TTT MONEYCORP LIMITED

(Formarly Town Tickets and Tours Limited)

ANHUAL REPORT AND ABBREVIATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 AUGUST 1993



Annual Report and Abbreviated Financial Statements

FOR THE YEAR ENDED 31 AUGUST 1993

AUDITORS

Coopers & Lybrand, 1 Embankment Place, London WC2N 6NN,

Bajer Munslow Messias, 1st Floor, Tenniyson House, 159 Great Portland Street, London W1N 5FD.

SOLICITORS

Marriott Harrison, 12 Great James Street, London WC1N 3DR.

Denton Hall, Five Chancery Lane, Clifford's Inn, London EC4A 1BU,

TRADING NAMES

TTT Foreign Exchange Corporation
The Money Corporation
TTTTravel Centre

REGISTERED OFFICE Plumtree Court, London EC4A 4HT.

COMPANY REGISTRATION
Number 738837

DATE OF INCORPORATION 25th October 1962

COMPANY SECRETARY
S J Mullens

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Directors' Report

FOR THE YEAR ENIGED 31 AUGUST 1993

The directors present herewith their report together with the audited financial statements for the year ended 31 August 1993.

CHANGE OF NAME

On the 30 April 1993 the Company changed its name from Town Tickets and Tours Limited to TTT Moneycorp Limited.

PRINCIPAL ACTIVITIES

The principal activities of the Company are the provision of bureau de change, foreign exchange, travel and theatre booking services.

REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS

The directors are pleased to report that the 1993 results represent a very successful year. The level of profitability and the substantial increase in net profits reflect the large investment made by the Company during the last two years in new branches, facilities and information technology.

In 1994 the Company anticipates a period of consolidation with further gains in net profit before tax. With the large capital expenditure of the last two years now completed, the Company's strong cash flow should result in significant cash surpluses being available to fund further expansion.

The directors have reviewed the Company's depreciation policies as set out in note 1(b). To reflect more accurately the expected useful economic life of motor vehicles and fixtures and fixtures it has been decided to change the basis of depreciation from a reducing balance to a straight line basis. The effect of this change has been to increase the charge to depreciation for the year (and decrease net profit) by £71,850.

RESULTS

The profit and loss account for the year is set out on page 4.

DIVIDENDS

The directors have proposed and paid a dividend of £185,000 (1992; £195,000),

DIRECTORS

The directors listed below have served throughout the year:

B Shlewet

S J Mullens

N M Shannon

A B Trembelh

Directors' Report Islantinued

FOR THE YEAR ENDED 31 AUGUST 1983

CHANGES IN FIXED ASSETS

The movements in fixed assets during the year are set out in note 9 to the financial statements.

DIRECTORS' INTERESTS IN SHARES OF THE COMPANY

No directors held beneficial interests in the shares of the Company at 31 August 1993, or at any time during the year.

directors' responsibility for the financial statements

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

- select suitable accounting policies and 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 financial statements; and
- 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 responsible for keeping 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 financial statements 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 Coopers & Lybrand and Bajer Munslow Messias as joint auditors will be proposed at the annual general meeting.

BY ORDER OF THE BOARD

S.J.-Mullens Secretary

17 December 1993

Report of the Auditors To the directors of TTT Moneycorp Limited Under paragraph 24 of Schedule 8 to the Companies Act 1985.

We have examined the abbreviated financial statements on pages 4 to 16 together with the full financial statements of TTTMoneycorp Limited for the year ended 31 August, 1993. The scope of cur work for the purpose of this report was limited to confirming that the Company is entitled to the exemptions claimed in the directors statement on page 6, and that the abbreviated financial statements have been properly prepared from the annual financial statements.

In our opinion the Company is entitled to the exemptions conferred by Section B of part III of Schedule 8 to the Companies Act 1985 and the abbreviated financial statements have been properly prepared in accordance with that Schedule.

We reported as auditors of TTT Moneycorp Limited, to the members on 17 December 1993 on the Company's annual financial statements prepared under section 226 of the Companies Act 1985 and our report was as follows:

We have audited the linancial statements on pages 4 to 16.

AESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

As described on page 2 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.

