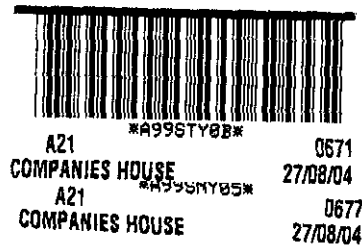


Villa Plus Limited
(Company No: 2039621)

Financial Statements
For the year ended 7 November 2003



Pearson & Co
Chartered Accountants
St Albans

Villa Plus Limited
Financial Statements
For the year ended 7 November 2003

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Villa Plus Limited
Officers and Professional Advisors
For the year ended 7 November 2003

Directors

N D Cooper
R A Mavani

Secretary

N D Cooper

Registered Office

Drover House
16 Adelaide Street
St Albans
Herts. AL3 5BH

Company Registration Number

2039621 (Cardiff)

Auditors

Pearson & Co
113 Smug Oak Business Centre
Lye Lane
St Albans
Herts. AL2 3UG

Bankers

Barclays Bank Plc
28 Hampstead High Street
London. NW3 1QB

NatWest Plc
520 High Road
Wembley
Middlesex. HA9 7BZ

Villa Plus Limited
Directors' Report
For the year ended 7 November 2003

The directors have pleasure in presenting their report and the audited financial statements for the year ended 7 November 2003.

Results and Dividends

The profit for the year after taxation was £400,320 (2002 - £357,912). Interim dividends of £236,575 (2002 - £316,500) were paid during the year. The directors recommend no payment of a final dividend in order to conserve the liquid funds of the company.

Principal Activity and Business Review

The principal activity of the company continues to be the supply of overseas holiday accommodation and related services. The directors consider the level of activity to date to be satisfactory and are confident of improvement in the future.

Directors and Directors' Interests

The directors during the year and their interests in the share capital of the company at the beginning and end of the year were as follows:-

	Ordinary shares of £1 each	
	<u>7 November 2003</u>	<u>7 November 2002</u>
N D Cooper	20,000	20,000
R A Mavani	20,000	20,000

Tangible Fixed Assets

Details of the movement in the tangible fixed assets of the group during the year are disclosed in note 7 of the financial statements.

Close Company Status

The close company provisions of the Income and Corporation Taxes Act 1988, as amended, apply to the company.

Going concern

The finances of the group are sound and the balance sheet remains strong. The directors expect that the group has adequate resources to continue its operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the financial statements.

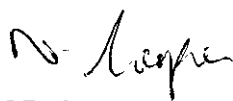
Villa Plus Limited
Directors' Report
For the year ended 7 November 2003 (continued)

Auditors

A resolution to re-appoint the Auditors, Pearson and Co, will be proposed at the annual general meeting.

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

By Order of the Board.



N D Cooper
Secretary
St Albans, Herts
22 March 2004

Villa Plus Limited
Directors' and Auditors' Responsibilities for
The Financial Statements

Directors' responsibilities

The directors are required by UK company law to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the company and the group as at the end of the financial period and of the profit or loss for that period. In preparing the financial statements, suitable accounting policies have been used and applied consistently, and reasonable and prudent judgements and estimates have been made. The directors are required to prepare the financial statements on a going concern basis unless it is inappropriate to presume that the company will continue in business. Applicable accounting standards have been followed. The directors are also responsible for maintaining adequate accounting records and sufficient internal controls to safeguard the assets of the group and to prevent and detect fraud or any other irregularities.

Auditors' responsibilities

The company's directors are responsible for the preparation of financial statements in accordance with applicable law and United Kingdom Standards.

The auditors' responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

The auditors are required to form an independent opinion, based on their audit, on whether the financial statements give a true and fair view and comply with the Companies Act 1985 and to report their opinion to the members. The Companies Act 1985 also requires the auditors to report to members if the following requirements are not met:

- the company has maintained proper accounting records;
- the financial statements are in agreement with the accounting records;
- the auditors have obtained all the information and explanations which to the best of their knowledge and belief are necessary for the purpose of their audit; and
- the contents of the directors' report are consistent with the financial statements.

