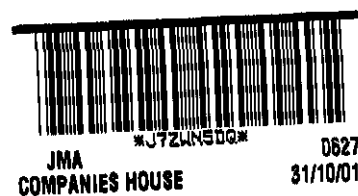


PLUMTREE MOTOR COMPANY LIMITED

ANNUAL REPORT

31 DECEMBER 2000

COMPANY NUMBER: 01374821



PLUMTREE MOTOR COMPANY LIMITED

31 DECEMBER 2000

CONTENTS

	Page
Company information	1
Report of the Directors	2-3
Statement of Directors' responsibilities	3
Report of the Auditors	4
Profit and loss account	5
Balance sheet	6
Notes to the financial statements	7-15

PLUMTREE MOTOR COMPANY LIMITED

COMPANY INFORMATION

Directors	R C Barber A L W Brown A M Biggs	Resigned 22 March 2001
-----------	--	------------------------

Secretary	Mrs B Booth Mr M R Bennett	Resigned 12 April 2001 Appointed 17 April 2001
-----------	-------------------------------	---

Registered office	Centre House Village Way Trafford Park Manchester M17 1QG
-------------------	---

Registered number	01374821
-------------------	----------

Auditors	PricewaterhouseCoopers Manchester M2 3PW
----------	--

PLUMTREE MOTOR COMPANY LIMITED

REPORT OF THE DIRECTORS

The Directors of Plumtree Motor Company Limited submit their report and the audited financial statements for the year ended 31 December 2000.

REVIEW OF THE BUSINESS/FUTURE DEVELOPMENTS

The principal activities of the Company during the year under review continue to be dealing in motor vehicles, spares and accessories and carrying out repairs to motor vehicles

The Company's Honda business at Sutton was closed in May 2000, when the lease on the premises expired.

RESULTS AND DIVIDENDS

Results for the year are shown on page 5.

The Directors do not recommend the payment of a dividend (1999 - £Nil) and the loss after tax of £56,000 (1999 - £156,000 profit) has been transferred to reserves.

DIRECTORS AND DIRECTORS' SHAREHOLDINGS

The Directors who served during 2000 and at the date of this report are shown on page 1.

At 31 December 2000, R C Barber, A L W Brown and A M Biggs were directors of the ultimate parent company, Quicks Group plc, and their notifiable interests are shown in the financial statements of that company.

CHARITABLE DONATIONS

Charitable donations during the year were £Nil (1999 - £Nil).

SUPPLIERS

The policy of the Company is to pay suppliers in accordance with agreed terms and conditions. The terms may be the supplier standard terms or such others agreed for specific transactions. Average creditor days at 31 December 2000 were 19 (1999: 25).

PLUMTREE MOTOR COMPANY LIMITED

REPORT OF THE DIRECTORS (CONTINUED)

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Directors are required by Company law 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:

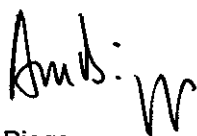
- select suitable accounting policies and then apply them consistently;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and estimates that are reasonable and prudent;
- prepare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

The Directors are also 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 responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

AUDITORS

PricewaterhouseCoopers have expressed their willingness to continue in office and a resolution for their reappointment will be proposed at the next Annual General Meeting.

The Report of the Directors was approved by the Board on 30 March 2001 and signed on its behalf by:

A handwritten signature in dark ink, appearing to read 'A M Biggs' followed by a stylized flourish.

A M Biggs

Director

AUDITORS' REPORT TO THE MEMBERS OF PLUMTREE MOTOR COMPANY LIMITED

We have audited the financial statements on pages 5 to 15.

Respective responsibilities of directors and auditors

The Directors are responsible for preparing the Annual Report. As described on page 3, this includes responsibility for preparing the financial statements, in accordance with applicable United Kingdom accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and our profession's ethical guidance.

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 United Kingdom Companies Act. We also report to you if, in our opinion, the Directors' Report is not consistent with the financial statements, if the Company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding Directors' remuneration and transactions is not disclosed.

We read the other information contained in the Annual Report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements.

