2734686

# PORTLAND INVESTMENTS LIMITED

GROUP REPORT & FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 1995

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# REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 1995

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# PORTLAND INVESTMENTS LIMITED OFFICERS AND PROFESSIONAL ADVISERS

### **Directors**

Mr. M.S. Ellice Mr. P.M. Ashford

### **Secretary**

Mr. S. Smith

# **Company Number**

2734686 (England)

### **Auditors**

Price Waterhouse Southwark Towers 32 London Bridge Street London SE1 9SY

### **Bankers**

National Westminster Bank Plc 19 Shaftesbury Avenue London W1A 4QQ

### Registered Office

11 Lanark Square Glengall Bridge London E14 9RE

### **Directors' Report**

The directors submit their report and financial statements for the year ended June 30 1995.

### **Activities**

The company's principal activity during the year was that of a holding company for a group of companies engaged in publishing and satellite television broadcasting. Satellite television broadcasting was a new activity for the group.

### Results and Dividends

The group trading loss for the year amounted to £2,892,549 (1994 loss - £1,162,355). The directors do not recommend the payment of a dividend (1994 - £nil).

### **Directors**

The present membership of the board is set out on page 2. Mr.H.Northwood served throughout the year ended 30 June 1995, resigning on 1 September 1995. Mr.M.S.Ellice and Mr.P.M.Ashford were appointed as directors on 1 September 1995.

None of the above directors had an interest in the share capital of the company or the parent company as at 30 June 1994 and 30 June 1995.

### Close Company

It is the opinion of the directors that the company is a close company under the provisions of the Income & Corporation Taxes Act 1988.

### **Fixed Assets**

Movements in fixed assets during the year are shown in note 10 to the accounts.

### **Directors' Responsibilities**

Company law requires the directors to prepare financial statements for each financial period 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;

### **Directors' Report (continued)**

- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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**

Price Waterhouse, Chartered Accountants and Registered Auditors have expressed their willingness to continue in office and offer themselves for re-election in accordance with Section 385 of the Companies Act 1985.

Approved by the Board and signed on behalf of the Board

Mr. S. Smith Secretary

Dated: 24 Outer

### REPORT OF THE AUDITORS

### TO THE MEMBERS OF

### PORTLAND INVESTMENTS LIMITED

We have audited the financial statements on pages 6 to 17 which have been prepared under the historical cost convention and the accounting policies on pages 11 and 12.

#### Respective Responsibilities of Directors and Auditors

As described on pages 3 and 4, the company's directors are responsible for the preparation of the financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

#### **Basis of 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 affairs of the company and of the group as at 30 June 1995 and of the loss and cashflow for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

PRICE WATERHOUSE

Pila W. Kohouse

**Chartered Accountants and** 

Registered Auditors

Dated: 24 Aril 1996

### CONSOLIDATED PROFIT AND LOSS ACCOUNT

### Year ended 30 June 1995

	<u>Note</u>	<u>1995</u> <u>£</u>	<u>1994</u> <u>£</u>
Turnover Cost of sales	2	10,675,982 7,026,501	10,252,137 5,834,744
GROSS PROFIT		3,649,481	4,417,393
Distribution expenses Administration expenses		1,145,167 5,565,936	434,542 5,296,035
		6,711,103	5,730,577
OPERATING LOSS	2	(3,061,622)	(1,313,184)
Interest receivable and similar income Interest payable and similar charges	4 5	1,067,632 (898,559)	454,669 (303,840)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION	3	(2,892,549)	(1,162,355)
Tax on loss on ordinary activities	7		
LOSS ON ORDINARY ACTIVITIES AFTER TAXATION TRANSFERRED TO RESERVES		(2,892,549)	(1,162,355)
Retained (loss) / profit brought forward		(715,857)	446,498
Retained loss carried forward		(3,608,406)	(715,857)

The whole of the turnover and operating loss is attributable to continuing operations.

The company had no recognised gains or losses for the year other than its retained loss of £2,892,549 (1994 : loss £1,162,355).

