Registration number: 1853736

RAYBURN TOURS LIMITED

ABBREVIATED ACCOUNTS

31 OCTOBER 2003

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COMPANIES HOUSE

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Rayburn Tours Limited

Minutes of an Annual General Meeting held at Rayburn House, Parcel Terrace, Derby on 30 January 2004.

- 1. B. Boyden took the chair.
- 2. The chairman announced that the requisite quorum was present.
- 3. The minutes of the previous Annual General Meeting were read and approved.
- 4. IT WAS RESOLVED THAT the report of the directors and the financial statements for the year ended 31 October 2003, now laid before the meeting, be received and approved.
- 5. IT WAS RESOLVED THAT the recommendation of the directors not to declare a final dividend in respect of the year be approved.
- 6. IT WAS RESOLVED THAT Robert Whowell & Partners be reappointed auditors of the company to hold office until the conclusion of the next general meeting at which financial statements are laid before the company and that their renumeration be determined by the directors.
- 7. There being no further business the chairman declared the meeting closed.

B. Boyler.

DIRECTORS' REPORT FOR THE YEAR ENDED 31 OCTOBER 2003

The directors present their report and the accounts for the year ended 31 October 2003.

Principal activity and review of the business

The principal activity of the company is that of a tour operator.

The directors consider that the company's business has continued to operate satisfactorily.

Results and dividends

The results for the year are set out on page 3.

The directors have paid interim dividends amounting to £165,000 and they do not recommend payment of a final dividend.

Directors and their interests

The directors who served during the year and their interests in the company are as stated below:

		Ordinary shares		
		31 Oct '03	1 Nov '02	
B. Boyden		25,000	25,000	
B.J. Race	(resigned 31 March 2003)	-	1	
J. Boyden		25,000	24,999	

Directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of the affairs of the company and of the profit or loss of the company for that year. In preparing these the directors are required to:

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

Auditors

In accordance with Section 385 of the Companies Act 1985, a resolution proposing that Robert Whowell & Partners be reappointed as auditors of the company will be put to the Annual General Meeting.

This report is prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to medium-sized companies.

This report was approved by the Board on 30 January 2004 and signed on its behalf by

B. Boyden B. Boyden
Secretary

INDEPENDENT AUDITORS' REPORT TO RAYBURN TOURS LIMITED UNDER SECTION 247B OF THE COMPANIES ACT 1985

YEAR ENDED 31 OCTOBER 2003

We have examined the abbreviated accounts set out on pages 3 to 16 together with the financial statements of Rayburn Tours Limited for the year ended 31 October 2003 prepared under Section 226 of the Companies Act 1985.

This report is made solely to the company's shareholders, as a body, in accordance with Section 247B of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's shareholders 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 shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

The directors are responsible for preparing abbreviated accounts in accordance with Section 246A of the Companies Act 1985. It is our responsibility to form an independent opinion as to whether the company is entitled to deliver abbreviated accounts prepared in accordance with Section 246A(3) of the Act to the registrar of companies and whether the accounts to be delivered are properly prepared in accordance with that provision and to report our opinion to you.

Basis of opinion

We have carried out the procedures we considered necessary to confirm, by reference to the financial statements, that the company is entitled to deliver abbreviated accounts and that the abbreviated accounts are properly prepared. The scope of our work for the purpose of this report did not include examining or dealing with events after the date of our report on the full financial statements.

Opinion

In our opinion the company is entitled to deliver abbreviated accounts prepared in accordance with Section 246A(3) of the Companies Act 1985 in respect of the year ended 31 October 2003, and the abbreviated accounts on pages 3 to 16 are properly prepared in accordance with that provision.

