Registrar's copy

TINDLE NEWSPAPERS LIMITED

Compary No: 798870

FINANCIAL STATEMENTS

- for the year ended -

31 MARCH 1995



FINANCIAL STATEMENTS

DIRECTORS

Sir Ray Tindle CBE, DL, FCIS Lady Tindle MA, Dip.ED.(Lond.) Mr K.F.M. Loughnan MA (Oxon) Mr C.R.G. Christmas FCA

JOINT SECRETARIES

Lady Tindle C.R.G. Christmas

REGISTERED OFFICE

114/115 West Street Farnham Surrey GU9 7HL

AUDITORS

Robson Rhodes Chartered Accountants 186 City Road London EC1V 2NU

SOLICITORS

Messrs. Triggs Turner & Co. 128 High Street Guildford Surrey GU1 3HH

PRINCIPAL BANKERS

Lloyds Bank plc 147 High Street Guildford Surrey GU1 3AG

INDEX TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 1995

Page	
1	Report of the directors
3	Auditors' report
4	Consolidated profit and loss account
5	Consolidated balance sheet
6	Company's balance sheet
7	Consolidated cash flow statement
9	Notes to the financial statements

REPORT OF THE DIRECTORS

The directors present their report and the audited financial statements for the year ended 31 March 1995.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activities of the company and its subsidiaries have been that of newspaper proprietors, publishers and printers.

The group has continued to expand by acquiring additional newspaper interests. The directors consider the results to be satisfactory.

DIVIDEND AND TRANSFER TO RESERVES

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

At the year end the group recorded a profit after tax of £1,858,663 and it is proposed that this be transferred to reserves.

FIXED ASSETS

Full disclosure of all matters relating to fixed assets is set out in notes 11 to 16.

In the opinion of the directors the market values of the fixed asset investments are in excess of their carrying balance sheet values for both the company and the group at 31 March 1995.

DIRECTORS AND THEIR INTERESTS

The directors at the balance sheet date and their interests in the company at that date and at the beginning of the year (or on appointment if later), were as follows:

		Number o	f shares
	Class of share	1995	<u>1994</u>
Sir Ray Tindle CBE, DL, FCIS	Ordinary shares	18,000	18,000
Lady Tindle MA, Dip.ED.(Lond.)	Ordinary shares	2	2
Mr K.F.M. Loughnan MA(Oxon)	Ordinary shares	-	-
Mr C.R.G. Christmas FCA	Ordinary shares	-	-

CLOSE COMPANY

The company is a close company as defined by the Income and Corporation Taxes Act 1988.

CHARITABLE CONTRIBUTIONS

In addition to the expenditure on Tindle Enterprises of over £40,000 (1994:£34,000), the group made various other charitable contributions totalling £7,448 during the year. Tindle Enterprises was established in 1984 for the purpose of assisting unemployed persons to set up in self-employment by providing them with rent free premises.

REPORT OF THE DIRECTORS (Continued)

EMPLOYEES

The individual companies within the group are responsible through their own management for implementing the consultative and negotiating practices which best meet staff's particular requirements. Staff are kept informed of matters concerning them by means of briefing meetings, meetings with union officials, notices and direct communication.

It is company policy to recruit disabled persons for appropriate vacancies. Once employed, whatever assistance is necessary in terms of training and career advancement is given.

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 the affairs of the company and the group and of the profit or loss of the group 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; prepare the financial statements on the going concern basis; and follow applicable accounting standards, subject to any material departures disclosed and explained in the financial statements.

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.

AUDITORS

Robson Rhodes have indicated their willingness to continue in office as auditors, and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

By Order of the Board

Date: 3.8-8

C.R.G. Christmas
Director

AUDITORS' REPORT TO THE MEMBERS OF TINDLE NEWSPAPERS LIMITED

We have audited the financial statements on pages 4 to 35 which have been prepared in accordance with the accounting policies set out in note 1 to the financial statements.

Respective responsibilities of the directors and auditors

As described on page 2, 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 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 information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the company and of the group as at 31 March 1995 and of the group's profit for the year then ended and have been properly prepared in agrordance with the Companies Act 1985.

ROBSON RHODES

Registered Auditors

Chartered Accountants

Date: Allegalt 1998

186 City Road London EC1V 2NU

CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 1995

		19	995		94 estated
THIDNOTED	Notes	£	£	£	£
TURNOVER Continuing operations Acquisitions			17,162,093 490,695		16,810,134
Discontinued operations			17,652,786	· 5	16,810,134 387,248
Total turnover			17,652,786	5	17,197,382
Cost of sales	3		(8,895,986	5)	(8,948,605)
GROSS PROFIT	3		8,756,800	-)	8,248,777
Net operating expenses	3		(6,698,543	3)	(6,532,168)
OPERATING PROFIT	4		2,058,25	7	1,716,609
Continuing operations Acquisitions		2,008,143 50,114	7	1,899,900	
Discontinued operations	_	2,058,257		1,899,900	L .
Other income and charges	_	2,058,257		1,716,609	
Associated undertakings income			105,424		134,140
Interest receivable Income from other investments Change in value and sale	5.1 5.2		261,734 388,950		74,066 53,479
of investments Interest payable and similar			178,166	5	403,987
charges	6		(21,293	3)	(28,690)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	9		2,971,238	3	2,353,591
Tax on profit on ordinary activities	10		(1,083,470))	(874,566)
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION			1,887,768	- 3	1,479,025
Minority interests			(29,105		16,606
PROFIT FOR THE FINANCIAL YEAR					
ATTRIBUTABLE TO MEMBERS OF THE PARENT COMPANY	26		1,858,663	.	1,495,631

The company has no recognised gains or losses other than those dealt with in the profit and loss account.

