7/744

Accounts

GLASS'S GUIDE SERVICE LIMITED and subsidiary companies

31st December 1986





Spicer and Pegler
Chartered Accountants

REPORT OF THE DIRECTORS

The directors submit their report and the audited accounts for the year ended 31st December 1986.

PRINCIPAL ACTIVITY

The principal activity of the company and its subsidiaries is the publication of data to the used vehicle and allied trades in the United Kingdom, Australia, South Africa and the European Economic Community territories.

REVIEW OF THE BUSINESS

The UK new car market achieved record sales of 1,882,000 units and there was a steady and growing interest in used car business. The three services covering Commercial Vehicles, Motor Cycles and Caravans all experienced a squeeze on circulation. Our two Technical publications sold above expectations and the UK company achieved record results.

Despite a difficult political and economic scene in South Africa our company there managed to maintain the same profit level, in terms of Rand, as it achieved in 1985.

Both our French and Australian companies were heavily involved in new product development for the future with inevitable pressure on profits, both recorded trading losses in the year. Prospects for 1987 indicate that the Glass Group will move forward to another record year, with the launch of two new Technical publications and the consolidation of existing services.

RESULTS AND DIVIDENDS

Details of the results for the year are set out in the group profit and loss account on page 4.

During the year interim dividends amounting to £1,100,000 (1985 - £700,000) were paid. The directors do not recommend the payment of a final dividend (1985 - nil).

LAND AND BUILDINGS

In the directors' opinion the open market value of the group's freehold properties exceeds the amount at which they are stated in the accounts.

POLITICAL AND CHARITABLE CONTRIBUTIONS

Charitable donations amounted to £1,325 (1985 - £1,200).

There were no political contributions in the year.

DIRECTORS

The directors who served during the year and the beneficial and family interests of those serving at the end of the year in the shares and debentures of the group were as follows

REPORT OF THE DIRECTORS continued

Common shares of International Thomson Organisation Limited and related common shares of International Thomson p.l.c.

		1986	31st December 1985
Mrs. L.A. Service B.G. Paver	(chairman) (deputy chairman	•••	
	and chief executive)	2,730	2,730
L.D.C. Allen		-	
G.N. Charman		-	
M.A. Gill		-	-
Dr: J.H. Hemming			-
M.W. Lacey		-	-
R.B. Montclare		~	
G. Paul		-	-
M. Rodenburg		-	c=

No director had any interest in the shares of the company.

TAXATION STATUS

The company is a close company within the meaning of the Income and Corporation Taxes Act 1970 (as amended).

AUDITORS

A resolution to reappoint the auditors, Spicer and Pegler, will be proposed at the Annual General Meeting.

Elgin House St. George's Avenue Weybridge Surrey, KT13 OBX By order of the board R.N. Crispe

Secretary

AUDITORS' REPORT TO THE MEMBERS OF GLASS'S GUIDE SERVICE LIMITED

We have audited the financial statements on pages 4 to 17 in accordance with approved Auditing Standards.

In our opinion the financial statements, which have been prepared under the historical cost convention, give a true and fair view of the state of affairs of the company and the group at 31st December 1986 and of the profit and source and application of funds of the group for the year then ended and comply with the Companies Act 1985.

London, EC3
211 March 1987

GROUP PROFIT AND LOSS ACCOUNT for the year ended 31st December 1986

	Not	:e	1986		1985
TURNOVER	2		6,072,325		5,059,316
Staff costs Depreciation and amortisation Other external and operating	4	1,228,876 212,786	•	1,026,984 165,006	
charges		2,595,332		1,936,529	м
			4,036,994		3,128,519
OPERATING PROFIT	3		2,035,331		1,930,797
Other interest receivable and similar income			136,898		196,493
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION			2,172,229		2,127,290
Tax on profit on ordinary activities	6		889,982		953,803
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION			1,282,247		1,173,487
Extraordinary items	7		125,545		-
PROFIT FOR THE YEAR ATTRIBUTABLE TO THE MEMBERS OF GLASS'S			-		
GUIDE SERVICE LIMITED	8		1,407,792		1,173,487
Dividends	9		1,100,000		700,000
RETAINED PROFIT FOR THE YEAR	19		£307,792		£473,487
	•		~>01,175		1410,401

The notes on pages 7 to 16 form an integral part of these accounts.

