

RSA Advertising (Holdings)

Directors' report and financial statements

Registered number 2726835

Year ended 31 December 2006



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Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 December 2006
The comparatives are for the year ended 31 December 2005

Principal activities and business review

The principal activity of RSA Advertising Holdings ("the company") continues to be in investing activities

The results for the company show a profit of £260 for the year

The Company has met the requirements in Companies Act 1985 to obtain the exemption provided from the presentation of an enhanced business review

Principal transactions and post balance sheet events

During the year the ITV plc group continued the operational and legal restructuring programme, commenced in 2004, to simplify the corporate structure. The group programme will continue throughout 2007

Dividends

The directors do not recommend the payment of a dividend (year to 31 December 2005 £nil)

Directors

The following were directors of the Company during the year ended 31 December 2006

ITV Productions Limited (formerly Granada Media Group Limited)
Granada Nominees Limited

Donations

Grants and charitable donations made during the period amounted to £nil (year to 31 December 2005 £nil). There were no political contributions (year to 31 December 2005 £nil)

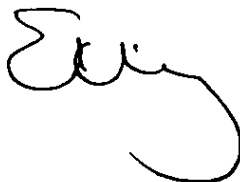
Auditors and disclosure of information to auditors

The Directors who held office at the date of approval of the Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware and each Director has taken all steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information

The Company has passed Elective Resolutions to dispense with the laying of the Annual Report and Financial Statements before the Company in General Meeting, the appointment of auditors annually and the holding of Annual General Meetings, pursuant to Sections 252, 386 and 366A respectively of the Companies Act 1985

By order of the Board

E Irving
for Granada Nominees Limited
Company Secretary



200 Grays Inn Road
London WC1X 8HF

6 July 2007

Statement of directors' responsibilities in respect of the Directors' Report and the financial statements

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

The financial statements are required by law to 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 these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and estimates that are reasonable and prudent,
- state whether applicable UK 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 that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that its financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Independent auditor's report to the members of RSA Advertising (Holdings)

We have audited the financial statements of RSA Advertising (Holdings) for the year ended 31 December 2006 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. 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

The directors' responsibilities for preparing the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities on page 2.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

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 whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, 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 other transactions 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 International Standards on Auditing (UK and Ireland) 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 judgments 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, in accordance with UK Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2006 and of its profit for the year then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the Directors' Report is consistent with the financial statements.

KPMG Audit Plc

KPMG Audit Plc

Chartered Accountants and Registered Auditor

Date

12 July 2007

Po Box 695
8 Salisbury Square
London EC4Y 8BB

Profit and loss account

	<i>Note</i>	Year ended 31 December 2006 £	Year ended 31 December 2005 £
Administrative income		203	-
Administrative expenses		-	(59)
Operating profit/(loss)		203	(59)
Interest receivable and similar charges	3	57	507
Profit on ordinary activities before taxation		260	448
Taxation on profit on ordinary activities	4	-	-
Profit on ordinary activities after taxation		260	448

The results stated above are all derived from continuing activities

A statement of total recognised gains and losses has not been included as part of these financial statements as the Company made no gains or losses in the current or prior year other than those disclosed above in the profit and loss account

A note on historical cost profits and losses has not been included as part of these financial statements since the results as disclosed in the profit and loss account are prepared on an unmodified historical cost basis

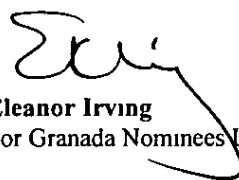
The notes on pages 6 to 10 form part of these financial statements

Balance sheet

		31 December 2006		31 December 2005	
	Note	£	£	£	£
Current assets					
Debtors amounts falling due within one year	5	358		492	
Cash at bank and in hand		1,271		1,112	
		<u>1,629</u>		<u>1,604</u>	
Current Liabilities					
Creditors amounts falling due within one year	6	-		(235)	
		<u>-</u>		<u>(235)</u>	
Net current assets			1,629		1,369
Net assets			<u>1,629</u>		<u>1,369</u>
Capital and reserves					
Called up share capital	7	5,273		5,273	
Profit and loss account	8	(3,644)		(3,904)	
		<u>1,629</u>		<u>1,369</u>	
Equity shareholders' funds	8		<u>1,629</u>		<u>1,369</u>

The notes on pages 6 to 10 form part of these financial statements

These financial statements were approved by the board of directors on 6 July 2007 and were signed on its behalf by


Eleanor Irving
For Granada Nominees Limited

Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's financial statements

Basis of preparation

The financial statements are prepared under the historical cost convention and in accordance with applicable accounting standards

Cash flow statement

Under FRS 1 the Company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the Company in its own published consolidated financial statements

Related party transactions

As the Company is a wholly owned subsidiary of ITV plc, the Company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entities which form part of the group. The consolidated financial statements of ITV plc, within which this Company is included, can be obtained from the address given in note 10

Taxation

The charge for taxation is based on the result for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Deferred tax is recognised and computed without discounting. Full provision is made in respect of all timing differences between the treatment of certain items in the financial statements and their treatment for taxation purposes at the balance sheet date. Deferred tax assets are recognised to the extent that it is more likely than not that the asset will be recovered

