

METROBUS ADVERTISING LIMITED

REPORT OF THE DIRECTORS AND FINANCIAL STATEMENTS

**FOR THE YEAR ENDED
31 DECEMBER 2001**

REGISTERED NUMBER

2754342



METROBUS ADVERTISING LIMITED
DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2001

The Directors present their report on the affairs of the Company, together with the financial statements for the year ended 31 December 2001

Principal Activity

The Company did not trade during the year. The Directors do not propose payment of a dividend (2000:£nil).

Directors and their Interests

The Directors who held office during the period were:

T.S. Haut
T. Goddard

No Director held any disclosable interest in the issued share capital of the Company during the period.

Auditors

A resolution to reappoint PricewaterhouseCoopers as auditors will be proposed at the annual general meeting.

Directors' responsibilities in respect of the preparation of financial statements

Company law requires the Directors to prepare financial statements for each financial year that 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. The directors are required to prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The Directors confirm that suitable accounting policies have been used and applied consistently. They also confirm that reasonable and prudent judgements and estimates have been made in preparing the financial statements for the year ended 31 December 2001 and that applicable accounting standards have been followed.

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 the financial statements comply with the Companies Act 1985. 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

London
30 October 2002

Registered Office
28 Jamestown Road,
London NW1 7BY

By Order of the Board

J.F. Swainson
Secretary

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF METROBUS ADVERTISING LIMITED

We have audited the financial statements on pages 3 to 5.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable United Kingdom law and accounting standards are set out in the statement of directors' responsibilities on page 1.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards issued by the Auditing Practices Board.

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 is not disclosed.

We read the other information contained in the annual report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements.

Basis of audit 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.

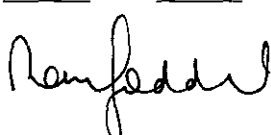
We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity 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 the company's affairs at 31 December 2001 and have been properly prepared in accordance with the Companies Act 1985.

PricewaterhouseCoopers
PricewaterhouseCoopers
Chartered Accountants and Registered Auditors
London
30 October 2002

METROBUS ADVERTISING LIMITED
BALANCE SHEET AS AT 31 DECEMBER 2001

	Note	<u>2001</u> £	<u>2000</u> £
FIXED ASSETS			
Investments	(2)	2	2
		<hr/>	<hr/>
		2	2
		<hr/>	<hr/>
CURRENT ASSETS			
Debtors	(3)	18,659	18,659
		<hr/>	<hr/>
NET CURRENT ASSETS		18,659	18,659
		<hr/>	<hr/>
NET ASSETS		18,661	18,661
		<hr/>	<hr/>
CAPITAL AND RESERVES			
Share Capital	(4)	19,719	19,719
Share premium account	(5)	52,736	52,736
Profit and loss account	(5)	(53,794)	(53,794)
		<hr/>	<hr/>
TOTAL EQUITY SHAREHOLDERS' FUNDS		18,661	18,661
		<hr/>	<hr/>
Signed on behalf of the Board			
T Goddard	Director		
30 October 2002			

METROBUS ADVERTISING LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2001

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 company did not trade during the year. It therefore made neither profit nor loss and, accordingly, no profit and loss account is presented in these financial statements.

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules.

As a wholly-owned subsidiary of a company registered in England and Wales which prepares consolidated financial statements, the company is exempt, under section 228 of the Companies Act 1985, from preparing consolidated financial statements.

The Company is exempt from the requirement of Financial Reporting Standard No. 1 to prepare a cash flow statement as it was a wholly owned subsidiary undertaking of TDI Holdings Limited at the year end and its cash flows are included within the consolidated cash flow statement of that Company.

The company has taken advantage of the exemption provided under Financial Reporting Standard No. 8 (for subsidiary undertakings whose voting rights are more than 90% controlled within the group) from disclosing group related party transactions and balances. The financial statements of TDI Holdings Limited, in which these results are included, are publicly available.

2. FIXED ASSET INVESTMENTS

	<u>2001</u>	<u>2000</u>
	£	£
Investment in subsidiaries	2	2
	—	—

The company owns the whole of the issued share capital, consisting of £1 ordinary shares, of TDI (FB) Limited. The principal activity of this company, which is registered in England & Wales, was that of poster advertising contracting. The company is now dormant.

3. DEBTORS

	<u>2001</u>	<u>2000</u>
	£	£
Due within one year:		
Amounts owed by group undertakings	18,659	18,659
	—	—

METROBUS ADVERTISING LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2001 (CONTINUED)

4. CALLED UP SHARE CAPITAL

	<u>2001</u> £	<u>2000</u> £
Authorised 30,000 Ordinary shares of £1 each	30,000	30,000
	<hr/>	<hr/>
Allotted, called up and fully paid 19,719 Ordinary shares of £1 each	19,719	19,719
	<hr/>	<hr/>

5. RESERVES

	Share Premium a/c £	Profit & Loss a/c £	Total £
At 1 January and 31 December 2001	52,736	(53,794)	(1,058)
	<hr/>	<hr/>	<hr/>

6. HOLDING COMPANY

The smallest group into which the company is consolidated is headed by TDI Holdings Limited, which is registered in England and Wales. The largest group into, which the company is consolidated, is headed by Viacom Inc., of the United States of America, a company listed on the New York Stock Exchange. The directors consider TDI(BP) Limited the immediate controlling company, and Viacom Inc. the ultimate controlling company. Copies of the consolidated financial statements are available from 28 Jamestown Road, London, NW1 7BY.