

ONE-TICKET LIMITED
(formerly SESTRAN Traveltickets Limited)

Registered number: SC217746

Directors' Report and Financial Statements

For the year ended 31 March 2005



SCOTT-MONCRIEFF
CHARTERED ACCOUNTANTS

EDINBURGH AND GLASGOW

ONE-TICKET LIMITED

Financial Statements

For the year ended 31 March 2005

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ONE-TICKET LIMITED

Company Information

Directors

R G Andrew
W W Campbell
P Coupar
NJ Renilson
J Elliot
B Juffs (appointed 1 May 2005)
N Hampshire
SJ Lockhart
JD Fleming (alternate)
G Dewar (alternate)
N Serafini (alternate)

Secretary

Brodies Secretarial Services Limited

Registered office

15 Atholl Crescent
Edinburgh
EH3 8HA

Registered number

SC217746

Auditors

Scott-Moncrieff
Chartered Accountants
Registered Auditor
17 Melville Street
Edinburgh
EH3 7PH

Solicitor

Brodies WS
15 Atholl Crescent
Edinburgh
EH3 8HA

Principal bankers

Royal Bank of Scotland
36 St Andrews Square
Edinburgh
EH2 2YB

ONE-TICKET LIMITED

Report of the Directors

For the year ended 31 March 2005

The company was incorporated in Scotland on 3 April 2001. The directors present their report and the audited financial statements for the year ended 31 March 2005.

Principal activity

The principal activity and core business of the company continued to be the provision of ticket services for passenger transportation .

Review of business

The SESTRAN partnership of nine local authorities in South East Scotland agreed with the major public transport operators in its area to attempt to establish a Travelticket scheme as a major step towards public transport integration. It was agreed that the Travelticket scheme be managed as a partnership between the public and private sectors under the aegis of a company structure. The company was formed in April 2001.

The scheme has been developed with financial support from the Scottish Executive. In the short to medium term the business will be commercially self-sufficient.

The main objective of ONE-TICKET is to increase the use of public transport and achieve modal transfer from car use to public transport within the SESTRAN area. The Memorandum of Association clearly states "*The Company's objects are to promote, develop and implement a multi-modal, multi-operator scheme or schemes of fares and tickets on public transport operations in partnership with those transport undertakings and transport procurers which are members of the Company*". It is NOT the intention of the scheme to transfer current public transport users to ONE-TICKET but rather to use the customer benefits of the integrated ticket (value for money and convenience) to encourage new public transport use, unless users are already using more than one operator's services for their journey. Marketing initiatives since **tie** became involved in the day-to-day administration of the company, in April 2003, have focused heavily on reaching car drivers, for example through advertising on bus backs and on the reverse of parking vouchers issued from parking ticket machines, and the use of road facing posters to promote ONE-TICKET. The distribution network has been expanded to include direct sales via the internet and by debit/credit card over the phone. PayPoint were appointed as a sales agent in September 2003 and, following a trial within West Lothian, Midlothian and Scottish Borders at 103 sites, this distribution channel was expanded to 450+ sales locations throughout the SESTRAN area in November 2004.

Sales of ONE-TICKET are growing and are currently running at around £13k per week, equivalent to £680k per annum on an annualised basis (the years ended 31st March 2003 and 2004 reported sales of £152k and £508k respectively).

ONE-TICKET is currently heavily focused on Bus travel, with only limited involvement of Rail. It is intended that Rail should become an integral part of the offering during financial year 2005/2006 now that the new Scotrail franchisee is in place. It is also envisaged that trams will be included in the longer term (2009 onwards).

Dividends

The directors do not recommend the payment of a dividend for the year.

ONE-TICKET LIMITED

Report of the Directors

For the year ended 31 March 2005

Directors and their interests

The directors during the year were:

R G Andrew
W W Campbell
P Coupar
NJ Renilson
J Elliot
B Juffs (appointed 1 May 2005)
N Hampshire
SJ Lockhart
GH Torrance (resigned 1 May 2005)
JD Fleming (alternate)
G Dewar (alternate)
N Serafini (alternate)

None of the directors had any interests in the share capital of the company during the year.

Statement of 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 period. 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;
- state whether applicable accounting standards 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 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.

Small company exemptions

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

Auditors

A resolution to re-appoint Scott-Moncrieff, Chartered Accountants as auditors will be put to members at the annual general meeting.

By order of the board

W W Campbell
Director

ONE-TICKET LIMITED

Independent Auditors' Report to the Shareholders

Independent auditors' report to the shareholders of One-ticket Limited

We have audited the financial statements of One-ticket Limited for the year ended 31 March 2005 set out on pages 5 to 10 which have been prepared under the historical cost convention and the accounting policies set out on page 7.

