Company Registration No. 2091272

IBC VEHICLES LIMITED

Report and Financial Statements

31 December 2007

IBC VEHICLES LIMITED

REPORT AND FINANCIAL STATEMENTS 2007

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IBC VEHICLES LIMITED

REPORT AND FINANCIAL STATEMENTS 2007

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

K Benjamin
J Browning
J Fulcher
M Johnson
R Molyneux
C W Parfitt
D Sanford

SECRETARY

R S Nagi

REGISTERED OFFICE

Kimpton Road
Luton
LU2 0TY

BANKERS

Barclays Bank PLC

ACTUARIES

Hewitt Bacon & Woodrow Limited
Epsom
Surrey

AUDITORS

Deloitte & Touche LLP
London

IBC VEHICLES LIMITED

DIRECTORS' REPORT

The Directors of IBC Vehicles Limited ("the Company") submit their annual report on the affairs of the Company together with audited financial statements and independent auditors' report for the year ended 31 December 2007

PRINCIPAL ACTIVITIES

The activities of the Company continue to be the manufacture of motor vehicles, pressed parts and related spare parts and components

Within the UK, the Company's main products are marketed as the Vauxhall Vivaro, Renault Trafic and Nissan Primastar vans In all other European countries, the Vivaro product is sold under the Opel badge, Renault and Nissan market their product as Trafic and Primastar respectively

BUSINESS REVIEW

The Company produced 95,030 vehicles during 2007 (2006 89,065) The plant continues to operate a three-shift production process and daily output has increased again in 2007 versus 2006 to meet increasing customer demand

Turnover per vehicle was £8,684 during 2007 (2006 £7,995) and cost of sales per vehicle was £8,521 (2006 £7,744) giving gross profit per vehicle of £163 (2006 £251) The average number of vehicles manufactured per member of staff was 54 during 2007 (2006 48)

The Company made a profit before tax in 2007 of £9 196 million (2006 £9 732 million)

The Company's subsidiary, IBC Vehicles (Distribution) Limited, was put into liquidation on 3 December 2007

ENVIRONMENTAL MATTERS

The Company is a subsidiary of General Motors Corporation ("GM") GM has for a number of years set itself worldwide energy saving targets as part of its Corporate Responsibility principles For 2005-2010, GM has established new aggressive goals to reduce global facility energy use by 10% and CO2 emissions by 8%

GM has a long term strategy to cut CO2 emissions across the whole product range For GM, energy diversity and alternative propulsion technologies that improve fuel economy and reduce emissions are key to developing sustainable transportation To deliver on this overarching objective, GM has a clear and comprehensive strategy for the development of alternative fuels and advanced propulsion systems, encompassing short, medium and long term objectives

All GM manufacturing sites are ISO 14001 approved and GM actively encourages its suppliers to gain the same accreditation GM's goal is to reduce waste as much as possible at its source and otherwise to reuse or recycle as much as is technically and practically possible

FUTURE DEVELOPMENTS

Demand for the Company's vans across the whole of Europe continues to be very positive and the factory expects to be able to deliver the market demand through continuous improvements in productivity and additional investment

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company is exposed to financial risk through its financial assets and liabilities The key financial risk is that the proceeds from financial assets are not sufficient to fund the obligations arising from liabilities as they fall due The most important components of financial risk are interest rate risk, currency risk, credit risk, liquidity risk, cash flow risk and price risk As these financial risks are managed entirely by the treasury function of the ultimate parent company, the Directors consider these risks are fully mitigated The overall financial risk management program is placed under the responsibility of GM's Risk Management Committee (RMC), which reviews and, where appropriate, approves recommendations on the level of exposure and the strategies to be pursued to mitigate these risks A risk management control system is utilised to monitor the strategies, risks, and related hedge positions, in accordance with the policies and procedures approved by the RMC With respect to credit risk, GM's exposure arises from default of the counterparty Credit risk is managed by means of an internal limit system that is largely based on the creditworthiness of the counterparty

DIRECTORS' REPORT (CONTINUED)

PRINCIPAL RISKS AND UNCERTAINTIES

The Directors believe the main risks and uncertainties to which the Company is exposed, which could adversely affect the business, results of operations, cash flow, financial condition, turnover, profits, assets, liquidity and capital resources of the Company are summarised as follows

