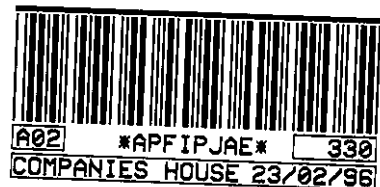


2654606

Reports and Financial Statements

Farebase Limited

Year Ended 31st October 1994



FAREBASE LIMITED
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FOR THE YEAR ENDED 31ST OCTOBER 1994

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COMPANY NUMBER:- 2654606

FAREBASE LIMITED
DIRECTORS' REPORT
FOR THE YEAR ENDED 31ST OCTOBER 1994

The directors present herewith their annual report, together with the financial statements of the company for the year ended 31st October 1994.

Results and Dividends

The loss for the year after taxation was £26,161.

The directors do not recommend payment of a dividend for the current year.

Review of the Business

The company's principal activity during the year was the the distribution of travel fare data.

The trend of increasing turnover is expected to be sustained in the foreseeable future, and the directors anticipate that future results will be satisfactory.

On 31st August 1995 there was a further allotment of 20,000 £1 ordinary shares.

Directors and their Interests

The directors of the company during the year and their interests in the share capital of the company at the beginning and end of the year were as follows:

	Number of shares	
	31st October 1994	1st November 1993
Mr J J Constantine	500	500
Mr A J Felton	500	500
Mr B Stevens	-	-

On 1st January 1996 Mr A. J. Felton resigned as a director of the company.

Fixed Assets

The movements in fixed assets during the year are set out in note 7 to the financial statements.

By Order of the Board


Mr J J Constantine
Secretary

16/2/ 1996

FAREBASE LIMITED
STATEMENT OF DIRECTORS' RESPONSIBILITIES

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 the profit or loss of the company for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- 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.

**ACCOUNTANTS' REPORT TO THE SHAREHOLDERS ON THE
UNAUDITED ACCOUNTS OF FAREBASE LIMITED**

We report on the accounts for the year ended 31st October 1994 set out on pages 4 to 11.

Respective Responsibilities of Directors and Reporting Accountant

As described on page 2 the company's directors are responsible for the preparation of the accounts, and they believe that the company is exempt from an audit. It is our responsibility to carry out procedures designed to enable us to report our opinion.

Basis of Opinion

Our work was conducted in accordance with the Statement of Standards for Reporting Accountants and so our procedures consisted of comparing the accounts with the accounting records and making such limited enquiries of the officers of the company as we considered necessary for the purposes of this report. These procedures provide only the assurance expressed in our opinion.

Opinion

In our opinion:

- (a) the accounts are in agreement with the accounting records kept by the company under section 221 of the Companies Act 1985.
- (b) having regard only to, and on the basis of, the information contained in those accounting records
 - 1. the accounts have been drawn up in a manner consistent with the accounting requirements specified in section 249 C (6) of the Act; and
 - 2. the company satisfied the conditions for exemption from an audit of the accounts for the year specified in section 249 A (4) of the Act and did not, at any time within that year, fall within any of the categories of companies not entitled to the exemption specified in section 249 B (1).

Quest Duthoit Ltd

Quest Duthoit Limited
Chartered Accountants

19 Farncombe Road
Worthing
West Sussex

19 / 2 / 1996

FAREBASE LIMITED
PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31ST OCTOBER 1994

			1994		1993
	Notes	£	£	£	£
Turnover	2		324,209		220,632
Cost of Sales			53,649		22,941
Gross Profit			<u>270,560</u>		<u>197,691</u>
Distribution costs		46,982		40,522	
Administrative expenses		246,098		149,595	
			<u>(293,080)</u>		<u>(190,117)</u>
Operating (Loss)/Profit	3/4		(22,520)		7,574
Interest receivable	5	1			
Interest payable	6	(3,642)		(2,599)	
			<u>(3,641)</u>	<u>(2,599)</u>	<u>(2,599)</u>
Accumulated (Loss)/Profit for the Year			(26,161)		4,975
Accumulated deficit brought forward			<u>(39,179)</u>		<u>(44,154)</u>
Accumulated (Deficit) Carried Forward			<u>£ (65,340)</u>	<u>£ (39,179)</u>	

1. None of the company's activities were acquired or discontinued during the year.
2. The total of recognised gains and losses during the year comprises only of the profit for the year.
3. There have been no movements in shareholders' funds other than the retained (Loss)/Profit for the year.

