GLASS'S GUIDE SERVICE LIMITED and subsidiary companies

Report and Financial States COMPANIES HOUSE

31 December 1990

31 MAY 1991

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Touche Ross & Co. Friary Court 65 Crutched Friars London EC3N 2NP

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GLASS'S GUIDE SERVICE LIMITED

Touche Ross



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REPORT OF THE DIRECTORS

The directors submit their report and the audited accounts for the year ended 31 Degember 1990.

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, and the European Community.

REVIEW OF THE BUSINESS

Although the group operated in an adverse economic climate that has had a severe impact on the automotive industry, notably in the UK and Australia, it achieved record sales and profits. The UK company returned the best-ever sales, but profits were slightly lower than last year after making provision for an exceptional contribution to the company's pension scheme. A major reorganisation of the UK management structure has been made to accelerate the development of new products and to enhance the marketing functions. The Australian company recorded a slight improvement in profits on last year's results through severe cost reductions. The French business had a particularly good year with profits well ahead of expectations.

Bespite the uncertain economic outlook the group is well positioned to sustain good earnings in the coming year.

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 £2,800,000 (1989 - £2,000,000) were paid. The directors do not recommend the payment of a final dividend (1989 - 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 £10,167 (1989 - £11,592).

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



REFORT OF THE DIRECTORS

Common shares of The Themson Corporation and related common shares of The Thomson Corporation p.1.c.

		11.5.1.1.5.1.1.5.1	<u> </u>
		31 December	31 December
		1990	1989
Mrs. L.A. Service	(chairman)	_	_
S.G. Paver	(deputy chairman)		
	(resigned 1 March 1991)	-	1,000
R.B. Montclare	(managing director)	312	303
L.D.C. Allen		₩	_
G.N. Charman	(resigned 16 November 1990)	-	-
R.N. Crispe			-
Dr. J.H. Hemming		***	4.7
P.B. Hunt	(appointed 26 February 1990) -	
A.R. Lewis	(appointed 3 March 1990)	•	**
J.G. Paul	(resigned 14 January 1991)	•••	~
H.F. Poole		**	**
M. Rodenburg	(resigned 3 March 1990)	-	-

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

TAXATION STATUS

In the opinion of the directors the company is a close company for taxation purposes.

AUDITORS

Spicor & Oppenheim merged their practice with Touche Ross & Co. on 20 August 1990 and now practise in the name of Touche Ross & Co. Accordingly, they have signed their audit report in their new name. A resolution to re-appoint Touche Ross & Co. as auditors will be proposed at the Annual General Meeting.

Elgin House St. George's Avenue Weybridge Surrey, KT13 GBX

By order of the board

R.N. Crispe





Chartered Accountants

Touche Ross & Co Friety Court 65 Crutched Frians London EC3N 2NP Telephonic National 071 480 7766 International +44 71 480 7766 Telex 68/1257 ESANO G Fox (Gp. 3), 071 480 6958 DX 825

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 Auditing Standards.

In our opinion the financial statements give a true and fair view of the state of affairs of the company and the group at 31 December 1990 and of the profit and source and application of funds of the group for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

London, EC3

22 March 1991

Touche Ross alo.
Chartered Accountants

DRTInternational

Abordoon, Belfast, Berrongham, Bohon, Bhummhoutti, Bricknell, Briskel, Cambridge Cardiff, Chicarar Colemana, Crawley Croydon, Dardont, Dudley Edinburgh, Glargow Hulis, bercha. London, Manchester, Milton Keynes, Newarts, Newcaste upon Tyme, Newtyort, Newtyn, Nettingham, Peterborough, Southermann, Sivinnes and Urbridge.

Personal place of business at Wiff is a list of pintners maries at available Hill House, it Liste New Street, London EC4A STR.