- The Company operates in a competitive market If the Company does not continue to compete effectively by developing its products and responding to the activities of its competitors it could lose customers and its results, cash flow and financial conditions could be adversely affected
- The occurrence of major operational problems could have an adverse effect on the Company's results of operations, cash flow and financial condition The Company's revenues are dependent on the continued operation of its manufacturing facilities Operational risks include equipment and system failures, supply disruptions, work stoppages, events impeding or increasing the cost of transporting products, natural disasters and terrorist attacks Whilst the Company maintains insurance at appropriate levels, some of the operational risks could result in losses in excess of the insurance cover or in uninsured losses
- The loss of a significant number of key personnel could adversely affect the Company's results of operations, cash flow and financial condition
- The Company derives a significant percentage of its revenue from sales to major customers outside of the General Motors Company and if it is unable to retain these customers, its results of operations, cash flow and financial condition could be adversely affected
- The Company's reliance on key suppliers could result in an adverse effect on results of operations, cash flow and financial condition if the suppliers are unable to meet their obligations and if the Company were unable to mitigate the effect by securing satisfactory alternative suppliers
- Breaches of environmental, health and safety and other laws and regulations could restrict the Company's operations, expose it to liability, increase its costs and have an adverse effect on its results of operations, cash flow and financial condition

EMPLOYEE CONSULTATION

The Board regards employee involvement and effective communication as essential to maintain productive relationships, achieve improved performance and ensure commitment to the Company's business objectives

Discussions take place regularly with the trade unions and other employee representatives on a wide range of issues through the forum of the Joint Leadership Committee Additionally, all employees are briefed throughout the year on the current business status and the immediate outlook through a range of communication forums

EMPLOYMENT OF DISABLED PERSONS

The Company gives full consideration to employing disabled persons and making reasonable adjustments where necessary Employees who become disabled are given every opportunity and assistance to continue in their employment or to be trained for other suitable positions

DIVIDENDS

No dividends were paid in the year ended 31 December 2007 or 31 December 2006 No final dividend is proposed for the year ended 31 December 2007 (year ended 31 December 2006 £nil)

SUPPLIER PAYMENT POLICY

IBC Vehicles Limited aim to pay all their suppliers within the payment terms negotiated with each individual supplier At 31 December 2007, the company's trade creditors represented 70 days of trade purchases (2006 75 days)

DIRECTORS' REPORT (CONTINUED)

CHARITABLE AND POLITICAL CONTRIBUTIONS

No donations for political purposes were made during the year (2006 £nil) The Company has made donations of £3,575 during the year for charitable purposes (2006 £3,885)

DIRECTORS INDEMNITIES

The Company maintains insurance in respect of the Directors and officers against any such liabilities as are referred to in Section 309A of the Companies Act 1985

DIRECTORS AND THEIR INTERESTS

The present members of the Board of Directors are shown on Page 1 There were the following changes in Directors since the year end

K Benjamin	(appointed 18 January 2008)
J Browning	(appointed 18 January 2008)
M Johnson	(appointed 18 January 2008)
R Molyneux	(appointed 18 January 2008)
C W Parfitt	(appointed 18 January 2008)

AUDITORS

Each of the persons who is a director at the date of approval of this report confirms that
(1) so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware, and
(2) the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the company's auditors are aware of that information

Deloitte & Touche LLP have expressed their willingness to continue in office as auditors and a resolution proposing their reappointment will be put to the Annual General Meeting In addition, a further resolution will be put to the Meeting authorising the Directors to determine the Auditors' remuneration

Approved by the Board of Directors
and signed on behalf of the Board

J Fulcher

Director

16 June 2008

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Annual 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) The financial statements are required by law to 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 these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, 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 proper accounting records that 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 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

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF IBC VEHICLES LIMITED

We have audited the financial statements of IBC Vehicles Limited for the year ended 31 December 2007 which comprise the profit and loss account, the balance sheet, the statement of total recognised gains and losses, the reconciliation of movement in shareholders' deficit and the related notes 1 to 20 These financial statements have been prepared under 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

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland)