ROBERT WHOWELL & PARTNERS

CHARTERED ACCOUNTANTS AND REGISTERED AUDITORS

Westwood House 78 Loughborough Road Quorn Leicestershire LE12 8DX

30 January 2004

ABBREVIATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 OCTOBER 2003

Continuing operations

	Notes	2003 £	2002 £
Gross profit		1,225,946	984,286
Administrative expenses		(1,045,471)	(849,367)
Other operating income		13,806	18,348
Operating profit	2	194,281	153,267
Other interest receivable and			
similar income	3	36,409	19,174
Interest payable and similar charges	4	(13,088)	(12,033)
Profit on ordinary			
activities before taxation		217,602	160,408
Tax on profit on ordinary activities	7	(51,003)	(36,813)
Profit on ordinary			
activities after taxation		166,599	123,595
Dividends	8	(165,000)	(83,300)
Retained profit for the year		1,599	40,295
Retained profit brought forward		229,784	189,489
Retained profit carried forward		231,383	229,784
		-	=======================================

There are no recognised gains or losses other than the profit or loss for the above two financial years.

AS AT 31 OCTOBER 2003

	2003		2002		
	Notes	£	£	£	£
Fixed assets					
Intangible assets	9		182,900		192,689
Tangible assets	10		852,212		434,244
Investments	11		2,002		2,002
			1,037,114		628,935
Current assets					
Debtors	12	318,920		118,168	
Cash at bank and in hand		235,337		722,278	
		554,257		840,446	
Creditors: amounts falling					
due within one year	13	(835,893)		(861,145)	
Net current liabilities			(281,636)		(20,699)
Total assets less current					
liabilities			755,478		608,236
Creditors: amounts falling due after more than one year	14		(451,370)		(308,886)
Provisions for liabilities					
and charges	15		(22,725)		(19,566)
Net assets			281,383		279,784
Capital and reserves					
Called up share capital	17		50,000		50,000
Profit and loss account			231,383		229,784
Shareholders' funds	18		281,383		279,784
					==

The abbreviated accounts are prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to medium-sized companies.

The abbreviated accounts were approved by the Board on 30 January 2004 and signed on its behalf by

J. Boyden

Director

The notes on pages 6 to 16 form an integral part of these financial statements.

<u>CASH FLOW STATEMENT</u> <u>FOR THE YEAR ENDED 31 OCTOBER 2003</u>

	Notes	2003 £	2002 £
	Notes		T.
Reconciliation of operating profit to net			
cash inflow from operating activities			
Operating profit		194,281	153,267
Depreciation		76,568	55,637
(Increase) in debtors		(200,752)	155,861
(Decrease) in creditors		(31,262)	252,178
Net cash inflow from operating activities		38,835	616,943
Cash flow statement			
Net cash inflow from operating activities		38,835	616,943
Returns on investments and servicing of finance	22	23,321	7,141
Taxation	22	(43,390)	(20,689)
Capital expenditure	22	(488,827)	(44,640)
		(470,061)	558,755
Equity dividends paid		(165,000)	(83,300)
		(635,061)	475,455
Financing	22	146,021	(47,405)
Decrease in cash in the year		(489,040)	428,050
Reconciliation of net cash flow to movement in net of	lebt (Note 23)		
Decrease in cash in the year		(489,040)	428,050
Cash inflow from decrease in debts and lease financing		(146,021)	47,405
Change in net debt resulting from cash flows		(635,061)	475,455
New finance leases and hire purchase contracts		4,080	11,223
Movement in net debt in the year		(630,981)	486,678
Net funds at 1 November 2002		374,454	(112,224)
Net debt at 31 October 2003		(256,527)	374,454

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 OCTOBER 2003

1. Accounting policies

1.1. Accounting convention

The accounts are prepared under the historical cost convention.

1.2. Turnover

Turnover represents the aggregate amount of revenue from tours supplied in the ordinary course of business, excluding value added tax. Revenue is recognised on date of depature and related costs of the tours are charged to the profit and loss account on the same basis.

1.3. Goodwill

Acquired goodwill is written off in equal annual instalments over its estimated useful economic life of 25 years.

1.4. Tangible fixed assets and depreciation

Depreciation is provided at rates calculated to write off the cost less residual value of each asset over its expected useful life, as follows:

Freehold property

2% straight line

Leasehold improvements

2% straight line

Freehold improvements

2% straight line

Fixtures, fittings

and equipment

15% reducing balance

Motor vehicles

25% reducing balance

1.5. Leasing and hire purchase commitments

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible assets and depreciated over the shorter of the lease term and their useful lives. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the profit and loss account so as to produce constant periodic rates of charge on the net obligations outstanding in each period.

