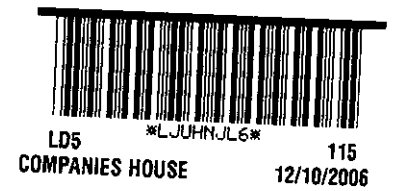


Company Registration No. 2091272

IBC VEHICLES LIMITED

Report and Financial Statements

31 December 2005



IBC VEHICLES LIMITED

REPORT AND FINANCIAL STATEMENTS 2005

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IBC VEHICLES LIMITED

REPORT AND FINANCIAL STATEMENTS 2005

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

J Fulcher
D Sanford

SECRETARY

R S Nagi

REGISTERED OFFICE

P O Box 163
Kimpton Road
Luton
LU2 0TY

BANKERS

Barclays Bank PLC

AUDITORS

Deloitte & Touche LLP
London

IBC VEHICLES LIMITED

DIRECTORS' REPORT (continued)

The Directors of IBC Vehicles Limited ("the Company") submit their annual report and audited financial statements for the year ended 31 December 2005.

ACTIVITIES

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

During the year the Astra and Vectra pressed parts activity for other General Motors Assembly Plants relocated to the press shops of those plants. IBC continues to press the panels for the vans assembled at the IBC plant.

Within the UK, the Company's main products are marketed as the Vauxhall Vivaro, Renault Traffic 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 Traffic and Primastar respectively.

FINANCIAL REVIEW

The Company produced 90,414 vehicles during 2005 (2004: 89,000). This was a record for the plant which continues to operate a three-shift production process. The vans were sold under 4 different badges: Vauxhall, Opel, Renault and Nissan and sold across all of Europe.

The Group made a profit after tax in 2005 of £10.832 million (2004 – profit as restated of £13.685 million).

The profit was lower in 2005 due to the loss of the Astra and Vectra pressed part business relocated to other General Motors Europe Plants.

FUTURE DEVELOPMENTS

As a member of the European family of General Motors, the Company will face a number of significant challenges in 2006 as the organisation continues to restructure to achieve profitability on a European basis and consequently we will require funding support from General Motors Companies. A key programme to aid General Motors Europe in this endeavour was announced in late 2004 by General Motors Europe. This has reduced Europe-wide annual costs by around €500 million.

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.

FINANCIAL RISK MANAGEMENT

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.

EMPLOYEE INVOLVEMENT

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 the possibility of employing disabled persons wherever suitable possibilities exist. Employees who become disabled are given every opportunity and assistance to continue in their employment or to be trained for other suitable positions.

IBC VEHICLES LIMITED

DIRECTORS' REPORT (continued)

DIVIDENDS

The Directors do not propose the payment of a dividend (2004 – £nil).

CREDITOR PAYMENT POLICY

IBC Vehicles Limited aim to pay all their suppliers within the payment terms negotiated with each individual supplier. At 31 December 2005, the company's trade creditors represented 73 days of trade purchases (2004 - 72 days).

DONATIONS

No donations for political purposes were made during the year (2004 – £nil). The Company has made donations of £4,142 during the year for charitable purposes (2004 - £4,683).

DIRECTORS AND THEIR INTERESTS

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

K Wale	(resigned 9 May 2005)
D Sanford	(appointed 9 May 2005)
M James	(resigned 1 November 2005)
J Fulcher	(appointed 1 November 2005)

At the end of the year there existed an arrangement between companies in the United Kingdom Group and General Motors Corporation under which group companies met the cost of certain awards made by the General Motors Stock Incentive Plan to eligible employees, who qualify by virtue of their employment. Such awards might include awards of Common Stock or options for Common Stock of General Motors Corporation and the eligible employees to whom such awards might be made include Directors of the Company who are also employees or Directors of other United Kingdom group companies. During the year all Directors held shares or options acquired under the arrangement.

The Directors had no interests at any time during the year in the shares of IBC Vehicles Limited, nor any other company within the United Kingdom group.