Authorized by the Institute of Chanered Accountants in England and Wales to Garkion investment business

GROUP PROFIT AND LOSS ACCOUNT for the year ended 3: December 7990

	Not	te	1990		1989
TURNOVER	1&2		9,634,532		8,900,478
Staff costs Depreciation and amortisation Other external and operating	3	1,731,063 411,196		1,643,887 307,386	
charges		4,176,829		3,511,536	
		**************************************	6,319,088		5,462,809
OPERATING PROFIT	4		3,315,444		3,437,669
Other interest receivable and similar income	5		588,389		451,403
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION			3,903,833		3,889,072
Tax on profit on ordinary activities	7		1,471,689		1,386,180
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION	8		2,432,744		2,502,892
Dividends	9		2,800,000		2,000,000
RETAINED (LOSS) PROFIT FOR THE YEAR			(367,856)		502,892
Balance at 1 January 1990 Exchange difference arising on			724,669		191,652
translation of the net investme in overseas subsidiaries	nt		(56,832)		30,125
Balance carried forward at 3) December 1990			£299,981		£724,669

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

GROUP BALANCE SHEET 31 December 1990

FIXED ASSETS	Note	•	1990		1989
Intangible assets	10	835,841		851,464	
Tangible assets	11	1,752,972		1,571,289	
			0.500.010		2 400 5-0
CURRENT ASSETS			2,588,813		2,432,753
Debtors	13	1,741,657		1,950,023	
Investments	14	8,461		8,692	
Cash at bank and in hand		4,391,614		3,915,705	
		6,141,732		5,874,420	
CREDITORS - AMOUNTS FALLING		0,141,752		3,074,720	
DUE WITHIN ONE YEAR	15	(8,159,401)		(7,389,039)	
NET CURRENT LIABILITIES			(2,017,669)	***************************************	(1,514,639)
, a, dominin agroculture			(21017,009)		(1,514,057)
TOTAL ASSETS LESS CURRENT LIABILITIES			571,144		918,114
CREDITORS - AMOUNTS FALLING DUE AFTER MORE THAN ONE					
YEAR	16		**		(8,316)
PROVISIONS FOR LIABILITIES					
AND CHARGES	17		(169,363)		(83,329)
			-		
			£401,781		£826,469
CAPITAL AND RESERVES					Address part of Persons
CALLED UP SHARE CAPITAL	18		109,000		100,000
RESERVES					
Capital reserves		1,800		1,800	
Profit and loss account		299,981		724,669	
TOTAL RESERVES			301,781		726,469
SHAREHOLDERS' FUNDS			£401,781		6036 A60
THE CONTRACTOR OF THE PROPERTY			2701,701		£826,469

APPROVED BY THE BOARD OF DIRECTORS

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

BALANCE SHEET 31 December 1990

FIXED ASSETS	Not	e	1990		1989
Intangible assets Tangible assets		1,312,374		593,225 913,902	
Investments	12	274,495		274,495	
CURRENT ASSETS			2,162,094		1,781,622
Debtors Cash at bank and in hand	13	1,768,899 4,080,975		1,982,624 3,700,554	
,					
COMPATRADA AMALURA ALLE VALO		5,849,874		5,773,178	
CREDITORS - AMOUNTS FALLING DUE WITHIN OME YEAR	15	(7,606,584)		(6,810,206)	
NET CURRENT LIABILITIES			(1,756,710)		(1,037,028)
TOTAL ASSETS LESS CURRENT LIABILITIES			405,384		744,594
PROVISIONS FOR LIABILITIES AND CHARGES	17		(159,000)		(61,355)
			£246,384		£683,258
					-
CAPITAL AND RESERVES					
CALLED UP SHARE CAPITAL	18		100,000		100,000
RESERVES					
Profit and loss account			146,384		583,258
					
SHAREHOLDERS' FUNDS			£246,384		£683,258
			-		****

APPROVED BY THE BOARD OF DIRECTORS

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



NGTES TO THE ACCOUNTS 31 December 1990

1. ACCOUNTING POLICIES

The financial statements have been prepared in accordance with statements of accounting practice issued by UK accountancy bodies. The principal accounting policies which the directors have adopted within that convention are set out below.

ACCOUNTING CONVENTION

These accounts have been prepared in accordance will the historical cost convention.

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 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.



NOTES TO THE ACCOUNTS
31 December 1990

1. ACCOUNTING POLICIES continued

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 tax deferred by the effect of timing differences to the extent that it is probable that a liability will crystallize in the foreseeable future.

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

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

PENSION COSTS

The expected cost of providing pensions, as calculated periodically by professionally qualified actuaries, is charged to the profit and loss account so as to spread the cost over the service lives of employees in the scheme, in such a way that the pension cost is a substantially level percentage of current and expected future pensionable payroll.

