REGISTERED NUMBER: 3076274

REPORT AND FINANCIAL STATEMENTS

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DIRECTORS AND ADVISORS

DIRECTORS K Purdom
Ms A Veyssie

F Gagey (Alternate)

P Dyke JS Willis A Bardi

Jean-Luc H Servant

JW Coates (Appointed 15 December 1998, Alternate)

COMPANY SECRETARY J Morgan

REGISTERED OFFICE Building 558, Shoreham Road West

Heathrow Airport

Hounslow Middlesex TW6 3RN

AUDITORS Menzies

Barley House 57 Church Street

Staines Middlesex TW18 4XS

PRINCIPAL BANKER Barclays Bank Plc

54 Lombard Street

London EC3V 9EX

SOLICITORS Cameron McKenna
Sceptre Court

40 Tower Hill London EC3 4BB

REPORT OF THE DIRECTORS

FINANCIAL STATEMENTS

The directors submit their report and the audited financial statements for the year ended 31 December 1998.

DIVIDENDS

The directors do not recommend the payment of a dividend. The retained profit for the year of £754,754 (1997: £271,063) has been transferred directly to reserves.

PRINCIPAL ACTIVITY

The company's principal activity during the year comprised that of providing cargo handling services at Heathrow airport.

REVIEW OF BUSINESS

The directors are satisfied with the performance of the company as reported on page 6, showing increased turnover and profitability.

FUTURE DEVELOPMENTS

The directors anticipate that the company will show similar results in the year ended 31 December 1999.

FIXED ASSETS

Capital expenditure during the year amounted to £754,225, details of which, including all movements in fixed assets, are shown in the notes to the financial statements.

POLITICAL AND CHARITABLE CONTRIBUTIONS

There were no political or charitable contributions during the year ended 31 December 1998.

YEAR 2000 AND THE EURO

- a) The directors and management have internally identified the risks and uncertainties with the year 2000 problem and are confident that progress made to date will ensure minimum disruption to in-house systems. The company continually reviews Information Technology requirements and thus it is believed that there should be minimal exceptional costs associated with achieving compliance.
- b) The directors have plans to address the year 2000 issues relating to its relationship with customers, suppliers and relevant parties. These plans are ascertaining the degree of compliance that they are able to demonstrate in respect of services and supplies upon which the company is dependent.
- c) In respect of the Euro the company is satisfied that systems in place cope adequately.

DIRECTORS

The directors in office at 31 December 1998 are listed on page 2.

DIRECTORS' INTERESTS

None of the directors who held office at the end of the year had any disclosable interest in the shares of the company. The company is owned by Compagnie Nationale Air France (50%) and Servisair plc (50%). The interests of the directors who are the directors of these shareholding companies are disclosed in their financial statements.

REPORT OF THE DIRECTORS

DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of the affairs of the company and of the profit of the company for that year. In preparing those financial statements the directors are required to:

- a) Select suitable accounting policies and then apply them consistently.
- b) Make judgements and estimates that are reasonable and prudent.
- c) Follow applicable Accounting Standards, subject to any material departures disclosed and explained in the financial statements.
- d) Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are also responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to ensure that the financial statements comply with the Companies Act 1985. The directors 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

On 6 January 1999, KPMG Audit Plc resigned from office and Menzies were appointed in their place to fill a casual vacancy. Accordingly, Menzies having expressed their willingness to continue in office as auditors, a resolution proposing their formal appointment will be submitted to the forthcoming Annual General Meeting.

By Order of the Board

JMorgan

tary 10.3.99

REPORT OF THE AUDITORS TO THE MEMBERS OF

HEATHROW CARGO HANDLING LIMITED

We have audited the financial statements on pages 6 to 18 which have been prepared under the historical cost convention and the accounting policies set out on page 10.

Respective responsibilities of directors and auditors

As described on page 4 the company's directors are responsible for the preparation of the company's financial statements. It is our responsibility to form an independent opinion, based on our audit, on those financial statements and to report our opinion to you.