1.6. Investments

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

1.7. Pensions

The pension costs charged in the financial statements represent the contribution payable by the company during the year.

1.8. Deferred taxation

Provision is made for deferred taxation using the liability method to take account of timing differences between the incidence of income and expenditure for taxation and accounting purposes except to the extent that the directors consider that a liability to taxation is unlikely to materialise.

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 OCTOBER 2003

1.9. Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange prevailing at the accounting date. Transactions in foreign currencies are recorded at the date of the transactions. All differences are taken to the Profit and Loss account.

1.10. Group accounts

The company is entitled to the exemption under Section 248 of the Companies Act 1985 from the obligation to prepare group accounts as it falls within the criteria of being either a small or medium group.

1.11. Client monies received in advance

Client monies received at the balance sheet date relating to deposits on holidays not fully invoiced at the year end is included in creditors.

2.	Operating profit	2003	2002
	Omegating mustify is stated after abarrainas	£	£
	Operating profit is stated after charging:	0.500	0.700
	Depreciation and other amounts written off intangible assets	9,789	9,789
	Depreciation and other amounts written off tangible assets	66,917	40,397
	Auditors' remuneration	4,725	5,775
	and after crediting:		
	Profit on disposal of tangible fixed assets	138	(5,451)
	Profit on foreign currencies	(47,623)	(128,223)
3.	Interest receivable and similar income	2003 £	2002 £
	Bank interest	<u> 36,409</u>	19,174
4.	Interest payable and similar charges	2003 £	2002 £
	On loans repayable in five years or more	12,622	10,589
		•	
	Hire purchase interest	466	1,444
		13,088	12,033

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 OCTOBER 2003

5. Employees

Numbe	er of employees	2003 Number	2002 Number
The ave	erage monthly numbers of employees		
(includ	ing the directors) during the year were:	35	32
Emplo	yment costs	2003	2002
		£	£
Wages	and salaries	500,631	493,940
_	security costs	47,754	44,438
	ension costs	6,675	7,349
		555,060	545,727
5.1. Directo	ors' emoluments	2003	2002
	•	£	£
Remun	eration and other emoluments	56,122	114,571
Pension	n contributions	5,040	5,460
		61,162	120,031
		Number	Number
Numbe	r of directors to whom retirement benefits		
are acc	ruing under a money purchase scheme	2	2

6. Pension costs

The company operates a defined contribution pension scheme in respect of selected directors and employees. The scheme and its assets are held by independent managers. The pension charge represents contributions due from the company and amounted to £6,675 (2002 - £7,349).

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 OCTOBER 2003

7. Tax on profit on ordinary activities

Analysis of charge in period	2003	
	£	£
Current tax		
UK corporation tax at 20.68% (2002 - 19.87%)	35,337	30,883
Adjustments in respect of previous periods	12,507	(286)
Total current tax charge	47,844	30,597
Deferred tax		
Timing differences, origination and reversal	3,159	6,216
Total deferred tax	3,159	6,216
Tax on profit on ordinary activities	51,003	36,813

Factors affecting tax charge for period

8.

The tax assessed for the period is lower than the standard rate of corporation tax in the UK (30.00 per cent). The differences are explained below:

	2003	2002
Profit on ordinary activities before taxation	£ 217,602	£ 160,408
Profit on ordinary activities multiplied by standard rate of corporation		·
tax in the UK of 30.00% (31 October 2002 : 30.00%)	65,281	48,122
Effects of:		
Expenses not deductible for tax purposes	298	10
Capital allowances for period in excess of depreciation	5,822	(3,245)
Adjustments to tax charge in respect of previous periods	12,507	(286)
Profit/(loss) on disposal of fixed assets	(41)	1,635
Insurance rebates	(20,107)	-
Marginal relief	(15,916)	(15,639)
Current tax charge for period	47,844	30,597
<u>Dividends</u>	2003	2002
	£	£
Dividends on equity shares:		
Ordinary shares - interim paid	165,000	83,300

