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JEWISH CHRONICLE LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

30 SEPTEMBER 1995





25 New Street Square London EC4A 3LN Telephone 0171-353 1577 Facsimile 0171-583 1720 DX 0014 London Chancery Lane A member of Horwath International

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JEWISH CHRONICLE LIMITED REPORT OF THE DIRECTORS FOR THE YEAR ENDED 30 SEPTEMBER 1995

The Directors submit their report and the Group Financial Statements for the year ended 30 September 1995. These financial statements were approved by the Board of Directors on 30 November 1995.

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 group at the end of the year and of the profit or loss of the group for that period. In preparing those financial statements the directors should:

- 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 a going concern basis unless it is inappropriate to assume that the group 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 of the group 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 of the group and hence for taking reasonable steps for the prevention and detection of fraud or other irregularities.

RESULTS AND DIVIDEND

The results of the Group for the year ended 30 September 1995 are shown in the annexed profit and loss account.

The Directors propose to pay an interim dividend of 50% amounting to £95,955 in December 1995. No final dividend is proposed.

PRINCIPAL ACTIVITIES

The principal activity of the company and its subsidiaries during the year was the publishing of the Jewish Chronicle newspaper.

JEWISH CHRONICLE LIMITED REPORT OF THE DIRECTORS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 1995

BUSINESS REVIEW

Turnover for the year increased by 5% and expenditure by 4% so that operating profits were significantly better than had been expected. However, investment income fell sharply because of lower interest rates and lower capital gains, so that total profit before tax was only slightly higher than last year.

Apart from normal increases in our running costs, we had to absorb unexpectedly sharp rises in newsprint prices, a full year of colour printing and a much higher level of marketing expenditure which will be maintained in the current year.

Your Board is pleased to report that the various marketing initiatives introduced appear to have had some modest impact on the circulation, although it is difficult to say whether this is only a temporary upturn, given the continuing decline in community numbers.

You may recall that last year your Board introduced a Profit Related Pay Scheme whereby the staff directly participate in the trading profits of the company on a tax free basis. The consequence of this is that members of staff who were employed for the relevant period enjoyed a tax-free bonus this year. Your Board was pleased to increase the participation of the staff in the profitability of the company by increasing the percentage of the trading profits that was applied to the Profit Related Pay Scheme from 17.5% in 1994/1995 to 20% in 1995/1996.

Looking ahead to the next financial year the Directors expect that there will be a decline in profitability. The advertising market is highly competitive, newsprint costs are forecast to rise further and we plan to persist with our strategy of investing in the newspaper and in its marketing.

The Directors are pleased to welcome the Editor, Mr Ned Temko, to the Board of the Company.

Mr Melvyn Weinberg, Marketing Executive Director, has now retired after some 43 years with the Company. The Directors thank him for his considerable contribution. Miss Sharon Ronel has been appointed to take over the marketing of the newspaper and has recruited a small team to assist her.

Finally, the Directors would like to thank all departments for their contribution to the Company's performance.

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REPORT OF THE DIRECTORS (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 1995

DIRECTORS AND THEIR INTERESTS

The directors are as follows:

Mr L L Gordon

(Chairman)

Mr R A Fass

(Managing Director)

Mr S D Cohen

(Appointed 1 November 1994)

Mr J Greenwood

Mr P L Levy O.B.E.

(Appointed 1 November 1994)

Mr P M Oppenheimer

Mr E J Temko

(Appointed 10 March 1995)

Mr E S Birk

(Retired 12 January 1995)

Mr W Frankel C.B.E.

(Retired 12 January 1995)

None of the Directors or their families had a beneficial interest in the share capital of the company during the year.

Mr P M Oppenheimer and Mr J Greenwood will retire by rotation at the forthcoming Annual General Meeting and, being eligible, offer themselves for re-election.

Mr E J Temko will retire at the forthcoming Annual General Meeting and being eligible will offer himself for re-election.

FIXED ASSETS

In the opinion of the Directors, the market value in aggregate of the company's properties was substantially higher than the book value at the end of the year.

CHARITABLE AND POLITICAL DONATIONS

During the year donations were made to UK charitable organisations totalling £35,059 of which £22,500 was paid to The Kessler Foundation.

No political donations were made during the year.