Basis of 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 31 December 1998 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

12 Jour 1000

Barley House 57 Church Street Staines Middlesex

TW18 4XS

Hendros

Menzies
Chartered Accountants
and Registered Auditors

PROFIT AND LOSS ACCOUNT

YEAR ENDED 31 DECEMBER 1998

		1998	1997
	Note	£	£
TURNOVER	2	5,901,945	5,348,457
Staff costs and other operating charges Depreciation	_	4,831,085 234,547	4,796,912 173,915
OPERATING PROFIT		836,313	377,630
Interest receivable	3	7,391	3,869
		843,704	381,499
Interest payable	4	88,950	110,436
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	2	754,754	271,063
Tax on profit on ordinary activities	5	•	-
PROFIT FOR THE FINANCIAL YEAR	14	754,754	271,063

All amounts above are derived from continuing operations and the company has no recognised gains or losses other than the profit for the financial periods detailed above.

BALANCE SHEET

31 DECEMBER 1998

31 DECEMBER 1770		199	8	1991	7
PINED ACCEPTO	Note	£	£	£	£
FIXED ASSETS Tangible fixed assets	8		1,693,635		1,182,000
CURRENT ASSETS Debtors Cash at bank and in hand	9	1,300,050 1,450		882,999 691,362	
CREDITORS: amounts falling		1,301,500		1,574,361	
due within one year	10	1,245,531		1,647,951	
NET CURRENT ASSETS/(LIABILITIES)		_	55,969		(73,590)
TOTAL ASSETS LESS CURRENT LIABILITIES			1,749,604		1,108,410
CREDITORS: amounts falling due after more than one year	11		828,940		942,500
		-	920,664	_	165,910
CAPITAL AND RESERVES		=		=	·
Called up share capital	13		800,000		800,000
Profit and loss account	14	_	120,664	_	(634,090)
EQUITY SHAREHOLDERS' FUNDS		=	920,664	-	165,910

The financial statements were approved by the Board of Directors on 10 March 1999 K Purdom

Ms A Veyssie

MS A Veyssie

DIRECTORS

CASHFLOW STATEMENT

•	1998	1997
Reconciliation of operating profit to net cash inflow from operating activities	£	£
Operating profit Depreciation charges	836,313	377,630
(Increase)/Decrease in debtors	234,547	173,915
(Decrease)/Increase in creditors	(417,051)	94,000
Profit on sale of tangible fixed assets	(421,574)	494,455
Front on sale of tangible fixed assets	(232)	-
NET CASHFLOW INFLOW FROM OPERATING ACTIVITIES	232,003	1,140,000
CASHFLOW STATEMENT		
Net cash inflow from operating activities	232,003	1,140,000
Capital expenditure (note 1)	(745,950)	(251,000)
Returns on investments and servicing of finance	(81,559)	(39,000)
	(595,506)	850,000
Financing (note 1)	(104,871)	225,000
	(700,377)	1,075,000
Reconciliation of net cashflow to movement in net debt (note 2)		
(Decreased)/Increase in cash in period	(700,377)	1,075,000
Cashflow from long-term loan and lease financing	104,871	(225,000)
(Decrease)/Increase in cash in the period	(595,506)	•
Net debt at 1 January 1998	(384,780)	(1,234,780)
Net funds at 31 December 1998	(980,286)	(384,780)

NOTES TO THE CASHFLOW STATEMENT

YEAR ENDED 31 DECEMBER 1998

1. GROSS CASHFLOWS

	1998	1997
	£	£
Returns on investments and servicing of finance		
Interest received	7,391	3,869
Interest paid	(60,054)	(6,381)
Hire purchase and finance lease interest	(28,896)	(36,488)
	(81,559)	(39,000)
Capital expenditure		
Payments to acquire tangible fixed assets	(754,225)	(251,000)
Receipts from sale of tangible fixed assets	8,275	-
	(745,950)	251,000)
Financing		
Capital element of finance lease rental payment	(104,871)	(75,000)
New long-term loans		300,000
	(104,871)	225,000

2. ANALYSIS OF CHANGES IN NET DEBT

	At 1 January 1998	Cashflow	At 31 December 1998
	£	£	£
Cash in hand and at bank	691,362	(689,912)	1,450
Bank overdraft	-	(10,465)	(10,465)
Finance lease	(463,642)	104,871	(358,771)
Long-term lease	(612,500)	-	(612,500)
	(384,750)	(595,506)	(980,286)
			

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 1998

1 ACCOUNTING POLICIES

The principal accounting policies of the company have remained unchanged from the previous year and are set out below.

Accounting convention

The financial statements have been prepared in accordance with applicable Accounting Standards and under the historical cost convention.