There were no differences between the results as disclosed in the profit and loss account and the results on an unmodified historical cost basis.

# **CONSOLIDATED BALANCE SHEET**

# As at 30 June 1995

	<u>Note</u>	£	1995 £	<u>1994</u> £
		_	<u></u>	=
FIXED ASSETS				
Intangible assets	9		20,114,831	20,079,651
Tangible assets	10		443,653	
			20,558,484	20,079,651
CURRENT ASSETS				
Stocks	12	161,618		210,038
Debtors	13	4,650,522		8,285,948
Bank and cash	-	_		523
		4,812,140		8,496,509
	_			
CREDITORS: AMOUNTS FALLING				
DUE WITHIN ONE YEAR	14 _	8,485,501		9,067,973
NET CURRENT LIABILITIES			(3,673,361)	(571,464)
TOTAL ACCETO LEGG CURRENT			-	
TOTAL ASSETS LESS CURRENT LIABILITIES			40 00r 400	44 4
LIADIEI 1123			16,885,123	19,508,187
CREDITORS : AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR	15		(269,485)	
		-		· · · · · · · · · · · · · · · · · · ·
		:	16,615,638	19,508,187
CAPITAL AND RESERVES				
Called up share capital	17		224,044	224.044
Profit and loss account	••		(3,608,406)	224,044 (715,857)
Revaluation reserve			20,000,000	20,000,000
		•	20,000,000	20,000,000
		=	16,615,638	19,508,187
	/			<del>-</del>

Approved by the Board of Directors:

Mr. M.S. Ellice

Dated 24/4/96

### **COMPANY BALANCE SHEET**

# As at 30 June 1995

	<u>Note</u>		<u>1995</u>	<u>1994</u>
		£	£	<u>£</u>
FIXED ASSETS				
Intangible assets	9		20,056,872	20,055,558
Investments	11		224,054	224,046
		•		
			20,280,926	20,279,604
CURRENT ASSETS				
Debtors	13	-		_
Bank and cash		-		38
	_			· · · · · · · · · · · · · · · · · · ·
	_			38_
•				
CREDITORS : AMOUNTS FALLING				
DUE WITHIN ONE YEAR	14	56,946		55,660
	_			
NET CURRENT LIABILITIES			(56,946)	(55,622)
TOTAL ASSETS LESS CURRENT				
LIABILITIES			20,223,980	20,223,982
•				·
•				
CAPITAL AND RESERVES				
Called up share capital	17		224,044	224,044
Profit and loss account			(64)	(64)
Revaluation reserve			20,000,000	20,000,000
			20,223,980	20,223,980
				20,220,300

Approved by the Board of Directors:

Mr. M.S. Ellice

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# **CONSOLIDATED CASH FLOW STATEMENT**

# Year ended 30 June 1995

		<u>1995</u>	<u>1994</u>
	£	<u>£</u>	<u>£</u>
NET CASH OUTFLOW FROM OPERATING ACTIVITIES		(846,335)	(69,558)
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE			
Interest received Interest paid	1,067,632 (898,559)	169,073	
INVESTING ACTIVITIES			
Purchase of tangible assets Payments to acquire intangible fixed assets	(453,844) (35,180)	(489,024)	(21,526) (21,526)
DECREASE IN CASH AND CASH EQUIVALENTS	-	(1,166,286)	(91,084)

