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COMPANY NUMBER 2365739

REGIONS PUBLISHING LIMITED

Financial Statements

Year ended 31 December 1998

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Annual report and financial statements for the year ended 31 December 1998

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Directors

E.S. Bekheit

J.P. Bekheit

Secretary and Registered Office

E.S. Bekheit 3 Richmond Buildings London WIV 5AE

Company Number

2365739

Auditors

BDO Stoy Hayward Willoughby House 439 Richmond Road Nr Richmond Bridge Middlesex TW1 2HA

DIRECTÓRS' REPORT Year ended 31 December 1998

The directors submit their report and financial statements for the year ended 31 December 1998.

PRINCIPAL ACTIVITY

Throughout the year the principal activity of the company was magazine publishing.

RESULTS

The profit and loss account is set out on page 4 and shows the profit for the year.

DIRECTORS

The directors of the company during the year and their beneficial interests in the ordinary shares of the company are as follows:

	31 December 1998	1 January 1998	
E.S. Bekheit	99	99	
J.P. Bekheit	1	1	

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. 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;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements 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 financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking steps for the prevention and detection of fraud and other irregularities.

DIRECTORS' REPORT (continued) Year ended 31 December 1998

YEAR 2000 COMPLIANCE

As is well known, many computer and digital storage systems express dates using only the last two digits of the year and will thus require modification or replacement to accommodate the year 2000 and beyonjd in order to avoid malfunctions and resulting widespread commercial disruption. This is a complex and pervasive issue. The operation of our business depends not only on our own computer systems, but also to some degree on those of our suppliers and customers. This could expose us to further risk in the event that there is a failure by other parties to remedy their own year 2000 issues.

A programme designed to address the year 2000 on our business has been commissioned and is under way. Once this phase is completed we can assess they likely impact on our activities and develop priortised action plans, with estimated costs, to deal with the key risks.

AUDITORS

BDO Stoy Hayward have expressed their willingness to continue in office and a resolution to re-appoint them will be proposed at the annual general meeting.

SMALL COMPANIES EXEMPTION

Marla.

This directors' report has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

By order of the board

E.S. BEKHEIT

Secretary

Date: 6 April 1999

REPORT'OF THE AUDITORS

To the members of Regions Publishing Limited

We have audited the financial statements on pages 4 to 8 which have been prepared under the accounting policies set out on page 6.

Respective responsibilities of directors and auditors

As described on page 1 the company's directors are responsible for the preparation of the financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and report our opinion to you.

Basis of 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 as at 31 December 1998 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

BDO STOY HAYWARD

Chartered Accountants and Registered Auditors

BDO Soy Hayward

RICHMOND UPON THAMES

Date: 6 April 1999

PROFIT AND LOSS ACCOUNT Year ended 31 December 1998

	Note	1998 £	1997 £
TURNOVER	2	234,507	300,977
Cost of sales		119,847	150,905
GROSS PROFIT		114,660	150,072
Administrative expenses		92,162	112,300
OPERATING PROFIT		22,498	37,772
Interest receivable		20,374	13,539
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	3	42,872	51,311
Tax on profit on ordinary activities	5	10,287	11,529
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION AND AMOUNT TRANSFERRED TO RESERVES	10	32,585	39,782

All amounts relate to continuing activities.

All recognised gains and losses are included in the profit and loss account.

The notes on pages 6 to 8 form part of these financial statements.

BALANCÈ SHEET 31 December 1998

		19	98	19	97
FIXED ASSETS	Note	£	£	£	£
Tangible assets	6		3,250		3,479
CURRENT ASSETS					
Debtors Cash at bank and in hand	7	3,852 314,381		10,534 239,463	
CREDITORS: amounts falling due within	0	318,233		249,997	
one year NET CURRENT ASSETS	8	131,640	186,593	96,218	153,779
TOTAL ASSETS LESS CURRENT LIABILITIES			189,843		157,258
CAPITAL AND RESERVES					
Called up share capital Profit and loss account	9 10		100 189,743		100 157,158
SHAREHOLDERS' FUNDS			189,843		157,258

These financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

These financial statements were approved by the board and signed on its behalf by:

E.S. BEKHEIT

Director

Date of approval: 6 April 1999

The notes on pages 6 to 8 form part of these financial statements.

NOTES ON THE FINANCIAL STATEMENTS 31 December 1998

1 ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared under the historical cost convention and are in accordance with applicable accounting standards.

Depreciation

Fixed assets are depreciated on a straight line basis over their estimated useful lives as follows:

Annual rate

Fixtures, fittings and equipment

25%

Turnover

Turnover represents the total amount receivable in the ordinary course of business for goods sold, after deducting discounts given and credit notes issued.

2 TURNOVER

Turnover and profit on ordinary activities before tax were wholly derived from the principal activity of the company and arose wholly within the UK.

3 PROFIT ON ORDINARY ACTIVITIES BEFORE TAX

	Is stated after charging:	1998 £	1997 £
	Depreciation	3,639	2,980
	Auditors' remuneration	2,500	2,166
	Directors' remuneration	21,447	21,545
	Operating lease rentals:	,	,
	- Land and buildings	4,766	-
	- Other	3,602	220
4	STAFF COSTS		
	Wages and salaries	40,033	34,242
	Social security costs	4,156	3,754
		44,189	37,996

NGTES ON THE FINANCIAL STATEMENTS (continued) 31 December 1998

5	TAX ON PROFIT ON ORDINARY ACTIVITIES	1998 £	1997 £
	UK Corporation tax	10,287	11,529
6	TANGIBLE FIXED ASSETS	Fixtures, fittings and	
		equipment £	
	Cost	~	
	At 1 January 1998 Additions	16,041 3,410	
	At 31 December 1998	19,451	
	Accumulated depreciation		
	At 1 January 1998	12,562	
	Charge for the year	3,639	
	At 31 December 1998	16,201	
	Net book value:		
	At 31 December 1998	3,250	
	At 31 December 1997	3,479	
7	DEBTORS		
	Amounts receivable within one year:	1998 £	1997 £
	Trade debtors Director's loan	1,352	6,034 1,297
	Other debtors	2,500	3,203
		3,852	10,534

The maximum amount outstanding on the director's loan (to Mr E. Bekheit) during the year was £1,297.

NQTES ON THE FINANCIAL STATEMENTS (continued) 31 December 1998

8	CREDITORS		
Ü	Amounts falling due within one year:	1998	1997
		£	£
	Trade creditors	42,239	44,345
	Corporation tax	10,287	11,529
	Other creditors	61,325	40,344
	Directors loan account	17,789	
		131,640	96,218
9	SHARE CAPITAL		
	Authorised		
	1,000 ordinary shares of £1 each	1,000	1,000
	Allotted, called up and fully paid		
	100 ordinary shares of £1 each	100	100
10	RESERVES		
	Profit and loss account		
	At 1 January 1998	157,158	
	Retained profit for the year	32,585	
	At 31 December 1998	189,743	

11 COMMITMENTS UNDER OPERATING LEASES

As at 31 December 1998, the company had annual commitments under non-cancellable operating leases as set out below.

	1998		1997	
	Land and buildings	Other	Land and buildings	Other
Operating leases which expire: In two to five years	£ 14,000	£ 10.544	i.	ž.
in two to five years	14,000			

12 CLOSE COMPANY

The close company provisions of the Income and Corporation Taxes Act 1988 apply to the company.