The notes on pages 9 to 35 form part of these financial statements.

CONSOLIDATED BALANCE SHEET AT 31 MARCH 1995

		1995		1994 As restated
	Notes	£	£	££
FIXED ASSETS				
Intangible assets	11		2,666,174	2,687,412
Tangible assets Investments:	12		3,497,103	
Associated undertakings	14		1,555,662	1,358,064
Other	15		552,803	555,528
			8,271,742	8,132,831
CURRENT ASSETS				
Stocks	17	97,03	5	212,439
Debtors.	18	- • • - •		3,672,236
Investments	19	921,02		933,995
Cash at bank and in hand		3,261,53	8 -	3,214,928
		9,828,00	2	8,033,598
CREDITORS: Amounts falling due				
within one year	20	(3,173,51	2)	(3,042,488)
NET CURRENT ASSETS			6,654,490	4,991,110
TOTAL ASSETS LESS CURRENT LIABILITIES		:	14,926,232	13,123,941
CREDITORS: Amounts falling due after more than one year	21			, .
PROVISIONS FOR LIABILITIES	21		(12,804) (107,931)
AND CHARGES	22		(5,650	-
		=	14,907,778	13,016,010
CAPITAL AND RESERVES		=		
Called up share capital	23		18,002	18,002
Revaluation reserve	24		42,943	42,943
Capital reserve	25		634,389	634,389
Profit and loss account	26	1	14,103,687	12,245,024
SHAREHOLDERS' FUNDS	27	3	4,799,021	12,940,358
Minority interests			108,757	75,652
		-	4,907,778	13,016,010
		=		

The financial statements were approved by the board of directors on its behalf by:

Sir Ray Tindle

Directors

C.R.G. Christmas

The notes on pages 9 to 35 form part of these financial statements.

COMPANY BALANCE SHEET AT 31 MARCH 1995

		19	95		1994
	Notes	£	£	£	£
FIXED ASSETS					
Intangible assets	11		643,833		704,294
Tangible assets Investments:	13		2,546,822		2,809,639
Related undertakings	16		3,748,977		3,095,755
Other	15		535,306		544,028
		_	7,474,938		7,153,716
CURRENT ASSETS					
Debtors	18	4,008,090		2,432,38	4
Investments	19	921,026		933,99	5
Cash at bank and in hand		2,484,612		2,291,93	3
		7,413,728		5,658,31	2
CREDITORS: Amounts falling due within one year	20	(1,526,783)	(1,210,17	5)
NET CURRENT ASSETS			5,886,945		- 4,448,137
TOTAL ASSETS LESS CURRENT		_			
LIABILITIES		1	3,361,883		11,601,853
CREDITORS: Amounts falling due					
after more than one year	21	_	(10,000)	(20,000)
		1	3,351,883		11,581,853
CAPITAL AND RESERVES					
Called up share capital	23		18,002		18,002
Revaluation reserve	24		42.943		42,943
Profit and loss account	26	1	3,290,938		11,520,908
SHAREHOLDERS' FUNDS	27	1	3,351,883		11,581,853
·		<u>-</u>	 		

The financial statements were approved by the board of directors on the financial statements were approved by the board of directors on the financial statements were approved by the board of directors on the financial statements were approved by the board of directors on the financial statements were approved by the board of directors on the financial statements were approved by the board of directors on the financial statements were approved by the board of directors on the financial statements were approved by the board of directors on the financial statements were approved by the board of directors on the financial statements were approved by the board of directors on the financial statements were approved by the board of directors on the financial statement with the financial statemen

) Directors

C.R.G. Christmas

The notes on pages 9 to 35 form part of these financial statements.

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 1995

·		_	199				94
	Notes	£		£		£	£
NET CASH INFLOW FROM OPERATING ACTIVITIES	28		1	.,322,7	46	,	2,541,946
Returns on investments and servicing of finance:							
Interest received Interest paid Minority dividends paid Dividends received Associate dividends received Interest element on finance leas and hire purchase contracts	ĵ	261,73 (16,11 (5,00 L74,63 4,00	11) 30) 30			74,066 (21,884) (37,500) 53,479 183,333 (6,806)	
NET CASH INFLOW FROM RETURNS ON INVESTMENTS AND SERVICING OF			_		-		
FINANCE				414,0	71		244,688
Taxation:							
Corporation tax paid Corporation tax received	(9	908,65 29,84			_	(550,772) -	
TAX PAID				(878,8	10)		(550,772)
Investing activities:							
Movement in long term debtors Purchase of intangible fixed	(3	358,11	L3)			(245,878)	
assets Purchase of tangible fixed	(4	142,92	21)			(399,677)	
assets		536,81				(381,969)	
Purchase subsidiary undertakings Purchase of other investments Purchase of current asset		(2,05) (71,00				(7,228) (72,916)	
investments Receipts from sale of intangible			-			(195,066)	
assets and grants received Receipts from sale of tangible		81,01	L3	•		4,322	
assets Receipts from sale of investment		294,84	16			122,832	
in subsidiary undertakings Receipts from sale of other		15,00	00			-	
investments Subsidiary no longer consolidate	d 2	10,14 215,69				523,326	
NET CASH (OUTFLOW) FROM INVESTINACTIVITIES	·G			(894,2	02)		(652,254)
NET CASH (OUTFLOW)/INFLOW BEFORE	FINAN	CING	-	(36,1	 95)		1,583,608