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 whether in our opinion the information given in the Directors' Report is consistent with the financial statements In addition we report to you if, in our opinion, 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 other transactions 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 International Standards on Auditing (UK and Ireland) 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 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, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2007 and of its loss for the year then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the Directors' Report is consistent with the financial statements

Deloitte & Touche LLP

Deloitte & Touche LLP
Chartered Accountants and Registered Auditors
London
16 June 2008

PROFIT AND LOSS ACCOUNT
Year ended 31 December 2007

	Notes	2007 £'000	2006 £'000
TURNOVER	2	824,657	712,110
Exceptional restructuring costs		(3,823)	(3,072)
Cost of sales		(805,381)	(686,651)
GROSS PROFIT		15,453	22,387
Other operating income/(expenses)		957	(2)
OPERATING PROFIT	3	16,410	22,385
Loss on disposal of fixed assets		(1,085)	(5,696)
Amount written off investment	9	-	(72)
PROFIT ON ORDINARY ACTIVITIES BEFORE FINANCE CHARGES AND INTEREST		15,325	16,617
Net interest payable and similar charges	4	(5,529)	(5,585)
Other finance charges	15	(600)	(1,300)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		9,196	9,732
Tax credit on profit on ordinary activities	5	51,353	9,926
PROFIT FOR THE FINANCIAL YEAR	17	60,549	19,658

All amounts in both the current and preceding financial years derive from continuing operations

There are no movements in shareholders' funds other than the recognised gains and losses for both the current and preceding financial years, consequently no reconciliation of movements in shareholders' funds has been prepared

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES
Year ended 31 December 2007

	2007 £'000	2006 £'000
Profit for the financial year	60,549	19,658
Share of actuarial gain recognised in the pension scheme (see note 15)	10,500	10,700
TOTAL RECOGNISED GAINS AND LOSSES FOR THE YEAR	71,049	30,358

IBC VEHICLES LIMITED

BALANCE SHEET
31 December 2007

	Notes	2007 £'000	2006 £'000
FIXED ASSETS			
Tangible assets	8	84,501	91,720
Investments	9	-	28
		84,501	91,748
CURRENT ASSETS			
Stocks	10	13,167	13,531
Debtors	11	188,424	170,444
		201,591	183,975
CREDITORS:			
Amounts falling due within one year	12	(243,674)	(291,703)
NET CURRENT LIABILITIES		(42,083)	(107,728)
TOTAL ASSETS LESS CURRENT LIABILITIES		42,418	(15,980)
CREDITORS:			
Amounts falling due after more than one year	13	(3,842)	(5,470)
NET ASSETS/(LIABILITIES) EXCLUDING PENSION LIABILITIES		38,576	(21,450)
NET PENSION SCHEME LIABILITIES	15	(33,487)	(44,510)
NET ASSETS/(LIABILITIES) INCLUDING PENSION LIABILITIES		5,089	(65,960)
CAPITAL AND RESERVES			
Called up share capital	16	239,000	239,000
Profit and loss account	17	(233,911)	(304,960)
SHAREHOLDER'S FUNDS/(DEFICIT)		5,089	(65,960)

These financial statements were approved by the Board of Directors on 16 June 2008 and are signed on its behalf by

J.

J Fulcher
Director

16 June 2008

NOTES TO THE ACCOUNTS
Year ended 31 December 2007

1. ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable United Kingdom law and accounting standards The principal accounting policies adopted, which are consistent with those applied in the prior year, are described below

Accounting basis
The financial statements are prepared on the historical cost basis in conformity with United Kingdom applicable accounting standards

Consolidated accounts have not been prepared because the Company's results are consolidated in the publicly available accounts of GM Automotive UK, a company incorporated in Great Britain Accordingly, these financial statements represent information about the company as an individual undertaking and not about the group

Cash flow statement
The Company has taken advantage of the exemption in Financial Reporting Standard 1 "Cash Flow Statements" from the requirement to produce a cash flow statement because General Motors Corporation as the ultimate parent company of IBC Vehicles Limited prepares consolidated accounts which include the results of this Company

Fixed assets
Tangible fixed assets are stated at cost or valuation, net of depreciation and any provision for impairment Freehold land and assets in the course of construction are not depreciated The cost or valuation, less estimated residual value, of other fixed assets is depreciated by equal monthly instalments over the expected useful lives of the assets as follows