AUDITORS

A resolution proposing the reappointment of Deloitte & Touche LLP as Auditors of the Company 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



Director

28 JULY 2006

STATEMENT OF DIRECTORS' RESPONSIBILITIES

United Kingdom company law requires the Directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company and the Group as at the end of the financial year and of the profit or loss of the Group 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 accounting standards have been followed; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group 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 Group and enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for the system of internal control, for safeguarding the assets of the Company and Group 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 group and individual company financial statements (the "financial statements") of IBC Vehicles Limited for the year ended 31 December 2005 which comprise the consolidated profit and loss account, the statement of total recognised gains and losses, the reconciliation of movement in consolidated shareholders' deficit, the consolidated and individual company balance sheets, and the related notes 1 to 22. 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 Annual Report and 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 United Kingdom 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, in accordance with the relevant financial reporting framework, 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 other transactions is not disclosed.

We read the directors' report and the other information contained in the annual report for the above year as described in the contents section and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements.

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 circumstances of the company and the group, 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 group's and the individual company's affairs as at 31 December 2005 and of the group's profit for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985.

Deloitte & Touche Ltd

Deloitte & Touche LLP
Chartered Accountants and Registered Auditors
London

28th July 2006

IBC VEHICLES LIMITED**CONSOLIDATED PROFIT AND LOSS ACCOUNT**
Year ended 31 December 2005

	Notes	2005 £'000	2004 as restated £'000
TURNOVER	1, 2	695,808	686,894
Cost of sales		<u>(673,811)</u>	<u>(664,340)</u>
Gross profit		21,997	22,554
Distribution costs		-	(2)
Administrative (expenses)/income		<u>(2,275)</u>	<u>933</u>
OPERATING PROFIT	3	19,722	23,485
Interest receivable and similar income	4	233	392
Interest payable and similar charges	5	(8,423)	(9,492)
Other finance charges	6	<u>(700)</u>	<u>(700)</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		10,832	13,685
Tax on profit on ordinary activities	7	<u>-</u>	<u>-</u>
RETAINED PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION FOR THE FINANCIAL YEAR	19	<u>10,832</u>	<u>13,685</u>

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

IBC VEHICLES LIMITED

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES Year ended 31 December 2005

	2005 £'000	2004 as restated £'000
Retained profit for the financial year	10,832	13,685
Share of actuarial loss recognised in the pension scheme (see note 17)	(8,297)	(3,600)
TOTAL RECOGNISED GAINS AND LOSSES RELATING TO THE YEAR	2,535	<u>10,085</u>
Prior year adjustment (note 1 – adoption of FRS17 “Retirement Benefits”)	(55,905)	
TOTAL RECOGNISED GAINS AND LOSSES SINCE THE LAST ANNUAL REPORT	<u>(53,370)</u>	

RECONCILIATION OF MOVEMENT IN CONSOLIDATED SHAREHOLDERS' DEFICIT Year ended 31 December 2005

	2005 £'000	2004 as restated £'000
Profit for the financial year	10,832	13,685
Other gains and losses relating to the year	(8,297)	(3,600)
NET INCREASE IN SHAREHOLDERS' FUNDS	2,535	10,085
Opening shareholders' deficit (Originally £43.020m before deducting prior year adjustment of £55.905m)	(98,925)	(109,010)
CLOSING SHAREHOLDERS' DEFICIT	<u>(96,390)</u>	<u>(98,925)</u>

IBC VEHICLES LIMITED**CONSOLIDATED BALANCE SHEET
31 December 2005**

	Notes	2005 £'000	2004 as restated £'000
FIXED ASSETS			
Tangible assets	10	<u>100,262</u>	<u>103,141</u>
CURRENT ASSETS			
Stocks	12	11,674	12,191
Debtors	13	156,706	180,914
Cash at bank and in hand		-	-
		<u>168,380</u>	<u>193,105</u>
CREDITORS:			
Amounts falling due within one year	14	<u>(295,177)</u>	<u>(333,112)</u>
NET CURRENT LIABILITIES			
		<u>(126,797)</u>	<u>(140,007)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			
		(26,535)	(36,866)
CREDITORS:			
Amounts falling due after more than one year	15	(6,922)	(8,211)
PROVISIONS FOR LIABILITIES			
	16	<u>(33)</u>	<u>(248)</u>
NET LIABILITIES EXCLUDING PENSION LIABILITIES			
		<u>(33,490)</u>	<u>(45,325)</u>
NET PENSION SCHEME LIABILITIES			
	17	<u>(62,900)</u>	<u>(53,600)</u>
NET LIABILITIES INCLUDING PENSION LIABILITIES			
		<u>(96,390)</u>	<u>(98,925)</u>
CAPITAL AND RESERVES			
Called up share capital	18	239,000	239,000
Profit and loss account	19	<u>(335,390)</u>	<u>(337,925)</u>
EQUITY SHAREHOLDERS' DEFICIT			
		<u>(96,390)</u>	<u>(98,925)</u>