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 1995 (Continued)

Financing:

Repayment of other long term loans Repayment of capital on hire	10,000		19,261	
purchase contracts Repayment of capital in finance	12,373		-	
leases rentals	-	_	10,046	
NET CASH OUTFLOW FROM FINANCING		22,373		29,307
DECREASE/(INCREASE) IN CASH AND CASH EQUIVALENTS	29	(58,568)		1,554,301
		(36,195)		1,583,608

The notes on pages 9 to 35 form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 1995

1. ACCOUNTING POLICIES

1.1 Basis of accounting

The financial statements have been prepared under the historical cost convention modified to include the revaluation of freehold land and buildings and in accordance with applicable accounting standards.

1.2 Basis of consolidation

The group financial statements consolidate the audited financial statements of the company and of its subsidiary undertakings at 31 March 1995 using acquisition accounting. The results of subsidiary undertakings acquired or disposed of during a financial year are included from, or up to, the effective date of acquisition or disposal.

1.3 Associated undertakings

The group's participating interests comprise investments in associated undertakings where the group has a shareholding between 20% and 50% and has a significant influence over the operating and financial policy decisions. The group's share of the results of associated undertakings is included in the consolidated profit and loss account. Unless otherwise stated, the interests in the associated undertakings are included at the group's share of the net assets of the associated undertakings (adjusted as necessary to reflect group accounting policies) in the consolidated balance sheet.

Where goodwill arises from the premium on acquisition of the investment in an associated undertaking, this goodwill is amortised over its estimated useful life of 20 years. This is a change in the accounting policy this year and its effects are quantified in notes 25 and 26 to the accounts.

1.4 Turnover

Turnover represents the total invoice value, excluding value added tax, of goods sold and services rendered during the year.

1.5 Goodwill

Goodwill, being newspaper titles, publishing rights and benefits, is stated at fair value on acquisition and, subject to annual review, is carried forward at cost in the balance sheet. Amortisation is provided to write off this asset over its estimated life of 20 years. Any permanent diminution in value is charged to the profit and loss account.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 1995 (continued)

ACCOUNTING POLICIES (continued)

1.6 Depreciation

Depreciation is provided using the following rates and bases to reduce by annual instalments the cost of the tangible assets over their estimated useful lives:-

Freehold buildings 1.25% on cost or valuation
Leasehold properties Straight line over the life of the lease
Plant and machinery 20% Straight line
Fixtures and fittings 20% Straight line
Motor vehicles 20% Straight line

1.7 Stocks

Stocks are valued at the lower of cost and net realisable value. Cost is calculated as follows:

Raw materials - cost of purchase on first in, first out basis
Work in progress, - cost of raw materials and labour together with
finished goods attributable overheads.
and goods for resale

Net realisable value is based on estimated selling price less further costs to completion and disposal.

1.8 Research and development

Development expenditure incurred on specific projects is carried forward when its recoverability can be foreseen with reasonable certainty. Such development costs are capitalised and written off against revenues on a systematic basis. Expenditure on research is written off as it is incurred.

1.9 Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred or accelerated because of timing differences between the treatment of certain items for accounting and taxation purposes.

Deferred taxation is provided where there is a reasonable probability of the amount becoming payable in the foreseeable future.

Advance corporation tax on dividends paid and provided for the year is not written off if UK corporation tax liabilities for the period up to the next balance sheet date are expected to be sufficient to absorb this tax.

1.10 Foreign exchange

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange prevailing at the accounting date. Transactions in foreign currencies are recorded at the date of the transactions. All differences are taken to the profit and loss account.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 1995 (continued)

ACCOUNTING POLICIES (continued)

1.11 Leasing and hire purchase

Assets acquired under finance leases or hire purchase contracts are capitalised as tangible assets and depreciated over the shorter of the lease term and their useful lives. Finance charges and interest are taken to the profit and loss account in constant proportion to the remaining balance of capital repayments or net obligations outstanding.

Rentals payable under operating leases are taken to the profit and loss account on a straight line basis over the lease term.

1.12 Pensions

Pension contributions are charged to the profit and loss account so as to spread the cost of the pensions over the employees' working lives with the company. These contributions are invested and administered separately from the group's assets.