2 Staff costs, directors' and auditor's remuneration

No director received any emoluments for their services to this Company (2005 £nil). In the current and prior year the auditors' remuneration of £500 was borne by another group company. Amounts paid to the Company's auditor in respect of services to the Company, other than the audit of the Company's financial statements, have not been disclosed as the information is required instead to be disclosed on a consolidated basis in the consolidated financial statements of the Company's ultimate parent ITV plc. There were no employees and hence no staff costs during the year (2005 £nil)

Notes (continued)

3 Interest receivable and similar charges

	Year ended 31 December 2006 £	Year ended 31 December 2005 £
On bank	57	507
	<u> </u>	<u> </u>

4 Taxation on profit on ordinary activities

	Year ended 31 December 2006 £	Year ended 31 December 2005 £
Analysis of charge in the year		
<i>Current tax</i>		
UK Corporation tax on profit for the year	-	-
	<u> </u>	<u> </u>
Total current tax (see below)	-	-
	<u> </u>	<u> </u>
Tax charge on profit on ordinary activities	-	-
	<u> </u>	<u> </u>

The current tax charge for the year ended 31 December 2006 is lower than (*year ended 31 December 2005 lower than*) the standard rate of corporation tax in the UK (year ended 31 December 2006 30%, year ended 31 December 2005 30%) The differences are explained below

	Year ended 31 December 2006 £	Year ended 31 December 2005 £
<i>Current tax reconciliation</i>		
Profit on ordinary activities before tax	260	448
	<u> </u>	<u> </u>
Current tax charge at 30% (2005 30%)	(78)	(134)
<i>Effects of</i>		
Permanent differences and group relief	78	134
	<u> </u>	<u> </u>
Total current tax charge (see above)	-	-
	<u> </u>	<u> </u>

Notes (continued)

5 Debtors: amounts falling due within one year

	31 December 2006 £	31 December 2005 £
Amounts due from group undertakings	352	471
Other debtors	6	21
	<u>358</u>	<u>492</u>

6 Creditors: amounts falling due within one year

	31 December 2006 £	31 December 2005 £
Amounts due to group undertakings	-	235
	<u>-</u>	<u>235</u>

Notes (continued)

7 Called up share capital

	31 December 2006 £	31 December 2005 £
Authorised		
100,000 'A' Ordinary shares of \$0 01 each in bearer form	667	667
300,000 'B' Ordinary shares of \$0 01 each in bearer form	2,000	2,000
99,583 'A' Deferred shares of 1p each	996	996
262,498 'B' Deferred shares of 1p each	2,625	2,625
1 'C' Redeemable preference share of 1p	-	-
	<u>6,288</u>	<u>6,288</u>
Allotted, called up and fully paid:		
74,274 'A' Ordinary shares of \$0 01 each in bearer form	495	495
242,082 'B' Ordinary shares of \$0 01 each in bearer form	1,614	1,614
74,274 'A' Deferred shares of 1p each	743	743
242,082 'B' Deferred shares of 1p each	2,421	2,421
1 'C' Redeemable preference share of 1p	-	-
	<u>5,273</u>	<u>5,273</u>

The rights of the different classes of share capital are as follows

The \$0 01 'A' and 'B' ordinary shares all rank pari passu in all matters

The 'A' and 'B' deferred shares have no entitlement to participation in the profits or assets of the Company, and no voting rights. On a wind-up or other return of capital, holders are entitled to receive the par value of their shares only after each 'A' and 'B' \$0 01 share holder has been paid £1 million per share. The deferred shares have no voting rights.

The 'C' redeemable preference share has the first right to a 10% fixed cumulative preferential dividend per annum, and on a return of capital is entitled to first redemption. There are no voting rights attaching to the shares unless redemption monies are not received or dividends are in arrears, in which case the holder of the share is entitled to vote at a general meeting of the Company and holds 99.9% of the voting rights.

8 Reconciliation of movements in shareholders' funds

	Share capital £	Profit and loss account £	Total 2006 £
At 1 January 2006	5,273	(3,904)	1,369
Profit for the year	-	260	260
At 31 December 2006	<u>5,273</u>	<u>(3,644)</u>	<u>1,629</u>

Notes *(continued)*

9 **Contingent liabilities**

The Company and certain other group companies have entered into an arrangement for a joint bank account with Barclays Bank PLC and are jointly and severally liable in respect of any overdraft arising on the group joint bank account. At 31 December 2006 this contingent liability amounted to £nil (31 December 2005 £nil).

In the opinion of the directors, adequate allowance has been made in respect of these matters.

10 **Ultimate parent company**

At 31 December 2006 the Company's immediate parent company was Carltonco Ninety-Seven, a company incorporated and registered in England and Wales and the Company's ultimate parent company was ITV plc, a company incorporated and registered in England and Wales.

The largest and smallest group in which the results of the Company were consolidated was that headed by ITV plc. The consolidated accounts of ITV plc are available to the public and may be obtained from the Company Secretary, 200 Gray's Inn Road, London, WC1X 8HF.