Report and Financial Statements

28 September 2003

Deloitte & Touche LLP Nottingham A26 *AJXCOTAT* 0477
COMPANIES HOUSE 10/03/04

REPORT AND FINANCIAL STATEMENTS 2003

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OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

A R Goode

(Chairman)

J Dean

(Managing Director)

A R Calvert

(appointed 25 June 2003)

K R J Hayward

M J Heal

C L O'Donnell

SECRETARY

JAL Long

REGISTERED OFFICE

Temple Way Bristol BS99 7HD

SOLICITORS

Foot Anstey Sargent
The Foot & Bowden Building
21 Derry's Cross
Plymouth
Devon
PL1 2SW

BANKERS

National Westminster Bank plc PO Box 34 15 Bishopsgate London EC2P 2AP

AUDITORS

Deloitte & Touche LLP Nottingham

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the year ended 28 September 2003.

PRINCIPAL ACTIVITY

The principal activity of the company is the publishing of newspapers and has remained unchanged since last year.

REVIEW OF BUSINESS AND FUTURE DEVELOPMENTS

Both the level of business and the year end financial position were satisfactory and the directors expect that the present level of activity will be sustained for the foreseeable future.

RESULTS AND DIVIDENDS

The profit after taxation for the financial year of the company amounted to £1,327,000 (2002: £1,360,000). The directors do not recommend a dividend (2002: £34.00 per share) leaving £1,327,000 (2002: £nil) to be transferred to reserves.

DIRECTORS

The names of the current directors of the company, all of whom who held office throughout the year are set out on page 1. In addition, P M Greer resigned on 31 October 2003.

DIRECTORS' INTERESTS

A R J Calvert's interests in the shares of Daily Mail and General Trust plc are disclosed in the accounts of Bristol Evening Post & Press Limited.

No other director of the company had any interests in the shares of any group companies at any time during the year.

No director of the company has or had a discloseable interest in any contract of significance existing during or at the end of the year.

EMPLOYEES

It is the responsibility of the management to encourage the involvement and participation of the employees in the company.

Management makes every effort to ensure regular contact and exchange of information with staff. It is the company's policy to give full and fair consideration to suitable applications from disabled persons for employment. Where employees become disabled in the course of their employment, they will continue to be employed, wherever practicable, in the same job or, if this is not practicable, every effort will be made to find suitable alternative employment and to provide appropriate training.

POLICY AND PRACTICE ON THE PAYMENT OF CREDITORS

The company's policy on supplier payments is to agree to terms of payment at the time of placing an order for goods or services. Unless different terms have been negotiated at the outset, the normal payment terms of the supplier will be accepted. The company makes every effort to abide by the terms agreed with each supplier.

For the year ended 28 September 2003, the average payment period for trade creditors was 40 days (2002: 33 days).

DIRECTORS' REPORT (continued)

AUDITORS

On 1 August 2003, Deloitte & Touche, the Company's auditors transferred their business to Deloitte & Touche LLP, a limited liability partnership incorporated under the Limited Liability Partnerships Act 2000. The Company's consent has been given to treating the appointment of Deloitte & Touche as extending to Deloitte & Touche LLP with effect from 1 August 2003 under the provisions of section 26(5) of the Companies Act 1989. A resolution to re-appoint Deloitte & Touche LLP as the Company's auditor will be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors and signed on behalf of the Board

J A L Long

Secretary

2 February 2004

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STATEMENT OF DIRECTORS' RESPONSIBILITIES

United Kingdom 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 as at the end of the financial year and of the profit or loss of the company for that year. 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; and
- 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 the system of internal control, for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF

THE WESTERN GAZETTE COMPANY LIMITED

We have audited the financial statements of The Western Gazette Company Limited for the year ended 28 September 2003, which comprise the profit and loss account, the balance sheet, reconciliation of movements in equity shareholders' funds, note of historical cost profit and losses and the related notes 1 to 16. 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

As described in the statement of directors' responsibilities, the company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and auditing standards.

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 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 with the company is not disclosed.

We read the directors' report for the above year and consider the implications for our report if we become aware of any apparent misstatements.

Basis of audit opinion

We conducted our audit in accordance with United Kingdom 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 28 September 2003 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Deloute & Touche LLP.

