

Emap Performance (Holdings) Limited

Financial Statements



For the year ended 31 March 2004

Company Registered No. 4327363

Emap Performance (Holdings) Limited
Index to the Financial Statements
For the year ended 31 March 2004

Page

1	Board of Directors and Officials
2- 3	Directors' Report
4	Independent Auditors' Report
5	Profit and Loss Account
6	Balance Sheet
7-10	Notes to the Accounts

Emap Performance (Holdings) Limited

Board of Directors and Officials

Directors	G W Hughes A B Phillips
Company Secretary	N Giles
Registered Office	Wentworth House Wentworth Street Peterborough PE1 1DS
Company Number	4327363
Auditors	PricewaterhouseCoopers LLP No 1 Embankment Place LONDON WC2N 6RH

Emap Performance (Holdings) Limited

Directors' Report

For the year ended 31 March 2004

The directors submit their report and accounts for the year ended 31 March 2004.

Results and dividends

The loss for the period after taxation amounted to £15,951,000 (2003: profit of £15,477,077). The interim dividend is £nil (2003: £9,000,000).

Review of the business and future developments

The company's principal activity is, and it is intended will continue to be, an investment holding company.

Directors and their interests

The current directors are shown on page 1. The directors who served during the year were:

G W Hughes

A B Phillips

The directors have no interest in the share capital of the company.

G W Hughes is a director of Emap plc, the ultimate parent company, and his interests in the share capital and share options of Emap plc are disclosed in that company's accounts.

The interests of A B Phillips in the share capital of the ultimate parent company, Emap plc, at the date of incorporation and the end of the year were as follows:

	Ordinary shares in issue	
	At 1 April 2003	At 31 March 2004
A B Phillips	718	1,133

	Ordinary shares under option			
	At 1 April 2003	Granted in year	Lapsed / exercised in year	At 31 March 2004
A B Phillips	63,955	-	-	63,955

	Executive Share Plan under Trust			
	At 1 April 2003	Allocated in year	Released / rescinded in year	At 31 March 2004
A B Phillips	2,628	-	-	2,628

Emap Performance (Holdings) Limited

Directors' Report

For the year ended 31 March 2004

Statement of Directors' responsibilities

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. 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 March 2004 and that applicable accounting standards have been followed.

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.

Insurance of directors

Throughout the year Directors' and Officers' liability insurance has been maintained by the ultimate parent company, Emap plc.

Auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office. The Company has elected under section 386 of the Companies Act 1985 not to re-appoint auditors annually. Therefore the auditors, PricewaterhouseCoopers LLP are deemed to be re-appointed for the next financial year.

Signed on behalf of the Board of Directors:



N Giles

Secretary

Approved by the Board on 28th October 2004

Emap Performance (Holdings) Limited

Independent Auditors' Report

For the year ended 31 March 2004

Independent auditors' report to the members of Emap Performance (Holdings) Limited

We have audited the financial statements which comprise the profit and loss account, the balance sheet and the related notes, which have been prepared under the historical cost convention and the accounting policies set out in the statement of accounting policies.

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.

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. This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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. The other information comprises only the directors' report.

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 March 2004 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
London

28th October , 2004

Emap Performance (Holdings) Limited
Profit and Loss Account
For the year ended 31 March 2004

	Notes	2004 £'000	2003 £'000
Income from fixed asset investments		-	30,000
Interest payable and similar charges	8	(22,787)	(20,790)
(Loss)/profit on ordinary activities before taxation		(22,787)	9,210
Tax on (loss)/profit on ordinary activities	3	6,836	6,237
(Loss)/profit on ordinary activities after taxation		(15,951)	15,447
Dividends	4	-	(9,000)
(Deficit absorbed)/profit retained for the year		(15,951)	6,447

(i) There are no recognised gains and losses or historical cost profits and losses other than those stated above.

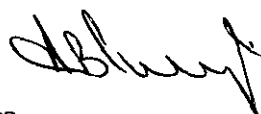
(ii) All activities relate to continuing operations.

(iii) The notes on pages 7 to 10 form part of the financial statements.

Emap Performance (Holdings) Limited
Balance Sheet
At 31 March 2004

	Notes	2004 £'000	2003 £'000
Fixed assets			
Investments	5	447,000	447,000
Current assets			
Debtors	6	36,090	38,254
Creditors: amounts falling due in less than one year	7	(24,119)	(9,000)
Net current assets		11,971	29,254
Total assets less current liabilities		458,971	476,254
Creditors - amounts falling due after more than one year	8	(240,569)	(241,901)
Net assets		218,402	234,353
Capital and reserves			
Called up share capital - equity	9	10	10
Share premium account	10	232,990	232,990
Profit and loss account	10	(14,598)	1,353
Total shareholders' funds	11	218,402	234,353

Signed on behalf of the Board of Directors:



A B Phillips
Director

Approved by the Board on 28th October 2004

The notes on pages 7 to 10 form part of the financial statements.

Emap Performance (Holdings) Limited

Notes to the accounts

For the year ended 31 March 2004

1 Accounting policies

Accounting convention

The accounts have been prepared under the historical cost convention and in accordance with all applicable UK accounting standards. A summary of the principal accounting policies adopted by the directors are set out below.

