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PENDLE TRAVEL SERVICES LIMITED

AND ITS SUBSIDIARIES

FINANCIAL STATEMENTS

30TH SEPTEMBER 1985

INDEX

- 1 and 2. Report of the Directors
 - 3. Report of the Auditors
 - 4 to 6. Accounting Policies
 - 7. Group Profit and Loss Account
 - 8. Group Balance Sheet
 - 9. Balance Sheet
 - 10. Group Statement of Source and Application of Funds
- 11 to 18. Notes to the Financial Statements



PENDIE TRAVEL SERVICES LIMITED

REPORT OF THE DIRECTORS

The directors present their report together with financial statements for the year ended 30th September 1985.

1. Principal activities

The group is principally engaged as Travel Agents and Tour Operators.

2. Results

The group has continued to expand during the year, with its external turnover for 1985 amounting to £39,488,893 as against £25,146,219 in 1984. As a result profit before tax has substantially increased, being £2,018,532 in 1985 as against £707,061 in 1984.

The major reason for the growth in the year has been the continued expansion of the tour operating division trading as Airtours. This division is becoming one of the larger package holiday operators and this growth will be maintained by the acquisition of Carousel Holidays in November 1985. Carousel will add considerable strength to the group in the Midlands and introduce a programme out of London Gatwick. This will mean in the next financial year the company will operate package holiday tours from all the main regions of the United Kingdom.

The travel agency division of the company has shown a further increase in turnover in the year and has increased gross profit margins. During the year the group acquired a further five retail branches, and the policy of expansion will be continued during the current year.

The profit for the year after taxation amounted to £1,173,042. In view of the onerous bonding requirements, the directors are unable to recommend the payment of a final dividend in addition to the £157,500 interim dividend paid on 27th September 1985. The profit of £1,015,542 has therefore been retained.

3. Directors

The directors in office at the end of the year are listed below. Apart from Mr T. Lovelock who was appointed to the Board on 8th October 1984 and Mr L.T. James and Mr H.H. Collinson who were both appointed to the Board on 26th April 1985, all served on the Board throughout the year.

In accordance with the Articles, members will be asked to confirm the appointment o. At T. Lovelock, Mr L.T. James and Mr H.H. Collinson.

Mr. T. Trickett retires by rotation and being eligible offers himself for re-election.

PENDLE TRAVEL SERVICES LIMITED

REPORT OF THE DIRECTORS (CONTINUED)

3. Directors (continued)

The interests of the directors in the ordinary shares of the company and its subsidiaries at 1st October 1984 (or the date of their appointment to the Board if later) and at 30th September 1985 as recorded in the register maintained by the company in accordance with the provisions of the Companies Act 1985, were as follows:

•	<u>1985</u>	<u> 1984</u>
D. Crossland T. Trickett	330,000 170,000	198,000 102,000
T. Lovelock		-
L. T. James		-
H. H. Collinson	-	

4. Fixed assets

Movements

The principal items of capital expenditure were the purchase of additional leasehold properties (£44,400), the purchase of additional office and computer equipment (£436,620) and the purchase of additional motor vehicles (£96,505), of which £52,196 relates to commercial vehicles, all necessitated by the continued expansion of the group.

The net book amount of fixed assets sold during the year was £22,230.

5. Auditors

Thornton Baker offer themselves for reappointment as auditors in accordance with Section 384(1) of the Companies Act 1985.

Registered Office:

ON BEHALF OF THE BOARD

21a Deardengate, Haslingden, Lancashire

28th November 1985

J. CRUSSLAND

Chairman

PENDLE TRAVEL SERVICES LIMITED

30TH SEPTEMBER 1985

REPORT OF THE AUDITORS TO THE MEMBERS

OF PENDLE TRAVEL SERVICES LIMITED

We have audited the financial statements on pages 4 to 18 in accordance with approved Auditing Standards.

In our opinion the financial statements, which have been prepared under the historical cost convention, as modified by the revaluation of certain properties, give a true and fair view of the state of the group's affairs at 30th September 1985, and of its profit and source and application of funds for the year then ended, and comply with the Companies Act 1985.

THORNTON BAKER

Preston

28th November 1985

ACCOUNTING POLICIES

FOR THE YEAR ENDED 30TH SEPTEMBER 1985

The financial statements have been prepared under the historical cost convention except that freehold and long leasehold properties are shown at their revalued amounts.

The principal accounting policies of the group have remained unchanged from the previous year and are set out below.

(a) Basis of Consolidation

The group financial statements consolidate the financial statements of the company and of its subsidiaries (see Note 8). The financial statements of each company in the group have been prepared to 30th September 1985. All unrealised internal profits are eliminated on consolidation.

