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CORGI BOOKS LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31ST DECEMBER 1996

The Directors submit their report for the year ended 31st December 1996, together with the balance sheet and Annual Return of a company as at that date.

The following were Directors of the company during the year:

P. J. Scherer  
W. H. Hayhurst  
B. W. Hempstead  
P. P. Janson-Smith  
I. Manhire  
T. J. Pink  
M. J. Webster  
J. F. Blake  
E. Laczynska  
L. B. Finlay  
G. C. Prior  
D. M. Pearson

No Director received remuneration during the year or had any beneficial interest in the share capital of the company.

28 August, 1997

BY ORDER OF THE BOARD



W. H. HAYHURST  
Company Secretary



CORGI BOOKS LIMITED

BALANCE SHEET - 31 DECEMBER 1996

	<u>1996</u>	<u>1995</u>
DUE FROM PARENT COMPANY	<u>£2</u>	<u>£2</u>

Representing:

SHARE CAPITAL

Authorised: 100 Ordinary Shares  
of £1 each

Issued and fully paid: 2

Ordinary Share of £1 each	<u>£2</u>	<u>£2</u>
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The company was dormant, within the meaning of Section 12 of the Companies Act 1981, throughout the financial year ending 31 December 1996.

SIGNED ON BEHALF OF THE BOARD

L. Laczynska

}  
}  
}



} Directors

}  
}  
}

I. Manhire



28 August, 1997

Notes:

1. The company has not traded during the year ended 31 December 1996. Any expenses have been met by the holding company.
2. The company is a wholly-owned subsidiary of Transworld Publishers Limited, a company incorporated in Great Britain. The company's ultimate holding company is Bertelsmann AG, which is incorporated in Germany.