

**Flying Colours Leisure Group Limited**  
**Annual report**  
**for the year ended 30 September 2009**

**Registered number 3124442**



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# **Flying Colours Leisure Group Limited**

## **Contents**

### **Page**

<b>Directors' report</b>	<b>2</b>
<b>Balance sheet</b>	<b>3</b>
<b>Notes to the financial statements</b>	<b>4 - 8</b>

# **Flying Colours Leisure Group Limited**

## **Directors' report**

The directors present their annual report on the affairs of the company, together with the financial statements. The company has adopted International Financial Reporting Standards ('IFRS') in preparation of financial statements.

## **Business review and principal activity**

The company is dormant and has not traded during the year and there are no plans to commence trading activities in the foreseeable future.

## **Directors**

The directors who served throughout the year were as follows:

C J Gadsby  
D M W Hallisey

## **Company Secretary**

D M W Hallisey

## **Statement of directors' responsibilities in respect of the Annual Report and the financial statements**

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. Under company law the directors must not approve the financial statements unless they are satisfied that they 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 these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently,
- make judgments and accounting estimates that are reasonable and prudent,
- state whether applicable International Financial Reporting Standards (IFRSs) as adopted by the European Union have been followed, subject to any material departures disclosed and explained in the financial statements,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors confirm that they have complied with the above requirements in preparing the financial statements.

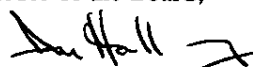
The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

## **Disclosure of information to auditors**

For the year ended 30 September 2009 the company was entitled to the exemption under section 480 of the Companies Act 2006. Members have not required the company to obtain an audit in accordance with section 476 of the Companies Act 2006.

The Thomas Cook Business Park  
Coningsby Road  
Peterborough  
Cambs  
PE3 8SB

By order of the Board,



D M W Hallisey, Company Secretary  
2<sup>nd</sup> June 2010

# Flying Colours Leisure Group Limited

## Balance Sheet

As at 30 September 2009

	Note	2009 £'000	2008 £'000
<b>Non-current assets</b>			
Investments in subsidiary undertakings	3	2,290	2,290
		2,290	2,290
<b>Current assets</b>			
Trade and other receivables	4	65,029	65,029
<b>Total assets</b>		67,319	67,319
<b>Current liabilities</b>			
Trade and other payables	5	(9,527)	9,527
<b>Net assets</b>		57,792	57,792
<b>Equity</b>			
Called up share capital	6	8,376	8,376
Share premium	7	39,643	39,643
Retained earnings	7	9,773	9,773
<b>Equity attributable to equity holders of the parent</b>	7	57,792	57,792
<b>Equity may be analysed as:</b>			
Equity interests		9,802	9,802
Non equity interests		47,990	47,990
		57,792	57,792

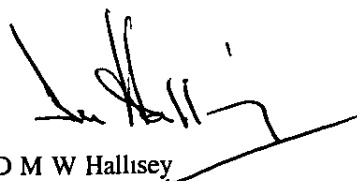
Advantage has been taken of the audit exemption available for dormant companies conferred by section 480 of the Companies Act 2006

Members have not required the company to obtain an audit of the financial statements for the year ended 30 September 2009 in accordance with section 476 of the Companies Act 2006

The directors acknowledge their responsibility for

- (1) Ensuring the company keeps accounting records which comply with 386 of the Companies Act 2006, and
- (2) 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 394 of the Companies Act 2006, and which otherwise comply with the requirements of the Companies Act 2006 relating to financial statements, so far as applicable to the company

The financial statements were approved by the board of directors and authorised for issue on 2<sup>nd</sup> June 2010  
They were signed on its behalf by.



D M W Hallisey  
Director

# **Flying Colours Leisure Group Limited**

## **Notes to the financial statements**

### **Year ended 30 September 2009**

#### **1 General Information**

Flying Colours Leisure Group Limited is a company incorporated in England and Wales under the Companies Act 2006. The address of its registered office is The Thomas Cook Business Park, Coningsby Road, Peterborough, PE3 8SB. The nature of the company's operation and its principal activities are set out in the Directors' report. These financial statements are presented in pounds sterling because that is the currency of the primary economic environment in which the company operates. The company is a wholly-owned subsidiary company and is included within the audited consolidated financial statements of Thomas Cook Group plc, a company incorporated in England and Wales which have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union and filed with the Registrar of Companies. The company is therefore exempt from the obligation to prepare consolidated financial statements in accordance with section 228 of the Companies Act 2006.

At the date of authorisation of these financial statements, the following Standards and interpretations that are expected to impact on the Company but which have not been applied in these financial statements were in issue but not yet effective:

IFRS 8 'Operating segments', issued in November 2006, effective for periods beginning on or after 1 January 2009. This may change the way in which we report operating segments in the future.

IFRS 3 (Revised) 'Business combinations', effective prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after 1 July 2009. This will significantly change the recognition of goodwill, acquisition costs and contingent consideration relating to future acquisitions.

