Registered number 02733039

REGISTRAR'S COPY

Argo Holidays Limited

Report and Accounts

31 October 2005

A57
COMPANIES HOUSE

83 30/03/2006

Argo Holidays Limited Report and accounts Contents

	Page
Company information	1
Directors' report	2 - 3
Independent auditors' report	4
Consolidated profit and loss account	5
Consolidated balance sheet	6
Balance sheet	7
Consolidated cash flow statement	8
Notes to the accounts	9 - 16
The following pages do not form part of the statutory accounts:	
Profit and loss summary	17
Detailed profit and loss account	18

Argo Holidays Limited Company Information

Directors

G A Diamantaras esq A G Antoniou esq R J Allard esq AGS Travel Services Limited

Secretary

JP Secretarial Services Limited

Auditors

White Hart Associates LLP East House 109 South Worple Way London SW14 8TN

Bankers

The Royal Bank of Scotland plc 5/10 Great Tower Street London EC3P 3HX

The Cyprus Popular Bank Limited Laiki Bank 19 Fitzroy Street London W1P 6BQ

Registered office

100 Wigmore Street London W1U 3RJ

Registered number

02733039

Argo Holidays Limited Directors' Report

The directors present their report and accounts for the year ended 31 October 2005.

Principal activities and review of the business

The company's principal activity during the year continued to be that of tour operators, providing holiday arrangements and packages.

The results for the period under review reflect improved trading and a return to profitability. The directors believe the current year trading will continue to reflect this improved outlook.

Results and dividends

The profit for the period, after taxation, amounted to £34,215 (10 months to 31 October 2004 £234,421). The directors do not recommend a final ordinary dividend. This leaves a profit of £34,215 (10 months to 31 October 2004 - £234,421) to be retained.

Future developments

The directors aim to maintain the management policies which have resulted in the company's growth in recent years. They consider that the next year will show further controlled growth.

Directors

The directors who served during the year and their interests in the share capital of the company were as follows:

£1 Ordinary shares 31/10/2005 01/11/2004

A G Antoniou	-	_
G A Diamantaras	-	-
T Demetriou - (Resigned 24 October 2005)	-	_
R J Allard	-	_
AGS Travel Services Limited	397,500	397,500

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 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 financial statements, and
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for maintaining 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 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.

Argo Holidays Limited Directors' Report

Auditors

On 30 September 2005 White Hart Associates resigned as auditors and were replaced on 1 October 2005 by White Hart Associates LLP. White Hart Associates LLP, being eligible, have expressed their willingness to continue office in accordance with Section 385 of the UK Companies Act 1985.

This report was approved by the board on 23 March 2006.

JP Secretarial Services Limited

Secretary

Argo Holidays Limited

Independent auditors' report to the shareholders of Argo Holidays Limited

We have audited the accounts of Argo Holidays Limited for the year ended 31 October 2005 which comprise pages 5 to 16. These accounts have been prepared under the historical cost convention and the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the accounts in accordance with applicable law and United Kingdom Accounting Standards.

Our responsibility is to audit the accounts in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the accounts give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Directors' Report is not consistent with the accounts, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with United Kingdom 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 the group and the company's affairs as at 31 October 2005 and of its profit for the period then ended and have been properly prepared in accordance with the Companies Act 1985.

White Hart Associates LLP

Registered auditors

East House

109 South Worple Way

London

SW148TN

23 March 2006

Argo Holidays Limited Consolidated Profit and Loss Account for the year ended 31 October 2005

	Notes	12 months 2005 £	10 months 2004 £
Turnover	2	37,108,940	32,700,021
Cost of sales		(33,819,281)	(29,779,654)
Gross profit		3,289,659	2,920,367
Administrative expenses		(3,251,302)	(2,693,772)
Operating profit	3	38,357	226,595
Interest receivable Interest payable	6	7,957 (3)	10,391 -
Profit on ordinary activities before taxation		46,311	236,986
Tax on profit on ordinary activities	7	(12,096)	(2,565)
Profit for the financial year		34,215	234,421
Retained profit for the financial year	15	34,215	234,421

Continuing operations

None of the company's activities were acquired or discontinued during the above two financial years.

Statement of total recognised gains and losses

The company has no recognised gains or losses other than the profit for the above two financial years.

