

Registered number

~~349293~~

3719293

POLYGON MEDIA LIMITED

Report and Accounts

30 June 2006

WEDNESDAY



A24NNOT7

A51

18/04/2007

COMPANIES HOUSE

417

POLYGON MEDIA LIMITED
Report and accounts
Contents

	Page
Company information	1
Directors' report	2
Statement of directors' responsibilities	3
Independent auditors' report	4
Profit and loss account	5
Balance sheet	6
Notes to the accounts	7

POLYGON MEDIA LIMITED
Company Information

Directors

R A Conwell
R B Brookes
D Conlon
M Harrington
A Zahedieh

Secretary

A Zahedieh

Auditors

PKF (UK) LLP
Farringdon Place
20 Farringdon Road
London
EC1M 3AP

Registered office

Paulton House
8 Shepherdess Walk
London
N1 7LB

Registered number

319293

POLYGON MEDIA LIMITED
Directors' Report

The directors present their report and accounts for the year ended 30 June 2006

Principal activities and review of the business

The company did not trade during the period, hence there is no profit or loss to be presented in these accounts

Directors

The directors who served during the year were as follows

R B Brookes
R A Conwell
D Conlon
M Harrington
A Zahedieh

Polygon Media Limited is a subsidiary of Wilmington Group plc (the ultimate parent undertaking) The interests of R B Brookes and R A Conwell in the shares of the company's ultimate parent undertaking are disclosed in the report on Directors' remuneration of that company

The interests of M Harrington and A Zahedieh are disclosed in the Directors' Report of Wilmington Business Information Limited

The interests of the other directors in the company's ultimate parent undertaking are as follows

	At 30 June 2006	At 30 June 2005
Wilmington Group plc		
Ordinary shares of 5p		
Beneficial interests		
D Conlon	6,250	6,250

Disclosure of information to auditors


So far as each director at the date of approval of this report is aware

- there is no relevant audit information of which the company's auditors are unaware, and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information

Auditors

The company does not expect to commence trading in the future. The directors, therefore, propose to put a resolution to the members of the forthcoming Annual General Meeting to dispense with the appointment of auditors

This report was approved by the board on 06-11-06


A Zahedieh
Director

POLYGON MEDIA LIMITED

Statement of Directors' Responsibilities

The directors are responsible for preparing the report and accounts in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice

Company law requires the directors to prepare accounts 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 accounts, the directors are required to

- select suitable accounting policies and then 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 accounts,
- prepare the accounts 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 accounts 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

POLYGON MEDIA LIMITED

Independent auditors' report to the members of POLYGON MEDIA LIMITED

We have audited the financial statements of Polygon Media Limited for the year ended 30 June 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 auditors' 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 annual report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the statements of directors' responsibilities.

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 have been properly prepared in accordance with the Companies Act 1985. We also 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 transactions with the company 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.

We report to you whether in our opinion the information given in the directors' report is consistent with the financial statements.

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 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, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 30 June 2006 and of its results 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.

PKF (UK) LLP
PKF (UK) LLP
Registered auditors

London, UK

8 November 2006

POLYGON MEDIA LIMITED
Profit and Loss Account
for the year ended 30 June 2006

	Notes	2006 £	2005 £
Turnover	2	-	5,221,509
Cost of sales		-	(1,197,331)
Gross profit		-	4,024,178
Administrative expenses		-	(3,267,026)
Restructuring costs		-	(135,755)
Amortisation of intangible assets		-	(234,859)
Operating profit	3	-	386,538
Profit on ordinary activities before taxation		-	386,538
Tax on profit on ordinary activities	6	-	(185,975)
Profit for the financial year		-	200,563

All amounts relate to discontinued operations

Statement of total recognised gains and losses

The company has no recognised gains or losses other than the results for the above two financial years

