

Registered No: 2982126

Auto Trader Holland Limited
Annual report
for the year ended 28 March 1999



Auto Trader Holland Limited

Annual report for the year ended 28 March 1999

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Auto Trader Holland Limited

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Directors and advisers

Directors

J R Harris
(Chairman)

T Maycock

Registered Auditors

PricewaterhouseCoopers
Abacus Court
6 Minshull Street
Manchester
M1 3ED

Secretary and registered office

T Maycock
St James Court
Wilderspool Causeway
Warrington
WA4 6PS

Solicitors

Garrett & Co
Bank House
9 Charlotte Street
Manchester
M1 4EH

Directors' report for the year ended 28 March 1999

The directors present their report and the audited financial statements for the year ended 28 March 1999.

Principal activities

The company is concerned with the management and development of motoring magazines in Europe. The company has a 100% equity share capital holding in the ordinary share capital of Auto Trader Holland BV, which itself has a 90% equity share capital holding in the trading company, European Auto Trader BV, both companies are registered in The Netherlands. The company also holds less than 1% equity share capital holding of the trading company, Auto Trader Belgium Bvba, a Belgian registered company. Both trading companies publish motoring magazines.

Review of business and future developments

As a holding company, the company anticipates no trading profits or losses other than those relating to the costs of audit and taxation, the costs of holding investments and additional costs in respect of prospective acquisitions.

Dividends

The directors did not declare any dividends in respect of the year ended 28 March 1999.

Directors

The directors of the company during the year ended 28 March 1999, both of whom have been directors for the whole of the year ended on that date, are listed on page 1.

Directors' interests in shares of the company

None of the directors at 28 March 1999 had any interest in the shares of the company nor any beneficial interest in shares of any other group company.

Directors' responsibility

The directors are required by UK company law to prepare financial statements for each financial period that give a true and fair view of the state of affairs of the company as at the end of the financial year and of the profit or loss for that period.

The directors confirm that suitable accounting policies have been used and applied consistently and reasonable and prudent judgements and estimates have been made in the preparation of the financial statements for the year ended 28 March 1999. The directors also confirm that applicable accounting standards have been followed and that the financial statements have been prepared on the going concern basis.

The directors are responsible for keeping proper accounting records, for taking reasonable steps to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

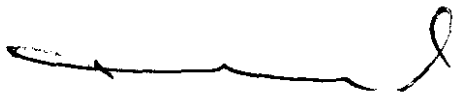
Year 2000

The company's approach to this issue is co-ordinated by the ultimate parent company, Guardian Media Group plc.

Auditors

Our auditors, Coopers & Lybrand, merged with Price Waterhouse on 1 July 1998, following which Coopers & Lybrand resigned and the directors appointed the new firm, PricewaterhouseCoopers, as auditors. A resolution to reappoint PricewaterhouseCoopers as auditors to the company will be proposed at the annual general meeting.

By order of the board



T Maycock
Company secretary
24 June 1999

Report of the auditors to the members of Auto Trader Holland Limited

We have audited the financial statements on pages 5 to 10, which have been prepared under the historical cost convention and the accounting policies set out on page 7.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the Annual Report, including as described on page 3, the financial statements. Our responsibilities, as independent auditors, are established by statute, the Auditing Practices Board and our profession's ethical guidance.

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. 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 affairs of the company at 28 March 1999 and of its profit for the year then ended, and have been properly prepared in accordance with the Companies Act 1985.



PricewaterhouseCoopers

**Profit and loss account
for the year ended 28 March 1999**

	Notes	1999 £	1998 £
All continuing operations			
Turnover		-	-
Other operating income/(expenses)		2,698	(101,915)
Operating profit/(loss)		2,698	(101,915)
Interest received		-	14,053
Profit/(loss) on ordinary activities before taxation	4	2,698	(87,862)
Taxation	5	(2,365)	845
Profit/(loss) for the financial year	11	333	(87,017)

Statement of retained losses

	1999 £	1998 £
At 30 March 1998	(99,382)	(12,365)
Retained profit/(loss) for the year	333	(87,017)
Retained loss at 28 March 1999	99,049	(99,382)

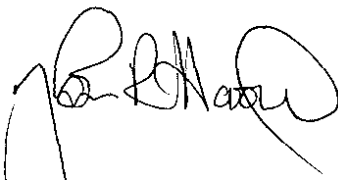
The company has no recognised gains and losses other than those included in the results above, and therefore no separate statement of total recognised gains and losses has been presented.

There is no difference between the profit on ordinary activities before taxation and the profit for the financial year stated above, and their historical cost equivalents.