IFRS 27 (Amendment) 'Consolidated and separate financial statements' is effective for annual periods beginning on or after 1 July 2009. The revised standard requires different accounting treatment for minority interest but it is not expected to affect the Company's financial results or position materially.

IAS 28 (Amendment) 'Investments in associates', and amendments to IAS 31, 'Interests in joint ventures' (with consequential amendments to IAS 32, 'Financial instruments: presentation' and IFRS 7, 'Financial instruments: disclosures'), effective for annual periods beginning on or after 1 January 2009. These amendments are part of the IASB's annual improvements project published in May 2008 and will change the disclosure requirements for investments accounted for in accordance with IAS 39 'Financial instruments: recognition and measurement'. The adoption of these amendments is not expected to have material impact on the Company.

IFRS 2 (Amendment) 'Share based payment', effective for annual periods beginning on or after 1 January 2009. This provides a definition of vesting conditions and specifies the accounting treatment for non-vesting conditions. It is not expected to materially affect the share based payment charge recognised in the Company accounts.

IAS 23 (Amendment) 'Borrowing Costs', revised version issued in March 2007, effective for annual periods beginning on or after 1 January 2009. This eliminates borrowing costs when they are incurred and is not expected to have a material impact to the Company.

IFRS 7 (Amendment) 'Financial instruments – disclosures', effective 1 January 2009. The amendment requires enhanced disclosures about fair value and measurement risk. As the change only results in disclosure changes there is no impact on the results of the Company.

# Flying Colours Leisure Group Limited

## Notes to the financial statements

Period ended 30 September 2009

### 1 General information (continued)

IAS 1 (Revised) 'Presentation of financial statements', is effective for annual period beginning on or after 1 January 2009. This requires the reconciliation of movements in equity to be presented as a primary financial statement and increased disclosures when there is a restatement of comparatives. Adopting this standard will not affect the recognition or measurement of any transactions or events.

IAS 32 (Amendment) 'Financial statement Presentation', issued in February 2008, effective for annual periods beginning on or after 1 January 2009. This clarifies the treatment of puttable financial instruments. The adoption of this amendment is not expected to have a material impact on the Company.

IAS 38 (Amendment) 'Intangible assets', effective for annual periods beginning on or after 1 January 2009. The amendment is part of the IASB's annual improvements project published in May 2008. This will change the way in which the Company accounts for brochure costs.

IFRIC 13 'Customer loyalty programmes', issued in June 2007, effective for annual periods beginning on or after 1 January 2009. The interpretation is not expected to have a material impact on the Company.

IFRIC 14 'IAS 19 – The limit on a defined benefit asset, minimum funding requirements and their interaction', issued in July 2007, effective for periods beginning on or after 1 January 2009. The interpretation is not expected to have a material impact on the Company.

Directors anticipate that the company will adopt these standards and interpretations on their effective dates.

### 2 Significant accounting policies

The principal accounting policies applied in the preparation of the financial information presented in this document are set out below. These policies have been applied consistently to the periods presented, unless otherwise stated.

#### *Basis of preparation*

These financial statements have been prepared in accordance with IFRSs as adopted by the EU and IFRIC interpretations and with those parts of the Companies Act 2006 applicable to Companies reporting under IFRS.

The financial statements have been prepared under the historical cost convention except for the revaluation of certain financial instruments. The principal accounting policies adopted are set out below.

#### *Income statement presentation*

As the company has not traded during the period, an income statement has not been prepared.

#### *Financial instruments*

Given the simple nature of the company's operations, the directors do not believe that the company has any material exposure to price risk, credit risk, liquidity risk or cash flow risk. As such, no sensitivity analysis of the impact of reasonably possible changes in these risk variables on the company has been presented.

#### *Critical judgements and key sources of estimation uncertainty*

Given the simple nature of the company's operations, the directors do not believe there are any critical judgements or key sources of estimation uncertainty in the preparation of these financial statements.

# Flying Colours Leisure Group Limited

## Notes to the financial statements

Year ended 30 September 2009

### 3 Investments in subsidiary undertakings

	Shares in group undertakings £'000
<b>Cost</b>	
At 1 October 2008 and 30 September 2009	2,290

Flying Colours Leisure Group Limited has an interest in the following subsidiary undertakings. In order to avoid a statement of excessive length, details concerning investments, which are not significant, have been omitted.

Name of subsidiary	Country of incorporation	Principal activity	Direct interest in equity Capital %
Flying Colours Aviation Limited	England and Wales	Dormant	100
Flying Colours Holidays Limited	England and Wales	Dormant	100
Flying Colours Trustees Limited	England and Wales	Dormant	100
Sunset Development Limited	England and Wales	Dormant	100
Sunset Holidays plc	England and Wales	Dormant	5

### 4 Trade and other receivables

	2009 £'000	2008 £'000
Amounts due from parent undertakings	64,902	64,902
Other receivables	127	127
<b>Total</b>	<b>65,029</b>	<b>65,029</b>

All of the above financial assets are categorised as loans and receivables for the purposes of IFRS 7, "Financial instruments: Disclosures". The directors consider that the carrying amount of other receivables approximates their fair value.

