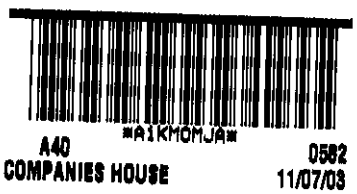
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SUNVIL HOLIDAYS LIMITED

FINANCIAL STATEMENTS

31 DECEMBER 2002

Company Registration Number 1162721



HAINES WATTS

SUNVIL HOLIDAYS LIMITED

FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2002

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SUNVIL HOLIDAYS LIMITED

OFFICERS AND PROFESSIONAL ADVISERS

The board of directors	N C L Josephides N J der Parthog
Company secretary	N C L Josephides
Registered office	Sunvil House Upper Square Ild Isleworth Middlesex TW7 7BJ
Auditors	Haines Watts Chartered Accountants & Registered Auditors Sterling House Sheepscar Court Meanwood Road Leeds LS7 2BB
Bankers	Barclays Bank plc PO Box 13 8 George Street Richmond Surrey TW9 1JU
Solicitors	Dixon Ward & Co 16 The Green Richmond Surrey TW9 1NG

The directors have pleasure in presenting their report and the financial statements of the company for the year ended 31 December 2002.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The company's principal activity during the year was the provision of charter flights to the parent and group companies.

In the opinion of the directors the performance of the company during the year was satisfactory.

RESULTS AND DIVIDENDS

The trading results for the year, and the company's financial position at the end of the year are shown in the attached financial statements.

The directors have not recommended a dividend.

THE DIRECTORS AND THEIR INTERESTS IN SHARES OF THE COMPANY

The directors who served the company during the year together with their beneficial interests in the shares of the company were as follows:

	£1 Ordinary Shares of £1 each	
	At 31 December 2002	*At 1 January 2002*
N C L Josephides	–	–
N J der Parthog	–	–

The interests of the directors, including family interests, in the share capital of the holding company Sunvil International Sales Limited are as follows:

	Share type	**31 December 2002**	*31 December 2001*
N C L Josephides	**£1 Ordinary shares**	**129,600**	*129,600*
N J der Parthog	**£1 Ordinary shares**	**88,800**	*88,800*

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 at the end of the year and of the profit or loss for the year then ended. In preparing those financial statements, the directors are required to:

select suitable accounting policies, as described on page 9, 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. The directors 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.

Registered office:
Sunvil House
Upper Square
Ild Isleworth
Middlesex
TW7 7BJ

Signed by order of the directors

N C L JOSEPHIDES
Company Secretary

Approved by the directors on 27 June 2003

We have audited the financial statements on pages 6 to 10 which have been prepared under the historical cost convention and the accounting policies set out on page 9.

This report is made solely to the company's shareholders, as a body, in accordance with Section 235 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 THE DIRECTORS AND THE AUDITORS

The directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable United Kingdom law and Accounting Standards are set out in the Statement of Directors' Responsibilities on pages 2 to 3.

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 responsibilities do not extend to any other information.

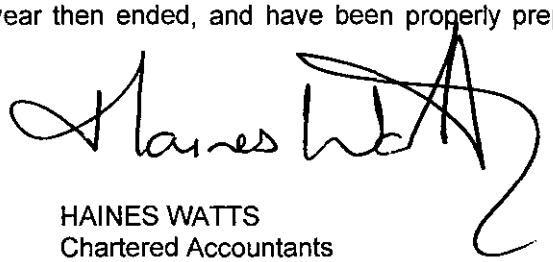
BASIS OF AUDIT OPINION

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 31 December 2002 and of its loss for the year then ended, and have been properly prepared in accordance with the Companies Act 1985.



Sterling House
Sheepscar Court
Meanwood Road
Leeds
LS7 2BB

HAINES WATTS
Chartered Accountants
& Registered Auditors

27 June 2003

SUNVIL HOLIDAYS LIMITED

PROFIT AND LOSS ACCOUNT

YEAR ENDED 31 DECEMBER 2002

	Note	2002 £	2001 £
TURNOVER	2	**7,640,474**	*6,354,301*
Cost of sales		**6,198,491**	*5,251,154*
GROSS PROFIT		**1,441,983**	*1,103,147*
Administrative expenses		**1,519,905**	*1,041,239*
OPERATING (LOSS)/PROFIT	3	**(77,922)**	*61,908*
Interest receivable		**13**	*80*
(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		**(77,909)**	*61,988*
Tax on (loss)/profit on ordinary activities	5	**(24,610)**	*12,617*
(LOSS)/RETAINED PROFIT FOR THE FINANCIAL YEAR		**(53,299)**	*49,371*
Balance brought forward		**325,496**	*276,125*
Balance carried forward		**272,197**	*325,496*

All of the activities of the company are classed as continuing.

