EMAP Consumer Media Limited(formerly EMAP Consumer Magazines Limited)

Report and Accounts

For the year ended 31 March 1999

Company Registered No. 1176085



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DIRECTORS

P W Anders

M H Gough

S J Gulliford

K L Hand

S A Hawken

D Hepworth

P A Keenan

C Llewellyn

K Marriott

B W McIlheney

G T Stott

SECRETARY

D K Walmsley

AUDITORS

PricewaterhouseCoopers
1 Embankment Place
London
WC2N 6NN

REGISTERED OFFICE

1 Lincoln Court Lincoln Road Peterborough PE1 2RF

COMPANY NUMBER

1176085

Directors' Report

For the year ended 31 March 1999

The directors submit their report and accounts for the year ended 31 March 1999.

Results and dividends

The profit for the year after taxation amounted to £54,368,000 (1998 - £30,957,000). The directors approved the payment of a dividend of £30,000,000 (1998 - £30,000,000) leaving a profit to be retained of £24,368,000 (1998 - £957,000).

Principal activity, review of the business and future developments

The company publishes magazines for a number of fellow subsidiaries who act as agents for the company. It is the management's intention to endeavour to maintain and improve upon the present position through the development of the existing business. On 8 February 2000 the company changed its name, by special resolution, to EMAP Consumer Media Limited.

Directors and their interests

The directors who served during the year were:

P W Anders	
B R Dennis	(resigned 15 January 1999)
M H Gough	
S J Gulliford	
K L Hand	
S A Hawken	
D Hepworth	
P A Keenan	(appointed 1 February 1999)
C Llewellyn	
K Marriott	
B W McIlheney	
R W Miller	(resigned 16 July 1998)
T C Moloney	(resigned 26 March 1999)
G T Stott	

The directors have no interests in the share capital of the company.

K L Hand is a director of EMAP plc, the company's ultimate parent company, and his interests in the share capital and share options of EMAP plc are disclosed in that company's accounts.

The interests of the other directors in the share capital of EMAP plc, at the beginning (or date of appointment, if later) and the end of the year, were as follows:

	Ordinary shares	
	At 31 March 1999	At 1 April 1998
P W Anders	763	2,027
M H Gough	1,587	275
S J Gulliford	-	-
S A Hawken	2,462	835
D Hepworth	2,139	1,883
C Llewellyn	43,643	40,856
K Marriott	17,384	14,969
B W McIlheney	8,653	214
G T Stott	80,917	70,933
P A Keenan	534	447

Directors' Report

For the year ended 31 March 1999

		Ordinary s	hares under optio	n	
			Granted	Exercised	
	At 1 April 1998	Rights adjustment	in year	in year	At 31 March 1999
P W Anders	1,364	52	228	_	1,644
M H Gough	28,979	1,155	458	28,613	1,979
S J Gulliford	-	-	-	-	-
S A Hawken	34,505	1,378	-	-	35,883
D Hepworth	-	-	-	-	-
C Llewellyn	24,863	991	-	1,268	24,586
K Marriott	25,900	1,033	137	760	26,310
B W McIlheney	8,073	322	-	8,395	-
G T Stott	61,616	2,461	688	1,268	63,497
P A Keenan	6,999	200	-	-	7,199

Shares provisionally allocated under the Executive Share Plan

			Allocated	Released/	
	At 1 April 1998	Rights adjustment	in year	rescinded in year	At 31 March 1999
P W Anders	3,500	80	-	1,500	2,080
M H Gough	4,500	100	-	2,000	2,600
S J Gulliford	-	-	-	-	-
S A Hawken	6,000	160	-	2,000	4,160
D Hepworth	-	-	-	-	-
C Llewellyn	6,500	160	-	2,500	4,160
K Marriott	5,000	120	-	2,000	3,120
B W Mcliheney	4,000	100	-	1,500	2,600
G T Stott	-	-	-	-	-
P A Keenan	2,080	-	-	-	2,080

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 of the profit or loss of the company 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;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company 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 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.

Directors' Report

For the year ended 31 March 1999

Creditor payment policy

The company understands the benefits to be derived from maintaining good relationships with its suppliers and the company ensures that, wherever possible, its payments to suppliers for goods and services are made in accordance with suppliers' terms and conditions. Trade creditors at the year end represented 25 days (1998 - 25 days) of purchases.