2.	TURNOVER	1995 £	199 4 £
	Analysis by:		
	Class of business:		
	Newspaper printing and publishing Specialised electrical manufacture	17,652,786	16,810,134 387,248
		17,652,786	17,197,382
	Geographical market:		
	United Kingdom U.S.A.	17,429,905 222,881	17,197,382
		17,652,786	17,197,382

One item of turnover, previously accounted for on a receipts basis, is now accounted for on a receivable basis. This change of policy has resulted in an increase in turnover of £100,000.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 1995 (continued)

3.	ANALYSIS OF OPERATIONS		1995	
		Continuing Dis		Total £
	Cost of sales	8,895,986	_	8,895,986
	Gross profit	8,756,800	-	8,756,800
	Net operating expenses:			
	Distribution costs Administrative expenses Other operating income	(1,488,552) (5,272,171) 62,180	- - -	(1,488,552) (5,272,171) 62,180
		(6,698,543)	-	(6,698,543)
			1994	
		Continuing Di	scontinued £	Total £
	Cost of sales	8,596,083	352,522	8,948,605
	Gross profit	8,214,051	34,726	8,248,777
	Net operating expenses:	•		
	Distribution costs Administrative expenses Other operating income	(1,469,254) (5,174,608) 329,711	(4,079) (213,938) -	

(6,314,151)

(218,017) (6,532,168)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 1995 (continued)

4.	OPERATING PROFIT	1995 £	1994 £
	The operating profit is stated after charging:	Ľ	Ľ
	Depreciation	391,619	521,079
		235,859	163,937
	Auditors' remuneration	105,201	93,574
	Hire of equipment	29,216	16,580
	Operating lease rentals:		
	Land and buildings	271,810	207,754
	Plant and machinery	42,823	73,158
	and after crediting:	•	
	Rents receivable	18,675	78,183
	Profit on foreign currencies	8,199	-

PROFIT FOR THE FINANCIAL YEAR

As permitted by Section 230 of the Companies Act 1985, the holding company's profit and loss account has not been included in these financial statements.

The consolidated profits before dividends include:

		1995 £	1994 £
	Holding company's profits	1,770,030	1,368,383
	Share of net profits retained		
	by associated undertakings	73,105	81,494
5.1	INTEREST RECEIVABLE	1995	1994
		£	£
	Bank interest	96,337	66,046
	Other interest	165,397	8,020
		261,734	74,066

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 1995 (continued)

5.2	INCOME FROM OTHER INVESTMENTS	1995 £	1994 £
	Income from current asset listed investments Income from unlisted investments	27,034 361,916	- 53,479
		388,950	53,479

Income from unlisted investments, previously accounted for on a receipts basis, is now accounted for on a receivable basis. This change of policy has resulted in an increase in income of £214,320.

6.	INTEREST PAYABLE AND SIMILAR CHARGES	1995 £	1994 £
	On bank loans and overdrafts and on loans		
	repayable in full within five years	15,971	21,884
	On overdue tax	140	-
	Lease finance charges and hire purchase interest	5,182	6,806
	•	21,293	28,690
7.	DIRECTORS AND EMPLOYEES	1995	199 4
	Staff costs (including directors):	£	£
	•		
	Wages and salaries	5,509,594	5,386,643
	Social security costs	449,304	453,983
	Other pension costs	199,300	178,491
	Other costs	3,000	3,500
			

Staff Numbers:

The average weekly number of employees (including during the year was made up as follows:	directors) Number	Number
Management and administration Editorial and production	101 207	104 225
Sales and marketing	165	168
	473 ———	497

6,161,198 6,022,617

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 1995 (continued)

7.	DIRECTORS AND EMPLOYEES (continued)	1995 £	1994 £
	Directors' emoluments:		
	Remuneration for management services including benefits and pension costs Fees	89,223 6,000	60,614
	·	95,223	69,614
	The division of directors' emoluments, excluding pension contributions, is as follows:		
	Chairman and highest paid director	79,500	63,313
	Other directors' remuneration fell within the following ranges:	Number	Number
	£Nil - £5,000	3	3

8. PENSION COSTS

Certain directors and employees of the parent company and of its subsidiaries include members of a group pension scheme. This pension scheme is the defined benefit type under which benefits are based on members' years of pensionable service and final pensionable salary. The assets of the scheme are held in separate trustee administered professionally managed funds. Employer contributions are based on pension costs across the Tindle Newspapers Limited group as a whole and are charged to the profit and loss account so as to spread the cost of pensions over scheme members' working lives with the company. The contributions are determined by a qualified actuary on the basis of triennial valuations using the projected unit credit funding method (members contribute 5% of pensionable salaries). The latest actuarial valuation of the scheme was at 1 January 1993. The main long term actuarial assumptions adopted were that the annual rate of return on investments would be 9%, the annual increase in pensionable salaries would be 7% and the annual rate of pension increase would be that guaranteed under the scheme.

Contributions payable by the group amounted to £199,300 (1994:£178,491) and all contributions were paid in the year. This contribution included an amount to amortise experience deficiencies and the cost of benefit improvements that are being funded over the average future service lives of members.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 1995 (continued)

PENSION COSTS (continued) 8.

The market value of the scheme's assets as at 1 January 1993 was estimated to be £1,077,000 which includes the value placed on annuities purchased by the trustees. The actuarial value of the assets covered 100% of pensions in payment and 75% of the benefits that have accrued to deferred and active members, after allowing for expected future increases in earnings. In line with the actuary's recommendation the company is contributing 12.7% of pensionable salaries from 1 January 1993 which includes an amount to achieve a 100% funding level over the average future working lives of members.