# NOTES TO THE CASH FLOW STATEMENT

# Year ended 30 June 1995

1. RECONCILIATION OF OPERATING LOSS TO	NET CASH		
OUTFLOW FROM OPERATING ACTIVITIES		<u>1995</u>	<u>1994</u>
		£	£
		=	~
Operating loss		(3,061,622)	(1,313,184)
Depreciation		10,191	2,888
Decrease in stock		48,420	226,257
Decrease / (increase) in debtors		3,635,426	(6,240,996)
Decrease in investments		-	14,333,900
Decrease in creditors excluding bank overdraft		(1,478,750)	(7,078,423)
•		(1,170,100)	(1,010,423)
NET CASH OUTFLOW FROM		· · · · · · · · · · · · · · · · · · ·	
OPERATING ACTIVITIES		(846,335)	(CO EEO)
		(040,333)	(69,558)
2. ANALYSIS OF CHANGES IN CASH AND CAS	2LI		·
EQUIVALENTS	<b>)</b> []	4005	
		<u>1995</u>	<u>1994</u>
		£	<u>£</u>
Balance at 1 July		(70 CET)	40.407
Net cash outflow		(72,657)	18,427
The same same same same same same same sam		(1,166,286)	<u>(91,084)</u>
Balance at 30 June		(4.000.040)	(70.05m)
	:	(1,238,943)	(72,657)
3. ANALYSIS OF THE BALANCES OF CASH A	ND CACH		
EQUIVALENTS AS SHOWN IN THE BALANC	ND CASH		
EGOIAVEELATO VO OLIONALA HA LUE BYEYING	S SUEE!	<b>D</b>	
	Oaah akh auti	Bank .	
•	Cash at bank	<u>Overdraft</u>	<u>Total</u>
	£	£	<u>£</u>
Balance at 1 July 1994	500	( <b>5</b> 0.400)	
Net cash outflow	523	(73,180)	(72,657)
Net cash outling	(523)	<u>(1,165,763)</u>	(1,166,286)
Balance at 30 June 1995		// <b>***</b> * * * * * * * * * * * * * * * * *	
Dalance at 30 Julie 1993		(1,238,943)	(1,238,943)
			·
A AMALYOIC OF CHANGES IN FINANCIAL			
4. ANALYSIS OF CHANGES IN FINANCING DUI	RING		
THE PERIOD		<u>Share</u>	
		<u>capital</u>	
		<u>£</u>	
Delegan and the good of the control			
Balance at 1 July 1994 and 30 June 1995	_	224,044	

### **NOTES TO THE ACCOUNTS**

### Year ended 30 June 1995

#### 1. ACCOUNTING POLICIES

### (a) Accounting convention

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

#### (b) Foreign currencies

Transactions in foreign currencies are translated into sterling at the rates ruling at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Translation differences are dealt with in the profit and loss account.

### (c) Depreciation

No depreciation is provided on intangible assets, which are wholly comprised of trademarks, as it is considered that their useful lives are not limited.

Depreciation is provided on all tangible assets at the rates calculated to write off cost or revaluation, less estimated residual value, of each asset evenly over its expected life as follows:

Leased plant and equipment - over 5 years

Owned plant and equipment - over 4 years

Fixtures and fittings - over 4 years

Motor vehicles - over 4 years

#### (d) Stocks

Paper and film stocks are valued at the lower of cost and net realisable value after making due allowance for obsolete and slow moving items. It is the policy of the company to write-off the whole cost of a film or programme on the date of its first transmission.

#### (e) Investments

investments held as fixed assets are stated at cost less provision for permanent diminution in value.

#### (f) Deferred taxation

Deferred taxation is only provided where, in the opinion of the directors, an asset or liability is expected to crystallise.

### (g) Obligations under finance leases

Assets obtained under finance leases are capitalised in the balance sheet and depreciated over the estimated useful life of the asset.

Finance costs are charged to profit and loss and allocated to accounting periods during the lease term so as to produce a constant periodic rate of charge on the remaining balance of the obligation for each accounting period.

# NOTES TO THE ACCOUNTS (continued)

### Year ended 30 June 1995

### (h) Turnover

Turnover represents the invoiced amount of goods sold and services provided (stated net of Value Added Tax).

#### 2. TURNOVER

The group's turnover and loss before taxation arises solely from its publishing and satellite television broadcasting activities and relates to continuing operations.