2.	ANALYSIS OF TURNOVER	1990	1989
	The turnover attributable to each of the group's geographical markets is		
	United Kingdom	8,441,387	7,760,534
	Australasia	852,744	883,608
	Other EEC countries	340,401	256,336
		29,634,532	£8,900,478

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

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NOTES TO THE ACCOUNTS 31 December 1990

3.	EMPLOYEES	1990	1989
	The average number employed was	97	97
		****	201,200
	The costs incurred in respect of these employees were		
	Wages and salaries	1,239,930	
	Social security costs	151,076	
	Other pension costs	340,057	86,510
		£1,731,063	£1,643,887
4.	OPERATING PROFIT		
	Operating profit is arrived at after charging		
	Auditors* remunaration	£24,190	£23,212
			-
5.	OTHER INTEREST RECEIVABLE AND SIMILAR INCOME		
	Bank deposit interest	£588,389	£451,403
		Service Confession of the Conf	***
6.	DIRECTORS		
	Emoluments of directors of the holding company were		
	Management remuneration	342,104	359,443
	Pension to former director in respect of services as		
	director	7,200	6,600
		£349,304	£366,043
			/************************************

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NOTES TO THE ACCOUNTS 31 December 1990

6-	DIRECTORS continued The chairman received no remuneration from the company (1989 - £nil).	1990	1989
	The emoluments, excluding pension contributions, of directors were as follows		
	Highest paid director	£82,712	£79,582
		No. of	directors
	Other directors		
	£ 0 - £5,000	five	five
	£25,001 - £30,000	one	none
	£35,001 - £40,000	none	one
	£40,001 - £45,000	one	one
	£45,001 - £50,000	none	one
	£50,001 - £55,000	one	0/19
	£60,001 - £65,000	one	none
	£65,001 - £70,000	one	one

7.	TAXATION		
	Taxation is based on the profits for the year and comprises		
	Corporation tax at 35% on taxable profit	1,489,510	1,377,594
	Overseas taxation (including deferred taxation) Transfer (from) to deferred taxation	43,515	20,586
	(United Kingdom)	(61,336)	(12,000)
		£1,471,689	£1,386,180

8.	PROFIT FOR THE YEAR ATTRIBUTABLE TO THE MEMBERS OF GLASS'S GUIDE SERVICE LIMITED		
	Dealt with in the accounts of the holding company	£2,363,126	£2,489,977

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

NOTES TO THE ACCOUNTS 31 December 1990

OTVIDENDS

9.	DIVIDENDS				
	Dividends paid on 'A'				
	and 'B' ordinary shares				
		1990		9 1990	1989
			oer share		
	First interim dividend Second interim dividend	9	6	900,000	600,000
	Third interim dividend	8 5	6 5	800,000 500,000	600,000 500,000
	Fourth interim dividend	3	3	300,000	300,000
	Fifth interim dividend	3	-	300,000	-
		£28	£20	£2,800,000	£2,000,600
		PARENT			
10.	INTANGIBLE ASSETS				
		P	ublish i ng	Goodwill on	
	GROUP CUST	-	<u>rights</u>	consolidation	TOTAL
	At 1 January 1990 and				
	31 December 1990		746,916	274,787	1,021,703
	AMORTISATION				····
	At 1 January 1990		131,104	29,135	160,239
	Provided for in the year		18,751	6,872	25,623
	At 31 December 1990		149,855	36,007	185,862
	PALANC - SHEET VALUE				
	At 31 Cacember 1990		£597,061	238,780	£835,841
	At 31 December 1989		£615,812	245,652	£861,464
	COMPANY				
	At 1 January 1990 and 31 December 1990		719,115	-	719,115
	AMORTISATION				
	At 1 January 1990		125,890	-	125,390
	Provided for in the year		18,000	tus	18,000
	At 31 December 1990		143,890		143,890
	DALANCE CUECT WALLE				,
	BALANCE SHEET VALUE At 31 December 1990		£575,225	_	£575,225
	The are appearant than			All a literature de la companya de l	***************************************
	At 31 December 1989		£593,225	***	£593,225
			\		Appropriate Company



