Copy for Registrar at Companies House

ABBREVIATED ACCOUNTS

FOR THE YEAR ENDED 31 DECEMBER 2003

FOR

APS METAL PRESSINGS LIMITED

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COMPANY INFORMATION FOR THE YEAR ENDED 31 DECEMBER 2003

DIRECTORS:

 $P \; E \; Smith$

D P Smith A P Smith P P Smith A C Parr

SECRETARY:

P E Smith

REGISTERED OFFICE:

8 Great King Street

Hockley Birmingham B19 3AR

REGISTERED NUMBER:

1529017

AUDITORS:

J W Hinks

Chartered Accountants 19 Highfield Road

Edgbaston Birmingham B15 3BH

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2003

The directors present their report with the accounts of the company for the year ended 31 December 2003.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of manufacturing press tools and metal pressings.

REVIEW OF BUSINESS

The results for the year and financial position of the company are as shown in the annexed accounts.

DIVIDENDS

Interim dividends amounting to £52,000 (2002:£49,000) were paid during the year. The directors recommend that no final dividend be paid.

FUTURE DEVELOPMENTS

In general, a poor trading year caused in the main by a significant reduction in demand from our major automotive customers. This reduction caused a significant shortfall when measured against our forecast sales for this year. MG Rover, Delphi, NSK and GKN Sinter all failed to meet expected forecast sales targets for the year.

Installation costs, breakdowns of key equipment and significant investment in new and refurbished tooling all had a detrimental effect on the result.

It became apparent during this year that a strategic review of the company and its financial position would have to be taken by the directors of the company. As a result of the review the directors have made a significant capital investment in plant and machinery. This investment in high profile technology will enable the company to offer innovative, exclusive products. This new business due to start in September 2004 is forecast to generate in excess of £1.2 million per annum. In addition, we are also beginning to see the results of our investment in sales and marketing during 2002. New business for 2004 has been secured with Makita Power Tools, Sertec, Harboro Rubber and further business with Delphi, Powertrain and NSK. The total business won during the year in excess of £2 million per annum did have cost implications in the latter part of 2003 due to tooling costs, equipment updates, training etc. However, the impact on sales throughout the year 2004 and specifically from September onwards will be a major breakthrough for the company.

A further development based on our desire to become an exclusive and innovative supplier of presswork was our success in winning the prestigious supplier award for innovation in November 2003. This award, won against fierce competition across the Midlands area and including a cash prize of £10,000 confirms our engineering excellence.

The directors of the company are fully aware of the challenges we have to face in the future and believe that after 3 difficult years we now have all the components in place to ensure profitability in the coming years.

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2003

DIRECTORS

The directors during the year under review were:

P E Smith

D P Smith

A P Smith

P P Smith

A C Parr

The beneficial interests of the directors holding office on 31 December 2003 in the issued share capital of the company were as follows:

A Ordinary £1 shares	31.12.03	1.1.03
P E Smith	68,250	75,000
D P Smith A P Smith	68,250 -	75,000 -
P P Smith A C Parr	-	-
B Ordinary £1 shares		
P E Smith	-	-
D P Smith	-	-
A P Smith	2,250	-
P P Smith	2,250	-
A C Parr	-	=

During the year the company amended its articles and memorandum of association by special resolution. The company has amended the authorised and issued share capital to include 'A' and 'B' shares.

STATEMENT OF 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 affairs of the company and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- 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.

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2003

AUDITORS

The auditors, J W Hinks, will be proposed for re-appointment in accordance with Section 385 of the Companies Act 1985.

ON BEHALF OF THE BOARD:

P E Smith - Secretary

8 September 2004

REPORT OF THE INDEPENDENT AUDITORS TO APS METAL PRESSINGS LIMITED UNDER SECTION 247B OF THE COMPANIES ACT 1985

We have examined the abbreviated accounts on pages six to eighteen, together with the full financial statements of the company for the year ended 31 December 2003 prepared under Section 226 of the Companies Act 1985.