DELOITTE & TOUCHE LLP

Chartered Accountants and Registered Auditors Nottingham

17 february 2004

PROFIT AND LOSS ACCOUNT Year ended 28 September 2003

	Note	2003 £'000	2002 £'000
TURNOVER	2	5,972	5,885
OPERATING PROFIT AND PROFIT ON ORDINARY		1.014	1 000
ACTIVITIES BEFORE TAXATION Taxation on profit on ordinary activities	3 6	1,914 (587)	1,989 (629)
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		1,327	1,360
Dividends paid and proposed	7	-	(1,360)
RETAINED PROFIT FOR THE YEAR	13	1,327	- -

All activities relate to continuing operations.

The company has no recognised gains and losses other than the profit above, and therefore no separate statement of total recognised gains and losses has been presented.

BALANCE SHEET At 28 September 2003

	Note	20	003	20	002
		£'000	£,000	£'000	£'000
FIXED ASSETS					
Tangible assets	8		481		492
CURRENT ASSETS					
Debtors	9	2,253		3,116	
Cash at bank and in hand	,	2,233		3,110	
Cash at bank and in hand					
		2,253		3,117	
CREDITORS: AMOUNTS FALLING DUE				-,	
WITHIN ONE YEAR	10	(1,097)		(3,299)	
NET CURRENT ASSETS/(LIABILITIES)			1,156		(182)
27700 A GG7700G			1.605		
NET ASSETS			1,637		310
CAPITAL AND RESERVES					
Called up share capital	12		200		200
Other reserves	13		47		47
Revaluation reserve	13		63		63
Profit and loss account	13		1,327		-
•					
EQUITY SHAREHOLDERS' FUNDS			1,637		310
•			- :-		

These financial statements were approved by the Board of Directors on 2 February 2004.

Signed on behalf of the Board of Directors

ARJ Color

A R Calvert Director

NOTE OF HISTORICAL COST PROFITS AND LOSSES Vear ended 28 September 2003

Year ended 28 September 2003	2003 £'000	2002 £'000
Profit on ordinary activities before taxation	1,914	1,989
Difference between historical cost depreciation charge and the actual depreciation charge for the year calculated on revalued amounts	30	30
Historical cost profit on ordinary activities before taxation and dividends	1,944	2,019
Historical cost profit for the year retained after taxation and dividends	1,357	30

RECONCILIATION OF MOVEMENTS IN EQUITY SHAREHOLDERS' FUNDS Year ended 28 September 2003

	2003 £'000	2002 £'000
Profit on ordinary activities after taxation	1,327	1,360
Dividend		(1,360)
Increase in equity shareholders' funds	1,327	-
Opening equity shareholders' funds	310	310
Closing equity shareholders' funds	1,637	310

1. ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable accounting standards in the United Kingdom. A summary of the more important accounting policies, which have been applied consistently, is set out below.

Basis of accounting

The financial statements are prepared under the historical cost convention, modified to include the revaluation of certain fixed assets.

Tangible fixed assets

Tangible fixed assets are stated at historical cost less accumulated depreciation, adjusted for revaluation of certain properties.

The cost of tangible fixed assets is their purchase cost, together with any incidental costs of acquisition.

Depreciation

Depreciation is calculated to amortise the cost of tangible assets by equal annual instalments over their estimated useful lives as follows:

10 to 50 years

4 to 12 years

Freehold buildings (excluding land)
Fixtures, plant, equipment and motor vehicles

Freehold land is not depreciated.

Depreciation on freehold buildings and leasehold properties is based on cost or valuation where properties have been revalued.

Stocks

Stocks are stated at the lower of cost and net realisable value. Where necessary, provision has been made for obsolete, slow moving and defective stocks.

Deferred taxation

Deferred tax is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in years different from those in which they are included in financial statements. Deferred tax is not provided on timing differences arising from the revaluation of fixed assets where there is no commitment to sell the asset, or on unremitted earnings of subsidiaries and associates where there is no commitment to remit these earnings. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

1. ACCOUNTING POLICIES (continued)

Leases

Operating lease rentals are charged to the profit and loss account in equal annual amounts over the lease term

Pension costs

The company has taken advantage of the transitional arrangements of FRS17, Retirement Benefits, which permit the costs, accruals and prepayments recorded in the accounts to be reported under the requirements of SSAP 24, Accounting for Pension Costs. This is consistent with the basis adopted last year.

Thus, the cost of providing pensions is calculated using actuarial valuation methods, which reflect the long-term costs of providing pensions.

The amount charged to the profit and loss account is calculated so as to produce a substantially level percentage of the current and future pensionable payroll. Variations from the regular cost so calculated are allocated to the profit and loss account over the average remaining service lives of employees.