These financial statements were approved by the Board of Directors on
on its behalf by:

28 July 2006 and are signed


Director

28 July 2006

IBC VEHICLES LIMITED**COMPANY BALANCE SHEET
31 December 2005**

	Notes	2005 £'000	2004 as restated £'000
FIXED ASSETS			
Tangible assets	10	100,262	103,141
Investments	11	100	100
		<u>100,362</u>	<u>103,241</u>
CURRENT ASSETS			
Stocks	12	11,674	12,191
Debtors	13	156,678	180,886
Cash at bank and in hand		-	-
		<u>168,352</u>	<u>193,077</u>
CREDITORS:			
Amounts falling due within one year	14	<u>(295,177)</u>	<u>(333,112)</u>
NET CURRENT LIABILITIES		<u>(126,825)</u>	<u>(140,035)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>(26,463)</u>	<u>(36,794)</u>
CREDITORS:			
Amounts falling due after more than one year	15	(6,922)	(8,211)
PROVISIONS FOR LIABILITIES	16	<u>(33)</u>	<u>(248)</u>
NET LIABILITIES EXCLUDING PENSION LIABILITIES		<u>(33,418)</u>	<u>(45,253)</u>
NET PENSION SCHEME LIABILITIES	17	<u>(62,900)</u>	<u>(53,600)</u>
NET LIABILITIES INCLUDING PENSION LIABILITIES		<u>(96,318)</u>	<u>(98,853)</u>
CAPITAL AND RESERVES			
Called up share capital	18	239,000	239,000
Profit and loss account	19	<u>(335,318)</u>	<u>(337,853)</u>
EQUITY SHAREHOLDERS' DEFICIT		<u>(96,318)</u>	<u>(98,853)</u>

These financial statements were approved by the Board of Directors on
on its behalf by:

28 JULY 2006 and are signed

J. [Signature]

Director

28 July 2006

IBC VEHICLES LIMITED

NOTES TO THE ACCOUNTS

Year ended 31 December 2005

1. ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable United Kingdom accounting standards. The particular accounting policies adopted, which are consistent with those applied in the prior year, are described below. The company has adopted FRS 17 in relation to its defined benefit pension scheme.

Accounting basis

The financial statements are prepared on the historical cost basis in conformity with United Kingdom applicable accounting standards. Prior year comparatives have been restated where appropriate to ensure consistency of presentation.

Basis of consolidation

The Group financial statements consolidate the financial statements of the Company and its subsidiary undertaking up to 31 December 2005, using the acquisition method.

Cash flow statement

The group has taken advantage of the exemption in Financial Reporting Standard 1 "Cash Flow Statements" from the requirement to produce a cash flow statement because IBC Vehicles Limited is a wholly owned subsidiary of GM Automotive UK, a company incorporated in Great Britain and registered in England and Wales. The results of IBC Vehicles Limited are consolidated in the accounts of GM Automotive UK (See note 21).

Fixed assets

Freehold land is not depreciated. The cost or valuation of other fixed assets is depreciated by equal monthly instalments over the expected useful lives of the assets as follows, less any provision for impairment:

Freehold buildings	25 years
Plant, machinery and equipment	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.

Assets in the course of construction are not depreciated. 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.

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.

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 is not provided on timing differences arising from the revaluation of fixed assets where there is no binding contract to dispose of these assets. 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.

IBC VEHICLES LIMITED

NOTES TO THE ACCOUNTS

Year ended 31 December 2005

1. ACCOUNTING POLICIES (continued)

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.