AUDITORS

A resolution proposing the re-appointment of Clark Whitehill as auditors of the Company will be put to the members at the Annual General Meeting.

By Order of the Board

Secretary



25 New Street Square London EC4A 3LN Telephone 0171-353 1577 Facsimile 0171-583 1720 DX 0014 London Chancery Lane

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AUDITOR'S REPORT
TO THE MEMBERS OF
JEWISH CHRONICLE LIMITED

We have audited the financial statements on pages 5 to 17 which have been prepared under the accounting policies set out on page 9.

Respective Responsibilities of Directors and Auditors

As described on page 1 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 financial 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 also evaluated the overall adequacy of the presentation of the information in the financial statements.

Unqualified Opinion

In our opinion, the financial statements give a true and fair view of the state of the affairs of the company and of the group as at 30 September 1995 and of the profit of the group for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Chartered Accountants and Registered Auditor

Zoa November 1995

JEWISH CHRONICLE LIMITED AND ITS SUBSIDIARIES CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 SEPTEMBER 1995

	Notes	1995 £	1994 £
TURNOVER	3	3,988,485	3,783,391
Cost of sales		1,678,939	1,543,029
GROSS PROFIT		2,309,546	2,240,362
Distribution and selling costs		485,507	392,199
Administrative expenses		1,564,497	1,633,029
OPERATING PROFIT	4	259,542	215,134
Income and net gains from investments	5	175,305	217,606
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		434,847	432,740
Tax on profit on ordinary activities	6	120,777	105,848
PROFIT FOR THE YEAR		314,070	326,892
Dividend		95,955	95,955
RETAINED PROFIT FOR THE YEAR	19	218,115	230,937

The profit and loss account contains all the gains and losses recognised in the year and in the previous year.

The attached notes form an integral part of these financial statements

JEWISH CHRONICLE LIMITED AND ITS SUBSIDIARIES CONSOLIDATED BALANCE SHEET 30 SEPTEMBER 1995

	Notes		1995	1994
		£	£	£
FIXED ASSETS			2/2 225	210 422
Tangible assets	10		242,325	218,433
Copyrights and goodwill			1	
			242,326	218,434
			242,320	210,101
CURRENT ASSETS	12	1,208		2,881
Stocks	13	959,366		<i>853,377</i>
Debtors	7	25,032		48,732
Deferred taxation	14	3,383,557		3,219,157
Investments Cash at bank and in hand		22,544		7,754
Cash at pank and in hand				
		4,391,707		4,131,901
CREDITORS: amounts falling due within one year				40 424
Trade creditors		101,831		40,434
Corporation tax		157,477		142,485
Other taxes and social security costs	15	142,449		119,701 95,955
Proposed dividend		95,955		95,955 257,138
Other creditors		211,625		257,136 169,646
Accruals and deferred income	16	232,111		109,040
		941,448		825,359
NET CURRENT ASSETS			3,450,259	3,306,542
TOTAL ASSETS LESS CURRENT LIABILITIES			3,692,585	3,524,976
PROVISIONS FOR LIABILITIES AND CHARGES	17		158,095	208,601
NET ASSETS			3,534,490	3,316,375
NEI MODIO				
CAPITAL AND RESERVES				
Called up share capital	18		191,910	191,910
Capital redemption reserve			95,990	95,990
General reserve	19		3,246,330	3,028,215
SHAREHOLDERS' FUNDS			3,534,230	3,316,115
Minority interest	20		260	260
			3,534,490	3,316,375
Lioul Libertairman				