The additional disclosures required by FRS17 are explained in note 14.

Cash flow statement

The company is ultimately a wholly owned subsidiary of Daily Mail and General Trust plc and the cash flows of the company are included in the consolidated cash flows of Daily Mail and General Trust plc.

Consequently the company is exempt under the terms of Financial Reporting Standard No. 1 from publishing a cash flow statement.

2. TURNOVER

3.

Turnover, which excludes value added tax, represents the invoiced value of goods and services supplied and is stated after the deduction of trade discounts.

Turnover consists entirely of sales made in the United Kingdom.

OPERATING PROFIT	2	003	20	002
	£'000	£'000	£'000	£'000
Turnover		5,972		5,885
Staff costs	(1,635)		(1,568)	
Depreciation - owned assets	(156)		(163)	
Auditors' remuneration - audit fees	(9)		(8)	
Other operating charges	(2,241)		(2,144)	
Property rental and other operating lease charges	(13)		(13)	
Loss on disposal of tangible assets	(4)		-	
		(4,058)		(3,896)
Operating profit		1,914		1,989

4. EMPLOYEES

	The average number of persons employed by the company by activity:	2003 No.	2002 No.
	Publishing	126	128
	Total staff costs (including directors) comprised:	£'000	£'000
	Wages and salaries	1,426	1,421
	Social security costs	92	79
	Pension costs	117	68
		1,635	1,568
	Including directors except as disclosed in note 5.		
5.	DIRECTORS' EMOLUMENTS		
		2003	2002
	The emoluments of the directors of the company were as follows:	£'000	£'000
	Aggregate emoluments (including benefits)	164	228
			

Included within the aggregate emoluments figure above are £21,500 (2002: £20,500) of performance related bonuses payable to certain directors by Northcliffe Newspapers Group Limited, the parent company.

Of the directors at 28 September 2003 who received emoluments during the year, retirement benefits are accruing to three directors under a defined benefit scheme (2002: four directors).

The emoluments of A R Goode are paid by Bristol United Press Limited and are excluded from the details above. It is not practicable to split his remuneration between the services provided to Bristol United Press Limited and its subsidiary companies. His remuneration is fully disclosed in the accounts of Bristol United Press Limited.

The emoluments of K R J Hayward are paid by Central Independent Newspapers Limited and are excluded from the details above. It is not practicable to split his remuneration between the services provided to The Western Gazette Company Limited and Central Independent Newspapers Limited. His remuneration is fully disclosed in the accounts of Central Independent Newspapers Limited.

The emoluments of A R Calvert are paid by Northcliffe Newspapers Group Limited and are excluded from the details above. It is not practicable to split his remuneration between the services provided to The Western Gazette Company Limited other group companies. His remuneration is fully disclosed in the accounts of Northcliffe Newspapers Group Limited.

P M Greer did not receive any emoluments for her services as a director of The Western Gazette Company Limited.

5.	DIRECTORS'	EMOLUMENS	(continued)
~		TOTAL OF THE PARTY.	(COHUMEU)

3.	DIRECTORS EMOLUMENS (continued)	2003	2002
	Highest paid director	£'000	£'000
	Aggregate emoluments	74	60
	Accrued pension under a defined benefit scheme	<u>10</u>	8
6.	TAXATION ON PROFIT ON ORDINARY ACTIVITIES	2003 £'000	2002 £'000
	Corporation tax Total current tax charge Under provision from previous year	582 5	608
	Deferred tax Timing differences, origination and reversal	587	608
	Taxation on profit on ordinary activities	587	629

The standard rate of current tax for the year, based on the UK standard rate of corporation tax is 30% (2002: 30%). The current tax charge for the year exceeds 30% (2002: exceeds 30%) for the reasons set out in the following reconciliation:

	£'000	£'000
Profit on ordinary activities before taxation	1,914	1,989
	£'000	£'000
Taxation on profit on ordinary activities at standard rate	574	597
Factors affecting the charge:		
Disallowable expenses	12	5
Capital allowances timing differences	2	6
Other short term timing differences	(6)	-
	582	608
		

The company is not aware of any factors other than the above timing differences that may materially affect the future tax charge.

