

MyTravel North America Limited

Annual report and financial statements

for the year ended 30 September 2012

Registered number 4184683

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MyTravel North America Limited

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MyTravel North America Limited

Directors' report

The directors present their annual report on the affairs of the Company, together with the audited financial statements for the year ending 30 September 2012

Business review & principal activities

The principal activity of the Company is that of an investment holding company. The Company made a loss for the year of \$95,587,000 (2011: loss of \$32,303,000). As a result of the value in use calculations performed at 30 September 2012, an impairment charge of \$87,023,000 (2011: \$26,084,000) was booked against the carrying value of the investment in Buzzard Leisure Limited.

The directors consider that the financial position of the Company at the end of the year was satisfactory. The directors are not aware at the date of this report of any likely major changes in the Company's activities in the next year.

Going concern

The directors believe that preparing the financial statements on the going concern basis is appropriate due to the continued financial support of its parent company Thomas Cook Group UK Limited. The directors have received confirmation that Thomas Cook Group UK Limited intend to support the Company for at least one year after these financial statements are signed.

Principal risks and uncertainties

The principal area of risk or uncertainty for the Company relates to the carrying amount of the Company's investments in subsidiary undertakings which are dependant on the financial performance of those undertakings. The directors carry out an annual assessment of the carrying value of the investments by reference to the underlying net assets and the forecast future financial performance, including cash flows, of the subsidiary undertakings.

Financial risk management

The Company's financial risk management is detailed with in note 11.

Key performance indicators

As the Company is not actively trading, the directors are of the opinion that an analysis using key performance indicators is not necessary for an understanding of the development, performance or position of the business.

Environment and employees

As the Company is not actively trading and has no direct employees, the directors do not consider it necessary to report on environmental or employment policies.

Dividends

The directors do not recommend the payment of an ordinary dividend for year ending 30 September 2012 (2011: \$nil).

Directors

The directors of the Company who were in office during the year and up to the date of signing the financial statements, except as noted, were as follows:

M L MacMahon	(Resigned 4 th April 2013)
N J Arthur	(Appointed 4 th April 2013)
Thomas Cook Group Management Services Limited	

Company Secretary

S Bradley

Directors' indemnities

In accordance with its Articles, the Company has granted a qualifying third party indemnity, to the extent permitted by law, to each Director. The Company also maintains Directors' and Officers' liability insurance.

MyTravel North America Limited

Directors' report (continued)

Independent auditors

PricewaterhouseCoopers LLP have indicated their willingness to continue in office. The Company has elected not to re-appoint auditors annually. Therefore the auditors, PricewaterhouseCoopers LLP, are deemed to be re-appointed for the next financial year.

In the case of each of the persons who are directors of the Company at the date when this report was approved

- so far as each of the directors is aware, there is no relevant audit information (as defined in the Companies Act 2006) of which the Company's auditors are unaware, and
- each of the directors has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information (as defined) and to establish that the Company's auditors are aware of that information.

This statement is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Statement of directors' responsibilities

The directors are responsible for preparing the Directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. Under company law the directors must not approve the financial statements unless they are satisfied that they 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 these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- state whether applicable International Financial Reporting Standards (IFRSs) as adopted by the European Union 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 adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. 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.

Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

By order of the Board,



A Carty
Representing Thomas Cook Group Management Services Limited
Director
26 June 2013

MyTravel North America Limited

Independent auditors' report to the members of MyTravel North America Limited

We have audited the financial statements of MyTravel North America Limited for the year ended 30 September 2012 which comprise of the Statement of comprehensive income, the Balance sheet, the Statement of changes in equity, and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

Respective responsibilities of directors and auditors

As explained more fully in the Statement of directors' responsibilities, set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report and financial statements to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 30 September 2012 and of its loss for the year then ended,
- have been properly prepared in accordance with IFRSs as adopted by the European Union, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit



John Ellis (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London 26 June 2013

MyTravel North America Limited
Statement of comprehensive income
For the year ended 30 September 2012

		Year ended 30 September 2012 \$'000	Year ended 30 September 2011 \$'000
	Note		
Impairment of investment	8	(87,023)	(26,084)
Other operating expense	3	(404)	(4)
Loss from operations		(87,427)	(26,088)
Finance income	5	8,125	8,103
Finance cost	6	(14,468)	(14,318)
Loss before tax	4	(93,770)	(32,303)
Tax expense	7	(1,817)	-
Loss and total comprehensive expense for the year		(95,587)	(32,303)
Attributable to Equity owners of the parent		(95,587)	(32,303)

The result for the year is wholly attributable to the continuing operations of the Company