GROUP BALANCE SHEET 31st December 1986

FIXED ASSETS	Note		1986		1985
Intangible assets Tangible assets	10 11	1,067,720 1,483,503		1,098,485 1,322,735	
CURRENT ASSETS			2,551,223		2,421,220
Debtors Investments Cash at bank and in hand	13 14	1,624,015 24,157 1,908,474		1,664,895 51,858 718,799	
		3,556,626		2,435,552	
CREDITORS - AMOUNTS FALLING DUE WITHIN ONE YEAR	15	(4,256,794)		(3,350,431)	
NET CURRENT LIABILITIES			(700,168)		(914,879)
TOTAL ASSETS LESS CURRENT LIABILITIES			1,851,055		1,506,341
PROVISION FOR LIABILITIES AND CHARGES	16		(746,028)		(718,375)
			£1,105,027		£787,966
CAPITAL AND RESERVES CALLED UP SHARE CAPITAL	17		100,000		100,000
RESERVES					
Other reserves Profit and loss account	18 19	27,248 977,779		21,427 666,539	
TOTAL RESERVES			1,005,027		687,966
SHAREHOLDERS' FUNDS			£1,105,027		£787,966
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APPROVED BY THE BOARD OF DIRECTORS

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The notes on pages 7 to 16 form an integral part of these accounts. 1164/213-A7

BALANCE SHEET 31st December 1986

TITYED AGORDO	Note	1986		1985
FIXED ASSETS Intangible assets Tangible assets Investments	10 647,203 11 968,813 12 274,495	•	665,181 860,078 760,010	
CURRENT ASSETS		1,890,511		2,285,269
Debtors Cash at bank and in hand	13 1,712,754 1,674,289		1,625,341 286,118	
CREDITORS - AMOUNTS FALLING	3,387,043		1,911,459	
DUE WITHIN ONE YEAR	15 (3,666,386)) ((2,810,013)	
NET CURRENT LIABILITIES	<u></u>	(279,343)		(898,554)
TOTAL ASSETS LESS CURRENT LIABILITIES		1,611,168		1,386,715
PROVISION FOR LIABILITIES AND CHARGES	16	(787,464)		(809,256)
		£823,704		£577,459
		The state of the s		100 mm - 100 mm
CAPITAL AND RESERVES CALLED UP SHARE CAPITAL	17	100,000	×	100,000
RESERVES Profit and loss account	19	723,704		477,459
SHAREHOLDERS' FUNDS		£823,704		£577,459

APPROVED BY THE BOARD OF DIRECTORS

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The notes on pages 7 to 16 form an integral part of these accounts. 1164/213-A7

WOTES TO THE ACCOUNTS

1. ACCOUNTING POLICIES

These accounts have been prepared in accordance with the historical cost convention. The principal accounting policies which the directors have adopted within that convention are set out below.

BASIS OF CONSOLIDATION

The Group accounts incorporate the accounts of the Company and its subsidiaries. All the companies within the Group make up their accounts to the same date.

TURNOVER

Turnover represents subscriptions, advertisement income and other sundry sales receivable during the year.

ACCOUNTING FOR SUBSCRIPTIONS

Credit is taken for subscriptions only when cash is received. For the year end accounts that part of the annual subscription which has not expired is carried forward and included in creditors.

TANGIBLE ASSETS AND DEPRECIATION

No depreciation is provided on freehold land and buildings held in South Africa nor on freehold land held in Australia.

For all other fixed assets depreciation is calculated to write off their cost by equal annual instalments over their estimated useful lives, which are considered to be

Freehold land and buildings held in

the United Kingdom - 67 years
Freehold buildings held in Australia - 20 years

Fixtures, fittings, equipment and motor vehicles

- 3 to 13 years

INTANGIBLE ASSETS AND AMORTISATION

Goodwill and publishing rights are stated at cost and represent the excess of purchase consideration for businesses or subsidiaries purchased over the value attributable to the net assets acquired. Amortisation is calculated to write off their cost by equal annual instalments over forty years.

ACCOUNTING POLICIES continued l.

FOREIGN CURRENCY

With the exception of goodwill and publishing rights, all assets and liabilities in foreign currencies have been translated into sterling at approximate year end rates. The results for the year have been translated at the average rate for the year. Unrealised gains and losses arising from translation of the net investment in overseas subsidiaries are dealt with through reserves. Other foreign currency gains and losses are dealt with in arriving at the trading profit.

DEFERRED TAXATION

Provision is made for taxation liabilities which, under current legislation, have been deferred because of the availability of tax allowances for fixed asset expenditure. The directors have undertaken a review at the balance sheet date of past investment patterns and expected future levels of capital expenditure and do not consider it appropriate to assume continuing deferral.

Deferred taxation in the group accounts has been reduced by anticipated future tax benefits arising in subsidiary companies.