None of the subsidiaries have traded during the year and consequently no profit or loss arises in their individual financial statements.

Goodwill arising on consolidation, representing the excess of the purchase price over the fair value of the net assets of subsidiaries at the date of acquisition, has been written off against Reserves.

(b) Turnover

Turnover is the total amount receivable by the group in the ordinary course of business with outside customers for goods supplied and for services provided, excluding VAT and trade discounts.

(c) Investment income

Investment income comprises interest receivable on Bank Deposits.

(d) Depreciation

Depreciation on leasehold properties and computer equipment is calculated to write down their cost or valuation by equal annual instalments over their expected useful lives.

ACCOUNTING POLICIES (CONTINUED)

FOR THE YEAR ENDED 30TH SEPTEMBER 1985

(d) Depreciation (continued)

Depreciation on other tangible fixed assets is calculated on the reducing balance method and aims to write down the cost of all such assets other than freehold land and buildings over their expected useful lives.

The rates/periods generally applicable are:

Long leasehold premises	2%
Short leasehold premises	Period of lease
Computer equipment	4 years
Fixtures, fittings and equipment	10%
Motor vehicles	25%

No depreciation is provided on freehold premises. This policy does not comply with the provisions of Statement of Standard Accounting Practice No.12 nor the Companies Act 1985, Schedule 4, Paragraph 18. However, in the opinion of the directors it is inappropriate to provide depreciation on premises which are appreciating in value. In addition the directors are of the opinion that if depreciation were provided, this would not materially affect the profit for the year nor the figure at which fixed assets are stated on the Balance Sheet.

(e) Deferred taxation

Deferred taxation is the taxation attributable to timing differences between profits or losses computed for taxation purposes and results as stated in the financial statements.

Deferred taxation is provided to the extent that it is probable that a liability or asset will crystallise and not provided to the extent that it is probable that a liability or asset will not crystallise. Unprovided deferred taxation is disclosed as a contingent liability.

Deferred taxation is calculated at the rate at which it is estimated that the tax will be paid when the timing differences reverse.

Debit balances arising in respect of advance corporation tax on dividends payable or proposed are carried forward to the extent that it is forseen that sufficient corporation tax will be assessed in the succeeding period to allow offset.

ACCOUNTING POLICIES (CONTINUED)

FOR THE YEAR ENDED 30TH SEPTEMBER 1985

(f) Foreign currencies

Monetary assets and liabilities in foreign currencies are translated at the rates of exchange ruling at the balance sheet date. All realised exchange differences are dealt with through the profit and loss account.

(g) Brochure cost

The costs incurred or committed in the preparation of the Tour Operator brochures are charged to profits in the year in which the cost was incurred or committed.

(h) Purchased goodwill

Purchased goodwill is stated at cost. No amount is written off such goodwill as the directors consider that it is inappropriate to reduce the cost when the inherent value of the goodwill is, in their opinion, increasing.

The directors are aware that this accounting treatment conflicts with provisions of the Companies Act 1985, Schedule 4, Paragraph 2I, but believe that this is necessary in order to show a true and fair view.

(i) Leased assets

Where assets are financed by leasing agreements which give risks and rewards approximately to ownership ("finance leases") they are treated as if they had been purchased outright on credit. They are therefore initially recorded as a fixed asset and a liability at a sum equal to the fair value of the asset. Leasing payments on such assets are regarded as consisting of a capital element which reduces the outstanding liability and an interest charge.

All other leases are regarded as operating leases and the total payments made under them are charged to the profit and loss account on a straight-line basis over the lease term.

GROUP PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 30TH SEPTEMBER 1985

	Note	1985 £000		<u>1984</u> £000
Turnover	1	39,489)	25,146
Cost of sales		33,495	<u>5</u>	21,626
Gross profit		5,994	4	3,520
Selling costs Administrative expenses		3,474 573 398	2,081 436 544	
Other charges	,	4,41,		3,061
Operating profit		1,54	9	459
Interest receivable and sundry income	2	47	<u>0</u>	248
Profit on ordinary active before taxation	vities l	2,01	9	707
Tax on profit on ordinal activities	ry 4	84	<u>6</u>	<u>320</u>
Profit on ordinary acti after taxation	vities 5	1,17	3	387
Dividends paid (31.5p p 1984 ni	er share, 1)	15	8	
Profit retained		£ <u>1,01</u>	<u>5</u>	£ <u>387</u>
By the company By subsidiaries		£1,015	£387	

The accounting policies and notes on pages 4 to 6 and 11 to 18 form part of these financial statements.