Turnover

Turnover is the total amounts derived by the company for goods and services provided, excluding VAT and trade discounts.

Depreciation

Depreciation is charged on the following bases to reduce the cost of the company's tangible fixed assets to their net realisable values by equal instalments over their estimated useful lives at the following rates:

Airport equipment 10 years

Motor vehicles 5 years

Furniture and fittings 5 - 10 years

Computer equipment 4 years

Deferred taxation

Provision is made for deferred taxation on the liability method. Provision is made only to the extent that it is probable that an actual liability will crystallise in the foreseeable future. Such tax not provided for is disclosed as a contingent liability. Any deferred tax asset is not generally provided for unless it is expected to be recoverable.

Pension fund arrangements

The company participates in two pension fund arrangements providing benefits on final pensionable pay. Contributions made by the company and its employees are administered by trustees in a fund independent from the company's assets.

Contributions, which spread the cost of the pensions over employees' working lives with the company, are charged to the profit and loss account so as to spread the cost of pensions over employees' working lives with the company.

Lease commitments

Payments under operating leases are charged to the profit and loss account as incurred.

Assets financed under finance leases are capitalised in the balance sheet at their fair value and are depreciated over the shorter of the term of the lease and their estimated useful economic lives. Future instalments under such leases, net of finance charges, are included within creditors.

Finance charges and interest in connection with finance leases are charged to the profit and loss account in line with prescribed accounting practice.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 1998

2 TURNOVER AND PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

The turnover and profit on ordinary activities before taxation is attributable to the principal activity of the company.

The pro	fit is	stated	after	charging:
---------	--------	--------	-------	-----------

	1998	1997
	£	£
Hire of plant and equipment Depreciation	7,778	4,007
(Profit) on disposal of tangible fixed assets	234,547 (232)	173,915 -
Auditors' remuneration - non audit services	9,500	10,000 1,000
Aggregate directors' emoluments	<u> </u>	-

The company's turnover and profit has not been analysed by class of business.

3 INTEREST RECEIVABLE

	£	£
Deposit interest receivable	7,391	3,869

1998

1997

4 INTEREST PAYABLE

	1998	1997
	£	£
On bank loans, overdrafts and other loans wholly repayable within five years:		
Bank overdraft interest Hire purchase and finance lease interest	7,996 28,896	6,381 45,106
Interest on loans Loans from shareholder companies	-	8,822
20ano nom omitono do inpantos	52,058 88,950	50,127 110,436
	88,930	110,430

5 TAX ON PROFIT ON ORDINARY ACTIVITIES

No corporation tax charge arises on the results for the year.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 1998

6 STAFF COSTS

Staff costs, including directors' remuneration, were as follows:

	1998	1997
	£	£
Wages and salaries	2,594,399	2,495,541
Social security costs	216,532	201,250
Pension costs	119,853	154,098
	2,930,784	2,850,889
The directors received no emoluments during the year.		
The average weekly number of employees during the year was as follows:		
	1998	1997
	No.	No.
Operations	140	127
Administration	9	9
	149	136

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 1998

7 PENSION COMMITMENTS

All employees previously employed by Air France continue to participate in the Air France pension scheme. These employees remain within the Air France pension scheme as a separate group and any benefits from the scheme will be apportioned amongst those members only. This is a managed fund, funded by contributions from employees and from the company at rates determined by the advice of independent actuaries. The plan is self administered and contributions are invested independently of the company's assets.

The most recent valuation of the Air France pension scheme was at 1 April 1997. It was assumed that the investment returns would be 9 per cent per annum, that salary increases would average 7 per cent per annum and that present and future pensions would increase at the rate of 6 per cent per annum. The most recent valuation showed that the market value of the scheme assets was £25,358,000 and that the actuarial value of those assets at £20,920,000 represented 150 per cent of the benefits that had accrued to members after allowing for expected future increases in earnings, Heathrow Cargo Handling Limited's group element shows a 124 per cent surplus.

Contributions for other employees were made into the Servisair Group pension plan, details of which are disclosed in the Servisair plc statutory accounts. This scheme consists of both defined benefit and defined contribution sections and operates on a pre-funded basis with contributions by employees and the company. The plan itself is self-administered and invested independently of the company's assets. The funding policy of the company is to contribute such variable amounts as, on the advice of the actuary, will achieve a 100% funding level on a projected salary basis. Atuarial assessments covering expense and contributions are carried out by independent qualified actuaries, with the last such review being carried out as at 6 April 1997.

