

Bass Travel Supplies Limited
Annual report and financial statements
for the year ended 31 October 2000

Registered Number 3139703



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for the year ended 31 October 2000

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Bass Travel Supplies Limited

Directors and Advisors for the year ended 31 October 2000

Directors

C J Crone

T D James

D O Maloney

Secretary

A Russell

Auditors

PricewaterhouseCoopers

101 Barbirolli Square

Lower Mosley Street

Manchester

M2 3PW

Bankers

Lloyds TSB

98 Stamford New Road

Altrincham

Cheshire

WA14 1DG

Registered Office

Thomson Travel Group PLC

Greater London House

Hampstead Road

London

NW1 7SD

Registered Number

3139703

Bass Travel Supplies Limited

Directors' report for the year ended 31 October 2000

The directors present their report and the audited financial statements of the company for the year ended 31 December 2000.

Principal activities

The company acts as a transport broker and purchaser of goods and services on behalf of Bass Travel Limited.

Review of business and future developments

The directors consider that both the level of business and the year end financial position were satisfactory, and expect that the present level of activity will be sustained for the foreseeable future.

Results and dividends

During the year the company achieved a profit on ordinary activities after taxation of £1,088,837 (1999: £Nil).

The directors propose a dividend of £1,088,837 (1999: £Nil).

Directors and their interests

The directors who held office during the year are given below:

P R Chappelow	- Resigned on 10 July 2000
S M Rushton	- Resigned on 1 September 2000
M Parry	- Resigned on 10 July 2000
D O Maloney	- Appointed on 10 July 2000
C J Crone	
T D James	

Introduction of the euro

During the year we have appointed a full-time project manager and undertaken a high-level analysis of the introduction of the Euro.

Statement of directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year that 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.

The directors confirm that suitable accounting policies have been used and applied consistently. They also confirm that reasonable and prudent judgements and estimates have been made in preparing the financial statements for the year ended 31 October 2000 and that applicable accounting standards have been followed.

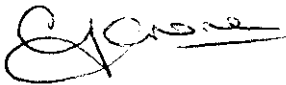
The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Bass Travel Supplies Limited

Auditors

The auditors, PricewaterhouseCoopers, have indicated their willingness to continue in office, and a resolution concerning their reappointment will be proposed at the Annual General Meeting.

By order of the Board



C J Crone
Director

19 April 2001

Bass Travel Supplies Limited

Auditors' report to the members of Bass Travel Supplies Limited

We have audited the financial statements on pages 5 to 10, which have been prepared under the historical cost convention and the accounting policies set out on page 7.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the Annual Report. As described on page 2, this includes responsibility for preparing the financial statements, in accordance with applicable United Kingdom accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and our profession's ethical guidance.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the United Kingdom Companies Act. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, 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 is not disclosed.

We read the other information contained in the Annual Report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements.

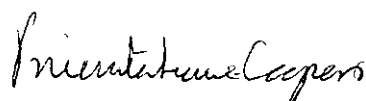
Basis of audit opinion

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.

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs at 31 October 2000 and of its results for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



PricewaterhouseCoopers

Chartered Accountants and Registered Auditors

Manchester

19 April 2001

Bass Travel Supplies Limited

Profit and loss account for the year ended 31 October 2000

	Notes	2000 £	1999 £
Continuing operations			
Turnover		3,217,500	2,456,258
Cost of sales		(1,161,118)	(990,426)
Gross profit		2,056,382	1,465,832
Administrative expenses		(500,901)	(1,465,832)
Operating profit		1,555,481	-
Profit on ordinary activities before taxation	1	1,555,481	-
Taxation (current year corporation tax at 30%)		(466,644)	-
Profit on ordinary activities after taxation		1,088,837	
Dividend payable		(1,088,837)	
Retained profit for the year	6,7	-	-

The company has no recognised gains and losses other than those included in the results above, and therefore no separate statement of total recognised gains and losses has been presented.

There is no difference between the profit on ordinary activities before taxation and the result for the year stated above, and their historical cost equivalents.

