

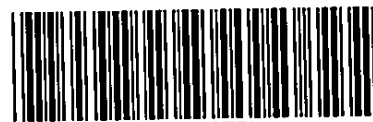
Traveltainment (UK) Ltd

FINANCIAL STATEMENTS

for the year ended

31 December 2008

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COMPANIES HOUSE

Company Registration No. 3431973

Traveltainment (UK) Ltd

COMPANY INFORMATION

DIRECTORS	C McKee M Kalt-Bowinkelmann A Nicholson
SECRETARY	L Purnell
COMPANY NUMBER	3431973
REGISTERED OFFICE	1-4 Ashton Business Park Shrewsbury Avenue Peterborough PE2 7BX
AUDITOR	Baker Tilly UK Audit LLP 446 Midsummer Boulevard Milton Keynes Bucks MK9 2EA

Traveltainment (UK) Ltd

DIRECTORS' REPORT

For the year ended 31 December 2008

The directors present their report and financial statements for the year ended 31 December 2008.

PRINCIPAL ACTIVITIES

The principal activity of the company during the year was the provision of computer and web-site related services.

RESULTS AND DIVIDENDS

The results for the year are set out on page 5.

DIRECTORS

The following directors have held office since 1 January 2008:

C McKee

M Kalt-Bowinkelmann

A Nicholson

A Kersley

(Appointed 30 September 2008)

(Resigned 22 September 2008)

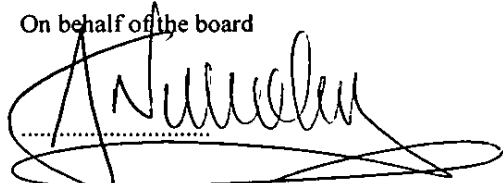
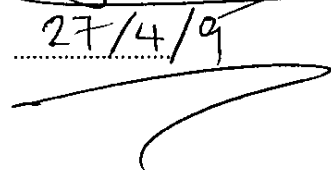
AUDITORS

Baker Tilly UK Audit LLP were appointed auditors to the company and in accordance with section 385 of the Companies Act 1985, a resolution proposing that they be re-appointed will be put to the Annual General Meeting.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

The directors who are in office on the date of approval of these financial statements have confirmed that, as far as they are aware, there is no relevant audit information of which the auditors are unaware. Each of the directors have confirmed that they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that it has been communicated to the auditor.

On behalf of the board


27/4/9


Traveltainment (UK) Ltd

DIRECTORS' RESPONSIBILITIES IN THE PREPARATION OF 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to 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:

- a. select suitable accounting policies and then apply them consistently;
- b. make judgements and estimates that are reasonable and prudent;
- c. 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.

Traveltainment (UK) Ltd

INDEPENDENT AUDITOR'S REPORT

To The Shareholders Of Traveltainment (UK) Ltd

We have audited the financial statements on pages 5 to 14.

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 THE DIRECTORS AND AUDITORS

The directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant 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 and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition, we report to you if, in our opinion, 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 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 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.

Traveltainment (UK) Ltd
INDEPENDENT AUDITOR'S REPORT (CONTINUED)
To The Shareholders Of Traveltainment (UK) Ltd

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 at 31 December 2008 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' report is consistent with the financial statements.

Baker Tilly UK Audit LLP

BAKER TILLY UK AUDIT LLP

Chartered Accountants
REGISTERED AUDITOR
446 Midsummer Boulevard
Milton Keynes
Bucks
MK9 2EA

28/4/09.....

Traveltainment (UK) Ltd

PROFIT AND LOSS ACCOUNT

For the year ended 31 December 2008

	Notes	2008 £	2007 £
TURNOVER	1	362,418	421,461
Cost of sales		(59,696)	(80,035)
GROSS PROFIT		302,722	341,426
Other operating expenses (net)		(1,260,652)	(845,500)
OPERATING LOSS		(957,930)	(504,074)
Investment income	3	1,975	2,873
Interest payable and similar charges	4	(92,413)	(44,841)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION	2	(1,048,368)	(546,042)
Taxation	5	-	-
LOSS ON ORDINARY ACTIVITIES AFTER TAXATION	12	(1,048,368)	(546,042)

The profit and loss account has been prepared on the basis that all operations are continuing operations.

There are no recognised gains and losses other than those passing through the profit and loss account.