GROUP BALANCE SHEET AT 30TH SEPTEMBER 1985

,	Note		1985 £000		1984 £000
Fixed assets					
Intangible assets Tangible assets	6 7		28 1,025 1,053		28 <u>618</u> 646
Current Assets					
Debtors Investments Cash at bank and in hand	9 10	2,308 5,307 2,399 10,014		1,210 2,861 1,449 5,520	
Creditors: Amounts falling within one year	due 11	8,752		<u>5,083</u>	
Net current assets			1,262		<u>437</u>
Total assets less current liabilities			2,315		1,083
Creditors: Amounts falling due after more than one year	12	372		118	
Provisions for liabilities					
Deferred taxation	13	124	496	<u>161</u>	<u>279</u>
			£ <u>1,819</u>		£ <u>804</u>
Capital and reserves					
Called up share capital Share premium account Revaluation reserve	15 16 16 16		500 11 7 1,301		300 11 7 486
Profit and loss account	10		£1,819		£ <u>804</u>

The financial statements were approved by the Board of Directors on 28th November 1985

Moulad CROSSLAND)
DIRECTORS
TRICKETT

The accounting policies and notes on pages 4 to 6 and 11 to 18 form part of these financial statements.

PENDLE TRAVEL SERVICES LIMITED

BALANCE SHEET AT 30TH SEPTEMBER 1985

	Note		1985 2000		1984 £000
Fixed assets					
Intangible assets Tangible assets Investments	6 7 8		28 1,025 27 1,080		28 618 <u>27</u> 673
Current assets					
Debtors Investments Cash at bank and in b	9 10 nand	2,308 5,307 2,399 10,014		1,210 2,861 1,449 5,520	
Creditors: Amounts fall	ling 11	8,752		5,083	
Net current assets			1,262		<u>437</u>
Total assets less curr liabilities	ent		2,342		1,110
Creditors: Amounts fal due after more than one year	ling 12	425		171	
Provisions for liabili	ties				
Deferred taxation	13	124	549	<u>161</u>	332
			£1,793		£778
Capital and reserves					
Called up share capi Share premium accour Revaluation reserve	16 16		500 11 7		300 11 7
Profit and loss acco	ount 16		1,275		<u>460</u>
			£1,793		£ <u>778</u>

The financial statements were approved by the Board of Directors on 28th November 1985

CROSSLAND)

) DIRECTORS

DEDWICKETT)

The accounting policies and notes on pages 4 to 6 and 11 to 18 form part of these financial statements.

GROUP STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR THE YEAR ENDED 30TH SEPTEMBER 1985

		<u>1985</u> £000		1984 £000
Source of funds				
From operations				
Profit on ordinary activities before taxation		2,019		707
Adjustments for items not involved the movement of funds	ing			
Depreciation and amounts written off fixed assets Loss on sale of	148		61	•
fixed assets	<u>13</u>	161	<u>-</u>	61
		2,180		768
From other sources Proceeds of disposals of tangible fixed assets		10 2,190		9 777
Application of funds				
Dividends paid Tax paid Purchase of tangible fixed assets Loan repayments	158 - 578 	749	51 366 10	<u>427</u>
Net inflow of funds		£1,441		£ <u>350</u>
Increase/(decrease) in working capit	al			
Debtors		1,098		578
Creditors: Amounts falling due within one year		(2,786)		(2,119)
Creditors: Amounts falling due after more than one year		(267)		
		(1,955)		(1,541)
Net liquid funds Cash at bank and in hand Short-term deposits	950 <u>2,446</u>	3,396	1,135 756	1,891
Net increase in working capital		£1,441		£ 350

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30TH SEPTEMBER 1985

1. Turnover and profit on ordinary activities before taxation

	<u>Turn</u> 1985 £000	over 1984 £000
Travel agency Tour operator Deduct internal trading	10,497 31,354 41,851 2,362	9,288 17,885 27,173 2,027
<u> </u>	£39,489	£25,146

The whole of the turnover arises within the United Kingdom.

The analysis of profit before taxation by class of business has not been given because, in the opinion of the directors, such an analysis is both difficult to extract and of limited use, having regard to the organisation of the company's activities.

