

ITC (TRAVEL) LIMITED

DIRECTORS' REPORT AND ACCOUNTS

for the year ended

30TH NOVEMBER 2004

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Company No. 1886429 (England and Wales)



ITC (TRAVEL) LIMITED

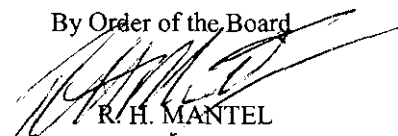
NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Unit 5, McKay Trading Estate, Blackthorne Road, Colnbrook, Berks., at 11.40 a.m. on Thursday 6th October 2005 for the following purposes :-

1. To consider and, if approved, to adopt the Directors' Report and Accounts for the year ended 30th November 2004.
2. To re-elect the Director retiring by rotation.
3. To re-appoint the auditors and authorise the Directors to fix their remuneration.
4. To transact any other business which may be dealt with at an Annual General Meeting.

A Member of the Company entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him, and such proxy need not also be a Member.

By Order of the Board


R. H. MANTEL
Secretary

28th September 2005

ITC (TRAVEL) LIMITED

DIRECTORS

R. H. Mantel
G. F. H. Matthews

DIRECTORS' REPORT

The Directors have pleasure in submitting their Annual Report, together with the Audited Financial Statements of the Company for the year ended 30th November 2004.

Principal Activity

The company is a wholly-owned subsidiary of ITC (Holdings) Limited. It did not trade during the year.

Dividend

The Directors do not recommend the payment of a dividend (2003 nil).

Directors Interests in the Shares of the Company

The Directors had no beneficial interest in the shares of the Company during the year to 30th November 2004.

Statement of 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 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

- 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;
- 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

A resolution proposing that Lackmaker & Co. be re-appointed as auditors for the forthcoming year will be put at the Annual General Meeting.

Director

G. F. H. Matthews retires by rotation and, being eligible, offers himself for re-election.

Unit 5
McKay Trading Estate
Blackthorne Road
Colnbrook
Slough
Berks. SL3 0AH

By Order of the Board



R. H. Mantel
Secretary

28th September 2005

ITC (TRAVEL) LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF ITC (TRAVEL) LIMITED

We have audited the financial statements of ITC (Travel) Limited for the year ended 30th November 2004 on pages 4 and 5. These financial statements have been prepared under the historical cost convention.

Respective responsibilities of Directors and Auditors

As described in the Statement of Directors' Responsibilities on page 2 the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards. Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Accounting Standards.

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 with the company 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 United Kingdom 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.

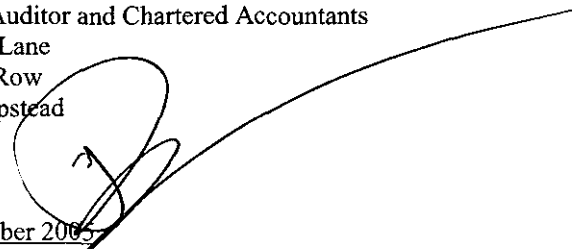
We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity 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 as at 30th November 2004 and have been properly prepared in accordance with the Companies Act 1985.

LACKMAKER & Co.
Registered Auditor and Chartered Accountants
10 Bradden Lane
Gaddesden Row
Hemel Hempstead
Herts
HP2 6HZ

29th September 2005



ITC (TRAVEL) LIMITED**BALANCE SHEET AS AT 30TH NOVEMBER 2004**

	<u>Notes</u>	<u>2004</u> £	<u>2003</u> £
<u>Current Assets</u>			
Amounts owed by Group Undertakings	2	<u>10,000</u>	<u>10,000</u>
 <u>Capital and Reserves</u>			
Called up Share Capital	3	<u>10,000</u>	<u>10,000</u>

Signed on behalf of the Board 28th September 2005

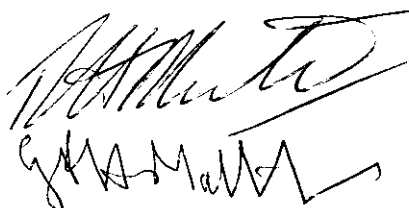
R. H. Mantel

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Directors

G. F. H. Matthews

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The notes on page 5 form part of these accounts.

ITC (TRAVEL) LIMITED**NOTES ON ACCOUNTS FOR THE YEAR ENDED 30TH NOVEMBER 2004****1. Basis of Preparation of Financial Statements**

The financial statements are prepared under the historical cost convention and in accordance with applicable accounting standards.

The company was dormant throughout the current and previous years.

2. Holding Company

The company is a wholly-owned subsidiary of ITC (Holdings) Limited, a company registered in England.

3. Share Capital comprises:

	<u>Authorised</u>	<u>Issued and Fully Paid</u>
	£	£
10,000 £1 Ordinary Shares	<u>10,000</u>	<u>10,000</u>

ITC (TRAVEL) LIMITED

DIRECTORS' REPORT AND ACCOUNTS

for the year ended

30TH NOVEMBER 2004