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

During the year the Group adopted Financial Reporting Standard 17 "Retirement Benefits" in full ("FRS17"). The adoption of the new policy has been made by way of a prior year adjustment as though the revised policy had always been applied. Details of the impact on prior year results are given in note 17 and note 19.

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 Group. 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.

IBC VEHICLES LIMITED

NOTES TO THE ACCOUNTS **Year ended 31 December 2005**

2. TURNOVER - GEOGRAPHICAL ANALYSIS BY DESTINATION

	2005	2004
	£'000	£'000
United Kingdom	251,496	222,753
Other European countries	444,312	464,141
	<u>695,808</u>	<u>686,894</u>

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

A geographical analysis of the profit before tax has not been given, as in the opinion of the Directors, this would be prejudicial to the interests of the Company.

3. OPERATING PROFIT

	2005	2004
	£'000	£'000
Operating profit on ordinary activities before taxation is after charging:		
Depreciation and amortisation of tangible fixed assets:		
Owned assets	8,012	8,489
Assets held under finance leases	2,215	2,586
Rentals under operating leases:		
Hire of plant and machinery	268	323
Auditors' remuneration:		
Audit fees	106	76
	<u> </u>	<u> </u>

4. INTEREST RECEIVABLE AND SIMILAR INCOME

	2005	2004
	£'000	£'000
Bank interest	233	392
	<u> </u>	<u> </u>

5. INTEREST PAYABLE AND SIMILAR CHARGES

	2005	2004
	£'000	£'000
Loans from group undertakings	(7,489)	(8,950)
Finance leases	(934)	(542)
	<u>(8,423)</u>	<u>(9,492)</u>

IBC VEHICLES LIMITED

NOTES TO THE ACCOUNTS Year ended 31 December 2005

6. OTHER FINANCE CHARGES

	2005	2004
	£'000	as restated £'000
Interest on pension scheme liabilities	(9,100)	(8,700)
Expected return on pension scheme assets	8,400	8,000
	<u>(700)</u>	<u>(700)</u>

7. TAX ON PROFIT ON ORDINARY ACTIVITIES

Group	2005	2004
	£'000	£'000
Current tax:		
Group relief	-	-
Adjustment in respect of prior years	-	-
	<u>-</u>	<u>-</u>
Current tax	-	-
Deferred tax	-	-
	<u>-</u>	<u>-</u>

The tax assessed for the period differs to that resulting from applying the standard rate of corporation tax in the UK of 30% (2004 – 30%). The differences are explained below:

Group	2005	2004
	£'000	as restated £'000
Profit on ordinary activities before tax	<u>10,832</u>	<u>13,685</u>
Tax at UK rate of 30% (2004 – 30%) thereon	3,250	4,106
Effects of:		
Permanent differences	104	101
Capital allowances in excess of depreciation	(1,466)	(2,407)
Short term timing differences	86	(210)
Group relief not paid for	(62)	(114)
Utilisation of losses brought forward	(1,912)	(1,866)
Prior year tax	-	390
	<u>-</u>	<u>-</u>
Current tax for the year	<u>-</u>	<u>-</u>

IBC VEHICLES LIMITED

NOTES TO THE ACCOUNTS

Year ended 31 December 2005

8. DIRECTORS' EMOLUMENTS

	2005 £'000	2004 £'000
Emoluments (excluding pension contributions and awards under share option schemes and other long-term incentive schemes)	123	259
Contributions paid to a money purchase pension scheme	-	6
	<u>No.</u>	<u>No.</u>
Number of Directors who received, or became eligible to receive, shares during the year	<u>3</u>	<u>3</u>
	<u>No.</u>	<u>No.</u>
Number of directors (* - includes the highest paid director) who:		
are members of a defined benefit pension scheme	3*	3*
exercised share options	-	-
have received awards during the year in the form of shares under long-term incentive schemes	-	-
	<u>£'000</u>	<u>£'000</u>
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)	<u>78</u>	<u>190</u>
The amount of the accrued pension of the highest-paid director at 31 December 2005 is £36,000 p.a. (2004 – £27,227 p.a.)		