No provision has been made for taxation which might arise in the event of distribution of the retained profits of overseas subsidiaries.

2.

ANALYSIS OF TURNOVER	1986	1985
The turnover attributable to each of the Group's geographical markets is United Kingdom Africa Australasia Other EEC countries	4,860,076 513,082 504,457 194,710 £6,072,325	504,453 468,929 163,911

The activities of the Group lie chiefly within the publishing sector.

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NOTES TO THE ACCOUNTS 31st December 1986

3.	OPERATING PROFIT	1986	1985
	Operating profit is arrived at after charging Auditors' remuneration	£18,499	£14,347
4.	EMPLOYEES		•
	The average number employed within each category of persons was		
	Editorial staff Sales and promotion staff Administration staff	46 15 65	39 15 53
		-	
		126	107
		pászádá	EMPHONE .
	The costs incurred in respect of these employees were		
	Wages and salaries	1,047,106	
	Social security costs Other pension costs	90,106 91,664	
		£1,228,876	£1,026,984
5.	DIRECTORS		
a)	Emoluments of directors of the holding company were		
,	Management remuneration	181,320	158,758
	Pension to former director in respect of services as director	5,500	5,000
		£186,820	
	The emoluments, excluding pension contributions, of directors were as follows		
	Highest paid director	£37,000	£35,000
	Other directors		i Herrina M
	£10,000 - £15,000	none	one
	£20,001 - £25,000	one	one
	£25,001 - £30,000	two	
	£30,001 - £35,000	one	

5. DIRECTORS continued
The chairman and other directors received no remuneration from the company.

b) A loan by the company of £5,000 was granted in 1981 to Mr. L.D.C. Allen who was appointed a director on 6th April 1985. The amount outstanding at 1st January 1986 was £833 (the maximum in the year) and at 31st December 1986 was £nil. Interest was payable on the loan.

	(the maximum in the year) and at 31st December 1986 was fail. Interest was payable on the loan.		
5.	TAXATION	1986	1985
	Taxation is Pases on the profits for the year and comprises Corporation tax at 36.25% (1985 - 41.25%) on taxable profit Overseas taxation (including deferred taxation) Transfer (from) to deferred taxation (United Kingdom)	761,578 122,267 (9,592)	715,000 237,206 4,256
		874,653	956,462
	Underprovision (over) for earlier years		
	UK Corporation tax Overseas taxation	14,766 563	(6,129) 3,470
		£889,982	£953,803
7•	EXTRAORDINARY ITEMS Surplus on disposal of freehold property	£125,545	£
	There is no current tax charge on the surplus.		
8.	PROFIT FOR THE YEAR ATTRIBUTABLE TO THE MEMBERS OF GLASS'S GUIDE SERVICE LIMITED		
	Dealt with in the accounts of the holding company	£1,346,245	£1,156,417
	of the		

The Company has taken advantage of S.228(7) of the Companies Act 1985 and consequently a profit and loss account for the Company alone is not presented.

9.	DIVIDENDS Dividends paid and proposed on 'A' and	1980	ordinary sh 1985 per share	eres	
	First interim dividend Second interim dividend Third interim dividend Fourth interim dividend Fifth interim dividend	200p 300p 100p 400p 100p	400p 300p -	200,000 300,000 100,000 400,000	400,000
	·	,100p	700p	£1,100,000	£700,000
10.	INTANGIBLE ASSETS		Publishing rights	Goodwill on consolidation	TOTAL
	GROUP				
	COST At 1st January 1986 Disposals during year		748,584 (1,668)	414 , 698 _	1,163,282 (1,668)
	At 31st December 1986		746,916	414,698	1,161,614
	AMORTISATION At 1st January 1986 Provided for in the year		56,144 18,729	8,653 10,368	64,797 29,097
	At 31st December 1986		74,873	19,021	93,894
	BALANCE SHEET VALUE At 31st December 1986		£672,043	395,677	£1,067,720
	At 31st December 1985		£692 , 440	406,045	£1,098,485
	COMPANY				•
	COST At 1st January 1986 and 31st December	er 198	36 719,115		719,115
	AMORTISATION At 1st January 1986 Provided for in the year		53,934 17,978		53,934 17,978
	At 31st December 1986		71,912	-	71,912
	BALANCE SHEET VALUE At 31st December 1986		£647,203		£647,203
	At 31st December 1985		£665,181		£665,181