Freehold buildings	40 years (previously 25 years)
Plant, machinery and equipment	5 to 27 years (previously 3 to 25 years)
Special tools, jigs and dies	The costs of special tools, jigs and dies are written off over the estimated production run of the models to which they relate

Residual value is calculated on prices prevailing at the date of acquisition Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or over the periods of the leases where these are shorter

During 2007, a review of economic and useful lives of fixed assets resulted in changes as at 1 January 2007 as described in the table below This change in estimate is based on the expected remaining useful lives of assets giving an estimated increase in depreciation expense of £0 5m per annum

Leased assets
Assets held under leasing arrangements that transfer substantially all the risks and rewards of ownership to the Company are capitalised at their fair value

The capital element of the related rental obligations is included in creditors The interest element of the rental obligation is charged to the profit and loss account so as to produce a constant rate of charge on the remaining balance of the obligations

Rentals in respect of operating leases are charged to the profit and loss account in equal annual instalments over the lease term

Taxation
The charge for taxation is based on the profit for the period and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes

NOTES TO THE ACCOUNTS
Year ended 31 December 2007

1. **ACCOUNTING POLICIES (continued)**

Taxation (continued)
Deferred taxation is provided in full using the liability method for all timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the financial statements

Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered Deferred tax assets and liabilities are not discounted

Stocks and work in progress
Stocks and work in progress are valued at the lower of cost and net realisable value

Costs used in the valuation are based either on the 'first in - first out' basis, or on a weighted average basis, and include material, labour and appropriate overheads Net realisable value is based on estimated selling price, less further costs expected to be incurred to completion and disposal Provision is made for any anticipated obsolescence of stocks

Foreign currencies
Foreign currency monetary assets and liabilities at the balance sheet date are translated into sterling at rates prevailing at the balance sheet date or at forward cover rates, if applicable Foreign currency transactions during the year are translated at the rate of exchange ruling at the time The exchange gains and losses are dealt with through the profit and loss account for the year

Pension costs
The Company makes contributions to two pension plans, each of which is of the "defined benefit" type where pensions are determined by an employee's earnings level and length of service The two plans are the Vauxhall Motors Limited Pension Plan ('VMLPP') and the IBC Vehicles Pension Plan ("IBCVPP")

The VMLPP into which the Company contributes is a multi-employer scheme In the opinion of the Directors, it is not possible to separate out on a reasonable and consistent basis the assets and liabilities of the scheme between the different group companies that contribute to it Accordingly, the VMLPP is accounted for on a defined contribution basis within IBC Vehicles Limited and on a defined benefit basis in the consolidated accounts of GM Automotive UK The pension cost charged in the financial statements in respect of the VMLPP represents the contributions payable by the company during the year

The IBCVPP into which the Company contributes is a single-employer scheme The Directors believe that it is correct to account for the whole of this scheme on a defined benefit basis in IBC Vehicles Limited

In accordance with FRS17 the fair value of the IBCVPP pension scheme is reported in the balance sheet of the Company The movements in the fair value of the scheme are reflected in the performance statements The current service cost, being the costs of benefits accrued in the reporting period and variations to past service benefits, being the cost or gain of any benefit improvements or reductions that affect past service are recognised within operating costs

Net interest accrued on pension liabilities and the expected return on the assets held by the scheme are charged or credited as other finance charges or income in the profit and loss account

Actuarial gains and losses arising from differences between actual and expected returns on the scheme assets, experience changes affecting scheme liabilities and the effects of any changes to actuarial assumptions are charged or credited to the statement of total recognised gains and losses

Turnover
Turnover represents the sales of motor vehicles, components, parts and accessories net of trade discounts, VAT and other sales related taxes

Fixed asset investments
Fixed asset investments are stated at cost less any provision for impairment

NOTES TO THE ACCOUNTS
Year ended 31 December 2007

2. TURNOVER - GEOGRAPHICAL ANALYSIS BY DESTINATION

	2007 £'000	2006 £'000
United Kingdom	308,425	259,537
Other European countries	516,232	452,573
	824,657	712,110

The Company is engaged in one principal activity, the manufacture and distribution of motor vehicles and related spare parts and components

