

REGISTRAR OF COMPANIES

CASSIS PUBLISHING COMPANY LIMITED

REPORT AND ACCOUNTS

**FOR THE YEAR ENDED
31ST DECEMBER 1996**

Miell and Company
Registered Auditor
Cranbrook House
287-291 Banbury Road, Oxford
OX2 7JQ

**COMPANY REGISTRATION NUMBER:
856435**



CASSIS PUBLISHING COMPANY LIMITED

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CASSIS PUBLISHING COMPANY LIMITED

OFFICERS AND ADMINISTRATION

DIRECTORS

D Spence
Ms J Stevens
P A Smith (appointed 1st July 1996)

SECRETARY

Ms J Stevens

REGISTERED OFFICE

RealPage House
Abingdon Science Park
Barton Lane
Abingdon
Oxfordshire
OX14 3NB

COMPANY REGISTRATION NUMBER

856435

AUDITORS

Miell and Company
Cranbrook House
287-291 Banbury Road
Oxford
OX2 7JQ

CASSIS PUBLISHING COMPANY LIMITED

DIRECTORS' REPORT

The directors present their report together with the audited accounts for the year ended 31st December 1996.

ACTIVITIES AND REVIEW OF THE BUSINESS

The directors have continued to pursue opportunities for publishing activities in which they have considerable experience.

The directors have negotiated a publishing agreement with a provider of sponsored medical information for use in the Health Care Industry.

RESULTS AND DIVIDENDS

The financial results are set out on page 6.

The directors do not recommend the payment of a dividend.

DIRECTORS

The following directors held office during the year and their interests, including family interests in the shares of the company at the year end were as follows:

	1996	1995
	Ordinary Shares of £1 each	
D Spence (Nominee)	1	1
Ms J Stevens	-	-
Mrs P A Smith (Appointed 1st July 1996)	-	n/a

The interests of the directors in the holding company at the year end were as follows:-

	1996	1995
	Ordinary Shares of £1 each	
D Spence	24000 (96%)	24000 (96%)
Ms J Stevens	500 (2%)	500 (2%)
Mrs P A Smith (Appointed 1st July 1996)	500 (2%)	n/a

TAX STATUS

The company is a close company within the meaning of the Income and Corporation Taxes Act 1988.

CASSIS PUBLISHING COMPANY LIMITED

DIRECTORS' REPORT - Continued

AUDITORS'

The auditors Miell and Company have expressed their willingness to continue in office, and in accordance with section 385 of the Companies Act 1985 a resolution proposing their re-appointment will be submitted at the General Meeting at which these accounts are presented.

SPECIAL EXEMPTIONS

The report of the directors 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

A handwritten signature in black ink, appearing to be 'J Stevens', written in a cursive style.

Ms J STEVENS

SECRETARY

CASSIS PUBLISHING COMPANY LIMITED

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. In preparing those financial statements, the directors are required to:

1. Select suitable accounting policies and then apply them consistently;
2. Make judgements and estimates that are reasonable and prudent;
3. 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 reasonable steps for the prevention and detection of fraud and other irregularities.

CASSIS PUBLISHING COMPANY LIMITED

AUDITORS' REPORT

TO THE SHAREHOLDERS OF CASSIS PUBLISHING COMPANY LIMITED

We have audited the financial statements on pages 6 to 9 which have been prepared in accordance with the accounting policies set out on page 8.

Respective responsibilities of directors and auditors

As described on page 4 the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to 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 have also evaluated the overall adequacy of the presentation of information in the financial statements.

Fundamental uncertainty

The company is dependent on the continued support of its holding company, Grantcole Limited, (formerly Journals Oxford Limited). On the basis that this will continue these financial statements have been prepared on a going concern basis. Our opinion is not qualified in this respect.

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31st December 1996 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

OXFORD

31st October '97

Miell and Company
MIELL AND COMPANY
REGISTERED AUDITOR

CASSIS PUBLISHING COMPANY LIMITED

PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31ST DECEMBER 1996

	1996 £	1995 £
TURNOVER - Continuing operations	184399	241252
Cost of sales	-	-
GROSS PROFIT	184399	241252
Administrative expenses	157767	49535
OPERATING PROFIT - Continuing operations (Note 2)	26632	191717
Taxation based on profits for the year	6467	-
Taxation adjustment in respect of previous year	56615	-
RETAINED (LOSS)/PROFIT FOR THE YEAR	(36450)	191717
Balance brought forward	(675351)	(867068)
Balance carried forward	(711801)	(675351)

The above account includes all recognised gains and losses in the year.