The auditors are required to give, as far as they are reasonably able to do so, a statement giving the required particulars of the requirements of Schedule 6 of the Companies Act 1985 (which relate to disclosure of emoluments and other benefits of directors and others) and transactions with directors are not complied with in the financial statements.

**Independent Auditor's Report
Villa Plus Limited**

To the members of Villa Plus Limited

We have audited the financial statements on pages 6 to 14 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 members, 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 members 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 members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As described on page 4, the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

Basis of opinion

We conducted our audit in accordance with 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 circumstances of the company, 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 affairs of the company and the group as at 7 November 2003, and of the profit of the group for the period then ended and have been properly prepared in accordance with the Companies Act 1985.



**Pearson & Co
Chartered Accountants
and Registered Auditor**

113 Smug Oak Business Centre
Lye Lane
St Albans
Herts. AL2 3UG
22 March 2004

Villa Plus Limited
Consolidated Profit and Loss Account
For the year ended 7 November 2003

	Note	2003 £	2002 £
Turnover	2	6,670,188	6,501,709
Cost of sales		<u>(5,553,202)</u>	<u>(5,422,888)</u>
Gross Profit		1,116,986	1,078,821
Administrative expenses		<u>(748,912)</u>	<u>(686,587)</u>
Operating Profit	3	368,074	392,234
Dividends		690	1,140
Rent receivable		192,962	109,782
Interest receivable		34,025	27,500
Interest payable	5	<u>(62,626)</u>	<u>(55,607)</u>
Profit on ordinary activities before taxation	2	533,125	475,049
Taxation on profit on ordinary activities	6	<u>(132,805)</u>	<u>(117,137)</u>
Profit on ordinary activities after taxation		400,320	357,912
Dividends		<u>(236,575)</u>	<u>(316,500)</u>
Profit for the financial period	14	£ <u>163,745</u>	£ <u>41,412</u>

Total recognised gains and losses

The company has no recognised gains or losses for the current and previous year other than those passing through the profit and loss account.

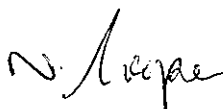
The notes on pages 9 to 14 form part of the financial statements.

Villa Plus Limited
Consolidated Balance Sheet as at 7 November 2003

	Note	2003	2002
		£	£
Fixed Assets			
Tangible assets	7	2,324,071	2,320,006
Current Assets			
Debtors	10	126,834	122,451
Investments	9	129,260	159,429
Cash at bank and in hand		<u>1,499,821</u>	<u>1,389,308</u>
		1,755,915	1,671,188
Creditors: amounts falling due within one year	11	<u>1,866,342</u>	<u>1,850,733</u>
Net Current Assets/(Liabilities)		<u>(110,427)</u>	<u>(179,545)</u>
Total Assets less current liabilities		2,213,644	2,140,461
Creditors: amounts falling due after more than one year	12	(1,036,119)	(1,126,681)
		<u>£1,177,525</u>	<u>£ 1,013,780</u>
Capital and Reserves			
Called up share capital	13	40,000	40,000
Profit and loss account	14	1,137,525	973,780
Shareholders' Funds	18	<u>£ 1,177,525</u>	<u>£ 1,013,780</u>

The financial statements were approved by the board of directors on 22 March 2004 and signed on its behalf by

N D Cooper - Director



R A Mavani - Director



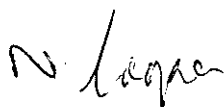
The notes on pages 9 to 14 form part of the financial statements.