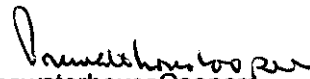
Basis of opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the Directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of the Company's affairs as at 31 December 2000 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.


PricewaterhouseCoopers
Chartered Accountants
and Registered Auditors

30 March 2001

101 Barbirolli Square
Lower Mosley Street
Manchester
M2 3PW

PLUMTREE MOTOR COMPANY LIMITED

PROFIT AND LOSS ACCOUNT

YEAR ENDED 31 DECEMBER 2000

	<u>2000</u> £'000	<u>1999</u> £'000
TURNOVER (Note 2)	24,223	32,810
Cost of sales	<u>(20,188)</u>	<u>(27,781)</u>
GROSS PROFIT	4,035	5,029
Administrative expenses	<u>(4,014)</u>	<u>(4,628)</u>
OPERATING PROFIT	21	401
Interest payable (Note 3)	<u>(90)</u>	<u>(148)</u>
(LOSS) / PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION (Note 4)	(69)	253
Taxation (Note 7)	<u>13</u>	<u>(97)</u>
(LOSS) / PROFIT FOR THE YEAR TRANSFERRED TO RESERVES (Note 17)	(56)	156
	=====	=====

There were no recognised gains or losses other than those shown above. The results above are in respect of continuing operations.

The notes on pages 7 to 15 form part of these financial statements.

The difference between historical cost profit and actual reported profit is not material.

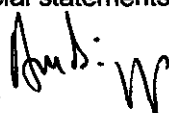
PLUMTREE MOTOR COMPANY LIMITED

BALANCE SHEET AS AT 31 DECEMBER 2000

	<u>2000</u> £'000	<u>1999</u> £'000
FIXED ASSETS		
Tangible assets (Note 8)	2,721	2,811
Investments (Note 9)	<u>261</u>	<u>261</u>
	2,982	3,072
CURRENT ASSETS		
Interest in vehicle residuals:		
Repurchases within one year	-	60
Stocks (Note 10)	1,484	2,658
Debtors (Note 11)	955	4,548
Cash at bank and in hand	<u>2</u>	<u>785</u>
	2,441	8,051
CREDITORS – Amounts falling due within one year		
Trade creditors	(1,031)	(1,889)
Other creditors (Note 12)	(4,279)	(9,018)
Loans (Note 14)	<u>(47)</u>	<u>(47)</u>
	(5,357)	(10,954)
NET CURRENT LIABILITIES	<u>(2,916)</u>	<u>(2,903)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES	66	169
CREDITORS - Amounts falling due after more than one year		
Loans (Note 14)	(141)	(188)
Provisions for liabilities and charges (Note 15)	-	-
	<u>(75)</u>	<u>(19)</u>
CAPITAL AND RESERVES		
Called up share capital (Note 16)	810	810
Profit and loss account (Note 17)	<u>(885)</u>	<u>(829)</u>
EQUITY SHAREHOLDERS' FUNDS (Note 18)	<u>(75)</u>	<u>(19)</u>

The financial statements were approved by the Board on 30 March 2001 and signed on its behalf by:

A M Biggs
DIRECTOR



The notes on pages 7 to 15 form part of these financial statements.

PLUMTREE MOTOR COMPANY LIMITED

NOTES TO THE ACCOUNTS

1 ACCOUNTING POLICIES

(a) Accounting convention

The accounts have been prepared under the historical cost convention as modified by the revaluation of certain fixed assets and have been prepared in accordance with applicable accounting standards.

The Company is exempt from publishing a cash flow statement because it is a wholly owned subsidiary undertaking of Quicks Group plc, which publishes a consolidated cash flow statement.

The Company has taken advantage of the exemption provision in Section 228 Companies Act 1985 not to prepare consolidated accounts.

(b) Going concern

The ultimate parent undertaking, Quicks Group plc, has confirmed that it will provide financial support to the company to enable it to meet its liabilities as they fall due for the foreseeable future. Consequently the directors consider it appropriate to prepare these financial statements on a going concern basis.

(c) Turnover

Turnover represents the invoiced value of goods and services provided to third parties.

