

FR AVIATION LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

31 DECEMBER 1994

Company registration number 845310



FR AVIATION LIMITED

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FR AVIATION LIMITED

REPORT OF THE DIRECTORS

The directors have pleasure in submitting their report, together with the financial statements of the company, for the year ended 31 December 1994.

RESULTS FOR THE YEAR

The company's results for the year are set out in the profit and loss account on page 7. The directors have approved the payment of a second interim dividend amounting to £1,245,000 (1993: £920,000) which, together with the first interim dividend and the additional dividend relating to 1993, makes a total paid or to be paid of £1,805,000 (1993: £1,380,000). The profit retained for the year of £2,643,000 (1993: £2,294,000) has been transferred to reserves.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal business of the company continues to be flight operations and aircraft maintenance. The directors consider that the majority of the business of the company represents a single activity.

During the year reductions in the Royal Navy contracts have resulted in changes to aircraft requirements. Several Falcon 20s have been made surplus; however a Beech Baron is now being utilised to provide other target towing services. The surplus Falcon 20s have either been reallocated to other businesses or had their leases terminated.

Preparations regarding the contract to provide EW services to the RAF/RN from 1 June 1995 continued throughout the year, particularly the completion of a hangar and facilities at Teesside Airport and the modifications of the necessary aircraft.

The company also continued to perform coastal and offshore surveillance for the Ministry of Agriculture, Fisheries and Food using two Dorniers and one Islander aircraft.

The Customs Surveillance contract continued throughout the year using a Dornier aircraft.

The VC10 contract for the modification of aircraft to in-flight refuelling tankers has continued to progress satisfactorily during the year.

The company decided to withdraw from the executive charter business during 1994.

FR AVIATION LIMITED

REPORT OF THE DIRECTORS (Continued)

BOARD OF DIRECTORS

The following directors held office during the year:

M J Cobham	D E Morgan
A G Irwin	J R Myers
C F J Jones	P Richardson
D E Lewis	R H N Rhodes
M A Leaker	
G F Page	

The directors' shareholdings and interests are shown in note 6 to the financial statements.

FIXED ASSETS

The company has continued to pursue its policy of investing in tangible fixed assets as a means of improving its operating capabilities and during the year purchased assets to a value of £2,242,000 (see note 8).

EMPLOYEE INVOLVEMENT

The directors have for many years encouraged the development of employee involvement in the company by providing information to employees in various ways and by making group employee share schemes available to them (see below).

The process of involvement has been developed over the years by management working with employees in ways which suit their own needs. This involves the publishing of a house newspaper, notice board announcements, management briefings, meetings with elected committees of employees, the holding of social functions and the running of the sports and social club at Wimborne.

SHARE INCENTIVE SCHEME

The company participates in a group share incentive scheme. An amount of £74,000 (1993: £69,000) has been provided out of current year profits, representing the company's contribution to the scheme.

DISABLED PERSONS

It is the policy of the company to endeavour to provide employment for disabled persons, including those who become disabled while in the company's employment. Commensurate with their skills, such disabled persons receive equal opportunities for training, career development and promotion.

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

Insurance cover for officers of the company has been effected by Cobham plc.

FR AVIATION LIMITED

REPORT OF THE DIRECTORS (Continued)

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The following statement, which should be read in conjunction with the report of the auditors set out on page 4, is made with a view to distinguishing for shareholders the respective responsibilities of the directors and of the auditors in relation to the financial statements.

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 consider that in preparing the financial statements on pages 5 to 17, 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 financial statements have been prepared on a going concern basis.

The directors have responsibility for ensuring that the company keeps accounting records which disclose with reasonable accuracy 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.

AUDITORS

The company's auditors, Price Waterhouse, have signified their willingness to be re-appointed. In accordance with Section 386 of the Companies Act 1985, as a result of an elective resolution passed on the 12 March 1991, Price Waterhouse are deemed re-appointed as auditors to the company for the forthcoming financial year.

By order of the board



P Richardson
Secretary

5 April 1995

Price Waterhouse



**REPORT OF THE AUDITORS
TO THE MEMBERS OF FR AVIATION LIMITED**

We have audited the financial statements on pages 5 to 17 which have been prepared under the historical cost convention and the accounting policies set out on pages 5 and 6.