Year 2000

Year 2000 compliance for all business critical systems and equipment has been a key part of the company's strategy during the year and all systems and equipment continue to operate as planned. Further disclosure is given in the directors' report of Emap plc.

Auditors

The company has elected under section 386 of the Companies Act 1985 not to re-appoint auditors annually. Therefore the auditors, PricewaterhouseCoopers, are deemed to be re-appointed for the next financial year.

Approved by the Board of Directors on 19 March, 2000 and signed on its behalf by:

D K Walmsley

Secretary



PricewaterhouseCoopers
1 Embankment Place
London WC2N 6NN

Auditors' report to the members of EMAP Consumer Media Limited

We have audited the financial statements on pages 6 to 17 which have been prepared under the accounting policies set out on page 9.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the Annual Report. As described on page 3, this includes responsibility for preparing the financial statements in accordance with applicable United Kingdom accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and our profession's ethical guidance.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the United Kingdom Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions is not disclosed.

We read the other information contained in the Annual Report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements.

Basis of audit 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 the company's affairs at 31 March 1999 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

PricewaterhouseCoopers

Chartered Accountants and Registered Auditors

29 March 2000

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Profit and Loss Account

For the year ended 31 March 1999

	Note	1999	1998_(1
		£'000	£'000
Turnover	2	229,015	223,665
Cost of sales		(154,330)	(154,187)
Gross profit		74,685	69,478
Distribution costs Administration expenses Other operating income		(10,210) (11,028) 100	(10,488) (13,388) 129
		(21,138)	(23,747)
Operating profit	3	53,547	45,731
Income from investments		25,450	6,717
Loss on disposal of fixed assets	4	(98)	(404)
Interest payable and similar charges	5	(10,214)	(7,140)
Profit on ordinary activities before taxation		68,685	44,904
Tax on profit on ordinary activities	7	(14,317)	(13,947)
Profit for the financial year		54,368	30,957
Dividends		(30,000)	(30,000)
Retained profit for the financial year		24,368	957

⁽¹⁾ Comparatives have been restated to reflect the adoption of FRS10 'Goodwill and intangible assets'.

The above results relate to continuing operations.

There is no difference between the profit on ordinary activities before taxation and the retained profit for the year stated and their historical cost equivalents.

EMAP Consumer Media Limited Statement of Total Recognised Gains and Losses For the year ended 31 March 1999

1999	1998 (1)
£'000	£'000 '
54,368	30,957
11,074	(22,310)
(10,286)	22,310
(2,241)	784
52,915	31,741
(329)	<u>-</u>
52,586	31,741
	£'000 54,368 11,074 (10,286) (2,241)

⁽¹⁾ Comparatives have been restated to reflect the adoption of FRS10 'Goodwill and intangible assets'.

Balance Sheet

At 31 March 1999

	Note	1999	1998 (1)
		£'000	£'000 *
Fixed assets			
Intangible assets	8	14,765	7,253
Tangible assets	9	6,661	7,743
Investments	10	219,184	208,110
		240,610	223,106
Current assets	4.4		
Stock	11	3,503	4,326
Debtors	12	79,714	107,637
Cash at bank		175	4,424
		83,392	116,387
Creditors : amounts falling due within one year	13	(268,521)	(306,927)
Net current liabilities		(185,129)	(190,540)
Net assets		55,481	32,566
Capital and reserves			
Called up share capital	15	400	400
Profit and loss account	16	55,081	32,166
Total equity shareholder's funds		55,481	32,566
		=======================================	

⁽¹⁾ Comparatives have been restated to reflect the adoption of FRS10 'Goodwill and intangible assets'.

Approved by the Board of Directors

Director

19 March 2000

For the year ended 31 March 1999

1 Accounting policies

Accounting convention

These financial statements have been prepared under the historical cost convention, and in accordance with applicable accounting standards. A summary of the principal accounting policies is set out below.

Consolidation

Consolidated accounts have not been prepared as the company is a wholly owned subsidiary of EMAP plc, a company registered in England and Wales. It follows that the financial statements present information about the company as an individual undertaking.

Investments

Investments in subsidiary undertakings are included in the balance sheet at cost. Their value is reviewed annually by the Directors and provision is made, where appropriate, for any permanent diminution in value.

