Report and Financial Statements

Year ended 31 October 2005

Deloitte & Touche LLP Manchester



# REPORT AND FINANCIAL STATEMENTS 2005

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### OFFICERS AND PROFESSIONAL ADVISERS

#### **DIRECTORS**

J Bloodworth (appointed 19 April 2005)

E Ferrin (appointed 1 June 2005)

S Heapy (appointed 1 June 2005)

D Gaster (resigned 24 June 2005)

M Hill (resigned 31 May 2005)

S Kimber (resigned 22 February 2005) P Tanner (resigned 30 November 2005)

E J Williams (resigned 28 February 2005)

Parkway Management Services Limited

#### SECRETARY

G J McMahon

### REGISTERED OFFICE

Holiday House Sandbrook Park Sandbrook Way Rochdale OLII ISA

#### BANKERS

Royal Bank of Scotland 14-16 The Mall Sale M33 1XZ

### **AUDITORS**

Deloitte & Touche LLP Manchester

#### **BCT TRAVEL GROUP**

### **DIRECTORS' REPORT**

The directors present their annual report and the audited financial statements for the year ended 31 October 2005.

#### PRINCIPAL ACTIVITY AND BUSINESS REVIEW

The principal activity of the company continues to be that of a worldwide tour operator.

On 1 January 2005 the company purchased the trade and assets of a fellow subsidiary of MyTravel Group plc, Bridge Travel Service Limited. On 1 September 2005 the company purchased the trade and assets of Tradewinds from a fellow subsidiary of MyTravel Group plc, MyTravel Tour Operations Limited. The directors expect the company to trade satisfactorily during the coming year.

#### RESULTS AND DIVIDENDS

The audited financial statements for the year ended 31 October 2005 are set out on pages 6 to 16. They show a loss after taxation of (£4.2m) (2004 - £0.1m).

A dividend of £16m was paid during the year. (2004 - £nil).

#### FIXED ASSETS

There have been no changes to the valuation of fixed assets during the course of the year.

#### **DIRECTORS AND THEIR INTERESTS**

The directors of the company, who served throughout the period and at the date of this report, are set out on page 1.

The directors at the date of this report are also directors of BCT Transport Brokers Limited, a wholly owned subsidiary of BCT Travel Group Limited. In addition, Parkway Management Services Limited is also a director of Cresta Holidays (Holdings) Limited, the immediate parent undertaking of BCT Travel Group Limited.

None of the directors held any beneficial interest in the share capital of the company or of BCT Transport Brokers Limited.

The interests of the directors who held office at 31 October 2005 in the shares of the ultimate parent company, MyTravel Group plc, are as follows:

	Management Incentive Plan options over ordinary shares	
	31 October 2005 Number	31 October 2004 Number
J Bloodworth	897,586	-
E Ferrin	293,754	
S Heapy	65,800	-
Parkway Management Services Limited	_	-

The directors have no other interests required to be disclosed under Schedule 7 of the Companies Act 1985.

#### DISABLED EMPLOYEES

Applications for employment by disabled persons are always fully considered, bearing in mind the aptitudes of the applicant concerned. In the event of members of staff becoming disabled, every effort is made to ensure that their employment with the company continues and that appropriate training is arranged. It is the policy of the company that the training, career development and promotion of disabled persons should, as far as possible, be identified to that of other employees.

# **BCT TRAVEL GROUP**

# **DIRECTORS' REPORT (continued)**

#### **EMPLOYEE CONSULTATION**

The company places considerable value on the involvement of its employees and has continued to keep them informed of matters affecting them as employees and on the various factors affecting the performance of the company. This is achieved through formal and informal meetings and through the media of employee newsletters and regular news bulletins.

