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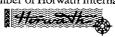
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# JEWISH CHRONICLE LIMITED DIRECTORS' REPORT AND FINANCIAL STATEMENTS 30 SEPTEMBER 1996



### Chartered Accountants

25 New Street Square London EC4A 3LN
Telephone 0171-353 1577 Facsimile 0171-583 1720
DX 0014 London Chancery Lane
A member of Horwath International



### JEWISH CHRONICLE LIMITED REPORT OF THE DIRECTORS

### FOR THE YEAR ENDED 30 SEPTEMBER 1996

The Directors submit their report and the Group Financial Statements for the year ended 30 September 1996. These financial statements were approved by the Board of Directors on 28 November 1996.

#### 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 group at the end of the year and of the profit or loss of the group for that period. In preparing those financial statements the directors should:

- 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 a going concern basis unless it is inappropriate to assume that the group 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 of the group 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 of the group and hence for taking reasonable steps for the prevention and detection of fraud or other irregularities.

#### RESULTS AND DIVIDEND

The results of the Group for the year ended 30 September 1996 are shown in the profit and loss account on page 5.

The Directors propose to pay an interim dividend of 50% amounting to £95,955 in December 1996. No final dividend is proposed.

#### PRINCIPAL ACTIVITIES

The principal activity of the company and its subsidiaries during the year was the publishing of the Jewish Chronicle newspaper.

#### **FIXED ASSETS**

In the opinion of the Directors, the market value in aggregate of the company's properties was substantially higher than the book value at the end of the year.

### JEWISH CHRONICLE LIMITED REPORT OF THE DIRECTORS (CONTINUED)

### FOR THE YEAR ENDED 30 SEPTEMBER 1996

#### **BUSINESS REVIEW**

Turnover for the year increased by 3% and expenditure by 4%, the latter mainly due to further increases in newsprint and general running expenses. The apparent increase in administrative expenses is also distorted by the release of provisions last year including the balance relating to the 150th Anniversary. In consequence, operating profits fell. Investment income, however, went up, so that the decline in pre-tax profit on ordinary activities was limited to 10%. A significantly lower tax charge means that profits after tax were roughly unchanged from the previous year. The Directors therefore recommend an unchanged dividend.

After a detailed strategic review, your Board has decided not to redevelop the Furnival Street site for the foreseeable future. A refurbishment programme has been started, the aim of which is to enhance operational efficiency.

Your Board is continuing the policy of prudent investment in the paper in terms of pagination and new features. The results have been well received and, together with the various marketing initiatives reported last year, have helped to maintain circulation despite the continuing decline in community numbers. Considerable investment has also been made in a new computer system for the Advertisement Department, which will improve the service offered to customers.

Looking ahead to the next financial year, the Directors are hopeful that the return of consumer confidence will be reflected in stronger advertising sales, with consequent benefits to profitability.

Three senior managers, Mr Nat Goldstein, Mr Lee O'Herlihy and Mr Peter Wallhead, with a total of 112 years of service between them will retire at the end of 1996. The Directors thank them most warmly for their commitment to the company.

Finally, the Board would like to express its gratitude to all members of staff for their contributions to the company's performance during the year.

#### **DIRECTORS AND THEIR INTERESTS**

The directors during the year were as follows:

Mr L L Gordon

(Chairman)

Mr R A Fass

(Managing Director)

Mr S D Cohen

Mr J Greenwood

Mr P L Levy O.B.E.

Mr P M Oppenheimer

Mr E J Temko

None of the Directors or their families had a beneficial interest in the share capital of the company during the year.

Mr L L Gordon, and Mr S D Cohen will retire by rotation at the forthcoming Annual General Meeting and, being eligible, offer themselves for re-election.

### JEWISH CHRONICLE LIMITED REPORT OF THE DIRECTORS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 1996

### CHARITABLE AND POLITICAL DONATIONS

During the year donations were made to UK charitable organisations totalling \$24,839 of which \$17,500 was paid to The Kessler Foundation.

No political donations were made during the year.

### **AUDITORS**

A resolution proposing the re-appointment of Clark Whitehill as auditors of the Company will be put to the members at the Annual General Meeting.