NOTES TO THE ACCOUNTS 31 December 1990

19.	TANGIBLE ASSETS	Freehold		Fixtures, fittings		
	GROUP COST	land and buildings	Plant and <u>machinery</u>	and <u>Pouloment</u>	Motor <u>vehicles</u>	TOTAL
	At 1 January 1990	818,177	878,887	382,119	416,267	2,495,450
	Exchange adjustments	(81,399)	(58,526)	(34,343)	(16,373)	(190,641)
	Additions	-	586,252	2,677	206,794	795,723
	Oisposals			(6,170)	(365,682)	(171,852)
	At 31 December 1990	736,778	1,406,613	344,283	441.006	2,928,680
	DEPRECIATION					
	At 1 January 1990	42,915	€62,951	182,196	96,099	924,161
	Exchange adjustme.ts	(1,182)	(33,044)	(16,053)	(3,534)	(53.813)
	Disposals	-	**	(6,170)	(74,043)	(80,213)
	Provided for in the year	8,129	239,252	32,177	106,015	385,573
	At 31 December 1990	49,862	809,159	192,150	124,537	1,175,708
	BALANCE SHEET VALUE					
	At 31 December 1990	£686,916	597,454	152,133	316,469	972, 13, 752, 13
	At 31 December 1989	£775,262	275,936	199,923	320,168	£1,571,289
	COMPANY			C-211-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-		
	COST					
	A& 1 January 1990	466,806	634,670	204,188	328.035	1,633,699
	Additions	-	562,407	1,155	195,100	
	Disposals	•		•	(137,035)	
	At 31 December 1990	466,806	1,197,077	205,343	386,100	2,255,326
	DEPRECIATION		7 ****			
		30 434	E03 634	05 872	81,857	710 707
	At 1 January 1990 Disposals	38,434	503,534	95,872		719,797
	Provided for in the y	ear 7 001	170,724	20,253	89,268	
	rioriosa iet in the y		1101124			
	At 31 December 1990	45,435	674,358	116,125	107,034	942,952
	BALANCE SHEET VALUE					***************************************
	At 3% Dacember 1990	£421,371	522,719	89,218	279,066	£1,312,374
	At 31 December 1989	£428,372	`31,036	108,316	246,178	£913,902
		CHARLESON, SPRINGS		ويسون ويوكن المتحدد والمراج		district Plans of the same



NOTES TO THE ACCOUNTS 31 December 1999

11.	TANGIBLE	ASSETS	continued

FUTURE CAPITAL EXPENDITURE

1990

1989

Contracted for but not provided in the accounts

£144,000 £687,000

Authorised by the directors but not contracted for

£186,000 £201,000

12. FIXED ASSETS - INVESTMENTS

Shares in group companies

At 1 January 1990 and 31 December 1990

£274,495 £274,495

The shares held by Glass's Guide Service Limited in the principal subsidiary companies are as follows

Company	Country of incorporation		share 1 held
Glass's Dealers Guide Pty. Limited A\$1 per share	Australia	100	100
Editions Professionelles Glass France S.A.R.L F.Fr 100 per share	. France	100	100



NOTES TO THE ACCOUNTS 31 December 1990

13,	DEBTORS	1990	1989 <u>Greuo</u>	1990	1989 Company
	Trade debtors	137,034	156,115	113,635	125,774
	Frepayments	204,623	-	151,244	
	Amount due from subsidiary companie	•	435,300	104,920	
	Amount due from holding company Amount due from minority sharehold	714,000	714,000	714,000	
	Herming Publishing Limited	686,000	586,000	686,000	686,000
		£1,741,657	£1,950,023	1,768,899	£1,982,624
14.	CURRENT ASSETS - INVESTMENTS				
	Listed on a recognized Stock Excha		Group		
	Cost			£8,46	£8,692
	Harket value			£9,584	4 £8,985
15.	CREDITORS - AMOUNTS FALLING DUE WITHIN ONE YEAR	***************************************	Group	بنست بنيون	Company
	Amounts owed to holding company and fellow subsidiaries Obligations under finance leases	2,181,051	1,119,059	2,181,051	1,119,059
	Accruals	273,258		226,510	249,633
	Deferred income	3,919,899		3,515,452	
	Sundry creditors	107,184		37,062	31,060
	Taxation	1,678,009	•	1,646,509	
	4	E8,159,401	£7,389,059	£7,606,584	£6,810,206
16.	CREDITORS - AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR				
	Obligations under finance leases			Group	
	amounts falling due in the second to fifth years inclusive	i		٤	£8,316
				******	-