Argo Holidays Limited Balance Sheet as at 31 October 2005

Consolidated	Notes		2005 £		2004 £
Fixed assets Tangible assets	8		175,374		97,917
Current assets Debtors Cash at bank and in hand	10	3,531,740 660,148 4,191,888		2,180,949 895,019 3,075,968	
Creditors: amounts falling due within one year	11	(2,966,553)		(1,817,346)	
Net current assets			1,225,335		1,258,622
Total assets less current liabilities		-	1,400,709	-	1,356,539
Creditors: amounts falling due after more than one year	12		(148,000)		(148,000)
Provisions for liabilities and charges Deferred taxation Other provisions	13		(3,591) -		6,364 -
		- -	1,249,118	 -	1,214,903
Capital and reserves Called up share capital Profit and loss account	14 15		1,126,500 122,618		1,126,500 88,403
Shareholders' funds: Equity Non-equity			520,118 729,000		485,903 729,000
	16		1,249,118	-	1,214,903

G N Los esq for and on behalf of AGS Travel Services Limited

Approved by the board on 23 March 2006

Argo Holidays Limited Balance Sheet as at 31 October 2005

Company	Notes		2005 £		2004 £
Fixed assets Tangible assets Investments	8 9	-	175,374 2,000 177,374	_	97,917 2,000 99,917
Current assets Debtors Cash at bank and in hand	10	3,516,584 660,148 4,176,732		2,179,967 895,019 3,074,986	
Creditors: amounts falling due within one year	11	(2,962,325)		(1,818,401)	
Net current assets	-		1,214,407		1,256,585
Total assets less current liabilities		_	1,391,781	_	1,356,502
Creditors: amounts falling due after more than one year	12		(148,000)		(148,000)
Provisions for liabilities and charges Deferred taxation	13	- - 	(3,591) (3,591) 1,240,190	- - - -	6,364 6,364 1,214,866
Capital and reserves Called up share capital Profit and loss account	14 15		1,126,500 113,690		1,126,500 88,366
Shareholders' funds: Equity Non-equity	16	[511,190 729,000 1,240,190		485,866 729,000 1,214,866

G N Los esq for and on behalf of AGS Travel Services Limited Director

Approved by the board on 23 March 2006

Argo Holidays Limited Consolidated Cash Flow Statement for the year ended 31 October 2005

	Notes	2005	2004
Reconciliation of operating profit to net cash inflow from operating activities		£	£
Operating profit Depreciation charges (Increase)/decrease in debtors Increase in creditors		38,357 52,603 (1,350,791) 1,156,625	226,595 19,884 181,566 2,490
Net cash (outflow)/inflow from operating activities		(103,206)	430,535
CASH FLOW STATEMENT			
Net cash (outflow)/inflow from operating activities		(103,206)	430,535
Returns on investments and servicing of finance	17	7,954	10,391
Taxation		(9,559)	-
Capital expenditure	17	(130,060) (234,871)	(46,586) 394,340
(Decrease)/increase in cash		(234,871)	394,340
Reconciliation of net cash flow to movement in net	debt		
(Decrease)/increase in cash in the period		(234,871)	394,340
Change in net debt	18	(234,871)	394,340
Net funds at 1 November		895,019	500,679
Net funds at 31 October		660,148	895,019

1 Accounting policies

Accounting convention

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

Basis of consolidation

The consolidated profit and loss account and balance sheet include the financial statements of the company and its subsidiary undertaking made up to 31 October 2005. Intra - group sales and profit are eliminated on consolidation.

Comparatives

The comparatives are for the ten month period 1st January 2004 to 31 October 2004

Depreciation

Depreciation is provided on all tangible fixed assets, other than freehold land, at rates calculated to write off the cost, less estimated residual value, of each asset evenly over its expected useful life, as follows:

Motor vehicles 20% on written down value Office furniture and equipment 15% on written down value Computer equipment 25% on cost

Deferred taxation

Full provision is made for deferred taxation resulting from timing differences between the recognition of gains and losses in the accounts and their recognition for tax purposes.

Deferred tax is calculated at the tax rates which are expected to apply in the periods when the timing differences will reverse, and discounted to reflect the time value of money using rates based on the post-tax yields to maturity that could be obtained at the balance sheet date on government bonds with similar maturity dates.

Foreign currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the balance sheet date. All differences are taken to the profit and loss account.

Pensions

The company operates a money purchase pension arrangement for one of its directors and all of its employees. Contributions are charged to the profit and loss account as they become payable in accordance with the rules of the scheme.

2 Turnover

Turnover represents the sales of holiday packages, air travel and tickets, less refunds to clients during the period net of value added tax under the Tour Operator Margin Scheme.