(d) Properties

Freehold and long leasehold land and buildings are revalued periodically on the basis of market value for the existing use.

Deficits on revaluation were charged to the profit and loss account.

Land and buildings are to be retained at the revalued amount in accordance with the transitional arrangements of FRS15 - Tangible Fixed Assets.

(e) Depreciation

Depreciation is provided in equal amounts to allocate the cost less estimated residual values of tangible fixed assets to the periods expected to benefit from their use, at the following annual rates:

Freehold and long lease buildings	- 1%
Short leasehold land and buildings	- over the remaining period of the lease
Plant and equipment	- 10% to 20%

No depreciation is provided on freehold land.

(f) Repurchase arrangements

The contractual commitment to repurchase vehicles (predominantly under the "Motability" scheme) has been disclosed in "Creditors: amounts falling due within one year" and "Creditors: amounts falling due after more than one year" as appropriate. The asset associated with the liability, being the interest in the repurchased vehicles, is disclosed in the balance sheet as "Interest in vehicle residuals".

PLUMTREE MOTOR COMPANY LIMITED

NOTES TO THE ACCOUNTS

1 ACCOUNTING POLICIES (continued)

(g) Stocks

Stocks are stated at the lower of cost and net realisable value. Net realisable value is based on estimated selling price after taking into account any further costs expected to be incurred.

New vehicles on consignment are included on the balance sheet where, at the balance sheet date, related obligations to pay finance charges on the cost of vehicles exist or where the company carries commercially significant risks related to the vehicles. An equivalent amount is included in trade creditors.

(h) Taxation

Taxation is based on the results for the year and takes into account deferred taxation created by timing differences between the treatment of certain items for accounting and taxation purposes.

Provision is made at the appropriate rates of taxation for liabilities arising from the allocation of items to different periods for taxation and accounting purposes, to the extent that there is reasonable probability that such taxation will become payable in the foreseeable future.

(i) Operating lease rentals

Rentals payable under operating leases are charged to the profit and loss account as incurred.

(j) Pensions

The company operates two contributory pension schemes. One provides retirement benefits based on final salaries for all eligible employees. Contributions to this scheme are charged against profits over the average working life of employees. The pension fund is valued periodically by professional actuaries. The other scheme is a money purchase scheme and contributions are charged against profits as they fall due.

Contributions paid to employees' personal pension schemes are charged to the profit and loss account in the period to which they relate.

(k) Investments

Investments are carried at cost less any provision for impairment in value.

2 ANALYSIS OF TURNOVER

The Directors consider there to be only one class of business being that of vehicle distributors and one geographical market being the UK.

PLUMTREE MOTOR COMPANY LIMITED

NOTES TO THE ACCOUNTS

3 INTEREST PAYABLE

	<u>2000</u> £'000	<u>1999</u> £'000
Loans repayable within five years:		
Other loans	36	47
From group undertakings	<u>54</u>	<u>101</u>
	90	148
	<u> </u>	<u> </u>

4 (LOSS) / PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

(Loss) / profit on ordinary activities before taxation is stated after charging / (crediting):

	<u>2000</u> £'000	<u>1999</u> £'000
Depreciation	74	132
Auditors' remuneration- audit	15	15
Operating lease payments		
- land and buildings	113	113
- other	-	13
Profit on disposal of fixed assets	-	(1)
	<u> </u>	<u> </u>

Fees for other services provided by the auditors during the year were £Nil (1999 - £Nil).

5 DIRECTORS' EMOLUMENTS

None of the Directors received any remuneration for their services (1999 : £Nil).