The attached notes form an integral part of these financial statements

Jewish Chronicle Limited Balance Sheet 30 September 1995

	Notes		1995	1994
	Hotes	£	£	£
FIXED ASSETS			0/0.005	210 422
Tangible assets	10		242,325	218,433 16,000
Investments in subsidiaries	11		16,000	10,000
			258,325	234,433
CURRENT ASSETS		1 200		2,881
Stocks	12	1,208		853,377
Debtors	13	959,366		48,732
Deferred taxation	7	25,032		3,219,157
Investments	14	3,383,557 22,520		7,730
Cash at bank and in hand			-	
		4,391,683	-	4,131,877
CREDITORS: amounts falling due within one year				12.12.1
Trade creditors		101,831		40,434
Amounts due to subsidiary undertakings		343,809		237,479
Corporation tax		121,519		108,404
Other taxes and social security costs	15	142,449		119,701
Proposed dividend		95,955		95,955
Other creditors	_	211,625		257,138 169,646
Accruals and deferred income	16	232,111		109,040
		1,249,299		1,028,757
NET CURRENT ASSETS			3,142,384	3,103,120
NEI CORRENT MODELO				
TOTAL ASSETS LESS CURRENT LIABILITIES			3,400,709	3,337,553
PROVISIONS FOR LIABILITIES AND CHARGES	17		158,095	208,601
				0.100.053
NET ASSETS			3,242,614	3,128,952
CAPITAL AND RESERVES				
Called up share capital	18		191,910	
Capital redemption reserve			95,990	
General reserve	19		2,954,714	2,841,052
SHAREHOLDERS' FUNDS			3,242,614	3,128,952
SHAREHOLDERS FORDS				

Co. L. Chairman

The attached notes form an integral part of these financial statements

JEWISH CHRONICLE LIMITED AND ITS SUBSIDIARIES

CASH FLOW STATEMENT

FOR THE YEAR ENDED 30 SEPTEMBER 1995

	Notes	1995 &	1994 £
NET CASH INFLOW FROM OPERATING ACTIVITIES	23	70,755	352,187
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE Dividends paid Investment income received		(95,955) 99,934	(85,116) 109,345
NET CASH INFLOW FROM RETURNS ON INVESTMENTS AND SERVICING OF FINANCE		3,979	24,229
TAXATION UK tax paid		(82,085)	(107,033)
INVESTING ACTIVITIES Purchase of tangible fixed assets Proceeds of sale of fixed assets Purchase of investments Proceeds of sale of investments		(78,775) 5,520 (2,020,271) 1,725,667	(62,635) 3,680 (1,769,843) 1,279,917
NET CASH (OUTFLOW) FROM INVESTING ACTIVITIES		(367,859)	(548,881)
NET CASH (OUTFLOW) BEFORE AND AFTER FINANCING	24	(375,210)	(279,498)

The attached notes form an integral part of these financial statements.

Jewish Chronicle Limited And Its Subsidiaries Notes To The Financial Statements 30 September 1995

1. Basis Of Consolidated Financial Statements

- a) The financial statements have been prepared using the historical cost convention and in accordance with applicable accounting standards.
- b) The financial statements incorporate the audited results of the company and its subsidiaries, details of which are shown in note 11. The company has not presented its own profit and loss account as permitted by Section 230 Companies Act 1985.

2. ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of these financial statements are as follows:

a) Stocks

Stocks are valued at the lower of cost and net realisable value.

b) Depreciation

No depreciation has been provided on freehold land. Other fixed assets in use are depreciated over their estimated useful lives by equal annual instalments based on cost at the following rates:

Long Leasehold buildings - 2%
Freehold buildings - 2%
Fixtures, Computers etc - 25%
Motor vehicles - 25%

c) Deferred Taxation

Deferred taxation is provided on all material timing differences to the extent that it is probable that liabilities or assets will crystallise.

d) Pension Costs

Pension costs are charged to the profit and loss account in order to spread the costs over the working lives of employees.

3. Turnover

Turnover is stated at the invoiced value, excluding VAT, of goods and services supplied to customers outside the Group, less allowances and discounts.

4.	Operating Profit	1995	1994
T.	OPERATING I ROPH	£	£
	This is stated after charging:		_,,,,,,
	Depreciation	51,956	74,466
	Auditors' remuneration	16,150	15,500
	Profit on disposal of tangible fixed assets		3,677
5.	INCOME AND NET GAINS FROM INVESTMENTS		
	Listed investments	65,161	38,916
	Unlisted investments	10,070	14,813
	Short term deposits	31,572	55,616
	Net gains on investments	68,502	108,261
		175,305	217,606
6.	Tax On Profit On Ordinary Activities		
	The charge in the profit and loss account based on the profit for the	year is made up a	as follows:
		\$	£
	Corporation tax at 33% (1994: 33%)	119,184	96,750
	Deferred taxation at 33%	12,000	19,898
	Adjustments in respect of previous years		
	,	(22.107)	(10.800)