This report is made solely to the company, in accordance with Section 247B of the Companies Act 1985. Our work has been undertaken so that we might state to the company those matters we are required to state to it in a special 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, for our work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the abbreviated accounts in accordance with Section 246A of the Companies Act 1985. It is our responsibility to form an independent opinion as to whether the company is entitled to deliver abbreviated accounts prepared in accordance with Section 246A(3) of the Act to the Registrar of Companies and whether the accounts to be delivered are properly prepared in accordance with that provision and to report our opinion to you.

Basis of opinion

We have carried out the procedures we consider necessary to confirm, by reference to the financial statements, that the company is entitled to deliver abbreviated accounts and that the abbreviated accounts to be delivered are properly prepared. The scope of our work for the purpose of this report did not include examining or dealing with events after the date of our report on the full financial statements.

Opinion

In our opinion the company is entitled to deliver abbreviated accounts prepared in accordance with Section 246A(3) of the Companies Act 1985, and the abbreviated accounts on pages six to eighteen are properly prepared in accordance with that provision.

J W Hinks Chartered Accountants and Registered Auditors 19 Highfield Road Edgbaston Birmingham B15 3BH

8 September 2004

ABBREVIATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2003

		2003	3	2002	
	Notes	£	£	£	£
GROSS PROFIT			686,858		762,394
Distribution costs Administrative expenses		150,096 878,614	1,028,710	122,729 1,169,583	1,292,312
OPERATING LOSS	3		(341,852)	•	(529,918)
Profit on sale of tangible fixed assets					111,360
			(341,852)		(418,558)
Interest receivable and similar income			237		1,265
			(341,615)		(417,293)
Interest payable and similar charges	4		17,697		6,240
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION			(359,312)		(423,533)
Tax on loss on ordinary activities	5				(36,000)
LOSS FOR THE FINANCIAL YEAR AFTER TAXATION			(359,312)		(387,533)
Dividends	6		52,000		49,000
DEFICIT FOR THE YEAR			(411,312)		(436,533)

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current and previous years.

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the losses for the current and previous years.

ABBREVIATED BALANCE SHEET 31 DECEMBER 2003

		200	3	2002	2
	Notes	£	£	£	£
FIXED ASSETS					
Tangible assets	8		1,592,774		945,677
CURRENT ASSETS					
Stocks	9	299,074		178,218	
Debtors	10	980,230		863,920	
Cash at bank and in hand		12,570		174	
CREDITORS		1,291,874		1,042,312	
Amounts falling due within one year	11	1,252,257		629,100	
NET CURRENT ASSETS			39,617		413,212
TOTAL ASSETS LESS CURRENT LIABILITIES			1,632,391		1,358,889
CREDITORS					
Amounts falling due after more than			((00 (14)		
year	12		(689,614)		-
ACCRUALS AND					
DEFERRED INCOME	16		(9,600)		(14,400)
			933,177		1,344,489
CAPITAL AND RESERVES					
Called up share capital	17		150,000		150,000
Profit and loss account	18		783,177		1,194,489
SHAREHOLDERS' FUNDS	20		933,177		1,344,489

These abbreviated accounts have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to medium-sized companies.

ON BEHALF OF THE BOARD:

Philip E. Smith

D.P. Smit

P E Smith - Director

D P Smith - Director

Approved by the Board on 8 September 2004

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2003

		2003	3	2002	
	Notes	£	£	£	£
Net cash outflow from operating activities	1		(241,504)		(453,428)
Returns on investments and					
servicing of finance	2		(17,460)		(4,975)
Taxation	2		-		17,811
Capital expenditure	2		(917,743)		399,062
Equity dividends paid			(52,000)		(49,000)
			(1,228,707)	,	(90,530)
Financing	2		1,382,676		(202,640)
Increase/(Decrease) in cash in the per	iod		153,969		(293,170)
Reconciliation of net cash flow		···			
to movement in net debt	3				
Increase/(Decrease)					
in cash in the period Cash (inflow)/outflow		153,969		(293,170)	
from (increase)/decrease in debt		(1,370,095)		229,404	
Change in net debt resulting					
from cash flows			(1,216,126)		(63,766)
Movement in net debt in the period			(1,216,126)		(63,766)
Net debt at 1 January			(261,468)		(197,702)
Net debt at 31 December			(1,477,594)		(261,468)

NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2003

1. RECONCILIATION OF OPERATING LOSS TO NET CASH OUTFLOW FROM OPERATING ACTIVITIES

	2003	2002
	£	£
Operating loss	(341,852)	(529,918)
Depreciation charges	274,846	300,656
Profit on disposal of fixed assets	(9,000)	-
Government grants	(12,581)	(26,764)
(Increase)/Decrease in stocks	(120,856)	813
(Increase)/Decrease in debtors	(116,310)	56,080
Increase/(Decrease) in creditors	84,249	(254,295)
Net cash outflow from operating activities	(241,504)	(453,428)

2. ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT

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NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2003

3. A	ANALYSIS OF CHANGES IN NET DEBT				
		At 1.1.03	Cash flow £	Other non-cash changes £	At 31.12.03 £
C	Net cash: Cash at bank and in hand Bank overdraft	174 (258,138)	12,396 141,573		12,570 (116,565)
		(257,964)	153,969		(103,995)
	Debt: Debts falling due				
V	within one year	(3,504)	(680,481)	98,000	(585,985)
	Debts falling due after one year	-	(689,614)	689,614	-
		(3,504)	(1,370,095)	787,614	(585,985)
7	Total	(261,468)	(1,216,126)	787,614	(689,980)

NOTES TO THE ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2003

1. ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention.

Turnover

Turnover represents net invoiced sales of goods, excluding value added tax.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Short leasehold

- 5% on cost

Long leasehold

- 2% on cost and over period of lease

Fixtures and fittings

- 10% and 20% on cost

Motor vehicles

- 25% on cost

Stocks

Stocks and work in progress are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

Cost includes all direct expenditure and an appropriate proportion of fixed and variable overheads.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

Pensions

The company operates a defined contribution pension scheme. Contributions payable for the year are charged in the profit and loss account.

Government grants

Grants received in respect of capital expenditure are credited to a deferred income account and are released to the profit and loss account in equal annual instalments over the expected useful economic lives of the assets to which they relate.

Grants received for revenue purposes are credited directly to the profit and loss account in the period in which they are received.

2. STAFF COSTS

	2003	2002
	£	£
Wages and salaries	1,708,902	1,639,319
Social security costs	158,835	155,649
Other pension costs	77,975	312,519
	1,945,712	2,107,487

2002

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NOTES TO THE ABBREVIATED ACCOUNTS - continued FOR THE YEAR ENDED 31 DECEMBER 2003

2.	STAFF COSTS - continued		
	The average monthly number of employees during the year was as follows:	2003	2002
	Diseases		
	Directors	5 7	5
	Office Works	8 4	7 96
	WOLKS		
		96	108
3.	OPERATING LOSS		
٥.			
	The operating loss is stated after charging/(crediting):		
		2003	2002
		£	£
	Hire of equipment	33,638	33,032
	Depreciation - owned assets	279,646	305,456
	Profit on disposal of fixed assets	(9,000)	-
	Auditors remuneration	7,450	7,200
	Foreign exchange differences	(282)	-
	Directors' emoluments	197,508	255,576
	Directors' pension contributions to money purchase schemes	36,540	280,424
	2 notices person constitutions to money parameter someones	=====	
	The number of directors to whom retirement benefits were accruing was as follows:	ws:	
	Money purchase schemes	3	5
		===	===
4.	INTEREST PAYABLE AND SIMILAR CHARGES		
		2003	2002
		£	£
	Bank interest	17,697	559
	Other interest payable	•	5,681
	1.7		
		17,697	6,240
5.	TAXATION		
	A Liveta of Alandam and Rid		
	Analysis of the tax credit		
	The tax credit on the loss on ordinary activities for the year was as follows:	2002	2002
		2003	2002
	75 C 17	£	£ (26,000)
	Deferred tax	<u>-</u>	(36,000)
	Tr. 1 on ordinary refriefer		(26,000)
	Tax on loss on ordinary activities		(36,000)
		=	