QPINION

In our opinion the financial statements give a true and fair view of the Company's affairs at 31 August 1993 and of its profit, total recognised gains, and cash flows for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

COOPERS & LYBRAND

BAJER MUNSLOW MESSIAS

Bajer Murcles Massico

Chartered Accountants
Registered Auditors
London, 17 December 1993

Coopers of your

Registered Auditors London, 17 December 1993

Abbreviated Profit and Loss Account

For the year ended 3/ August 1092

GROSS PRORET	e e	1993 £ 4,031,229	*992 £ 2,374,390
Net operating expenses	,	(3,283,768)	·1.933 282)
OPERATING PROFIT	 3	747,461	391.098
Interest receivable and similar income		2,468	6,766
Interest payable and similar charges	6	749,929	397,864
PROFIT BEFORE TAX		(93,964) 655,965	(77,338) 320,528
PROFIT ON ORDINARY ACTIVITIES AFTER TAX	7 	(192,753) 463,212 (185,000)	(61,574) 258,952 (195,000)
RETAINED PROFIT FOR THE YEAR	- <u></u>	£278,212	£63,952
All the operations in the period and the comparative period were continuing either period.	and t	there were no ac	equisitions în
STATEMENT OF RETAINED PROFITS			
Retained profits at 1 September 1992		1 005 221	34004
Transfer from Revaluation Reserve		1,005,221	919,841 21,428
Retained profit for the year		278,212	63,952
RETAINED PROFITS AT 31 AUGUST 1993		£1,283,433	£1,005,221

Profit and Loss Account (continued)

FGR THE YEAR ENGED 31 AUGUST 1993

	1993	1957
AT METALE AND THE THE PROPERTY AND THE P	3	
STATEMENT OF HISTORICAL COST PROFIT AND LOSS	Acceptance of the second secon	Service of the servic
Profit on ordinary activities before taxation	655,965	320,526
Difference between historical cost depreciation charge and the actual		
depreciation charge calculated on the revalued amount	21,951	21,428
Historical cost profit on ordinary activities before taxation?	677,916	341,954
Historical cost profit for the year retained after taxetion and dividends	£300,163	£85,369
STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES Retained profit for the year Diminution in value of properties in 1992	278,212 	63,95 <i>2</i> (330,705)
	£278,212	£(266,753)
RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS		
Profit on ordinary activities after tax	463,212	258,952
Ordinary dividends	(185,000)	(195,000)
Diminution in value of properties		(330,705)
Net additions to/(reductions in) shareholders' funds	278,212	(286,753)
Shareholders' funds at 31st August, 1992	1,255,221	1,521,974
Shareholders' funds at 31st August, 1993	£1,533,433	£1,255,221

Abbreviated Balance Sheet

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		1993	1993	1992	1992
N	eten	2	2	٤	3
FIXED ASSETS			Agent agents for the second se	The apple of the property of the second	行はかりはいいからからないのできた。
Tarigible assets	b		2,288,319		1,764,071
CURRENT ASSETS					-, - , -
Debtors	10	360,039		312,074	
Cash at bank and in hand		976,211	,	728,328	
		1,336,250	?	1,040,402	
CREDITORS		***************************************		1,0 7,0,700	
Amounts falling due within one year	11	(1,643,258)		(1,195,224)	
			>		;
NET CURRENT LIABILITIES		1	(307,008)		(154,822)
Total assets less current liabilities			1,981,311	*	1,609,249
CREDITORS		y .			
Amounts falling due after more		- { 		ν* -	
than one year	12	409,871		316,021	
PROVISION FOR LIABILITIES AND CHARGES	្នុង	38,007		° 38,007	·,
1			(447,878)		(354,028)
S			£1,533,433		£1,255,221
CAPITAL AND RESERVES					
Called up share capital	14		250,000		250,000
Profit and loss account			1,283,433		1,005,221
	,		£1,533,433		£1,255,221

Advantage has been taken of the exemptions for medium-sized companies conferred by Section B of Part III of Schedule 8 to the Companies Act 1985 on the grounds that, in the directors' opinion, as it meets the conditions, the Company is entitled to benefit from these exemptions as a medium-sized company.

Approved by the board on 17 December 1993 and signed on their behalf by:

B. Shlewet S-SH - S.J. Mullens

Cash Flow Statement

FOR THE YEAR ENDED 31 AUGUST 1983

•	1993	1993	1992	1932
Special State of the Control of the	£	3	£	, £ ,
CASH INFLOW FROM OPERATIONS			Named All All All All All All All All All Al	Expositional and the second second second second
Operating profit		747,461		391,098
Depreciation	401,884		183,499	
Loss on disposal of tangible fixed assets	459		***	
(Increase)/decrease in debtors	(47,985)		180,450	
Increase in creditors	395,661		203,254	
		750,039		567,202
HET CASH INFLOW FROM OPERATING ACTIVITIES		1,497,500		958,300
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE				
Interest received	2,468		6,766	
Bank loan and overdraft interest paid	(86,526)		(77,338)	
Hire purchase interest paid	(7,438)			
Dividends paid	(185,000)		(195,000)	
NET CASH OUTFLOW FROM RETURNS ON				
INVESTMENTS AND SERVICING OF FINANCE	-	(276,496)		(265,572)
TAMANIAN		1,221,004	\	692,726
TAXATION UK corporation tax paid	•	(50.700)		(00.051)
or sorporation tax para	•	(59,790)		(98,851)
INVESTING ACTIVITIES				
Tangible fixed assets acquired	(851,880)		(812,172)	
Tangible fixed assets sold	6,187		-	
		(845,693)		(812,172)
NET CA3H FLOW BEFORE FINANCING	•	315,521	•	(218,295)
FINANCING				
Proceeds of bank loans	250,000		250,000	
Repayment of bank loans	(65,704)		(56,616)	
Repayment of finance leases	(50,466)	_	(26,921)	
NET CASH INFLOW FROM FINANCING		133,830		166,463
Increase/(decrease) in Cash and Cash Equivalents (see Below)	_	£449,351	•	£(51,832)
Increase in cash balances	-	247 800	-	110010
Decrease/(increase) in bank overdrafts		247,883 201,468		149,542
	•		-	(201,374)
	•••	£449,351	_	£(51,832)

FOR THE YEAR ENGED 31 AUGUST 1993

1. PRINCIPAL ACCOUNTING POLICIES

The financial statements have been prepared in accordance with applicable Accounting Standards in the United Kingdom. A summary of the more important accounting policies of the company, which have been applied consistently, except as stated in notes 1(b) and 1(c), are set out below.

(4) BASIS OF ACCOUNTING

The financial statements are prepared in accordance with the histor, all cost convention modified by the revaluation of certain tangible fixed assets.

(b) TANGIBLE FIXED ASSETS

Short leasehold properties are stated at cost or valuation less accumulated depreciation. Provision is made for any diminution in value on revalued properties which, in the opinion of the directors, is required so as to reflect current market conditions. The cost of other fixed assets is their purchase cost together with any incidental expenses of acquisition.

Depreciation is calculated so as to write off the cost of fixed assets over the expected useful economic tives of the assets concerned. The principal annual rates and bases used for this purpose are:-

Motor vehicles - 25% straight line (1992 25% reducing balance)
Fixtures and fittings - 15% straight line (1992 15% reducing balance)
Computer systems - 25% straight line (1992 25% straight line)

The directors have changed the basis of depreciation to straight line for motor vehicles and fixtures and fittings since, in their opinion, this reflects more accurately the expected useful economic lives of these assets. The effect of this change has been to increase the depreciation charge for the year by £71,850.

Leasehold land and buildings are amortised over the period of the lease,

(c) STOCKS

In previous years stocks of foreign currencies at branches were treated as stocks. In line with guidance given in Financial Reporting Statement 1, 'Cash Flow Statements', these balances have been reclassified as 'Cash at bank and in hand' in both the 1992 and 1993 balance sheets.

(d) FOREIGN CURRENCIES

Trading transactions denominated in foreign currencles are translated into sterling at the exchange rate ruling when the transaction took place, Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the exchange rate ruling at the balance sheet date. Exchange gains or losses are included in arriving at the operating profit.

FOR THE YEAR ENDED 31 AUGUST 1993

1. PRINCIPAL ACCOUNTING POLICIES (Continued)

(e) TURNOVER

Turnover, which excludes value added tax, represents sales and commissions relating to the exchange of currencies, travellers cheques, personal cheques, credit card transactions and commissions on travel, insurance and theatre booking services.

(I) DEFERRED TAXATION

Deterred taxation is provided to take account of timing differences between the treatment of certain items for financial statements purposes and their treatment for tax purposes. Provision is made to the extent that timing differences are expected to reverse using the tax rate that is expected to apply at the date of their reversal.

(9) FINANCE AND OPERATING LEASES

Costs in respect of operating leases are charged on a straight line basis in arriving at operating profit. Where assets are financed by leasing agreements which give substantially the same rights as ownership (finance leases) the assets are traited as if they had been purchased outright at the capital value of the assets, and the corresponding leasing commitments are shown as obligations to the lessor. The capital element of lease payments is applied to reduce the outstanding obligations and the interest is charged to the profit and loss account over the period of the lease.

(h) PENSION SCHEME

The company operates a defined contribution pension scheme for certain of its employees. The cost to the company is charged to the profit and loss account as incurred.