Corporation tax

Deferred tax

(10,800)

105,848

(22,107)

11,700

120,777

7.	Defi	ERRED TAXATION	1995 £	1994 £
	a)	Asset at 1 October 1994 Transfer to profit and loss account (note 6) (Decrease) in ACT recoverable	48,732 (23,700)	70,999 (19,898) (2,369)
		Asset at 30 September 1995	25,032	48,732
	b)	The balance at 30 September 1995 is represented by: Provisions Short term timing differences ACT recoverable Pension scheme actuarial surplus	45,690 59,895 23,989 (104,542) 25,032	80,608 48,995 23,989 (104,860) 48,732
8.	Dir	ECTORS EMOLUMENTS		
		er emoluments sion scheme contributions	30,367 111,291 10,453	32,398 77,755 5,500
	Emo	luments, excluding pension scheme contributions:	152,111	115,653
	Chai	rman:	15,675	18,750
	High	nest paid director	61,000	57,250
	Nisson	show of directors:	No.	No.
	£Nil £5,0 £10, £15,	hber of directors: - £ 5,000 01 - £10,000 001 - £20,000 001 - £20,000 001 - £35,000 001 - £60,000	4 2 - 1 1	1 3 2 -
		001 - £65,000	1	-

Jewish Chronicle Limited And Its Subsidiaries Notes To The Financial Statements (Continued) 30 September 1995

_	0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	1995	1994
9.	STAFF COSTS (including executive directors)	£	£
	Wages and salaries Social security costs Other pension costs	1,722,603 149,894 146,030 2,018,527	1,609,009 138,931 178,729 1,926,669
	The average weekly number of employees (including part-time employees)	No.	No.
	during the year was: Management and office Editorial Selling and distribution	16 32 30	16 32 28
		78	76

The company operates a pension scheme providing benefits based on final pensionable pay. The assets of the scheme are held independently from those of the company in a separately administered fund with its own Trustees. The contributions to the scheme are determined by a qualified actuary on the basis of a triennial valuation using the projected unit method. The most recent valuation was as at 1 January 1995. The principal actuarial assumption adopted at that valuation was that the rate of return on investments would exceed the increase in pensionable salaries by 2% per annum.

The valuation disclosed that the value of the scheme's assets at that date was £8,620,000 and that there was a surplus of £1,574,000 after allowing for the actuarially calculated liabilities for future benefits. This surplus comprises of £450,000 which was credited to Reserves in 1989 on the adoption of SSAP24, of which £285,578 remains to be amortised. This together with the balance of the surplus which is being dealt with as an adjustment to the regular cost is being spread over 10 years being the average remaining service lives of the employees.

			•		
10.	TANGIBLE FIXED ASSETS				
				_	Fixtures,
				Long	fittings
			Freehold	Leasehold	and
		Total	properties	property	computers
		£	£	£	£
	Cost:			100.000	(62.500
	1 October 1994	701,037	138,438	100,000	462,599
	Additions	78,775	-	-	78,775
	Disposals	(17,249)			(17,249)
	30 September 1995	762,563	138,438	100,000	524,125
	Depreciation:				
	1 October 1994	482,604	88,224	6,000	388,380
	Provision for the year	51,956	2,757	2,000	47,199
	Disposals	(14,322)			(14,322)
	30 September 1995	520,238	90,981	8,000	421,257
	Net book values:				
	30 September 1995	242,325	47,457	92,000	102,868
	30 September 1994	218,433	50,214	94,000	74,219
11.	INVESTMENTS IN SUBSIDIARY UNDERTAIN	angs		1995	1994
				£	£
	Shares in group companies			16,000	16,000
			untry of		% Equity
	Company	Inco	rporation		held
	Jewish Chronicle Newspaper Limited	Engla	and	"A" sł	nares 100%
	Boundary Enterprises Limited	Engl	and		100%
10	C mo ovo				
12.	STOCKS			1995	1994
				1995 &	199 4 £
	Work in progress			1,208	2,881
	Work-in-progress			1,400	2,001

Jewish Chronicle Limited And Its Subsidiaries Notes To The Financial Statements (Continued) 30 September 1995