6 EMPLOYEES

	<u>2000</u> £'000	<u>1999</u> £'000
Aggregate payroll costs amounted to:		
Wages and salaries	1,654	2,526
Social security costs	196	203
Pension costs	<u>35</u>	<u>17</u>
	1,885	2,746
	<u> </u>	<u> </u>

The average weekly number of employees during the year analysed by functions, was as follows:

	<u>Number</u>	<u>Number</u>
Office management and selling	45	63
Service and parts	114	98
	<u>159</u>	<u>161</u>
	<u> </u>	<u> </u>

PLUMTREE MOTOR COMPANY LIMITED

NOTES TO THE ACCOUNTS

7 TAXATION

	<u>2000</u> £'000	<u>1999</u> £'000
The tax (credit)/charge comprises: Based on the result for the year at 30% (1999 – 30.25%):		
Corporation tax	(13)	101
Deferred tax	-	(4)
	<u>(13)</u>	<u>97</u>

8 TANGIBLE FIXED ASSETS

	<u>Freehold land and Buildings</u> £'000	<u>Short leasehold land and Buildings</u> £'000	<u>Plant and Equipment</u> £'000	<u>Total</u> £'000
COST OR VALUATION				
At 1 January 2000	2,605	10	1,139	3,754
Additions	-	-	69	69
Disposals	-	-	(353)	(353)
At 31 December 2000	<u>2,605</u>	<u>10</u>	<u>855</u>	<u>3,470</u>
DEPRECIATION				
At 1 January 2000	30	1	912	943
Charged in the year	13	1	60	74
Disposals	-	-	(268)	(268)
At 31 December 2000	<u>43</u>	<u>2</u>	<u>704</u>	<u>749</u>
NET BOOK AMOUNT				
At 31 December 2000	<u>2,562</u>	<u>8</u>	<u>151</u>	<u>2,721</u>
At 31 December 1999	<u>2,575</u>	<u>9</u>	<u>227</u>	<u>2,811</u>

PLUMTREE MOTOR COMPANY LIMITED

NOTES TO THE ACCOUNTS

8 TANGIBLE FIXED ASSETS CONTINUED

Freehold land and buildings were valued by Mead-Briggs Chartered Surveyors on an existing use basis on the 1st October 1997.

	<u>2000</u> £'000	<u>1999</u> £'000
At professional valuation made in 1997	2,605	2,605
Less: accumulated depreciation	<u>(43)</u>	<u>(30)</u>
Net book amount	<u>2,562</u>	<u>2,575</u>

The comparable amounts determined according to the historical cost accountancy rules for assets included above at valuation and cost are:

	<u>2000</u> £'000	<u>1999</u> £'000
Cost	3,262	3,262
Depreciation	<u>(351)</u>	<u>(334)</u>
	<u>2,911</u>	<u>2,928</u>

9 INVESTMENTS - INTERESTS IN SUBSIDIARY UNDERTAKING

	<u>2000</u> £'000	<u>1999</u> £'000
Cost	<u>261</u>	<u>261</u>

In the Directors' opinion the value of the aggregate investment in the subsidiary is not less than the amount at which it is stated in these accounts. The Company's subsidiary undertaking, J J Leadley Limited, is wholly owned, registered in England and Wales and does not trade.

PLUMTREE MOTOR COMPANY LIMITED

NOTES TO THE ACCOUNTS

10 STOCKS

	<u>2000</u> £'000	<u>1999</u> £'000
Vehicle stocks	1,005	1,857
Vehicles on consignment	217	530
Parts and accessories	<u>262</u>	<u>271</u>
	<u>1,484</u>	<u>2,658</u>

Consignment vehicles excluded from the balance sheet at 31 December 2000 had a cost of £631,000 (1999 - £969,000).

11 DEBTORS

	<u>2000</u> £'000	<u>1999</u> £'000
Trade debtors	580	691
Due from group undertakings	21	3,517
Other debtors	218	186
Prepayments	<u>136</u>	<u>154</u>
	<u>955</u>	<u>4,548</u>

12 OTHER CREDITORS

	<u>2000</u> £'000	<u>1999</u> £'000
Due within one year:		
Bank overdraft (Note 13)	2,265	-
Due to group undertakings	1,287	7,798
Taxation	10	101
Other taxes and social security	432	237
Other creditors	119	663
Accruals	166	159
Obligations under vehicle repurchase agreements	<u>-</u>	<u>60</u>
	<u>4,279</u>	<u>9,018</u>

Obligations under vehicle repurchase agreements predominantly comprised Motability buyback vehicles returning within one year.

13 BANK OVERDRAFT

The bank overdraft facility is secured by cross guarantees given by all members of the group.