9. EMPLOYEES

	2005 No.	2004 No.
Average weekly number		
Administration	176	171
Production	1,840	1,988
	<u>2,016</u>	<u>2,159</u>
	<u>2005</u>	<u>2004</u>
	<u>£'000</u>	<u>as restated</u> <u>£'000</u>
Costs		
Wages and salaries	57,520	60,570
Social security costs	4,575	4,819
Pension costs	5,786	5,071
	<u>67,881</u>	<u>70,460</u>

IBC VEHICLES LIMITED

NOTES TO THE ACCOUNTS **Year ended 31 December 2005**

10. TANGIBLE FIXED ASSETS

The Group and the Company	Freehold land and buildings £'000	Plant, machinery and equipment £'000	Special tools, jigs and dies £'000	Total £'000
Cost				
At 1 January 2005	33,332	130,111	66,297	229,740
Additions at cost	711	7,163	76	7,950
Disposals	(90)	(3,382)	(56,725)	(60,197)
At 31 December 2005	<u>33,953</u>	<u>133,892</u>	<u>9,648</u>	<u>177,493</u>
Depreciation				
At 1 January 2005	9,443	58,286	58,870	126,599
Charge for the year	1,309	8,298	620	10,227
Disposals	-	(2,870)	(56,725)	(59,595)
At 31 December 2005	<u>10,752</u>	<u>63,714</u>	<u>2,765</u>	<u>77,231</u>
Net book value				
At 31 December 2005	<u>23,201</u>	<u>70,178</u>	<u>6,883</u>	<u>100,262</u>
At 31 December 2004	<u>23,889</u>	<u>71,825</u>	<u>7,427</u>	<u>103,141</u>

The net book value of fixed assets includes £12,451,364 (2004 – £14,666,160) in respect of assets held under finance leases all in respect of plant, machinery and equipment.

11. INVESTMENTS

The Company	£'000
Shares in subsidiary at cost:	
At 1 January 2005 and at 31 December 2005	<u>100</u>

The Company's sole subsidiary is IBC Vehicles (Distribution) Limited which is wholly owned. This company, which is registered in England and Wales, is a motor vehicle distributor.

12. STOCKS

	The Group		The Company	
	2005	2004	2005	2004
	£'000	£'000	£'000	£'000
Raw materials	11,318	11,695	11,318	11,695
Work-in-progress	356	496	356	496
	<u>11,674</u>	<u>12,191</u>	<u>11,674</u>	<u>12,191</u>

IBC VEHICLES LIMITED

NOTES TO THE ACCOUNTS Year ended 31 December 2005

13. DEBTORS

	The Group		The Company	
	2005	2004 as restated	2005	2004 as restated
	£'000	£'000	£'000	£'000
Trade debtors	61,412	69,367	5,105	3,204
Amounts owed by group undertakings:				
Fellow subsidiary undertakings	91,439	103,171	151,295	174,972
Other debtors	3,855	8,043	278	2,377
Prepayments	-	333	-	333
	<u>156,706</u>	<u>180,914</u>	<u>156,678</u>	<u>180,886</u>

14. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	The Group		The Company	
	2005	2004	2005	2004
	£'000	£'000	£'000	£'000
Bank loans and overdrafts	1	51	1	51
Obligations under finance leases (see note 15)	1,290	2,169	1,290	2,169
Trade creditors	114,376	110,028	114,376	110,028
Amounts owed to group undertakings:				
Fellow subsidiary undertakings	161,145	202,425	161,145	202,425
Taxation and social security	11,326	14,009	11,326	14,009
Other creditors	4,016	3,805	4,016	3,805
Accruals	3,023	625	3,023	625
	<u>295,177</u>	<u>333,112</u>	<u>295,177</u>	<u>333,112</u>

15. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	The Group and the Company	
	2005	2004
	£'000	£'000
Obligations under secured finance leases	<u>6,922</u>	<u>8,211</u>

Finance leases are repayable in instalments at varying rates of interest.

