AIRTANKER LIMITED

Report and Accounts

31 December 2001

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AIRTANKER LIMITED Directors' Report

The directors present their report and accounts for the period ended 31 December 2001.

Principal activities

The company's principal activity during the period were the preparation of a bid for the Ministry of Defence Strategic Tanker Aircraft PFI Project.

Directors

The directors who served during the period and their interests in the share capital of the company were as follows:

£1 Ordinary shares

		2001
P.SMART	(Appointed 3/4/01)	-
G.E.ROE	(Appointed 3/4/01)	-
M.GRAYDON	(Appointed 3/4/01)	-
D.P.M.CARAUX	(Appointed 3/4/01)	-
T.P.F.JONES	(Appointed 4/4/01)	-
D.SHEPPARD	(Appointed 4/4/01)	-
R.J.HUCKLE	(Appointed 26/4/01)	-
P.HITCHCOCK (Alternate)	(Appointed 3/4/01)	-
J.A.RYMARCSUK (Alternate)	(Appointed 3/4/01 Resigned 4/4/01)	-

Directors' responsibilities

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

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent; and
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for maintaining proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the accounts 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

A resolution to reappoint Robinson & Co as auditors will be put to the members at the Annual General Meeting.

Small company special provisions

The report of the directors has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

This report was approved by the board on 21 October 2002.

R.Huckle Director

AIRTANKER LIMITED

Independent auditors' report to the shareholders of AIRTANKER LIMITED

We have audited the accounts of Airtanker Limited for the period ended 31 December 2001 which comprise pages 3 to 7. These accounts have been prepared in accordance with the Financial Reporting Standard for Smaller Entities (effective June 2002), under the historical cost convention and the accounting policies set out therein.

Respective responsibilities of directors and auditors

As described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the accounts in accordance with applicable law and United Kingdom Accounting Standards.

Our responsibility is to audit the accounts in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the accounts 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 accounts, 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 the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit 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 accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, 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 accounts 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 accounts.

Opinion

In our opinion the accounts give a true and fair view of the state of the company's affairs as at 31 December 2001 and of its loss for the period then ended and have been properly prepared in accordance with the Companies Act 1985.

Robinson & Co Registered auditors

8 The Courtyard Woodlands Bradley Stoke Bristol BS32 4NQ

21 October 2002

AIRTANKER LIMITED Profit and Loss Account for the period from 3 April 2001 to 31 December 2001

	Notes	2001 £
Turnover		100,000
Administrative expenses		(2,833,695)
Operating loss	2	(2,733,695)
Loss on ordinary activities before taxation		(2,733,695)
Tax on loss on ordinary activities		-
Loss for the period		(2,733,695)
Retained loss for the period	7	(2,733,695)

AIRTANKER LIMITED Balance Sheet as at 31 December 2001

	Notes		2001 £
Fixed assets Tangible assets	3		54,560
Current assets Debtors Cash at bank and in hand	4	780,511 139,577 920,088	
Creditors: amounts falling due within one year	5	(168,743)	
Net current assets			751,345
Net assets		 -	805,905
Capital and reserves Called up share capital Cost contributions - equalised Cost contributions in advance Profit and loss account	6 7		1 2,786,255 753,344 (2,733,695)
Shareholders' funds		_	805,905

The accounts have been prepared in accordance with the special provisions relating to small companies within Part VII of the Companies Act 1985.

P.Smart Director

Ápproved by the board on 21 October 2002

Bust.

AIRTANKER LIMITED Notes to the Accounts for the period from 3 April 2001 to 31 December 2001

1 Accounting policies

The accounts have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective June 2002).

Turnover

Turnover represents the invoiced value of goods and services supplied by the company, net of value added tax.

Depreciation

Depreciation has been provided at the following rates in order to write off the assets over their estimated useful lives.

Plant and machinery	50% straight line
Office Improvements	50% straight line

Foreign currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the balance sheet date. All differences are taken to the profit and loss account.

2	Operating profit	2001 £
	This is stated after charging:	~
	Depreciation of owned fixed assets	54,553
	Auditors' remuneration	2 000

3 Tangible fixed assets

•	Office Improvements £	Plant and machinery £	Total £
Cost			
Additions	33,010	76,103	109,113
At 31 December 2001	33,010_	76,103	109,113
Depreciation			
Charge for the period	16,505	38,048	54,553
At 31 December 2001	16,505_	38,048	54,553
Net book value			
At 31 December 2001	16,505_	38,055	54,560

AIRTANKER LIMITED Notes to the Accounts for the period from 3 April 2001 to 31 December 2001

4	Debtors	2001 £
	Contributions outstanding Amounts owed by group undertakings and undertakings in which	626,899
	the company has a participating interest Other debtors	1 153,611
		780,511
5	Creditors: amounts falling due within one year	2001 £
	Trade creditors Other creditors	166,743 2,000
		168,743
6	Share capital	2001 £
	Authorised: Ordinary shares of £1 each	1000 million.
	2001 No	2001 £
	Allotted, called up and fully paid: Ordinary shares of £1 each 1	1
	Movement in share capital	2001 £
	Shares issued	1
	At 31 December	1
7	Profit and loss account	2001 £
	Retained loss	(2,733,695)
	At 31 December	(2,733,695)

AIRTANKER LIMITED Notes to the Accounts for the period from 3 April 2001 to 31 December 2001

8 Related parties

a) The five shareholders in the holding company have provided staff and cash contributions to finance the costs of the Company's operations on an equal basis.

b) The following holding company shareholders either directly or through their subsidiaries have provided goods and services direct to the company.

Thales Defence Limited £96740
Halliburton Brown & Root Limited £28362
Cobham Plc £72888
EADS NV £22742

Rolls Royce Plc Provision of the Company's offices

rent free.

9 Controlling party

The Company is a wholly owned subsidiary of Airtanker Holdings Limited, registered in England & Wales.