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 auditor's 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 in the Statement of Directors' Responsibilities the company's directors are 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 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.

Basis of 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 March 2005 and of its results for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Scott-Moncrieff
Chartered Accountants
Registered Auditor

17 Melville Street
Edinburgh
EH3 7PH

ONE-TICKET LIMITED

Profit and Loss Account

For the year ended 31 March 2005

	Note	2005 £	2004 £
Turnover		675,658	508,433
Cost of sales		<u>87,268</u>	<u>37,374</u>
Gross profit		588,390	471,059
Distribution costs		549,471	440,459
Administrative expenses		93,021	105,423
Other operating income		<u>50,884</u>	<u>73,475</u>
Operating loss	2	(3,218)	(1,348)
Investment income		<u>3,218</u>	<u>1,348</u>
Profit on ordinary activities after taxation		<u><u>-</u></u>	<u><u>-</u></u>

None of the company's activities were acquired or discontinued during the above two years.

There were no recognised gains and losses for the year other than those included in the profit and loss account.

The notes on pages 7 to 10 form part of these financial statements.

ONE-TICKET LIMITED

Balance Sheet

At 31 March 2005

		2005		2004	
	Note	£	£	£	£
Fixed assets					
Tangible assets	4		63		388
Current assets					
Stocks	5	3,278		7,800	
Debtors	6	49,757		79,699	
Cash at bank and in hand		59,281		77,521	
		112,316		165,020	
Creditors: amounts falling due within one year	7	(118,281)		(171,311)	
Net current liabilities			(5,965)		(6,291)
Total assets less current liabilities			(5,902)		(5,903)
Creditors: amounts falling due after more than one year	8		(2,400)		(2,400)
Net liabilities			(8,302)		(8,303)
Capital and reserves - equity					
Called up share capital	9		17		16
Profit and loss account	10		(8,319)		(8,319)
Shareholders' funds			(8,302)		(8,303)

The financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

Approved by the board on

W W Campbell
Director

The notes on pages 7 to 10 form part of these financial statements.

ONE-TICKET LIMITED

Notes to the Accounts

For the year ended 31 March 2005

1 Accounting policies

Basis of accounting

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

Cash flow statement

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 Financial Reporting Standard 1: "Cash flow statements".

Turnover

Turnover represents the total invoice value, excluding value added tax, of goods sold and services rendered during the period. Administration fees receivable are included within turnover.

Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation.

Depreciation is provided to write off the cost of tangible fixed assets as follows:

Computer equipment - 33% straight line

Fixtures and fittings - 20% straight line

Stocks

Stocks are stated at the lower of cost and net realisable value.

Net realisable value is based on estimated selling price.

Government grants

Government grants are made for revenue expenditure and are recognised as income in the period in which they are received.

2 Operating loss

	2005	2004
	£	£
Operating loss is stated after charging:		
Depreciation of tangible assets	65	966
Auditors' remuneration - audit	4,025	4,125
Loss on disposal of fixed assets	220	-
and after crediting:		
Grants received	50,884	73,475
	<u> </u>	<u> </u>

ONE-TICKET LIMITED

Notes to the Accounts

For the year ended 31 March 2005

3 Directors' remuneration

The directors did not receive any emoluments during the year.

4 Tangible fixed assets

	Computer equipment £	Fixtures and fittings £	Total £
Cost			
At 1 April 2004	2,319	967	3,286
Disposals	-	(643)	(643)
At 31 March 2005	2,319	324	2,643
Depreciation			
At 1 April 2004	2,319	579	2,898
Charge for the year	-	65	65
Eliminated on disposal	-	(383)	(383)
At 31 March 2005	2,319	261	2,580
Net book value			
At 31 March 2005	-	63	63
At 1 April 2004	-	388	388

5 Stocks

	2005 £	2004 £
Finished goods and goods for resale	3,278	7,800

6 Debtors

	2005 £	2004 £
Trade debtors	45,825	62,423
Other debtors	3,932	17,276
	49,757	79,699

ONE-TICKET LIMITED**Notes to the Accounts****For the year ended 31 March 2005****7 Creditors: amounts falling due within one year**

	2005	2004
	£	£
Trade creditors	59,274	115,846
Accruals and deferred income	59,007	55,465
	<u>118,281</u>	<u>171,311</u>

8 Creditors: amounts falling due after more than one year

	2005	2004
	£	£
Other creditors	<u>2,400</u>	<u>2,400</u>

Included in other creditors are loans of £2,400 which have no fixed terms of repayment and do not attract interest.