Respective responsibilities of directors and auditors

As described on page 3 the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those 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 1994 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

PRICE WATERHOUSE
Chartered Accountants
and Registered Auditors

5 April 1995

FR AVIATION LIMITED

ACCOUNTING POLICIES

ACCOUNTING CONVENTION

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

TURNOVER

Turnover is based on the sales of services provided exclusive of value added tax, together with the sales value of work done on long term contracts.

DEFERRED TAXATION

Provision is made for deferred taxation, using the liability method, unless there is a reasonable probability that it will not become payable within the foreseeable future.

TANGIBLE FIXED ASSETS

Fixed assets are depreciated on a straight line basis over their estimated useful lives, as follows:

Leasehold properties	- 50 years
Plant, machinery, fixtures, fittings, tools and equipment	- 3 to 8 years
Aircraft	- 10 years

OPERATING LEASES

Operating lease payments for assets leased from third parties are charged to the profit and loss account as incurred.

STOCKS

Stocks and work in progress are stated at the lower of cost, which includes an appropriate proportion of productive overheads, and net realisable value.

Payments received and receivable on account of work in progress are deducted from the cost of work carried out at the balance sheet date to the extent of the valuation of the work done.

RESEARCH AND DEVELOPMENT

Research and development expenditure not chargeable to customers is written off in the year in which it is incurred.

FR AVIATION LIMITED

ACCOUNTING POLICIES (Continued)

FOREIGN CURRENCIES

Assets and liabilities in foreign currencies are expressed in Sterling at the rates of exchange ruling at the balance sheet date. Exchange differences are dealt with in the profit and loss account.

PENSIONS

Contributions to the group's defined benefit schemes are assessed by a qualified actuary based on the cost of providing pensions across all participating group companies. Costs are not determined for each individual company, hence contributions are charged to the profit and loss account in the period in respect of which they become payable.

FR AVIATION LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 1994**

	<u>Note</u>	<u>1994</u> £000	<u>1993</u> £000
TURNOVER			
	1	41,211	35,443
Cost of sales		<u>(32,088)</u>	<u>(28,618)</u>
GROSS PROFIT		9,123	6,825
Selling and distribution costs		<u>(1,356)</u>	<u>(668)</u>
Administrative expenses		<u>(2,214)</u>	<u>(2,261)</u>
OPERATING PROFIT	2	5,553	3,896
Income from shares in group undertakings		350	500
Income from participating interests in associated undertakings		335	539
Net interest receivable	3	<u>74</u>	<u>65</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		6,312	5,000
Tax on profit on ordinary activities	4	<u>(1,864)</u>	<u>(1,326)</u>
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION	19	4,448	3,674
Dividends - interim paid and proposed	5,19	<u>(1,805)</u>	<u>(1,380)</u>
RETAINED PROFIT FOR THE YEAR	16	<u><u>2,643</u></u>	<u><u>2,294</u></u>

The company has no recognised gains or losses other than the above profit for the year.

All the company's activities are classed as continuing.

The notes on pages 9 to 17 form part of these financial statements.

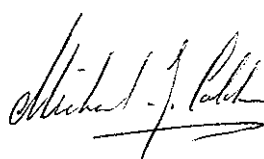
FR AVIATION LIMITED

BALANCE SHEET AS AT 31 DECEMBER 1994

	Note	1994	1993
		£000	£000
FIXED ASSETS			
Tangible assets	8	10,633	10,094
Investments	9	-	-
CURRENT ASSETS			
Stocks	10	3,966	3,516
Debtors : Amounts falling due within one year	11	9,873	7,541
: Amounts falling due after more than one year	11	252	1,057
Cash at bank and in hand		<u>3,854</u>	<u>3,622</u>
		17,945	15,736
CREDITORS: Amounts falling due within one year	12	<u>(12,125)</u>	<u>(12,141)</u>
NET CURRENT ASSETS		<u>5,820</u>	<u>3,595</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		16,453	13,689
CREDITORS: Amounts falling due after more than one year	13	(1,987)	(1,830)
PROVISIONS FOR LIABILITIES AND CHARGES	14	<u>-</u>	<u>(36)</u>
		<u>(1,987)</u>	<u>(1,866)</u>
		<u>14,466</u>	<u>11,823</u>
CAPITAL AND RESERVES			
Called up share capital	15	1	1
Profit and loss account	16	<u>14,465</u>	<u>11,822</u>
SHAREHOLDERS' FUNDS	19	<u>14,466</u>	<u>11,823</u>

These financial statements were approved by the board on 5 April 1995 and were signed on its behalf by:

M J Cobham
Director



C F J Jones
Director



The notes on pages 9 to 17 form part of these financial statements.