By Order of the Board



REPORT OF THE AUDITORS
TO THE MEMBERS OF
JEWISH CHRONICLE LIMITED

25 New Street Square London EC4A 3LN Telephone 0171-353 1577 Facsimile 0171-583 1720 DX 0014 London Chancery Lane

A member of Horwath International



We have audited the financial statements on pages 5 to 16 which have been prepared under the accounting policies set out on page 9.

### Respective Responsibilities of Directors and Auditors

As described on page 1 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 financial 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 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 the information in the financial statements.

**Unqualified Opinion** 

In our opinion, the financial statements give a true and fair view of the state of the affairs of the company and of the group as at 30 September 1996 and of the profit of the group for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Chartered Accountants and Registered Auditor

28 ª November 1986

### Jewish Chronicle Limited And Its Subsidiaries Consolidated Profit And Loss Account For The Year Ended 30 September 1996

	Notes	1996 £	1995 £
TURNOVER	3	4,100,423	3,988,485
Cost of sales		1,727,575	1,678,939
GROSS PROFIT		2,372,848	2,309,546
Distribution and selling costs		499,973	485,507
Administrative expenses		1,665,139	1,564,497
OPERATING PROFIT	4	207,736	259,542
Income and net gains from sale of investments	5	183,909	175,305
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		391,645	434,847
Tax on profit on ordinary activities	6	81,622	120,777
PROFIT FOR THE YEAR		310,023	314,070
Dividend		95,955	95,955
RETAINED PROFIT FOR THE YEAR	19	214,068	218,115

The profit and loss account contains all the gains and losses recognised in the year and in the previous year.

The notes on pages 9 to 16 form an integral part of these financial statements

### JEWISH CHRONICLE LIMITED AND ITS SUBSIDIARIES CONSOLIDATED BALANCE SHEET

### **30 SEPTEMBER 1996**

	Notes		1996	1995
		£	£	£
FIXED ASSETS				
Tangible assets	10		275,657	242,325
Copyrights and goodwill			1	1
			277 (50	242.226
CUBRENC ACCES			275,658	242,326
CURRENT ASSETS Stocks	12	1,136		1,208
Debtors	13	1,050,400		959,366
Deferred taxation	7	3,752		25,032
Investments	14	3,471,635		<i>3,383,55</i> 7
Cash at bank and in hand		16,505		22,544
		4,543,428		4,391,707
CREDITORS: amounts falling due within one year				
Trade creditors		95,740		101,831
Corporation tax		102,793		<i>157,477</i>
Other taxes and social security costs	15	137,842		142,449
Proposed dividend		95,955		95,955
Other creditors		270,922		211,625
Accruals and deferred income	16	213,851		232,111
		017 102		041 449
		917,103		941,448
NET CURRENT ASSETS			3,626,325	3,450,259
TOTAL ASSETS LESS CURRENT LIABILITIES			3,901,983	3,692,585
			450 (05	4 <b>20</b> 00 <b>2</b>
PROVISIONS FOR LIABILITIES AND CHARGES	17		153,425	<u> 158,095</u>
RITE ACCEPTO			2 7/9 559	2 5 2 4 400
NET ASSETS			3,748,558	<i>3,534,490</i>
CAPITAL AND RESERVES				
Called up share capital	18		191,910	191,910
Capital redemption reserve	•		95,990	95,990
General reserve	19		3,460,398	
	•			
SHAREHOLDERS' FUNDS	19		3,748,298	3,534,230
Minority interest	20		260	260
			3,748,558	<i>3,534,490</i>
Approved by the Board on 28-11-96			_	· —
and signed on its behalf by:				
V 0 X				
-Chairman				
- COP COE				