### **AUDITORS**

A resolution to re-appoint Deloitte & Touche LLP as the Company's auditor will be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors and signed on behalf of the Board

E Ferrin Director

31 Mevel. 2006

#### STATEMENT OF DIRECTORS' RESPONSIBILITIES

United Kingdom 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 as at the end of the financial year 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 judgements and estimates that are reasonable and prudent;
- · state whether applicable accounting standards have been followed; and
- 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 establishing and maintaining the system of internal control, for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

#### INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF

#### BCT TRAVEL GROUP LIMITED

We have audited the financial statements of BCT Travel Group Limited for the year ended 31 October 2005 which comprise the profit and loss account, the balance sheet, the statement of total recognised gains and losses and the related notes 1 to 21. These financial statements have been prepared under 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 auditors' 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 financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view in accordance with the relevant financial reporting framework and are properly prepared in accordance with the Companies Act 1985. We also report to you 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 other transactions is not disclosed.

We read the directors' report and the other information contained in the annual report for the above year as described in the contents section and consider the implications for our report if we become aware of any apparent misstatements.

#### Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 October 2005 and of its loss for the year then ended; and

the financial statements have been properly prepared in accordance with the Companies Act 1985; and

Deloitte & Touche LLP

Chartered Accountants and Registered Auditors

1) eloite d'Touche LLP

Manchester

Date 31 March 2006.

# PROFIT AND LOSS ACCOUNT Year ended 31 October 2005

	Note	Year ended 31 October 2005 £'000	13 months ended 31 October 2004 £'000
TURNOVER		41.006	
Acquisitions		41,896 92,917	126,834
Continuing		92,917	
	2	134,813	126,834
Cost of sales		(116,183)	(107,968)
			10.066
GROSS PROFIT		18,630	18,866
Distribution costs		(10,402)	(12,577)
Administrative expenses - ongoing		(13,749)	(10,647)
- exceptional	4		(650)
		(16,101)	(11,297)
OPERATING LOSS			
Acquisitions		(1,462)	-
Continuing		(6,411)	(5,008)
		(7,873)	(5,008)
Intercompany dividends receivable		1,000	2,500
Interest receivable and similar income	5	-	2,531
LOSS/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	6	(3,827)	23
Tax on profit on ordinary activities	7	(348)	70
LOSS/PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		(4,175)	93
Dividends	8		,,
RETAINED (LOSS)/PROFIT FOR THE YEAR/PERIOD	17,18	(20,175)	93

All activity arose from continuing operations.

The company has no recognised gains or losses in the period other than the profit for that period, and consequently no statement of total recognised gains and losses has been presented.

# **BALANCE SHEET** 31 October 2005

	Note	31 October 2005 £'000	31 October 2004 £'000
FIXED ASSETS			
Tangible assets	9	374	600
Investments	10	2	2
		376	602
CURRENT ASSETS			
Stocks	11	435	239
Debtors	12	65,291	54,617
Cash at bank and in hand		928	692
		66,654	55,548
CREDITORS: Amounts falling due within one year	13	(58,922)	(30,759)
NET CURRENT ASSETS		7,732	24,789
TOTAL ASSETS LESS CURRENT LIABILITIES		8,108	25,391
PROVISIONS FOR LIABILITIES AND CHARGES	15	(3,542)	(650)
NET ASSETS		4,566	24,741
CAPITAL AND RESERVES			
Called up share capital	16	100	100
Profit and loss account	17	4,466	24,641
EQUITY SHAREHOLDER'S FUNDS	18	4,566	24,741

These financial statements were approved by the Board of Directors on

2006

Signed on behalf of the Board of Directors

E Ferrin

Director

Cluran Kenin 31 March 2000

# NOTES TO THE FINANCIAL STATEMENTS Year ended 31 October 2005

#### 1. ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable United Kingdom law and accounting standards. They have all been applied consistently throughout the year and the prior period. The particular accounting policies adopted are described below.

#### Accounting convention

The financial statements are prepared under the historical cost convention and in accordance with applicable accounting standards. The company has taken advantage of the exemption from preparing consolidated financial statements afforded by Section 228 of the Companies Act 1985 because it is a wholly owned subsidiary of MyTravel Group plc which prepares consolidated financial statements which are publicly available. The company is also on this basis exempt from the requirement of FRS 1 to present a cash flow statement.