The capital amounts due under finance lease obligations are as follows:

	£'000	£'000
Within one year (see note 14)	1,290	2,169
Between one and five years	6,922	6,188
After five years	-	2,023
	<u>8,212</u>	<u>10,380</u>

IBC VEHICLES LIMITED

NOTES TO THE ACCOUNTS **Year ended 31 December 2005**

16. PROVISIONS FOR LIABILITIES

The Group and the Company	Contract cancellation costs £'000
At 1 January 2005	248
Utilised in the year	(175)
Released to the profit and loss account	(40)
	<hr/>
At 31 December 2005	33
	<hr/> <hr/>

Contract cancellation costs

The provision relates to the cost of cancelling contracts for expenditure expected to be incurred in relation to the cessation of Frontera production.

Deferred taxation

There is no deferred taxation provided in the current or prior years. The amounts of unprovided deferred taxation are as follows:

	2005 £'000	2004 £'000
Accelerated capital allowances	1,655	71
Short term timing differences	703	1,010
Tax losses	(81,681)	(83,913)
	<hr/>	<hr/>
Total unprovided deferred tax balance	(79,323)	(82,832)
	<hr/> <hr/>	<hr/> <hr/>

17. 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.

IBC VEHICLES LIMITED

NOTES TO THE ACCOUNTS

Year ended 31 December 2005

17. PENSIONS (continued)

Pension cost

The Company's total pension cost for 2005 was £5.786 million (2004 as restated £5.071 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 2005 the Company made contributions to the plans of £5.5 million (2004 - £5.2 million). Company contributions to the IBCVPP were 17% of pensionable pay throughout 2005. Company contributions to the VMLPP increased from 10% to 14% of pensionable pay on 1 April 2005.

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 2005 % pa	31 December 2004 % pa	31 December 2003 % pa
Price inflation	2.9	2.9	2.8
Rate of general long-term increase in salaries	3.4	3.4	3.3
Rates of increase to pensions in payment			
- Guaranteed LPI (RPI to maximum of 2.5%)	2.1	N/A	N/A
- Guaranteed LPI (RPI to maximum of 5%)	2.8	2.7	2.7
- ½ RPI to maximum of 3%	1.4	1.4	1.4
Discount rate for scheme liabilities	4.8	5.3	5.5
Long-term rate of return on assets			
- Equities	7.6	8.5	8.5
- Property	7.1	7.5	7.5
- Government bonds	4.1	4.5	4.8
- Corporate bonds	4.5	5.2	5.5
- Other	4.5	4.8	4.0

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.

The values of assets and liabilities below are the result of an update exercise performed by qualified actuaries as at 31 December 2005, rather than a full actuarial valuation at the balance sheet date. The update exercise is based on the last full valuations that were carried out at 1 January 2005 for both the VMLPP and IBCVPP. The update exercise did not involve the same level of detail as a full actuarial valuation, and there may be differences between the results of the update and those of a full valuation. The figures below are based on what are, in the Directors' opinion reasonable assumptions, and reflect their best estimate of the current position.

IBC VEHICLES LIMITED

NOTES TO THE ACCOUNTS Year ended 31 December 2005

17. PENSIONS (continued)

Financial Reporting Standard 17 "Retirement Benefits" (continued)

The assets and liabilities of the IBCVPP scheme at 31 December 2005 were:

	Value at 31 December 2005 £m	IBCVPP Value at 31 December 2004 £m	Value at 31 December 2003 £m
Equities	80.4	66.4	71.5
Property	13.1	11.2	-
Government bonds	27.7	24.4	22.0
Corporate bonds	16.6	16.3	15.7
Other	0.5	0.7	0.6
	<hr/>	<hr/>	<hr/>
Total fair value of assets	138.3	119.0	109.8
Present value of scheme liabilities	(201.2)	(172.6)	(158.5)
	<hr/>	<hr/>	<hr/>
Deficit in scheme	(62.9)	(53.6)	(48.7)
	<hr/>	<hr/>	<hr/>

Further information regarding the IBCVPP scheme is shown below.