Where investments are denominated in foreign currency and there is a corresponding foreign currency hedging liability exchange differences arising on the foreign currency liabilities are then taken to reserves to the extent that they match exchange differences on the investments to which they relate, which are also taken to reserves.

Intangible fixed assets

Previously, publishing rights and titles were capitalised and reviewed annually for impairment in value. The adoption of FRS 10 'Goodwill and Intangible Assets' means that these intangible fixed assets are now amortised through the profit and loss account over their estimated useful economic lives, not exceeding 20 years.

Comparative financial information has been restated as a result of the adoption of FRS 10. Net assets at 31 March 1998 have been decreased by £919,000, being the cumulative amortisation from the date of acquisition to the balance sheet date. Profit on ordinary activities before taxation for the year ended 31 March 1998 has been reduced by £329,000 for the amortisation charge.

Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Provision is only made for deferred taxation if it is probable that a liability or an asset will crystallise in the foreseeable future.

Foreign currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date. Any differences arising are dealt with through the profit and loss account.

Depreciation

The cost of tangible fixed assets less estimated residual value on disposal is written down evenly over their expected useful economic lives as follows:

Leasehold property

Over the period of the lease

Machinery, equipment and vehicles

3 to 12 years

Stocks

Stocks and work in progress are stated at the lower of cost or net realisable value. Cost represents purchase costs, including attributable overheads.

Leasing

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

For the year ended 31 March 1999

1 Accounting policies (cont'd)

Pensions

The ultimate parent company, EMAP plc, operates a defined contribution pension plan, Flexiplan, for eligible staff across the group. The group also operates a number of other schemes which are closed to new members. The principal scheme is the EMAP Earnings Related Pension Plan, a defined benefit scheme which is funded by payments to trustee administered funds.

The cost of providing pensions under the group's defined benefit scheme is charged against profits on a systematic basis with pension surpluses and deficits arising allocated over the expected remaining service lives of current members.

The cost of providing pensions under the defined contribution scheme is charged to the profit and loss account as it becomes payable.

Differences between the amounts charged in the profit and loss account and payments made to the pension funds are treated as assets or liabilities.

Cash flow statement

The company has taken advantage of the exemption provided by FRS 1 (revised 1996) not to prepare a cash flow statement. A consolidated group cash flow statement, which includes the cash flows of the company, can be found in the accounts of EMAP plc.

2 Turnover

Turnover represents invoiced and cash sales and is net of value added tax. Turnover and pre-tax profit from the continuing activity of magazine publishing arises primarily in the UK and is destined for UK customers. Overseas turnover amounted to £16,952,000 (1998 - £15,869,000).

3 Operating profit

		1999	1998
(a)	This is stated after charging:	£,000	£'000
	Depreciation of tangible fixed assets	2,931	2,439
	Amortisation of intangible fixed assets	620	329
	Loss on disposal of fixed assets	(98)	(404)
	Auditors' remuneration - audit services	60	60
	- non-audit services	•	16
	Operating lease rentals - land and buildings	3,130	2,901
	 plant and machinery 	463	766
(b)	Directors' emoluments:	1999 £'000	1998 £'000
	Basic salary payments (including benefits in kind)	263	300
	Other performance related bonuses	16	46
	Pension contributions under the defined contribution scheme	5	16
		284	362

For the year ended 31 March 1999

3(b)	Directors' emoluments (cont'd)	4000	4000
	The emoluments of the highest paid director were as follows :	1999 £'000	1998 £'000
	Total emoluments Pension contributions	165 -	110 5
		165	115
	Retirement benefits are accruing to one (1998 - three) director under the def During the year seven (1998 - seven) directors exercised options over Emap		scheme.
4	Loss on disposal of fixed assets		
		1999 £'000	1998 £'000
	Disposal of equipment Disposal of investment in subsidiary	(98)	(404)
	- -	(98)	(404)
5	Interest payable and similar charges		
		1999 £'000	1998 £'000
	Bank loans and overdrafts and other loans wholly repayable	_	
	within five years Interest on intercompany loan Exchange gain on intercompany balances Other exchange gains	8 10,206 - -	10,047 (2,880) (27)
	- -	10,214	7,140

For the year ended 31 March 1999

b	Starr	costs

(۵)	Costs (including discateral anatomorphy)	1999	1998
(a)	Costs (including directors' emoluments)	£'000	£'000
	Wages and salaries	3,145	2,740
	Social security costs	352	345
	Pension costs	148 	71
		3,645	3,156
	Staff share bonus		42
		3,688	3,198

(b) Pension costs

The company participates in pension schemes operated by the group. The two largest, one defined contribution, the other defined benefit, cover between them over 90% of total membership. In all cases the assets of the schemes are held in separate trustee administered funds. The most recent valuation of the defined benefit scheme was performed at 5 April 1997 by a professionally qualified independent actuary, the rates of contribution payable being determined by the actuary. Particulars of the valuation are contained in the accounts of Emap plc.