Statement of total recognised gains and losses
There are no recognised gains or losses other than the loss of £53,299 attributable to the shareholders for the year ended 31 December 2002 (2001 - profit of £49,371).

The notes on pages 9 to 10 form part of these financial statements.

SUNVIL HOLIDAYS LIMITED

RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

YEAR ENDED 31 DECEMBER 2002

	2002 £	2001 £
(Loss)/Profit for the financial year	**(53,299)**	*49,371*
Opening shareholders' equity funds	**327,496**	*278,125*
Closing shareholders' equity funds	**274,197**	*327,496*

The notes on pages 9 to 10 form part of these financial statements.

SUNVIL HOLIDAYS LIMITED

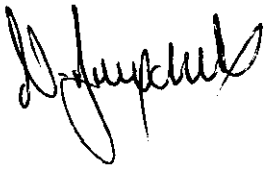
BALANCE SHEET

31 DECEMBER 2002

	Note	£	2002 £	£	2001 £
CURRENT ASSETS					
Debtors	6	**2,492,880**		*1,059,467*	
Cash at bank		**12,770**		*12,789*	
		2,505,650		*1,072,256*	
CREDITORS: Amounts falling due within one year	7	**2,231,453**		*744,760*	
NET CURRENT ASSETS			**274,197**		*327,496*
TOTAL ASSETS LESS CURRENT LIABILITIES			**274,197**		*327,496*
CAPITAL AND RESERVES					
Called-up equity share capital	10		**2,000**		*2,000*
Profit and Loss Account			**272,197**		*325,496*
SHAREHOLDERS' FUNDS			**274,197**		*327,496*

These financial statements were approved by the directors on the 27 June 2003 and are signed on their behalf by:

N C L JOSEPHIDES



The notes on pages 9 to 10 form part of these financial statements.

1. ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared under the historical cost convention.

Turnover

Turnover comprises the value of sales excluding value added tax and trade discounts.

The turnover was derived from the company's principal activity which was carried out wholly in the UK.

Deferred taxation

Deferred taxation is provided for in full in accordance with FRS 19.

2. TURNOVER

The turnover and loss before tax are attributable to the one principal activity of the company.

An analysis of turnover is given below:

	2002	2001
	£	£
United Kingdom	**7,640,474**	*6,354,301*

3. OPERATING (LOSS)/PROFIT

Operating (loss)/profit is stated after charging:

	2002	2001
	£	£
Auditors' remuneration		
- as auditors	**3,000**	*2,500*

4. PARTICULARS OF EMPLOYEES

No salaries or wages have been paid to employees, including the directors, during the year.

5. TAX ON LOSS OR PROFIT ON ORDINARY ACTIVITIES

	2002	2001
	£	£
Current tax:		
UK Corporation tax based on the results for the year at 20% (2001 - 20%)	**(24,610)**	*12,645*
Over/under provision in prior year	**–**	*(28)*
Total current tax	**(24,610)**	*12,617*

6. DEBTORS

	2002	2001
	£	£
Amounts due from related undertakings	**2,204,741**	*1,037,056*
Other debtors	**284,379**	*6,097*
Prepayments and accrued income	**3,760**	*16,314*
	2,492,880	*1,059,467*

7. CREDITORS: Amounts falling due within one year

	2002	2001
	£	£
Bank loans and overdrafts	**426,724**	*75,490*
Trade creditors	**11,633**	*9,177*
Amounts owed to group undertakings	**1,793,096**	*647,448*
Corporation tax	**–**	*12,645*
	2,231,453	*744,760*

8. CONTINGENCIES

The company is party to an unlimited cross guarantee in respect of its banking arrangements with its ultimate holding company, Sunvil International Sales Limited, and its fellow subsidiaries Discovery Worldwide Limited, Villa Centre Holidays Limited and Sunvil UK Limited.

9. RELATED PARTY TRANSACTIONS

The company's ultimate holding company and controlling party is Sunvil International Sales Limited, a company registered in England. Copies of its group accounts, which include the company, are available from Companies House, Crown Way, Cardiff.

Transactions with other group companies are not disclosed as Sunvil International Sales Limited produces consolidated financial statements.

10. SHARE CAPITAL

Authorised share capital:

	2002	2001
	£	£
10,000 £1 Ordinary shares of £1 each	**10,000**	*10,000*

Allotted, called up and fully paid:

	2002		2001	
	No	£	*No*	*£*
£1 Ordinary shares of £1 each	**2,000**	**2,000**	*2,000*	*2,000*