

CARLTON MAGAZINES LIMITED**BALANCE SHEET AT 31 DECEMBER 2004**

	Note	31.12.04 £	31.12.03 £
FIXED ASSETS			
Investments	1	-	-
LIABILITIES			
Creditors (amounts falling due within one year)	2	<u>(4,021,492)</u>	<u>(4,021,492)</u>
		<u>(4,021,492)</u>	<u>(4,021,492)</u>
CAPITAL AND RESERVES			
Share capital	3	2	2
Profit and loss account		<u>(4,021,494)</u>	<u>(4,021,494)</u>
		<u>(4,021,492)</u>	<u>(4,021,492)</u>

For the year ended 31 December 2004 the company was entitled to exemption under section 249AA(1) of the Companies Act 1985.

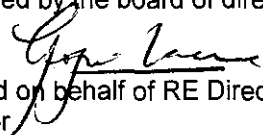
Members have not required the company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985.

The directors acknowledge their responsibility for:

- ensuring the company keeps accounting records which comply with section 221; and
- preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the financial year, and of its profit or loss for the financial year, in accordance with the requirements of section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.

The Company's ultimate parent undertaking and controlling entity is Reed Elsevier Group plc (formerly Reed Elsevier plc), a company incorporated in Great Britain. The smallest and largest group into which the accounts of the Company for the year ended 31 December 2004 are consolidated is Reed Elsevier Group plc.

Approved by the board of directors on 1 August 2005 and signed by


For and on behalf of RE Directors (No.1) Ltd
Director

Notes**1. Investments****Investment in subsidiary undertakings**

	31.12.04 £	31.12.03 £
Shares at cost	210	210
Provisions	<u>(210)</u>	<u>(210)</u>
Net book amount	<u>-</u>	<u>-</u>

Subsidiary undertakings

	Country of registration	Proportion held
Dormant:		
Carlton Publishing Consultants Limited	England	100%
Carlton Publishing Services Limited	England	100%
Options Magazines Limited	England	100%

In the opinion of the directors the value of the company's investments are not less than the amounts they are stated at in the balance sheet



CARLTON MAGAZINES LIMITED**NOTES TO THE ACCOUNTS**
AT 31 DECEMBER 2004 CONTINUED

	31.12.04 £	31.12.03 £
2. Creditors (amounts falling due within one year)		
Amounts due to fellow subsidiary undertakings	<u>4,021,492</u>	<u>4,021,492</u>
3. Called up share capital		
	<div> <div>Authorised</div> <div>Number £</div> </div>	<div> <div>Issued and fully paid</div> <div>Number £</div> </div>
<u>As at 31 December 2003 and 31 December 2004</u>		
Ordinary shares of £1 each	<u>100 100</u>	<u>2 2</u>

4. Group accounts

The Company is not required to prepare group accounts under Section 228 of the Companies Act 1985 because its ultimate parent undertaking is established under the law of a member state of the European Union and the ultimate parent undertaking prepares group accounts. Accordingly these financial statements present information about this company as an individual undertaking and not as a group.