GLASS'S GUIDE SERVICE LIMITED and subsidiary companies

NOTES TO THE ACCOUNTS 31st December 1986

11.	TANCIBLE ASSETS	Freehold	Plant and	Fixtures, fittings, and	Motor	
	GROUP COST	buildings	machinery	equipment	vehicles	TOTAL
	At 1st January 1986 Exchange adjustments	768,086 9,435	375 , 855	·283,596 6,598	209,854 2,713	1,638,391 18,746
	Additions	400,998	45,778	147,922	120,913	715,611
	Disposals	(336,169)	(3,690)	(51,332)	(88,830)	(480,021)
	At 31st December 1986	842,350	418,943	386 , 784	244,650	1,892,727
	DEPRECIATION		11/ 100	100 014	48,337	315,656
	At 1st January 1986	22,228 (241)	116,177	128,914 4,566	899	5,224
	Exchange adjustments Disposals	(10,905)	(3,029)	(40,497)	(40,914)	(95,345)
H	Provided for in the ye		75,584	45,904	55,023	183,689
	At 31st December 1986	18,260	188,732	138,887	63,345	409,224
	BAIANCE SHEET VALUE At 31st December 1986	£824,090	230,211	247,897	181,305	£1,483,503
	At 31st December 1985	£745,858	260,678	154,682	161,517	£1,322,735
	COMPANY		**************************************			
	COST At 1st January 1986	375,634	376,855	171,365	159,836	1,083,690
	At 1st January 1900 Additions	97,013	45,778	79,038	104,830	
	Disposals	(21,981)	(3,690)	(50)	(68,646	(94,367)
	At 31st December 1986	450,666	418,943	250,353	196,020	1,315,982
	DEPRECIATION				70 C77	007 610
	At 1st January 1986	11,394	116,177	63,368	32,673	
	Disposals		(3,029)	(50)	(29 , 384 46 , 728	
	Provided for in the y	ear 6,195	75,584	27,513	40,120	
	At 31st December 1986	17,589	188,732	90,831	50,017	347,169
	BALANCE SHEET VALUE At 31st December 1986	£433,077	230,211	159,522	146,003	£968,813
	At 31st December 1985	£364,240	260,678	107,997	127,16	£860,078

11.	FIXED ASSETS continued FUTURE CAPITAL EXPENDITURE		1986		1985
	Contracted for but not provided in the accounts Glass's Guide Service Limited		£137,000		,546
	Authorised by the directors but not contracted for Glass's Guide Service Limited	r	£63,000	£21	7,800
12.	FIXED ASSETS - INVESTMENTS				
	Shares in group companies				•
	At 1st January 1986		760,010)	9,174
	Additional costs on the acquisition of The Palgra Publishing Company Ltd	ave	18,67	- 79	- 50,836
	Acquired Pre-acquisition dividend received in 1986 Provision against cost of investment in The Falga Publishing Company Ltd	rave	(216,17	.9)	
	At 31st December 1986		£274,49		60,010
	The shares held by Glass's Guide Service Limited the subsidiary companies are as follows			¶ of	share
	Company	Country oncorporation	<u>on</u>	capit	al held
	Glass's Dealers Guide Service Pty. Limited	Augtrali	a 1	.00	100
	Wholly owned subsidiary: Glass's Properties Pty. Limited	Australi			100
	Auto Prices Holdings B.V. Dfl. 1,000 per share	The Neth	erlands	100	100
	Wholty owned subsidiary: Mead and Workther (Proprietary) Limited	Republic South A	of frica		
;	Editions Professionelles Glass France S.A.R.	L. France		100	100
	1. Fr 100 per share (99% caned by Auto Prices Holdings B.V., 1% caned by Glass's Guide Service Limited)			300	100
1	The Palgrave Publishing Company Limited 25p ordinary shares 6% redeemable preference shares of £l each 164/213-A7	imited United		TĤO	100