NOTES TO THE ACCOUNTS
31 December 1990

17.	PROVISION FOR LIABILITIES AND CHARGES	1990	1989	1990	1989
a)	DEFERRED TAXATION	Group		Company	
	At 1 January 1990 Charge (rolease) for the year Decrease on taxation paid on	83,329 (68,816)	72.091 (12,000)	61,336 (61,336)	73,336 (12,000)
	subscriptions received in advance in subsidiaries	***	23,238	_	
	At 31 December 1990	£10,363	£83,329	-	£61,336
	The sources of the balance on deferred tax account are as follows	The state of the s	described to the second of	w/20°	**************************************
	United Kingdom				
	Capital allowances in excess				
	of depreciation Short-term timing differences	37,316 (37,316)	37,922 23,414	37,316 (37,316)	37,922 23,414
			61,336	_	61,336
	Overseas	-	01,330	"	01,330
	Timing differences	10,363	21,993	-	-
		£10,363	£83,329	£ -	£61,336
	Unprovided deferred taxation on chargeable gains deferred				
	by roll-over relief	£39,500	£44,100	£39,500	£44,100
b)	Provision for pension cost Balance at 1 January 1989	_			
	Charged to profit and loss account	159,000		159,000	
	Balance 31 Occember 1990	£159,000	£ ~	£159,000	£ -
18.	CALLED UP SHARE CAPITAL			1990	1989
	Authorised, allotted and fully paid 51,000 'A' shares of £1 each			51,000	51,000
	49,000 'B' shares of £1 each			49,000	49,000
				£100,000	£100,000

NOTES TO THE ACCOUNTS 31 December 1990

19. PENSION SCHEME

The company operates a cension scheme providing benefits based on final pensionable pay. The assets of the scheme are held separately from those of the company.

The scheme is administered by the trustees and the contributions of the fund are applied as premiums under a pension contract with the Provident Life Assurance Association. Contributions to the scheme are charged to the profit and loss account so as to spread the cost of pensions over employees' working lives with the company. The contributions are determined by a qualified actuary on the basis of triennial valuations using the current unit method. The most recent valuation was at 30 June 1987. The assumptions which had the most significant effect on the results of the valuation were those concerning the annual rates of return on investments and the annual rates of increase in pensionable earnings. The assumptions used involved the former exceeding the latter with the difference between the two assumed annual rates being 0.5%.

The pension charge for the period was 1990 - £340,057 (1989 - £86,510).

The most recent actuarial valuation showed that the market value of the scheme's assets was £708,000 and that the actuarial value of those assets covered the benefits that had accrued to members after allowing for expected future increases in earnings. Since the last valuation an actuarial review has been carried out to assess the funding implications of recent changes in legislation together with augmented benefits. This has given rise to a deficit on the fund which is to be met by an increase in the contribution rate over the average working lives of fund members. In so far as the deficit relates to mambers already in pension a provision for £159,000 has been made in these accounts in accordance with SSAP 24.

20 ULTIMATE HOLDING COMPANY

Within the meaning of the Companies Act 1985 The Woodbridge Company Limited ("Woodbridge") is regarded by the directors of the company as being the company's ultimate parent company. Within the meaning of the said Act Woodbridge is the parent undertaking of the largest group of undertakings for which group accounts are drawn up and of which the company is a member and The Thomson Corporation PLC ('TTCPLC') is the parent undertaking of the smallest such group of undertakings for which group accounts are drawn up and of which the company is a member. Woodbridge is incorporated under the laws of the Province of Ontario, Canada. TTCPLC is incorporated in England and Wales.



SOURCE AND APPLICATION OF FUNDS for the year ended 31 December 1990

SOURCE OF FUNDS		1990		1989
Profit before taxation	3,903,833		3,889,972	
Items not involving the movement of funds				
Deprociation and amortisation Exchange differences	411,196 79,996	491,192	307,306 (15,085)	292,221
FUNDS GENERATED FROM OPERATIONS		₹ 395,025		4,181,293
Disposal of fixed assets at net book value		91,639		80,585
APPLICATION OF FUNDS				
Capital expenditure Dividends paid Tax paid	795,723 2,800,000 798,515		451,184 2,000,000 904,862	
		(4,394,238)	***************************************	(3,356,046)
INCREASE IN WORKING CAPITAL		£92,426		£905,832
				genegatific Stranducky
Financed as follows	1194 BBC		(46F D4F)	
(Increase) in creditors (Decrease) increase in debtors	(174,886) (208,366)		(465,045) 169,040	1
Increase in bank balances (Decrease) in current	475,909	•	1,278,346	
asset investments	(231))	(76,509)	
		£92,426		£905,832
		Section of the last of the las		