3. OPERATING PROFIT

	2007 £'000	2006 £'000
Operating profit on ordinary activities before taxation is after charging/(crediting):		
Depreciation and amortisation of tangible fixed assets		
Owned assets	9,147	8,716
Assets held under finance leases	1,083	1,263
Restructuring costs	3,823	3,072
Foreign exchange loss/(gain)	3,769	(1,030)
Rentals under operating leases		
Hire of plant and machinery	258	258
Auditors' remuneration		
Payable to the Company's auditor for audit of the Company's annual accounts	71	117

Restructuring costs in 2007 were due to staff reductions As manufacturing volumes increase year on year, increased productivity has allowed this efficiency improvement

4. NET INTEREST PAYABLE AND SIMILAR CHARGES

	2007 £'000	2006 £'000
Loans from group undertakings	(5,168)	(5,299)
Finance leases	(369)	(375)
Interest payable and similar charges	(5,537)	(5,674)
Bank interest	8	89
Interest receivable and similar income	8	89
Net interest payable	(5,529)	(5,585)

IBC VEHICLES LIMITED

NOTES TO THE ACCOUNTS
Year ended 31 December 2007

5. TAX CREDIT ON PROFIT ON ORDINARY ACTIVITIES

	2007 £'000	2006 £'000
Current tax		
Adjustment in respect of prior years	(45,753)	(9,926)
Current tax	(45,753)	(9,926)
Deferred tax	(5,600)	-
	(51,353)	(9,926)

The tax assessed for the period differs to that resulting from applying the standard rate of corporation tax in the UK of 30% (2006 30%) The differences are explained below

	2007 £'000	2006 £'000
Profit on ordinary activities before tax	9,196	9,732
Tax at UK rate of 30% (2006 30%) thereon	2,759	2,920
Effects of		
Permanent differences	(659)	104
Depreciation in excess of capital allowances	-	3,278
Capital allowances in excess of depreciation	(2,427)	-
Short term timing differences	327	(2,310)
Group relief not paid for	-	(32)
Utilisation of losses brought forward	-	(3,960)
Prior year adjustment	(45,753)	(9,926)
Current tax for the year	(45,753)	(9,926)

NOTES TO THE ACCOUNTS
Year ended 31 December 2007

6. DIRECTORS' EMOLUMENTS

	2007 £'000	2006 £'000
Emoluments (excluding pension contributions and awards under share option schemes and other long-term incentive schemes)	273	261
Contributions paid to a money purchase pension scheme	-	-

	No.	No.
Number of Directors who received, or became eligible to receive, shares during the year	-	-

	No.	No.
Number of Directors (* includes the highest paid director) who		
- are members of a defined benefit pension scheme	2*	2*
- exercised share options	-	-
- have received awards during the year in the form of shares under long-term incentive schemes	-	-

	£'000	£'000
Highest paid director's remuneration		
Aggregate of emoluments and awards under long-term incentive schemes (excluding pension contributions, share options gains and awards in the form of shares)	168	163

The amount of the accrued pension of the highest-paid director at 31 December 2007 is £43,000 p a (2006 £42,000 p a)

7. EMPLOYEES

	2007 No.	2006 No.
Average weekly number excluding non-executive directors		
Administration	138	157
Production	1,621	1,709
	1,759	1,866

	2007 £'000	2006 £'000
Costs		
Wages and salaries	55,823	56,396
Social security costs	4,456	4,502
Pension costs	8,760	2,531
	69,039	63,429

NOTES TO THE ACCOUNTS
Year ended 31 December 2007

8. TANGIBLE FIXED ASSETS

	Freehold land and buildings £'000	Plant, machinery and equipment £'000	Special tools, jigs and dies £'000	Total £'000
Cost				
At 1 January 2007	35,723	125,582	9,619	170,924
Additions at cost	2,012	4,993	229	7,234
Disposals	(30)	(233)	(5,548)	(5,811)
At 31 December 2007	37,705	130,342	4,300	172,347
Depreciation				
At 1 January 2007	12,040	64,118	3,046	79,204
Charge for the year	664	9,264	302	10,230
Disposals	(30)	(182)	(1,376)	(1,588)
At 31 December 2007	12,674	73,200	1,972	87,846
Net book value				
At 31 December 2007	25,031	57,142	2,328	84,501
At 31 December 2006	23,683	61,464	6,573	91,720