9. PROFIT (ON ORDINARY ACTIVITIES BEFORE TAXATION	1995 £	1994 £
Analysis	by:		
Class of	business:		
	er printing and publishing sed electrical manufacture		2,556,744 (203,153)
	•	2,971,238	2,353,591
Geograph	nical market:		
United P U.S.A.	Kingdom	2,957,799 13,439	
			2,353,591
The taxa	PROFIT ON ORDINARY ACTIVITIES ation charge based on fit before tax comprises:	1995 £	199 4 £
Transfer Overseas Tax cred	rporation tax at 33% (1994 - 33%) r to deferred taxation s taxation dit attributable to franked ent income	895,106 5,650 2,321 100,923	(21,000)
Adjustma	ent in respect of prior years	1,004,000 47,151	
	rporation tax relating to		821,920
associa	ted undertakings	1,083,470	874,566

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 1995 (continued)

11. INTANGIBLE ASSETS

GROUP	Development		
	Goodwill	costs	Total
·	£	£	£
Cost			
At 1 April 1994	3,508,408	412,441	3,920,849
Additions	422,097	20,824	442,921
Adjustment		(412,441)	(412,441)
Disposals	(81,013)	-	(81,013)
At 31 March 1995	3,849,492	20,824	3,870,316
Amortisation			
At 1 April 1994	975,878	257,559	1,233,437
Charge for year	235,859	-	235,859
Adjustment	-	(257,559)	(257,559)
On disposals	(7,595)		(7,595)
At 31 March 1995	1,204,142	-	1,204,142
Net book value at			
31 March 1995	2,645,350	20,824	2,666,174
Net book value at			
31 March 1994	2,532,530	154,882	2,687,412

The adjustment to the above relates to R F Applications Limited, a subsidiary no longer consolidated.

COMPANY

	Goodwill £
Cost	
At 1 April 1994	888,819
Additions	59,116
Disposals	(81,013)
At 31 March 1995	866,922
Amortisation	
At 1 April 1994	184,525
Charge for year	46,159
On disposals	(7,595)
At 31 March 1995	223,089
Net book value at	
31 March 1995	643,833
Net book value at	
31 March 1994	704,294

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 1995 (continued)

12. TANGIBLE ASSETS

GROUP

GROUP	Land & buildings £	Plant & machinery	Fixtures & fittings		Total £
Cost or valuation					
At 1 April 1994 Additions Adjustment Disposals			664,475 107,606 (1,496) (6,300)	476,548 229,706 (32,725) (186,615)	(66,136)
At 31 March 1995	2,795,122	1,974,418	764,285	486,914	6,020,739
Depreciation					
At 1 April 1994 Charge for year Adjustment On disposals	40,868 (4,580)	1,457,228 178,557 (13,814) (196,126)	529,322 94,927 (697) (4,719)	77,267 (22,906)	(41,997)
At 31 March 1995	277,344	1,425,845	618,833	201,614	2,523,636
Net book value at 31 March 1995	2,517,778	548,573	145,452	285,300	3,497,103
Net book value at 31 March 1994	2,539,803	685,082	135,153	171,789	3,531,827

The adjustment to the above relates to R F Applications Limited, a subsidiary no longer consolidated.

1995 £	1994 £
2,475,066	2,507,576 6,201
42,712	26,026
2,517,778	2,539,803
	£ 2,475,066 - 42,712

The historical cost of freehold property included above at a valuation of £77,000 at the balance sheet date was £48,240, and the accumulated depreciation based on historical cost would be £10,860.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 1995 (continued)

12. TANGIBLE ASSETS (continued)

GROUP

The company has freehold property at cost of £517,209 less depreciation of £56,872 which is currently used by Tindle Enterprises.

Included above are assets held under finance leases or hire purchase contracts as follows:

	1995 £	1994 £
Net book values:		
Plant and machinery	11,940	22,540
Furniture, fixtures and equipment	1,993	
Motor vehicles	5,495	7,727
	19,428	30,267
Depreciation charge for the year:		
Plant and machinery	7,917	8,811
Furniture, fixtures and equipment	610	_
Motor vehicles	2,232	2,576
	10,759	11,387

Net obligations under finance leases and hire purchase contracts are secured on the assets acquired.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 1995 (continued)

13. TANGIBLE ASSETS

C	∩М	P7	١N	Y

	Land & buildings £		Fixtures & fittings		s Total £
Cost					
At 1 April 1994 Additions Disposals	2,595,314 : 84,924 (88,752)		386,995 2,895 (2,166)	48,000	4,238,378 141,009 (480,933)
At 31 March 1995	2,591,486	806,653	387,724	112,591	3,898,454
Depreciation					
At 1 April 1994	203,222	858,322	280,763	86,432	1,428,739
Charge for year	32,903			-	154,048
On disposals	(5,590)	(177,227)	(975)	(47,363)	(231,155)
At 31 March 1995	230,535	736,775	324,105	60,217	1,351,632
Net book value at 31 March 1995	2,360,951	69,878	63,619	52,374	2,546,822
Net book value at 31 March 1994	2,392,092	274,472	106,232	36,843	2,809,639
				1995 £	1994 £
Analysis of net boo	k value of	land and b	uildings:		
Freehold			2	2,351,746	2,382,201
Short leasehold				9,205	

