

COMPANY NUMBER: 52790

REED PUBLISHING LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

31 DECEMBER 2002



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DIRECTORS' REPORT

The Directors present their annual report and the audited financial statements for the year ended 31 December 2002.

TRADING RESULTS AND DIVIDENDS

The Company has not traded throughout the year. The profit before taxation for the year was £nil (2001 : £7,288,000). No dividends were paid during the year (2001 : interim dividend £7,309,000). The retained loss of £21,000 in 2001 was transferred to reserves.

PRINCIPAL ACTIVITIES

The Company has carried on the activities of a holding company and the Directors do not anticipate any changes in these activities. The Company was a wholly-owned subsidiary throughout the year and accordingly group accounts have not been prepared.

DIRECTORS

The following persons have served as Directors since 1 January 2002:

RE Directors (No.1) Limited

RE Directors (No.2) Limited

DIRECTORS' INTERESTS

No Director was beneficially interested at any time in the share capital of the Company or other group companies.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

United Kingdom 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 as at the end of the financial year 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; and
- prepare the financial statements on a 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.

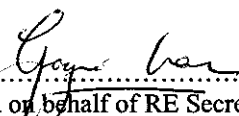
DIRECTORS' REPORT CONTINUED

AUDITORS

Deloitte & Touche have expressed their willingness to continue in office as auditors and a resolution to re-appoint them will be proposed at the forthcoming Annual General Meeting.

Deloitte & Touche have informed the Directors that they are intending to transfer their business to a limited liability partnership incorporated under the Limited Liability Partnerships Act 2000, to be known as Deloitte & Touche LLP. It is the current intention of the Directors to use the Company's statutory power to give consent to the appointment of Deloitte & Touche being treated as extending to Deloitte & Touche LLP at the appropriate time.

By Order of the Board
25, Victoria Street
London SW1H 0EX


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For and on behalf of RE Secretaries Limited,
Secretary

25th July 2003

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF REED PUBLISHING LIMITED

We have audited the financial statements of Reed Publishing Ltd for the year ended 31 December 2002 which comprise the profit and loss account, the balance sheet, and the related notes 1 to 13. These financial statements have been prepared under the accounting policies set out therein.

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 in the statement of directors' responsibilities, the Company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards.

Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and 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 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 for the above year and consider the implications for our report if we become aware of any apparent misstatements.

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

Deloitte & Touche

Deloitte & Touche
Chartered Accountants and Registered Auditors
London

31 JULY 2003

PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2002

	<u>Note</u>	<u>2002</u> £'000	<u>2001</u> £'000
Amounts written off investments		-	(21)
Income from shares in group undertakings	2	-	7,309
OPERATING PROFIT AND PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	3	-	7,288
Tax on profit on ordinary activities	4	-	-
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		-	7,288
Dividends paid	5	-	(7,309)
RETAINED LOSS FOR THE YEAR TRANSFERRED FROM RESERVES	10	-	(21)

STATEMENT OF RETAINED RESERVES

Retained profit brought forward		-	21
Retained loss for the year transferred from reserves	10	-	(21)
Retained profit carried forward	10	-	-

The activities of the Company are derived from continuing operations.

The Company had no recognised gains or losses this year or during the prior year other than those reflected in the profit and loss account. Consequently, a separate statement of total recognised gains and losses is not provided.

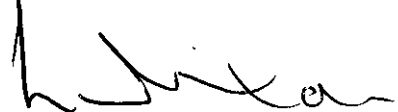
The notes on pages 7 to 9 form part of these accounts.

BALANCE SHEET AT 31 DECEMBER 2002

	<u>Note</u>	<u>2002</u> £'000	<u>2001</u> £'000
FIXED ASSETS			
Investments	6	409,511	409,511
CURRENT ASSETS			
Debtors (amounts falling due within one year)	7	10,740	10,740
CREDITORS (amounts falling due within one year)	8	(181)	(181)
NET CURRENT ASSETS		<u>10,559</u>	<u>10,559</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>420,070</u>	<u>420,070</u>
CAPITAL AND RESERVES			
Called up share capital	9	77,945	77,945
Share premium account	10	341,425	341,425
Capital reserve	10	700	700
Profit and loss account	10	-	-
EQUITY SHAREHOLDERS' FUNDS	10	<u>420,070</u>	<u>420,070</u>

These financial statements were approved by the Board of Directors on 25th July 2003.

Signed on behalf of the Board of Directors



For and on behalf of RE Directors (No.1) Limited,
Director

The notes on pages 7 to 9 form part of these accounts.

NOTES TO THE ACCOUNTS - 31 DECEMBER 2002

1. Accounting policies

Compliance with accounting standards

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

Investments

Fixed asset investments are stated at cost less any provision for impairment in value.

Taxation

Deferred taxation is provided in full for timing differences using the liability method. Deferred tax assets are only recognised to the extent that they are considered recoverable in the short term. Deferred taxation balances are not discounted.

