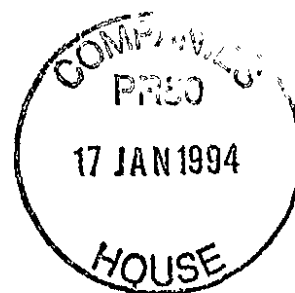


INTERNATIONAL AERADIO LIMITED

ANNUAL REPORT AND ACCOUNTS

31 DECEMBER 1992



A Company registered in England and Wales, number 427272

INTERNATIONAL AERADIO LIMITED

DIRECTORS' REPORT TO BE PRESENTED TO THE FORTY-SIXTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS

The Directors present herewith their Annual Report and Accounts for the eight months ended 31 December 1992.

ACTIVITIES

The activities of International Aeradio Limited are the provision of management services for airports and the supply, installation and maintenance of equipment, in the communications and security field.

REVIEW OF DEVELOPMENTS

In February 1993 the Company announced the disposal of its Security Products Division to Rapiscan Security Products Limited. The sale is in line with International Aeradio Limited's objectives announced after its acquisition by Serco Group plc in April 1992.

RESULTS

Turnover for the eight month period amounted to £29.3m (13 months ended 30 April 1992 - £45m) and the profit on ordinary activities after taxation was £800,000 (13 months ended 30 April 1992 - loss £2.4m)

DIVIDENDS AND TRANSFERS TO RESERVES

The directors do not recommend payment of a final dividend in respect of the eight months ended 31 December 1992. Retained profits of £800,000 have been transferred to reserves.

FIXED ASSETS

Tangible fixed assets of the Company are detailed in note 11 to the Accounts. Freehold land and buildings were professionally valued in December of 1992 with the adjustment in value being reflected in the Accounts.

Investments of the Company are detailed in note 12 to the Accounts.

EMPLOYEE INVOLVEMENT

The Directors recognise the need to involve employees directly in the success of the business.

Managers are tasked with developing employees' awareness of factors affecting the business and matters concerning them as employees and noting employees' views so that they can be taken into account when making decisions which may affect them or the business. Regular meetings are held with employee representatives where trade unions or staff associations are recognised or where work councils are constituted.

INTERNATIONAL AERADIO LIMITED

DIRECTORS' REPORT TO BE PRESENTED TO THE FORTY-SIXTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS

EMPLOYMENT OF DISABLED PERSONS

Full and fair consideration is given to applications for employment made by disabled persons having regard to their aptitude and ability. Appropriate training is arranged, including retraining of employees who have become disabled.

RESEARCH AND DEVELOPMENT

No expenditure was incurred during the period (13 months to 30 April 1992 -£212,554) on developing new products and services.

DIRECTORS

The following Directors served during the eight month period:

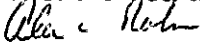
	Appointed	Resigned
K S Beeston FCMA	30 April 1992	
J C Duggan	30 April 1992	
G G Gray Bsc PhD CEng FI Mech E	30 April 1992	
D E Perkins	30 April 1992	
A L Robson FCA FCT F INST D	30 April 1992	
M L O'Hagan	30 April 1992	4 November 1992
A B Cornwell FCA	1 June 1992	
Sir P B Redwood Bt	1 June 1992	
J B Wilson LLB Barrister	1 June 1992	
W F Fitcher	1 June 1992	31 December 1992
J L Simpson C.Dip. AF MB IM	1 June 1992	31 December 1992

No director had any interest in the shares of the Company at the beginning or end of the period. The interests of the Directors in the shares of group companies are shown in note 3 to the Accounts.

AUDITORS

Touche Ross & Co. have expressed their willingness to continue in office as auditors and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

By order of the Board:


A L ROBSON FCA FCT F INST D
Secretary

Lincoln Way
Sunbury-on-Thames
Middlesex
TW16 7HW

1 March 1993

AUDITORS' REPORT TO THE MEMBERS OF INTERNATIONAL AERADIO LIMITED

We have audited the Accounts and notes on pages 4 to 18 in accordance with Auditing Standards.

In our opinion the Accounts and notes give a true and fair view of the state of affairs of the Company at 31 December 1992 and of the profit for the eight months then ended and have been properly prepared in accordance with the Companies Act 1985.

Touche Ross & Co.

