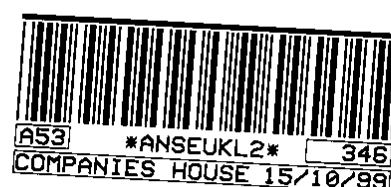


HARRODS AVIATION LIMITED
DIRECTORS' REPORT AND FINANCIAL STATEMENTS
52 WEEKS ENDED 30 JANUARY 1999

Registered Number: 3037563



HARRODS AVIATION LIMITED

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HARRODS AVIATION LIMITED

DIRECTORS' REPORT

The Directors present their annual report and the audited financial statements of the Company for the 52 weeks ended 30 January 1999.

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 30 January 1999.

Directors and their Interests

The present Directors of the Company are:

M Al Fayed
R J Fallowfield

In accordance with the Articles of Association, neither Director is required to seek re-election at the forthcoming Annual General Meeting.

Apart from M Al Fayed who is beneficially interested in the shares of Harrods Holdings plc, the ultimate parent company in the United Kingdom, no other Director in office at 30 January 1999 held any beneficial interest in the shares of Harrods Holdings plc or any of its subsidiaries at 1 February 1998 or at 30 January 1999.

Neither 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.

Auditors

Following the merger of Price Waterhouse and Coopers and Lybrand on 1 July 1998, Price Waterhouse resigned as auditors in favour of the new firm, PricewaterhouseCoopers, and the Directors have appointed PricewaterhouseCoopers to fill the casual vacancy created by the resignation. A resolution to reappoint PricewaterhouseCoopers as auditors to the Company will be proposed as special business at the forthcoming Annual General Meeting.

HARRODS AVIATION LIMITED

DIRECTORS' REPORT (Continued)

Statement of Directors' Responsibilities

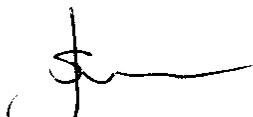
The Directors are required by the Companies Act 1985 to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit or loss for the financial year.

The Directors have prepared the financial statements on pages 4 to 7 on a going concern basis and consider that the Company has used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates, and that all accounting standards which they consider to be applicable have been followed.

The Directors have responsibility for ensuring that the Company keeps accounting records which disclose with reasonable accuracy at any time the financial position of the Company and which enable them to ensure that the financial statements comply with the Companies Act 1985.

The Directors have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

By Order of the Board


S. Lerman
Secretary
16 April 1999

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

HARRODS AVIATION LIMITED

AUDITORS' REPORT TO THE MEMBERS OF HARRODS AVIATION LIMITED

We have audited the financial statements on pages 4 to 7 which have been prepared under the historical cost convention and the accounting policies set out on page 6.

Respective Responsibilities of Directors and Auditors

The Directors are responsible for preparing the Annual Report including as described on page 2, the financial statements. Our responsibilities, as independent auditors, are established by statute, the Auditing Practices Board and our profession's ethical guidance.

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. 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 is not disclosed.

We read the other information contained in the Annual Report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements.

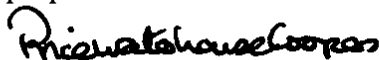
Basis of Audit Opinion

We conducted our audit in accordance with 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 30 January 1999 and of its loss for the year then ended, and have been properly prepared in accordance with the Companies Act 1985.



PricewaterhouseCoopers
Chartered Accountants and Registered Auditors
1 Embankment Place, London, WC2N 6NN
16 April 1999

HARRODS AVIATION LIMITED

PROFIT AND LOSS ACCOUNT

52 WEEKS ENDED 30 JANUARY 1999

	52 Weeks 30/1/99 £	52 Weeks 31/1/98 £
Administrative expenses-		
Impairment of fixed asset investment	(1,313,296)	-
Loss on ordinary activities before and after taxation and transferred from reserves.	<u>(1,313,296)</u>	<u>-</u>
Opening profit and loss account	-	-
Loss for the year	(1,313,296)	-
Closing profit and loss account	<u>(1,313,296)</u>	<u>-</u>

The above figures all relate to continuing operations.

The Company has no gains or losses other than those shown above, therefore no separate statement of total recognised gains and losses has been presented.

There is no difference between the loss on ordinary activities before taxation and the retained loss for the year stated above and their historical costs equivalents.

The notes on pages 6 to 7 form part of these accounts.

HARRODS AVIATION LIMITED

BALANCE SHEET AT 30 JANUARY 1999

Note		30/1/99 £	31/1/98 £
	Fixed Assets		
3	Investments	-	1,313,296
	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 current liabilities	(1,313,294)	(1,313,294)
	Total assets less current liabilities	<u>(1,313,294)</u>	<u>2</u>
	Capital and Reserves		
4	Called up share capital	2	2
	Profit and loss account	(1,313,296)	-
5	Equity shareholders' funds	<u>(1,313,294)</u>	<u>2</u>

The notes on pages 6 to 7 form part of these accounts.

Approved by the board on 16 April 1999


R J Fallowfield
DIRECTOR

HARRODS AVIATION LIMITED

NOTES TO THE ACCOUNTS

1 Accounting Policies

Basis 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 plc, a company registered in England which prepares consolidated accounts.

2 Information regarding Directors and Employees

No emoluments were paid to the Directors of the Company during the year (1997/8 - £nil).

The Company did not employ any persons or incur any staff costs during the year (1997/8 - £nil).

3 Fixed Asset Investments

Subsidiary Undertakings

	£
Cost at 31 January 1998	1,313,296
Impairment of subsidiary undertaking	(1,313,296)
Net book value at 30 January 1999	-

The subsidiary undertakings of the company are as follows:	Principal Activity	Proportion of Shareholding/ Voting rights
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%

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

HARRODS AVIATION LIMITED

NOTES TO THE ACCOUNTS (Continued)

	30/1/99 £	31/1/98 £
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 Reconciliation of movement in shareholders' funds		
Opening shareholders' funds	2	2
Loss for the year	(1,313,296)	-
Closing shareholders' funds	<u>(1,313,294)</u>	<u>2</u>

6 Parent Undertakings

The Company's immediate parent undertaking is Harrods (UK) plc. The immediate parent undertaking of Harrods (UK) plc is Harrods Holdings plc, 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 plc and, as permitted by Financial Reporting Standard 8 "Related Party Disclosures", transactions with other entities in the Harrods Holdings Group are not disclosed.