FR AVIATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS

1 TURNOVER

	<u>1994</u> £000	<u>1993</u> £000
United Kingdom	39,430	33,749
Other EU countries	1,463	1,553
United States	35	7
European non EU countries	<u>283</u>	<u>134</u>
	<u>41,211</u>	<u>35,443</u>

2 OPERATING PROFIT

	<u>1994</u> £000	<u>1993</u> £000
The operating profit is stated after charging:		
Depreciation	1,647	1,598
Auditors' remuneration - in respect of audit	15	14
- other services	14	2
Hire of plant and machinery	11	11
Other operating lease rentals	6,249	6,665
Research and development	<u>21</u>	<u>22</u>

Other operating lease rentals relate to aircraft and aircraft equipment. Details of future commitments are given in note 17.

3 NET INTEREST RECEIVABLE

	<u>1994</u> £000	<u>1993</u> £000
Interest receivable:		
Bank	187	122
Other	-	38
Interest payable:		
Banks overdraft	(2)	-
Other	-	(9)
Interest received included within cost of sales	<u>(111)</u>	<u>(86)</u>
	<u>74</u>	<u>65</u>

FR AVIATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS (Continued)

4 TAX ON PROFIT ON ORDINARY ACTIVITIES

	<u>1994</u>	<u>1993</u>
	£000	£000
Based on the results of the year:		
UK corporation tax at 33% (1993: 33%)	2,131	1,379
Deferred taxation (note 14)	(288)	63
Prior year adjustments	<u>21</u>	<u>(116)</u>
	<u>1,864</u>	<u>1,326</u>

5 DIVIDENDS

	<u>1994</u>	<u>1993</u>
	£000	£000
To Cobham plc:		
First interim dividend of £515 per share (1993: £460)	515	460
Proposed second interim dividend of £1,245 per share (1993: £920)	1,245	920
Prior year adjustment	<u>45</u>	<u>-</u>
	<u>1,805</u>	<u>1,380</u>

6 DIRECTORS

Directors' shareholdings and interests

None of the directors held an interest in the company's shares or a right to subscribe for such shares.

The interests of M J Cobham, A G Irwin, G F Page and C F J Jones and their families in the shares of the ultimate parent undertaking and rights to subscribe for such shares are disclosed in the financial statements of that undertaking. Interests of other directors and their families in the parent undertaking's ordinary shares and rights to subscribe for such shares were:

	<u>At 31 December 1994</u>		<u>At 31 December 1993</u>	
	<u>Shares</u>	<u>Options</u>	<u>Shares</u>	<u>Options</u>
D E Lewis	4,264	60,067	4,082	60,067
D E Morgan	1,383	74,983	491	73,081
P Richardson	1,320	51,125	1,189	52,889
R H N Rhodes	2,760	75,337	491	75,216
J R Myers				
Beneficial	599	75,367	1,514	75,367
Non-beneficial	403,282	-	403,282	-
M A Leaker	634	62,183	545	59,566

FR AVIATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS (Continued)

6 DIRECTORS (Continued)

The following options were granted during the year:

	<u>Number</u>	<u>Exercise price</u>	<u>Exercise period</u>
M A Leaker	2,617	296.80p	16/05/1997 to 15/05/2004
D E Morgan	2,713	239.00p	01/02/2000 to 01/08/2000
R H N Rhodes	2,309	239.00p	01/02/2000 to 01/08/2000

The following options were exercised during the year:

	<u>Number</u>	<u>Exercise price</u>	<u>Market price at date of exercise</u>
D E Morgan	811	204.00p	286.00p
R H N Rhodes	2,188	204.00p	263.00p
P Richardson	1,764	204.00p	274.00p