Touche Ross & Co.
Chartered Accountants and Registered Auditor
Hill House
1 Little New Street
London
EC4A 3TR

1 March 1993

INTERNATIONAL AERADIO LIMITED**PROFIT AND LOSS ACCOUNT**

for the eight months ended 31 December 1992

	Note	8 months ended 31 December 1992 £'000	13 months ended 30 April 1992 £'000
Turnover	2	29,320	44,995
Cost of sales		<u>25,517</u>	<u>(37,740)</u>
Gross profit		3,803	7,255
Administrative expenses		(2,932)	(12,372)
Other operating income		<u>-</u>	<u>1,814</u>
Operating profit/(loss)		881	(3,303)
Income from shares in associated undertakings		109	172
Interest receivable	4	288	1,379
Interest payable and similar charges	5	<u>(8)</u>	<u>(381)</u>
Profit/(loss) before exceptional items		1,270	(2,133)
Exceptional items	6	<u>-</u>	<u>(1,379)</u>
Profit/(loss) on ordinary activities before taxation	7	1,270	(3,512)
Tax on profit/(loss) on ordinary activities	8	<u>(470)</u>	<u>1,065</u>
Profit/(loss) on ordinary activities after taxation		800	(2,447)
Extraordinary income	9	<u>-</u>	<u>16,251</u>
Profit for the financial period		800	13,804
Dividends	10	<u>-</u>	<u>(13,666)</u>
Retained profit for the financial period	19	<u>800</u>	<u>138</u>

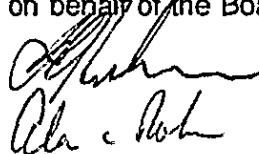
INTERNATIONAL AERADIO LIMITED

BALANCE SHEET at 31 December 1992

	Note	31 December 1992 £'000	30 April 1992 £'000
FIXED ASSETS			
Tangible assets	11	7,151	8,015
Investments	12	1,465	1,193
		<u>8,616</u>	<u>9,208</u>
CURRENT ASSETS			
Stocks	13	2,056	1,278
Debtors	14	6,959	7,697
Amounts owed by fellow subsidiaries		4,811	-
Amounts owed by associated undertakings		90	54
Cash at bank and in hand		2,066	5,146
		<u>15,982</u>	<u>14,175</u>
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR			
Bank loans and overdrafts - secured		-	456
Trade creditors		576	866
Amounts owed to fellow subsidiaries		193	-
Amounts owed to subsidiaries		239	195
Amounts owed to associated undertakings		40	76
Other creditors including taxation and social security	15	1,260	3,028
Accruals and deferred income		7,712	5,977
		<u>10,020</u>	<u>10,598</u>
NET CURRENT ASSETS		<u>5,962</u>	<u>3,577</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>14,578</u>	<u>12,785</u>
PROVISIONS FOR LIABILITIES AND CHARGES	16	3,770	3,005
		<u>10,808</u>	<u>9,780</u>
CAPITAL AND RESERVES			
Called up share capital	17	11,500	11,500
Revaluation reserve	18	3,610	3,382
Profit & loss account	19	(4,302)	(5,102)
		<u>10,808</u>	<u>9,780</u>

These Accounts were approved by the Board of Directors
on 1 March 1993 and signed on behalf of the Board:

D E PERKINS)
A L ROBSON) Directors



INTERNATIONAL AERADIO LIMITED

NOTES TO THE ACCOUNTS

for the eight months ended 31 December 1992

1. ACCOUNTING POLICIES

These Accounts have been prepared in accordance with applicable accounting standards. The particular accounting policies adopted are described below.

Accounting convention

These Accounts have been prepared under the historical cost convention, as modified by the revaluation of freehold properties and investments in associated undertakings. Consolidated accounts have not been prepared as the Company is a wholly owned subsidiary of a company incorporated in Great Britain and is therefore exempt by virtue of S228 of the Companies Act 1985 from the requirement to prepare and deliver group accounts.

Depreciation

No depreciation is charged in the Accounts in respect of freehold land. The depreciation charged on other assets is provided on a straight-line basis at rates which, in the opinion of the Directors, will reduce the assets to their residual value over their estimated useful lives.

