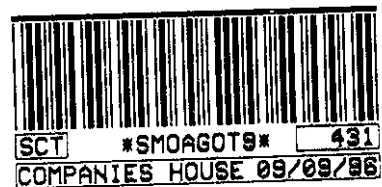


CALEDONIAN OFFSET LIMITED

Registered No. SC/70049

Directors' Report and Accounts
31 December 1995



Registered No. SC/70049

DIRECTORS' REPORT

The directors present their report and statement of accounts for the period from 1st January 1995 to 31st December 1995.

REVIEW OF BUSINESS AND FUTURE DEVELOPMENTS:

During the period the company has not traded and consequently has made neither a profit nor a loss. The Directors do not anticipate any change in this arrangement in the Company's activities in the foreseeable future.

DIRECTORS

The directors holding office during the year were as follows:

| | |
|-----------------|----------------------------|
| Mr S.J.H. Coles | (appointed 5 January 1996) |
| Mr T.E. Dyer | (appointed 5 January 1996) |
| Ms A. Russell | (appointed 5 January 1996) |
| Mr J.D.M. Hill | (resigned 31 January 1996) |
| Mr A.W. Brindle | (resigned 4 January 1996) |

No director had any beneficial interest in the shares of the company.

By Order of the Board



Angela Russell
Director

Registered Office:

Dundas & Wilson, CS, Solicitors
Saltire Court
20 Castle Terrace
Edinburgh EH1 2EN

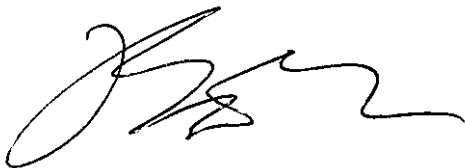
Dated: 3 September 1996

CALEDONIAN OFFSET LIMITED
BALANCE SHEET - 31 DECEMBER 1995

| | <u>1995</u> | <u>1994</u> |
|---|-----------------|-----------------|
| CURRENT LIABILITIES | | |
| Creditors - Amounts falling due within one year:- | | |
| Amount owing to parent company | <u>(97,724)</u> | <u>(97,724)</u> |
| CAPITAL AND RESERVES | | |
| Called up share capital (note 1) | 100 | 100 |
| Profit and loss account - Debit Balance | <u>(97,824)</u> | <u>(97,824)</u> |
| | £ (97,724) | £ (97,724) |
| | ===== | ===== |

The company was dormant for the period 1 January 1995 to 31 December 1995, within the meaning of Section 250 of the Company Act 1985.

APPROVED BY THE BOARD
AND SIGNED ON ITS BEHALF



T.E. Dyer
Director

Dated: 3 September 1996

The notes on page 3 form part of these accounts.

CALEDONIAN OFFSET LIMITED

NOTES TO THE ACCOUNTS - 31 DECEMBER 1995

1. SHARE CAPITAL

Authorised, Allotted, Called Up and Fully Paid

| Ordinary Shares of £1 each | <u>1995</u> | <u>1994</u> |
|-------------------------------|-------------|-------------|
| | 100 | 100 |

2. DIRECTORS EMOLUMENTS

No Director received any emoluments in respect of management services during the year.

3. COMPANY STATUS

The company is a close company within the meaning of Section 414 of the Income and Corporation Taxes Act 1988. Within the meaning of the Companies Act 1985 Thomson Investments Limited ("TIL") is regarded by the directors of the company as being the company's ultimate parent company. Within the meaning of the said Act The Thomson Corporation ("TTC") is the parent undertaking of the largest group of undertakings for which group accounts are drawn up and of which the company is a member and Thomorg No 1401 Limited ("1401") is the parent undertaking of the smallest such group of undertakings for which group accounts are drawn up and of which the company is a member. TIL and TTC are incorporated under the laws of the Province of Ontario, Canada. 1401 is incorporated in England and Wales.

Copies of the TTC and 1401 annual reports are available from:
First Floor, The Quadrangle, 180 Wardour Street, London W1A 4YG.