

Archant Central Scotland Limited

4258700

Report and Accounts

31 December 2003



Archant Central Scotland Limited

Registered No. 4258200

DIRECTORS

J A Fry
A D Jeakings
J O Ellison

SECRETARY

J O Ellison

AUDITORS

Ernst & Young LLP
Compass House
80 Newmarket Road
Cambridge
CB5 8DZ

SOLICITORS

Eversheds
Holland Court
The Close
Norwich
NR1 4DX

REGISTERED OFFICE

Prospect House
Rouen Road
Norwich
NR1 1RE

Archant Central Scotland Limited

DIRECTORS' REPORT

The directors present their report and the audited financial statements for the year ended 31 December 2003.

PRINCIPAL ACTIVITY AND REVIEW OF BUSINESS

The principal activity of the company is to own and licence newspaper titles.

In September 2003, the company granted a 20 year trademark licence to Archant Regional Limited allowing it to publish the company's newspaper titles.

DIRECTORS AND THEIR INTERESTS

The directors who held office during the year were as follows :

J O Ellison
J A Fry
A D Jeakings

Mr J A Fry and Mr A D Jeakings were also directors of the holding company at 31 December 2003 and have declared their interests in the shares of the holding company in that company's accounts.

Mr J O Ellison had the following interests in the shares of the holding company:

| | at 31 December 2002 | at 31 December 2003 |
|-----------------------------|---------------------|---------------------|
| Ordinary shares of 20p each | 12,180 | 15,577 |

Archant Central Scotland Limited

DIRECTORS' REPORT

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

Company law requires the directors to prepare financial statements 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 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 ;

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 the financial statements comply with the above requirements.

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. 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.

AUDITORS

Ernst & Young LLP will be re-appointed as the company's auditor in accordance with the elective resolution passed by the company under section 386 Companies Act 1985.

By order of the board



J O Ellison
Secretary

19 July 2004

Independent auditors' report to the members of Archant Central Scotland Limited

We have audited the company's financial statements for the year ended 31 December 2003 which comprise the Profit and Loss Account, Balance Sheet and the related notes 1 to 11. These financial statements have been prepared on the basis of 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

As described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards.

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

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 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.

Basis of audit opinion

We conducted our audit in accordance with United Kingdom 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 as at 31 December 2003 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Ernst & Young LLP
Registered Auditor
Cambridge
19 July 2004

Archant Central Scotland Limited

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2003

| | | Year ended 31 December 2003 £ | Period 24 July 2001 to 31 December 2002 £ |
|--|---|--|---|
| TURNOVER | | - | - |
| Operating costs | | - | - |
| OPERATING PROFIT | | - | - |
| Non-operating exceptional item | 2 | 5,299,927 | - |
| Interest receivable | 3 | 81,097 | - |
| PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION | | 5,381,024 | - |
| Tax on profit on ordinary activities | 4 | (24,329) | - |
| PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION | | 5,356,695 | - |
| Dividends | 5 | (144,617) | - |
| PROFIT RETAINED FOR THE FINANCIAL YEAR | 8 | 5,212,078 | - |

The profit for the financial year includes all recognised gains and losses in the year.

There is no difference between the profits calculated on an historical cost basis and those presented above.

The notes on pages 8 to 10 form part of these financial statements.

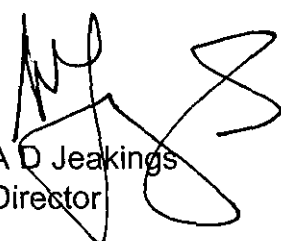
Archant Central Scotland Limited

BALANCE SHEET

at 31 December 2003

| | Notes | 2003 £ | 2002 £ |
|-----------------------------------|-------|------------------|------------|
| INTANGIBLE FIXED ASSETS | | | |
| Newspaper titles | 6 | 26 | 99 |
| CURRENT ASSETS | | | |
| Debtors - inter company balances | | | |
| falling due in less than one year | | 1 | 1 |
| falling due in more than one year | | 5,236,480 | - |
| CURRENT LIABILITIES | | | |
| Corporation tax payable | | (24,329) | - |
| NET ASSETS | | <u>5,212,178</u> | <u>100</u> |
| CAPITAL AND RESERVES | | | |
| Called up share capital | 7 | 100 | 100 |
| Profit and loss account | 8 | 5,212,078 | - |
| EQUITY SHAREHOLDERS' FUNDS | 8 | <u>5,212,178</u> | <u>100</u> |