#### Tangible fixed assets

Depreciation is provided on cost in equal annual instalments over the estimated useful lives of the assets. The rates of depreciation are as follows:

Plant and equipment

20% - 25% per annum

Motor vehicles

25% per annum on a straight-line basis

#### Investments

Investments held as fixed assets are stated at cost less provision for any permanent diminution in value. Those held as current assets are stated at the lower of cost and net realisable value.

### Stocks

Stocks are stated at the lower of cost and net realisable value.

#### Income recognition and associated costs

Turnover represents the aggregate amount of gross revenue from holiday sales, flights and other services supplied to customers in the ordinary course of business. Revenues and direct selling expenses relating to insurance and other incentives are taken to the profit and loss account on holiday departure. Other revenues and associated expenses are taken to the profit and loss account as earned or incurred. Certain expenses such as the cost of brochure production, distribution and promotional activity are charged to the profit and loss account over the season to which they relate where recovery of the costs is reasonably assured.

#### Advance receipts

Advance receipts represent monies received in respect of tours departing after the company's period end, for which no credit is taken in the profit and loss account.

#### Taxation

UK corporation tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

# NOTES TO THE FINANCIAL STATEMENTS Year ended 31 October 2005

### 1 ACCOUNTING POLICIES (continued)

#### Taxation (continued)

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

#### Foreign currency

Transactions denominated in foreign currencies are recorded in the local currency at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the rates of exchange ruling at that date or in related forward contracts. Any gain or loss arising from a change in exchange rates subsequent to the date of the transaction is included as an exchange gain or loss in the profit and loss account.

#### Pension costs

The company operates a defined contribution pension scheme. Contributions are charged as an expense in the period in which they are incurred. See note 18d for further information.

#### Operating leases

The company enters into operating leases as described in note 18c. Rentals are charged on a straight line basis over the lease term. Rent free periods and reverse premiums are amortised over the shorter of the lease term and the period to the next rent renegotiation.

#### 2. TURNOVER

The turnover and profit before taxation of the company during the year arose wholly in the United Kingdom and relates to the company's principal activity as a tour operator.

#### 3. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

	Year ended 31 October 2005 £'000	13 months ended 31 October 2004 £'000
Directors' remuneration		
Emoluments	822	463
Company contributions to a money purchase pension scheme	23	40
	845	503
Compensation for loss of office	312	-
	1,157	503

#### Pensions

The number of directors who were members of pension schemes was as follows:

	Year ended 31 October 2005 No.	13 months ended 31 October 2004 No.
Money purchase schemes	3	4

# NOTES TO THE FINANCIAL STATEMENTS Year ended 31 October 2005

# 3. INFORMATION REGARDING DIRECTORS AND EMPLOYEES (continued)

#### Highest paid director

The above amounts for remuneration include the following in respect of the highest paid director:

		13 months ended 31 October 2004 £'000
Emoluments	180	185
Company contributions to money purchase pension scheme	7	17
	187	202
Year en	ded	13 months ended
31 Octo		31 October
	005	2004
Average number of persons employed	No.	No.
Travel and tour operations	512	445
£ <sup>2</sup> (		13 months ended 31 October 2004 £'000
Staff costs (including directors) Wages and salaries 9,7	218	8,777
	817	779
	483	296
10,	518	9,852

# 4. EXCEPTIONAL ADMINISTRATIVE EXPENSES

During the period the company provided for the exceptional costs relating to redundancies as part of a restructuring.

Year ender	
	31 October 2004
Amount provided:	
Redundancies 1,58 Other 76	
<del></del>	
2,35.	