13.	DEBTORS	**********	Group		Company
		1986	1985	1986	1985
	Trade debtors Other debtors Prepayments Amount due from subsidiary compani	105,751 19,190 99,074	75,120 56,555 133,220	59,042 10,391 74,638 168,683	50,147 51,541 77,527 46,126
	Amount due from minority sharehold	er			
	(The Municipal Journal Limited) Amount due from holding company	686,000 714,000	686,000 714,000	686,000 714,000	686,000 714,000
		£1,624,015	£1,664,895	£1,712,754	£1,625,341
14.	CURRENT ASSETS - INVESTMENTS				
-,,-	Listed on a recognised Stock Excha	nge		G:	roup
	Cost			£24,137	£51,858
	Market value			£24 , 137	£57,760
				Harrist Advers	SUPERIOR STATE
15.	CREDITORS - AMOUNTS FALLING DUE WI				~
			Froup		Company
	Accruals Deferred income Sundry creditors Taxation	113,374 2,764,568 72,545 1,306,307	129,200 2,306,812 62,136 852,283	62,048 2,273,122 24,909 1,306,307	70,884 1,920,641 41,184 777,304
		£4,256,794	£3,350,431	£3,666,386	£2,810,013
16.	PROVISION FOR LIABILITIES AND CHAR	CRS	Seminateur 7 : Col. Periodicipal pro-		
	THO TABLET TO THE CHILL		Froup	C	ompany
	DEFERRED TAXATION				
	At 1st January 1986 (Release) charge for the year	718,375 (9,592)		809,256 (9,592)	772,500 4,256
	Increase in provision for tax payable more than one year ahead	54,377	52,496	(12,200)	32,500
	(Increase) decrease in taxation paid on subscriptions received in advance in subsidiaries	(17,132)	96,015	_	
	At 31st December 1986	£746,028	£718,375	£787,464	£809,256

16.	PROVISION FOR LIABILITIES AND CHARGES continues of the balance on deferred tax	inued account
	are as follows	Group

	The sources of the balance on defeare as follows	erred tax account Group		Company		
		1986	1985	1986	1985	
	Capital allowances in excess of depreciation Short term timing differences	83,514 1,150	94,256	83,514 1,150	94,256	
	Corporation tax payable 1st January 1988 Taxation paid on subscriptions received in advance	789,373	734,996	702,800	715,000	
		874,037	829,252	787,464	809,256	
		(128,009)	(110,877)			
		£746,028	£718,375	£787,464	£809,256	
	Unprovided deferred taxation on chargeable gains deferred by roll-over relief	£85,000	£ -	£85,000	£	
יי נ	CALLED UP SHARE CAPITAL			1986	1985	
17.	Authorised, allotted and fully paid 51,000 'A' shares of £1 each 49,000 'B' shares of £1 each	i		51,000 49,000	51,000 49,000	
	49,000 2. 2. 2. 2. 2. 2. 2. 2. 2. 2. 2. 2. 2.			£100,000	£100,000	
	•			The section of the se		
18.	OTHER RESERVES			Gre	Group	
10.	Capital reserves			21,427	39,534	
	At 1st January 1986 Exchange differences Transfer to profit and loss accour	ıt		4,134 1,687	(14,359) (3,748)	
	At 31st December 1986			£27,248	£21,427	
			Group		Company	
19.	PROFIT AND LOSS ACCOUNT	198		1986	1985	
	Balance at 1st January 1986 Exchange differences arising from	666,53	9 181,876	477,459	21,042	
	the translation of the net investment in overseas subsidia Transfer (to) from capital reserv	ries 5,13	7,428 7) 3,748		972 NG	
		659,98	193,052	477,45	9 21,042	
	Retained profit for the year	307,79	92 473,487	246,24	5 456,417	
	TOT AND D =		79 £666,539	£723,70	4 £477,459	

20. ULTIMATE HOLDING COMPANY

The ultimate holding company of Glass's Guide Service Limited is International Thomson Organisation Limited, a company incorporated under the laws of the Province of Ontario. - camana

CAUTAN AN NIDWA		1986		1985
SOURCE OF FUNDS Profit before taxation		2,172,229		2,127,290
Items not involving the movement of funds				
Depreciation and amortisation Disposal of fixed assets at net	212,786		165,006	
book value Exchange differences	59,412 (2,585)		35,217 56,965	
OTHER SOURCES Proceeds from disposal of property	450,809		***************************************	
records from droposat or proporty		720,422		257,188
FUNDS GENERATED FROM OPERATIONS		2,892,651		2,384,478
APPLICATION OF FUNDS				
Capital expenditure Dividends paid Tax paid Acquisition of subsidiary	715,611 1,100,000 408,305		621,705 700,000 593,203 750,836	
		(2,223,916)		(2,665,744)
INCREASE (DECREASE) IN WORKING CAPITAL		£668,735		£(281,266)
Applied (financed) as follows Increase in creditors (Decrease) increase in debtors Increase (decrease) in bank balances Decrease in current asset investments	(452,339) (40,880) 1,189,675 (27,721)	1	(86,662) 65,710 (260,314)	
		£668,735		£(281,266)
NOTES			,	
Summary of effect of acquisition of sub Tangible fixed assets Investments Debtors Bank balances Creditors	osidiary			322,695 20,002 25,291 207,533 (66,331)
Intangible fixed assets - goodwill				509,190 241,646
Cash paid				£750,836
1164/213-A7				And the second section of the second