POLYGON MEDIA LIMITED
Balance Sheet
as at 30 June 2006

	Notes	2006 £	2005 As restated £
Current assets			
Debtors	7	226,198	406,980
Cash at bank and in hand		-	203,497
		<u>226,198</u>	<u>610,477</u>
Creditors: amounts falling due within one year	8	-	(184,279)
Net current assets		<u>226,198</u>	<u>426,198</u>
Net assets		<u>226,198</u>	<u>426,198</u>
Capital and reserves			
Called up share capital	10	200,000	200,000
Profit and loss account	11	26,198	226,198
Shareholders' funds	13	<u>226,198</u>	<u>426,198</u>

A Zahedieh
 Director

The financial statements were approved and authorised for issue by the board and authorised on its behalf on

POLYGON MEDIA LIMITED
Notes to the Accounts
for the year ended 30 June 2006

1 Accounting policies

Accounting convention

The accounts have been prepared under the historical cost convention and in accordance with applicable United Kingdom Accounting Standards

Turnover

Turnover represents the invoiced value of goods sold and services provided during the period, stated net of Value Added Tax

Taxation

Corporation tax has been provided on the profit for the year at appropriate rates

Deferred taxation

Full provision is made for deferred taxation resulting from timing differences between the recognition of gains and losses in the accounts and their recognition for tax purposes

Deferred tax is calculated at the tax rates which are expected to apply in the periods when the timing differences will reverse, and discounted to reflect the time value of money using rates based on the post-tax yields to maturity that could be obtained at the balance sheet date on government bonds with similar maturity dates

Cashflow statement

The company has taken advantage of the exemption permitted by Financial Reporting Standard No 1, whereby a cashflow statement need not be prepared by a wholly owned subsidiary of a parent which publishes consolidated financial statements including a cashflow statement

Related party transactions

The company has taken advantage of the exemption permitted by Financial Reporting Standard No 8, whereby a 90% or more owned subsidiary within a group is not required to disclose related party transactions with other 90% owned subsidiaries

Pension scheme

The company is a member of the Wilmington Media Limited Pension Scheme, a defined benefit group pension scheme, which requires contributions to be made to a separately administered fund. Details of this scheme are contained in the financial statements of Wilmington Media Limited

The Company also contributes to defined contribution pension arrangements for a limited number of other employees, the assets of which are held in a separately administered fund. Contributions to these arrangements are charged to the profit and loss account in the period in which they are incurred

2 Turnover

Turnover is attributable to the main activity of the company and is analysed by geographical market as follows

	2006	2005
	£	£
United Kingdom	-	2,413,242
Overseas	-	2,808,267
	<u>-</u>	<u>5,221,509</u>

POLYGON MEDIA LIMITED
Notes to the Accounts
for the year ended 30 June 2006

3 Operating profit	2006	2005
	£	£
This is stated after charging		
Depreciation of owned fixed assets	-	32,943
Amortisation of goodwill	-	234,859
Auditors' remuneration	-	4,100
	<u>-</u>	<u>4,100</u>

The exceptional debit shown on the face of the profit and loss account of £135,755 in 2005 related to costs incurred in restructuring the business

4 Directors' emoluments	2006	2005
	£	£
Emoluments	<u>-</u>	<u>79,637</u>

Two of the company's directors are directors of the company's ultimate parent undertaking and are remunerated by that company. Their emoluments are disclosed in the accounts of that company and are not included in that staff numbers in note 5. The remaining two directors are directors of Wilmington Business Information Limited, a fellow subsidiary and are remunerated by that company and their emoluments are disclosed in the financial statements of that company and are not included in note 5. None of the Company's directors are members of the company's pension scheme.

5 Staff costs	2006	2005
	£	£
Wages and salaries	-	1,617,761
Social security costs	-	163,343
Other pension costs	-	49,123
	<u>-</u>	<u>1,830,227</u>

Average number of employees during the year	Number	Number
Administration	-	2
Distribution	-	29
Sales	-	19
	<u>-</u>	<u>50</u>

6 Taxation	2006	2005
	£	£
Analysis of charge in period		
Current tax		
UK corporation tax on profits of the period	-	184,279
Adjustments in respect of previous periods	-	(121)
	<u>-</u>	<u>184,158</u>
Deferred tax		
Origination and reversal of timing differences	-	1,817
	<u>-</u>	<u>185,975</u>
Tax on profit on ordinary activities	<u>-</u>	<u>185,975</u>