9 Share capital

	2005	2004
	£	£
Authorised		
150 Ordinary Shares of £1 each	150	150
50 Ordinary A £1 Shares	50	50
150 Deferred £1 Shares	150	150
	<u>350</u>	<u>350</u>

	2005	2004
	£	£
Allotted, called up and fully paid		
10 Ordinary Shares of £1 each	10	9
7 Ordinary A £1 Shares	7	7
	<u>17</u>	<u>16</u>

10 Reserves

	Profit and loss account £
At 1 April 2004 and 31 March 2005	<u>(8,319)</u>

ONE-TICKET LIMITED

Notes to the Accounts

For the year ended 31 March 2005

11 Related parties

Three loans of £800 were made to the company by its shareholders, First Edinburgh Limited, Fife Scottish Omnibuses Limited and Lothian Buses plc. As at 31 March 2005 the full liability of the loans was outstanding.

Included in current liabilities is an outstanding balance of £53,161 (2004: £110,336) due to operators who are also shareholders of the company, namely, First Edinburgh Limited, Lothian Buses plc, Fife Scottish Omnibuses Limited, Perryman Coaches, Don Prentice Coaches, and Eve Cars and Coaches.

The following Directors also hold directorships with related organisations:

Director	Other Directorships held
R G Andrew	A1 Service Limited; AA Buses Limited; Bluebird Buses Limited; Bus Points Limited; Cert Limited; Fife Scottish Omnibuses Limited; JW Coaches Limited; Pegasus Express Limited; Schoolbus Limited; Stagecoach Glasgow Limited; Stagecoach Cert Limited; Stagecoach Express Limited; Stagecoach Scotland Limited; Traveline Scotland Limited.
W W Campbell	Edinburgh Tours Limited; Lothian Buses plc; Lothian Region Transport; Mactours Limited, The Overground Limited.
N J Renilson	Confederation of Passenger Transport UK; Edinburgh Bus and Coach Limited; Edinburgh Buses Limited; Edinburgh City Bus Limited; Edinburgh City Transport Limited; Edinburgh Tours Limited; Edinburgh Trams Limited; Highland Bus and Coach Company Limited (resigned 11 June 2004); Highland Country Buses Limited (resigned 11 June 2004); Leith Walk Property Limited; Lothian Bus and Coach Limited; Lothian Buses plc; Lothian Region Transport Limited; Lothian Trams Limited; Lothian Transport Limited (appointed 31 January 2005); Mactours Limited; Rapsons Coaches Limited; Shalder Coaches Limited (resigned 11 June 2004); The Overground Limited; Traveline Scotland Limited.
N Hampshire	Dunbar Community Development Company; John Muir Birthplace Trust; Halhill Healthy Living Centre Limited.
N Serafini	Transform Scotland Limited.
B Juffs	First Edinburgh Limited; Midland Bluebird Limited; Eastern Scottish Omnibuses Limited; SMT Omnibuses Limited; Reiver Ventures Limited; Reiver Ventures Properties Limited.

The following directors are elected members of related local authorities

Director	Local Authority
Councillor N Hampshire	East Lothian Council

ONE-TICKET LIMITED**Detailed Profit and Loss Account****For the year ended 31 March 2005**

	2005		2004	
	£	£	£	£
Turnover		675,658		508,433
Cost of sales				
Purchases	17,950		12,988	
Other direct costs	72,596		32,186	
	<u>90,546</u>		<u>45,174</u>	
Closing stock	(3,278)		(7,800)	
		<u>(87,268)</u>		<u>(37,374)</u>
Gross profit		588,390		471,059
Distribution costs		(549,471)		(440,459)
Administrative expenses		(93,021)		(105,423)
Other operating income		50,884		73,475
		<u>(3,218)</u>		<u>(1,348)</u>
Operating loss		(3,218)		(1,348)
Other income and expenses				
Interest receivable				
Bank interest	3,218		1,348	
	<u>3,218</u>		<u>1,348</u>	
Net profit for the year		<u>-</u>		<u>-</u>

ONE-TICKET LIMITED

Detailed Profit and Loss Account

For the year ended 31 March 2005

	2005	2004
	£	£
Distribution costs		
Operator distribution costs	<u>549,471</u>	<u>440,459</u>
Administrative expenses		
Wages and salaries	-	2,680
Rent	-	4,530
Insurance	1,155	1,614
Management charges	45,020	43,700
Printing, postage and stationery	60	-
Advertising	10,790	29,419
Telephone	67	622
Legal and professional	2,494	1,884
Consultancy fees	23,109	8,227
Accountancy fees	945	340
Audit fees	4,025	4,125
Bank and credit card charges	277	230
Payment and CRM system	4,794	6,972
Sundry expenses	-	62
Donations and subscriptions	-	52
Depreciation	65	966
Disposal of fixed assets	220	-
	<u>93,021</u>	<u>105,423</u>