2,360,951 2,392,092

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 1995 (continued)

14. INVESTMENTS - ASSOCIATED UNDERTAKINGS

GROUP .		Profits & additions &		End
Cost				
Cost of shares Share of retained profits	951,406	62,534	-	1,013,940
of amortisation on premium Dividend received		73,106	(45,404) (4,000)	· ·
	1,489,426	135,640	(49,404)	1,575,662
	Beginning of year £	Amounts written back in year f	k.	Rnd of year £
Amounts written off	131,362	(111,362)		20,000
Net book value	1,358,064			1,555,662
Interests in associate unde	ertakings:			
			1995 £	1994 £
Share of associated underta assets (excluding goodwill) Share of associated underta Unamortised premium on acqu	340,167 601,444 634,051	173,148 636,823 679,455		
Less provision		·	1,575,662 (20,000)	
			1,555,662	1,358,064

The associated undertakings included in the above figures are as follows:-

	Class of share	Share of equity	Accounting year end
Capital Newpapers Limited Century Press & Publishing Limited P.M. Publications Limited FreeAdmart Limited Portsmouth Property Weekly Limited	Ordinary	24.9%	31 December
	Ordinary	20%	30 June
	Ordinary	50%	31 December
	Ordinary	25%	31 March
	Ordinary	33.3%	31 March

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 1995 (continued)

14. INVESTMENTS - ASSOCIATED UNDERTAKINGS (continued)

All the above companies are registered in England and Wales.

The company's involvement in FreeAdmart Limited is under a joint venture agreement. The financial statements at 31 March 1995 have been consolidated on an equity basis.

15. INVESTMENTS - OTHER GROUP

	Beginning			End
•	of year A	dditions	Disposals	of year
	£	£	£	£
Investments in unlisted				
companies	555,528	8,472	(11,197)	552,803
	555,528	8,472	(11,197)	552,803
Net book value	555,528			552,803
COMPANY				
COMPANY				
Cost	Beginning			Enđ
		dditions	Disposals	End of year
		dditions £	Disposals £	
	of year A		-	of year
Cost	of year A		-	of year
Cost Investments in unlisted	of year A	£	£	of year £

The investments included in the above figures are as follows:

Radio Investments	Limited			Ordinary	11%
Surrey Advertiser	Newspaper	Holdings	Limited	Ordinary	9%

The directors are of the opinion that the value of the investments listed above is at least equal to net book value.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 1995 (continued)

16. INVESTMENTS - RELATED UNDERTAKINGS

COMPANY

Cost	Beginning of year		Revaluations & disposals £	
Shares:	~			
Group undertakings Associated undertakings	2,331,254 951,406	479,326 62,534	-	2,810,580 1,013,940
	3,282,660	541,860	-	3,824,520
Amounts written off	Beginning	Amounts Written ba	ack	End
	of year	in year £		of year £
Shares:				
Group undertakings Associated undertakings	55,543 131,362	(111,362)		55,543 20,000
·	186,905	(111,362)		75,543
Net book value	3,095,755			3,748,977

The following is a list of the company's active subsidiary undertakings. Non-trading subsidiary undertakings are listed in the company's Annual Return.

All trading companies are newspaper publishers except where noted.

	Class of Share	Share of Equity
	<u> </u>	<u> </u>
Abergavenny Chronicle Limited	Ordinary	100%
Biggin Hill News Limited	Ordinary	100%
British American Newspapers Limited	Ordinary	100%
Cornish Newspapers Limited	Ordinary	100%
Country Graphics Limited	Ordinary	100%
County Echo Newspapers Limited	Ordinary	100%
Dawlish Newspapers Limited	Ordinary	100%
Devon & Cornwall Newspapers Limited	Ordinary	100%
Forest of Dean & Wye Valley Review Limited	Ordinary	100%

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 1995 (continued)

16. INVESTMENTS - RELATED UNDERTAKINGS (continued)

COMPANY

Farnham Castle Newspapers Limited	Ordinary	100%
Fleetwood Weekly News Limited	Ordinary	100%
Glamorgan Gem Limited	Ordinary	100%
London Recorder Newspapers Limited	Ordinary	80%
Liskeard & Saltash Journals Limited	Ordinary	100%
Monmouthshire Beacon Company Limited	Ordinary	100%
North Cornwall Advertiser Limited	Ordinary	75%
North Devon Advertiser Limited	Ordinary	100%
Town and Country Admart Limited	Ordinary	100%
Prime of Life Publications Lmited	Ordinary	100%
Post Dispatch Limited	Ordinary	80%
Putnam Newspapers Limited	Ordinary	100%
South Hams Newspapers Limited	Ordinary	100%
Surrey & Hants News Limited	Ordinary	100%
Surrey Press Centre Limited	Ordinary	100%
Tavistock Newspapers Limited	Ordinary	100%
Tavy Typesetting Limited	Ordinary	100%
Tenby Observer Limited	Ordinary	100%
Tindle Newspapers (USA) Inc.	Ordinary	100%
The Cornish & Devon Post Limited	Ordinary	100%
West Somerset Free Press Limited	Ordinary	85%
R.F. Applications Limited (scientific)	Ordinary	51%

The directors consider the value of the company's investment in its group undertakings is not less than the amounts at which they are stated in the company's balance sheet.