There were no material prepaid or accrued contributions as at the balance sheet date.

The charge to the profit and loss account in respect of pension contributions for the year is as follows:

	1998	1997
	£	£
Total contributions to pension schemes	119,853	154,098

Contributions to the two schemes were split Air France £105,818 and Servisair plc £14,035.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 1998

8 TANGIBLE FIXED ASSETS

		Equipment, fixtures, fittings, and tools
COST		£
At 1 January 1998 Additions Disposals		1,480,000 754,225 (17,331)
At 31 December 1998		2,216,894
DEPRECIATION		
At 1 January 1998 Charge for the year Released on disposals		298,000 234,547 (9,288)
At 31 December 1998		523,259
NET BOOK VALUE		
At 31 December 1997		1,182,000
At 31 December 1998		1,693,635
Financing		
Details of tangible fixed assets held under finance leases, which are included above, are as	follows:	
	1998	1997
	£	£
Net book value at 31 December 1998	453,364	511,933
Depreciation charge for the year	58,569	71,000

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 1998

9	DEBTORS

1998	1997
£	£
382,228	681,000
749,545	· -
120,962	194,516
47,315	7,483
1,300,050	882,999
	\$ 382,228 749,545 120,962 47,315

All amounts included above are considered receivable within one year of the balance sheet date.

10 CREDITORS: amounts falling due within one year

	1998	1997
	£	£
Bank overdraft	10,465	-
Net obligations under finance leases	142,331	133,642
Trade creditors	226,662	379,000
Amounts owed to shareholder companies	614,218	839,630
Social security and other taxes	50,135	68,944
Accruals and deferred income	201,720	226,735
	1,245,531	1,647,951

The bank overdraft is secured by a fixed and floating charge over all of the company's assets, together with a letter of comfort from both shareholder companies.

11 CREDITORS: amounts falling due after more than one year

	1998	1997
	£	£
Net obligations under finance leases	216,440	330,000
Loan to shareholder company repayable between two and five years	612,500	612,500
	828,940	942,500

NOTES TO THE FINANCIAL STATEMENTS

12	LEASE COMMITMENTS
14	

Net obligations under finance leases:	1602	1997
	1996	1997
	£	£
Within one year Between two to five years	142,331 216,440	133,642 330,000
	358,771	463,642
CALLED ID CHARE CARYMAI		
CALLED UP SHARE CAPITAL	1998	1997
	£	£
Authorised		
'A' Ordinary shares of £1 each 'B' Ordinary shares of £1 each	400,000 400,000	400,000 400,000
	800,000	800,000
Allotted, called up and fully paid		
'A' Ordinary shares of £1 each	400,000 400,000	400,000 400,000
		800,000
The 'A' and 'B' shares have equal rights and rank equally on any winding up.		
PROFIT AND LOSS ACCOUNT		
	1998	1997
	£	£
At 1 January 1998 Profit for the financial year	(634,090) 754,754	(905,153) 271,063
At 31 December 1998	120,664	(634,090)
RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS	1998	1997
	£	£
Profit for the financial year	754,754	271,063
Opening shareholders' funds	165,910	(105,153)
Closing shareholders' funds	920,664	165,910
	Within one year Between two to five years CALLED UP SHARE CAPITAL Authorised 'A' Ordinary shares of £1 each 'B' Ordinary shares of £1 each 'A' Ordinary shares of £1 each 'A' Ordinary shares of £1 each 'B' Ordinary shares of £1 each 'B' Ordinary shares of £1 each The 'A' and 'B' shares have equal rights and rank equally on any winding up. PROFIT AND LOSS ACCOUNT At 1 January 1998 Profit for the financial year At 31 December 1998 RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS	### CALLED UP SHARE CAPITAL CALLED UP SHARE CAPITAL 1998 ################################

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 1998

16 COMMITMENTS UNDER OPERATING LEASES

The company is committed to making the following payments under operating leases over the next twelve months:

	Land and buildings	Other assets
	£	£
Contracts to expire:		
- within one year	-	6,505
- between two and five years	•	7,995
- after five years	84,000	<u>.</u>
	84,000	14,500

17 CAPITAL COMMITMENTS

A five per cent retention fee of approximately £26,000 was being withheld by the company as at 31 December 1998.

As at 31 December 1998 there were no other capital commitments (1997 - £nil).