2. TURNOVER

Turnover consists of sales made in the United Kingdom.

3. OPERATING PROFIT

Operating profit is stated after charging:-

	£	2
Auditors' remuneration	19,116	18,252
Operating lease rentals	3,260	2,605
Depreciation of tangible fixed asse.s	401,884	183,498
Loss on disposal of tangible fixed assets	459	-
		

1992

1993

FOR THE YEAR ENDED 31 AUGUST 1993

4. DIRECTORS' EMOLUMENTS

	į.	1993	1992
		£	£
	Emplume to including pension contributions;-	Curtings and Company of Street Section 1	ку (Миниской учени, тем- <u>и чи</u> нце
	For management services	161,652	137,304
	For service as directors	3,500	875
, ,			
1		£165,152	£138,179
**	Chamber of a selection of the selection		
*	Directors' emoluments, excluding pension contributions, are as follows:-		
, I,		1993	1992
`	Errotuments of chairman and highest paid director	£118,229	£89,507
	Number of directors, including the chairman and highest paid director, whose ranges:-	se emoluments we	re within the
		1993	1992
	£") to £5,000		
	£10,001 to £45,000	2 1	3
	£35,001 to £90,000		1
	£115,001 to £120,000	1	l hat
		-	
	In addition to the above amounts, fees of £7,625 were paid to a director for co	nsultancy work du	ing the year.
5.	EMPLOYEE INFORMATION		
(a)	The average number of persons employed by the company, including execut sinalysed below:-	ive directors, durin	g the year is
	\mathcal{G}	1993	1.992
	Management and administration	16	11
	*Operations	49	34
		*	
		65	45
(p)	Employment costs - all employees including executive directors:-	· \	
	\sqrt{t}	1993	1992
		2	3
	Aggregate gross wages and salaries	1,128,234	776,765
	- 4 4 11 4 4		

There were no outstanding or prepaid pension contributions at the balance sheet date.

Employer's national insurance contributions

Pension costs

79,096

6,521

£862,382

112,607

£1,245,151

4,310

74 pence per share (1992: 78 pence per share).

FOR THE YEAR ENDED 31 AUGUST 1993

	· · · · · · · · · · · · · · · · · · ·		
₿.	INTEREST PAYABLE AND SIMILAR CHARGES		
	Interest payable on sums wholly repayable within 5 years		
		1993	1992
		2	£
	By instalments	43,968	24,789
	Not by instalments	49,996	52,549
		£93,964	£77,338
7.	TAX ON PROFIT ON ORDINARY ACTIVITIES		
	N Y	1993	1992
	·	2	3
	United Kingdom corporation tax based on the profit for the year		
	at 33% (1992 31.7%)	227,776	120,996
	Group relief received	(44,808)	(70,991)
	Deferred taxation	12,916	3,792
		195,884	53,797
	Prior year adjustments:-		
	United Kingdom corporation tax	9,785	7,485
	Deferred taxation	(12,916)	292
		£192,753	£61,574
8,	DIVIDENDS		
		1993	1992
	Final dividend proposed and paid of:		

£195,000

£185,000

FOR THE YEAR ENDED 31 AUGUST 1893

9 TANGIBLE FIXED ASSETS

		SHORT		FIXTURES		
		Leasehold	MOTOR	GMA	COMPUTER	
		PROPERTY	VEHICLES	FITTINGS	SYSTEMS	TOTAL
		£ .	2	£	· £	3
	COST OR VALUATION		77			
	At 1 September 1992	1,720 627	109,768	618,444	141,944	2,590,783
	Expenditure	145,206	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	691,734	95,838	932,778
	Disposals	-	(17,08(3)			(17,083)
*	At 31 August 1993	1,865,833	92,688	1,310,178	237,782	3,506,478
	DEPRECIATION	-	**************************************	Pillere Hillenatur braugestein		
	At 1 September 1992	479,803	61,488	265,368	20,053	826,712
	Charge for year	185,016	24,552	145,096	47,220	401,884
	Disposals	-	(10,437)	-		(10,437)
	At 31 August 1993	664,819	75,803	410,464	67,273	1,218,159
	NET BOOK VALUE					
	At 31 August 1993	£1,201,014	£47.002	5000 74 A	0470 840	****
			£17,082	£899,714	£170,509	£2,288,319
	At 31 August 1992	£1,240,824	£48,280 	£353,076	£121,891	£1,764,071
				•		·
,a)	Short leasehold property is inc	cluded on the foll	owing basis:-			
						2
	Cost at 1 September 1992			•		1,570,627
	Revaluation in 1987				•	680,317
	Diminution in value in 1992		ς.			(530,317)
	Additions at cost in 1993					145,206
					•	£1,865,833
					•	
b)	The historical cost and related	depreciation of s	short leasehold p	property is set or	ut below:-	
					1993	1992
					£	£
•	Historical cost			-	1,715,833	1,570,627
	Depreciation based on cost				(642,868)	(479,803)
	Net book value			-		
	1101 DOOK YAIUS			_	£1,072,965	£1,090,824