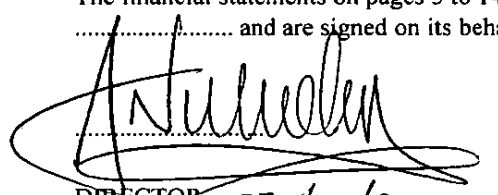
Traveltainment (UK) Ltd

BALANCE SHEET

As at 31 December 2008

	Notes	2008 £	2007 £
FIXED ASSETS			
Intangible assets	6	-	3,966
Tangible assets	7	67,341	70,153
Investments	8	2	2
		<u>67,343</u>	<u>74,121</u>
CURRENT ASSETS			
Debtors	9	96,374	110,848
Cash at bank and in hand		159,054	63,111
		<u>255,428</u>	<u>173,959</u>
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	10	<u>(2,221,667)</u>	<u>(1,098,608)</u>
NET CURRENT LIABILITIES		<u>(1,966,239)</u>	<u>(924,649)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u><u>(1,898,896)</u></u>	<u><u>(850,528)</u></u>
CAPITAL AND RESERVES			
Called up share capital	11	200	200
Share premium account	12	199,900	199,900
Profit and loss account	12	<u>(2,098,996)</u>	<u>(1,050,628)</u>
SHAREHOLDERS' FUNDS	13	<u><u>(1,898,896)</u></u>	<u><u>(850,528)</u></u>

The financial statements on pages 5 to 14 were approved by the board of directors and authorised for issue on and are signed on its behalf by:


 DIRECTOR 27/4/9

Traveltainment (UK) Ltd

ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The financial statements are prepared under the historical cost convention.

During the period ended 31 December 2008, the company incurred a loss of £1,048,368 (2007: £546,042). At 31 December 2008 the company had net liabilities of £1,898,896 (2007: £850,528). The company continues to rely upon the support of its parent company to provide finance facilities, and the parent company has re-affirmed its willingness and ability to continue to provide the financial support required to enable the company to grow its market share significantly and generate future profits.

The financial statements do not include any adjustments that would result if the financial support of the parent company was withdrawn.

The company has taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) from the requirement to produce a cash flow statement on the grounds that it is a subsidiary undertaking where 90 percent or more of the voting rights are controlled within the group.

TURNOVER

Turnover represents the invoiced value, net of Value Added Tax, of goods sold and services provided to customers. Turnover is recognised as the company earns the right to consideration through its performance.

GOODWILL

Goodwill representing the excess of the purchase price compared with the fair value of net assets acquired is capitalised and written off evenly over 5 years as in the opinion of the directors this represents the period over which the goodwill is effective.

TANGIBLE FIXED ASSETS AND DEPRECIATION

Fixed assets are stated at historical cost less depreciation.

Depreciation is provided on all tangible fixed assets at rates calculated to write each asset down to its estimated residual value over its expected useful life, as follows:

Fixtures, fittings & equipment	Between 18 months and 5 years straight line
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LEASING

Where assets are financed by leasing agreements that give rights approximating to ownership ("finance leases"), the assets are treated as if they had been purchased outright. The amount capitalised is the present value of the minimum lease payments payable during the lease term. The corresponding leasing commitments are shown as obligations to the lessor.

Lease payments are treated as consisting of capital and interest elements, and the interest is charged to the profit and loss account in proportion to the remaining balance outstanding.

All other leases are "operating leases" and the annual rentals are charged to profit and loss on a straight line basis over the lease term.

INVESTMENTS

Fixed asset investments are stated at cost less provision for diminution in value.

Traveltainment (UK) Ltd

ACCOUNTING POLICIES (CONTINUED)

DEFERRED TAXATION

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

FOREIGN CURRENCY TRANSLATION

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

Assets, liabilities, and results of overseas subsidiaries are translated at the rate ruling at the balance sheet date. Exchange differences arising are dealt with through reserves.

GROUP ACCOUNTS

The financial statements present information about the company as an individual undertaking and not about its group. The company has not prepared group accounts as it is exempt from the requirement to do so by section 228 of the Companies Act 1985 as it is a subsidiary undertaking of TravelTainment AG, a company incorporated in Germany, and is included in the consolidated accounts of that company.

Traveltainment (UK) Ltd

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2008

1 TURNOVER

The total turnover of the company for the year has been derived from its principal activity wholly undertaken in the United Kingdom.

2	LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION	2008	2007
		£	£
	Loss is stated after charging:		
	Amortisation of intangible assets	3,966	6,801
	Depreciation of tangible assets	34,277	25,805
	Loss on disposal of tangible assets	3,526	-
	Loss on foreign exchange transactions	2	-
	Auditor's remuneration	9,000	3,000
		<u>9,000</u>	<u>3,000</u>

3	INVESTMENT INCOME	2008	2007
		£	£
	Bank interest	1,975	2,873
		<u>1,975</u>	<u>2,873</u>

4	INTEREST PAYABLE AND SIMILAR CHARGES	2008	2007
		£	£
	Included in interest payable is the following amount:		
	On amounts payable to group companies	92,256	44,713
	Bank interest	157	128
		<u>92,413</u>	<u>44,841</u>

Traveltainment (UK) Ltd

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

for the year ended 31 December 2008

5 TAXATION	2008 £	2007 £
UK Corporation tax		
Current tax on loss of the period	-	-
CURRENT TAX CHARGE	-	-
FACTORS AFFECTING THE TAX CHARGE FOR THE YEAR		
The tax assessed for the year is higher than the standard rate of corporation tax (21%) as explained below:		
Loss on ordinary activities before taxation	(1,048,368)	(546,042)
Loss on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 21.00% (2007 - 30.00%)	(220,157)	(163,813)
Effects of:		
Non deductible expenses	3,484	15,324
Capital allowances in excess of depreciation	(929)	(4,091)
Tax losses carried forward	195,838	152,580
Other tax adjustments	21,764	-
CURRENT TAX CHARGE	220,157	163,813
	-	-

The company has estimated losses of £ 1,894,153 (2007 - £ 950,353) available for carry forward against future trading profits.