The net book value of fixed assets includes £3,062,484 (2006 £4,145,608) in respect of assets held under finance leases all in respect of plant, machinery and equipment

9. INVESTMENTS

Shares in subsidiary	2007 £'000	2006 £'000
Cost		
1 January	100	100
Liquidation	(100)	-
31 December	-	100
Provisions for impairment		
1 January	72	-
Charged during the year	-	72
Released on liquidation	(72)	-
31 December	-	72
Net book value	-	28

The Company's sole subsidiary IBC Vehicles (Distribution) Limited was wholly owned IBC Vehicles (Distribution) Limited was placed into members voluntary liquidation on 3 December 2007

NOTES TO THE ACCOUNTS
Year ended 31 December 2007

10. STOCKS

	2007 £'000	2006 £'000
Raw materials	12,767	13,162
Work in progress	400	369
	13,167	13,531

11. DEBTORS

	2007 £'000	2006 £'000
Trade debtors	62,071	63,836
Amounts owed by group undertakings		
Fellow subsidiary undertakings	112,896	105,269
Corporation tax	3,555	-
Other debtors	4,054	1,098
Prepayments	248	241
Deferred tax (see note 14)	5,600	-
	188,424	170,444

12. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2007 £'000	2006 £'000
Bank loans and overdrafts	30	22
Obligations under finance leases (see note 13b)	1,628	1,452
Trade creditors	137,422	126,385
Amounts owed to group undertakings		
Fellow subsidiary undertakings	89,407	126,638
Corporation tax	-	24,205
Taxation and social security	3,589	7,063
Other creditors	9,388	5,139
Accruals and deferred income	2,210	799
	243,674	291,703

NOTES TO THE ACCOUNTS
Year ended 31 December 2007

13.a CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	2007 £'000	2006 £'000
Obligations under secured finance leases (see note 13b)	3,842	5,470

13.b FINANCE LEASE OBLIGATIONS

Finance leases are repayable in instalments at varying rates of interest The capital amounts due under finance lease obligations are as follows

	2007 £'000	2006 £'000
Within one year (see note 12)	1,628	1,452
Between one and five years (see note 13a)	3,842	5,470
	5,470	6,922

14. DEFERRED TAXATION

The deferred taxation asset is analysed over the following timing differences

	2007 £'000	2006 £'000
Tax losses	5,600	-
Total provided deferred tax asset	5,600	-

The amounts of unprovided deferred taxation are as follows

	2007 £'000	2006 £'000
Accelerated capital allowances	7,167	18,262
Short term timing differences	597	65
Tax losses	45,056	50,314
Pension scheme deficit	9,352	13,350
Total unprovided deferred tax balance	62,172	81,991

The government enacted legislation to reduce the corporation tax rate in the United Kingdom from 30% to 28% from 1 April 2008 The legislation to effect this change was substantively enacted on 26 June 2007 and accordingly the carrying value of the company's deferred tax balances has been adjusted in these financial statements As a result the carrying values of the unrecognised deferred tax asset have reduced by £4 8 million

The government enacted legislation to abolish Industrial Buildings Allowances (IBA's) from 1 April 2011 Under UK GAAP accounting principles, deferred tax on IBA's have been removed from our total deferred tax asset The total effect of the IBA abolition was £2 5 million

NOTES TO THE ACCOUNTS
Year ended 31 December 2007

15. PENSIONS

The Company makes contributions to two pension plans, each of which is of the "defined benefit" type where pensions are determined by an employee's earnings level and length of service The two plans are the Vauxhall Motors Limited Pension Plan ('VMLPP') and the IBC Vehicles Pension Plan ("IBCVPP") The assets of the plans are held in trustee-administered funds, and are completely separate from the assets of the Company

Funding

Funding is provided at a level determined after taking independent professional actuarial advice, with the Company meeting the balance of the costs not covered by members' contributions

Pension cost

The Company's total pension cost for 2007 was £8 8 million (2006 £2 5 million) The latest actuarial valuation of the VMLPP and IBCVPP plans were performed at 1 January 2005 The actuarial valuations were performed using a market-led approach in which the assets are valued at their market value at the date of the valuation, and liabilities are valued using financial assumptions derived from market yields on Fixed Interest and Index-linked Government stock at the valuation date