MyTravel North America Limited

Registered number 4184683

Balance sheet as at 30 September 2012

	Note	30 September 2012 \$'000	30 September 2011 \$'000
Non-current assets			
Investment in subsidiaries	8	74,334	161,357
Current assets			
Trade and other receivables	9	227,056	220,947
Total assets		<u>301,390</u>	<u>382,304</u>
Current liabilities			
Trade and other payables	10	(396,089)	(381,416)
Total liabilities		<u>(396,089)</u>	<u>(381,416)</u>
Net (liabilities)/assets		<u>(94,699)</u>	<u>888</u>
Equity			
Called-up share capital	12	190,866	190,866
Accumulated losses		(285,565)	(189,978)
Total (deficiency in owners' funds)/equity		<u>(94,699)</u>	<u>888</u>

These financial statements were approved by the Board of Directors on 26 June 2013

Signed on behalf of the Board,



A Carty
Representing Thomas Cook Group Management Services Limited
Director

The notes on pages 8 to 14 form part of these financial statements

MyTravel North America Limited
Statement of changes in equity
For the year ended 30 September 2012

	Share capital \$'000	Accumulated losses \$'000	Total equity \$'000
At 30 September 2010	190,866	(157,675)	33,191
Loss for the year and total comprehensive expense	-	(32,303)	(32,303)
At 30 September 2011	190,866	(189,978)	888
Loss for the year and total comprehensive expense	-	(95,587)	(95,587)
At 30 September 2012	<u>190,866</u>	<u>(285,565)</u>	<u>(94,699)</u>

MyTravel North America Limited

Notes to the financial statements for the year ended 30 September 2012

1. General information

MyTravel North America Limited is a company incorporated and domiciled in England and Wales under the Companies Act 2006. The address of the registered office is The Thomas Cook Business Park, Coningsby Road, Peterborough, PE3 8SB. The nature of the Company's operations and its principal activities are set out in the Directors' report. These financial statements are presented in US Dollar because that is the currency of the primary economic environment in which the Company operates. The Company is a wholly-owned subsidiary company and is included within the audited consolidated financial statements of Thomas Cook Group plc, a company incorporated in England and Wales, which have been prepared in accordance with International Financial Reporting Standards and filed with the Registrar of Companies. The Company is therefore exempt from the obligation to prepare consolidated financial statements in accordance with section 400 of the Companies Act 2006.

Adoption of new or amended standards and interpretations in the current year

In the current year, the following new or amended standards have been adopted. Their adoption has not had a significant impact on the amounts reported or the disclosure and presentation in these financial statements, but may impact the accounting or the disclosure and presentation for future transactions and arrangements.

IAS 24 Amendment "Related parties" is effective for annual reporting periods commencing on or after 1 January 2011. The amendment clarifies the definition of related parties.

New or amended standards and interpretations in issue but not yet effective

The following new standards, amendments to standards and interpretations that are expected to impact the Company, which have not been applied in these financial statements, were in issue, but are not yet effective and are not EU endorsed.

IFRS 9 "Financial Instruments" is effective for annual reporting periods commencing on or after 1 January 2015. The standard will eventually replace IAS 39 but currently only details the requirements for recognition and measurement of financial assets.

IAS 32 "Offsetting financial assets and liabilities" is effective for annual periods beginning on or after 1 January 2014, and provides clarification on the application of offsetting rules.

Management is currently assessing the impact of adopting these new or amended standards and interpretations.

2. Significant accounting policies

Basis of preparation

These financial statements have been prepared in accordance with IFRSs as adopted by the EU and IFRIC interpretations and with those parts of the Companies Act 2006 applicable to Companies reporting under IFRS.

The accounting policies adopted are consistent with those of the previous financial period except for those which the Company has adopted in the year.

The financial statements have been prepared under the historical cost convention except for the revaluation of certain financial instruments. The principal accounting policies adopted are set out below.

Going concern

The directors believe that preparing the financial statements on the going concern basis is appropriate due to the continued financial support of its parent company Thomas Cook Group UK Limited. The directors have received confirmation that Thomas Cook Group UK Limited intend to support the Company for at least one year after these financial statements are signed.

Investments

Investments in subsidiaries undertakings are shown at cost less provision for impairment.

MyTravel North America Limited

Notes to the financial statements for the year ended 30 September 2012

2. Significant accounting policies (continued)

Taxation

Current tax, including UK corporation tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Provision is made for deferred tax so as to recognise all temporary differences which have originated but not reversed at the balance sheet date that result in an obligation to pay more tax, or a right to pay less tax in the future.

This is calculated on a non-discounted basis by reference to the average tax rates that are expected to apply in the relevant jurisdiction and for the year in which the temporary differences are expected to reverse. Deferred tax assets are assessed at each balance sheet date and are only recognised to the extent that their recovery against future taxable profits is probable.

