

MERCURY AIRFREIGHT HOLDINGS LIMITED

Company registration number 1304033

Annual Report and Financial Statements

For the Year Ended

31 December 2007

Directors

J Bumstead
Exel Nominee No 2 Limited
Exel Secretarial Services Limited

Secretary

Exel Secretarial Services Limited

Registered Office

Ocean House, The Ring, Bracknell, Berkshire, RG12 1AN



MERCURY AIRFREIGHT HOLDINGS LIMITED

Directors' Report

The Directors present their report and the financial statements for the year ended 31 December 2007

Principal activity and business review

The Company did not trade during the year.

Directors

The Directors who held office during the year and up to the date of this report are given below.

Jon Burnstead appointed a Director on 26 July 2007
Exel Secretarial Services Limited
Exel Nominee No 2 Limited

Statement of Directors' responsibilities in respect of the annual report and the financial statements

The Directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to 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,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business, in which case there should be supporting assumptions or qualifications as necessary

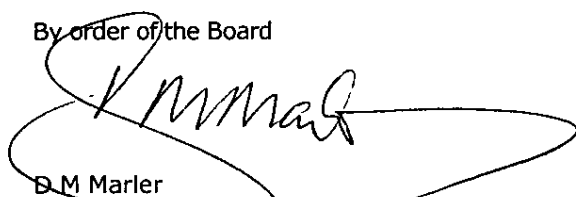
The Directors confirm that they have complied with the above requirements in preparing the financial statements

The Directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Company and 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

Auditors

In accordance with the provisions of section 249AA of the Companies Act 1985 the Company has not appointed auditors

By order of the Board



D.M. Marler
For and on behalf of
Exel Secretarial Services Limited
Secretary

2nd September 2008

MERCURY AIRFREIGHT HOLDINGS LIMITED

Balance Sheet At 31 December 2007

	Note	2007 £	2006 £
Current assets			
Debtors amounts falling due within one year			
Amount due from immediate parent undertaking		<u>500,100</u>	<u>500,100</u>
Capital and reserves			
Share capital	4	500,000	500,000
Capital redemption reserve		<u>100</u>	<u>100</u>
Total shareholders' funds		<u>500,100</u>	<u>500,100</u>

The Company was a dormant company within the meaning of Section 249AA of the Companies Act 1985 throughout the year ending at the date of this balance sheet

For the year ended 31 December 2007 the Company was entitled to exemption under section 249AA(1) of the Companies Act 1985

Members have not required the Company to obtain an audit of its financial statements for the year in question in accordance with section 249B(2) of the Companies Act 1985

The Directors acknowledge their responsibilities for -

- (i) ensuring the Company keeps accounting records which comply with section 221 of the Companies Act 1985, and
- (ii) preparing financial statements which give a true and fair view of the state of affairs of the Company as at the end of its financial year and of its profit or loss for the financial year in accordance with section 226 of the Companies Act 1985, and which otherwise comply with the requirements of the Companies Act relating to financial statements, so far as applicable to the Company.

The financial statements on pages 3 to 4 were approved by the Board of Directors on 2nd September 2008 and signed on its behalf by



D Woolliscroft
For and on behalf of
Exel Nominee No 2 Limited
Director

MERCURY AIRFREIGHT HOLDINGS LIMITED

Notes to the financial statements for the year ended 31 December 2007

1. Accounting Convention

The financial statements are prepared under the historical cost convention and are in accordance with all applicable UK accounting standards.

2. Profit and Loss Account

The Company did not trade during the year and therefore no profit and loss account has been prepared. There are no recognised gains or losses for the year. There was no movement on shareholders' funds during the year.

3. Directors emoluments

The Directors receive no fees or salaries from the Company and there are no employees.

4. Share capital

	2007 £	2006 £
Authorised		
3½% redeemable preference shares of £1 each	1,000	1,000
'A' ordinary shares of £1 each	250,000	250,000
'B' ordinary shares of £1 each	250,000	250,000
	<u>501,000</u>	<u>501,000</u>
Allotted, called up and fully paid		
3½% redeemable preference shares of £1 each	-	-
'A' ordinary shares of £1 each	250,000	250,000
'B' ordinary shares of £1 each	250,000	250,000
	<u>500,000</u>	<u>500,000</u>

The class A and class B ordinary shares have identical rights and rank *pari passu* in all respects.

The 3½% redeemable preference shares carry no votes at meetings, unless the business of the meeting includes a resolution for the winding up of the Company or reducing its share capital, in which event each holder is entitled to one vote. On a winding up of the Company, the preference shareholders have a right to receive, in preference to any payments to the ordinary shareholders, £1 per share plus any accrued dividend.

5. Immediate and ultimate parent undertaking and controlling party

The Company's immediate parent undertaking is Ocean Group Investments Limited. The Company's ultimate parent undertaking and controlling party is Deutsche Post AG, a company incorporated in Germany. This is the only group of which the Company is a member for which group financial statements are prepared. Copies of the financial statements of Deutsche Post AG, can be obtained from Deutsche Post AG, Headquarters, Investor Relations, 53250 Bonn, Germany.