Balance sheet at 28 March 1999

	Notes	1999	1998 £
Fixed assets			
Investments	6	<u>1,000,022</u>	<u>1,000,022</u>
Current assets			
Debtors	7	325,508	297,928
Creditors: amounts falling due within one year	8	<u>(76,845)</u>	<u>(49,598)</u>
Net current assets		<u>248,663</u>	<u>248,330</u>
Total assets less current liabilities		<u>1,248,685</u>	<u>1,248,352</u>
Creditors: amounts falling due after more than one year	9	<u>(347,734)</u>	<u>(347,734)</u>
Net assets		<u><u>900,951</u></u>	<u><u>900,618</u></u>
Capital and reserves			
Called up share capital	10	1,000,000	1,000,000
Profit and loss account		<u>(99,049)</u>	<u>(99,382)</u>
Equity shareholders' funds	11	<u><u>900,951</u></u>	<u><u>900,618</u></u>

The financial statements on pages 5 to 10 were approved by the board of directors on 24 June 1999 and were signed on its behalf by:



J R Harris
Director

Notes to the financial statements for the year ended 28 March 1999

1 Principal accounting policies

The financial statements have been prepared in accordance with applicable Accounting Standards in the United Kingdom. A summary of the more important accounting policies is set out below.

Basis of accounting

The financial statements have been prepared in accordance with the historical cost convention.

The company is exempt from the requirement to produce consolidated financial statements on the basis that it is a wholly owned subsidiary of Guardian Media Group plc.

Turnover

There is no turnover at the present time.

Deferred taxation

Deferred taxation is calculated under the liability method to the extent that timing differences will crystallise in the foreseeable future.

Foreign currencies

Foreign exchange differences are taken to the profit and loss account in the year in which they arise.

Cashflow statement

The company is a wholly owned subsidiary of Inhoco 848 Limited, itself a wholly owned subsidiary of Guardian Media Group plc and the cashflows of the company are included in the consolidated group cashflow statement of Guardian Media Group plc. Consequently the company is exempt from publishing a cashflow statement under Financial Reporting Standard No. 1.

2 Directors' emoluments

None of the directors received remuneration for their services as directors of the

3 Employee information

The average number of persons (including executive directors) employed during the year is nil. As such, no staff costs arose during the year.

4 Profit/(loss) on ordinary activities before taxation

	1999 £	1998 £
Profit/(loss) on ordinary activities before taxation is stated after charging:		
Auditors' remuneration for:		
Audit	2,400	3,500
Other services	7,180	1,575
Foreign exchange (gains)/losses on loans to subsidiary	(12,664)	52,990
	<u> </u>	<u> </u>

5 Taxation

	1999 £	1998 £
United Kingdom corporation tax at 31% (1998: 31%)		
Current year	2,365	-
Group relief receivable in respect of losses	-	(845)
	<u> </u>	<u> </u>

6 Fixed asset investments

	1999	1998 £
Cost		
At 28 March 1999 and 30 March 1998	1,000,022	1,000,022
	<u> </u>	<u> </u>
Net book value		
At 28 March 1999 and 30 March 1998	1,000,022	1,000,022
	<u> </u>	<u> </u>

The investments, listed below, are stated at cost, less any amounts written off to reflect a permanent diminution in value.

Name of undertaking	Country of incorporation	Description of shares held	Proportion of nominal value of issued shares
Auto Trader Holland BV	Netherlands	Ordinary 1NLG shares	100%
Auto Trader Belgium Bvba	Belgium	Ordinary 1BF shares	0.1%

Auto Trader Holland Limited

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7 Debtors

	1999 £	1998 £
Amounts owed by parent company	15,817	901
Amount owed by subsidiary company	309,691	297,027
	<u>325,508</u>	<u>297,928</u>

All the above amounts are due within one year of the balance sheet date.

8 Creditors: amounts falling due within one year

	1999 £	1998 £
Amounts due to fellow subsidiaries	59,564	49,598
Corporation tax	2,365	-
Accruals and deferred income	14,916	-
	<u>76,845</u>	<u>49,598</u>

9 Creditors: amounts falling due after more than one year

	1999 £	1998 £
Unsecured loan stock issued to ultimate parent company (Redeemable 31 March 2005)	347,734	347,734
	<u>347,734</u>	<u>347,734</u>

All loan stock carries interest at a rate of 2% above National Westminster Bank base rate. Interest has been waived for the year.

10 Called up share capital

	1999 £	1998 £
Authorised		
1,000,000 ordinary shares of £1 each	1,000,000	1,000,000
	<u>1,000,000</u>	<u>1,000,000</u>
Allotted, called up and fully paid		
1,000,000 ordinary shares of £1 each	1,000,000	1,000,000
	<u>1,000,000</u>	<u>1,000,000</u>

11 Reconciliation of movements in shareholders' funds

	1999 £	1998 £
Opening shareholders' funds	900,618	987,635
Profit/(loss) for the financial year	333	(87,017)
Closing shareholders' funds	<u>900,951</u>	<u>900,618</u>

12 Ultimate holding company

The company's immediate holding company is Inhoco 848 Limited, a company incorporated in Great Britain and registered in England and Wales. The company's ultimate holding company is Guardian Media Group plc, a company incorporated in Great Britain and registered in England and Wales. Copies of the ultimate holding company's consolidated financial statements may be obtained from The Secretary, Guardian Media Group plc, 164 Deansgate, Manchester, M60 2RR. All the ordinary shares of Guardian Media Group plc are owned by the Scott Trust.

13 Related party transactions

The company has taken advantage of the exemption under Financial Reporting Standard No 8 not to disclose transactions and balances with related parties which would normally be excluded on consolidation.