R.F. Applications Limited has not been consolidated as there are severe long term restrictions that substantially hinder the exercise of the rights of the parent over the assets and management of the company. At the last available accounting date of 31 March 1994, the aggregate of its capital and reserves amounted to £(112,576) and it had sustained a loss of £(182,153). R.F. Applications Limited did not trade with the rest of the group during this year. Included within other debtors is an amount of £21,266 due from R.F. Applications Limited.

All the above companies are registered in England and Wales with the exception of Tindle Newspapers (USA) Inc. which is registered in the United States of America.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 1995 (continued)

17. STOCKS

•	£	£
Raw materials and consumables	48,470	111,078
Work in progress	5,643	42,500
Finished goods and goods for resale	42,922	58,861
	97,035	212,439
DEDWOOD		
DEBTORS		

18. DEBTORS

GROUP	1995 £	1994 £
Trade debtors Amounts owed by associated undertakings Other debtors Advance corporation tax Prepayments and accrued income	1,694,654 304,098 1,250 706,127	•
110pa, months and accepted income	<u></u>	

Included in the above are amounts due after more than one year as follows:

	£	£
Amounts owed by associated undertakings Prepayments	750,000 56,075	330,962 117,000
	806,075	447,962

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 1995 (continued)

18. DEBTORS (continued)

COMPANY	1995 £	1994 £
Trade debtors	15,360	16,550
Amounts owed by group undertakings	1,248,280	1,328,476
Amounts owed by associated undertakings	1,534,219	330,962
Other debtors	909,231	741,161
Prepayments and accrued income	301,000	15,235
	4,008,090	2,432,384

Included in the above are amounts due after more than one year as follows:

	Ľ	£
Amounts owed by associated undertakings	750,000	330,962
	750,000	330,962

19. INVESTMENTS - CURRENT ASSETS

GROUP AND COMPANY

Listed:	1995 £	1994 £
U.K. Overseas	624,872 149,581	647,373 140,049
	774,453	787,422
Unlisted: UK	146,573	146,573
	921,026	933,995

The investments above are valued at the lower of cost and net realisable value.

Net realisable value for all listed investments is determined as the mid-market value of those investments at the year end.

The market value of the listed investments at the year end was £1,029,574 (1994: £1,044,283).

In the opinion of the directors the market value of the unlisted investments is greater than cost.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 1995 (continued)

20. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

GROUP	1995 £	1994 £
	_	_
Bank loans and overdrafts	273,592	168,414
Payments received on account	7,288	-
Trade creditors	662,706	818,955
Proposed dividend	6,000	_
Corporation tax	1,076,746	855,500
Other taxes and social security costs	610,950	577,711
Net obligations under finance lease		
and hire purchase contracts	11,330	14,475
Other creditors	154,290	201,319
Accruals and deferred income	370,610	406,114
	3,173,512	3,042,488
		

The bank loans and overdrafts are secured by a fixed and floating charge over the assets of an associated undertaking and a subsidiary.

COMPANY

	1995 £	1994 £
Bank loans and overdrafts	250,000	-
Trade creditors	32,921	34,749
Amounts owed to group undertakings	612,948	493,786
Corporation tax	438,514	388,000
Other taxes and social security costs	6,087	31,616
Other creditors	114,565	112,220
Accruals and deferred income	71,748	149,804
	1,526,783	1,210,175

The bank loans and overdrafts are secured by a fixed and floating charge over the assets of an associated undertaking.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 1995 (continued)

21. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

GROUP	1995 £	1994 £
Loans Net obligations under finance leases	10,000	95,899
and hire purchase contracts	2,804	12,032
	12,804	107,931
Loans repayable by instalments:		
Amounts repayable after five years	. –	32,509
Amounts repayable within five years	8,592	211,804
Loans not repayable by instalments:		
Amounts repayable within five years	25,000	20,000
Included in current liabilities	(23,592)	(168,414)
·	10,000	95,899
Net obligations under finance leases and hire purchase contracts		
Repayable within one year	15,658	17,599
Repayable between one and five years	4,194	20,676
Finance charges and interest allocated	19,852	38,275
to future accounting periods	(5,718)	(11,768)
	14,134	26,507
Included in current liabilities	(11,330)	(14,475)
- -	2,804	12,032

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 1995 (continued)

21. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR (continued)

COMPANY	1995 £	199 4 £
Other loans	10,000	20,000
•	10,000	20,000
Loans not repayable by instalments: Amounts repayable within five years	25,000	20,000

22. PROVISIONS FOR LIABILITIES AND CHARGES

GROUP

Deferred tax is calculated at 33% (1994 - 33%) analysed over the following timing differences:

	Fully Provided	
	1995	1994
	£	£
On the excess of capital allowances		
over depreciation	(730)	-
On other timing differences	6,380	-
	5,650	
Movements on the provision for deferred taxation as	re:	

£

Transferred from profit and loss account

5,650

٠,

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 1995 (continued)

Balance at 31 March 1995

23. SHARE CAPITAL 1995 1994 COMPANY £ £ Authorised Equity interests: 50,000 Ordinary shares of £1 each 50,000 50,000 50,000 50,000 Allotted, called up and fully paid Equity interests: 18,002 Ordinary shares of £1 each 18,002 18,002 18,002 18,002 24. REVALUATION RESERVE GROUP AND COMPANY 1995 1994 £ £ Balance at 1 April 1994 42,943 42,943 Balance at 31 March 1995 42,943 42,943 25. CAPITAL RESERVES 1995 1994 £ £ Balance at 1 April 1994 634,389 Prior year adjustment 634,389

Goodwill arising on the purchase of newspaper titles by an associated undertaking, satisfied by the issue of the shares at a premium, was written off by that company on acquisition and not previously reflected in the carrying value of the investment in the associated undertaking as shown by these accounts. The above prior year adjustment reflects a change to bring disclosure into line with group accounting policies.