FAREBASE LIMITED
BALANCE SHEET AT 31ST OCTOBER 1994

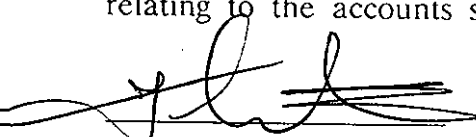
	Notes	£	1994 £	1993 £
Fixed Assets				
Tangible assets	7		47,948	26,796
Current Assets				
Debtors	8	16,206		14,179
Cash at bank and in hand		16,758		18
		<u>32,964</u>		<u>14,197</u>
Creditors - amounts falling due within one year	9	(129,359)		(72,991)
Net Current (Liabilities)			<u>(96,395)</u>	<u>(58,794)</u>
Total Assets less Current Liabilities			<u>(48,447)</u>	<u>(31,998)</u>
Creditors - amounts falling due after more than one year	10		(15,893)	(6,181)
Net (Liabilities)			<u>£ (64,340)</u>	<u>£ (38,179)</u>

Financed by:

Capital and Reserves

Called up share capital	11	1,000	1,000
Profit and loss account		(65,340)	(39,179)
		<u>£ (64,340)</u>	<u>£ (38,179)</u>

Approved by the Board of Directors on 16/2/ 1996 and signed on its behalf. The directors consider that the company is entitled to exemption from the requirement to have an audit under the provisions of Section 249 A(2) of the Companies Act 1985. Shareholders holding 10% or more of the company's share capital have not issued a notice requiring an audit. The directors acknowledge their responsibilities for ensuring that the company keeps accounting records which comply with section 221 of the Companies Act 1985, and for preparing accounts which give a true and fair view of the state of the affairs of the company as at the end of the financial year and of its loss for the year in accordance with the requirements of Section 226, and which otherwise comply with the requirements of the Act relating to the accounts so far as applicable to the company.


Mr J J Constantine
Director

Dated: 16/2/ 1996

FAREBASE LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST OCTOBER 1994

1. Accounting Policies

1.1 Accounting conventions

The financial statements are prepared under the historical cost convention.

1.2 Turnover

This represents the invoiced amounts of goods sold and services provided, net of value added tax.

1.3 Depreciation of tangible assets

Provision is made for depreciation on all tangible assets, at rates calculated to write off the cost or valuation, less estimated residual value, of each asset over its expected useful life, as follows:

Fixtures & fittings:	15 % per annum on a straight line basis
Computer equipment:	20 % per annum on a straight line basis
Motor vehicles:	25 % per annum on a straight line basis

1.4 Deferred taxation

Provision is made by the liability method for all timing differences which are expected to be reversed in the foreseeable future.

1.5 Leasing and hire commitments

Assets acquired under finance leases and hire purchase contracts are capitalised in the balance sheet and are depreciated over their useful lives.

The interest element of the instalments is charged to the profit and loss account over the period of the contract.

Rentals paid under operating leases are charged to the profit and loss account as incurred.

FAREBASE LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST OCTOBER 1994

2. Turnover

The turnover and pre-tax (loss)/profit are wholly attributable to the company's main activity.

The turnover arises entirely in the U.K.

