Registered number: 2705212

CODSALL TRAVEL CENTRE LIMITED

DIRECTOR'S REPORT AND FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 SEPTEMBER 2002



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CONTENTS

| | Page |
|-----------------------------------|--------|
| Director's report | 1 |
| Auditors' report | 2 - 3 |
| Profit and loss account | 4 |
| Balance sheet | 5 |
| Notes to the financial statements | 6 - 10 |

DIRECTOR'S REPORT For the period ended 30 September 2002

The director presents his report and the financial statements for the period ended 30 September 2002.

STATEMENT OF DIRECTOR'S RESPONSIBILITIES

Company law requires the director 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 director is required to:

- · select suitable accounting policies and then 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 director is responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable him to ensure that the financial statements comply with the Companies Act 1985. He is 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.

PRINCIPAL ACTIVITIES

The principal activity of the company is acting as a travel agency.

DIRECTORS

The directors who served during the period and their beneficial interests in the company's issued share capital were:

Ordinary charge

| | of £1 each | |
|--------------------------------------|------------|---------------|
| | 30/9/02 | <u>1/5/01</u> |
| A.J. Fellows (resigned 8 April 2002) | - | - |
| P. Fellows (resigned 8 April 2002) | - | 30,000 |
| I. Edgar (appointed 8 April 2002) | - | _ |

AUDITORS

The auditors, Horwath Clark Whitehill, will be proposed for reappointment in accordance with section 385 of the Companies Act 1985.

The report of the director has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

This report was approved by the board on 19 November 2002 and signed on its behalf.

1.Edgal

Director

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF CODSALL TRAVEL CENTRE LIMITED

We have audited the financial statements of Codsall Travel Centre Limited for the period ended 30 September 2002 set out on pages 4 to 10. These financial statements have been prepared in accordance with the Financial Reporting Standard for Smaller Entities (effective June 2002) under the historical cost convention and the accounting policies set out on page 6.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

As described in the Statement of Director's Responsibilities the company's director is 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 Auditing 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 Director's 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 Director's 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 director 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.

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF CODSALL TRAVEL CENTRE LIMITED

OPINION

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 30 September 2002 and of its profit for the period then ended and have been properly prepared in accordance with the Companies Act 1985.

Horwath Clark Whitehill

Clark Witchill

Chartered Accountants Registered Auditors

Hatherton House Hatherton Street Walsall West Midlands WS1 1YB

19th November 2002

PROFIT AND LOSS ACCOUNT For the period ended 30 September 2002

| | Note | Period ended 30 September 2002 £ | Year ended 30 April 2001 £ |
|---|------|---|-------------------------------------|
| TURNOVER | 1 | 2,244,579 | 2,782,904 |
| Cost of sales | | (1,962,056) | (2,473,963) |
| GROSS PROFIT | | 282,523 | 308,941 |
| Administrative expenses | | (173,643) | (196,963) |
| OPERATING PROFIT | 2 | 108,880 | 111,978 |
| Interest receivable | | 5,839 | 11,359 |
| PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION | | 114,719 | 123,337 |
| TAX ON PROFIT ON ORDINARY ACTIVITIES | 4 | (25,320) | (24,260) |
| PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION | | 89,399 | 99,077 |
| DIVIDENDS | | <u>.</u> | (100,000) |
| RETAINED PROFIT/(LOSS) FOR THE FINANCIAL PERIOD | 11 | 89,399 | (923) |
| | | | |

The notes on pages 6 to 10 form part of these financial statements.