The principal annual rates used are:

Freehold buildings	2.5%
Short leasehold building improvements	The higher of 10% or rate produced by lease term
Plant and machinery	15%
Fittings and equipment	15%
Motor vehicles	25%
Computers	33%

Stocks

Stocks are stated at the lower of cost and net realisable value.

Long-Term Contracts

Long-term contract balances represent costs incurred on specific contracts, net of amounts transferred to cost of sales in respect of work recorded as turnover by reference to the value of the work carried out to date. No profit is recognised until the contract has advanced to a stage where the total profit can be assessed with reasonable certainty. Provision is made for the full amount of foreseeable losses on contracts. Advance payments are included in creditors.

Deferred taxation

Deferred taxation is provided at the anticipated tax rates on timing differences arising from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the Accounts to the extent that it is probable that a liability or asset will crystallise in the future.

INTERNATIONAL AERADIO LIMITED

NOTES TO THE ACCOUNTS

for the eight months ended 31 December 1992

1. ACCOUNTING POLICIES (continued)

Investments in subsidiary and associated undertakings

Investments in subsidiary undertakings are shown at cost less amounts written off. Investments in associated undertakings are shown at Directors' valuation, being equal to the net asset value at the period end.

Basis of translation of foreign currencies

Transactions denominated in foreign currencies are translated into sterling at the rate ruling at the date of the transaction. Amounts receivable and payable in foreign currencies at the balance sheet date are translated at the rates ruling at that date.

All translation differences are dealt with in the profit and loss account.

Turnover

Turnover, which excludes value added tax and other sales taxes, comprises the value of services provided and equipment sales.

Pension Costs

Retirement benefits to employees are funded by contributions from the Company and its employees. Payments are made to a trust fund which is financially separate from the Company in accordance with periodic calculations by the Company's actuaries. The expected cost to the Company of providing pensions is charged to the profit and loss account so as to spread the cost of pensions over the service lives of employees in the scheme in such a way that the cost is a substantially level percentage of current and expected future payroll cost.

Leases

Assets obtained under finance leases are capitalised at their fair value on acquisition and depreciated over their estimated useful lives. The finance charges are allocated over the period of the lease in proportion to the capital element outstanding.

Operating lease rentals are charged to income in equal annual amounts over the lease term.

Research and Development

Expenditure on research and development is written off as incurred.

Contract termination provisions

In appropriate cases where permanent staff are employed on long term fixed period contracts, contract termination provisions are set up and include redundancy costs based on current legislation.

INTERNATIONAL AERADIO LIMITED

NOTES TO THE ACCOUNTS

for the eight months ended 31 December 1992

	8 months ended 31 December 1992 £'000	13 months ended 30 April 1992 £'000
2. SEGMENTAL REPORT		
Turnover:		
Facilities Management	496	644
Operations and maintenance	280	520
Project Management	15,022	30,765
Systems Engineering	13,522	13,066
	<u>29,320</u>	<u>44,995</u>
United Kingdom	7,978	13,518
Europe	1,748	3,246
Middle East & Africa	10,670	22,147
Far East & Australasia	8,924	6,084
	<u>29,320</u>	<u>44,995</u>
Profit/(loss) on ordinary activities before taxation:		
Facilities Management	83	66
Operations and maintenance	6	10
Project Management	2,426	6,387
Systems Engineering	1,449	(193)
Divisional overheads	(2,694)	(9,782)
	<u>1,270</u>	<u>(3,512)</u>
3. INFORMATION REGARDING DIRECTORS AND EMPLOYEES		
Directors' emoluments:		
Directors' fees	Nil	Nil
Other emoluments	<u>153,843</u>	<u>90,435</u>
Remuneration of the Chairman	Nil	Nil
Remuneration of the highest paid Director	<u>34,669</u>	<u>84,360</u>

INTERNATIONAL AERADIO LIMITED

NOTES TO THE ACCOUNTS

for the eight months ended 31 December 1992

3. INFORMATION REGARDING DIRECTORS AND EMPLOYEES (continued)

Scale of other Directors' remuneration:	Number	Number
£0 - £5,000	5	9
£25,001 - £30,000	3	-
£30,001 - £35,000	1	-

The Directors' interests, as defined by the Companies Act 1985 were as follows:

Serco Group plc - Ordinary Shares of 2p fully paid				
1 May 1992 (or date of appointment if later)		31 December 1992		
	Shares	Options	Shares	Options
K S Beeston	-	834	-	834
A B Cornwell	-	-	-	-
J C Duggan	-	-	-	-
G G Gray	325,517	-	325,517	-
D E Perkins	320,975	-	320,975	-
Sir P B Redwood	-	-	-	-
A L Robson	93,473	-	93,473	-
J B Wilson	-	-	-	-

	8 months ended 31 December 1992 £'000	13 months ended 30 April 1992 £'000
Employee costs including directors:		
Wages and salaries	11,022	18,962
Social security costs	483	904
Other pension costs	-	917
	11,505	20,783

	Number	Number
Average number of persons employed:		
Operations	819	1,003
Administration and other	60	132
	879	1,135

INTERNATIONAL AERADIO LIMITED

NOTES TO THE ACCOUNTS

for the eight months ended 31 December 1992

	8 months ended 31 December 1992 £'000	13 months ended 30 April 1992 £'000
4. INTEREST RECEIVABLE		
Bank interest	288	218
Other interest receivable	-	1,161
	<u>288</u>	<u>1,379</u>
5. INTEREST PAYABLE AND SIMILAR CHARGES		
	1992 £'000	1992 £'000
On liabilities repayable within five years:		
Bank loans and overdrafts	8	381
Other	-	-
	<u>8</u>	<u>381</u>
6. EXCEPTIONAL ITEMS		
	1992 £'000	1992 £'000
Items arising upon the acquisition of the company by Serco Limited:		
Reorganisation costs	-	559
Revision of estimate of contract termination provisions	-	1,392
Waiver of amounts due to British Telecommunications plc	-	(572)
	<u>-</u>	<u>1,379</u>
7. PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION		
	1992 £'000	1992 £'000
Profit/(loss) on ordinary activities before taxation is after charging:		
Hire of plant and machinery	12	67
Depreciation on tangible fixed assets	501	1,472
Auditors' remuneration	-	78
Research and development costs	-	213
	<u>-</u>	<u>-</u>

Auditors' remuneration and other charges from Touche Ross and Co. are borne by the parent company.

INTERNATIONAL AERADIO LIMITED

NOTES TO THE ACCOUNTS

for the eight months ended 31 December 1992

	8 months ended 31 December 1992 £'000	13 months ended 30 April 1992 £'000
8. TAX ON PROFIT/(LOSS) ON ORDINARY ACTIVITIES		

The taxation charge on the results of the period is made up as follows:

United Kingdom corporation tax at 33% (30 April 1992 - 33%)	453	254
Less: Double tax relief	(14)	(43)
Overseas taxation	31	54
Adjustment in respect of prior years	-	(1,330)
	470	(1,065)

The tax charge is disproportionate to the results of the period because of the increase in a deferred tax asset which is not recognised in the Accounts.

9. EXTRAORDINARY INCOME	1992 £'000	1992 £'000
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Refund of pension surplus	-	15,284
Disposal of subsidiary companies	-	7,081
	-	22,365
Tax on pension surplus refund at 40%	-	(6,114)
	-	16,251

10. DIVIDENDS	1992 £'000	1992 £'000
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Interim dividend of 65.83p per share on 20,000,000 ordinary shares of £1 each fully paid - paid 30 March 1992	-	13,166
Interim dividend of 4.35p per share on 11,500,000 ordinary shares of £1 each fully paid - paid 30 April 1992	-	500
	-	13,666

INTERNATIONAL AERADIO LIMITED

NOTES TO THE ACCOUNTS

for the eight months ended 31 December 1992

11. TANGIBLE FIXED ASSETS

	Freehold Land & Buildings £'000s	Short Leasehold building improvements £'000s	Machinery, motor vehicles, furniture and equipment £'000s	Total £'000s
Cost or valuation:				
At 1 May 1992	6,005	59	5,451	11,515
Additions	-	1	82	83
Disposals	-	-	(635)	(635)
Revaluation adjustment	(55)	-	-	(55)
At 31 December 1992	5,950	60	4,898	10,908
Accumulated depreciation:				
At 1 May 1992	-	22	3,478	3,500
Provided during the period	55	6	440	501
Disposals	-	-	(189)	(189)
Revaluation adjustment	(55)	-	-	(55)
At 31 December 1992	-	28	3,729	3,757
Net book values:				
At 31 December 1992	5,950	32	1,169	7,151
At 30 April 1992	6,005	37	1,973	8,015

The main freehold properties were valued by Adlers, a firm of Surveyors, in December 1992. Their open market valuation at that date was £5,950,000, apportioned by them as to £2,700,000 in respect of land and £3,250,000 in respect of buildings. The valuations have been incorporated in the balance sheet. The differences between the valuations and the net book values for both properties totalled £1,346,000. The difference for each individual property has been applied to the revaluation reserve where there is a surplus and otherwise to the profit and loss account.