Villa Plus Limited
Company Balance Sheet as at 7 November 2003

	Note	2003	2002
		£	£
Fixed Assets			
Tangible assets	7	2,324,071	2,320,006
Investments	8	<u>2,000</u>	<u>2,000</u>
		2,326,071	2,322,006
Current Assets			
Debtors	10	168,540	181,389
Investments	9	129,260	159,429
Cash at bank and in hand		<u>1,499,821</u>	<u>1,389,308</u>
		1,797,621	1,730,126
Creditors: amounts falling due within one year	11	<u>1,910,048</u>	<u>1,911,671</u>
Net Current Assets/ (Liabilities)		<u>(112,427)</u>	<u>(181,545)</u>
Total Assets less current liabilities		2,213,644	2,140,461
Creditors: amounts falling due after more than one year	12	(1,036,119)	(1,126,681)
		<u>£1,177,525</u>	<u>£1,013,780</u>
Capital and Reserves			
Called up share capital	13	40,000	40,000
Profit and loss account	14	1,137,525	973,780
Shareholders' Funds	18	<u>£1,177,525</u>	<u>£1,013,780</u>

The financial statements were approved by the board of directors on 22 March 2004 and signed on its behalf by

N D Cooper - Director



R A Mavani - Director



The notes on pages 9 to 14 form part of the financial statements.

Villa Plus Limited
Notes to the Financial Statements
For the year ended 7 November 2003

1. Accounting Policies

- a) **Accounting Convention**
The financial statements have been prepared under the historical cost convention.
- b) **Consolidation**
The consolidated financial statements of the group include the audited financial statements of the company and its subsidiary.
- c) **Pensions**
The company operates a non-contributory pension scheme for the benefit of the directors and certain staff. The assets of the scheme are held in an independently administered fund. The pension costs charged in the financial statements represent the contributions payable by the company during the year.
- d) **Depreciation**
Depreciation is provided on all tangible fixed assets, other than freehold buildings, at rates calculated to write-off the cost of each asset over its useful life as follows:

Freehold buildings	-	Nil
Fixtures, fittings and equipment etc	-	20%/25% per annum on cost

No depreciation is provided on freehold buildings as it is the company's policy to maintain these to a high standard through a continual programme of refurbishment and maintenance. In accordance with this practice depreciation is not provided on freehold properties where, in the opinion of the directors, the residual values (in terms of original cost) are such that any depreciation charge would be immaterial.
- e) **Promotion costs**
Promotion costs are written off in the year to which the holidays relate.
- f) **Turnover**
Turnover represents amounts invoiced to customers for services provided during the year excluding value added tax. Sales are recognised in the accounting year in which departure dates occur.
- g) **Foreign Currencies**
Transactions denominated in foreign currencies are translated into sterling at the average rate. Assets and liabilities in foreign currencies are translated at the rate of exchange ruling at the balance sheet date. Translation differences are dealt with in the profit and loss account.

Villa Plus Limited
Notes to the Financial Statements
For the year ended 7 November 2003

2. Turnover and Profit on Ordinary Activities

Turnover and profit on ordinary activities are attributable to the one continuing activity, the supply of overseas holiday accommodation and related services. All sales arose in the United Kingdom. None of the group's activities were acquired nor discontinued during the year ended 7 November 2003 and year ended 7 November 2002.

3. Operating Profit

This is stated after charging:

	2003	2002
	£	£
Auditors' remuneration	3,000	2,500
Depreciation of owned tangible fixed assets	3,617	8,684
	<u>=====</u>	<u>=====</u>

4. Directors and Employees

Staff costs, including directors:

	2003	2002
	£	£
Wages and salaries	181,784	205,532
Pension scheme contributions	840	3,900
Social Security costs	<u>16,305</u>	<u>15,007</u>
	<u>198,929</u>	<u>224,439</u>
	<u>=====</u>	<u>=====</u>

The average weekly number of employees, including the directors, during the year was 10 (2002 - 10) and comprised entirely of office and management personnel.