These financial statements were approved by the Board of Directors
on 19 July 2004 and are signed on their behalf by:


A D Jeakings
Director

Archant Central Scotland Limited

NOTES TO THE FINANCIAL STATEMENTS AT 31 DECEMBER 2003

1 ACCOUNTING POLICIES

(a) Accounting convention

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

(b) Intangible fixed assets

The newspaper titles acquired from a fellow subsidiary on 1 March 2002 are stated at cost. Based on past transactions within the Group, supported by a comparative view of similar transaction values within the newspaper industry, the age of the acquired titles, and plans to develop these titles, the directors consider the lives of these assets to be indefinite. The carrying values of the assets are not subject to annual amortisation, but are reviewed annually for any diminution in carrying values.

2 NON-OPERATING EXCEPTIONAL ITEM

| | Year ended 31 December 2003 £ | Period 24 July 2001 to 31 December 2002 £ |
|--|--|---|
| Profit on the grant of a trademark licence | 5,299,927 | - |

3 INTEREST RECEIVED

| | Year ended 31 December 2003 £ | Period 24 July 2001 to 31 December 2002 £ |
|--------------------------------|--|---|
| Interest on inter company loan | 81,097 | - |

4 TAXATION ON PROFIT ON ORDINARY ACTIVITIES

| | Year ended 31 December 2003 £ | Period 24 July 2001 to 31 December 2002 £ |
|-------------------------------|--|---|
| UK corporation tax Current | 24,329 | - |

Factors affecting the tax charge

The tax assessed on the profit on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 30% (2002 - 30%). The differences are reconciled below:

| | | |
|--|-------------|---|
| Profit on ordinary activities before tax | 5,381,024 | - |
| Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 30% (2002 - 30%) | 1,614,307 | - |
| Non-taxable income | (1,589,978) | - |
| | 24,329 | - |

NOTES TO THE FINANCIAL STATEMENTS AT 31 DECEMBER 2003

5 DIVIDENDS

| | Year ended 31 December 2003 £ | Period 24 July 2001 to 31 December 2002 £ |
|-----------------------|--|---|
| Interim dividend paid | 144,617 | - |

6 INTANGIBLE FIXED ASSETS

| | 2003 £ | 2002 £ |
|--|-----------|-----------|
| Newspaper titles at cost | | |
| At 1 January 2003 (24 July 2001) | 99 | - |
| Inter group acquisition | - | 99 |
| Disposal - grant of a licence | (73) | - |
| At 31 December 2003 (31 December 2002) | 26 | 99 |

7 SHARE CAPITAL

| | 2003 £ | 2002 £ |
|---|-----------|-----------|
| Authorised | | |
| 100 ordinary shares of £1 each | 100 | 100 |
| Allotted, called up and fully paid | | |
| 100 ordinary shares of £1 each | 100 | 100 |

8 RECONCILIATION OF SHAREHOLDERS' FUNDS AND MOVEMENTS ON RESERVES

| | Share capital £ | Profit and loss account £ | Total shareholders' funds £ |
|--|-----------------------|------------------------------------|--------------------------------------|
| Share issued on incorporation | 1 | - | 1 |
| Shares issued to acquire newspaper titles | 99 | - | 99 |
| At 31 December 2002 | 100 | - | 100 |
| Profit for the year | - | 5,356,695 | 5,356,695 |
| Dividends paid | - | (144,617) | (144,617) |
| At 31 December 2003 | 100 | 5,212,078 | 5,212,178 |

NOTES TO THE FINANCIAL STATEMENTS AT 31 DECEMBER 2003

9 RELATED PARTY TRANSACTIONS

Advantage has been taken of the exemption in paragraph 3 of FRS8 "Related Party Disclosures" not to disclose transactions with entities that are part of the Archant Limited group and its associates.

10 STATEMENT OF CASH FLOWS

The statement of cash flows has been incorporated within the consolidated financial statements of Archant Limited.

11 ULTIMATE PARENT UNDERTAKING

At 31 December 2003, the parent undertaking for which group financial statements were drawn up and of which the company was a member was Archant Limited, registered in England and Wales. Copies of that company's financial statements can be obtained from The Registrar, Companies House, Crown Way, Maindy, Cardiff.