INTERNATIONAL AERADIO LIMITED

NOTES TO THE ACCOUNTS

for the eight months ended 31 December 1992

12. INVESTMENTS HELD AS FIXED ASSETS

	Interests in group undertakings £'000	Other Investments £'000	Total £'000
Cost or valuation:			
At 1 May 1992	1,714	385	2,099
Additions	109	-	109
Disposals	(36)		(36)
Revaluation adjustment	228		228
At 31 December 1992	<u>2,015</u>	<u>385</u>	<u>2,400</u>
Amounts written off:			
At 1 May 1992	521	385	906
Provided during the period	29	-	29
Disposals	-	-	-
At 31 December 1992	<u>550</u>	<u>385</u>	<u>935</u>
Net book value:			
At 31 December 1992	<u>1,465</u>	<u>-</u>	<u>1,465</u>
At 30 April 1992	<u>1,193</u>	<u>-</u>	<u>1,193</u>

The Company is exempt by virtue of S228 of the Companies Act 1985 from the requirement to prepare and deliver group accounts.

In the opinion of the Directors, the aggregate values of the assets consisting of shares in, and amounts owing from, its subsidiaries and associated undertakings is not less than the amount at which these assets are included in the balance sheet.

INTERNATIONAL AERADIO LIMITED

NOTES TO THE ACCOUNTS

for the eight months ended 31 December 1992

12. INVESTMENTS HELD AS FIXED ASSETS (continued)

At 31 December 1992, International Aeradio Limited directly held all of the allotted share capital of the following principal subsidiaries, namely:

Name	Allotted shares	Country of incorporation /registration	Operates principally in
International Aeradio Pakistan (Private) Limited	1,000 ordinary shares of 100Rs	Pakistan	Pakistan
International Aeradio (Hong Kong) Limited	10,000 ordinary shares of HK\$1	Hong Kong	Hong Kong

At 31 December 1992, International Aeradio Limited directly held part of the allotted share capital of the following principal associated undertakings:

Name	Allotted shares	Percentage of allotted capital owned	Country of registration or incorporation
Aeradio Technical Services WLL	400 ordinary shares of BD 100	49	Bahrain
International Aeradio (Emirates) LLC	100 ordinary shares of DHS 10,000	49	United Arab Emirates
Caribbean Telecoms Limited	300,000 ordinary shares of TT\$ 1	49	Trinidad & Tobago

The principal activity of all subsidiary and associated undertakings is the provision of communication services and equipment. During the period the Company disposed of its investment in Comtech Limited for a profit of £137,000.

13. STOCKS

	31 December 1992 £'000	30 April 1992 £'000
Service spares	1,899	921
Work in Progress	157	357
	<u>2,056</u>	<u>1,278</u>

INTERNATIONAL AERADIO LIMITED

NOTES TO THE ACCOUNTS

for the eight months ended 31 December 1992

14. DEBTORS	31 December	30 April	
	1992	1992	
	£'000	£'000	
Amounts recoverable on contracts	6,419	5,726	
Other debtors	419	516	
Prepayments and accrued income	121	1,455	
	<u>6,959</u>	<u>7,697</u>	
	<u><u>6,959</u></u>	<u><u>7,697</u></u>	
15. OTHER CREDITORS INCLUDING TAXATION AND SOCIAL SECURITY	£'000	£'000	
Corporation tax	940	739	
Other taxation and social security	320	1,962	
Other creditors	-	322	
Payments on account	-	5	
	<u>1,260</u>	<u>3,028</u>	
	<u><u>1,260</u></u>	<u><u>3,028</u></u>	
16. PROVISIONS FOR LIABILITIES AND CHARGES			
	Deferred Taxation £'000	Other Provisions £'000	Total £'000
At 1 May 1992	-	3,005	3,005
Charged against profit for the period	-	886	886
Used in period	-	(121)	(121)
	<u>-</u>	<u>(121)</u>	<u>(121)</u>
At 31 December 1992	<u>-</u>	<u>3,770</u>	<u>3,770</u>
	<u><u>-</u></u>	<u><u>3,770</u></u>	<u><u>3,770</u></u>

Other provisions were solely in respect of contract termination.