3	Operating profit	2005 £	2004
	This is stated after charging:	τ.	£
	Depreciation of owned fixed assets Auditors' remuneration	52,603 14,000	19,884 13,500
4	Directors' emoluments	2005 £	2004 £
	Emoluments Company contributions to money purchase pension schemes	191,667 8,950 200,617	80,167 2,250 82,417
	Additional, payments for consultancy services amounting to £36 made to a company controlled by R J Allard.	,000 (2004 - £3	30,000) were
	Number of directors in company pension schemes:	2005 Number	2004 Number
	Money purchase schemes	1	1
5	Staff costs	2005 £	2004 £
	Wages and salaries Severance pay Other pension costs	1,313,837 23,019 18,026 1,354,882	784,370 8,730 5,484 798,584
	Average number of employees during the year	Number	Number
	Administration	65	36
6	Interest payable	2005 £	2004 £
	Bank loans and overdrafts	3	-

7	Taxation	2005	2004
	Analysis of charge in period	£	£
	Current tax:		
	UK corporation tax on profits of the period	1,511	8,929
	Adjustments in respect of previous periods	630	
		2,141	8,929
	Deferred tax:		
	Origination and reversal of timing differences	9,955	(6,364)
	The state of the s	0,000	(0,001)
	Tax on profit on ordinary activities	12,096	2,565
	Tan an promon artifact y definition		
	Factors affecting tax charge for period The differences between the tax assessed for the period and the s are explained as follows:	tandard rate of co	rporation tax
		2005	2004
		£	£
	Profit on ordinary activities before tax	46,311	236,986
	Standard rate of corporation tax in the UK	30%	
			30%
		£	30% £
	Profit on ordinary activities multiplied by the standard rate of		£
	Profit on ordinary activities multiplied by the standard rate of corporation tax	£ 13,893	
			£
	corporation tax		£
	Effects of: Expenses not deductible for tax purposes Capital allowances for period in excess of depreciation	13,893	£ 71,096
	corporation tax Effects of: Expenses not deductible for tax purposes Capital allowances for period in excess of depreciation Trading losses utilised	13,893 (1,045)	£ 71,096 3,921
	Effects of: Expenses not deductible for tax purposes Capital allowances for period in excess of depreciation	13,893 (1,045) (2,954)	£ 71,096 3,921 (3,440)
	corporation tax Effects of: Expenses not deductible for tax purposes Capital allowances for period in excess of depreciation Trading losses utilised	13,893 (1,045) (2,954) (8,383)	£ 71,096 3,921 (3,440)

8	Tangible fixed assets
	Group and company

	Plant and machinery £
Cost	
At 1 November 2004	453,176
Additions	130,060
At 31 October 2005	583,236
Depreciation	
At 1 November 2004	355,25 9
Charge for the year	52,603
At 31 October 2005	407,862
Net book value	
At 31 October 2005	175,374
At 31 October 2004	97,917

9 Investments

The company holds 20% or more of the share capital of the following companies:

Company	Country of registration	Shares held	
	or incorporation	Class	%
Argo Aviation Limited	England and Wales	Ordinary	100

This represents the company's investment in Argo Aviation Limited, a company incorporated in England. The principal activity of the subsidiary is the sale of air travel, and the company holds 100% of the issued share capital of 2,000 £1 ordinary shares.

10 Debtors Group	2005 £	2004 £
Trade debtors Amounts owed by group undertakings and undertakings in which	1,348,401	984,873
the company has a participating interest	1,547,640	833,907
Other debtors	125,418	76,434
Prepayments and accrued income	510,281	285,735
	3,531,740	2,180,949
Company	2005 £	2004 £
Trade debtors Amounts owed by group undertakings and undertakings in which	1,348,401	984,873
the company has a participating interest	4 550 000	932 007
	1,558,068	833,907
Other debtors	99,834	75,452
Prepayments and accrued income	510,281	285,735
	3,516,584	2,179,967

11	Creditors: amounts falling due within one year Group	2005 £	2004 £
	Trade creditors Amounts owed to group undertakings and undertakings in which	887,574	293,790
	the company has a participating interest	1,779,919	213,304
	Corporation tax	1,511	8,929
	Other taxes and social security costs	42,908	42,692
	Other creditors	213,304	1,160,691
	Accruals and deferred income	41,337	97,940
		2,966,553	1,817,346
	Creditors: amounts falling due within one year	2005	2004
	Company	£	£
	Trade creditors Amounts owed to group undertakings and undertakings in which	887,574	293,790
	the company has a participating interest	1,779,919	219,323
	Corporation tax	1,511	8,929
	Other taxes and social security costs	42,908	42,692
	Other creditors	209,076	1,155,727
	Accruals and deferred income	41,337	97,940
		2,962,325	1,818,401
12	Creditors: amounts falling due after one year	2005	2004
'-	Group and company	£	£
	Other loans	148,000	148,000
The above interest free loans made to the company are subject to a subordinated favour of the Civil Aviation Authority and cannot be repaid without their prior written			_
13	Deferred taxation	2005	2004
		£	£
	Accelerated capital allowances	3,591	(6,364)
	Undiscounted provision for deferred tax	3,591	(6,364)
		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	(-,)
		2005 £	2004 £
	At 4 Navanikas	(6.004)	
	At 1 November	(6,364)	(6.364)
	Deferred tax charge in profit and loss account	9,955	(6,364)
	At 31 October	3,591	(6,364)