18 PROVISION FOR LIABILITIES AND CHARGES

Deferred taxation

Deferred taxation is not provided in the financial statements as the directors confirm that the capital expenditure projections in place for the foreseeable future indicate that the deferred tax provision would not crystallise and therefore it is only disclosed as a contingent liablity below:

	Amount Provided		Potential Liability	
	1998	1997	1998	1997
	£	£	£	£
Accelerated capital allowances	-	-	258,000	<u>-</u>

19 CONTINGENT LIABILITIES

As at 31 December 1998 there were no contingent liabilities, other than those already provided for in the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 1998

RELATED PARTY TRANSACTIONS 20

The following information is provided in accordance with Financial Reporting Standard No. 8 as being the only related party relationships that existed during the year.

Related parties:

Compagnie Nationale Air France and Servisair plc.

Nature of relationship: The two companies both own 50% of the issued ordinary share capital of

Heathrow Cargo Handling Limited.

Transactions:

Subordinated loans of £306,250 from Air France and £306,250 from Servisair plc that were advanced in the previous two years were still outstanding at the end of this financial year. The loans are repayable in full within five years. At the year there was an intercompany trading balance payable of £614,218 (1997:£796,000) made up of a £525,432 (1997:£725,000) intercompany trading balance payable to Compagnie Nationale Air France and an intercompany trading balance payable of £88,786 (1997:£71,000) to Servisair plc. In addition there was an intercompany trading balance receivable from Compagnie Nationale Air

France of £749,545 (1997:£nil).

The company also provides cargo handling services for Air France Servisair Limited, a company in which Compagnie Nationale Air France and Servisair plc both have a material shareholding. During the year, Heathrow Cargo Handling Limited provided services to Air France Servisair Limited with a value of £305,836 (1997: £120,660). As at 31 December 1998 the company was owed £66,159 (1997: £59,408) from Air France Servisair Limited.

TRADING AND PROFIT AND LOSS ACCOUNT

	1998		1997	
	£	£	£	£
TURNOVER		5,901,945		5,348,457
INTEREST RECEIVABLE				
Bank deposit interest		7,391		3,869
		5,909,336		5,352,326
OPERATING COSTS				
Depreciation Other operating charges Staff costs Finance expenses	234,547 1,900,301 2,930,784 88,950		173,915 1,946,023 2,850,889 110,436	
		5,154,582		5,081,263
NET PROFIT FOR THE YEAR		754,754		271,063

SCHEDULES TO THE TRADING AND PROFIT AND LOSS ACCOUNT

YEAR ENDED 31 DECEMBER 1998	1998	1997
DEPRECIATION	2220	
22. 1 - 1	£	£
Depreciation	234,547	173,915
OTHER OPERATING CHARGES		
Air France expenses	6,964	9,348
Advertising and promotion	6,269	13,225
Accounting system	3,394	7,946
Cleaning	47,124	43,492
Cargo computer system	113,126	89,279
Car park	45,600	40,233
Concession fee	669,063	795,833
Audit fees	12,000	10,150
Bank charges	4,444	3,593
Equipment rental	7,778	4,007
Fuel	31,690	25,013
Entertainment	6,228	13,023
Insurance	28,144	34,670
Exchange loss released	292	-
Fines	3,545	4,199
(Profit) on disposal of tangible fixed assets	(232)	150.000
Warehouse	178,870	172,232
Telephone	33,786	17,893
Stationery and publications	60,605	57,679
Postage	8,787	4,314
Travel	8,242	10,438
Professional fees	48,932	55,551
Microfiche costs	45,537	30,631
Vehicle lease costs	10,648	7,524
Ogden - Continental	127,519	109,121
Other computer costs	3,916	2,868
Rent	101,375	76,002
Utilities	92,488	66,571
Other staff costs	71,099	71,602
Repairs and maintenance	123,068	169,586
	1,900,301	1,946,023
STAFF COSTS		
Employers' national insurance	216,532	201,250
Pension costs	119,853	154,098
Salaries	2,594,399	2,495,541
	2,930,784	2,850,889
FINANCE EXPENSES		
		- -
Bank overdraft interest	7,996	6,381
Hire purchase and finance lease interest	28,896	45,106
Interest on loans wholly repayable within five years	-	8,822
Loans from shareholder companies	52,058	50,127
	88,950	110,436
		