Profit on ordinary activities is stated after:

		1985 £000	1984 £000
	Hire and leasing of equipment and vehicles Auditors' remuneration Depreciation Directors' emoluments (Note 3)	£43 £18 £148 £150	£31 £15 £61 £447
2.	Interest receivable and sundry income		
		1985 £000	1984 £000
	Rent of equipment	6	3
Rent of equipment Rent receivable from land, less outgoings Interest received Management charges	4 429 <u>31</u>	3 242 —	
•		£470	£ <u>248</u>

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30TH SEPTEMBER 1985

3. Directors and employees

Staff costs during the year		1001
	1985 £000	1984 £000
	2000	2000
Wages and salaries	1,354	1,375
Social security	120	87
	<u>71,474</u>	£1,462
The average number of employees of the	group during	the year was:
	1985	1984
Travel agency	109	81

Tour operator	111	85
	220	<u>166</u>
Remuneration in respect of directors wa	s payable as	
follows:	1985 £000	<u>1984</u> £000
Directors management lemuneration	£150	£447

The emoluments of the directors, excluding pension contributions, were as follows:

LOTIOWS.	1985 £000	1984 £000
The chairman	£ <u>34</u>	£293
The highest paid director	<u>£41</u>	£ <u>293</u>
Other directors	1985 Numbex	<u>1984</u> Number
£ 15,001 to £ 20,000 £ 20,001 to £ 25,000 £ 30,001 to £ 35,000 £150,001 to £155,000	1 1 1	- - 1

Higher paid employees

No employees of the company received emoluments greater than £30,000 during the year, excluding pension contributions. (1984 one employee received between £30,001 and £35,000).

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30TH SEPTEMBER 1985

4. Tax on profit on ordinary activities

The taxation charge is based on the profit for the year and is made up as follows:

1021040.	1985 £000	1984 £000
Corporation tax @ 42.5% (1984 47.5%) Deferred tax	883 <u>(3</u>) 880	256 <u>90</u> 346
Adjustments in respect of prior years:		
Corporation tax	-	(15)
Deferred tax (all due to change in rate of tax)	(<u>34</u>)	(<u>11</u>)
	£846	£320

Income and Corporation Taxes Act 1970

The company is a close company as defined by Section 282 of the Income and Corporation Taxes Act 1970.

5. Profit for the financial year

As the subsidiaries have not traded during the years ended 30th September 1985 and 30th September 1984, the whole of the profit arises in the financial statements of the parent company.

6. Intangible fixed assets

Intangible like doocto	The gro Goodwill on consolidation	Purchased goodwill £000	The company Purchased goodwill £000
Cost At 1st October 1984 and at 30th September 1985	0003 <u>8</u> 3	£28	£ <u>28</u>
Amounts written off At 1st October 1984 and 30th September 1985	<u>8</u> 2	£	£
Net book amount at 30th September 1985	£ <u>-</u>	£ <u>28</u>	£ <u>28</u>
Net book amount at 30th September 1984	£ <u>-</u>	£28	£ <u>28</u>

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30TH SEPTEMBER 1985

7. Tangible fixed assets

Land and buildings						
					Fixtures,	
			Long	Short	fittings and	Motor
	Total	Freeholds	lease-	lease- holds	equipment	
The group and the	£000	£000	£000	£000	£000	£000
company	2000					
						
Cost or valuation				.	114	160
At 1st October 1984	737	48	52	55 44	414 437	168 97
Additions	$\frac{578}{1,315}$			99	851	265
Diamanala	(29)	40	J2 	(4)		(25)
Disposals	(29)					<u> </u>
At 30th September						
1985	£1,286	£48	£52	£95	£851	£240
Depreciation	110		3	19	76	21
At 1st October 1984	119 148		3 1	20	76 82	46
Provided in year	$\frac{148}{267}$		4	39	158	67
Disposals	(6)	_	_	(1)	-	(6)
Dispodais				······································		
At 30th September						
1985	£261	£	£4_	£38	£158	£61
Net book amount at	£1,025	£48	£48	£57	£693	£179
30th September 1985	11,025	140	1,40	ا زید	2073	2277
Net book amount at						
30th September 1984	£618	£48	£49	£36	£338	£147
-						
The net book amo	ount of m	otor vehic	les incl	udes:-		
				1985	1984	4
				£000	£000	
Commercial vehic	:les			100	8:	
Other vehicles				<u>79</u>	_ 6,4	<u>4</u>
				£179	£14	7
				7712	1,14	<u>-</u>

The gross amount of land and buildings on which depreciation is being provided is as follows:

Freehold buildings	Nil
Long leasehold	£52,099
Short leasehold	£55,178

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30TH SEPTEMBER 1985

7. Tangible fixed assets (continued)

The figures stated above for cost or valuation include a valuation as follows:

	The group and	the company
	·	Long leasehold
	Freehold property	property
	1985 and 1984	1985 and 1984
	£000	£000
At cost	32	26
At 1980 valuation	16	-
At 1982 valuation	<u>-</u>	<u>26</u>
	"	
	£ <u>48</u>	£ <u>52</u>

