FINANCIAL STATEMENTS

FOR

31st DECEMBER 2002



BURLINSON STEWART & CO.

Chartered Accountants
Market Place
Ossett
West Yorkshire
WF5 8BQ

THE DIRECTORS' REPORT

YEAR ENDED 31st DECEMBER 2002

The directors present their annual report together with the unaudited accounts of the company for the year ended 31st December 2002. The company is dormant and has not traded during the year.

The company, Travelwise Group Limited, changed its name to Travelwise Business Travel Management Limited on 16 December 2002.

DIRECTORS

The directors who served the company during the year were as follows:

Mr. J.I. Peck Mrs. D.M. Kelly Mr. J.P. Warren

Mr. J.P. Warren Mr. M. Firth Mrs. R. Hunter

Mr. M.W. Bowers

(Appointed 25th March 2002) (Appointed 23rd May 2002) (Appointed 23rd May 2002) (Resigned 31st December 2002)

The company is a wholly owned subsidiary and the interests of the group directors are disclosed in the financial statements of the parent company.

Registered office: Denholme Drive Ossett West Yorkshire WF5 9NB Signed by order of the directors

MR. J.P. WARREN Company Secretary

Approved by the directors on 18th November 2003

BALANCE SHEET

31st DECEMBER 2002

	Note	2002 £	£	2001 £	£
CURRENT ASSETS Cash at bank and in hand		63		63	
CREDITORS: Amounts falling due within one year	2	450		450	
NET CURRENT LIABILITIES			(387)	_	(387)
TOTAL ASSETS LESS CURRENT LIA	ABILITIES		(387)		(387)
CAPITAL AND RESERVES					
Called-up share capital Profit and loss account	4		20,000 (20,387)		20,000 (20,387)
DEFICIENCY (including non-equity in	nterests)		(387)		(387)

Statements:

- (a) For the year ended 31st December 2002 the company was entitled to exemption under section 249AA(1) of the Companies Act 1985.
- (b) Members have not required the company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985.
- (c) The directors acknowledge their responsibilities for:
 - (i) ensuring the company keeps accounting records in accordance with section 221, and
 - (ii) preparing financial statements 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 its profit and loss for the financial year in accordance with the requirements of section 226, and which otherwise comply with the requirements of the Companies Act 1985 relating to financial statements, so far as applicable to the company.

These financial statements were approved by the directors on the 18th November 2003 and are signed on their behalf by:

MR. J.I. PECK

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31st DECEMBER 2002

1. DORMANT STATUS

The company was dormant (within the meaning of section 249AA of the Companies Act 1985) throughout the year ended 31st December 2002. The company has not traded during the year or during the preceding financial year. During these periods, the company received no income and incurred no expenditure and therefore made neither profit nor loss.

2. CREDITORS: Amounts falling due within one year

	2002 £	2001 £
Amounts owed to group undertakings	450	450

3. RELATED PARTY TRANSACTIONS

No transactions with related parties were undertaken such as are required to be disclosed under Financial Reporting Standard 8.

4. SHARE CAPITAL

Authorised share capit	e capita	are	sh	ed	ris	hο	uti	Α
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·		2002 £		2001 £
15,000 Ordinary shares of £1 each 5,000 Cumulative preference shares of £1 each	:h	15,000 5,000		15,000 5,000
		20,000		20,000
Allotted, called up and fully paid:	2002		2001	
	No	£	No	£
Ordinary shares of £1 each	15,000	15,000	15,000	15,000
Cumulative preference shares of £1 each	5,000	5,000	5,000	5,000
	20,000	20,000	20,000	20,000

5. ULTIMATE PARENT COMPANY

The ultimate holding company is Killgerm Group Limited, a company registered in England and Wales. The ultimate controlling party is Mr. J.I. Peck, the group managing director and majority shareholder.