The notes on pages 9 to 16 form an integral part of these financial statements

## JEWISH CHRONICLE LIMITED BALANCE SHEET 30 SEPTEMBER 1996

	Notes	£	1996 £	1995 £
FIXED ASSETS			~ ~	2 (2 22=
Tangible assets	10		275,657	242,325
Investments in subsidiaries	11		16,000	16,000
			291,657	258,325
CURRENT ASSETS	10	1 126		1 200
Stocks	12	1,136		1,208 959,366
Debtors	13	1,050,400		
Deferred taxation	7	3,752		25,032
Investments	14	3,471,635		3,383,557
Cash at bank and in hand		16,481		22,520
		4,543,404		4,391,683
CREDITORS: amounts falling due within one year		05 = 10		101 021
Trade creditors		95,740		101,831
Amounts due to subsidiary undertakings		452,640		<i>343,809</i>
Corporation tax	1.0	67,560		121,519
Other taxes and social security costs	15	137,842		142,449
Proposed dividend		95,955		95,955
Other creditors	1/	270,922		211,625
Accruals and deferred income	16	213,851		232,111
		1,334,510		1,249,299
NET CURRENT ASSETS			3,208,894	3,142,384
TOTAL ASSETS LESS CURRENT LIABILITIES			3,500,551	3,400,709
PROVISIONS FOR LIABILITIES AND CHARGES	17		153,425	158,095
NET ASSETS			3,347,126	3,242,614
CADITAL AND DECEDIES				
CAPITAL AND RESERVES	18		191,910	191,910
Called up share capital	10		95,990	95,990
Capital redemption reserve General reserve	19		3,059,226	
General reserve	1/		0,000,420	-,// 1,/11
SHAREHOLDERS' FUNDS	19		3,347,126	3,242,614

Approved by the Board on 28.11.96 and signed on its behalf by:

The notes on pages 9 to 16 form an integral part of these financial statements

### JEWISH CHRONICLE LIMITED AND ITS SUBSIDIARIES CASH FLOW STATEMENT FOR THE YEAR ENDED 30 SEPTEMBER 1996

	Notes	1996 &	199 <b>5</b> £
NET CASH INFLOW FROM OPERATING ACTIVITIES	22	211,391	248,583
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE Dividends paid Investment income received		(95,955) 100,126	(95,955) 99,934
NET CASH INFLOW FROM RETURNS ON INVESTMENTS AND SERVICING OF FINANCE		4,171	3,979
TAXATION			
UK tax paid		(115,026)	(82,085)
INVESTING ACTIVITIES			
Purchase of tangible fixed assets		(106,805)	(78,775)
Proceeds of sale of fixed assets		4,755	5,520
Purchase of investments		(559,908)	(2,020,271)
Proceeds of sale of investments		582,809	<u>1,725,667</u>
NET CASH (OUTFLOW) FROM INVESTING ACTIVITIES		(79,149)	(367,859)
NET CASH INFLOW/(OUTFLOW)	23	21,387	(197,382)

The notes on pages 9 to 16 form an integral part of these financial statements.

### 1. Basis Of Consolidated Financial Statements

- a) The financial statements have been prepared using the historical cost convention and in accordance with applicable accounting standards.
- b) The financial statements incorporate the audited results of the company and its subsidiaries, details of which are shown in note 11. The company has not presented its own profit and loss account as permitted by Section 230 Companies Act 1985.

#### 2. ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of these financial statements are as follows:

### a) Stocks

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

### b) Depreciation

No depreciation has been provided on freehold land. Other fixed assets in use are depreciated over their estimated useful lives by equal annual instalments based on cost at the following rates:

Long Leasehold buildings - 2%
Freehold buildings - 2%
Fixtures, Computers etc - 25%
Motor vehicles - 25%

### c) Deferred Taxation

Deferred taxation is provided on all material timing differences to the extent that it is probable that liabilities or assets will crystallise.

#### d) Pension Costs

Pension costs are charged to the profit and loss account in order to spread the costs over the working lives of employees.

#### 3. TURNOVER

Turnover is stated at the invoiced value, excluding VAT, of goods and services supplied to customers outside the Group, less allowances and discounts.