2. Income from shares in group undertakings

	<u>2002</u> £'000	<u>2001</u> £'000
Dividends from subsidiary undertakings	-	7,309

3. Operating profit and profit on ordinary activities before taxation

The Directors received no emoluments (2001 : none) in respect of their services to the Company. The auditors' remuneration is borne by another group company for the current and preceding year. The Company has no employees (2001 : nil).

4. Tax on profit on ordinary activities

There was neither a tax charge nor credit for the year (2001 : £nil).

The standard rate of current tax for the year and prior year is 30%, based on the UK standard rate of corporation tax. A reconciliation of the notional current tax charge based on the standard rate to the actual current tax charge is as follows:

	<u>2002</u> £'000	<u>2001</u> £'000
Profit on ordinary activities before taxation	-	7,288
Tax at the standard rate	-	2,186
Non tax deductible expenses	-	6
Non taxable income	-	(2,192)
Current tax charge for the year	-	-

5. Dividends paid

	<u>2002</u> £'000	<u>2001</u> £'000
Interim dividend at £nil per Ordinary share (2001 : 9.3771 pence)	-	7,309

6. **Fixed asset investments**

	Cost	Provisions	Net book value
	£'000	£'000	£'000
At 1 January 2002 and 31 December 2002	415,292	(5,781)	409,511

Principal subsidiary undertakings

<u>Name of company</u>	Country of incorporation and operation	Proportion of equity capital held	
		Direct	Indirect
<u>Publishing</u>			
ComputerWeekly.com Limited	Great Britain		87.5%
Medical Publications (Ireland) Limited	Ireland		100%
Propertylink Limited	Great Britain	100%	
Quadrant Publishing Services Limited	Great Britain		100%
Reed Business Information Limited	Great Britain	100%	
TotalJobs.com Limited	Great Britain		100%
<u>Dormant</u>			
Butterworth & Co (Publishers) Limited	Great Britain	100%	
Datacross Services Limited	Great Britain	100%	
Farmplan Group Limited	Great Britain		100%
Inquiry Management Systems Limited	Great Britain	100%	
Mardev Limited	Great Britain		100%
Quadrant Subscription Services Limited	Great Britain		100%
Reed Information Services Limited	Great Britain	100%	
The Estates Gazette, Limited	Great Britain		100%
The ICIS-LOR Group Limited	Great Britain		100%

In the opinion of the Directors the value of the Company's interest in its subsidiaries is not less than the amount at which they are stated in the balance sheet.

7. **Debtors (amounts falling due within one year)**

	<u>2002</u> £'000	<u>2001</u> £'000
Amounts owed by subsidiary undertaking	<u>10,740</u>	<u>10,740</u>

8. **Creditors (amounts falling due within one year)**

	<u>2002</u> £'000	<u>2001</u> £'000
Amounts owed to immediate parent undertaking	<u>181</u>	<u>181</u>

9. Called up share capital

	Authorised Number	£'000	Called up, allotted and fully paid Number	£'000
<u>Ordinary shares of £1 each</u>				
At 31 December 2001 and 31 December 2002	84,667,868	84,668	77,945,141	77,945

10. Shareholders' funds

	Share capital £'000	Share premium account £'000	Capital reserve £'000	Profit and loss account £'000	Total £'000
At 1 January 2002	77,945	341,425	700	-	420,070
Retained loss for the financial year	-	-	-	-	-
At 31 December 2002	77,945	341,425	700	-	420,070

11. Group accounts and cash flow statement

The Company is not required to prepare group accounts under Section 228 of the Companies Act 1985 because its parent undertaking is established under the law of a member State of the European Union and the parent undertaking prepares group accounts. Accordingly these financial statements present information about this company as an individual undertaking and not as a group. Similarly, a cash flow statement is not required under Financial Reporting Standard 1(Revised)(Cash Flow Statements).

12. Ultimate parent company

The Company's ultimate parent undertaking and controlling entity is Reed Elsevier Group plc (formerly Reed Elsevier plc), a company incorporated in Great Britain. The smallest and largest group into which the accounts of the Company for the year ended 31 December 2002 are consolidated is Reed Elsevier Group plc. Copies of the consolidated accounts of Reed Elsevier Group plc may be obtained from its registered office at 25 Victoria Street, London SW1H 0EX. Reed Elsevier Group plc is jointly owned by Reed Elsevier PLC (formerly Reed International P.L.C., a company incorporated in Great Britain) and Reed Elsevier NV (formerly Elsevier NV, a company incorporated in the Netherlands).

13. Related party transactions

The Company has taken advantage of the exemption granted under paragraph 3(c) of Financial Reporting Standard 8 (Related Party Disclosures) not to disclose transactions with entities that are part of Reed Elsevier Group plc as the consolidated financial statements of Reed Elsevier Group plc, in which the Company is included, are publicly available.

The fellow associated undertakings of the Company's ultimate parent undertaking are Elsevier Reed Finance BV and its subsidiaries. Elsevier Reed Finance BV is incorporated in the Netherlands and is jointly owned by Reed Elsevier PLC and Reed Elsevier NV. The Elsevier Reed Finance BV group provides a range of treasury services to the Reed Elsevier Group plc group.