CASSIS PUBLISHING COMPANY LIMITED

BALANCE SHEET
AT 31ST DECEMBER 1996

		1996 £	1995 £
FIXED ASSETS			
Tangible assets	(Note 3)	34163 =====	- =====
CURRENT ASSETS			
Debtors	(Note 4)	209200	237264
Cash at bank		8716 -----	28449 -----
		217916	265713
CURRENT LIABILITIES			
Creditors: Amounts falling due within one year	(Note 5)	(963780) -----	(940964) -----
NET CURRENT LIABILITIES		(745864) =====	(675251) =====
TOTAL ASSETS LESS CURRENT LIABILITIES		(711701) =====	(675251) =====
CAPITAL AND RESERVES			
Called up share capital	(Note 6)	100	100
Profit and loss account		(711801) -----	(675351) -----
		(711701) =====	(675251) =====

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

These accounts were approved at a
Board Meeting on 28/10/97

Directors: P. A. Smith

[Signature]

NOTES TO THE ACCOUNTS
FOR THE YEAR ENDED 31ST DECEMBER 1996

1. ACCOUNTING POLICIES

These accounts have been prepared under the historical cost convention.

TURNOVER

Turnover represents the value of goods and services provided, stated net of valued added tax.

GOING CONCERN

The accounts have been drawn up on the going concern basis. This basis may not be appropriate because at 31st December 1996 the liabilities of the company exceeded its assets by £711701. If this basis were not appropriate adjustments would have to be made to reclassify fixed assets as current assets, to reduce the value of assets to their recoverable amount and to provide for any further liabilities that might arise. The company is reliant on the continued support of its holding company and, on the assumption that this support will continue, it is felt reasonable to prepare the accounts on the going concern basis.

DEPRECIATION

Depreciation has been provided as fixed assets at rates calculated so as to write off the cost less residual value over the estimated useful life.

Office equipment	-	Reducing balance basis at 35% per annum
Motor vehicles	-	Reducing balance basis at 25% per annum

PENSIONS

The company operates a non contributing money purchase pension scheme for directors. The scheme funds are administered by trustees and are independent of the company's finances. Contributions are charged against profit in the year in which they are made.

2. OPERATING PROFIT

Operating profit is stated:	1996	1995
After charging:	£	£
Directors' emoluments - Salary	61880	-
- Pension contributions	9066	-
- Benefits in kind	7400	-
Depreciation of owned assets	5748	-
Auditors' remuneration	1478	450
	=====	=====

3. TANGIBLE ASSETS

	Motor vehicles £	Office equipment £	Total £
Additions	34932	4979	39911
Depreciation in year and at 31/12/96	4366	1382	5748
	-----	-----	-----
WDV at 31/12/96	30566	3597	34163
	=====	=====	=====

NOTES TO THE ACCOUNTS
FOR THE YEAR ENDED 31ST DECEMBER 1996 - Continued

4. DEBTORS	1996 £	1995 £
Trade debtors	209025	237263
Prepayments	174	-
Amounts owed by group companies	1	1
	-----	-----
	209200	237264
	=====	=====
5. CREDITORS: Amounts falling due within one year	1996 £	1995 £
Trade creditors	4509	53849
Amounts owed to group companies	858091	858091
Other taxes and social security	28664	23570
Accruals	9433	5454
Corporation tax	63083	-
	-----	-----
	963780	940964
	=====	=====
6. CALLED UP SHARE CAPITAL	1996 £	1995 £
AUTHORISED, ISSUED AND FULLY PAID		
Equity ordinary shares of £1 each	100	100
	=====	=====

7. ULTIMATE HOLDING COMPANY

Grantcole Limited (formerly Journals Oxford Limited), a company incorporated in England, is the Company's ultimate holding company.

8. RELATED PARTY TRANSACTIONS

During the year the company paid consultancy fees to its holding company Grantcole Limited (formerly Journals Oxford Limited). These fees totalled £52714 and were in respect of work undertaken on the company's behalf by the directors and staff of Grantcole Limited. Over the same period fees totalling £71806 were charged to Grantcole Limited in respect of work undertaken by directors and staff of the Company.

In addition serviced accommodation fees from Grantcole Limited totalled £2400.

9. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	1996 £	1995 £
(Loss)/profit for the year	(36450)	191717
Opening shareholders funds	(675251)	(866968)
	-----	-----
Closing shareholders funds	(711701)	(675251)
	=====	=====