Directors' emoluments:

Other emoluments	12,501	12,913
Pension scheme contributions	<u>840</u>	<u>840</u>
	<u>13,341</u>	<u>13,753</u>
	<u>=====</u>	<u>=====</u>

Emoluments, excluding pension scheme contributions:

Chairman	<u>12,501</u>	<u>12,913</u>
	<u>=====</u>	<u>=====</u>
Highest paid director	<u>12,501</u>	<u>12,913</u>
	<u>=====</u>	<u>=====</u>

5. Interest Payable

Bank overdraft	-	539
Bank loans, not wholly repayable within five years	<u>62,626</u>	<u>55,068</u>
	<u>62,626</u>	<u>55,607</u>
	<u>=====</u>	<u>=====</u>

Villa Plus Limited
Notes to the Financial Statements
For the year ended 7 November 2003

6. Tax on Profit on Ordinary Activities

The tax charge on the profit on ordinary activities for the period was as follows:

	2003	2002
	£	£
Corporation tax at 26.96% (2002: 24.66%)	132,805	117,137
	=====	=====

7. Tangible Fixed Assets
Group and Company

	Freehold Property £	Fixtures Fittings & Equipment etc £	Total £
Cost:			
At 8 November 2002	2,317,926	53,925	2,371,851
Additions	<u>-</u>	<u>7,682</u>	<u>7,682</u>
At 7 November 2003	<u>2,317,926</u>	<u>61,607</u>	<u>2,379,533</u>
Depreciation:			
At 8 November 2002	-	51,845	51,845
Charge for the year	<u>-</u>	<u>3,617</u>	<u>3,617</u>
At 7 November 2003	<u>-</u>	<u>55,462</u>	<u>55,462</u>
Net book value:			
At 7 November 2003	<u>2,317,926</u>	<u>6,145</u>	<u>2,324,071</u>
	=====	=====	=====
At 7 November 2002	<u>2,317,926</u>	<u>2,080</u>	<u>2,320,006</u>
	=====	=====	=====

8. Investments
Company

	2003	2002
	£	£
Cost and Net book value	2,000	2,000
	=====	=====

The investment represents 100% of the entire equity capital of Villa Plus Aviation Limited, a company operating and incorporated in the United Kingdom.

9. Current asset investments

	2003	2002
	£	£
Listed investments	87,430	117,750
Unlisted investments	<u>41,830</u>	<u>41,679</u>
	<u>129,260</u>	<u>159,429</u>
	=====	=====

Villa Plus Limited
Notes to the Financial Statements
For the year ended 7 November 2003

10. Debtors

	Group		Company	
	2003	2002	2003	2002
	£	£	£	£
Other debtors	10,657	1,950	156,742	170,550
Prepayments and accrued income	<u>116,177</u>	<u>120,501</u>	<u>11,798</u>	<u>10,839</u>
	<u>126,834</u>	<u>122,451</u>	<u>168,540</u>	<u>181,389</u>

11. Creditors: Amounts falling due within one year

	Group		Company	
	2003	2002	2003	2002
	£	£	£	£
Bank loan and overdraft (note 17)	276,186	374,012	270,283	373,807
Trade creditors	836,198	744,484	836,198	744,484
Corporation tax	124,653	108,986	92,333	64,924
Amount owing to group undertaking	-	-	81,929	105,205
Other creditors including taxation and social security	195,454	211,702	195,454	211,702
Accruals and deferred income	<u>433,851</u>	<u>411,549</u>	<u>433,851</u>	<u>411,549</u>
	<u>1,866,342</u>	<u>1,850,733</u>	<u>1,910,048</u>	<u>1,911,671</u>

12. Creditors: Amounts falling due after more than one year
Group and Company

	2003	2002
	£	£
Bank loan (note 17)	<u>1,036,119</u>	<u>1,126,681</u>

13. Share Capital

	2003	2002
	£	£
Authorised:		
20,000 Ordinary shares of £1 each	20,000	20,000
20,000 Ordinary A shares of £1 each	<u>20,000</u>	<u>20,000</u>
Allotted, called up and fully paid:		
20,000 Ordinary shares of £1 each	20,000	20,000
20,000 Ordinary A shares of £1 each	<u>20,000</u>	<u>20,000</u>
	<u>40,000</u>	<u>40,000</u>

Villa Plus Limited
Notes to the Financial Statements
For the year ended 7 November 2003

14. Profit and Loss Account
Group and Company

	2003	2002
	£	£
At 8 November 2002	973,780	932,368
Retained profit for the period	<u>163,745</u>	<u>41,412</u>
At 7 November 2003	<u>1,137,525</u>	<u>973,780</u>

The entire retained profit for the period is dealt with in the company's financial statements.

