PIRATE FM LIMITED FINANCIAL STATEMENTS FOR 30 SEPTEMBER 2001

Company Registration Number 2552870

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COMPANIES HOUSE 30/03/02

FINANCIAL STATEMENTS

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OFFICERS AND PROFESSIONAL ADVISERS

THE BOARD OF DIRECTORS

JPS St Aubyn

Dame Annette Penhaligon

W J G Rogers J R Berry J W Swain B Warne D Renwick R McCreadie

COMPANY SECRETARY

Y L Clayton

REGISTERED OFFICE

Carn Brea Studios

Barncoose Industrial Estate

Redruth Cornwall TR15 3RQ

AUDITORS

Menzies

Chartered Accountants & Registered Auditors

Sandringham Guildford Road

Woking Surrey GU22 7QL

BANKERS

Royal Bank of Scotland

10 North Street Guildford Surrey GU1 4AF

THE DIRECTORS' REPORT

YEAR ENDED 30 SEPTEMBER 2001

The directors have pleasure in presenting their report and the financial statements of the company for the year ended 30 September 2001.

PRINCIPAL ACTIVITIES

The principal activity of the company during the year is the operation of an independent local radio station. The station broadcasts under the name of Pirate FM 102 to Cornwall and parts of West Devon.

THE DIRECTORS AND THEIR INTERESTS IN SHARES OF THE COMPANY

The directors who served the company during the year were as follows:

J P S St Aubyn
A E Holden
Dame Annette Penhaligon
M L Powell
W J G Rogers
J R Berry
J W Swain
P Angell
B Warne

D Renwick

The company is a wholly owned subsidiary and the interests of group directors are disclosed in the financial statements of the parent company.

D Renwick was appointed as a director on 17 September 2001.

R McCreadie was appointed as a director on 23 November 2001.

A E Holden resigned as a director on 19 January 2001.

M L Powell resigned as a director on 31 October 2001.

P Angell resigned as a director on 23 November 2001.

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 at the end of the year and of the profit or loss for the year then ended.

In preparing those financial statements, the directors are required to select suitable accounting policies, as described on pages 7 to 8, and then apply them on a consistent basis, making judgements and estimates that are prudent and reasonable. The directors must also 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 to enable them to ensure that the financial statements comply with the Companies Act 1985. The directors 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

The directors appointed Menzies to fill a casual vacancy of auditors during the year. A resolution to re-appoint Menzies as auditors for the ensuing year will be proposed at the annual general meeting in accordance with section 385 of the Companies Act 1985.

THE DIRECTORS' REPORT (continued)

YEAR ENDED 30 SEPTEMBER 2001

SMALL COMPANY PROVISIONS

This report has been prepared in accordance with the special provisions for small companies under Part VII of the Companies Act 1985.

Registered office:

Carn Brea Studios

Barncoose Industrial Estate

Redruth

Cornwall

TR15 3RQ

Signed by order of the directors

H. Clay 12

Y L Clayton

Company Secretary

Approved by the directors on 22:2:2002

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS

YEAR ENDED 30 SEPTEMBER 2001

We have audited the financial statements on pages 5 to 11 which have been prepared in accordance with the Financial Reporting Standard for Smaller Entities (effective March 2000), under the historical cost convention and the accounting policies set out on pages 7 to 8.

RESPECTIVE RESPONSIBILITIES OF THE DIRECTORS AND THE AUDITORS

As described on page 2, the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards.

It is our responsibility to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

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 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 with the company is not disclosed.

We read the directors' report and consider the implications for our report if we become aware of any apparent misstatements within it.

BASIS OF AUDIT OPINION

We conducted our audit in accordance with United Kingdom 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 as at 30 September 2001 and of the profit of the company for the year then ended, and have been properly prepared in accordance with the Companies Act 1985.

Sandringham Guildford Road Woking Surrey GU22 7OL

20 March 2002

Chartered Accountants & Registered Auditors

MENZIES

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PROFIT AND LOSS ACCOUNT

	Note	2001 £	2000 £
TURNOVER		2,571,836	2,306,899
Variable costs		585,921	594,900
GROSS PROFIT		1,985,915	1,711,999
Operating expenses Other operating income	2	1,474,712 (28,902)	1,290,519 (14,860)
OPERATING PROFIT	3	540,105	436,340
Interest receivable Interest payable	5	80,214 (7,063)	59,029 (1,200)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		613,256	494,169
Tax on profit on ordinary activities		(187,199)	(155,202)
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		426,057	338,967
Equity dividends paid		860,000	60,000
(LOSS)/RETAINED PROFIT FOR THE FINANCIAL YEAR	L	(433,943)	278,967
Balance brought forward		443,185	164,218
Balance carried forward		9,242	443,185