BALANCE SHEET As at 30 September 2002

| | | 30 Sept | | 30 Ap 200 | |
|--|--------|----------|---------|--------------|---------|
| FIXED ASSETS | Note | £ | £ | £ | £ |
| Intangible fixed assets | 5 | | _ | | 2 |
| Tangible fixed assets | 6 | | • | | 16,485 |
| Taligno inca asseto | Ü | | | | |
| | | | - | | 16,487 |
| CURRENT ASSETS | | | | | |
| Debtors | 7 | 122,111 | ٠. | 20,970 | |
| Cash at bank | | 103,288 | | 272,090 | |
| | | 225,399 | | 293,060 | |
| CREDITORS : amounts falling due within one year | , 8 | (23,636) | | (198,899) | |
| NET CURRENT ASSETS | | | 201,763 | | 94,161 |
| TOTAL ASSETS LESS CURRENT LIABIL | ITIES | | 201,763 | | 110,648 |
| PROVISIONS FOR LIABILITIES AND CHARGES | | | | | |
| Deferred taxation | 9 | | (1,716) | | - |
| NET ASSETS | | | 200,047 | · . | 110,648 |
| CAPITAL AND RESERVES | | | | | |
| Called up share capital | 10 | | 30,000 | | 30,000 |
| Profit and account | 11 | | 170,047 | | 80,648 |
| SHAREHOLDERS' FUNDS | | | 200,047 | · · · · · | 110,648 |

The financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies and in accordance with the Financial Reporting Standard for Smaller Entities (effective June 2002).

The financial statements were approved by the board on 19 November 2002 and signed on its behalf.

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Director

The notes on pages 6 to 10 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS For the period ended 30 September 2002

1. ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective June 2002).

1.2 Cash flow

The financial statements do not include a cash flow statement because the company, as a small reporting entity, is exempt from the requirement to prepare such a statement under the Financial Reporting Standard for Smaller Entities (effective June 2002).

1.3 Turnover

Turnover comprises the invoiced value of goods and services supplied by the company, exclusive of Value Added Tax and trade discounts.

1.4 Intangible fixed assets and amortisation

Website development costs are capitalised and amortised over their estimated useful economic life.

1.5 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Fixtures and fittings

20% reducing balance

2. OPERATING PROFIT

The operating profit is stated after charging:

| | Period ended 30 September 2002 | Year ended 30 April 2001 |
|--|--------------------------------------|--------------------------------|
| | £ | £ |
| Depreciation of tangible fixed assets: | | |
| - owned by the company | 3,023 | 3,725 |
| Auditors' remuneration | 2,500 | 2,050 |
| Pension costs | 10,596 | 5,318 |
| | | |

3. DIRECTOR'S REMUNERATION

| | Period ended | Year ended |
|----------------------|--------------|------------|
| | 30 September | 30 April |
| | 2002 | 2001 |
| | £ | £ |
| Aggregate emoluments | 45,318 | 61,818 |
| | | |

During the period retirement benefits were accruing to 2 directors (2001 - 2) in respect of money purchase pension schemes.

NOTES TO THE FINANCIAL STATEMENTS For the period ended 30 September 2002

4. TAXATION

| | Period ended 30 September 2002 | Year ended 30 April 2001 |
|--|--------------------------------------|--------------------------------|
| | £ | £ |
| Analysis of tax charge in period | | |
| Current tax (see note below) | | |
| UK corporation tax on profits of the period Adjustments in respect of prior periods | 23,636 (32) | 24,260 - |
| Total current tax | 23,604 | 24,260 |
| Deferred tax | | |
| Origination and reversal of timing differences | 1,716 | • |
| Total deferred tax (see note 9) | 1,716 | - |
| Tax on profit on ordinary activities | 25,320 | 24,260 |

There were no material factors that affected the tax charge for the period which has been calculated on the profits on ordinary activities before tax at the standard rate of corporation tax in the UK.

There were no factors that may affect future tax charges.

5. INTANGIBLE FIXED ASSETS

| | Web site development | Total |
|----------------------|-------------------------|---------------|
| | £ | £ |
| Cost | | |
| At 1 May 2001 | 15,000 | 15,000 |
| Disposals | (15,000) | (15,000) |
| At 30 September 2002 | <u></u> | |
| · | | _ |
| Amortisation | | |
| At 1 May 2001 | 14,998 | 14,998 |
| On disposals | (14,998) | (14,998) |
| At 30 September 2002 | | - |
| | | |
| Net book value | | |
| At 30 September 2002 | • | - |
| A4 20 April 2001 | 2 | |
| At 30 April 2001 | | |

