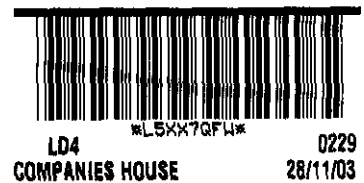


**HARRODS AVIATION HOLDINGS LIMITED
(FORMERLY HARRODS AVIATION LIMITED)**

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

52 WEEKS ENDED 1 FEBRUARY 2003



Registered Number: 3037563

**HARRODS AVIATION HOLDINGS LIMITED
(FORMERLY HARRODS AVIATION LIMITED)**

CONTENTS

	Page
Directors' Report	1
Auditors' Report	3
Balance Sheet	4
Notes to the Accounts	5

**HARRODS AVIATION HOLDINGS LIMITED
(FORMERLY HARRODS AVIATION LIMITED)**

DIRECTORS' REPORT

The Directors present their annual report and the audited financial statements of the Company for the 52 weeks ended 1 February 2003.

Principal Activity

The Company's principal activity is that of a holding company. The Company did not trade or conduct any other activities during the 52 weeks ended 1 February 2003.

Change of Name

The Company changed its name from Harrods Aviation Limited to Harrods Aviation Holdings Limited effective 30 April 2003.

Directors and their Interests

The present Directors of the Company are:

J Byrne (appointed 01.08.02)
R J Fallowfield
A Tanna (appointed 01.08.02)

Other Directors to have served during the period were:

M Al Fayed (resigned 01.08.02)
W C Najdecki (resigned 30.06.02)

Apart from M Al Fayed who is beneficially interested in the shares of Harrods Holdings Limited, the ultimate parent company in the United Kingdom, no other Director in office at 1 February 2003 held any beneficial interest in the shares of Harrods Holdings Limited or any of its subsidiaries at 3 February 2002, at date of appointment or at 1 February 2003.

No Director has had a material interest, directly or indirectly, at any time during the year in any contract significant to the business of the Company.

Elective Resolutions

On 23 January 2002, the Company passed Elective Resolutions dispensing with the holding of Annual General Meetings; the laying of accounts in general meetings and the annual appointment of auditors, in accordance with Sections 366A, 252 and 386 (all as amended) of the Companies Act 1985, respectively.

Auditors

Grant Thornton have expressed their willingness to continue in office as Auditors to the Company.

**HARRODS AVIATION HOLDINGS LIMITED
(FORMERLY HARRODS AVIATION LIMITED)**

DIRECTORS' REPORT (Continued)

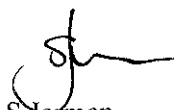
Statement of Directors' Responsibilities

Company law in the United Kingdom requires the Directors to prepare financial statements 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 period. The Directors are required to prepare the financial statements 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 financial statements for the year ended 1 February 2003 and that applicable accounting standards have been followed.

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.

By Order of the Board



S Jerman
Secretary
25 November 2003

Registered Office
87 -135 Brompton Road
Knightsbridge
London
SW1X 7XL

**HARRODS AVIATION HOLDINGS LIMITED
(FORMERLY HARRODS AVIATION LIMITED)**

**REPORT OF THE INDEPENDENT AUDITORS
TO THE MEMBERS OF HARRODS AVIATION LIMITED**

We have audited the financial statements of Harrods Aviation Holdings Limited (formerly Harrods Aviation Limited) for the period ended 1 February 2003 which comprise the principal accounting policies, the balance sheet, and notes 1 to 7 on pages 5 and 6. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of Directors and Auditors

The Directors' responsibilities for preparing the Directors' report and the financial statements in accordance with United Kingdom law and accounting standards are set out in the statement of Directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom auditing standards.

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 Companies Act 1985. 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 with the Company is not disclosed.

We read other information contained in the Directors' report, and consider whether it is consistent with the audited financial statements. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

Basis of Opinion

We conducted our audit in accordance with United Kingdom 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 1 February 2003 and have been properly prepared in accordance with the Companies Act 1985.