(c)	Employees	No.	No.
	Full-time employees	132	139

(d) Staff share bonus

This bonus is payable under the EMAP Share Scheme and Contributory Plan. Under the scheme, all eligible staff will be able to take up shares in Emap plc with a market value of £200 (1998 - £200) without any contribution. In addition they will be invited to make a contribution of £50 (1998 - £50) to obtain additional shares in Emap plc with a market value of £325 (1998 - £300). The shares provided by the company can be acquired tax free by staff after three years.

7 Tax on profit on ordinary activities

The charge for tax comprises:	£.000	£'000
UK corporation tax on the taxable profit for the year at 31% (1998 - 31%) Deferred taxation Corporation tax under-provided in previous years	14,478 (161) -	13,789 131 27
	14,317	13,947

4000

4000

For the year ended 31 March 1999

8	Intangible assets		Publi	shing rights and titles £'000
	Cost or valuation			2000
	At 1 April 1998			8,172
	Additions			269
	Transfers from group undertakings			8,057
	Exchange movement			10
	At 31 March 1999			16,508
	Amortisation			
	At 1 April 1998 - as previously reported			-
	Prior year adjustment - implementation of FRS 10 (see	e Note 1)		(919)
	At 1 April 1998 - as restated			(919)
	Transferred from group undertakings			(202)
	Provided during the year			(620)
	Exchange movement			(2)
	At 31 March 1999			(1,743)
	Net book value at 31 March 1999			14,765
	Net book value at 31 March 1998 (as restated for FRS	S 10)		7,253
9	Tangible fixed assets			
•	Tungible liked assets	Short Leasehold	Equipment	
		Property	and Vehicles	Total
		£'000	£'000	£'000
	Cost			
	At 1 April 1998	4,327	13,918	18,245
	Additions	330	1,709	2,039
	Transfers	82	(82)	(070)
	Disposals	(194)	(176)	(370)
	At 31 March 1999	4,545	15,369	19,914
	Depreciation			
	At 1 April 1998	1,212	9,290	10,502
	Provided during the year	604	2,327	2,931
	Transfers	1	-	1
	Disposals	(126)	(55)	(181)
	At 31 March 1999	1,691	11,562	13,253
	Net book value at 31 March 1999	2,854	3,807	6,661
	Net book value at 1 April 1998	3,115	4,628	7,743
				

For the year ended 31 March 1999

10 Investments in subsidiary undertakings

	£.000
At 1 April 1998	208,110
Exchange movements	11,074
At 31 March 1999	219,184

The principal companies in which the company held more than 10% of the equity are set out below. All are registered in and operate in England and Wales, except EMAP International Magazines SA which is incorporated in and operates in France.

Name of company	Holding	Proportion	Nature of business
EMAP Apex Publications Limited	Ordinary shares	100%	Agency
EMAP Elan Limited	Ordinary shares	100%	Agency
EMAP Images Limited	Ordinary shares	100%	Agency
EMAP International Magazines SA	Ordinary shares	100%	Publishing
EMAP In Vision Limited	Ordinary shares	100%	Dormant
EMAP Metro Limited	Ordinary shares	100%	Agency
EMAP National Publications Limited	Ordinary shares	100%	Agency
EMAP Pursuit Publishing Limited	Ordinary shares	100%	Agency
EMAP Women's Group Limited	Ordinary shares	100%	Agency
FF Publishing Limited	Ordinary shares	100%	Dormant
Hachette/EMAP Magazines Limited	Ordinary shares	50%	Publishing
Presse Publishing Limited	Ordinary shares	50%	Publishing
Golf World Limited	Ordinary shares	100%	Dormant
EMAP Tayvale Magazines Limited	Ordinary shares	100%	Dormant
EMAP Active Limited	Ordinary shares	100%	Agency

The directors are of the opinion that the aggregate value of the company's investments in subsidiary undertakings (including amounts owed by subsidiary undertakings) is not less than the amount at which they are stated in the accounts.