634,389

634,389

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 1995 (continued)

26. PROFIT AND LOSS ACCOUNT

GROUP	1995 £	1994 £
Retained profits at 1 April 1994 Prior year adjustment	12,548,283 (303,259)	11,082,097 (332,704)
Retained profits at 1 April 1994 as restated	12,245,024	10,749,393
Profit for the financial year	1,858,663	1,495,631
Retained profits at 31 March 1995	14,103,687	12,245,024

The prior year adjustment relates to a change in the accounting policy regarding the treatment of goodwill in associated undertakings. Goodwill arising from the premium on acquisition of associated undertakings was previously carried forward in the balance sheet at cost and is now amortised over its estimated useful life of 20 years from the date of acquisition. The effect of this change is shown above.

COMPANY

	1995 £	1994 £
Retained profits at 1 April 1994	11,520,908	10,152,525
Profit for the financial year	1,770,030	1,368,383
Retained profits at 31 March 1995	13,290,938	11,520,908

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 1995 (continued)

27. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS GROUP

	1995 £	1994 £
Profit for the financial year Minority interests	1,887,768 (29,105)	1,479,025 16,606
Net addition to equity shareholders' funds	1,858,663	1,495,631
Equity shareholders' funds at 1 April 1994 Prior year adjustment	13,243,617 (303,259)	11,777,431 (332,704)
Equity shareholders' funds at 1 April 1994 as restated	12,940,358	11,444,727
Equity shareholders' funds at 31 March 1995	14,799,021	12,940,358
COMPANY	1995 £	1994 £
Profit for the financial year	1,770,030	1,368,383
Net addition to equity shareholders' funds	1,770,030	1,368,383
Equity shareholders' funds at 1 April 1994	11,581,853	10,213,470
Equity shareholders' funds at 31 March 1995	13,351,883	11,581,853

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 1995

28. RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	1995 £	1994 £
Operating profit:		
Continuing operations Discontinued operations	2,058,257	1,533,318
Depreciation Profit on disposal of fixed assets Profit on part sale of associated undertaking Decrease in stocks Increase in debtors Decrease in creditors due within one year Net current assets aquired from subsidiary purchase and included in above	2,058,257 627,478 (32,292) - 115,404 (1,254,829) (198,255)	1,716,609 685,016 208,508 (183,155) 68,695 (288,160) 334,433
·	1,322,746	2,541,946

29. ANALYSIS OF CHANGES IN CASH AND CASH EQUIVALENTS

	1995 £	1994 £
Cash at bank and in hand at 1 April 1994 Cash at bank and in hand at 31 March 1995	3,214,928 3,261,538	1,595,321 3,214,928
Net movement	46,610	1,619,607
Bank overdraft at 1 April 1994 Bank overdraft at 31 March 1995	(168,414) (273,592)	(103,108) (168,414)
Net movement	(105,178)	(65,306)
Total net movements	(58,568)	1,554,301

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 1995 (continued)

30. PURCHASE OF SUBSIDIARY UNDERTAKINGS

•	1995 £	1994 £
Net assets acquired:		
Tangible fixed assets Debtors Creditors	14,000 64,483 (82,400)	7,228 -
Net assets	(3,917)	(7,228)
Goodwill on acquisition	5,971	-
	2,054	(7,228)
	2,054	(7,228)

PURCHASE CONSIDERATION - NET OF CASH AND CASH EQUIVALENTS

·	1995 £	1994 £
Cash consideration Acquisition expenses	100 1,954	7,228
	2,054	7,228

During November 1994 a newspaper publishing company by the name of Glamorgan Gem Limited was acquired.

31. REVENUE COMMITMENTS

GROUP

The amounts payable in the next year in respect of operating leases are shown below, analysed according to the expiry date of the leases.

	Land and buildings		Other	
	1995	1994	1995	1994
Expiry date:	£	£	£	£
Within one year Between one and	3,950	-	13,160	120
five years	158,610	49,418	86,045	40,414
After five years	53,932	165,060	158	158
	216,492	214,478	99,363	40,692

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 1995 (continued)

COMPANY

The amounts payable in the next year in respect of operating leases are shown below, analysed according to the expiry date of the leases.

Expiry date:	Land and 1995 £	buildings 1994 £
Within one year After five years	3,950 22,000	22,000
·	25,950	22,000

32. CONTINGENT LIABILITIES

COMPANY

The company has guaranteed the bank borrowings of a subsidiary and an associate to the extent of £192,500 (1994: £192,500). Of these contingent liabilities a provision of £92,500 (1994:£92,500) has been made in these financial statements.