Contributions to the Pension Plans

During 2007 the Company made contributions to the plans of £9 9 million (2006 £11 5 million) This included special contributions of £1 1 million (2006 £2 9 million) Company contributions to the IBCVPP are 27 4% of pensionable pay and to the VMLPP are 25 6% of pensionable pay

Financial Reporting Standard 17 "Retirement Benefits"

The principal assumptions used by the independent, qualified actuaries in updating the latest valuations of the schemes for FRS17 purposes were

	31 December 2007 % pa	31 December 2006 % pa	31 December 2005 % pa
Price inflation	3 3	3 1	2 9
Rate of general long-term increase in salaries	3 8	3 6	3 4
Rates of increase to pensions in payment			
- Guaranteed LPI (RPI to maximum of 2 5%)	2 4	2 3	2 1
- Guaranteed LPI (RPI to maximum of 5%)	3 3	3 1	2 8
- ½ RPI to maximum of 3%	1 7	1 6	1 4
Discount rate for scheme liabilities	5 9	5 2	4 8
Long-term rate of return on assets			
- Equities	8 1	8 3	7 6
- Property	7 2	6 7	7 1
- Government bonds	5 1	4 5	4 1
- Corporate bonds	5 9	5 2	4 5
- Other	7 1	7 5	4 5

The VMLPP into which the Company contributes is a multi-employer scheme In the opinion of the Directors, it is not possible to separate out on a reasonable and consistent basis the assets and liabilities of the scheme between the different group companies which contribute to it Accordingly, the VMLPP is accounted for on a defined contribution basis within IBC Vehicles Limited and on a defined benefit basis in the consolidated accounts of GM Automotive UK

The IBCVPP into which the Company contributes is a single-employer scheme The Directors believe that it is correct to account for the whole of this scheme on a defined benefit basis in IBC Vehicles Limited

NOTES TO THE ACCOUNTS
Year ended 31 December 2007

15. PENSIONS (contınued)

Fınancıal Reporting Standard 17 "Retırement Benefits" (continued)

The values of assets and lıabılıtıes below are the result of an update exercıse performed by qualıfied actuarıes as at 31 December 2007, rather than a full actuarıal valuatıon at the balance sheet date The update exercıse ıs based on the last full valuatıons that were carrıed out at 1 January 2005 for both the VMLPP and IBCVPP The update exercıse dıd not ınvolve the same level of detaıl as a full actuarıal valuatıon, and there may be dıfferences between the results of the update and those of a full valuatıon The figures below are based on what are, ın the Dırectors' opınıon reasonable assumptıons, and reflect theır best estımate of the current posıtıon

The assets and lıabılıtıes of the IBCVPP scheme at 31 December 2007 were

		IBCVPP	
	Value at 31 December 2007 £m	**Value at 31 December 2006 £m**	**Value at 31 December 2005 £m**
Equıtıes	88 5	85 4	80 4
Property	14 9	16 1	13 1
Government bonds	28 7	29 5	27 7
Corporate bonds	25 9	19 2	16 6
Other	3 7	2 6	0 5
Total market value of assets	161 7	152 8	138 3
Present value of scheme lıabılıtıes	(195 1)	(197 3)	(201 2)
Deficıt ın scheme	(33 4)	(44 5)	(62 9)

Further ınformatıon regardıng the IBCVPP scheme ıs shown below

The analysıs of the amount charged to operatıng profit was as follows

	IBCVPP 2007 £m	2006 £m
Current servıce cost	(2 7)	(3 7)
Past servıce cost	-	6 4
Separatıon programme costs	(2 5)	(1 4)
Total operatıng (charge)/credıt	(5 2)	1 3

The analysıs of the amount charged to other finance charges was as follows

	IBCVPP 2007 £m	2006 £m
Expected return on pensıon scheme assets	9 6	8 3
Interest on pensıon scheme lıabılıtıes	(10 2)	(9 6)
Net finance cost	(0 6)	(1 3)

15. PENSIONS (continued)

Financial Reporting Standard 17 "Retirement Benefits" (continued)

The amounts recognised in the Statement of Total Recognised Gains and Losses were as follows