If these assets had not been revalued they would have been included on the historical cost basis at the following amounts:

	The group and Freehold property	the company Long leasehold property
	£000	£000
Cost Accumulated	£ <u>4</u>	£ <u>18</u>
depreciation	£_	£ <u>1</u>
Net book amount at 30th September 1985	£ <u>4</u>	£ <u>17</u>
Net book amount at 30th September 1984	<u>£4</u>	£ <u>17</u>

8. Fixed asset investments

The company	Chamas in
	Shares in
	group
	companies
	£000
Cost and net book amount	
At 1st October 1984 and 30th September 1985	£27

No Amounts have been written off

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30TH SEPTEMBER 1985

8. Fixed asset investments (continued)

At 30th September 1985 the company holds more than 10% of the allotted share capital of the following companies:

	Country of registration	Class of share capital held	Proportion held	Nature of business
Subsidiaries				
Airtours Limited (formerly A.I.R. Tours Limited) Space and Time Limited	England England	Ordinary Ordinary	100% 100%	Dormant Dormant
Sunsales Limited (formerly The Holiday Shop (Rossenda	le)			
Limited) Airtours Vacations Limited	England England	Ordinary Ordinary	100% 100%	Dormant Dormant

No financial statements have been prepared in respect of Airtours Vacations Limited as it was only incorporated on 6th August 1985.

9. Debtors

•		The group an	d the company
		1985	1984
		£000	£000
	Amounts falling due		
	within one year: Trade debtors Other debtors	1,989 90 229	998 101 111
	Prepayments		777
		£2,308	£1,210

10. Current asset investments

Current Asset investments	The group and	the company
	1985 £000	1984 £000
Money market deposits	£ <u>5,307</u>	£2,861

11. Creditors - amounts falling due within one year

	The group and	the company
	1985	1984
	£000	£000
Trade creditors	6,402	3,712
Current taxation	1,337	454
Social security and other taxes	282	472
Other creditors	379	178
Accruals	325	129
Directors' current accounts	<u> 27</u>	138
	£ <u>8,752</u>	£5,083

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30TH SEPTEMBER 1985

12. Creditors - amounts falling due after more than one year

	The 1985 £000	group 1984 £000	The c 1985 £000	ompany 1984 £000
Amounts owed to group companies Directors' loan accounts Hire purchase loan Amount due under finance	~ 75 30	- 75 43	53 75 30	53 75 43
lease	267	Server Server Serve Address	267	
	£372	£118	£ <u>425</u>	£171

Under the terms of an agreement with the Civil Aviation Authority, Directors loan accounts amounting to £75,000 cannot be repaid without the written consent of that Authority.

The amount due under the finance lease is all repayble within five years.

13. Provisions for liabilities

	Deferred taxation (Note 14)
The group and the company	£000
At 1st October 1984 Provided during the year:	161
Taxation credit	<u>37</u>
At 30th September 1985 '	£ <u>124</u>

14. Deferred taxation

Deferred taxation provided in the financial statements and the total potential liability, including the amount provided, are set out below. The differences of £5,978 (1984 £5,978) represent contingent liabilities at the balance sheet date.

		provided	Potential	liability
The group and the company	1985 £000	1984 £000	1985 £000	1984 £000
Accelerated capital allowances Unrealised capital	124	161	124	161
gains			6	6
	£124	£ <u>161</u>	£ <u>130</u>	£ <u>167</u>

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30TH SEPTEMBER 1985

15 Called up share capital

Authorised	1985 £000	1984 £000
1,000,000 ordinary shares of £1 each	£1,000	£1,000
Allotted, called up and fully paid 500,000 (1984 300,000) ordinary shares of fl each	£500	£300

16. Share premium account and reserves

	Share premium account	Revaluation reserve	Profit and loss account
The group	€000	£000	£000
At 1st October 1984 Retained profit for the year Capitalisation of reserves At 30th September 1985	11 	7 - = £7	486 1,015 <u>(200</u>) £1,301
The company			
At 1st October 1984 Retained profit for the year Capitalisation of reserves	11	7 - =	460 1,015 (200)
At 30th September 1985	£11	£ <u>7</u>	£1,275

No provision has been made for taxation which would accrue if the properties were disposed of at their revalued amounts. The potential liability is disclosed in Note 14.

The balance on Share premium account and Revaluation reserve may not be distributed legally under Section 264 of the Companies Act 1985.

17. Capital commitments

Neither the group nor the company had any capital commitments at 30th September 1985 or 30th September 1984.

18. Contingent liabilities

There were no contingent liabilities at 30th September 1985 or 30th September 1984 except in respect of deferred taxation (see Note 14).