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 OCTOBER 2003

9.	Intangible fixed assets						
						<u>Goodwill</u>	<u>Total</u>
	_					£	£
	Cost At 1 November 2002					244,711	244,711
	At 31 October 2003					244,711	244,711
	Provision for diminution in value At 1 November 2002 Charge for year					52,022 9,789	52,022 9,789
	At 31 October 2003					61,811	61,811
	Net book values At 31 October 2003					182,900	182,900
	At 31 October 2002					192,689	192,689
10.	Tangible fixed assets		np'yments im	p'vments		Motor vehicles	<u>Total</u>
	Cost	£	£	£	£	£	£
	At 1 November 2002 Additions Disposals	157,026 365,198	17,951 - -	97,732 - -	228,796 84,833	113,461 39,716 (11,547)	614,966 489,747 (11,547)
	At 31 October 2003	522,224	17,951	97,732	313,629	141,630	1,093,166
	Depreciation At 1 November 2002 On disposals Charge for the year	31,432 - 10,427	1,192	10,885	91,019	46,194 (6,685) 20,785	180,722 (6,685) 66,917
	At 31 October 2003	41,859	1,551	12,839	124,411	60,294	240,954
	Net book values At 31 October 2003	480,365	16,400	84,893	189,218	81,336	852,212
	At 31 October 2002	125,594	16,759	86,847	137,777	67,267	434,244

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 OCTOBER 2003

Included above are assets held under finance leases or hire purchase contracts as follows:

		2003		2002	
		Net D	epreciation	Net Depreciation	
	Asset description	<u>book value</u>	<u>charge</u>	<u>book value</u>	<u>charge</u>
		£	£	£	£
	Motor vehicles		-	30,571	10,191
11.	Fixed asset investments			Subsidiary dertakings <u>shares</u>	<u>Total</u>
				£	£
	Cost				
	At 1 November 2002			2,002	2,002
	At 31 October 2003			2,002	2,002
	Net book values				
	At 31 October 2003			2,002	2,002
	At 31 October 2002			2,002	2,002

11.1. Holdings of 20% or more

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

<u>Company</u>	Country of registration or incorporation	Nature of <u>business</u>	Shares held class	Proportion of shares <u>held</u>
Subsidiary undertaking Rayburn Tours Transport Srvs Ltd Venture Abroad Limited	United Kingdom United Kingdom	Transport provision Dormant	Ordinary Ordinary	100% 100%

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

<u>Capita</u>	l and reserves	Profit for the year
	£	£
Rayburn Tours Transport Srvs Ltd	17,150	15,334

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 OCTOBER 2003

12.	<u>Debtors</u>	2003	2002
		£	£
	Trade debtors	252,458	88,778
	Other debtors	43,938	18,155
	Prepayments and accrued income	22,524	11,235
		318,920	118,168
13.	Creditors: amounts falling due	2003	2002
201	within one year	£	£
	D-11-6	2.200	1 (70
	Bank overdraft	3,778	1,679
	Bank loan	17,575	8,179
	Pension fund loan	19,141	25,000
	Net obligations under finance leases		
	and hire purchase contracts	-	4,080
	Trade creditors	111,345	165,908
	Amounts owed to group undertaking	69,775	86,311
	Corporation tax	35,337	30,883
	Other taxes and social security costs	19,559	9,976
	Other creditors	553,808	503,410
	Accruals and deferred income	5,575	25,719
		835,893	861,145

The bank loan and overdraft with Lloyds TSB plc are secured by way of a first legal charge over the company's freehold property.

Other creditors relates wholly to client monies received in advance.

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 OCTOBER 2003

14.	Creditors: amounts falling due after more than one year	2003 £	2002 £
	Bank loan	221,110	65,344
	Pension fund loan	67,968	81,250
	Directors' loan	162,292	162,292
		451,370	308,886
	Repayable in one year or less, or on demand (Note 13)	36,716	33,179
	Repayable between one and two years	36,716	33,179
	Repayable between two and five years	110,148	113,415
	Repayable in five years or more	304,506	162,292
		488,086	342,065
	Repayable in five years or more:		
	Bank loan	142,214	-
	Directors' loan	162,292	162,292
		304,506	162,292

The bank loan with Lloyds TSB plc is secured by way of a first legal charge over the company's freehold property.

