

DOLPHIN BOOK CLUB LIMITED

REPORT AND ACCOUNTS

FOR THE YEAR ENDED 30 JUNE 2007

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DOLPHIN BOOK CLUB LIMITED
REPORT AND ACCOUNTS
FOR THE YEAR ENDED 30 JUNE 2007

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DOLPHIN BOOK CLUB LIMITED

DIRECTORS AND OFFICERS

DIRECTORS: V Barnsley
G D'Agnes
E Kielbasiewicz

SECRETARY: P Duffy

REGISTERED OFFICE: 77/85 Fulham Palace Road
Hammersmith
LONDON
W6 8JB

AUDITORS: Ernst & Young LLP

COMPANY NUMBER: 706607

DOLPHIN BOOK CLUB LIMITED

[COMPANY NO. 706607]

REPORT OF THE DIRECTORS

The directors present their annual report together with the audited accounts of the company for the year ended 30 June 2007

Results and dividends

The company made neither a profit nor a loss during the year under review (2006 £Nil)

The directors do not recommend the payment of a final dividend (2006 £Nil)

Principal activity, review of the business and future developments

During the year under review the company continued to carry on the business of an investment company and will continue to do so in the forthcoming year

Directors

The names of the directors who held office during the year appear on page 1

REPORT OF THE DIRECTORS (Continued)

Statement of directors' responsibilities

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 of the company for that year. 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, and 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.

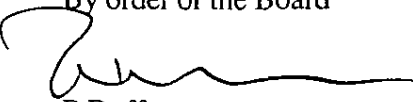
Disclosure to auditors

None of the directors in office at the time these accounts are approved are aware of any relevant audit information of which the company's auditors are unaware. All of the directors have taken all the necessary steps as directors to make themselves aware of any relevant audit information and to establish that the company's auditors are made aware of that information.

Auditors

The company has elected under s386 of the Companies Act 1985 to dispense with the obligation to appoint auditors annually. In accordance with this section Ernst & Young LLP remains in office.

By order of the Board



P Duffy

Secretary

77/85 Fulham Palace Road

Hammersmith

LONDON

W6 8JB

18 April 2008

INDEPENDENT AUDITORS' REPORT

TO THE SHAREHOLDERS OF DOLPHIN BOOK CLUB LIMITED

We have audited the company's financial statements for the year ended 30 June 2007 which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Total Recognised Gains and Losses and the related notes 1 to 7. 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 are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and Accounting Standards (United Kingdom Generally Accepted Accounting Practice) as 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 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, are properly prepared in accordance with the Companies Act 1985 and whether the information given in the Directors' Report is consistent with the financial statements.

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 other transactions is not disclosed.

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 judgments 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.

INDEPENDENT AUDITORS' REPORT

TO THE SHAREHOLDERS OF DOLPHIN BOOK CLUB LIMITED (Continued)

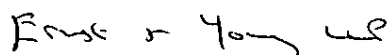
Basis of audit opinion (continued)

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 2007 and of its result 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



Ernst & Young LLP
Registered auditor
Glasgow
18 April 2008

DOLPHIN BOOK CLUB LIMITED

ACCOUNTING POLICIES

Accounting convention

The accounts have been prepared under the historical cost convention and in accordance with applicable accounting standards

Related party transactions

As a subsidiary undertaking of News Corporation, the company has taken advantage of the exemption in Financial Reporting Standard 8 not to disclose transactions with other members of the group headed by News Corporation

DOLPHIN BOOK CLUB LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 30 JUNE 2007**

	NOTE	2007 £	2006 £
Interest receivable	1	1,000,000	1,000,000
Interest payable	2	(1,000,000)	(1,000,000)
Profit on ordinary activities before and after taxation and for the financial year	6	- =====	- =====

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

There are no recognised gains or losses nor profit attributable to the shareholders of the company for the financial periods ending 30 June 2007 and 30 June 2006

The accompanying notes are an integral part of this profit and loss account

DOLPHIN BOOK CLUB LIMITED

**BALANCE SHEET
AT 30 JUNE 2007**

	NOTE	2007 £	2006 £
Current assets			
Debtors	4	10,635,616	10,635,616
Creditors			
Amounts falling due after more than one year	5	(10,000,000)	(10,000,000)
Net assets		<u>635,616</u> =====	<u>635,616</u> =====
Equity capital and reserves			
Called-up share capital	6	100	100
Profit and loss account	6	635,516	635,516
Equity shareholders' funds		<u>635,616</u> =====	<u>635,616</u> =====

The accompanying notes are an integral part of this balance sheet

These accounts were approved by the Board of Directors on 18 April 2008 and signed on their behalf by

E. 

E KIELBASIEWICZ

DIRECTOR

DOLPHIN BOOK CLUB LIMITED

**NOTES TO THE ACCOUNTS
FOR THE YEAR ENDED 30 JUNE 2007**

1. Interest receivable

	2007	2006
	£	£
Interest on amounts due from parent undertaking	1,000,000	1,000,000
	<u>=====</u>	<u>=====</u>

2. Interest payable

	2007	2006
	£	£
Interest on loan stock	1,000,000	1,000,000
	<u>=====</u>	<u>=====</u>

3. Tax on profit on ordinary activities

No corporation tax arises in respect of 2007 or 2006

4. Debtors

	2007	2006
	£	£
Amounts due from parent undertaking	10,635,616	10,635,616
	<u>=====</u>	<u>=====</u>

DOLPHIN BOOKCLUB LIMITED

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 30 JUNE 2007 (Continued)

5. Creditors: amounts falling due after more than one year

	2007	2006
	£	£
10% loan stock	10,000,000	10,000,000
	=====	=====

The stockholders have issued an undertaking that no redemption will be called within the next twelve months. Interest on the loan stock is payable by half yearly instalments in arrears.

6. Called-up equity share capital

	Number	2007 Value £	Number	2006 Value £
Authorised, allotted, issued and fully paid:				
Ordinary shares of £1 each	100	100	100	100
	===	===	===	===

Share capital, movement on reserves and reconciliation of movements in shareholders' funds

	Share capital £	Profit and loss account £	Total shareholders' Funds £
Balance at 1 July 2006 and 30 June 2007	100	635,516	635,616
	===	=====	=====

DOLPHIN BOOKCLUB LIMITED

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 30 JUNE 2007 (Continued)

7. Ultimate parent company

The ultimate parent company is News Corporation, a company incorporated in Delaware, United States of America

The largest group in which the results of Dolphin Book Club Limited are consolidated is that headed by News Corporation, incorporated in Delaware, United States of America, whose principal place of business is at 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808. The consolidated accounts of News Corporation are available to the public and may be obtained from News International Limited, PO Box 495, Virginia Street, London, E1 9XY

The smallest group in which they are consolidated is that headed by Newscorp Investments, a company incorporated in England. The consolidated accounts of Newscorp Investments are available to the public and may be obtained from News International Limited, PO Box 495, Virginia Street, London, E1 9XY