

News International Publishers Limited

**Report and Financial Statements
28 June 2009**

Registered number: 2579774

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Directors' report

For News International Publishers Limited for the year ended 28 June 2009 (registered number 2579774)

The Directors present their annual report on the affairs of News International Publishers Limited ("the Company") together with the financial statements and auditors' report for the 52 weeks ended 28 June 2009 ("the year")

Principal activity

The principal activity of the Company is that of an investment holding company within the Newscorp Investments group

Business review

A business review has not been completed for the Company because it is defined under Section 382 of the Companies Act as a small Company. However, during the year, an impairment charge totalling £1,200,398,000 was made to the Company's investments following a decline in economic conditions which has impacted advertising spending by clients in common with other publishers and other businesses with advertising-dependent models.

Principal risks and uncertainties facing the business

A summary of the principal risks and uncertainties facing the Company has not been completed because it is defined under Section 382 of the Companies Act as a small Company.

Results and dividends

The Company's loss for the financial year was £1,138,473,000 (2008 – profit of £57,007,000)

An interim dividend of £62,596,000 (2008 - £76,265,000) has been paid. The Directors do not recommend the payment of a final dividend (2008 - £Nil).

Directors and their interests

The Directors of the Company who served during the year were as follows

R. Brooks	(appointed 7 September 2009)
M. C. Gill	
C. A. Milner	
J. R. Murdoch	
M. Williams	(resigned 16 December 2008)

Except as noted above, all Directors served throughout the year and are still Directors at the date of this report.

The Articles of Association do not require Directors to retire either by rotation or in the year of appointment.

None of the Directors has any interests in shares in group companies, or any other interests that require disclosure in accordance with Companies' Act law.

News Corporation has indemnified one or more Directors of the Company against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006. Such qualifying third party indemnity provision was in force during the year and is in force as at the date of approving the Directors' Report.

Charitable and political contributions

The Company has made no charitable or political contributions in the year (2008 - £Nil).

Auditors

The Directors have passed a resolution to dispense with the requirement to reappoint auditors annually. Ernst & Young LLP are deemed to be reappointed as auditors in the absence of a notice that the appointment is to be terminated.

Directors' report - continued

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 for that period. In preparing those financial statements, the Directors are required to

- select suitable accounting policies and 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 to enable them to ensure that the financial statements comply with the Companies Act 2006. 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' statement of disclosure of information to auditors

The Directors who were members of the Board at the time of approving the Director's Report are listed on page 1. Having made enquiries of fellow Directors and of the Company's auditors, each of these Directors confirms that

- to the best of each Director's knowledge and belief, there is no information relevant to the preparation of their report of which the Company's auditors are unaware, and
- each Director has taken all steps a director might reasonably be expected to have taken to be aware of relevant audit information and to establish that the Company's auditors are aware of that information

By order of the Board



M C Gill
Director

1 Virginia Street
London
E98 1XY

12 February 2010

Independent Auditors' report

To the members of News International Publishers Limited

We have audited the financial statements of News International Publishers Limited for the year ended 28 June 2009 which comprise the Profit and Loss Account, Balance Sheets and the related notes 1 to 16. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 2, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the Directors, and the overall presentation of the financial statements.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 28 June 2009 and of its loss for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the Company financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of Directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit.

Ernst & Young LLP

Tony McCartney (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
Cambridge

19/2/2010.

Profit and loss account

For the year ended 28 June 2009

	Notes	2009 £'000	2008 £'000
Impairment of investments in group undertakings	2, 8	(1,200,398)	-
Operating loss	2	(1,200,398)	-
Interest receivable and similar income	3	63,969	87,394
Interest payable and similar charges	4	(2,044)	(30,369)
(Loss)/profit on ordinary activities before taxation		(1,138,473)	57,025
Tax on (loss)/profit on ordinary activities	6	-	(18)
(Loss)/profit for the financial year	13	(1,138,473)	57,007

There are no recognised gains or losses other than the loss attributable to shareholders of the Company of £1,138,473,000 in the year ended 28 June 2009 (2008 – profit of £57,007,000)

Details of movements on reserves are shown in note 13

All operations of the Company continued throughout both years and no operations were acquired or discontinued

The notes to the financial statements are an integral part of this profit and loss account

Balance sheet

As at 28 June 2009

	Notes	2009 £'000	2008 £'000
Fixed assets			
Investments	8	4,103,994	5,304,392
Current assets			
Debtors	9	174,469	172,508
Cash	10	17,686	12,686
		<u>192,155</u>	<u>185,194</u>
Creditors: Amounts falling due within one year	11	<u>(2,622,694)</u>	<u>(2,615,062)</u>
Net current liabilities	12	<u>(2,430,539)</u>	<u>(2,429,868)</u>
Net assets		<u>1,673,455</u>	<u>2,874,524</u>
Equity capital and reserves			
Called-up share capital	13	2,466,902	2,466,902
Profit and loss account	13	<u>(793,447)</u>	<u>407,622</u>
Equity shareholders' funds	13	<u>1,673,455</u>	<u>2,874,524</u>

The financial statements on pages 4 to 12 were approved by the Board of Directors on 12 February 2010 and signed on its behalf by



M C Gill
Director

12 February 2010

The notes to the financial statements are an integral part of this balance sheet

Notes to the financial statements

28 June 2009

1 Principal accounting policies

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with United Kingdom Generally Accepted Accounting Principles

The financial statements of the Company are made up to the Sunday closest to the 30 June each year. Consequently, the financial statements for the current period cover 52 weeks ended 28 June 2009.

