

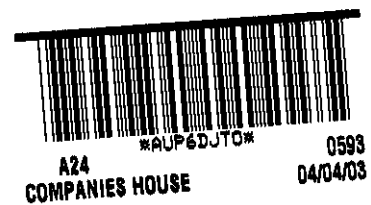
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TFI Group Limited

Report and Financial Statements

Year Ended

30 September 2002



BDO Stoy Hayward
Chartered Accountants

TFI Group Limited

Annual report and financial statements for the year ended 30 September 2002

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Directors

P Franks
C Moore
K Baker

Secretary and registered office

K Kumar, 192 Vauxhall Bridge Road, London, SW1V 1DX

Company number

3324659

Auditors

BDO Stoy Hayward, Connaught House, Alexandra Terrace
Guildford, Surrey, GU1 3DA

Bankers

HSBC Bank plc, 153 North Street, Brighton, East Sussex, BN1 1SW

TFI Group Limited

Report of the directors for the year ended 30 September 2002

The directors present their report together with the audited financial statements for the year ended 30 September 2002.

Results and dividends

The profit and loss account is set out on page 5 and shows the result for the year.

Interim dividends of £65.00 (2001 - £57.08) per share were paid to ordinary shareholders during the year. The directors do not recommend the payment of a final dividend.

Principal activities, review of business and future developments

The company's principal activity was as holding company for its subsidiaries, all of which have benefited from further integration, during difficult trading conditions.

The directors believe that whilst market conditions will remain challenging, continued investment in high value products and services will support future profitable growth.

The group business model has great potential for long term growth and continues to seek non-organic expansion opportunities.

Directors

The directors of the company during the year and their interests in the ordinary share capital of the company were:

	Ordinary £1 shares		A ordinary £1 shares	
	30 September 2002	1 October 2001	30 September 2002	1 October 2001
P Franks	760	760	240	240
C Moore	-	-	-	-
K Baker	-	-	-	-

TFI Group Limited

Report of the directors for the year ended 30 September 2002 (Continued)

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 year. 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; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

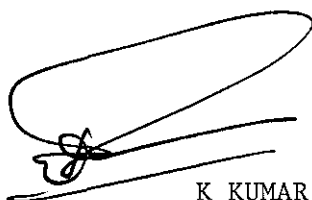
The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Auditors

BDO Stoy Hayward have expressed their willingness to continue in office and a resolution to re-appoint them will be proposed at the annual general meeting.

By order of the board

Secretary



K KUMAR

Date:

20/03/02

TFI Group Limited

Report of the independent auditors

To the shareholders of TFI Group Limited

We have audited the financial statements of TFI Group Limited for the year ended 30 September 2002 on pages 5 to 12 which have been prepared under the accounting policies set out on page 8.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards are set out in the Statement of Directors' Responsibilities.

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 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.

Our report has been prepared pursuant to the requirements of the Companies Act 1985 and for no other purpose. No person is entitled to rely on this report unless such a person is a person entitled to rely upon this report by virtue of and for the purpose of the Companies Act 1985 or has been expressly authorised to do so by our prior written consent. Save as above, we do not accept responsibility for this report to any other person or for any other purpose and we hereby expressly disclaim any and all such liability.

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.

TFI Group Limited

Report of the independent auditors (*Continued*)

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 year then ended and have been properly prepared in accordance with the Companies Act 1985.

BDO STOY HAYWARD
*Chartered Accountants
and Registered Auditors*
Guildford

BDO Stoy Hayward

24 March 2003

TFI Group Limited**Profit and loss account for the year ended 30 September 2002**

	Note	2002 £	2001 £
Turnover		-	-
Income from shares in group undertakings		<u>65,000</u>	<u>50,080</u>
Profit on ordinary activities before and after taxation		<u>65,000</u>	<u>50,080</u>
Dividends	2	<u>65,000</u>	<u>57,080</u>
Accumulated loss		-	(7,000)
Retained profit brought forward		<u>15,298</u>	<u>22,298</u>
Retained profit carried forward		<u>15,298</u>	<u>15,298</u>

All amounts relate to continuing activities.

All recognised gains and losses in the current and prior year are included in the profit and loss account.

The notes on pages 8 to 12 form part of these financial statements.

TFI Group Limited

Balance sheet at 30 September 2002

	Note	2002 £	2002 £	2001 £	2001 £
Fixed assets					
Fixed asset investments	3		1,602		1,602
Current assets					
Debtors	4	14,696		474,709	
Creditors: amounts falling due within one year	5	-		460,013	
Net current assets			14,696		14,696
Total assets less current liabilities			16,298		16,298
Capital and reserves					
Called up share capital	6		1,000		1,000
Profit and loss account			15,298		15,298
Equity shareholders' funds			16,298		16,298

The financial statements were approved by the Board on 20/02/03

P Franks
Director

The notes on pages 8 to 12 form part of these financial statements.

