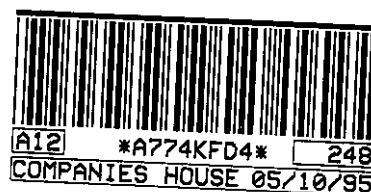


HUNTING BUSINESS AVIATION (HEATHROW) LIMITED
(Registered Number : 1993771)

DIRECTORS' REPORT AND ACCOUNTS

31 DECEMBER 1994



HUNTING BUSINESS AVIATION (HEATHROW) LIMITED

DIRECTORS' REPORT

The directors present their report and the audited accounts for the year ended 31 December 1994.

RESULTS AND DIVIDENDS

The company did not trade during the year. The only transaction which occurred during the year was the payment of a dividend of £1,312,000 to its parent company, Hunting Business Aviation Limited on 31 December 1994.

FUTURE PROSPECTS

The company will not trade in the foreseeable future.

DIRECTORS AND THEIR INTERESTS

The directors who served during the year were as follows:

G H Williams	(Chairman)
J W Baxter	
P E Stokes	(Resigned 4 April 1995)
J W Turnbull	
M J Law	

None of the directors held any interests in the shares of the company or of its parent company Hunting Business Aviation Limited.

STATEMENT OF 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 of the company 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;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the accounts;
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business.

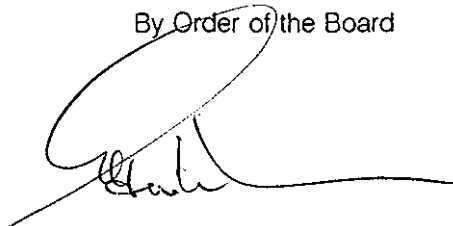
HUNTING BUSINESS AVIATION (HEATHROW) LIMITED

DIRECTORS' REPORT (CONTINUED)

STATEMENT OF DIRECTORS' RESPONSIBILITIES (CONTINUED)

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and 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.

By Order of the Board

A handwritten signature in black ink, appearing to be 'G H Williams', written over a horizontal line.

G H Williams
Chairman

30 June 1995

Price Waterhouse



**AUDITORS' REPORT TO THE MEMBERS OF
HUNTING BUSINESS AVIATION (HEATHROW) LIMITED**

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

Respective responsibilities of directors and auditors

As described on pages 1 and 2 the company's directors are responsible for the preparation of accounts. It is our responsibility to form an independent opinion, based on our audit, on those accounts 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 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 affairs of the company at 31 December 1994 and have been properly prepared in accordance with the Companies Act 1985.

Price Waterhouse

PRICE WATERHOUSE
Chartered Accountants
and Registered Auditors

30 June 1995

HUNTING BUSINESS AVIATION (HEATHROW) LIMITED

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

	<u>1994</u> £'000	<u>1993</u> £'000
Dividends paid	(1,312)	-
RETAINED PROFIT BROUGHT FORWARD	1,312	1,312
	<hr/>	<hr/>
RETAINED PROFIT CARRIED FORWARD	-	1,312
	<hr/>	<hr/>

The notes on page 6 form part of these accounts.

HUNTING BUSINESS AVIATION (HEATHROW) LIMITED

BALANCE SHEET AS AT 31 DECEMBER 1994

	<u>1994</u> £'000	<u>1993</u> £'000
CURRENT ASSETS		
Debtors : Amounts owed by group undertakings	1	1,313
	<hr/>	<hr/>
CAPITAL AND RESERVES		
Called up share capital (Note 3)	1	1
Profit and loss account	-	1,312
	<hr/>	<hr/>
	1	1,312
	<hr/>	<hr/>

Approved by the Board on 30 June 1995


J W Baxter
DIRECTOR

The notes on page 6 form part of these accounts.

HUNTING BUSINESS AVIATION (HEATHROW) LIMITED

NOTES TO THE ACCOUNTS - 31 DECEMBER 1994

1 ACCOUNTING POLICIES

(1) Accounting convention

The accounts have been prepared under the historical cost convention and in accordance with applicable Accounting Standards. The company has not presented a statement of cash flows in accordance with Financial Reporting Standard Number 1 as its immediate parent company has published a consolidated statement of cash flows which includes the cash flows of the company.

2 DIRECTORS' EMOLUMENTS

No director received any emoluments in respect of services to the company during the year (1993: £nil).

3 SHARE CAPITAL

	<u>1994</u>	<u>1993</u>
	£'000	£'000
Authorised, allotted and fully paid ordinary shares of £1 each	1	1
	<u> </u>	<u> </u>

4 ULTIMATE PARENT COMPANY

The company's parent company, Hunting Business Aviation Limited, is jointly owned by Hunting Aviation Limited and BP Aviation Services Limited whose ultimate parent companies are Hunting Plc and The British Petroleum Company Plc respectively. All of these companies are registered in England and Wales. Copies of the accounts of Hunting Business Aviation Limited can be obtained from Huntavia House, 420 Bath Road, Longford, West Drayton, Middlesex UB7 0LL.