15. Provisions for liabilities and charges

	Deferred taxation		
	(Note 16)	<u>Total</u>	
	£	£	
At 1 November 2002	19,566	19,566	
Movements in the year	3,159	3,159	
At 31 October 2003	22,725	22,725	
	· · · · · · · · · · · · · · · · · · ·		

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 OCTOBER 2003

16.	Provision for deferred taxation	2003 £	2002 £
	Accelerated capital allowances	22,725	19,566
	Provision at 1 November 2002 Deferred tax charge in profit and loss account	19,566 3,159	
	Provision at 31 October 2003	22,725	
17.	Share capital	2003 £	2002 £
	Authorised		
	100,000 Ordinary shares of £1 each	100,000	100,000
	Allotted, called up and fully paid		
	50,000 Ordinary shares of £1 each	50,000	
18.	Reconciliation of movements in shareholders' funds	2003 £	2002 £
	Profit for the year	166,599	123,595
	Dividends	(165,000)	(83,300)
		1,599	40,295
	Opening shareholders' funds	279,784	239,489
	Closing shareholders' funds	281,383	279,784

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 OCTOBER 2003

19. Financial commitments

Consumer Protection and Bonding

The company is a member of the Association of British Travel Agents Limited (membership no. V025X) and the Association of Independent Tour Operators and is licensed by the Civil Aviation Authority under Air Tour Operators Licence ATOL 3475.

The company is fully bonded under the above's rules by Travel & General Insurance Company plc as at 31 October 2003 in respect of ABTA (£376,200) and in respect of ATOL (£258,667).

The company is also bonded by Lloyds TSB plc in respect of ABTA (£17,500).

20. Transactions with directors

Of the directors' current account, shown as a creditor falling due in more than one year, an amount of £162,292 has been subordinated in favour of CAA and cannot be drawn down without prior consent.

21. Related party transactions

Rayburn Tours Transport Services Limited, a wholly owned subsidiary, charged Rayburn Tours Limited for transport arrangements totalling £1,511,508 under normal commercial terms. Rayburn Tours Limited owed £69,775 to the subsidiary at the year end. The parent company was also charged £20,000 for management services by Rayburn Tours Transport Services Limited.

Also, the company has arranged a loan from the company pension scheme, Rayburn Tours Limited (1993) Retirement and Death Benefit Scheme, to assist with the purchase of Venture Abroad Limited. The loan is over five years at a rate of 3% over base rate and was negotiated at arm's length. The loan has been subordinated to the CAA on a sliding scale over the term of the loan (£87,109 owed at 31 October 2003). At 31 October 2003 £61,000 of the loan had been subordinated to the CAA and cannot be drawn down without the CAA's prior consent.

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 OCTOBER 2003

22. Gross cash flows

23.

			2003 £	2002 £
Returns on investments and servicing of fin	ance			
Interest received			36,409	19,174
Interest paid			(13,088)	(12,033)
			23,321	7,141
Taxation				
Corporation tax paid			(43,390)	(20,689)
Capital expenditure				
Payments to acquire tangible assets			(493,827)	(60,640)
Receipts from sales of tangible assets			5,000	16,000
			(488,827)	(44,640)
Financing			==	
New long term bank loan			155,766	(9,147)
Other new long term loans			(19,141)	
Repayment of short term bank loan			9,396	1,131
Capital element of finance leases and hire pur	chase contracts		-	(4,080)
			146,021	(47,405)
Analysis of changes in net funds				
	Opening	Cash	Other	Closing
	<u>balance</u>	flows	<u>changes</u>	<u>balance</u>
	£	£	£	£
Cash at bank and in hand	722,278	(486,941)	_	235,337
Overdrafts	(1,679)	(2,099)	-	(3,778)
	720,599	(489,040)	-	231,559
Debt due within one year	(33,179)	(9,396)	5,859	(36,716)
Debt due after one year	(308,886)	(136,625)	(5,859)	(451,370)
Finance leases and hire purchase contracts	(4,080)	-	4,080	-
	(346,145)	(146,021)	4,080	(488,086)
Net funds	374,454	(635,061)	4,080	(256,527)