TFI Group Limited

Cash flow statement for the year ended 30 September 2002

	Note	2002 £	2002 £	2001 £	2001 £
Net cash outflow from operating activities	9		-		(79,810)
Returns on investments and servicing of finance					
Dividends paid: equity		(65,000)		(57,080)	
Dividends received		65,000		50,080	
		<u> </u>		<u> </u>	
Net cash outflow from returns on investments and servicing of finance			-		(7,000)
Taxation					
Corporation tax paid			-		(6,700)
Cash outflow before financing			-		(93,510)
Financing					
Capital element of FL repaid			-		(22,441)
			<u> </u>		<u> </u>
Decrease in cash	10		-		(115,951)
			<u> </u>		<u> </u>

The notes on pages 8 to 12 form part of these financial statements.

TFI Group Limited

Notes forming part of the financial statements for the year ended 30 September 2002

1 Accounting policies

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

The following principal accounting policies have been applied:

Consolidated financial statements

The company is exempt from the requirement to prepare consolidated financial statements by virtue of section 248 of the Companies Act 1985 as the group it heads qualifies as a medium group. These financial statements therefore present information about the company as an individual undertaking and not about its group.

Valuation of investments

Investments held as fixed assets are stated at cost less any provision for impairment.

2 Dividends

	2002 £	2001 £
<i>Equity shares</i>		
Ordinary shares		
Dividend paid £65.00 (2001 - £57.08) per share	<u>65,000</u>	<u>57,080</u>

3 Fixed asset investments

	Group undertakings £
<i>Cost</i>	
At 1 October 2001 and 30 September 2002	1,602
<i>Net book value</i>	
At 30 September 2001 and 30 September 2002	1,602

Subsidiary undertakings

The principal undertakings in which the company's interest at the year end is 20% or more are as follows:

	Proportion of voting rights and ordinary share capital held	Nature of business
Travel for Industry Limited	100%	Event management services
events.com limited	75.1%	Event management services
TFI Quest Limited	75.1%	Event management services
TFI Limited	100% *	Dormant

* Investment held by Travel for Industry Limited

Unless otherwise stated, the following figures have been extracted from audited financial statements for the year ended 30 September 2002:

	Aggregate share capital and reserves		Profit for the year
	2002 £	2001 £	2002 £
Travel for Industry Limited	593,377	525,987	112,390
events.com limited	267,914	137,126	130,788
TFI Quest Limited	39,359	118,973	(79,614)
TFI Limited	(458)	(458)	-

TFI Group Limited

Notes forming part of the financial statements for the year ended 30 September 2002 (Continued)

4 Debtors

	2002 £	2001 £
Amounts owed by group undertakings	14,696	474,709

All amounts shown under debtors fall due for payment within one year.

5 Creditors: amounts falling due within one year

	2002 £	2001 £
Amounts owed to group undertakings	-	460,013

6 Share capital

	2002 £	Authorised 2001 £	Allotted, called up and fully paid 2002 £	2001 £
<i>Equity share capital</i>				
760 ordinary shares of £1 each	760	760	760	760
240 A ordinary shares of £1 each	240	240	240	240
	1,000	1,000	1,000	1,000

7 Reconciliation of movements in shareholders' funds

	2002 £	2001 £
Profit for the year	65,000	50,080
Dividends	(65,000)	(57,080)
	-	(7,000)
Opening shareholders' funds	16,298	23,298
Closing shareholders' funds	16,298	16,298

TFI Group LimitedNotes forming part of the financial statements for the year ended 30 September 2002 (*Continued*)**8 Related party disclosures***Controlling parties*

The company is controlled by Mr P Franks, a director.

Related party transactions and balances

	Amounts owed by related party	Amounts owed to related party
	£	£
Related party		
Travel For Industry Limited	14,696	-
	<u> </u>	<u> </u>
2001		
Travel for Industry Limited	-	460,013
TFI Quest Limited	337,764	-
events.com limited	136,945	-
	<u> </u>	<u> </u>

The above related parties are subsidiary undertakings.

9 Reconciliation of operating profit to net cash outflow from operating activities

	2002 £	2001 £
Operating profit	-	-
Decrease in debtors	-	67,926
Decrease in creditors	-	(147,736)
	<u> </u>	<u> </u>
Net cash outflow from operating activities	-	(79,810)
	<u> </u>	<u> </u>

TFI Group Limited**Notes forming part of the financial statements for the year ended 30 September 2002 (Continued)**

10 Reconciliation of net cash flow to movement in net funds

	2002 £	2001 £
Decrease in cash	-	(115,951)
Cash outflow from changes in debt	-	22,441
	<hr/>	<hr/>
Movement in net debt	-	(93,510)
Opening net funds	-	93,510
	<hr/>	<hr/>
Closing net funds	-	-
	<hr/>	<hr/>