off the cost less residual value of each asset over its expected useful life, as follows:

Land and buildings

Straight line over 50 years

Plant and machinery

20% reducing balance method

Fixtures, fittings

and equipment

15% - 30% reducing balance method

Motor vehicles

- 25% reducing balance method

1.4. Investments

Fixed asset investments are stated at cost less provision for permanent diminution in value.

1.5. Stock and work in progress

Stocks and work in progress are valued at the lower of cost and net realisable value. Cost is computed on a first in first out basis. Net realisable value is based on estimated selling price less the estimated cost of disposal.

1.6. Pensions

The pension costs charged in the financial statements represent the contribution payable by the company during the year.

The regular cost of providing retirement pensions and related benefits is charged to the profit and loss account over the employees' service lives on the basis of a constant percentage of earnings.

1.7. Deferred taxation

Deferred taxation is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes.

1.8. Group accounts

The company is not preparing group accounts (see note 25).

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2003

2. Turnover

The total turnover of the company for the year has been derived from its principal activity wholly undertaken in the UK.

	2003	2002 £
	£	
Class of business		
Vehicles	825,917	-
Parts	163,896	-
Workshop and other	105,938	_
	1.006.751	
	1,095,751	

3. Note to the profit and loss account

		2003			2002	
	Continuing	Acquisition	Total	Continuing	Acquisition	Total
Administrative expenses	60,514	173,879	234,393	83,530	-	83,530
Other operating income	(115,024)	(12,539)	(127,563)	(136,700)	-	(136,700)
	(54,510)	161,340	106,830	(53,170)	-	(53,170)

4.	Operating profit	2003	2002
		£	£
	Operating profit is stated after charging:		
	Depreciation and other amounts written off tangible assets	6,569	-
	Auditors' remuneration	2,000	1,000
	and after crediting:		
	Profit on disposal of tangible fixed assets	4,850	
			

5.	Income from investments	2003 £	2002 £
	Income from listed investments	52	45
	Income from subsidiary undertakings	1,515,162	159,975
		1,515,214	160,020
6.	Interest receivable and similar income	2003	2002

interest receivable and similar income	£	£
Bank interest	3,363	1,540

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2003

7.	Amounts written off investments	2003 £	2002 £
	Amounts written off fixed asset investments: - permanent diminution in value	429,621	8,412
8.	Interest payable and similar charges	2003 £	2002 £
	Interest payable on bank overdrafts and short term loans	10,336	31,973
9.	Employees		
	Number of employees The average monthly numbers of employees (including the directors) during the year were:	2003 Number	2002 Number
	Sales and service Administration	24 8 32	4
	Employment costs	2003 £	2002 £
	Wages and salaries Social security costs Other pension costs	138,377 11,534 4,079 153,990	73,249 6,172 2,400 81,821
9.1.	Directors' emoluments	2003 £	2002 £
	Remuneration and other emoluments Pension contributions	31,637 2,200	46,722 2,400
		33,837 	49,122 ———————————————————————————————————
	Number of directors to whom retirement benefits are accruing under a money purchase scheme	2	2

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2003

10. Pension costs

The company operates a defined contribution scheme for its employees. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £4,079 (31 December 2002 - £2,400). No contributions were payable to the funds at 31 December 2003 (2002 - nil).

11. Tax on profit on ordinary activities

Analysis of charge in period	2003	2002
	£	£
Current tax		
UK corporation tax for the period	484	10,531
Adjustments in respect of previous periods	(8,672)	21,309
	(8,188)	31,840
Total current tax charge	(8,188)	31,840
Deferred tax		
Timing differences, origination and reversal	3,103	
Total deferred tax	3,103	-
Tax on profit on ordinary activities	(5,085)	31,840

Factors affecting tax charge for period

The tax assessed for the period is lower than the standard rate of corporation tax in the UK (19 per cent). The differences are explained below:

	2003 £	2002 £
Profit on ordinary activities before taxation	1,095,513	174,345
Profit on ordinary activities multiplied by standard rate of corporation		
tax in the UK of 19% (31 December 2002: 19%)	208,147	33,561
Effects of:		
Expenses not deductible for tax purposes	1,318	6,154
Capital allowances for period in excess of depreciation	(3,103)	-
Adjustments to tax charge in respect of previous periods	(8,672)	21,309
Franked investment income	(287,881)	(30,804)
Investments written off	81,628	-
Marginal relief	(378)	-
Other adjustments	753	1,620
Current tax charge for period	(8,188)	31,840