Directors' emoluments

	<u>1994</u>	<u>1993</u>
	<u>£000</u>	<u>£000</u>
The emoluments of the directors, including pension contributions, were:	<u>603</u>	<u>639</u>

The analysis of the directors' emoluments, excluding pension contributions, is:

Chairman	<u>-</u>	<u>-</u>
Highest paid director	<u>127</u>	<u>124</u>

The number of directors, whose emoluments (excluding pension contributions) were within the following bands, are:

	<u>Number</u>	<u>Number</u>
£nil - £5,000	4	4
£55,001 - £60,000	-	1
£60,001 - £65,000	-	3
£65,001 - £70,000	4	2
£70,001 - £75,000	1	-
£120,001 - £125,000	-	1
£125,001 - £130,000	<u>1</u>	<u>-</u>

FR AVIATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS (Continued)

7 EMPLOYEES

	<u>1994</u> Number	<u>1993</u> Number
Average number of employees - UK	<u>505</u>	<u>504</u>
	<u>1994</u> £000	<u>1993</u> £000
Employment costs:		
Wages and salaries	10,229	9,270
Social security costs	899	903
Other pension costs	<u>736</u>	<u>690</u>
	<u>11,864</u>	<u>10,863</u>

Pensions

The company participates in group defined benefit schemes providing benefits to certain employees within the Cobham group. The assets are held separately from the group's assets.

The majority of the company's employees are members of the Cobham Pension Plan. The latest actuarial valuation of this scheme was carried out as at 1 April 1992. Details of this valuation are contained in the financial statements of Cobham plc.

The total pension cost for the company was £736,967 (1993: £689,927). Contributions are based on pension costs across the group as a whole.

FR AVIATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS (Continued)

8 TANGIBLE FIXED ASSETS

	Land and Buildings (Long Leasehold) £000	Plant and Machinery (including Vehicles) £000	Fixtures, Fittings, Tools and Equipment £000	Total £000
Cost				
At 1 January 1994	5,645	9,852	1,632	17,129
Additions	944	1,118	180	2,242
Disposals	—	(275)	(105)	(380)
At 31 December 1994	<u>6,589</u>	<u>10,695</u>	<u>1,707</u>	<u>18,991</u>
Accumulated depreciation				
At 1 January 1994	629	5,485	921	7,035
Charge for the year	115	1,270	262	1,647
Disposals	—	(221)	(103)	(324)
At 31 December 1994	<u>744</u>	<u>6,534</u>	<u>1,080</u>	<u>8,358</u>
Net book amount				
At 31 December 1994	<u>5,845</u>	<u>4,161</u>	<u>627</u>	<u>10,633</u>
At 1 January 1994	<u>5,016</u>	<u>4,367</u>	<u>711</u>	<u>10,094</u>

Capital commitments

At 31 December 1994 the company had capital expenditure committed with suppliers amounting to £71,000 (1993: £nil), and other authorised contracts not yet placed of £nil (1993: £1,500,000).

9 INVESTMENTS

The company owns the entire issued share capital of £2 each in respect of the following companies which are registered in England and operate in the United Kingdom:

FR Aviation Services Limited
Corporate Air Spares Limited

The principal business of FR Aviation Services Limited is the management of, and the provision of services to, airfields. Corporate Air Spares Limited trades in aircraft spares.

The company also owns the entire issued share capital of £2 of Flight Precision Limited, a company registered in England. Flight Precision Limited was dormant throughout 1994.

FR AVIATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS (Continued)

9 INVESTMENTS (Continued)

The company also owns 50% of the issued share capital of FRA Serco Limited (formerly FR Serco Limited), a company registered in England. The principal business of FRA Serco Limited is the provision of services to airfields.

Group financial statements have not been prepared because the company itself is a wholly owned subsidiary of Cobham plc, a company registered in England.

In the opinion of the directors the value of the investments in subsidiary undertakings is not less than the aggregate amount at which they are shown in the balance sheet.

10 STOCKS

	<u>1994</u>	<u>1993</u>
	£000	£000
Raw materials and consumables	3,639	2,818
Work in progress	1,485	1,485
Payments on account	<u>(1,158)</u>	<u>(787)</u>
	<u>3,966</u>	<u>3,516</u>

There is no significant difference between the replacement cost and value of stocks shown.