Group accounts

Group accounts have not been prepared as permitted by section 228(1) of the Companies Act 1985.

Fixed asset investments

Investments in group undertakings are stated at cost less provision for permanent diminution in value.

Convertible Debt

Convertible debt is stated at the fair value of the consideration received upon issue, less the amount of issue costs. Thereafter, the difference between that amount and the total payments required to be made under the debt (interest and repayment of principal) represents the total finance cost, which is charged to the profit and loss account at a constant rate on the carrying amount over the term of the debt, on the assumption that the debt will never be converted. The carrying value of the debt is increased annually by the amount of the finance cost relating to that period, and reduced by the amount of payments made.

Cash flow statement

The company has taken advantage of the exemption provided by Financial Reporting Standard (FRS) 1 (Revised) "Cash flow statements" not to prepare a cash flow statement. A consolidated group cash flow statement, which includes the cash flows of the company can be found in the accounts of the ultimate parent company, Emap plc.

2 Operating profit

The audit fee was borne by Emap plc.

The company employed no staff during the period other than the directors (2003: nil). None of the directors received any payment for their services as directors of the company.

3 Tax on profit on ordinary activities

	2004 £'000	2003 £'000
Corporation tax - group relief payment received for losses at 30% (2003: 30%)	6,836	6,237

The difference between tax as per the financial statements and tax at the UK nominal rate is explained below:

	2004 £'000	2003 £'000
(Loss)/profit before tax	(22,787)	9,210
Tax credit/(charge) at 30%	6,836	(2,763)
Non taxable income	-	9,000
Current tax credit for the year	6,836	6,237

Emap Performance (Holdings) Limited

Notes to the accounts

For the year ended 31 March 2004

4 Dividends

	2004 £'000	2003 £'000
Proposed dividend	-	9,000

5 Fixed asset investments

	Subsidiaries £'000
At 1 April 2003 and 31 March 2004	447,000

Fixed asset investments represent the company's 100% holding in the ordinary share capital of Emap Performance Limited, a company registered in England and Wales.

6 Debtors

	2004 £'000	2003 £'000
Amounts owed by ultimate parent undertaking	6,836	8,254
Amounts owed by fellow subsidiary undertakings	29,254	30,000
	36,090	38,254

7 Creditors: amounts falling due within one year

	2004 £'000	2003 £'000
Dividend payable to parent undertaking	-	9,000
Convertible loan notes (see note 8)	24,119	-
	24,119	9,000

8 Creditors - amounts falling due after more than one year

Amounts owed to group undertakings

	£'000
Convertible loan notes - maturity in more than 5 years	
At 1 April 2003	241,901
Finance cost in the period	22,787
Less: amounts falling due within one year	(24,119)
At 31 March 2004	240,569

The company issued, on 23 November 2001, a loan note in the sum of £251,764,705 (principal amount) for an issue price of £214,000,000. The loan note gives the holder the right to subscribe for preference shares at the rate of one £1 preference share, for each £1 of the principal amount on 23 November in each year from and including 23 November 2003. The subscribed number at each of these points in time will be equal to the liability the loan note stands at in the accounts of the company at that date.

The final redemption date is 23 November 2031 at which time the company will pay the holder, unless previously repaid or converted, the full principal amount.

Emap Performance (Holdings) Limited
Notes to the accounts
For the year ended 31 March 2004

9 Called up share capital - equity

The company's share capital at 1 April 2003 and at 31 March 2004 comprised:

	Authorised No. ('000)	Allotted, issued and fully paid £'000
Ordinary shares of £1 each	100	10
Preference shares of £1 each	260,000	-

Holders of £1 preference shares are entitled to a cumulative preferential dividend equal to the preferential dividend rate as defined in the Company's articles of association in respect of each year or part year ending on 23 November and proportionately for any part of a year from the date of issue of the relevant preference share. They are also entitled in priority to any payment to the holders of any other class of shares to the repayment of £1 per share together with all accrued but unpaid preference dividends thereon up to but not including the date of such return of capital.

There are no further rights of participation in the profits or assets of the company and preference share holders have no rights to receive notice of, attend, speak or vote at any general meeting of the Company, except where the resolution proposed is one abrogating, varying or modifying any of the rights or privileges of the holders of the preference shares. They then only have rights in respect of that particular resolution.

10 Reserves

	Share Premium £'000	Profit & Loss account £'000
At 1 April 2003	232,990	1,353
Loss for the year	-	(15,951)
At 31 March 2004	232,990	(14,598)

11 Reconciliation of movement on shareholders' funds

	£'000
At 1 April 2003	234,353
Loss for the year	(15,951)
At 31 March 2004	218,402

Emap Performance (Holdings) Limited
Notes to the accounts
For the year ended 31 March 2004

12 Related party transactions

Transactions with other companies within the group are not disclosed as the company has taken advantage of the exemption available under FRS 8 "Related Party Disclosures".

13 Ultimate parent company

The ultimate parent company of the group of undertakings for which group financial statements are drawn up of which the company is a member is Emap plc, registered in England and Wales. Copies of Emap plc's financial statements can be obtained from Wentworth House, Wentworth Street, Peterborough, PE1 1DS.