POLYGON MEDIA LIMITED
Notes to the Accounts
for the year ended 30 June 2006

Factors affecting tax charge for period

The differences between the tax assessed for the period and the standard rate of corporation tax are explained as follows

	2006 £	2005 £
Profit on ordinary activities before tax	-	386,538
Standard rate of corporation tax in the UK	30%	30%
Profit on ordinary activities multiplied by the standard rate of corporation tax	-	115,961
Effects of		
Expenses not deductible for tax purposes	-	4,228
Capital allowances for period in excess of depreciation	-	1,594
Goodwill amortisation not deductible for tax	-	62,496
Adjustments to tax charge in respect of previous periods	-	(121)
Current tax charge for period	-	184,158

7 Debtors

	2006 £	2005 As restated £
Amounts owed by group undertakings	226,198	406,980

8 Creditors' amounts falling due within one year

	2006 £	2005 £
Corporation tax	-	184,279

9 Deferred taxation

	2006 £	2005 £
Accelerated capital allowances	-	64,077
Undiscounted provision for deferred tax	-	64,077
Discount	-	(22,125)
Group transfer	-	(41,952)
Discounted provision for deferred tax	-	-

	2006 £	2005 £
At 1 July	-	40,135
Deferred tax charge in profit and loss account	-	1,817
Group transfer	-	(41,952)
At 30 June	-	-

POLYGON MEDIA LIMITED
Notes to the Accounts
for the year ended 30 June 2006

10 Share capital			2006	2005
			£	£
Authorised				
A Ordinary shares of £1 each			150,000	150,000
B Ordinary shares of £1 each			50,000	50,000
			<u>200,000</u>	<u>200,000</u>
	2006	2005	2006	2005
	No	No	£	£
Allotted, called up and fully paid				
A Ordinary shares of £1 each	150,000	150,000	150,000	150,000
B Ordinary shares of £1 each	50,000	50,000	50,000	50,000
			<u>200,000</u>	<u>200,000</u>
11 Profit and loss account			2006	2005
			£	As restated £
At 1 July			226,198	225,635
(previously £26,198 before prior year adjustment of £200,000)				
Profit for the financial year			-	200,563
Dividends			(200,000)	(200,000)
			<u>26,198</u>	<u>226,198</u>
At 30 June				
12 Dividends			2006	2005
			£	£
Dividends for which the company became liable during the year				
Dividends paid			<u>200,000</u>	<u>200,000</u>
13 Reconciliation of movement in shareholders' funds			2006	2005
			£	As restated £
At 1 July			426,198	425,635
(Previously £226,198 before prior year adjustment of £200,000)				
Profit for the financial year			-	200,563
Dividends			(200,000)	(200,000)
			<u>226,198</u>	<u>426,198</u>
At 30 June				

14 Prior year adjustment

Following the introduction of FRS 21 'Events after the balance sheet date' dividends are now recognised when paid rather than when proposed. This has resulted in a prior year adjustment and accordingly opening reserves at 1 July 2005 have been increased by £200,000.

POLYGON MEDIA LIMITED
Notes to the Accounts
for the year ended 30 June 2006

15 Contingent liabilities

The company has provided Barclays Bank plc with an unlimited cross guarantee with fellow wholly owned subsidiaries of Wilmington Group plc in respect of a net £10 million overdraft facility available to these companies. At 30 June 2006 the company had a gross contingent liability of £4,548,328 (2005 £7,414,936) in respect of this facility, although the net liability was £nil (2005, £nil).

The company has also entered into a cross guarantee in respect of a committed bank facility of £25,000,000 expiring in September 2008. At the year end, the company had a contingent liability of £16,000,000 (2005 £10,000,000) in respect of a draw down of this facility.

16 Controlling party

The company is controlled by Wilmington Media Limited. The directors regard Wilmington Group plc, a company registered in England and Wales, as the company's ultimate parent undertaking. Copies of the accounts of Wilmington Group plc, the smallest and largest group for which consolidated accounts are prepared, may be obtained from the registered office at Paulton House, 8 Shepherdess Walk, London N1 7LB.