FOR THE YEAR ENDED 31 AUGUST 1993

9. TANGIBLE FIXED ASSETS (GOMTINUED)

- included in computer systems is leased equipment with a net book value of £96,383 (1992 £72,592) on which the associated depreciation for the year is £24,399 (1992 £8,441).
- (d) Included in fixtures and fillings are leased assets with a net book value of £36,633 (1992 Nil) on which associated direction for the year is £3,513.

10. DESTORS

1993	1992
£	£
73,805	66,883
88,500	70,500
66,490	47,752
131,244	126,939
£360,039	£312,074
	73,805 88,500 66,490 131,244

All the above amounts are due within one year of the balance sheet date with the exception of a rent deposit of £15,000 which is held on trust for the due performance by the company of a certain property lease obligation. The deposit bears interest for the benefit of the company and is repayable on termination of the relevant lease.

FOR THE YEAR ENDED 31 AUGUST 1893

11. Creditors: Amounts falling due within one year

1993	1992
3	€
456,597	658.065
156,568	53,186
249,782	96,350
24	31,616
229,823	85,431
53,642	36,150
496,822	234,426
£1,643,258	£1,195,224
	456,597 156,568 249,782 24 229,823 53,642 496,822

- (a) Bank loans and overdrafts amounting to £378,234, including £187,500 of the amount detailed in note 12 below, are secured by a fixed charge over two of the company's leasehold properties. Interest is charged at the rate of 1.875% 2.25% above the bank's base rate.
- (b) Taxation and social security is made up as follows:-

		1993	1992
		3	. £
	United Kingdom corporation tax payable	182,968	50,005
	PAYE and Social Security	46,855	35,426
		£229,823	£85,431
12	CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR		
	•	1993	1992
	•	£	3
	Finance leases and hire purchase contracts	55,704	42,768
	Bank loans	354,167	273,253
		£409,871	£316,021

All of these amounts are repayable by instalments within 2 to 5 years. See note 11(a) above.

FOR THE YEAR ENDED 31 AUGUST 1993

13. PROVISION FOR LIABILITIES AND CHARGES

(a) Delerred taxation - analysis of provision and potential liability:-

	1993	1993	1992	1992
	FULL		FULL	
	POTENTIAL	PROVISION	POTENTIAL	FROVISION
	LIABILITY	MADE	UABIUTY	MADE
	2	3	£	2
Accelerated capital allowances	66,727	41,315	38,007	38,007
Short-term timing differences	(3,308)	(3,308)	•	***
•	£63,419	£38,007	£38,007	£28,007
(b) Movements on the provision for dele	erred laxation are as follows	S:-		
				3
At 1 September 1992				38,007
Transferred to profit and loss accour	nt			•
At 31 August 1993				£38,007
14. CALLED UP SHARE CAPITAL				
			ORDINARY SHAR	ES OF £1 EACH
			1993	1992
Authorised	- value		£1,000,000	£1,000,000
	- number		1,000,000	1,000,000
Allotted, called up and fully paid	- value		£250,000	£250,000
	- number	•	250,000	250,000
		•		

FOR THE YEAR ENDED 31 AUGUST 1993.

15. CONTINGENT LIABILITIES AND FINANCIAL COMMITMENTS

(a) CONTRACTUAL COMMITMENTS

The Company occupies certain land and buildings on short term leases/contracts. The amounts payable in the next year under these arrangements, which are subject to renegotiation at various intervals and on which the Company pays all insurance, maintenance and repairs are as follows:

	1993	1992
Date of termination of leases/contracts:	2	£
Within one year	118,683	16,667
Within two to five years inclusive	8,500	•
After five years	424,500	240,000
	£551,683	£256,667
CAPITAL COMMITMENTS		
Capital commitments at 31 August 1993 for which no provision has b	eer, made in these financial stat	emente wora

(b)

as follows:-

1993	1992
	
£75,000	£172,000
•	

16. ULTIMATE HOLDING COMPANY

The ultimate holding company is Winset Investments Limited, a company registered in Jersey, Channel Islands.