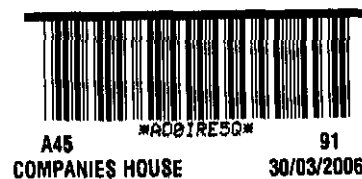


Aspro Travel Limited

Report and accounts

31 October 2005

Registered number: 1447937



Aspro Travel Limited

Registered No. 1447937

DIRECTORS

G J McMahon

Parkway Management Services Limited

SECRETARY

G J McMahon

REGISTERED OFFICE

Holiday House

Sandbrook Park

Sandbrook Way

Rochdale

OL11 1SA

Aspro Travel Limited

DIRECTORS' REPORT

31 October 2005

The directors present their report and accounts for the 12 month period ended 31 October 2005.

PRINCIPAL ACTIVITY

The company has remained dormant throughout the period.

BUSINESS REVIEW

As the company has not traded during the year, no profit and loss account has been prepared.

DIRECTORS AND THEIR INTERESTS

No directors held any beneficial interest in the issued share capital of the company at 31 October 2004 or 31 October 2005.

The interests of the directors who held office at 31 October 2005 in the shares of the ultimate parent undertaking at 31 October 2004 and 31 October 2005 are as follows:

	Ordinary shares		Management Incentive Plan		SAYE options over Ordinary shares		1999 Executive share option scheme	
	2005	2004	2005	2004	2005	2004	2005	2004
	No.	No.	No.	No.	No.	No.	No.	No.
G J McMahon	415	12,462	543,445	-	-	-	-	-

DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare accounts for each financial year which 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 year. In preparing those accounts, 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, subject to any material departures disclosed and explained in the accounts; and
- prepare the accounts 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 enable them to ensure that the accounts 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.

Aspro Travel Limited

DIRECTORS' REPORT

31 October 2005

AUDITORS

As the company has remained dormant throughout the year no audit has been performed as permitted by the provisions of section 249AA(1) of the Companies Act 1985. Members have not required the company to obtain an audit in accordance with section 249B (2) of the Companies Act 1985

By order of the Board



G McMahon
Director

Holiday House
Sandbrook Park
Sandbrook Way
Rochdale
OL11 1SA

Date: *24 March 2006*

Aspro Travel Limited

BALANCE SHEET

31 October 2005

Registered No. 1447937

		<i>12 months ended 31 October 2005</i>	<i>13 months ended 31 October 2004</i>
	<i>Notes</i>	<i>£'000</i>	<i>£'000</i>
NET ASSETS		-	-
CAPITAL AND RESERVES			
Called-up share capital	5	1,050	1,050
Called-up share capital		(1,050)	(1,050)
SHAREHOLDERS' FUNDS (all equity)		-	-

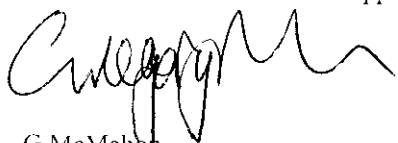
For the 12 month period ended 31 October 2005 the company was entitled to exemption under section 249AA (1) of the Companies Act 1985.

Members have not required the company to obtain an audit in accordance with section 249B (2) of the Companies Act 1985.

The directors acknowledge their responsibility for:

- (1) ensuring the company keeps accounting records which comply with section 221, and
- (2) preparing accounts 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 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.

The financial statements were approved by the board of directors and were signed on its behalf by:



G McMahon
Director

Date: *24 March 2006*

The accompanying accounting policies and notes form an integral part of this balance sheet.

Aspro Travel Limited

NOTES TO THE ACCOUNTS

31 October 2005

1. BASIS OF ACCOUNTING

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules.

Cash flow statement

As permitted by Financial Reporting Standard No.1 (revised 1996), the company has not produced a cash flow statement, as it is a wholly owned subsidiary of MyTravel Group plc which has produced a group cash flow statement in its accounts.

2. PROFIT AND LOSS ACCOUNT

The company has not traded during the year and made neither profit nor loss.

3. DIRECTORS' EMOLUMENTS

No remuneration has been earned by any of the directors during the year.

4. EMPLOYEE INFORMATION

The company has no employees (2004 - nil).

6. CALLED-UP SHARE CAPITAL

	<i>12 months ended 31 October 2005 £'000</i>	<i>13 months ended 31 October 2004 £'000</i>
<i>Authorised</i> 2,050,000 Ordinary shares of £1 each	2,050	2,050
<i>Allotted, called-up and fully paid</i> 1,050,000 Ordinary shares of £1 each	1,050	1,050

7. PARENT UNDERTAKING AND CONTROLLING PARTY

The company is a wholly owned subsidiary of MyTravel Group plc, registered in England and Wales.

The ultimate parent undertaking and controlling party is MyTravel Group plc. The only group in which the results of the company are included is that headed by MyTravel Group plc and copies of its financial statements can be obtained from Holiday House, Sandbrook Park, Sandbrook Way, Rochdale, OL11 1SA.