On 4 October 1998 the company acquired the remaining assets of Emap Apex Publications Limited, Emap Images Limited, Emap National Publications Limited and Emap Pursuit Publishing Limited and on the same date the company appointed Emap Active Limited as agent to publish the magazines formerly published by these companies.

11 Stock

1999	1998
£'000	£'000
1,776	2,956
1,724	1,366
	4,326
	£'000 1,776

For the year ended 31 March 1999

12 Debtors

	1999 £'000	1998 £'000
Trade debtors Amounts owed by associated undertakings Amounts owed by subsidiary undertakings Amounts owed by subsidiary undertakings	17,541 3,762 26,395	12,526 4,354 30,103
- bank balance transferred to EMAP Treasury Limited (see below) Other debtors Deferred tax (see Note 14) Prepayments and accrued income	25,751 1,329 770 4,166	49,395 6,196 609 4,454
	79,714	107,637

The group operates a centralised treasury banking system and surpluses or deficits on the company's bank account are transferred to EMAP Treasury Limited on a daily basis.

13 Creditors: amounts falling due within one year

	1999	1998
	£'000	£'000
Payments received on account	8,000	7,520
Overdraft	-	368
Trade creditors	13,804	14,588
Amounts owed to ultimate parent undertaking	224,484	225,638
Corporation tax	4,503	13,612
Other taxes and social security costs	4,097	2,320
Other creditors	1,884	768
Staff share bonus	607	1,407
Accruals and deferred income	11,142	10,706
Proposed dividend	•	30,000
	268,521	306,927

14 Provisions for liabilities and charges

Full provision for deferred tax has been made as in the opinion of directors, it is probable that the timing difference will crystallise. The deferred tax asset is as follows: 1999 1998

	£,000	£'000
Capital allowances in advance of depreciation Other timing differences	667 103	609
	770	609

For the year ended 31 March 1999

15 Called up share capital		
Authorised	1999 £'000	1998 £'000
5,000,000 ordinary shares of £1 each	5,000	5,000
Issued and fully paid		
400,100 ordinary shares of £1 each	400	400
16 Profit and loss account		£'000
At 1 April 1998 as previously reported Prior year adjustment - implementation of FRS 10 (see Note 1)	_	33,085 (919)
At 1 April 1998 as restated		32,166
Retained profit for the year		24,368
Unrealised gain on revaluation of foreign equity investments Unrealised loss on revaluation of foreign currency loans hedging foreign einvestments	equity	11,074 (10,286)
Other foreign currency losses		(2,241)
At 31 March 1999	_	55,081
17 Reconciliation of movement in shareholder's funds		
	1999 £'000	1998 £'000
Profit for the financial year Dividend	54,368 (30,000)	31,286 (30,000)
Retained profit as previously reported Prior year adjustment - Implementation of FRS10 (Note 1)	24,368	1,286 (329)
Retained profit as restated Other recognised gains and losses relating to the year	24,368 (1,453)	957 784
Net addition to shareholder's funds	22,915	1,741
Opening shareholder's funds as previously reported Prior year adjustment - Implementation of FRS10 (Note 1)	33,485 (919)	31,415 (590)
Opening shareholder's funds as restated Net addition to shareholder's funds	32,566 22,915	30,825 1,741
Closing shareholder's funds	55,481	32,566

For the year ended 31 March 1999

18 Leasing commitments

The company had annual commitments under non-cancellable operating leases at 31 March 1999 as set out below:

below.	Land and Buildings £'000	Plant and Machinery £'000
Leases expiring within one year Leases expiring between two and five years Leases expiring after five years	162 256 2,752	
	3,170	1,093

19 Ultimate parent company

The ultimate parent company of the group of undertakings for which group accounts are drawn up and of which the company is a member is EMAP plc, registered in England and Wales. Emap plc is the company's controlling party. Copies of the accounts of EMAP plc can be obtained from 1 Lincoln Court, Lincoln Road, Peterborough, PE1 2RF.

20 Related party disclosures

Transactions with other companies within the group are not disclosed as the company has taken advantage of the exemption available under the Financial Reporting Standard No. 8 "Related Party Disclosures".