4.	Ope	RATING PROFIT	1996	1995
1.	OIL	MIING I NOITI	£	£
	This	is stated after charging:		
		reciation	70,507	51,956
		tors' remuneration	16,150	16,150
	Profi	t on disposal of tangible fixed assets	1,789	2,593
5.	Inco	OME AND NET GAINS FROM SALE OF INVESTMENTS		
	Inve	stments	90,585	75,231
		t term deposits	33,310	31,572
		gains on investment sales	60,014	68,502
			183,909	175,305
6.	Tax	On Profit On Ordinary Activities		
	Corr	oration tax at 24.5%/33% (1995: 25%/33%)	72,957	110,706
		credits on UK dividends received	12,979	8,478
		rred taxation at 33%	21,280	12,000
	Adju	stments in respect of previous years		
		orporation tax	(25,594)	(22,107)
	De	eferred tax		11,700
			81,622	120,777
				120,777
7.	DEF	ERRED TAXATION		
	a)	Asset at 1 October 1995	25,032	48,732
	,	Transfer to profit and loss account (note 6)	(21,280)	(23,700)
		Asset at 30 September 1996	3,752	25,032
		Asset at 30 September 1990	3,752	27,032
	b)	The balance at 30 September 1996 is represented by:		
		Provisions	37,640	45,690
		Short term timing differences	52,917	<i>59,895</i>
		ACT recoverable	23,989 (110,794)	23,989 (104,542)
		Pension scheme actuarial surplus	(110,/94)	(107,)42)
			3,752	25,032

8.	DIRECTORS EMOLUMENTS	1996	1995
		£	æ
	Fees	26,355	30,367
	Other emoluments	156,900	124,668
	Pension scheme contributions	13,735	10,453
		196,990	165,488
	Emoluments, excluding pension scheme contributions:		
	Chairman	16,380	15,675
	Highest paid director	70,059	67,981
		No.	No.
	Number of directors:		
	£Nil - £ 5,000	-	4
	£5,001 - £10,000	4	2
	£10,001 - £15,000	-	-
	£15,001 - £20,000	1	1
	£40,001 - £45,000	•	1
	£65,001- £70,000	•	1
	£70,001 - £75,000	2	

Directors emoluments for 1995 include only a proportion of one director's salary due to his appointment part way through the year.

The emoluments shown above include benefits in kind and Profit Related Pay.

9.	STAFF COSTS	1996	1995
•	(including executive directors)	£	£
	Wages and salaries	1,718,517	1,722,603
	Social security costs	147,482	149,894
	Other pension costs	134,014	146,030
		2,000,013	2,018,527
	The average number of employees (including part-time employees) during the year was:	No.	No.
	Management and office	15	16
	Editorial	31	32
	Selling and distribution	28	29
		74	77

### 9. STAFF COST (CONTINUED)

The company operates a pension scheme providing benefits based on final pensionable pay. The assets of the scheme are held independently from those of the company in a separately administered fund with its own Trustees. The contributions to the scheme are determined by a qualified actuary on the basis of a triennial valuation using the projected unit method. The most recent valuation was as at 1 January 1995. The principal actuarial assumption adopted at that valuation was that the rate of return on investments would exceed the increase in pensionable salaries by 2% per annum.

The valuation disclosed that the value of the scheme's assets at that date was \$8,620,000 and that there was a surplus of \$1,574,000 after allowing for the actuarially calculated liabilities for future benefits. This surplus comprises of \$450,000 which was credited to Reserves in 1989 on the adoption of SSAP24, of which \$261,780 remains to be amortised. This together with the balance of the surplus which is being dealt with as an adjustment to the regular cost is being spread over 10 years being the average remaining service lives of the employees.

#### 10. TANGIBLE FIXED ASSETS

				Fixtures,
			Long	fittings
		Freehold	Leasehold	and
	Total	properties	property	computers
	£	£	£	£
Cost:				
1 October 1995	762,563	138,438	100,000	524,125
Additions	106,805	-	•	106,805
Disposals	(21,752)			(21,752)
30 September 1996	847,616	138,438	100,000	609,178
Depreciation:				
1 October 1995	520,238	90,981	8,000	421,257
Provision for the year	70,507	2,757	2,000	65,750
Disposals	(18,786)			(18,786)
30 September 1996	571,959	93,738	10,000	468,221
Net book values:				
30 September 1996	275,657	44,700	90,000	140,957
30 September 1995	242,325	47,457	92,000	102,868