7.	DIVIDENDS		2003 £'000	2002 £'000
	Dividends on equity shares			1.060
	Ordinary proposed of £nil (2002: £34.00) per share		<u>-</u>	1,360
8.	TANGIBLE FIXED ASSETS			
٥.	TANGIBLE FIXED ASSETS		Fixtures, plant,	
		Freehold	equipment	
		land and	and motor	
		buildings £'000	vehicles £'000	Total £'000
	Cost or valuation	2 000	2 000	2, 000
	At 30 September 2002	348	1,332	1,680
	Additions	20	128	148
	Disposals	<u>-</u>	(649)	(649)
	At 28 September 2003	368	811	1,179
	Accumulated depreciation			
	At 30 September 2002	128	1,060	1,188
	Charge for the year	31	125	156
	Disposals	<u> </u>	(646)	(646)
	At 28 September 2003	159	539	698
	Net book value	 -		
	At 28 September 2003	<u>209</u>	<u> </u>	481
	At 29 September 2002	220	272	492
	Cost or valuation at 28 September 2003 is represented by:			
	Cost of variation at 20 september 2003 is represented by:	£'000	£'000	£'000
	Cost	33	811	844
	Valuation	335		335
	•	368	811	1,179
				

Land and buildings at Sherborne Road, Yeovil were revalued at March 1998 by the directors at open market value for existing use.

NOTES TO THE ACCOUNTS Year ended 28 September 2003

8. TANGIBLE FIXED ASSETS (continued)

If the freehold land and buildings had not been revalued they would have been included in the following amounts:

		2003 £³000	2002 £'000
	Historical cost	486	466
	Depreciation based on cost	(112)	(102)
	Net book value	374	364
9,	DEBTORS	2003 £'000	2002 £'000
	Trade debtors	1,485	_
	Amounts owed by group undertakings	593	2,859
	Other debtors	2	· -
	Deferred tax asset	34	34
	Prepayments and accrued income	139	223
		2,253	3,116

Prepayments and accrued income includes a pension prepayment of £1,000 (2002: £nil) falling due after more than one year.

NOTES TO THE ACCOUNTS

Year ended 28 September 2003

10.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	2003 £'000	2002 £'000
	Corporation tax	582	1,724
	Other taxation and social security costs	387	5
	Other creditors	14	7
	Accruals and deferred income	114	203
	Dividends payable	-	1,360
		1,097	3,299

The company's purchase ledger is accounted for through a fellow subsidiary of Northcliffe Newspapers Group Limited.

11. DEFERRED TAXATION ASSET

	£'000	
At 30 September 2002 AND 28 September 2003	34	
The deferred taxation asset provided in the financial statements is analysed as follows		
	2003	2002
	£'000	£'000
Accelerated capital allowances	34	34

No deferred tax has been provided on the gains arising from the revaluation as such tax would only become payable if the property were sold without rollover relief being obtained. The tax which would be payable in such circumstances is estimated to be £19,000. A deferred tax asset of £34,000 has been recognised at 28 September 2003 (2002: £34,000). This asset relates to accelerated capital allowances. The directors are of the opinion, based on recent and forecast trading, that the level of profits in the current and future years make it more likely than not that the asset will be recovered.

12.	CALLED UP SHARE CAPITAL	2003 £'000	2002 £'000
	Authorised, allotted, called up and fully paid		
	40,000 Ordinary shares of £5 each	200	200

13. RESERVES

	Profit and loss account £'000	Revaluation reserve £'000	Other reserves £'000
At 30 September 2002	<u>-</u>	63	47
Retained profit for the year	1,327	-	-
At 28 September 2003	1,327	63	47
	 		

14. PENSION ARRANGEMENTS

BUP Pension Fund

The company operates pension schemes under which contributions are paid by the employer and employees.

The schemes are defined benefit arrangements, providing service-related benefits based on final pensionable salary. The assets of the scheme are held independently from the company's finances and are administered by the trustees. Pension costs are assessed on the advice of an independent qualified actuary following triennial valuations using the projected unit method.

The most recent actuarial valuation of the defined benefit scheme as at 5 April 2002 showed that the market value of the scheme's assets was £60.2m. Using the Projected Unit Valuation Method there was surplus at the valuation date amounting to 105% of the benefits that had accrued to members after allowing for expected future increases in earnings. This surplus is being used to enhance pension benefits. The following actuarial assumptions were made in the Projected Unit Valuation Method.

