Company Number: 2279211

BAE SYSTEMS REGIONAL AIRCRAFT LIMITED

(formerly British Aerospace Regional Aircraft Limited)

ANNUAL REPORT AND ACCOUNTS
FOR THE YEAR ENDED 31ST DECEMBER 1999

#AUIOUTB9# 0577
COMPANIES HOUSE 24/08/00

BAE SYSTEMS REGIONAL AIRCRAFT LIMITED

(formerly British Aerospace Regional Aircraft Limited)

REPORT OF THE DIRECTORS

The Directors present their report for the year ended 31st December 1999.

Activities

The Company changed its name from British Aerospace Regional Aircraft Limited on the 23rd February 2000. The Company has not traded on its own account during the year.

Directors

The Directors of the Company during the year were:

Mr. S.P. Carroll

(resigned 26.2.99)

Mr. D.S. Parkes

Mr. T.R.W. Black

(appointed 26.2.99)

None of the Directors is due to retire from the Board under the provisions of the Company's Articles of Association.

None of the Directors has (or has had) any beneficial interest in the share capital of the Company, (or any subsidiary company of the BAE SYSTEMS group of companies). The Directors who held office at the end of the year had the following interests in the share capital of the Company's ultimate holding company, BAE SYSTEMS plc:

Directors	Ord. Shares of 2.5p		Share Options			
	1.1.99*	31.12.99	1.1.99*	Exercised	Granted	31.12.99
D.S.Parkes	64	153	4,408	-	12,461	16,869
T.R.W. Black	64	153	70,951	_	24,830	95,781

^{*} or later date of appointment

BY ORDER OF THE BOARD

L.S. Goodge Secretary

BAE SYSTEMS REGIONAL AIRCRAFT LIMITED

(formerly British Aerospace Regional Aircraft Limited)

BALANCE SHEET AS AT 31ST DECEMBER 1999

Amount owed by group companies (Note 3)	1999 £ 1000	1998 £ 1000
Financed by:		
Ordinary Share Capital Authorised, issued and fully paid: Ordinary Shares of £1 each	<u> 1000</u>	<u>1000</u>

The Company was a dormant company within the meaning of Section 250 of the Companies Act 1985 throughout the year ended 31st December 1999.

These accounts were approved by the Board of Directors on 22nd August 2000 and were signed on its behalf by:

D.S. Parkes Director

The notes on page 4 form part of these accounts.

BAE SYSTEMS REGIONAL AIRCRAFT LIMITED

(formerly British Aerospace Regional Aircraft Limited)

NOTES TO THE ACCOUNTS

1. Profit and Loss Account

The Company has not traded during the accounting period, has received no income and incurred no expenditure, and consequently has made neither a profit nor a loss. A profit and loss account has therefore not been prepared.

2. Directors' Emoluments

No Director received any emoluments from the Company during the year (1998: £nil).

3. Amount Owed by Group Companies

The amount owed by group companies is in respect of a loan to BAE SYSTEMS plc. The loan bears no interest and is repayable on demand.

4. Ultimate Holding Company

The ultimate holding company is BAE SYSTEMS plc, a company incorporated in Great Britain, and registered in England and Wales. Copies of the group accounts of BAE SYSTEMS plc, the largest and smallest group in which the results of the company are consolidated, can be obtained from Warwick House, PO Box 87, Farnborough Aerospace Centre, Farnborough, Hants, GU14 6YU.