## Jewish Chronicle Limited And Its Subsidiaries Notes To The Financial Statements (Continued) 30 September 1996

11.	INVESTMENTS IN SUBSIDIARY UNDERTAKING	s	1996 £	1995 £
	Shares in group companies		16,000	16,000
	Company	Business		% Equity held
	Jewish Chronicle Newspaper Limited Boundary Enterprises Limited	Newspaper Publish Dormant	ner "A" sh	ares 100% 100%
			1996 £	1995 £
12.	STOCKS	-	1,136	1,208
13.	Debtors			
	Trade debtors Other debtors, prepayments and accrued income	-	511,037 539,363	450,205 509,161
	Other debtors includes pension scheme prepayments to be amortised over a period of greater than 1 year £237,982 (1995 £261,780)	-	1,050,400	959,366
14.	Investments			
	Short term deposits Listed investments at cost (morket value 1996 \$2	206.050.	630,172	602,746
	Listed investments at cost (market value 1996 \$3,296,059: 1995 \$2,968,055) Unlisted investments at cost (Directors' valuation:		2,689,687	2,629,035
	1996 £156,982:1995 £157,469)	· -	151,776	151,776
		-	3,471,635	3,383,557
15.	OTHER TAXES AND SOCIAL SECURITY COSTS	;		
	PAYE		36,707	<i>37,306</i>
	National insurance VAT		25,619 75,516	25,531 79,612
			137,842	142,449

16.	ACCRUALS AND DEFERRED INCOME	1996	1995
		£	£
	Accruals	166,218	189,720
	Deferred income	47,633	42,391
		213,851	232,111
17.	Provisions For Liabilities And Charges		
	Balance 1 October 1995	158,095	208,601
	Expenditure during year	(4,670)	(8,757)
	Provisions released in the year		(41,749)
	Balance 30 September 1996	153,425	158,095
	Made up as follows:-		
	(i) Renewals, repairs and maintenance	80,000	81,165
	(ii) Indexing and microfilming	13,425	16,930
	(iii) Planning permission expenditure	60,000	60,000
		153,425	158,095
18.	SHARE CAPITAL		
	Authorised:		
	191,000 Ordinary shares of 1p each	1,910	1,910
	284,090 Non-voting Ordinary shares of £1 each	284,090	284,090
		286,000	286,000
	Issued and Fully paid:		
	190,010 Ordinary shares of 1p each	1,900	1,900
	190,010 Non-Voting Ordinary shares of £1 each	190,010	190,010
		191,910	191,910

19.	Mov	MEMENTS IN RESERVES AND SHAREHOLDERS FUNDS		
			Group	Company
	a)	General Reserve	£	£
	•••)	Balance 1 October 1995	3,246,330	2,954,714
		Transfer from profit and loss account	214,068	104,512
		Balance 30 September 1996	3,460,398	3,059,226
	b)	Shareholders Funds		
		Profit for the year	310,023	200,467
		Dividend	95,955	95,955
			214,068	104,512
		Opening Shareholders Funds	3,534,230	3,242,614
		Closing Shareholders Funds	3,748,298	3,347,126

### 20. MINORITY INTEREST

The minority interest represents 26,000 Jewish Chronicle Newspaper Limited "B" shares of 1p each, 99.8% of which are held by the Jewish Chronicle Trust Limited.

### 21. HOLDING COMPANY

The ultimate holding company is The Kessler Foundation, a company which is limited by guarantee and is a registered charity.

## Jewish Chronicle Limited And Its Subsidiaries Notes To The Financial Statements (Continued) 30 September 1996

22.	RECONCILIATION OF OPERATING PR	OFIT TO NET	CASH		
	INFLOW FROM OPERATING ACTIVITIE	ES			
				1996	1995
				£	£
	Operating profit			207,736	259,542
	Profit on sale of tangible fixed assets			(1,789)	(2,593)
	Depreciation charges			70,507	51,956
	Expenditure charged to provisions			(4,670)	(8,757)
	Release of provisions			-	(41,749)
	Pension scheme surplus amortisation				
	charged to operating profit			23,798	<i>23,798</i>
	Decrease in stocks			72	1,673
	(Increase) in debtors			(114,601)	(136,383)
	Încrease in creditors	30,338	101,096		
	NET CASH INFLOW FROM OPERATIN	G ACTIVITIES	5	211,391	248,583
23.	Analysis Of The Balances Of Ca Equivalents As Shown In The Ba				
				1996	1995
				Change	Change
		1996	1995	in year	in year
		1990 &	1995 £	m year &	th yeur £
		•			
	Cash at bank and in hand	16,505	22,544	(6,039)	14,790
	Short term deposits	630,172	602,746	27,426	(212,172)
		646,677	625,290	21,387	(197,382)