**GRANT THORNTON
REGISTERED AUDITORS
CHARTERED ACCOUNTANTS
London
25 November 2003**

**HARRODS AVIATION HOLDINGS LIMITED
(FORMERLY HARRODS AVIATION LIMITED)**

**BALANCE SHEET
AT 1 FEBRUARY 2003**

Note	1/2/03 £	2/2/02 £
Fixed Assets		
3 Investments	-	-
Current Assets		
Debtors:		
Amounts owed by group undertakings	2	2
Creditors:		
Amounts falling due within one year:		
Amounts owed to group undertakings	(1,313,296)	(1,313,296)
Net Liabilities	<u>(1,313,294)</u>	<u>(1,313,294)</u>
Capital and Reserves		
4 Called up share capital	2	2
5 Profit and loss account	(1,313,296)	(1,313,296)
6 Equity shareholders' deficit	<u>(1,313,294)</u>	<u>(1,313,294)</u>

A profit and loss account has not been produced as the Company did not trade during the financial year or the preceding financial year making neither a profit nor a loss.

The notes on pages 5 and 6 form part of these accounts.

Approved by the Board on 25 November 2003.

R Fallowfield

R J Fallowfield
DIRECTOR

**HARRODS AVIATION HOLDINGS LIMITED
(FORMERLY HARRODS AVIATION LIMITED)**

NOTES TO THE ACCOUNTS

1 Accounting Policies

Basis of Preparation of Financial Statements:

The financial statements have been prepared under the historical cost convention and comply with applicable accounting standards.

Group financial statements are not presented as the Company is a wholly owned subsidiary of Harrods Holdings Limited, a company registered in England which prepares consolidated accounts.

The Company has a deficit of shareholders funds at 1 February 2003. In order that the financial statements be prepared on a going concern basis, the Company's parent undertaking has indicated that it will not call for repayments of amounts due to the group undertakings without first ensuring that the Company has adequate funds to meet its obligations as they fall due.

2 Information regarding Directors and Employees

No emoluments were paid to the Directors of the Company during the year (2002- £nil).

The Company did not employ any persons or incur any staff costs during the year (2002 - £nil).

3 Fixed Asset Investments

	Subsidiary Undertakings £
Opening and closing cost of investments	1,313,296
Impairment of subsidiary undertaking	(1,313,296)
Opening and closing net book value	<u>-</u>

	Principal Activity	Proportion of Shareholding/ Voting rights
The subsidiary undertakings of the Company are as follows:		
Harrods Aviation Limited (formerly Metro Business Aviation Limited)	Executive jet handling company	100%
Metro Business Aviation (Heathrow) Limited	Dormant	100%
Metro Business Aviation (Stansted) Limited	Dormant	100%
Metro Business (1995) Limited	Dormant	100%
Air Harrods Limited	Provision of helicopter chartering services	100%

Harrods Aviation Limited is directly owned by Harrods Aviation Holdings Limited. All other subsidiary companies are owned by Harrods Aviation Limited.

**HARRODS AVIATION HOLDINGS LIMITED
(FORMERLY HARRODS AVIATION LIMITED)**

NOTES TO THE ACCOUNTS (Continued)

	1/2/03 £	2/2/02 £
4 Called Up Share Capital		
Authorised:		
100 ordinary shares of £1 each	<u>100</u>	<u>100</u>
Issued and fully paid:		
2 ordinary shares of £1 each	<u>2</u>	<u>2</u>
5 Profit and loss account		
Opening profit and loss account	(1,313,296)	(1,313,296)
Loss for the year	-	-
Closing profit and loss account	<u>(1,313,296)</u>	<u>(1,313,296)</u>
6 Reconciliation of movement in shareholders' deficit		
Opening shareholders' deficit	(1,313,294)	(1,313,294)
Loss for the year	-	-
Closing shareholders' deficit	<u>(1,313,294)</u>	<u>(1,313,294)</u>
7 Parent Undertakings		

The Company's immediate parent undertaking is Harrods (UK) Limited. The immediate parent undertaking of Harrods (UK) Limited is Harrods Holdings Limited, which is the parent undertaking of the Harrods Holdings Group and which is both the smallest and the largest Group which consolidates the results of the Company. The Group accounts will be filed with the Registrar of Companies in due course.

The ultimate parent undertaking is Alfayed Investment and Trust PVT LP, a partnership based in Bermuda. All interests in the partnership continue to be under the control and held for the benefit of the Fayed family, the ultimate controlling party.

The Company is a wholly owned subsidiary of Harrods Holdings Limited and, as permitted by Financial Reporting Standard 8 "Related Party Disclosures", transactions with other entities in the Harrods Holdings Group are not disclosed.