3. Operating (Loss)/Profit	1994	1993
	£	£
This is stated after charging:		
Staff costs (see note 4)	94,308	50,213
Auditors' remuneration	-	1,927
Depreciation	10,586	4,632
Hire of equipment	3,180	1,420
	<u>94,308</u>	<u>50,213</u>

4. Employee Information	1994	1993
	£	£
4.1 Staff costs:		
Wages and salaries	86,655	45,869
Social security costs	7,653	4,344
	<u>£ 94,308</u>	<u>£ 50,213</u>

4.2 The average weekly number of employees (including directors) during the year was made up as follows:

Administration and selling	No. 8	No. 4
	<u>8</u>	<u>4</u>

4.3 Directors' emoluments:

Fees and salaries	25,000	25,000
	<u>£ 25,000</u>	<u>£ 25,000</u>

FAREBASE LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST OCTOBER 1994

5.	Interest Receivable	1994	1993
		£	£
	Bank interest receivable	<u>1</u>	<u>-</u>

6.	Interest Payable	1994	1993
		£	£
	On bank overdraft	775	1,544
	On lease and hire purchase contracts	2,437	1,055
	Other interest	430	-
		<u>£ 3,642</u>	<u>£ 2,599</u>

7.	Tangible Fixed Assets	Fixtures and fittings	Computer equipment	Motor vehicles	Total
		£	£	£	£
	Cost:				
	At 1st November 1993	11,632	11,715	13,123	36,470
	Additions	1,585	963	29,190	31,738
	At 31st October 1994	<u>13,217</u>	<u>12,678</u>	<u>42,313</u>	<u>68,208</u>
	Depreciation:				
	At 1st November 1993	2,926	186	6,562	9,674
	Charge for year	1,886	2,469	6,231	10,586
	At 31st October 1994	<u>4,812</u>	<u>2,655</u>	<u>12,793</u>	<u>20,260</u>
	Net book value at 31st October 1994	<u>£ 8,405</u>	<u>£ 10,023</u>	<u>£ 29,520</u>	<u>£ 47,948</u>
	Net book value at 31st October 1993	<u>£ 8,706</u>	<u>£ 11,529</u>	<u>£ 6,561</u>	<u>£ 26,796</u>

FAREBASE LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST OCTOBER 1994

Included in the amounts for fixed assets above are the following amounts relating to leased assets and assets which are subject to hire purchase contracts:

	Finance leases (Equipment)	Hire purchase contracts (Vehicle)
Cost:		
At 1st November 1993	£ 7,863	£ 13,123
At 31st October 1994	£ 7,863	£ 42,313
Accumulated depreciation:		
At 1st November 1993	£ 126	£ 6,562
At 31st October 1994	£ 1,699	£ 12,793
Depreciation charged during year	£ 1,573	£ 6,231
Net book value:		
At 31st October 1994	£ 6,164	£ 29,520
31st October 1993	<u>£ 7,737</u>	<u>£ 6,561</u>

8. Debtors	1994	1993
	£	£
Trade debtors	10,272	1,898
Prepayments	1,158	11,031
Directors' current accounts	4,776	1,250
	<u>£ 16,206</u>	<u>£ 14,179</u>

The maximum overdrawn balance on the directors' loan account was £4,776

FAREBASE LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST OCTOBER 1994

9. Creditors - Amounts Falling Due Within One Year	1994	1993
	£	£
Bank overdraft	27,841	10,200
Obligations under lease and hire purchase contracts	12,676	5,174
Trade creditors	33,853	21,203
Other taxes and social security costs	10,184	16,740
Directors' current accounts	26,767	10,465
Other creditors	1,444	-
Accruals	16,594	9,209
	<u>£ 129,359</u>	<u>£ 72,991</u>

The bank overdraft is secured by a fixed and floating charge over the assets of the company.

10. Creditors - Amounts Falling Due After More Than One Year	1994	1993
	£	£
Obligations under lease and hire purchase contracts	<u>15,893</u>	<u>6,181</u>

11. Share Capital	Authorised	Allotted, Issued and fully paid	
		1994	1993
	£	£	£
Ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>	<u>1,000</u>

12. Contingent Liabilities

The company may be subject to a claim of approximately £45,000, relating to one of its consultants. The claim has not yet commenced and the company will strongly contest any such action.

FAREBASE LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST OCTOBER 1994

13. Inherent Uncertainty

The results on page 4 show a further difficult year of trading. The company therefore continues to require the support of the bank and the directors.

The directors expect that the company will continue to operate within the facility agreed. The directors' views are based on their plans and discussions with the company's bankers but, inherently there can be no certainty in relation to these views.