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2003

12.	Dividends				2003 £	2002 £
	Dividends on equity shares:					
	Ordinary shares - interim paid Ordinary shares - final proposed				173,429 30,000	80,000 -
					203,429	80,000
13.	Tangible fixed assets	Land and buildings freehold £	Plant and machinery	Fixtures, fittings and equipment £	Motor vehicles	Total £
	Cost					
	At 1 January 2003	-	-	-	-	-
	Additions	-	26,654	-	-	26,654
	Transfer from group company Disposals	359,460	281,718 -	48,816	7,649 (7,649)	697,643 (7,649)
	At 31 December 2003	359,460	308,372	48,816		716,648
	Depreciation At 1 January 2003	_		_	_	
	Transfer from group company	13,178	229,787	39,272	5,067	287,304
	On disposals				(5,598)	(5,598)
	Charge for the year	1,198	4,782	58	531	6,569
	At 31 December 2003	14,376	234,569	39,330		288,275
	Net book values			· ——		
	At 31 December 2003	345,084	73,803	9,486	-	428,373
	At 31 December 2002		_		-	

On 1 October 2003 the company acquired fixed assets from its subsidiary company, Mackays Garage & Agric. Co. Limited at a cost of £697,643 and accumulated depreciation brought forward of £287,304.

Included above are assets held under finance leases or hire purchase contracts as follows:

	 20	03	2002		
Asset description	Net book value £	Depreciation charge £	Net book value £	Depreciation charge £	
Equipment	2,897 =====	239		- <u>-</u>	

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2003

14.	Fixed asset investments	Subsidiary undertakings shares £	Listed investments £	Other unlisted investments £	Total £
	Cost		-	~	&
	At 1 January 2003	729,308	22,871	-	752,179
	Additions	67,513	-	-	67,513
	Transfer from group company	· •	-	5,000	5,000
	At 31 December 2003	796,821	22,871	5,000	824,692
	Provisions for				
	diminution in value:		e e		
	At 1 January 2003	-	18,412	-	18,412
	Movement	429,621	· -	-	429,621
	Transfer from group company	-	-	4,999	4,999
	At 31 December 2003	429,621	18,412	4,999	453,032
	Net book values				
	At 31 December 2003	367,200	4,459	1	371,660
	At 31 December 2002	729,308	4,459	======	733,767
			====		

On 1 October 2003 the company acquired investments from its subsidiary company, Mackays Garage & Agric.

14.1. Holdings of 20% or more

The company holds 20% or more of the share capital of the following companies:

Company	Country of registration or incorporation	Nature of on business	Shares held class	Proportion of shares held
Subsidiary undertaking				
Autovision (Scotland) Limited	Scotland	Motor dealer	Ordinary	66%
Mackays' Garage & Agric. Co. Limited	Scotland	Motor dealer	Ordinary	100%
Robertson & Porter Limited	Scotland	Property letting	Ordinary	100%

The aggregate amount of capital and reserves and the results of these undertakings for the last relevant financial year were as follows:

	Capital and reserves	Profit for the year
	£	£
Autovision (Scotland) Limited	691,684	2,232
Mackays' Garage & Agric. Co. Limited	27,900	(931,684)
Robertson & Porter Limited	9,300	(489,246)

Co. Limited at a cost of £5,000 and provision for diminution brought forward of £4,999.

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2003

15.	Stocks	2003	2002
		£	£
	Parts stock	75,308	-
	Work in progress	2,652	-
	Vehicle stock	754,450	-
		832,410	-
			
16.	Debtors	2003	2002
		£	£
	Trade debtors	363,439	_
	Amounts owed by group undertakings	40,606	60,606
	Other debtors	48,664	460
	Prepayments and accrued income	45,738	•
		498,447	61,066
17.	Creditors: amounts falling due	2003	2002
	within one year	£	£
	Stocking loans	481,333	-
	Net obligations under finance leases		
	and hire purchase contracts	266	-
	Trade creditors	207,087	-
	Amounts owed to group undertaking	49,203	512,388
	Corporation tax	484	28,993
	Other taxes and social security costs	85,979	13,092
	Directors' accounts	192	-
	Other creditors	24,346	-
	Accruals and deferred income	59,167	1,000
	Proposed dividend	30,000	-
		938,057	555,473