	<u>1995</u> £	<u>1994</u> <u>£</u>
TURNOVER : Publishing Satellite Television	10,556,927 119,055	= 10,252,137 -
	10,675,982	10,252,137
OPERATING PROFIT / (LOSS) : Publishing Satellite Television	(1,188,318) (1,873,304)	(1,313,184)
	(3,061,622)	(1,313,184)
3. LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION	<u>1995</u> <u>£</u>	1994 £
Loss on ordinary activities before taxation is stated after charging :		±
Directors' emoluments Auditors' remuneration Depreciation	10,259 8,621 10,191	11,662 9,080 2,888
4. INTEREST RECEIVABLE AND SIMILAR INCOME	<u>1995</u> <u>£</u>	<u>1994</u> <u>£</u>
Deep discounted loan stock interest Other interest	1,067,632	116,500 338,169
	1,067,632	454,669

# NOTES TO THE ACCOUNTS (continued)

### Year ended 30 June 1995

5. INTEREST PAYABLE AND SIMILAR CHARGES	<u>1995</u> £	<u>1994</u> <u>£</u>
Bank loans, overdrafts, and other loans wholly repayable within five years	898,559	303,840
6. INFORMATION REGARDING DIRECTORS AND EMPLOYEE  (a) DIRECTORS  Directors' emoluments:  Executive remuneration  Estimated money value of benefits in kind	1995 £ 7,350 2,909	1994 £ 7,461 4,201 11,662
(b) STAFF COSTS Wages and salaries Social security costs  Average number of people employed:  Office and management (excluding directors)	1995 £ 548,483 56,368 604,851 No.	1994 £ 240,706 19,636 260,342 No.
7. TAX ON LOSS ON ORDINARY ACTIVITIES  UK corporation tax at 33 % based on the loss for the period	<u>1995</u> <u>£</u>	1994 <u>£</u>

The directors are of the opinion that there is no deferred tax liability that needs to be provided for.

#### 8. LOSS OF PARENT COMPANY

As permitted by section 230 of the Companies Act 1985 the profit and loss account of the parent company is not presented as part of these accounts. The parent company did not trade during the period (1994 loss - £64).

# NOTES TO THE ACCOUNTS (continued)

# Year ended 30 June 1995

9.	INTANGIBLE FIXED ASSETS	<u>Trademarks</u>	Magazine <u>Titles</u>	TOTAL
		<u>£</u>	£	<u>£</u>
	THE GROUP	_	<del>-</del>	_
	COST			
	At 1 July 1994	79,651	20,000,000	20,079,651
	Additions	35,180	-	35,180
	Disposals		-	<u> </u>
	At 30 June 1995	114,831	20,000,000	20,114,831
	DEPRECIATION			
	At 1 July 1994			
	Charge for the year	• -	-	-
	Disposals			
	At 30 June 1995	_		_
		<del></del>		<del></del>
	NET BOOK VALUE			
	At 30 June 1995	114,831	20,000,000	20,114,831
	At 30 June 1994	79,651	20,000,000	20,079,651
	THE COMPANY			
	. COST			
	At 1 July 1994	55,558	20,000,000	20,055,558
	Additions	1,314	-	1,314
	Disposals			
	At 30 June 1995	56,872	20,000,000	20,056,872
•	DEPRECIATION			
	At 1 July 1994			
	Charge for the year	-	-	•
	Disposals	-	-	-
			•	·
	At 30 June 1995	<del></del>	<u> </u>	
	NET BOOK VALUE			
	At 30 June 1995	56,872	20,000,000	20,056,872
	At 30 June 1994	EE EEO		
	At 30 Julie 1334	55,558	20,000,000	20,055,558

The magazine titles are stated at directors' valuation, which in their opinion is below the amounts it is estimated could be realised if the titles together with their associated publishing rights were to be sold in the market conditions prevailing at 30 June 1995.

Since it is not the intention of the directors to dispose of the titles, no provision has been made for the corporation tax that could arise if the titles were to be disposed of at their book values.

# NOTES TO THE ACCOUNTS (continued)

### Year ended 30 June 1995

TOTAL
c
£
11,550
453,844
(11,550)
453,844
11,550
10,191
(11 <u>,</u> 550)
10,191
443,653
-
=

Equipment, furniture & fittings includes assets acquired under finance lease in respect of which as at 30 June 1995 the net book value was £442,959 (1994 : £nil) after charging £10,169 (1994 : £nil) depreciation for the period.