# NOTES TO THE FINANCIAL STATEMENTS Year ended 31 October 2005

# 5. INTEREST RECEIVABLE

5.	INTEREST RECEIVABLE		
		Year ended 31 October 2005 £'000	13 months ended 31 October 2004 £'000
	Bank interest receivable	15 3,031	20 2,511
	Interest receivable from other group companies		
		3,046	2,531
6.	PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		
		Year	13 months
		ended 31 October 2005 £'000	ended 31 October 2004 £'000
	Profit on ordinary activities before taxation is stated after charging:		
	Depreciation	188	689
	Rentals under operating leases (see note 19c) Auditors' remuneration - audit	681 70	813 32
	- non audit	70	1
	Staff costs	10,518	9,852
	Intergroup management charge Exceptional administrative expenses (note 4)	6,855 2,352	3,527 650
7.	TAX ON PROFIT ON ORDINARY ACTIVITIES		
	a) The tax (credit)/charge comprises:		
		Year ended 31 October 2005 £'000	13 months ended 31 October 2004 £'000
	Current tax		. 000
	UK corporation tax Adjustments in respect of prior years	-	-
	- UK corporation tax		
	Total current tax	-	-
	Deferred tax		
	Origination and reversal of timing differences (see note 13)	348	(70)
	Total tax on profit on ordinary activities	348	(70)

# NOTES TO THE FINANCIAL STATEMENTS Year ended 31 October 2005

# 7. TAX ON PROFIT ON ORDINARY ACTIVITIES (continued)

b) The differences between the total current tax shown above and the amount calculated by applying the standard rate of UK corporation tax to the profit before tax is as follows:

	ended 31 October 2005 £'000	13 months ended 31 October 2004 £'000
Loss on ordinary activities before tax	(3,827)	23
Tax on profit on ordinary activities at standard UK corporation tax rate of 30%	502	7
Effects of: Non-taxable income Expenses not deductible for tax Group relief not paid for	1,950 3 (2,455)	(7)
Current tax charge for period (see note 7a)	-	-

### 8. DIVIDENDS

A dividend of £16 million is disclosed and paid. This is equivalent to £160 per share. No dividend was paid in the prior period.

#### 9. TANGIBLE FIXED ASSETS

	Plant and equipment £'000	Motor vehicles £'000	Total £'000
Cost			
At 1 November 2004	3,955	24	3,979
Additions	156	-	156
Disposals	(688)		(688)
At 31 October 2005	3,423	24	3,447
Accumulated depreciation			•
At 1 November 2004	3,355	24	3,379
Charge for the year	188	-	188
Disposals	(494)	-	(494)
At 31 October 2005	3,049	24	3,073
Net book value	<del></del>		
At 31 October 2005	374		374
At 30 October 2004	600	-	600

# NOTES TO THE FINANCIAL STATEMENTS Year ended 31 October 2005

### 10. INVESTMENTS HELD AS FIXED ASSETS

31 Octob 20 £°0	05	31 October 2004 £'000
Subsidiary undertaking	2	2
	<del></del>	-

The company holds 100% of the share capital of BCT Transport Brokers Limited , a company registered in England and Wales. This company's principal activity is to purchase transportation. The issued share capital consists of 2,000 ordinary shares of £1 each.

#### 11. STOCKS

31 October 2005 £'000	2004 £'000
Goods for resale 435	239

### 12. DEBTORS

	31 October 2005 £'000	31 October 2004 £'000
Trade debtors	3,128	997
Amounts owed by group undertakings	57,263	51,801
UK corporation tax	· -	-
Other debtors (see note 14)	369	412
Prepayments and accrued income	4,531	1,407
	65,291	54,617

### 13. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31 October 2005 £'000	2004 £'000
Trade creditors	10,013	9,268
Advance receipts	12,725	6,106
Amounts owed to group undertakings	24,776	8,819
Other creditors including taxation and social security	876	652
Accruals and deferred income	10,532	5,914
	58,922	30,759

Other creditors include £539,000 (30 October 2004 - £642,000) relating to taxation and social security.

# NOTES TO THE FINANCIAL STATEMENTS Year ended 31 October 2005

# 14. DEFERRED TAXATION

The movement on deferred taxation comprises:

	31 October 2005 £'000	31 October 2004 £'000
Beginning of period Charged to the profit and loss account in respect of other timing differences	348 (348)	278 70
End of period	_	348

The deferred tax asset is included in other debtors.