	IBCVPP 2007 £m	2006 £m
Actual return less expected return on pension scheme assets	(0 5)	4 3
Experience losses arising on the scheme liabilities	(0 5)	(0 5)
Changes in assumptions underlying the present value of the scheme liabilities	11 5	6 9
Actuarial gain recognised in the Statement of Total Recognised Gains and Losses	10 5	10 7

The analysis of movement in the pension scheme deficit during the year was as follows

	IBCVPP 2007 £m	2006 £m
Deficit in scheme at the beginning of the year	(44 5)	(62 9)
Current service cost	(2 7)	(3 7)
Past service cost	-	6 4
Separation programme costs	(2 5)	(1 4)
Contributions	6 4	7 7
Other finance charge	(0 6)	(1 3)
Actuarial gain	10 5	10 7
Deficit in scheme at the end of the year	(33 4)	(44 5)

History of experience gains and losses was as follows

	2007	2006	IBCVPP 2005	2004	2003
Difference between expected and actual return on scheme assets					
Amount (£m)	(0 5)	4 3	13 2	2 8	7 8
Percentage of scheme assets	(0 3%)	2 8%	9 5%	2 4%	7 1%
Experience gains/(losses) on scheme liabilities					
Amount (£m)	(0 5)	(0 5)	-	0 2	(0 1)
Percentage of the present value of the scheme liabilities	(0 3%)	(0 3%)	0 0%	0 1%	(0 1%)
Total amount recognised in Statement of Total Recognised Gains and Losses					
Amount (£m)	10 5	10 7	(8 3)	(3 6)	(1 0)
Percentage of the present value of the scheme liabilities	5 4%	5 4%	(4 1%)	(2 1%)	(0 6%)

15. PENSIONS (contınued)

Fınancıal Reporting Standard 17 "Retırement Benefits" (continued)

For the VMLPP, the whole assets and lıabılıtıes (not just those relatıng to IBC Vehıcles Lımıted) updated to 31 December 2007 on the assumptıons above were as follows

	VMLPP 2007 £m	VMLPP 2006 £m
Assets	1,257 8	1,213 1
Lıabılıtıes	(1,469 0)	(1,503 3)
Deficıt ın scheme	(211 2)	(290 2)

16. CALLED UP SHARE CAPITAL

	2007 £'000	2006 £'000
Authorısed, called up, allotted and fully paıd:		
239,000,000 (2006 239,000,000) ordınary shares of £1 each	239,000	239,000

17. PROFIT AND LOSS ACCOUNT

	£'000
At 1 January 2007	(304,960)
Retaıned profit for the financıal year	60,549
Actuarıal gaın for the financıal year	10,500
At 31 December 2007	(233,911)

18. COMMITMENTS

At 31 December 2007 the Company had capıtal expendıture commıtments amountıng to £1 8 mıllıon, whıch are not provıded for ın these financıal statements (2006 £1 7 mıllıon)

At 31 December 2007 the Company was commıtted to makıng the followıng payments durıng the next year ın respect of operatıng leases

	Plant and machinery 2007 £'000	Plant and machinery 2006 £'000
Leases whıch expıre		
Wıthın one year	-	8
Wıthın two to five years	250	250
	250	258

NOTES TO THE ACCOUNTS
Year ended 31 December 2007

19. ULTIMATE PARENT UNDERTAKING

The ultimate parent company and controlling entity of the Company, and parent of the largest group for which consolidated accounts are prepared of which this Company is a part, is General Motors Corporation, a company registered in the State of Delaware USA The financial statements of General Motors Corporation are available from Global Headquarters, 300 Renaissance Centre, PO Box 300, Detroit, Michigan, 48265 - 3000 USA

The immediate parent company and controlling entity of the Company is GM Automotive UK, a company incorporated in Great Britain and registered in England and Wales The parent of the smallest group for which consolidated accounts are prepared of which this company is a part is GM Automotive UK The consolidated accounts of GM Automotive UK will be filed with the Registrar of Companies, Companies House, Crown Way, Maindy, Cardiff CF14 3UZ

20. RELATED PARTY TRANSACTIONS

The Company is taking advantage of the exemption granted by paragraph 3(c) of Financial Reporting Standard 8 "Related Party Transactions" not to disclose transactions with General Motors Corporation group companies or interests of the General Motors Corporation group who are related parties