The analysis of the amount charged to operating profit was as follows:

	IBCVPP	
	2005 £m	2004 £m
Current service cost	3.9	4.3
	<hr/>	<hr/>
Total operating charge	3.9	4.3
	<hr/>	<hr/>

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

	IBCVPP	
	2005 £m	2004 £m
Expected return on pension scheme assets	8.4	8.0
Interest on pension scheme liabilities	(9.1)	(8.7)
	<hr/>	<hr/>
Net finance cost	(0.7)	(0.7)
	<hr/>	<hr/>

IBC VEHICLES LIMITED

NOTES TO THE ACCOUNTS **Year ended 31 December 2005**

17. 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	
	2005	2004
	£m	£m
Actual return less expected return on pension scheme assets	13.2	2.8
Experience gains arising on the scheme liabilities	-	0.2
Changes in assumptions underlying the present value of the scheme liabilities	(21.5)	(6.6)
	<u>(8.3)</u>	<u>(3.6)</u>
Actuarial loss recognised in the Statement of Total Recognised Gains and Losses	<u>(8.3)</u>	<u>(3.6)</u>

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

	IBCVPP	
	2005	2004
	£m	£m
Deficit in scheme at the beginning of the year	(53.6)	(48.7)
Current service cost	(3.9)	(4.3)
Contributions	3.6	3.7
Other finance charge	(0.7)	(0.7)
Actuarial loss	(8.3)	(3.6)
	<u>(62.9)</u>	<u>(53.6)</u>

History of experience gains and losses was as follows:

	2005	IBCVPP		
		2004	2003	2002
Difference between expected and actual return on scheme assets:				
Amount (£m)	13.2	2.8	7.8	(20.2)
Percentage of scheme assets	9.5%	2.4%	7.1%	(21.3%)
Experience gains/(losses) on scheme liabilities:				
Amount (£m)	-	0.2	(0.1)	18.6
Percentage of the present value of the scheme liabilities	0.0%	0.1%	(0.1%)	13.0%
Total amount recognised in Statement of Total Recognised Gains and Losses:				
Amount (£m)	(8.3)	(3.6)	(1.0)	(3.1)
Percentage of the present value of the scheme liabilities	(4.1%)	(2.1%)	(0.6%)	(2.2%)

IBC VEHICLES LIMITED

NOTES TO THE ACCOUNTS

Year ended 31 December 2005

17. PENSIONS (continued)

Financial Reporting Standard 17 "Retirement Benefits" (continued)

For the VMLPP, the whole assets and liabilities (not just those relating to IBC Vehicles Limited) updated to 31 December 2005 on the assumptions above were as follows:

	VMLPP	
	2005	2004
	£m	£m
Assets	1,066.4	912.2
Liabilities	(1,532.5)	(1,328.8)
Deficit in scheme	<u>(466.1)</u>	<u>(416.6)</u>

18. CALLED UP SHARE CAPITAL

	2005	2004
	£'000	£'000
Authorised, called up, allotted and fully paid:		
239,000,000 (2004 – 239,000,000) ordinary shares of £1 each	<u>239,000</u>	<u>239,000</u>

19. RESERVES

Profit and loss account	The Group	The Company
	£'000	£'000
At 31 December 2004 as previously stated	(282,020)	(281,948)
Prior year adjustment	<u>(55,905)</u>	<u>(55,905)</u>
At 1 January 2005 as restated	(337,925)	(337,853)
Retained profit for the financial year	10,832	10,832
Actuarial loss for the financial year	<u>(8,297)</u>	<u>(8,297)</u>
Total profit for the financial year	<u>2,535</u>	<u>2,535</u>
At 31 December 2005	<u>(335,390)</u>	<u>(335,318)</u>

The restatements in the above table relating to the IBC Vehicles Pension Plan and to debtors in note 13 are due to the adoption of FRS17.

As permitted by Section 230 of the Companies Act 1985, the profit and loss account of the parent company is not presented as part of these financial statements. The parent company's profit for the financial year is £10,832,000 (2004 as restated £13,685,000).

IBC VEHICLES LIMITED

NOTES TO THE ACCOUNTS

Year ended 31 December 2005

20. COMMITMENTS

At 31 December 2005 the Company had capital expenditure commitments amounting to £3.0 million, which are not provided for in these financial statements (2004 – £1.2 million).

At 31 December 2005 the Group was committed to making the following payments during the next year in respect of operating leases:

	Plant and machinery	
	2005	2004
	£'000	£'000
Leases which expire:		
Within one year	10	103
Within two to five years	258	18
	<hr/>	<hr/>
	268	121
	<hr/>	<hr/>

21. 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.

22. 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.