In preparing the financial statements for the current year, the Company has noted the amendment to FRS 8 'Related Party Disclosures' which became mandatory for all accounting periods beginning on 6 April 2008. However, this does not have an effect on the Company because, as a wholly owned subsidiary undertaking of News Corporation whose financial statements are publicly available, the Company has taken advantage of the exemption in FRS 8 'Related Party Disclosures' not to disclose transactions with other members of the group headed by News Corporation.

The principal accounting policies have been applied consistently throughout the year and the preceding year.

Consolidated financial statements

Under Section 400 of the Companies Act 2006 the Company is exempt from the requirement to prepare group financial statements since it is a wholly owned subsidiary of NewsCorp Investments which prepares consolidated financial statements which are publicly available.

Going concern

The Company has financial resources together with sustainable forecasted revenues. As a consequence, the Directors believe that the Company is well placed to manage its business risks successfully despite the current uncertain economic outlook.

Cash flow statement

The Company is exempt from the requirement of FRS 1 'Cash flow statements' to include a cash flow statement as part of its financial statements because it is a wholly owned subsidiary undertaking of a body corporate and a consolidated cash flow statement is included in the financial statements of News Corporation, the ultimate parent Company.

Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

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 a right to pay less or to receive more, tax.

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 future reversal of 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.

Investments

Investments are recorded at cost and adjusted for any impairment provisions. When an impairment has been identified it is reflected in the profit and loss account.

Notes to the financial statements - continued

2 Operating loss

This is stated after charging

	2009 £'000	2008 £'000
Impairment of investments in group undertakings	(1,200,398)	-

The Company tests investments annually for impairment or more frequently if there are indicators that investments may be impaired. When testing for impairment, the recoverable amounts for all the Company's investments are measured through review of the investment's net asset position and a value in use calculation. Value in use is determined by discounting future expected cash flows, based on management approved budgets and projections. These reflect management's current experience and future expectations of the markets in which the investments operate.

The risk adjusted, post tax discount rate used by the Company in its impairment test is 11.2%. The growth rates used in the projections range between 0% and 2.5% and do not exceed the long term average growth rate. This has resulted in an impairment charge of £1,200,398,000.

The Directors received no remuneration for their services to the Company (2008 - £Nil). The Directors received emoluments for their services provided to other group undertakings as disclosed in the financial statements of those Companies.

The Company has no employees (2008 - None)

3 Interest receivable and similar income

	2009 £'000	2008 £'000
Dividend income from fixed asset investments	57,007	76,265
Interest income from other group undertakings	6,962	11,129
	<u>63,969</u>	<u>87,394</u>

4 Interest payable and similar charges

	2009 £'000	2008 £'000
Interest on loans from group undertakings	2,044	30,369

5 Auditors' remuneration

	2009 £'000	2008 £'000
Audit of the financial statements	20	16

Auditors' remuneration, including amounts payable for non-audit services, is borne by another group undertaking.

Notes to the financial statements – continued

6 Tax on profit on ordinary activities

a) The tax charge is made up as follows

	2009 £'000	2008 £'000
<i>Deferred tax</i>		
Current year movement	-	18
	<hr/>	<hr/>
	-	18
	<hr/>	<hr/>

b) Factors affecting current tax charge

The tax assessed on the loss on the ordinary activities for the year is £Nil (2008 - £Nil). The enacted UK tax rate applicable from 1 April 2008 reduced to 28% from 30%. The difference between the tax assessed and the standard rate of corporation tax of 28% (2008 – 29.5%) is explained below

	2009 £'000	2008 £'000
(Loss)/profit on ordinary activities before tax	(1,138,473)	57,025
	<hr/>	<hr/>
Corporation tax at 28% (2008 - 29.5%)	(318,772)	16,822
Other timing differences	-	(18)
Dividends received from group companies	(15,962)	(22,498)
UK transfer pricing adjustment	(19,924)	(39,550)
Group relief surrendered	15,917	45,244
Unutilised losses carried forward	2,630	-
Impairment of investments in group undertakings	336,111	-
	<hr/>	<hr/>
Total current tax	-	-
	<hr/>	<hr/>

Notes to the financial statements - continued

6 Tax on profit on ordinary activities - continued

c) Deferred tax

The deferred tax asset unprovided at 28% (2008 – 28%) is as follows

	2009 £'000	2008 £'000
Deferred tax	2,630	-

A deferred tax asset has not been recognised as the Directors are of the opinion that the level of future taxable profits and deferred tax liabilities within the Company will not be sufficient to utilise the deferred tax asset