PLUMTREE MOTOR COMPANY LIMITED

NOTES TO THE ACCOUNTS

14 LOANS

	<u>2000</u> £'000	<u>1999</u> £'000
Other loans	188	235
	<u> </u>	<u> </u>

The loans are repayable as follows:

Between two and five years	94	141
Between one and two years	<u>47</u>	<u>47</u>
Total amounts due after one year	141	188
Less than one year	<u>47</u>	<u>47</u>
	<u>188</u>	<u>235</u>

The loans are secured on a freehold property and are repayable in equal quarterly instalments up to 2004. Interest is payable at a rate of 9.25% per annum.

15 DEFERRED TAXATION

	<u>2000</u> £'000	<u>1999</u> £'000
The deferred taxation liability is as follows:		
Timing differences on capital allowances	<u>-</u>	<u>-</u>
The movement on the provision is as follows:		
At 1 January	-	4
Profit and loss account	<u>-</u>	<u>(4)</u>
At 31 December	<u>-</u>	<u>-</u>

A deferred tax asset of £10,000 (1999: £ 7,000) in respect of timing differences on capital allowances has not been recognised in these financial statements.

16 SHARE CAPITAL

	<u>2000</u> £'000	<u>1999</u> £'000
Authorised		
1,000,000 Ordinary shares of £1 each	1,000	1,000
	<u> </u>	<u> </u>
Allotted, called up and fully paid		
810,100 Ordinary shares of £1 each	<u>810</u>	<u>810</u>

PLUMTREE MOTOR COMPANY LIMITED

NOTES TO THE ACCOUNTS

17 RESERVES

	Profit and loss <u>account</u> £'000
Balance at 1 January 2000	(829)
Retained loss for the year	<u>(56)</u>
Balance at 31 December 2000	<u>(885)</u>

18 RECONCILIATION OF MOVEMENT IN EQUITY SHAREHOLDERS' FUNDS

	<u>2000</u> £'000	<u>1999</u> £'000
(Loss) / profit for the financial year	(56)	156
Opening equity shareholders' funds	(19)	(175)
Closing equity shareholders' funds	<u>(75)</u>	<u>(19)</u>

19 OTHER COMMITMENTS

The Company had annual commitments under non-cancellable operating leases as set out below:

	<u>Land and buildings</u>		<u>Other</u>	
	<u>2000</u> £'000	<u>1999</u> £'000	<u>2000</u> £'000	<u>1999</u> £'000
Operating leases which expire:				
Within one year	-	-	-	17
In the second to fifth years	-	-	-	11
Over five years	<u>113</u>	<u>113</u>	<u>-</u>	<u>-</u>
	113	113	-	28

20 PENSION SCHEMES

Company employees are entitled to membership of the Quicks Group plc Pension Scheme, which operates voluntary pension schemes and is part of the Motor Industry Pension Plan. Membership is open to all employees who qualify within the rules. There is a Final Salary Scheme, which is now closed to new members, except for new managers joining the Group and a Money Purchase Scheme. The schemes are Inland Revenue approved and both require members' contributions. Both are administered by Capita Hartshead and have independent trustees.

The pension charge for the year was £35,000 (1999 - £17,000).

Details of the scheme can be found in the accounts of Quicks Group plc.

PLUMTREE MOTOR COMPANY LIMITED

NOTES TO THE ACCOUNTS

21 ULTIMATE PARENT UNDERTAKING

The Company is a wholly owned subsidiary of Quicks (1997) Motor Holdings Limited, which is registered in England and Wales. Quicks Group plc is the ultimate parent company, and is the parent undertaking of the smallest and largest group to consolidate the financial statements of Plumtree Motor Company Limited.

Copies of the group financial statements are available to the public on payment of the appropriate fee from Companies Registration Office, Companies House, Crown Way, Maindy, Cardiff, CF4 3UZ.

22 RELATED PARTY TRANSACTIONS

Transactions with other companies within the group are not disclosed as the Company has taken advantage of the exemption under Financial Reporting Standard No. 8 "Related Party Disclosures", as the consolidated financial statements of Quicks Group plc, in which the Company is included, are available from the address noted above.