Bass Travel Supplies Limited

Balance sheet as at 31 October 2000

	Notes	2000 £	1999 £
Current assets			
Cash		1,000	-
Debtors	3	1,596,483	41,147
Creditors: amounts falling due within one year	4	(1,562,133)	(5,797)
Net current assets		35,350	35,350
Net assets		35,350	35,350
Capital and reserves			
Called up share capital	5	2,000	2,000
Profit and loss account	6	33,350	33,350
Shareholders' funds	7	35,350	35,350

The financial statements on pages 5 to 10 were approved by the board of directors on 19 April 2001 and were signed on its behalf by:



C J Crone
Director

Bass Travel Supplies Limited

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, which have been applied consistently, is set out below:

Basis of accounting

The financial statements are prepared in accordance with the historical cost convention.

Turnover

Turnover represents amounts receivable for goods and services net of value added tax and trade discounts. All turnover arose in the United Kingdom.

Deferred taxation

Deferred taxation is provided on the liability method in respect of the taxation effects of material timing differences to the extent that it is probable that a liability or an asset will crystallise.

Cash flow statement

The company has taken advantage of the exemption under FRS 1 (revised) and not published a cash flow statement. The cash flows of the company are included in the consolidated cash flow statement of Thomson Travel Group plc.

Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate of exchange on the day the transaction occurs or at the contracted rate if the transaction is covered by a forward exchange contract. All differences are taken to the profit and loss account.

Bass Travel Supplies Limited

Notes to the financial statements for the year ended 31 October 2000

1 Profit on ordinary activities before taxation

	2000 £	1999 £
Profit on ordinary activities before taxation is stated after charging the following amounts:		
Auditors' remuneration	-	-
Management charge	500,000	-

2 Employee information

The average monthly number of persons (including executive directors) employed by the company during the year was Nil (1999: Nil). No remuneration was paid during the year (1999: Nil).

3 Debtors

	2000 £	1999 £
Amounts owed by parent and fellow subsidiary undertakings	1,596,483	39,882
Prepayments	-	1,250
Other debtors	-	15
	1,596,483	41,147

4 Creditors: amounts falling due within one year

	2000 £	1999 £
Bank overdraft	-	3,038
Trade creditors	1,186	1,718
Corporation tax	467,611	967
Accruals	4,499	-
Other creditors	-	74
Dividends payable to group companies	1,088,837	-
	1,562,133	5,797

Bass Travel Supplies Limited

5 Called up share capital

	2000 £	1999 £
Authorised		
100,000 ordinary shares of £1 each	100,000	100,000
Issued and fully paid		
2,000 ordinary shares of £1 each	2,000	2,000

6 Profit and loss account

	Profit and loss account £
At 1 November 1999	33,350
Retained profit for the year	-
At 31 October 2000	33,350

7 Reconciliation of movements in shareholders' funds

	2000 £	1999 £
Profit for the financial year	-	-
Net addition to shareholders' funds	-	-
Opening shareholders' funds	35,350	35,350
Closing shareholders' funds	35,350	35,350

8 Related party transactions

The company has taken exemption under Financial Reporting Standard 8 not to disclose related party transactions as a wholly owned subsidiary.

Bass Travel Supplies Limited

9 Ultimate parent company and controlling party

The company is a wholly owned subsidiary of Bass Travel Limited, a company registered in England and Wales. Within the meaning of the Companies Act 1985 Preussag AG is regarded by the directors of the company as being the company's ultimate parent company. Within the meaning of the said Act Preussag AG is the parent undertaking of the largest group of undertakings for which group accounts are drawn up and of which the company is a member and Thomson Travel Group plc is the parent undertaking of the smallest group of undertakings for which group accounts are drawn up and of which the company is a member. Preussag AG is incorporated under the laws of Germany. Thomson Travel Group plc is incorporated in England and Wales. Copies of Preussag's accounts are available from: Investor Relations, Preussag AG, Karl-Wiechert-Allee 4, D-30625 Hanover or on the Preussag website address: WWW.preussag.de