Deferred taxation is unprovided at 28% (2008 - 28%) as follows

	2009 £'000	2008 £'000
Tax losses carried forward	2,630	-

7 Dividends

	2009 £'000	2008 £'000
Equity dividends on ordinary shares £0 0254 per ordinary share (2008 - £0 0309)	62,596	76,265

8 Fixed asset investments

	2009 £'000	2008 £'000
Subsidiary undertakings (a)	4,087,787	5,288,185
Other investments (b)	16,207	16,207
	<u>4,103,994</u>	<u>5,304,392</u>

Details of the Company's principal subsidiary undertakings and other participating interests are given in note 16

Notes to the financial statements - continued

8 Fixed asset investments - continued

a) Subsidiary undertakings	£'000
Cost and net book value	
At beginning of the year	5,288,185
Impairment charge	(1,200,398)
Net book value at the end of the year	4,087,787
b) Other investments	Unlisted £'000
Cost and net book value	
Beginning and end of the year	16,207

9 Debtors

	2009 £'000	2008 £'000
Amounts due from group undertakings	174,469	172,508

10 Cash at bank and in hand

The Newscorp Investments group operates a collective overdraft facility with its bankers which allows individual Companies in the Newscorp Investments group to overdraw subject to an agreed limit not being exceeded in aggregate. This facility is guaranteed by News Corporation.

11 Creditors: Amounts falling due within one year

	2009 £'000	2008 £'000
Amounts owed to group undertakings	2,622,694	2,615,062

12 Funding

The financial statements are prepared on the going concern basis. The net current liabilities of the Company as at 28 June 2009 are £2,430,539,000 (2008 - £2,429,868,000). Newscorp Investments has confirmed its intention to provide continued financial support to the Company to meet its liabilities as they fall due for the foreseeable future.

Notes to the financial statements - continued

13 Equity capital and reserves

a) Called-up equity share capital

	2009 £'000	2008 £'000
Authorised		
2,466,902,240 ordinary shares of £1 each	2,466,902	2,466,902
85,000 unclassified shares of £1 each	85	85
	<hr/>	<hr/>
	2,466,987	2,466,987
	<hr/>	<hr/>
Allotted and fully-paid		
2,466,902,240 ordinary shares of £1 each	2,466,902	2,466,902
	<hr/>	<hr/>

b) Reserves

	Profit and loss account £'000
Beginning of the year	407,622
Loss for the financial year	(1,138,473)
Equity dividends paid on ordinary shares	(62,596)
	<hr/>
End of the year	(793,447)
	<hr/>

c) Reconciliation of movement in shareholders' funds

	2009 £'000	2008 £'000
(Loss)/Profit for the financial year	(1,138,473)	57,007
Equity dividends paid on ordinary shares	(62,596)	(76,265)
	<hr/>	<hr/>
Net reduction in shareholders' funds	(1,201,069)	(19,258)
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Opening shareholders' funds	2,874,524	2,893,782
	<hr/>	<hr/>
Closing shareholders' funds	1,673,455	2,874,524
	<hr/>	<hr/>

14 Guarantees

Under a collective group banking facility the Company has given multilateral guarantees in respect of bank overdrafts of other Companies in the NewsCorp Investments group

Notes to the financial statements - continued

15 Ultimate parent Company

The Company's immediate parent company is News International Television Investment Company Limited which owns 75% of the issued share capital of the Company. The remaining 25% is owned by Virginia Two Limited. Both Companies are incorporated in England and Wales. The ultimate parent Company is News Corporation, a Company incorporated in Delaware.

The largest group in which the results of the Company are consolidated is that headed by News Corporation, whose principal place of business is at 1211 Avenue of the Americas, New York, NY 10024. The smallest group in which they are consolidated is that headed by NewsCorp Investments, a company incorporated in England and Wales. The consolidated financial statements of these groups are available to the public and may be obtained from 1 Virginia Street, London, E98 1FN.

16 Principal subsidiary undertakings and other participating interests

Unless otherwise stated, the investments in subsidiary undertakings are in Ordinary shares and the subsidiary undertakings are wholly owned by their immediate parent Company and are incorporated and operate principally in the UK. The Company has taken advantage of the exemption given by S231 (5) of the Companies Act and has only disclosed Companies whose results or financial position are material to the Company's financial statements.

a) Principal subsidiary undertakings (directly held)

Canterpath Limited (Finance Provider)

Newsett Limited (50% holding) (Dormant Company)

News Collins Limited (Finance Provider)

News Group Newspapers Limited (Publishers)

News Offset Limited (95% holding) (Dormant Company)

News Printers Assets Limited (Leasing Company)

News Printers Group Limited (Printing Company)

News Property One Limited (Investment Company)

News Property Three Limited (Investment Company)

News Securities BV (incorporated in The Netherlands) (Investment Company)

NI Recruitment Holdings Limited (Investment Company)

Ordinto Investments (Finance Provider)

The Times Literary Supplement Limited (Publishing Company)

Times Newspapers Holdings Limited (Holding Company)

b) Other principal participating interests (directly held)

The Press Association (Media Company) (16.85%)