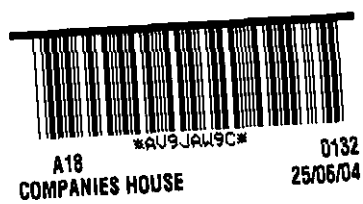


CPJ Travel Limited
(Registered Number: 1508210)

Directors' Report and Accounts

Year ended 31 December 2003



CPJ Travel Limited

Directors' Report For The Year Ended 31 December 2003

The directors present their report and the audited accounts of the company for the year ended 31 December 2003.

Principal activity

The principal activity of the company continues to be to act as a travel agent. The company controls an overseas branch located in Belgium whose results are incorporated within these financial statements.

Review of business and future developments

Both the level of business and the year end financial position were satisfactory and the directors anticipate that the current expansion in operations will continue for the foreseeable future.

Results and dividends

The company's profit for the year was £433,851 (2002: £205,757). The directors do not recommend the payment of a dividend (2002: £Nil) and accordingly it is proposed that the retained profit for the year of £433,851 (2002: £205,757) be transferred to reserves.

Directors and their interests

The directors of the company during the year were:

GD Cruikshanks
N Ferguson
J Boyd
R Caley
R Hayers

No director held interest in shares, share options or debentures of the company or any other corporate in the group during the year.

Statement of directors' responsibilities

The directors are required by the Companies Act 1985 to prepare financial statements for each financial year which give a true and fair view of the company's state of affairs at the end of the year and of the profit or loss for the 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, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to assume 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 or other irregularities.


CPJ Travel Limited

Directors' Report for the Year Ended 31 December 2003 (Continued)

Auditors

The auditors 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


R Hayers
Director

9 June 2004

Independent Auditors' Report To The Members of CPJ Travel Limited

We have audited the financial statements on pages 4 to 11.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable United Kingdom law and accounting standards are set out in the statement of directors' responsibilities on page 1.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards issued by the Auditing Practices Board. This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or in to whose hands it may come save where expressly agreed by our prior consent in writing.

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 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.

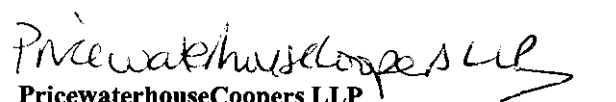
Basis of audit opinion

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 December 2003 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.


PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
Harman House
1 George Street
Uxbridge UB8 1QQ

9 June 2004

CPJ Travel Limited

Profit And Loss Account For The Year Ended 31 December 2003

	Note	2003 £	2002 £
Turnover		14,836,172	10,394,954
Cost of sales		(13,570,328)	(9,453,929)
Gross profit		1,265,844	941,025
Administrative expenses		(643,639)	(645,016)
Operating profit	2b	622,205	296,009
Interest receivable and similar income	3	10,401	17,116
Interest payable and similar charges	4	(211)	-
Profit on ordinary activities before taxation		632,395	313,125
Taxation on profit on ordinary activities	5	(198,544)	(107,368)
Profit for the financial year	10	433,851	205,757

All results for the current year and preceding year are attributable to continuing activities.

There were no recognised gains or losses in the current year or in the prior year other than those shown above and hence no statement of total recognised gains and losses has been presented.

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

The notes on pages 6 to 11 form an integral part of these accounts

CPJ Travel Limited

Balance Sheet As At 31 December 2003

	Note	2003 £	2002 £
Fixed assets			
Tangible assets	6	21,447	24,503
Current assets			
Debtors	7	2,687,995	1,953,984
Cash at bank and in hand		100	100
		2,688,095	1,954,084
Creditors - amounts falling due within one year	8	(1,400,350)	(1,103,246)
Net current assets		1,287,745	850,838
Net assets		1,309,192	875,341
Capital and reserves			
Called up share capital	9	70,000	70,000
Capital reserve		65,065	65,065
Profit and loss account	10	1,174,127	740,276
Equity shareholders' funds	11	1,309,192	875,341

Approved by the Board on 9 June 2004

On behalf of the Board

R Hayers

Director

The notes on pages 6 to 11 form an integral part of these accounts.