15. Contingent Liabilities
Group and Company

At 7 November 2003, there were no contingent liabilities or guarantees other than those arising in the ordinary course of the group and company's business and on these no material losses are anticipated.

16. Commitments
Group and Company

Capital commitments at 7 November 2003, for which no provision has been made in these accounts, were as follows:

	2003	2002
	£	£
Contracted	-	-
Authorised but not contracted	-	-
	<u>-</u>	<u>-</u>

17. Bank Loans and overdrafts
Group and Company

An analysis of the maturity of loans and overdrafts is given below:

	2003	2002
	£	£
Amounts falling due within one year or on demand:		
Bank overdrafts	115,940	219,669
Bank loans	154,343	154,343
	<u>270,283</u>	<u>374,012</u>

Villa Plus Limited
Notes to the Financial Statements
For the year ended 7 November 2003

17. Bank Loans and overdrafts
Group and Company (continued)

	2003	2002
	£	£
Amounts falling due between one and two years:		
Bank loans	154,343	154,343
	<u>=====</u>	<u>=====</u>
Amounts falling due between two and five years:		
Bank loans	617,373	617,373
	<u>=====</u>	<u>=====</u>
Amounts falling due after more than five years:		
Bank loans	264,403	354,965
	<u>=====</u>	<u>=====</u>

The bank loan is secured by a fixed charge over the freehold properties.

18. Reconciliation of Shareholders' Funds

	2003	2002
	£	£
At 8 November 2002	1,013,780	972,368
Profit for the year	400,320	357,912
Dividends	(236,575)	(316,500)
	<u>=====</u>	<u>=====</u>
At 7 November 2003	1,177,525	1,013,780
	<u>=====</u>	<u>=====</u>

19. Profit for the financial period

As permitted by Section 230 of the Companies Act 1985, the profit and loss account of the parent company is not presented as part of these financial statements. The parent company's profit after taxation for the financial period amounted to £400,320 (2002 - £ 357,912).

20. Control

The company is under the control of the directors Mr N D Cooper and Mr R A Mavani who are major shareholders in the company.

**The following page is for the
information of the Directors only**

Villa Plus Limited
Trading and Profit and Loss Account
For the year ended 7 November 2003

	2003	2002
	£	£
Sales	6,670,188	6,501,709
Cost of sales		
Purchases	<u>6,004,842</u>	<u>5,901,121</u>
Gross Profit	665,346	600,588
Administrative Expenses		
Directors' remuneration	12,501	12,913
Wages and salaries	185,588	207,626
Pension scheme contributions	840	3,900
Advertising	112,233	87,768
Brochure costs	69,565	73,098
IT costs	97,949	31,191
Printing, postage and stationery	88,991	89,957
Repairs and maintenance	13,135	19,927
Travel	11,323	12,241
Legal and professional fees	15,182	19,472
Entertaining	1,374	2,229
Motor expenses	408	33
Rent, rates, light and heat	21,198	16,481
Telephone and telex	13,054	10,986
Insurance	8,125	1,696
Audit and accountancy	1,573	7,755
CAA bond costs	22,304	21,134
Bank charges	4,763	10,321
Credit card commission	54,710	53,852
Sundry expenses	12,718	12,246
Depreciation	<u>3,617</u>	<u>8,684</u>
	<u>(751,151)</u>	<u>(703,510)</u>
Operating (Loss)	(85,805)	(102,922)
Investment income	690	1,140
Profit/(Loss) on sale of investments	(21,612)	14,435
Group income	146,085	168,600
Management charges receivable	264,266	256,623
Rents received	192,962	109,782
Interest receivable	34,025	27,463
Foreign exchange profits	24,668	3,323
Interest payable	<u>(62,626)</u>	<u>(55,607)</u>
Profit on ordinary activities before taxation for the year	£ 492,653	£ 422,837
	=====	=====