### 11. FIXED ASSETS INVESTMENTS

	The Group		The Compa	any	
	<u>1995</u>	<u>1994</u>		<u>1995</u>	1994
	£	£		£	£
Balance as at 30 June		•	-	224,046	224,046
Additions during the year		_		8	_
Balance as at 30 June		<u>-</u>		224,054	224,046

The addition during the year represents the allotment of eight £1 ordinary shares in Portland Enterprises Limited.

The investment comprises the ownership of 100% of the £1 ordinary share capital of the following companies :

# NOTES TO THE ACCOUNTS (continued)

# Year ended 30 June 1995

### 11. FIXED ASSETS INVESTMENTS (continued)

•		<u>Activities</u>
Portland Enterprises Limited		Satellite Television Broadcasting
Fantasy Publications Limited		Publishing
Big Magazines Limited		Publishing
Portland Magazines Limited	*	Publishing
Leone Lingerie Limited	*	Publishing
Mainstream Network Limited	*	Publishing

All the above companies are registered in England and with the exception of those marked with an \*, all shareholdings are held in the name of Portland Investments Limited.

12. STOCKS	<u>The G</u> 1995 <u>£</u>	roup 1994 <u>£</u>	<u>The Comp</u> 1995 <u>£</u>	eany 1994 <u>£</u>	
Raw materials and consumables Goods for resale	161,618	137,555 72,483	<u>-</u>		
	161,618	210,038	<del>-</del>		
13. DEBTORS	<u>The G</u> 1995 <u>£</u>	roup 1994 <u>£</u>	<u>The Comp</u> 1995 <u>£</u>	any 1994 <u>£</u>	
Trade debtors	151,160	169,059	-	-	
Other debtors Prepayments and accrued income	3,473,342	7,989,889	-	-	
Frepayments and accided income	1,026,020	127,000	<del>-</del>	-	
	4,650,522	8,285,948		<u>-</u>	
14. CREDITORS : AMOUNTS FALLING DUE					
WITHIN ONE YEAR	The Group			The Company	
•	<u>1995</u> <u>£</u>	<u>1994</u>	<u>1995</u> <u>£</u>	<u>1994</u>	
	프	£	<u>±</u>	£	
Bank overdrafts	1,238,943	73,180	-	_	
Trade creditors	689,631	130,222	-		
Finance lease	140,663	-	-	-	
Amounts owed to group company Other creditors including taxation	-	-	56,884	55,560	
and social security	5,746,627	8,416,072	62	100	
Accruals and deferred income	669,637	448,499			
	8,485,501	9,067,973	56,946	55,660	

# NOTES TO THE ACCOUNTS (continued)

# Year ended 30 June 1995

15. CREDITORS : AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR	<u>The</u> 1995 <u>£</u>	<u>Group</u> 1994 <u>£</u>	<u>The Com</u> 1995 <u>£</u>	oany 1994 £
Obligations under finance leases	269,485	<u>-</u>		
16. OBLIGATIONS UNDER FINANCE LEASES  Year ending:	<u>The</u> 1995 <u>£</u>	Group 1994 <u>£</u>	<u>The Comp</u> 1995 <u>£</u>	eany 1994 <u>£</u>
June 30 1996 June 30 1997 June 30 1998	169,089 169,089 121,913	<u>-</u> -	- - -	- - -
Less finance charges allocated to future periods	460,091 49,943	<u>.</u>	<u>.</u>	-
•	410,148		_	
17. SHARE CAPITAL  Ordinary shares £1 each :		The Company 1995 £	The Company 1994	
Authorised	=	300,000	300,000	
Allotted, called up and fully paid	=	224,044	224,044	
18. RECONCILIATION OF MOVEMENTS IN SHAI	REHOLDERS' I	FUNDS 1995 <u>£</u>	<u>1994</u> £	
Opening shareholders' funds Loss for the financial year		19,508,187	20,670,542	
Valuation of intangible assets	<del></del>	(2,892,549)	(1,162,355)	
Closing shareholders' funds	=	16,615,638	19,508,187	