17. CALLED UP SHARE CAPITAL	31 December 1992 £'000	30 April 1992 £'000
Authorised: 21,000,000 ordinary shares of £1 each	21,000	21,000
Called up, allotted and fully paid: 11,500,000 ordinary shares at £1 each	11,500	11,500

INTERNATIONAL AERADIO LIMITED

NOTES TO THE ACCOUNTS

for the eight months ended 31 December 1992

18. REVALUATION RESERVE	Land and Buildings	Investment	Total
Balance at 1 May 1992	2,347	1,035	3,382
Movement in the period	-	228	228
At 31 December 1992	2,347	1,263	3,610

19. PROFIT AND LOSS ACCOUNT **£'000**

At 1 May 1992	(5,102)
Profit retained	800
At 31 December 1992	(4,302)

20. PENSION SCHEME INFORMATION

IAL Pension Scheme 1991 - a funded defined benefit scheme

The Scheme commenced with effect from 1 April 1991 by the assumption of all the liabilities and part of the assets of the International Aeradio Pension Fund.

The funding policy is to contribute such variable amounts, on the advice of the actuary, as will achieve 100% funding on a projected salary basis.

Actuarial assessments covering expense and contributions are carried out by independent qualified actuaries, with the last such review being carried out as at 31 March 1992.

The projected unit method was adopted for the actuarial valuation of the Scheme. The main actuarial assumptions used in the valuations for accounting purposes were:

Investment yield	9.5% p.a.
Salary growth	7.5% p.a.
Equity dividend growth	5.0% p.a.
Pension increases (Part 4 members)	4.0% p.a.
Pension increases (others)	5.0% p.a.

INTERNATIONAL AERADIO LIMITED

NOTES TO THE ACCOUNTS

for the eight months ended 31 December 1992

IAL Pension Scheme 1991 (continued)

The Scheme is assessed to be fully funded on a current funding level basis based on a market value of assets of £54,660,854 at 31 March 1992.

The actuarial value of the assets represented 130% of the on-going liabilities of the Scheme. The Company's policy is to amortise any surplus over the average remaining working lives of the employees. However, the amount of amortisation is currently being restricted to an amount equal to the employer pension contributions which would have been payable if no surplus had existed so that no pension credit is recognised in the profit and loss account.

No employer pension contributions were paid into the Scheme during the 8 months ended 31 December 1992.

At 31 December 1992 there was no provision or prepayment in respect of the Scheme included in the Accounts.

21. CAPITAL AND OTHER COMMITMENTS

	31 December 1992 £'000	30 April 1992 £'000
Capital expenditure contracted but not provided	374	105
Capital expenditure authorised but not contracted	205	163
	579	268

During the year ending 31 December 1993, the Company is to make the following payments in respect of operating leases:

	Land and buildings £'000	Other £'000
Leases which expire:		
Within one year	1,051	1
Between one and five years	99	8
After five years	165	-
	1,315	9

INTERNATIONAL AERADIO LIMITED

NOTES TO THE ACCOUNTS

for the eight months ended 31 December 1992

22. CONTINGENT LIABILITIES

The Company has given indemnities to banks totalling £4,174,000 in respect of performance bonds and other guarantees during the normal course of business. This includes indemnities of £20,000 in respect of the overdraft facilities of subsidiary undertakings.

23. ULTIMATE PARENT COMPANY

The Company's ultimate parent Company is Serco Group plc, a Company incorporated in Great Britain and registered in England and Wales. Serco Limited is the smallest group for which consolidated accounts are prepared and of which this company is a part. Serco Limited is incorporated in Great Britain and registered in England and Wales. Copies of Serco Group plc's and Serco Limited's consolidated accounts can be obtained from the Company Secretary, Serco Group plc, Lincoln Way, Sunbury-on-Thames, Middlesex TW16 7HW.