Deferred tax on unrelieved losses carried forward at a corporation tax rate of 21% (2006 - 30%) amount to £397,772 (2006 - £285,106). No deferred tax asset has been recognised as the likelihood of suitable trading profits being earned in the foreseeable future is uncertain.

6 INTANGIBLE FIXED ASSETS	Goodwill £
COST	
At 1 January 2008 & at 31 December 2008	34,003
AMORTISATION	
At 1 January 2008	30,037
Charge for the year	3,966
At 31 December 2008	34,003
NET BOOK VALUE	
At 31 December 2008	-
At 31 December 2007	3,966

Traveltainment (UK) Ltd

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

for the year ended 31 December 2008

7 TANGIBLE FIXED ASSETS

	<i>Plant and machinery</i> £
Cost	
1 January 2008	108,771
Additions	37,072
Disposals	(6,595)
31 December 2008	<u>139,248</u>
Depreciation	
1 January 2008	38,619
Charge in the year	34,277
Disposals	(989)
31 December 2008	<u>71,907</u>
Net book value	
31 December 2008	<u><u>67,341</u></u>
31 December 2007	<u><u>70,153</u></u>

Traveltainment (UK) Ltd

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

for the year ended 31 December 2008

8 FIXED ASSET INVESTMENTS

	Shares in subsidiary undertakings £
COST	
At 1 January 2008 & at 31 December 2008	2
NET BOOK VALUE	
At 31 December 2008	2
At 31 December 2007	2

Holdings of more than 20%

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

COMPANY	Country of registration or incorporation	Shares held Class	%
SUBSIDIARY UNDERTAKINGS			
Travelmedia Limited	UK	Ordinary	100.00

The aggregate amount of capital and reserves and the results of these undertakings for the last relevant financial year were as follows:

		Capital and reserves 2008 £	Profit for the year 2008 £
	Principal activity		
Travelmedia Limited	Dormant	2	-

Travelmedia Limited have never traded and is dormant.

9 DEBTORS	2008 £	2007 £
Trade debtors	65,086	105,847
Other debtors	3,030	-
Prepayments and accrued income	28,258	5,001
	<u>96,374</u>	<u>110,848</u>

Traveltainment (UK) Ltd

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

for the year ended 31 December 2008

10	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	2008	2007
		£	£
	Bank loans and overdrafts	-	18,453
	Trade creditors	58,718	28,808
	Amounts owed to group undertakings	1,964,513	912,196
	Taxation and social security	21,097	28,640
	Other creditors	177,339	110,511
		<u>2,221,667</u>	<u>1,098,608</u>
11	SHARE CAPITAL	2008	2007
		£	£
	AUTHORISED		
	10,000 Ordinary shares of £1 each	<u>10,000</u>	<u>10,000</u>
	ALLOTTED, CALLED UP AND FULLY PAID		
	200 Ordinary shares of £1 each	<u>200</u>	<u>200</u>
	EQUITY SHARES		
	200 Ordinary shares of £1 each	<u>200</u>	<u>200</u>
12	RESERVES		
		Share premium account	Profit and loss account
		£	£
	Balance at 1 January 2008	199,900	(1,050,628)
	Loss for the year	-	(1,048,368)
	Balance at 31 December 2008	<u>199,900</u>	<u>(2,098,996)</u>
13	RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS	2008	2007
		£	£
	Loss for the financial year	(1,048,368)	(546,042)
	Opening shareholders' funds	<u>(850,528)</u>	<u>(304,486)</u>
	Closing shareholders' funds	<u>(1,898,896)</u>	<u>(850,528)</u>

TravelTainment (UK) Ltd

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

for the year ended 31 December 2008

14	DIRECTORS' EMOLUMENTS	2008 £	2007 £
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Emoluments	253,803	154,400
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Emoluments disclosed above include the following amounts paid to the highest paid director:

Emoluments	137,000	77,200
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15 EMPLOYEES

NUMBER OF EMPLOYEES

The average monthly number of employees (including directors) during the year was:

	2008 Number	2007 Number
Sales and administration	25	18

EMPLOYMENT COSTS

	2008 £	2007 £
Wages and salaries	771,132	527,059
Social security costs	80,844	56,894
	851,976	583,953

16 CONTROL

The ultimate parent company is Amadeus IT Group SA, C/ Salvador de Madariaga 1, 28027 Madrid, incorporated in Spain.

17 RELATED PARTY TRANSACTIONS

At the year end the company owed their parent company TravelTainment AG £1,964,513 (2007: £912,196) in respect of short term loans which were advanced during the year. The interest payable on these loans for the year was £92,256 (2007: £44,713).