BALANCE SHEET

30 SEPTEMBER 2001

	Note	2001		2000	
		£	£	£	£
FIXED ASSETS					
Tangible assets	6		330,318		325,331
Investments	7		100		100
			330,418		325,431
CURRENT ASSETS					
Stocks		2,881		3,362	
Debtors due within one year	8	459,369		474,070	
Debtors due after one year	8	775,238		455,604	
Cash at bank and in hand		11,737		597,397	
		1,249,225		1,530,433	
CREDITORS: Amounts falling due					
within one year	9	(593,258)		(514,304)	
NET CURRENT ASSETS			655,967		1,016,129
TOTAL ASSETS LESS CURRENT L	IABILITI	ES	986,385		1,341,560
CREDITORS: Amounts falling due					
after more than one year	10		(78,768)		
			907,617		1,341,560
			-		
CAPITAL AND RESERVES					
Called-up equity share capital	14		708,500		708,500
Share premium account			189,875		189,875
Profit and Loss Account			9,242		443,185
SHAREHOLDERS' FUNDS			907,617		1,341,560

These financial statements have been prepared in accordance with the special provisions for small companies under Part VII of the Companies Act 1985 and with the Financial Reporting Standard for Smaller Entities (effective March 2000).

WJG Roge

The notes on pages 7 to 11 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 SEPTEMBER 2001

1. ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared under the historical cost convention, and in accordance with the Financial Reporting Standard for Smaller Entities (effective March 2000).

Turnover

The turnover shown in the profit and loss account represents amounts invoiced during the year, exclusive of Value Added Tax, trade discounts and agency commissions.

Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Freehold property

25 years

Studio equipment Motor vehicles 12.5% straight line per annum 25% straight line per annum

Office equipment

- 12.5% and 33% straight line per annum

Leasehold improvements

- 12.5% straight line per annum

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

Hire purchase agreements

Assets held under hire purchase agreements are capitalised and disclosed under tangible fixed assets at their fair value. The capital element of the future payments is treated as a liability and the interest is charged to the Profit and Loss Account on a straight line basis.

Finance lease agreements

Where the company enters into a lease which entails taking substantially all the risks and rewards of ownership of an asset, the lease is treated as a finance lease. The asset is recorded in the balance sheet as a tangible fixed asset and is depreciated in accordance with the above depreciation policies. Future instalments under such leases, net of finance charges, are included with creditors. Rentals payable are apportioned between the finance element, which is charged to the Profit and Loss Account on a straight line basis, and the capital element which reduces the outstanding obligation for future instalments.

Operating lease agreements

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged to the Profit and Loss Account on a straight line basis over the period of the lease.

Pension costs

The company operates a defined contribution pension scheme for employees. The assets of the scheme are held separately from those of the company. The annual contributions payable are charged to the Profit and Loss Account.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 SEPTEMBER 2001

1. ACCOUNTING POLICIES (continued)

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or right to pay less or to receive more, tax, with the following exception.

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

2. OTHER OPERATING INCOME

	2001	2000
	£	£
Rent receivable	28,902	11,160
Management charges receivable		3,700
	28,902	14,860
	· · · · · · · · · · · · · · · · · · ·	

3. **OPERATING PROFIT**

Operating profit is stated after charging/(crediting):

operating profit to stated artor charging, (croating).	2001	2000
	£	£
Staff pension contributions	<u>.</u>	2,150
Depreciation of tangible fixed assets	48,332	88,009
(Profit)/loss on disposal of fixed assets	(416)	2,788
Auditors' fees	1,250	1,000

4. DIRECTORS' EMOLUMENTS

The directors' aggregate emoluments in respect of qualifying services were:

	2001 £	2000 £
Aggregate emoluments	135,920	109,869

The number of directors who are accruing benefits under company pension schemes were as follows:

	2001 No.	2000 No.
Money purchase schemes	2	2
	===	

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 SEPTEMBER 2001

5. INTEREST RECEIVABLE

	2001	2000
	£	£
Bank interest receivable	13,892	15,989
Interest from group undertakings	66,322	43,040
	80,214	59,029