NOTES TO THE ABBREVIATED ACCOUNTS - continued FOR THE YEAR ENDED 31 DECEMBER 2003

6.	DIVIDENDS		
		2003	2002
		£	£
	Equity shares:		
	136,500 A Ordinary shares of £1 each		
	Interim	52,000	49,000
		52,000	49,000
			=====

7. PENSION COSTS

The company operates defined contribution pension schemes for the benefit of the directors and employees. The assets of theses schemes are administered by trustees in funds independent from those of the company.

The total contributions paid during the year amounted to £77,975 (2002: £312,519).

8. TANGIBLE FIXED ASSETS

	Short leasehold	Long leasehold	Plant and machinery
	£	£	£
COST			
At 1 January 2003	132,372	61,348	3,571,404
Additions	-	-	913,621
Disposals	-	<u> </u>	(44,750)
At 31 December 2003	132,372	61,348	4,440,275
DEPRECIATION			
At 1 January 2003	40,212	21,108	2,847,310
Charge for year	6,144	1,210	249,377
Eliminated on disposal		-	(44,750)
At 31 December 2003	46,356	22,318	3,051,937
NET BOOK VALUE			
At 31 December 2003	86,016	39,030	1,388,338
At 31 December 2002	92,160	40,240	724,094
	- · · · · · · · · · · · · · · · · · · ·		

NOTES TO THE ABBREVIATED ACCOUNTS - continued FOR THE YEAR ENDED 31 DECEMBER 2003

8.	TANGIBLE FIXED ASSETS - continued			
		Fixtures and fittings £	Motor vehicles £	Totals £
	COST	~	₩	4-
	At 1 January 2003	277,203	65,350	4,107,677
	Additions	13,122	· -	926,743
	Disposals	<u></u>		(44,750)
	At 31 December 2003	290,325	65,350	4,989,670
	DEPRECIATION		<u> </u>	
	At 1 January 2003	203,398	49,972	3,162,000
	Charge for year	15,322	7,593	279,646
	Eliminated on disposal		-	(44,750)
	At 31 December 2003	218,720	57,565	3,396,896
	NET BOOK VALUE			
	At 31 December 2003	71,605 ====================================	7,785	1,592,774
	At 31 December 2002	73,805	15,378	945,677
9.	STOCKS			
			2003	2002
			£	£
	Raw materials		98,036	85,686
	Work-in-progress		201,038	92,532
			299,074	178,218
10.	DEBTORS: AMOUNTS FALLING DUE W	ITHIN ONE YEAR		
10.	DEDICAS, INICONIS INEEDING DOD W.		2003	2002
			£	£
	Trade debtors		890,992	808,223
	Other debtors		3,483	55.505
	Prepayments and accrued income		85,755	55,697
			980,230	863,920

NOTES TO THE ABBREVIATED ACCOUNTS - continued FOR THE YEAR ENDED 31 DECEMBER 2003

11.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		2003	2002
		£	£
	Bank loans and overdrafts (see note 13)	698,730	258,138
	Trade creditors	394,659	274,647
	Social security and other taxes	54,246	79,445
	Other creditors	98,000	-
	Directors' current accounts	3,820	3,504
	Accruals and deferred income	2,802	13,366
		1,252,257	629,100
12.	CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR		
		2003	2002
		£	£
	Other creditors	689,614	-

Other creditors comprise amounts invoiced in respect of capital equipment acquired during the year. These amounts were financed by Lloyds Commercial loans in May 2004. The substance of the transaction is such that amounts are due between two and five years by instalments.