NOTES TO THE FINANCIAL STATEMENTS For the period ended 30 September 2002

| 6. | TANGIBLE FIXED ASSETS | | |
|----|--|---------------------------|--|
| | | | Furniture, fittings and equipment £ |
| | Cost | | ~ |
| | At 1 May 2001 Disposals | | 41,978 (41,978) |
| | At 30 September 2002 | | - |
| | Depreciation | | |
| | At 1 May 2001 Charge for the period On disposals | | 25,493 3,023 (28,516) |
| | At 30 September 2002 | | |
| | Net book value | | |
| | At 30 September 2002 | | - |
| | At 30 April 2001 | | 16,485 |
| 7. | DEBTORS | | |
| | | 30 September 2002 £ | 30 April 2001 £ |
| | Due within one year | | |
| | Trade debtors Amounts owed by group undertakings Other debtors | - 122,111 - | 17,518 3,452 |
| | | 122,111 | 20,970 |

NOTES TO THE FINANCIAL STATEMENTS For the period ended 30 September 2002

| 8. | CREDITORS: Amounts falling due within one year | | |
|-----|---|---------------------------|---------------------------------------|
| | | 30 September 2002 | 30 Aprīl 2001 |
| | | £ | £ |
| | Trade creditors Corporation tax Social security and other taxes Other creditors | 23,636 - - | 122,184 24,314 12,087 40,314 |
| | | 23,636 | 198,899 |
| 9. | DEFERRED TAXATION | | |
| | | 30 September | 30 April |
| | | 2002 | 2001 |
| | | £ | £ |
| | At 1 May 2001 Charge for the period | - 1,716 | - |
| | At 30 September 2002 | 1,716 | _ |
| | The deferred tax provision is made up as follows: | | |
| | | 30 September 2002 £ | 30 April 2001 £ |
| | Applorated agrital allowances | 1,716 | ~ |
| | Accelerated capital allowances | | |
| | | 1,716 | <u>-</u> |
| 10. | SHARE CAPITAL | | |
| | | 30 September | 30 April |
| | | 2002 | 2001 |
| | | £ | £ |
| | Authorised, allotted, called up and fully paid | | |
| | 30,000 Ordinary shares of £1 each | 30,000 | 30,000 |
| | | | |

NOTES TO THE FINANCIAL STATEMENTS For the period ended 30 September 2002

11. RESERVES

 Profit and loss account
 £

 At 1 May 2001
 80,648

 Profit retained for the period
 89,399

 At 30 September 2002
 170,047

12. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The Company's ultimate parent is West Midlands Co-operative Society Limited, a Society registered in Great Britain with the Financial Services Authority.

The consolidated accounts of West Midlands Co-operative Society Limited are available to the public and may be obtained from PO Box 8, 10 Hatherton Road, Walsall, WS1 1JH.

No other group accounts include the results of the Company.

DETAILED TRADING AND PROFIT AND LOSS ACCOUNT For the period ended 30 September 2002

| | | Period ended 30 September 2002 | Year ended 30 April 2001 |
|-------------------------|------|--------------------------------------|--------------------------------|
| · | Page | £ | £ |
| TURNOVER | 12 | 2,244,579 | 2,782,904 |
| Cost of sales | 12 | (1,962,056) | (2,473,963) |
| GROSS PROFIT | | 282,523 | 308,941 |
| Gross profit % | | 12.6 % | 11.1 % |
| Less: OVERHEADS | | | |
| Administrative expenses | 12 | (173,643) | (196,963) |
| OPERATING PROFIT | | 108,880 | 111,978 |
| Interest receivable | 13 | 5,839 | 11,359 |
| PROFIT FOR THE PERIOD | | 114,719 | 123,337 |

SCHEDULE TO THE DETAILED ACCOUNTS For the period ended 30 September 2002

| | Period ended 30 September 2002 | Year ended 30 April 2001 |
|--------------------------|--------------------------------------|--------------------------------|
| INTEREST RECEIVABLE | £ | £ |
| Bank interest receivable | 5,839 | 11,359 |