CPJ Travel Limited

Notes To The Financial Statements For The Year Ended 31 December 2003

1 Accounting policies

The financial statements have been prepared in accordance with the Companies Act 1985, applicable accounting standards in the United Kingdom and under the historical cost convention.

A summary of the principal accounting policies, all of which have been applied throughout the year and the preceding year, is set out below.

Turnover

Turnover, which excludes value added tax, represents the invoiced value of bookings during the financial year.

Depreciation

Depreciation is calculated so as to write off the cost of fixed assets on a straight line basis over their expected useful lives.

Leasehold improvements	- over the period of the lease
Furniture, fixtures and equipment	- 20% to 25% per annum

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where the 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.

Deferred tax is measured using the average tax rate that is expected to apply in the period in which the timing differences are expected to reverse. An asset is recognised where it is more likely than not that there will be taxable profits from which the future reversal of the underlying timing differences can be deducted. Deferred tax assets and liabilities recognised have not been discounted.

Operating leases

Rentals arising on operating leases are charged to the profit and loss account on a straight line basis over the lease term.

Pension fund

The Company is a member of a money purchase scheme of which all full time employees, subject to pension fund rules, are eligible to become members. Company contributions are charged to the profit and loss account as incurred.

CPJ Travel Limited

Notes To The Financial Statements For The Year Ended 31 December 2003 (Continued)

1 Accounting policies (Continued)

Cash flow statement

The company is a wholly owned subsidiary of Deutsche Post AG, a company incorporated in Germany and is included in its consolidated financial statements which are publicly available. Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard 1 (Revised 1996).

Foreign exchange translation

Transactions denominated in foreign currencies are translated into Sterling at the rate of exchange ruling at the date of the transaction. Assets and liabilities in foreign currencies are translated into Sterling at rates of exchange ruling at the end of the financial year. All exchange differences are accounted for in the profit and loss account.

2 Turnover and operating profit

(a) Turnover

In the opinion of the directors, disclosure of turnover by geographical market would be prejudicial to the interests of the business. Consequently, disclosure in accordance with Schedule 4 of the Companies Act 1985 and Statement of Standard Accounting Practice Number 25 is not thought to be appropriate.

(b) Operating profit

Operating profit is arrived at after charging:

	2003 £	2002 £
Wages and salaries	340,725	372,755
Social security costs	17,900	19,209
Pension costs	70,003	68,569
Auditors' remuneration		
- audit	14,054	9,942
- non-audit services	2,634	4,670
Operating lease costs		
- land and buildings	50,370	40,976
- other	18,541	34,863
Depreciation of tangible fixed assets	8,334	7,807

The average monthly number of persons was employed by the company during the year was 17 (2002: 16).

No directors received emoluments for their services to the Company (2002: £nil).

CPJ Travel Limited

Notes To The Financial Statements For The Year Ended 31 December 2003 (Continued)

3 Interest receivable and similar income

	2003 £	2002 £
Interest receivable from group undertakings	10,245	16,857
Other interest receivable	156	259
	<u>10,401</u>	<u>17,116</u>

4 Interest payable and similar charges

	2003 £	2002 £
Interest payable to group undertakings	211	-

5 Taxation on profit on ordinary activities

	2003 £	2002 £
Current tax		
Amount payable for group relief	76,195	73,401
Overseas taxation	130,462	32,169
Adjustments in respect of previous periods	(9,114)	-
	<u>197,543</u>	<u>105,570</u>
Deferred tax		
Deferred tax charge - origination and reversal of timing differences	1,001	1,798
	<u>198,544</u>	<u>107,368</u>

The standard rate of tax for the year, based on the UK standard rate of corporation tax, is 30%. The actual tax charge for the current year is different to the standard rate for the reasons set out in the following reconciliation:

	2003 £	2002 £
Profit on ordinary activities before tax	632,395	313,125
Profit on ordinary activities multiplied by the standard rate in UK (30%)	189,719	93,938
Factors affecting tax charge for the year:		
Expenses not deductible for tax purposes	2,840	5,227
Capital allowances in excess of depreciation	(1,001)	(1,798)
Adjustment in respect of foreign tax rates	15,099	8,203
Adjustments to tax charge in respect of previous periods	(9,114)	-
Total current tax charge for the year	<u>197,543</u>	<u>105,570</u>

CPJ Travel Limited

Notes To The Financial Statements For The Year Ended 31 December 2003 (Continued)

6 Tangible assets

	Leasehold improvements £	Furniture, Fixtures and equipment £	Total £
Cost			
At 1 January 2003	41,154	166,790	207,944
Additions	-	5,278	5,278
At 31 December 2003	41,154	172,068	213,222
Depreciation			
At 1 January 2003	25,446	157,995	183,441
Charge for the year	3,728	4,606	8,334
At 31 December 2003	29,174	162,601	191,775
Net book value			
At 31 December 2003	11,980	9,467	21,447
At 31 December 2002	15,708	8,795	24,503

7 Debtors

	2003 £	2002 £
Trade debtors	96,118	84,250
Amounts owed by Group undertakings	2,193,304	1,206,683
Corporation tax	79,579	62,957
Deferred tax (Note 12)	4,069	5,070
Other debtors	17,624	9,051
Prepayments and accrued income	297,301	585,973
	2,687,995	1,953,984

8 Creditors - amounts falling due within one year

	2003 £	2002 £
Trade creditors	503,002	302,388
Amounts owed to Group undertakings	8,166	6,146
Group relief payable	223,475	158,001
Other creditors and accruals	660,562	633,377
Taxation and social security	5,145	3,334
	1,400,350	1,103,246

CPJ Travel Limited

Notes To The Financial Statements For The Year Ended 31 December 2003 (Continued)

9 Called up share capital

	2003 £	2002 £
Authorised - 75,000 ordinary shares of £1 each	75,000	75,000
Allotted called up and fully paid - 70,000 ordinary shares of £1 each	70,000	70,000

10 Profit and loss account

	£
At 1 January 2003	740,276
Retained profit for the year	433,851
At 31 December 2003	1,174,127

11 Reconciliation of movements in equity shareholders' funds

	2003 £	2002 £
Opening equity shareholders' funds	875,341	669,584
Profit for the financial year	433,851	205,757
Closing equity shareholders' funds	1,309,192	875,341

12 Deferred taxation

The deferred tax asset recognised in the accounts is as follows:

	2003 £	2002 £
Depreciation in excess of capital allowances	4,069	5,070

There are no unprovided deferred tax liabilities or assets at 31 December 2003 or 31 December 2002.

CPJ Travel Limited

Notes To The Financial Statements For The Year Ended 31 December 2003 (Continued)

13 Operating lease commitments

The company has annual commitments in respect of non-cancellable operating leases as set out below:

	Land and buildings	
	2003	2002
	£	£
Operating leases which expire:		
- Between 2 and 5 years	38,500	38,500

14 Contingent liabilities

The Company has a £104,370 (2002: £81,259) counter indemnity with ABTA.

15 Ultimate parent undertaking and related party transactions

The Company's immediate parent undertaking is DHL Holdings (UK) Limited, a company registered in England and Wales. The ultimate parent undertaking is Deutsche Post AG, a company incorporated in Germany.

Deutsche Post AG is the parent undertaking of the largest group to prepare consolidated accounts which incorporate the results of the Company. Copies of the consolidated financial statements of Deutsche Post AG may be obtained from Rudiger Krenkel (643-9), Deutsche Post AG, 53105, Bonn.

DHL Worldwide Express BV, a company incorporated in Holland, is the parent undertaking of the smallest group to prepare consolidated accounts which incorporate the results of the Company. Copies of the consolidated financial statements of DHL Worldwide Express BV may be obtained from the Secretary, DHL Worldwide Express BV, Kruisweg 601, 2132 NA Hoofddorp, The Netherlands.

The Company has utilised the exemption contained in Financial Reporting Standard number 8, Related Party Disclosures, not to disclose any transactions with group companies and investees of the Deutsche Post AG Group.