13. LOANS

An analysis of the maturity of loans is given below:

	2003	2002
	£	£
Amounts falling due within one year or on demand:		
Bank overdrafts	116,565	258,138
Lloyds Commercial Finance loan	582,165	-
		
	698,730	258,138
		

14. OBLIGATIONS UNDER LEASING AGREEMENTS

The following payments are committed to be paid within one year:

Operating leases

	Land and buildings		Other	
	2003	2002	2003	2002
	£	£	£	£
Expiring:			67,383	67,383
Between one and five years In more than five years	139,200	139,200	-	
	139,200	139,200	67,383	67,383

NOTES TO THE ABBREVIATED ACCOUNTS - continued FOR THE YEAR ENDED 31 DECEMBER 2003

15. SECURED DEBTS

The following secured debts are included within creditors:

	2003	2002
	£	£
Bank overdraft	116,565	258,138
Bank loans	582,165	-
Other creditors	787,614	-
	1,486,344	258,138
	1,400,344	230,130

The bank overdraft is secured by an unlimited debenture dated 22 December 1981 and first legal charge dated 31 December 1984 over the leasehold land and buildings at 127 Barr St, Hockley, Birmingham.

Lloyds Commercial loans are secured by a charge over amounts invoiced.

Other creditors comprise amounts invoiced in respect of capital equipment acquired during the year. These amounts were financed by Lloyds Commercial loans in May 2004. The amounts outstanding are secured over the company's plant and equipment.

16. ACCRUALS AND DEFERRED INCOME

17.

136,500

13,500

(2002 - 150,000)

A Ordinary

B Ordinary

			2003 £	2002 £
Government	grants		*	ı.
Balance brou Released dur			14,400 (4,800)	19,200 (4,800)
Balance carr	ied forward		9,600	14,400
CALLED U	P SHARE CAPITAL			
Authorised:				
Number:	Class:	Nominal value:	2003 £	2002 £
986,500 (2002 - 1,000	A Ordinary 0,000)	£1	986,500	1,000,000
13,500	B Ordinary	£1	13,500	-
			1,000,000	1,000,000
Allotted, issu	ued and fully paid:			
Number:	Class:	Nominal value:	2003 £	2002 £

£1

£1

136,500

13,500

150,000

150,000

150,000

NOTES TO THE ABBREVIATED ACCOUNTS - continued FOR THE YEAR ENDED 31 DECEMBER 2003

17. CALLED UP SHARE CAPITAL - continued

On 2 April 2003 the company amended its articles and memorandum of association by special resolution. The company has amended the authorised and issued share capital to include 'A' and 'B' shares.

The 'A' Shares and the 'B' Shares shall save as set out below rank parri passu in all respects.

The company may declare, pay and / or make any dividend or distribution to the holders of or in respect of the 'A' Shares without declaring, making or paying any dividend to the holders of or in respect of the 'B' Shares, and vice versa.

The holders of the 'B' Shares shall have no right to vote at any general meeting of the Company on or in respect of any resolution relating to any dividend or distribution proposed to be made to the holders in respect of 'A' Shares.

No transfer of any 'B' Share shall be approved and registered in the books of the Company without prior written approval of all the holders of 'A' Shares to such transfer.

18. RESERVES

	and loss
	account
	£
At 1 January 2003	1,194,489
Deficit for the year	(411,312)
At 31 December 2003	783,177
	

19. RELATED PARTY DISCLOSURES

Mr P E Smith and Mr D P Smith are directors of the company and are also members and trustees of individual pension schemes.

During the year the company has paid rent of £139,200 (2002: £115,717) in respect of properties owned by the pension schemes and occupied by the company as tenants. These rents are at normal commercial rates.

20. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	£	2002 £
Loss for the financial year Dividends	(359,312) (52,000)	(387,533) (49,000)
Net reduction of shareholders' funds Opening shareholders' funds	(411,312) 1,344,489	(436,533) 1,781,022
Closing shareholders' funds	933,177	= 1,344,489
Equity interests	933,177	1,344,489

2002

2002

Profit

NOTES TO THE ABBREVIATED ACCOUNTS - continued FOR THE YEAR ENDED 31 DECEMBER 2003

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The company is controlled by Mr PE Smith and Mr DP Smith, directors and shareholders of the company.