6. TANGIBLE FIXED ASSETS

	Freehold & Leasehold Property £	Studio equipment £	Motor vehicles £	Office equipment £	Total £
COST					
At 1 October 2000	282,968	229,881	154,696	89,497	757,042
Additions	8,022	6,229	42,899	10,418	67,568
Disposals	-	-	(32,000)	-	(32,000)
At 30 September 20	290,990	236,110	165,595	99,915	792,610
DEPRECIATION					
At 1 October 2000	71,030	217,618	70,943	72,516	432,107
Charge for the year	6,652	2,538	29,628	9,514	48,332
On disposals	-	-	(18,147)	-	(18,147)
At 30 September 20	77,682	220,156	82,424	82,030	462,292
NET BOOK VALU	JE.				
At 30 September 20	213,308	15,954	83,171	17,885	330,318
At 30 September 20	•	12,263	83,753	16,981	324,935
					

Hire purchase and finance lease agreements

Included within the net book value of £330,318 is £Nil (2000 - £Nil) relating to assets held under hire purchase agreements, and £Nil (2000 - £Nil) relating to assets held under finance lease agreements. The depreciation charged in the year in respect of assets held under hire purchase agreements amounted to £Nil (2000 - £Nil), and £Nil (2000 - £17,640) in respect of assets held under finance lease agreements.

7. INVESTMENTS

COCT	£
COST At 1 October 2000 and 30 September 2001	100
NET BOOK VALUE	
At 30 September 2001	100
At 30 September 2000	100

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 SEPTEMBER 2001

8. **DEBTORS**

	2001	2000
	£	£
Trade debtors	380,813	356,796
Amounts owed by group undertakings	803,746	530,356
Other debtors	50,048	42,522
	1,234,607	929,674

The debtors above include the following amounts falling due after more than one year:

	2001 £	2000 £
Amounts owed by group undertakings	775,238	455,604

This amount has been advanced to the UKRD Group Limited. The boards of both companies have formally agreed terms for the loan. The loan is unsecured and interest is payable on the amount of the loan, calculated on a daily basis, at 2% over the published base rate of the company's bankers. It has been further agreed that the loan is of a long term nature and that repayment will be after 30 September 2002. Accordingly, the loan has been classified as a long term debtor.

9. CREDITORS: Amounts falling due within one year

	2001 £	2000 £
Bank loans and overdrafts	11,000	1,954
Trade creditors	85,732	81,186
Amounts owed to group undertakings	143,769	154,100
Finance leases	-	1,786
Other creditors	70,271	89,595
Accruals and deferred income	282,486	185,683
	593,258	514,304
		

10. CREDITORS: Amounts falling due after more than one year

	2001 £	2000 £
Bank loans and overdrafts	78,768	<u>-</u>

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 SEPTEMBER 2001

11. COMMITMENTS UNDER OPERATING LEASES

At 30 September 2001 the company had aggregate annual commitments under non-cancellable operating leases as set out below.

	2001	2000	
	£	£	
Operating leases which expire:			
Within 1 year	2,970	7,050	
Within 2 to 5 years	5,352	106,886	
After more than 5 years	9,030	7,250	
	17,352	121,186	

12. CONTINGENCIES

The company is party to a group cross guarantee covering bank facilities within the UKRD Group Limited. The directors do not consider that any liability will arise in this regard.

13. RELATED PARTY TRANSACTIONS

As permitted by Financial Reporting Standard 8, "Related Party Transactions", no disclosures have been provided in respect of transactions within the ultimate parent undertaking and those subsidiary undertakings where the group controls 90% or more of the companies' voting rights.

14. SHARE CAPITAL

Authorised share capital:

•		2001 £		2000 £
480,000 A Ordinary shares of £1.00 each		480,000		480,000
320,000 B Ordinary shares of £1.00 each		320,000		320,000
		800,000		800,000
Allotted, called up and fully paid:	****		•••	
	2001		2000	
	No.	£	No.	£
A Ordinary shares	408,500	408,500	408,500	408,500
B Ordinary shares	300,000	300,000	300,000	300,000
	708,500	708,500	708,500	708,500

15. ULTIMATE PARENT COMPANY

The ultimate parent undertaking is UKRD Group Limited, a company registered in England and Wales. There is no one controlling party of UKRD Group Limited.

PIRATE FM LIMITED

MANAGEMENT INFORMATION

YEAR ENDED 30 SEPTEMBER 2001

The following pages do not form part of the statutory financial statements which are the subject of the auditors' report on page 4.