Foreign currency

Transactions in currencies other than the functional currency of the Company are translated at the exchange rate on the date of the transaction. Foreign currency monetary assets and liabilities held at the year end are translated at year end exchange rates. The resulting exchange gain or loss is taken through the income statement.

Trade and other receivables

Trade and other receivables are recognised at their fair value and subsequently recorded at amortised cost using the effective interest method as reduced by allowances for estimated irrecoverable amounts. An allowance for irrecoverable amounts is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables. The amount of allowance is the difference between the asset's carrying amount and the present value of estimated future cash flows.

Trade and other payables

Trade and other payables are recognised at their fair value and subsequently recorded at amortised cost using the effective interest method.

Cash flow statement

The Company had no cash flows in the current year. Its cash flow obligations were settled by fellow group undertakings. Accordingly, no separate cash statement has been presented with these financial statements.

Administrative expenses

The Company has no employees. Administrative expenses of the Company, including audit fees of \$500 (2011 \$500) and directors' remuneration, were borne by Thomas Cook Group plc, the Company's ultimate parent undertaking, during both accounting years with no recharge made as the amounts were minimal.

Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Critical judgments in applying the Company's accounting policies

In the process of applying the Company's accounting policies, described above, management has made the following judgments that have the most significant effect on the amounts recognised in the financial statements:

Recoverable amounts of investments

Judgments have been made in respect of the amounts of future operating cash flows to be generated by certain of the Company's businesses in order to assess whether there has been any impairment of the amounts included in the balance sheet for investments in relation to those businesses.

MyTravel North America Limited

Notes to the financial statements for the year ended 30 September 2012

3. Other operating expenses

	Year ended 30 September 2012 \$'000	Year ended 30 September 2011 \$'000
Foreign exchange loss	(404)	(4)
	<u>(404)</u>	<u>(4)</u>

4. Loss before tax

	Year ended 30 September 2012 \$'000	Year ended 30 September 2011 \$'000
Impairment of investment	(87,023)	(26,084)
Foreign exchange loss	(404)	(4)
	<u>(87,427)</u>	<u>(26,088)</u>

5. Finance income

	Year ended 30 September 2012 \$'000	Year ended 30 September 2011 \$'000
Interest receivable from group companies	8,125	8,103
	<u>8,125</u>	<u>8,103</u>

6. Finance cost

	Year ended 30 September 2012 \$'000	Year ended 30 September 2011 \$'000
Interest payable on group borrowings	(14,468)	(14,318)
	<u>(14,468)</u>	<u>(14,318)</u>

MyTravel North America Limited

Notes to the financial statements for the year ended 30 September 2012

7. Tax expense

	Year ended 30 September 2012 \$'000	Year ended 30 September 2011 \$'000
UK corporation tax charge for the year comprises		
Current tax		
UK corporation tax credit at 25%(2011 27%) for the current year	-	-
Adjustments in respect of prior years	1,817	-
Current tax charge	1,817	-
The charge for the year can be reconciled to the loss per the income statement as follows		
Loss before tax	(93,770)	(32,303)
Expected tax credit at the UK corporation tax rate of 25% (2011 27%)	(23,443)	(8,722)
Expense not deductible for tax	21,756	7,043
Adjustments in respect of prior years	1,817	-
Group relief surrendered	-	1,679
Deferred tax not recognised	1,687	-
Tax charge for the year	1,817	-

The Finance (No 2) Act 2010 included legislation to reduce the main rate of UK Corporation Tax from 28% to 27% from 1st April 2011. This was amended by Finance Act 2011 which reduced the rate to 26% with effect from 1st April 2011. Finance Act 2011 also included legislation to reduce the main rate of Corporation Tax to 25% with effect from 1st April 2012, this was amended by Finance Act 2012 which reduced the rate to 24% with effect from 1st April 2012. Finance Act 2012 also included legislation to reduce the main rate of Corporation Tax to 23% with effect from 1st April 2013. The changes have had no effect on these financial statements.

Further reductions in the main rate of Corporation Tax in the UK to 21% by 1st April 2014 and 20% by 1st April 2015 have also been proposed and are expected to be enacted separately. The changes have not been substantially enacted at the balance sheet date and therefore are not recognised in these financial statements.

Group relief was charged for in periods ending 30th September 2009 and earlier. Group relief is surrendered / received for nil consideration in subsequent periods.

There are no unprovided deferred tax assets or liabilities.