14 Share capital			2005	2004
			£	£
Authorised:				
Ordinary shares of £1 each			500,000	500,000
preference shares of £1 each			1,000,000	1,000,000
			1,500,000	1,500,000
	2005	2004	2005	2004
	No	No	£	£
Allotted, called up and fully paid:				
Ordinary shares of £1 each	397,500	397,500	397,500	397,500
preference shares of £1 each	729,000	729,000	729,000	729,000
			1,126,500	1,126,500

Redeemable shares have the following attached rights.

- (a) No right to receive a dividend, however the shares shall rank for payment of a dividend in priority to any other class of shares.
- (b) Right to repayment of capital paid on the shares, on a winding up, ranking in priority to any other class of shares.
- (c) The company may redeem all or part of the capital paid on the shares after 1 June 2000, provided the share, is a fully paid share, and 3 months or more notice is given to the shareholders.
- (d) Right to receive notice and vote at a general meeting for consideration of winding up the company, sale of the undertaking of the company, alteration of the company objects or varying or abrogating the rights or priviledges attached to the preference shares.

15 Profit and loss account Group	2005 £	2004 £
At 1 November	88,403	(146,018)
Retained profit	34,215	234,421
At 31 October	122,618	88,403
Profit and loss account	2005	2004
Company	£	£
At 1 November	88,366	(148,409)
Retained profit	25,324	236,775
At 31 October	113,690	88,366

16	Reconciliation of movement in shareholders' funds Group			2005 £	2004 £
	At 1 November Profit for the financial year			1,214,903 34,215	980,482 234,421
	At 31 October			1,249,118	1,214,903
	Reconciliation of movement in s Company	hareholders' f	unds	2005 £	2004 £
	At 1 November Profit for the financial year			1,214,866 34,215	978,091 236,775
	At 31 October			1,249,081	1,214,866
17	Gross cash flows			2005 £	2004 £
	Returns on investments and ser- Interest received Interest paid	vicing of finan	ce	7,957 (3) 7,954	10,391
	Capital expenditure Payments to acquire tangible fixed assets			(130,060)	(46,586)
18	Analysis of changes in net debt	At 1 Nov 2004	Cash flows	Non-cash changes	At 31 Oct 2005
	Cash at bank and in hand	£ 895,019	£ (234,871)	£	£ 660,148
	Total	895,019	(234,871)		660,148

19 Pension commitments

The company operates money purchase arrangments for one of its directors and all its employees. During the period contributions amounting to £26,976 (Period to 31 October 2004 - £7,734) were paid into the schemes.

20 Other financial commitments

At the year end the company had annual commitments under non-cancellable operating leases as set out below:

	Land and buildings 2005	Land and buildings 2004	Other 2005	Other 2004
	£	£	£	£
Operating leases which expire:				
in over five years	117,500			

21 Contingent liabilities

At 31st October 2005, there were contingent liabilities outstanding in respect of counter indemnities and guarantees given by the company and the group, in the normal course of business, to the group's bond insurance obligors in respect of various travel bonds, amounting to £3,918,000 (31st October 2004 - £5,295,643).

An amount of £431,250 was received by this company in respect of an incentive for the acquisition of Jetlife Limited by a subsidiary of Interargo Travel Group Limited. The amounts received or receivable formed part of the acquisition of the aforementioned company on 8 April 2003. In terms of the incentive, if any of the companies who are members of Interargo Travel Group Limited transport passengers under the terms of the agreement, an amount of £2.50 per passenger is payable up to a maximum of £200,000. This company is guarantor of this agreement which covers passengers carried up to and including 31 December 2006.

22 Related parties

The company has taken advantage of the exemptions conferred by FRS No.8 and has not disclosed related party transactions with other group undertakings.

23 Ultimate holding company

The ultimate holding company and the ultimate controlling party is Interargo Travel Group Limited, a company incorporated in Cyprus. Copies of the group financial statements can be obtained from Thessaloniki Str, Nicolaou Pentadromos CTR, 5th Floor, Limassol, Cyprus.