11 DEBTORS

	<u>1994</u>	<u>1993</u>
	£000	£000
Amounts falling due within one year:		
Trade debtors	6,221	5,366
Amounts owed by group undertakings	2,482	1,325
Other debtors	260	62
Prepayments and accrued income	375	199
Dividends receivable from group undertakings	200	300
Dividend receivable from undertakings in which the company has a participating interest	<u>335</u>	<u>289</u>
	<u>9,873</u>	<u>7,541</u>
Amounts falling due after more than one year:		
Amounts owed by group undertakings	-	1,057
Deferred taxation (note 14)	<u>252</u>	<u>-</u>
	<u>252</u>	<u>1,057</u>

FR AVIATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS (Continued)

12 CREDITORS: Amounts falling due within one year

	<u>1994</u>	<u>1993</u>
	£000	£000
Payments received on account	370	-
Trade creditors	7,866	8,203
Payroll and other taxes, including social security	312	792
Amounts owed to group undertakings	55	535
Other creditors	94	270
Accruals and deferred income	58	36
Taxation payable	2,125	1,385
Proposed dividend	<u>1,245</u>	<u>920</u>
	<u>12,125</u>	<u>12,141</u>

13 CREDITORS: Amounts falling due after more than one year

	<u>1994</u>	<u>1993</u>
	£000	£000
Amount owed to group undertakings	1,007	1,007
Aircraft maintenance reserves	<u>980</u>	<u>823</u>
	<u>1,987</u>	<u>1,830</u>

The group loan arose from a transfer of assets on 1 January 1985. There is no intention for the loan to be repaid and it does not attract interest.

14 PROVISIONS FOR LIABILITIES AND CHARGES

Deferred taxation:	£000
At 1 January 1994	36
Movement in the year (note 4)	<u>(288)</u>
At 31 December 1994 (note 11)	<u>(252)</u>

The deferred tax provided for represents full provision as follows:

	<u>1994</u>	<u>1993</u>
	£000	£000
Accelerated capital allowances	590	652
Short term timing differences	<u>(842)</u>	<u>(616)</u>
	<u>(252)</u>	<u>36</u>

FR AVIATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS (Continued)

15 CALLED UP SHARE CAPITAL

The share capital of the company consists of 1,000 authorised, allotted and fully paid ordinary shares of £1 each. There have been no changes during the year.

16 PROFIT AND LOSS ACCOUNT

	£000
At 1 January 1994	11,822
Retained profit for the year	<u>2,643</u>
At 31 December 1994	<u>14,465</u>

17 OPERATING LEASES

At the balance sheet date the company has obligations of £6,449,000 payable in the following year in respect of operating leases relating to aircraft (1993: £6,132,000).

Of this amount the commitment expires as follows:

	<u>1994</u> £000	<u>1993</u> £000
Between one and five years	<u>6,449</u>	<u>6,132</u>

18 PARENT UNDERTAKING

The company's immediate and ultimate parent undertaking is Cobham plc, formerly known as FR Group plc, which is registered in England. The smallest and largest group for which group financial statements are prepared is Cobham plc. Copies of its financial statements may be obtained from The Secretary, Cobham plc, Brook Road, Wimborne, Dorset, BH21 2BJ.

19 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	<u>1994</u> £000	<u>1993</u> £000
Profit on ordinary activities after taxation	4,448	3,674
Dividends	<u>(1,805)</u>	<u>(1,380)</u>
Net addition to shareholders' funds	2,643	2,294
Opening shareholders' funds	<u>11,823</u>	<u>9,529</u>
Closing shareholders' funds	<u>14,466</u>	<u>11,823</u>

FR AVIATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS (Continued)

20 CASH FLOW STATEMENT

The Cobham plc financial statements for the year ended 31 December 1994 contain a consolidated statement of cash flows. The company has taken advantage of the exemption granted by Financial Reporting Standard 1 whereby it is not required to publish its own cash flow statement.

21 CONTINGENT LIABILITIES

The company has, together with another group undertaking, guaranteed future liabilities of fellow subsidiary undertakings relating to aircraft and equipment acquired for the provision of flying hours to the Royal Navy under an agreement with the Ministry of Defence. No liability is expected to arise.