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2003

18. Provisions for liabilities and charges

			Deferred taxation (Note 19) £
	Movements in the year		3,103
	At 31 December 2003		3,103
19.	Provision for deferred taxation	2003 £	2002 £
	Accelerated capital allowances	=3,103	
	Provision at 1 January 2003	-	
	Deferred tax charge in profit and loss account	3,103	
	Provision at 31 December 2003	3,103	
	Deferred taxation is based on a corporation tax rate of 19%.		
20.	Share capital	2003 £	2002 £
	Authorised		
	300,000 Ordinary shares of £1 each	300,000	300,000
	Allotted, called up and fully paid		
	281,060 Ordinary shares of £1 each	281,060	281,060
21.	Reconciliation of movements in shareholders' funds	2003 £	2002 £
	Profit for the year	1,100,598	142,505
	Dividends	(203,429)	(80,000)
	Opening shareholders' funds	897,169 348,704	62,505 286,199
	Closing shareholders' funds	1,245,873	348,704
	Crosing sharoholders runds	1,243,673	

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2003

22. Related party transactions

During the year the company received head office charges of £35,024 from is subsidiary undertaking Mackays' Garage and Agricultural Company Limited. Included in creditors falling due within one year (note 17) is £40,587 in respect of a loan from Mackays' Garage and Agricultural Company Limited (2002 - £126,288).

During the year the company received head office charges of £80,000 from its subsidiary undertaking Autovision (Scotland) Limited. £40,000 of these head office charges were receivable from Macleods of Perth Limited, a company in which Autovision (Scotland) Limited own the entire issued share capital. These charges were paid to the company via Autovision (Scotland) Limited.

On 1 October 2003 the company acquired the trade of its subsidiary undertaking Mackays' Garage and Agric. Co. Limited. During the year Mackays of Dingwall Limited and Mackays' Garage and Agric. Co. Limited traded on a normal commercial basis with its fellow subsidiaries, Autovision (Scotland) Limited and Macleods of Perth Limited.

Purchases of goods and services during the year from Autovision (Scotland) Limited totalled £226,301. Sales of goods and services during the year to Autovision (Scotland) Limited totalled £452,651. At 31 December 2003 amounts owing of £10,174 were included in trade creditors and amounts receivable of £7,263 were included in trade debtors.

Purchases of goods and services from Macleods of Perth Limited during the year totalled £134,341. Sales of goods and services to Macleods of Perth Limited during the year totalled £62,594. At 31 December 2003, amounts owing of £16,251 were included in trade creditors falling due within one year and amounts receivable of £46,959 were included in trade debtors.

Included in creditors falling due within one year (note 17) is £8,616 in respect of a loan from the subsidiary undertaking Robertson and Porter Limited (2002 - £367,000).

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2003

23. Gross cash flows

24.

			2003 £	2002 £
Returns on investments and servicing of finance	ee			
Interest received			3,363	1,540
Interest paid			(10,336)	(31,973)
Dividends received			1,515,214	160,020
			1,508,241	129,587
Taxation				
Corporation tax paid			(6,464)	(2,847)
Corporation tax repaid			1,323	
			(5,141)	(2,847)
Capital expenditure and financial investment				<u></u>
Payments to acquire tangible assets			(436,727)	-
Payments to acquire investments			(1)	-
Receipts from sales of tangible assets			6,901	÷
			(429,827)	•
Acquisitions and disposals			(67 512)	(130,000)
Payments on acquisition of group interests			(67,513)	(130,000)
Financing				
Other new short term loans			481,333	-
Analysis of changes in net funds				
v	Opening	Cash	Other	Closing
	balance	flows	changes	balance
	£	£	£	£
Cash at bank and in hand	109,344	(53,201)		56,143
Debt due within one year	-	(481,333)	-	(481,333)
Finance leases and hire purchase contracts	-	-	(266)	(266)
	-	(481,333)	(266)	(481,599)
Net funds	109,344	(534,534)	(266)	(425,456)

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2003

25. Group accounts

This is the first year for which the company is required to produce group accounts by the Companies Acts. The directors are of the opinion that the cost of producing the group accounts would far outweigh the benefits for what is a close company. The directors have decided not to produce group accounts as, due to recent legislative changes, the company will not be required to produce them in future years.