MyTravel North America Limited

Notes to the financial statements for the year ended 30 September 2012

8. Investments in subsidiaries

	\$'000
Cost	
At 30 September 2010	296,587
At 30 September 2011	296,587
At 30 September 2012	296,587
Provision for impairment	
At 30 September 2010	109,146
Impairment loss	26,084
At 30 September 2011	135,230
Impairment loss	87,023
At 30 September 2012	222,253
Net book value	
At 30 September 2010	187,441
Impairment loss	(26,084)
At 30 September 2011	161,357
Impairment loss	(87,023)
At 30 September 2012	74,334

As a result of the value in use calculations performed at 30 September 2012, an impairment charge of \$87.0 million (2011: \$26.1 million) was booked against the carrying value of the investment in Buzzard Leisure Limited.

9. Trade and other receivables

	2012 \$'000	2011 \$'000
Amounts due from other group undertakings	227,056	220,947
	227,056	220,947

Amounts due from other group undertakings are repayable on demand. The directors consider the fair value to be equal to the book value. All amounts are denominated in US dollars.

MyTravel North America Limited

Notes to the financial statements for the year ended 30 September 2012

10. Trade and other payables

	2012 \$'000	2011 \$'000
Amounts owed to group undertakings	396,089	381,416
	<u>396,089</u>	<u>381,416</u>
Currency analysis of loans from other group undertakings		
US Dollar	394,444	379,977
Sterling	84	81
Australian Dollar	1,561	1,358
	<u>396,089</u>	<u>381,416</u>

The amounts payable to group undertakings principally relate to the financing of the investments in subsidiary undertakings. The loans are fixed for periods of between one and twelve months, although are repayable on demand. Interest is based on the US\$ LIBOR rate plus 1% for the period of the loan.

11. Financial risk

The Company's financial instruments comprise amounts due to/from subsidiary undertakings.

Interest Risk

The Company is subject to risks arising from interest rate movements in connection with its intercompany loans on which interest is charged based upon LIBOR rates. The interest rate risk between group companies is not hedged as the group hedges its external exposure to interest rate risk.

Credit Risk

The Company's exposure to credit risk is limited to its loans to other group companies and therefore management does not regard the risk to be high and consequently do not attempt to hedge or restrict this exposure.

The market risks that the Company is subject to have been identified as interest rate risk and exchange rate risk. The impact of reasonably possible changes in interest rates on the Company, based on the period end holdings of financial instruments have been calculated and are set out in the table below. The impact of reasonably possible changes in exchange rates is not material to the Company.

	2012		2011	
	Impact on loss before tax \$'000	Impact on equity \$'000	Impact on loss before tax \$'000	Impact on equity \$'000
5% (2011 5%) increase in interest rates	(317)	(238)	(310)	(223)
5% (2011 5%) decrease in interest rates	317	238	310	223

Capital risk

The Company's objectives when managing capital is to safeguard the company's ability to continue as a going concern.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Company monitors capital on the basis of net assets and the Company's strategy is to maintain a net asset position, the values of which are shown on the balance sheet at 30 September 2012 and 30 September 2011.

MyTravel North America Limited

Notes to the financial statements for the year ended 30 September 2012

12. Called-up share capital

	2012 \$'000	2011 \$'000
Authorised		
150,000,000 (2011 150,000,000) Ordinary shares of £1 each	<u>213,540</u>	<u>213,540</u>
Allotted, called-up and fully paid		
134,110,118 (2011 134,110,118) Ordinary shares of £1 each	<u>190,866</u>	<u>190,866</u>

The called-up share capital has been translated using the exchange rate of £1 = \$1 4233, which was the spot rate on the date the shares were issued

The Company has one class of ordinary shares which carry no right to fixed income

13. Related party transactions

	2012 \$'000	2011 \$'000
Transactions with fellow subsidiaries:		
Interest expense	14,468	14,318
Interest income	8,125	8,103
Year end balances arising from transactions with fellow subsidiaries:		
Loans payable	396,089	381,416
Year end balances arising from transactions with parent:		
Loans receivable	227,056	220,947

14. Ultimate controlling party

The Company is a direct subsidiary of Thomas Cook Group UK Limited a company incorporated in England and Wales

The Company's ultimate parent company, and controlling party, is Thomas Cook Group plc

The smallest group of which MyTravel North America Limited is a member and in which the results of the Company are consolidated is that headed by Thomas Cook Group plc, which is registered in England and Wales. Copies of the Thomas Cook Group plc financial statements can be obtained from its registered office at 6th Floor South, Brettenham House, Lancaster Place, London, WC2E 7EN

15. Principal subsidiaries and associated and joint venture undertakings

	Country of incorporation and operation	Proportion held by company (%)
Direct subsidiaries		
Buzzard Leisure Limited	United Kingdom	100