Investment returns	n/a
Salary growth	4.3% per annum
Discount rate	6.5% per annum
Price inflation	2.5% per annum

The actuarial valuation above has been updated to 28 September 2003, based upon the following assumptions:

Investment returns	7.4% per annum
Salary growth	4.4% per annum
Discount rate	5.4% per annum
Price inflation	2.5% per annum

Fair value of the fund assets as of 28 September 2003, are as follows:

Managed Funds	Fair value BUP pension fund £'000
Equity	52,181
Bonds	7,281
Other assets	2,697
Property	1,860
Total fair value of assets at 28 September 2003	64,019

14. PENSION ARRANGEMENTS (continued)

The pension charge for the year ended 28 September 2003 was £111,000 (2002: £65,000), which includes a reduction in respect of amortisation of experience surpluses that are being recognised over 15 years, the average remaining service lives of employees.

With effect from 1 July 2001, the BUP Pension Fund was closed. All current fund members at that time, whether employees or pensioners, will remain in the BUP Pension Fund with their pension entitlements fully protected. In addition employees under the age of 18 at that time, who were awaiting membership, may join the BUP Pension Fund when they reach the age of 18. With effect from 1 July 2001, new employees will join Daily Mail and General Trust plc's Harmsworth Pension Scheme. The disclosure below, with respect to FRS17, relates to both the BUP and Harmsworth schemes.

Harmsworth Pension Scheme

The company operates pension schemes under which contributions are paid by the employer and employees.

The schemes are defined benefit arrangements, providing service-related benefits based on final pensionable salary. The assets of the scheme are held independently from the company's finances and are administered by trustee companies. Pension costs are assessed on the advice of an independent qualified actuary following triennial valuations using the projected unit method.

A valuation of the schemes was carried out as at 31 March 2002. The assumptions having the most significant effect on the results of the valuations are shown in the following table:

Price inflation 2.5% per annum Salary increases 4.3% per annum Pension increases 2.5% per annum Investment return 6.75% per annum Dividend growth 3.5% per annum

The contribution rate paid by employees in the principal scheme is 5% of pensionable salaries and the company's cash contribution is 12% of pensionable salaries.

The surplus identified from the last valuation of the principal scheme is amortised over a year of 11 years using the straight line method.

An interim valuation of the scheme at 31 March 2003, determined that the market value of the assets of the scheme was £287.8 million and the actuarial value of the assets was sufficient to cover 102% of the benefits that had accrued to members after allowing for expected future increases in earnings.

Although the principal schemes were in surplus on the normal funding basis, in anticipation of the results of the next full valuation in 2004, the Company has agreed with the Trustees that its cash contribution rate should be increased from 12% to 15% of pensionable salaries from 1 October 2003.

The next valuation of the pension schemes will be carried out as at 31 March 2004.

The pension charge for the company for the year ended 28 September 2003 was £6,000 (2002: £3,000).

14. PENSION ARRANGEMENTS (continued)

A prepayment of £1,000 (2002: £nil) is included under debtors, representing the excess of accumulated contributions paid over the equivalent pension charge. The increase in prepayment is caused by an advance payment into the company's pension scheme amounting to £1,000 (2002: £Nil).

FRS 17

As permitted by the transitional arrangements of FRS 17, the costs, accruals and prepayments recorded in the financial statements continue to be reported in accordance with the requirements of SSAP 24 "Accounting for Pension Costs". The Company is unable to identify its share of the underlying assets and liabilities in the defined benefit scheme since the scheme includes members from other companies within the Daily Mail and General Trust plc group. Under FRS 17 the scheme will therefore be accounted for as a defined contribution scheme by the company. Full disclosures in relation to the scheme are given in the accounts of the Daily Mail and General Trust plc group.

The effect of UITF 6, 'Accounting for post-retirement benefits other than pensions', is not material.

Stakeholder Pensions

The Company provides access to a stakeholder pension plan for relevant employees who are not eligible for other pension schemes operated by the Group.

15. RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption under FRS8 Related Party Disclosures not to disclose related party transactions between companies which are 90% owned by the ultimate parent company.

16. ULTIMATE PARENT COMPANY AND CONTROLLING PARTY

The company is 100% owned by Bristol Evening Post and Press Limited, a wholly owned subsidiary of Northcliffe Newspapers Group Limited.

The directors regard the ultimate parent company as Rothermere Continuation Limited, a company incorporated in Bermuda. The ultimate controlling party is The Viscount Rothermere, the Chairman of Daily Mail and General Trust plc.

The largest and smallest group of which the company is a member and for which group accounts are drawn up is that of Daily Mail and General Trust plc, registered in England and Wales. Copies of the report and accounts are available from:

The Company Secretary
Daily Mail and General Trust plc
Northcliffe House
2 Derry Street
Kensington
London
W8 5TT