

DIRECTORS' REPORT AND ACCOUNTS

VECTOR MERCHANTING LIMITED

(Registered Number 656739)

31 December 2002



VECTOR MERCHANTING LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2002

The directors present their annual report and the unaudited accounts of the company for the year ended 31 December 2002.

PRINCIPAL ACTIVITY

The principal activity is that of a holding company.

RESULTS AND DIVIDEND

The profit for the year after taxation amounted to £Nil (2001: £Nil). An interim dividend of £Nil (2001: £55,433,000) was paid. The directors do not propose the payment of a final dividend (2001: £Nil) and accordingly there is no transfer to reserves (2001: deducted from reserves £55,433,000).

DIRECTORS AND THEIR INTERESTS

The composition of the Board of Directors during the year, and to the date of this report, was as follows:

AO Fischer
I Fisher
AT Fletcher
SA Smith

None of the directors held any beneficial interests in the share capital of the company during the year.

All directors are also directors of the ultimate parent undertaking, Helix Industries Limited, and their interests in the share capital and unsecured loan notes of that company are disclosed in the accounts of Helix Industries Limited.

VECTOR MERCHANTING LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2002 (CONTINUED)

DIRECTORS' RESPONSIBILITY STATEMENT

Company law requires the directors to prepare accounts for each financial year that 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 year. The directors are required to prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors confirm that suitable accounting policies have been used and applied consistently as explained on page 5 under note 1 'Accounting Policies'. They also confirm that reasonable and prudent judgements and estimates have been made in preparing the accounts for the year ended 31 December 2002 and that applicable United Kingdom accounting standards have been followed.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the accounts 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.

Approved by the Board



SA SMITH
Director

7 May 2003

Registered Office:

2B Sidings Court
Doncaster
DN4 5NU

VECTOR MERCHANTING LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2002

	<u>Notes</u>	<u>2002</u> £'000	<u>2001</u> £'000
OPERATING PROFIT		-	-
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		-	-
Taxation on loss on ordinary activities		-	-
LOSS ON ORDINARY ACTIVITIES AFTER TAXATION		-	-
Dividend paid	3	-	(55,433)
RETAINED LOSS FOR THE FINANCIAL YEAR		-	(55,433)

The company has no recognised gains or losses other than those shown in the profit and loss account and therefore no separate statement of recognised gains and losses has been presented.

VECTOR MERCHANTING LIMITED

BALANCE SHEET AS AT 31 DECEMBER 2002

	<u>Notes</u>	<u>2002</u> £'000	<u>2001</u> £'000
CURRENT ASSETS			
Debtors	4	<u>6,800</u>	<u>6,800</u>
CAPITAL AND RESERVES			
Called up share capital	5	<u>6,800</u>	<u>6,800</u>

For the year ended 31 December 2002 the company was entitled to the exemption under section 249AA(1) of the Companies Act 1985. Members have not required the company to obtain an audit in accordance with section 249(B)(2) of the Companies Act 1985. The directors acknowledge their responsibility for:

- (i) ensuring the company keeps accounting records which comply with section 221; and
- (ii) preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the financial year, and of its profit or loss for the financial year, in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.

SA SMITH

Director



Approved by the Board on 7 May 2003

VECTOR MERCHANTING LIMITED

NOTES TO THE ACCOUNTS - 31 DECEMBER 2002

1 ACCOUNTING POLICIES

(1) Accounting convention

The accounts have been prepared under the historical cost convention and in accordance with applicable accounting standards. The principal accounting policies, which the directors have adopted within that convention, are set out below.

2 PROFIT AND LOSS ACCOUNT

None of the directors received any emoluments in respect of their services to the company (2001: £Nil). There were no employees other than the directors (2001: Nil).

3 DIVIDEND

	2002 £'000	2001 £'000
Interim dividend paid: £Nil (2001: £8.15) per £1 ordinary share	-	55,433

4 DEBTORS

	2002 £'000	2001 £'000
Amounts owed by group undertakings	6,800	6,800

Amounts owed by group undertakings are unsecured, interest free and have no fixed date of repayment.

5 CALLED UP SHARE CAPITAL

	2002 £'000	2001 £'000
<u>Authorised</u> 6,800,000 ordinary shares of £1 each	6,800	6,800
<u>Allotted, called up and fully paid</u> 6,800,000 ordinary shares of £1 each	6,800	6,800

6 CASH FLOW STATEMENT

The company is exempt from preparing a cash flow statement as required by FRS 1 (Revised) 1996 as it is a wholly owned subsidiary undertaking within the context of the standard. A consolidated group cash flow statement is included in the accounts of Helix Industries Limited, the ultimate parent undertaking.

VECTOR MERCHANTING LIMITED

NOTES TO THE ACCOUNTS - 31 DECEMBER 2002 (CONTINUED)

7 ULTIMATE PARENT UNDERTAKING AND RELATED PARTY TRANSACTIONS

The company is a wholly owned subsidiary of Vector Engineering & Aviation Limited, a company registered in England and Wales, and thus under Section 228 of the Companies Act 1985, is exempt from producing group accounts.

The ultimate parent undertaking and controlling party is Helix Industries Limited, a company registered in England and Wales. The Helix Industries group is both the smallest and the largest group into which the company's accounts are consolidated. Copies of the group accounts for the ultimate parent undertaking may be obtained from the following address:

The Secretary
Helix Industries Limited
2B Sidings Court
Doncaster
South Yorkshire
DN4 5NU

Transactions with other companies within the group are not disclosed as the company has taken advantage of the exemption available under FRS 8 "Related Party Disclosures", as the consolidated accounts of Helix Industries Limited in which the company is included are available at the address noted above.