There is no unprovided deferred taxation at 31 October 2005 (31 October 2004 - £Nil).

# 15. PROVISIONS FOR LIABILITIES AND CHARGES

	£'000
At 1 November 2004	650
Utilised	(650)
Charged	2,352
Transferred on acquisition	1,190
31 October 2005	3,542

Provision for exceptional administrative expenses is analysed as:

	2005 £'000	2004 £'000
Stock Dilapidations Onerous Lease	50 57 2,464	- - -
Redundancy	971	650
31 October 2005	3,542	650

Redundancy provisions result from the reorganisation of the business following the decision to transfer the trade and assets of Bridge Travel Service Limited into this company.

### 16. CALLED UP SHARE CAPITAL

31 October	31 October
2005	2004
£'000	£'000
Authorised, allotted, called-up and fully-paid	
100,000 ordinary shares of £1 each	100

# NOTES TO THE FINANCIAL STATEMENTS Year ended 31 October 2005

#### 17. RESERVES

Dividends

18.

		Profit and loss account £'000
Beginning of year Retained loss for the year		24,641 (20,175)
End of year		4,466
RECONCILIATION OF MOVEMENTS IN EQUITY SHAREHOLDER'S FUND	S	
	2005 £'000	2004 £'000
Loss before dividends	(4,175)	93

# 19. GUARANTEES AND OTHER FINANCIAL COMMITMENTS

#### a) Contingent liabilities

(Loss)/profit for the financial period

Opening equity shareholder's funds

Closing equity shareholder's funds

In order to manage future foreign currency requirements, the company enters into certain forward contracts to purchase foreign currency. At the balance sheet date the company had contracted to purchase £50.7million (2004 - £64.7 million) of foreign currency.

# b) Bonding arrangements

In accordance with its business as a tour operator the company has various bonding agreements, totalling £38.7 million (2004 - £14.3 million).

#### c) Lease commitments

The minimum annual rentals under non-cancellable operating leases are as follows:

	31 October	31 October
	2005	2004
	£,000	£'000
Operating leases which expire:		
- within one year	<u>-</u>	8
- between two and five years	258	164
- after five years	875	462
	<del></del>	
	1,133	634
	<del></del>	

#### d) Pension arrangements

The company operates a defined contribution pension scheme to provide retirement benefits for certain employees and a Group Personal Pension Plan which is also a defined contribution pension scheme for the benefit of all employees. The pension cost charge for the period amounted to £483,000 (2004 - £296,000).

(16,000)

(20, 175)

24,741

4,566

93

24,648

24,741

# NOTES TO THE FINANCIAL STATEMENTS Year ended 31 October 2005

#### 20. ACQUISITIONS

On 1 January 2005 the company purchased the trade and assets of a fellow subsidiary of MyTravel Group plc, Bridge Travel Service Limited. On 1 September 2005 the company purchased the trade and assets of Tradewinds from a fellow subsidiary of MyTravel Group plc, MyTravel Tour Operations Limited. Both transactions took place at book value.

The net book value of the assets and liabilities acquired were as follows:

£'000

Tradewinds (9,686)
Bridge Travel Service Limited (13,421)

Both businesses were received in exchange for an intercompay balance of the same amount.

#### 21. ULTIMATE PARENT COMPANY

The directors regard MyTravel Group plc, a company incorporated in England and Wales, as the ultimate parent company and the ultimate controlling party.

The largest and smallest group in which the results of the company are consolidated is that headed by MyTravel Group plc, the financial statements of which may be obtained from MyTravel Group plc, Holiday House, Sandbrook Park, Sandbrook Way, Rochdale, OL11 1SA. As a subsidiary of MyTravel Group plc, the company has taken advantage of the exemption in FRS 8 "Related Party Disclosures" from disclosing transactions with other members of the group headed by MyTravel Group plc.