#### Credit quality of financial assets

The company's only financial assets are other receivables, and as such the company's credit risk is attributable to these other receivables. An allowance for impairment is made where there is an identified loss event which, based on previous experience, is evidence of a reduction in the recoverability of the cash flows. No impairments have been made against these financial assets, and none of these assets are overdue.

These receivables are not subject to restrictions on title and no collateral is held as security. All these financial assets are denominated in pound sterling.

# Flying Colours Leisure Group Limited

## Notes to the financial statements Year ended 30 September 2009

### 5 Trade and other payables

	2009	2008
	£'000	£'000
Amounts owed to parent undertakings	9,527	9,527

All of the above financial liabilities are categorised as financial liabilities at amortised cost for the purposes of IFRS 7, "Financial instruments Disclosures". The directors consider that the carrying amount of other payables approximates their fair value.

### 6 Called up share capital

	2009	2008
	£'000	£'000
<b>Authorised:</b>		
4,000,000 cumulative redeemable 'AA' preference shares of £0.10 each	400	400
6,371,429 redeemable 'A' preference shares of £0.10 each	637	637
7,151,923 redeemable 'C' preference shares of £0.10 each	715	715
170,000 redeemable 'D' preference shares of £0.01 each	2	2
714,872,263 deferred shares of £0.01 each	7,149	7,149
10,000 new ordinary shares of £1 each	10	10
<b>Total</b>	<b>8,913</b>	<b>8,913</b>
<b>Allotted, issued and fully paid:</b>		
4,000,000 cumulative redeemable 'AA' preference shares of £0.10 each	400	400
6,371,429 redeemable 'A' preference shares of £0.10 each	637	637
7,151,923 redeemable 'C' preference shares of £0.10 each	715	715
130,333 redeemable 'D' preference shares of £0.01 each	1	1
661,251,966 deferred shares of £0.01 each	6,613	6,613
9,650 new ordinary shares of £1 each	10	10
<b>Total</b>	<b>8,376</b>	<b>8,376</b>

No dividends are payable on any shares other than the 9,650 new ordinary shares of £1 each.

The cumulative redeemable 'AA' preference shares, the redeemable 'A' preference shares and the redeemable 'C' preference shares are redeemable at £1 per share on 30 June 2015.

On realisation (as defined in the Articles), or a winding up, the cumulative redeemable 'AA' preference shares rank ahead of all other classes of share. Thereafter the redeemable 'A' preference shares, the redeemable 'C' preference shares and the redeemable 'D' preference shares rank in specified proportions, depending on the realisation or winding up proceeds.

The redeemable 'A' preference shares and the redeemable 'C' preference shares have voting rights in all circumstances. In certain limited circumstances where the Additional Capital Procedure (as defined in the Articles) is being followed the cumulative redeemable 'AA' preference shares have voting rights. In certain other limited circumstances where an alteration of class right is involved, the redeemable 'D' preference shares and the deferred shares have voting rights.



# Flying Colours Leisure Group Limited

## Notes to the financial statements

Year ended 30 September 2009

### 7 Statement of changes in shareholders' equity

	Share Capital £'000	Share Premium £'000	Retained earnings £'000	Shareholders' equity £'000
Balance as at 1 November 2007	8,376	39,643	9,773	57,792
Net profit for the year	-	-	-	-
Balance at 30 September 2008	8,376	39,643	9,773	57,792
Net profit for the year	-	-	-	-
Balance at 30 September 2009	8,376	39,643	9,773	57,792

### 8 Related party transactions

Transactions between the company and other members of the Thomas Cook Group plc are disclosed below

Trading transactions	Amounts owed by related parties		Amounts owed to related parties	
	2009 £'000	2008 £'000	2009 £'000	2008 £'000
Parent and fellow subsidiary undertakings	64,902	64,902	(9,527)	(9,527)

The amounts outstanding are unsecured and will be settled in the normal course of business. No guarantees have been given or received. No provisions have been made for doubtful debts in respect of the amounts owed by related parties.

### 9 Ultimate controlling party

The company is a subsidiary of Thomas Cook Tour Operations Limited, which is incorporated in England and Wales.

Thomas Cook Group PLC, incorporated in England and Wales, is the company's ultimate parent company.

The smallest group in which the results of the company are consolidated is that of which Thomas Cook Group PLC is the parent company. The consolidated accounts of Thomas Cook Group PLC may be obtained from 6th Floor South, Brettenham House, Lancaster Place, London, WC2E 7EN.

### 10 Post balance sheet events

There are no events that have occurred after the balance sheet date that will affect the future of Flying Colours Leisure Group Limited.