DETAILED PROFIT AND LOSS ACCOUNT

	2001		2000	
	£	£	£	£
TURNOVER				
Commercial production		92,664		76,035
Incremental revenue		_		7,959
Local contra sales		1,210		13,200
Local revenue		1,324,367		1,083,047
Sponsorship and promotions		194,754		227,555
Merchandise		624		2,195
National revenue		701,951		615,336
Newslink		8,276		76,624
Regional revenue		247,990		200,345
Traffic services revenue				4,603
		2,571,836		2,306,899
VARIABLE COSTS			_	
Merchandise	1,163		1,985	
On-air promotions	20,393		27,282	
Commercial production	71,098		74,061	
National agency and sales commission	246,351		191,648	
Regional agency and sales commission RAB fees	30,485		51,335	
Outside promotion costs	3,099 2,178		7,137 14,527	
Sponsorship costs	195		4,514	
PPL royalties	104,986		111,379	
PRS royalties	105,973		111,032	
1 KB TOYARIOS	103,773		111,032	
		(585,921)		(594,900)
GROSS PROFIT		1,985,915		1,711,999
OVERHEADS				
Operating expenses		(1,474,712)		(1,290,519)
		511,203		421,480
OTHER OPERATING INCOME		28,902		14,860
OPERATING PROFIT		540,105		436,340
Interest receivable		80,214		59,029
		620,319		495,369
Interest payable		(7,063)		(1,200)
PROFIT ON ORDINARY ACTIVITIES		613,256		494,169

NOTES TO THE DETAILED PROFIT AND LOSS ACCOUNT

	2001		2000	
	£	£	£	£
PROGRAMMING AND TRANSMISSION COSTS	S. AND LICEN	CE FEES		
Programming wages	·, · · · · · · · · · · · · · · · · · ·	142,761		195,571
NIC on programming wages		15,155		22,562
Pension contributions - distribution labour		-		2,150
Airtime charges		11,001		10,648
CRCA licence fee		(1,274)		2,926
Contract presenters		41,971		31,364
Jingles and music library		5,916		3,615
NTL transmitter costs		99,628		85,881
Newslink		3,554		40,948
Newsteam expenses		, <u>-</u>		1,420
Radio Authority licence fees		2,561		2,413
Research fees		20,671		20,475
Software licence fees		9,022		19,975
Traffic salaries		-		21,115
WTA transmitter fees		-		2,036
		250.066		462.000
		350,966		463,099
OPERATING EXPENSES				
Personnel costs				
Directors fees	135,920		96,484	
Directors pensions	4,178		5,982	
Salaries	444,009		307,678	
Agency and contract staff	9,155		21,379	
Staff NIC	50,341		32,378	
		642 602		462.001
Tetablishment expenses		643,603		463,901
Establishment expenses Rent	10,610		3,288	
Rates and water	8,657		10,388	
Light and heat	6,800		5,008	
Insurance	11,480		10,344	
Repairs and maintenance	11,238		11,797	
Cleaning	2,674		6,524	
Contract maintenance	382		3,188	
		51,841		50,537
General expenses				
Motor expenses	73,176		50,575	
Subsistence	10,668		3,159	
Car hire	45.010		13,200	
Telephone	45,912		34,230	
Corporate expenses	1,891		1,767	
Subscriptions	1,690		3,005	
Hire of equipment	10,972		5,967	
Printing, stationery and postage	26,966		28,161	
Staff training	13,433		3,094	
Sundry expenses Marketing and promotions	5,585 76,046		9,742 51,115	
Entertaining	70,040 2,541		6,735	
Group management charges	12,000		12,000	
Group management energes	12,000		12,000	
				
Carried forward	280,880	695,444	222,750	514,438
				•

NOTES TO THE DETAILED PROFIT AND LOSS ACCOUNT

	2001		2000	
	£	£	£	£
ADMINISTRATIVE EXPENSES (continued)				
Brought forward	280,880	695,444	222,750	514,438
Legal and professional fees	7,268		2,841	
Group service fees	46,389		-	
Accountancy fees	5,279		5,240	
Auditors remuneration	1,000		1,000	
Depreciation of property	6,652		11,699	
Depreciation of studio equipment	12,052		32,379	
Depreciation of motor vehicles	29,628		43,931	
(Profit)/Loss on disposal of fixed assets	(416)		2,788	
		388,732		322,628
Financial costs				
Bad and doubtful debts	35,865		(10,982)	
Bank charges	3,705		1,336	
		39,570		(9,646)
		1,123,746		827,420
OTHER OPERATING INCOME				
Rent receivable		28,902		11,160
Management charges receivable				3,700
-		28.002		
		28,902		14,860
INTEREST RECEIVABLE				
Bank interest receivable		13,892		15,989
Group interest receivable		66,322		43,040
		80,214		59,029
		00,214		39,029
INTEREST PAYABLE				
Bank interest payable		7,063		238
HP/Finance lease charges		_		962
		7,063		1,200
		7,003		1,200