13.	Debtors	1995	1994
13.	DEDICAG	£	£
	Trade debtors	450,205	375,132
	Other debtors, prepayments and accrued income	509,161	478,245
		959,366	853,377
	Other debtors includes pension scheme prepayments to be amortised over a period		
	of greater than 1 year £261,780 (1994 £285,578)		
14.	Investments		
	Short term deposits	410,000	800,000
	Investments (including Managed Funds) at cost listed on a recognised stock exchange		•
	(market value 1995 \$3,160,801:1994 £1,821,473) Unlisted investments at cost (Directors' valuation:	2,821,781	1,778,226
	1995 £157,469: <i>1994 £744</i> ,893)	151,776	640,931
		3,383,557	3,219,157
15.	OTHER TAXES AND SOCIAL SECURITY COSTS		
	PAYE	37,306	34,588
	National insurance	25,531	18,921
	VAT	79,612	66,192
		142,449	119,701
16	A consulta Asia Dipendipen Tyrong		
16.	ACCRUALS AND DEFERRED INCOME		
	Accruals	189,720	129,220
	Deferred income	42,391	40,426
		232,111	169,646

	e. Na da		
17.	Provisions For Liabilities And Charges	1995	1994
		£	£
	Balance 1 October 1994	208,601	419,245
	Expenditure during year	(8,757)	(210,644)
	Provisions released in the year	(41,749)	-
	Balance 30 September 1995	158,095	208,601
	Made up as follows:-		
	(i) Renewals, repairs and maintenance	81,165	89,922
	(ii) Indexing and microfilming	16,930	16,930
	(iii) Planning permission expenditure	60,000	60,000
	(iv) 150th Anniversary expenditure	-	20,552
	(v) Restructuring	<u> </u>	21,197
	_	158,095	208,601
18.	SHARE CAPITAL		
	Authorised:		
	191,000 Ordinary shares of 1p each	1,910	1,910
	284,090 Non-voting Ordinary shares of £1 each	284,090	284,090
		286,000	286,000
	Issued and Fully paid:		
	190,010 Ordinary shares of 1p each	1,900	1,900
	190,010 Non-Voting Ordinary shares of £1 each	190,010	190,010
		191,910	191,910

Jewish Chronicle Limited And Its Subsidiaries Notes To The Financial Statements (Continued) 30 September 1995

19. MOVEMENTS IN RESERVES AND SHAREHOLDERS FUNDS

Mo	VEMENTS IN KESERVES AND SHAREHOLDERS 1 UNDS	Group &	Company £
a)	General Reserve Balance 1 October 1994 Transfer from profit and loss account	3,028,215 218,115	2,841,052 113,662
	Balance 30 September 1995	3,246,330	2,954,714
b)	Shareholders Funds		
	Profit for the year Dividend	314,070 (95,955)	209,617 (95,955)
		218,115	113,662
	Opening Shareholders Funds	3,316,115	3,128,952
	Closing Shareholders Funds	3,534,230	3,242,614

20. MINORITY INTEREST

The minority interest represents 26,000 Jewish Chronicle Newspaper Limited "B" shares of 1p each, 99.8% of which are held by the Jewish Chronicle Trust Limited.

21. CAPITAL COMMITMENTS

There are no commitments for capital expenditure not provided in the financial statements.

22. HOLDING COMPANY

The ultimate holding company is The Kessler Foundation, a company incorporated in England and Wales which is limited by guarantee and is a registered charity.

23. RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM ORDINARY OPERATING ACTIVITIES

INFLOW I ROW ORDINARY OF ENGLISHMOTOCITIES	1995	1994
	&	£
Operating profit	259,542	215,134
Profit on sale of tangible fixed assets	(2,593)	(3,677)
Depreciation charges	51,956	74,466
Expenditure charged to provisions	(8,757)	(210,644)
Release of provisions	(41,749)	-
Pension scheme surplus amortisation		
charged to operating profit	23,798	46,332
(Decrease)/Increase in stocks	1,673	(1,088)
(Increase)/Decrease in debtors	(314,211)	200,599
Increase/(Decrease) in creditors	101,096	31,065
NET CASH INFLOW FROM OPERATING ACTIVITIES	70,755	352,187

24. Analysis Of The Balances Of Cash and Cash Equivalents As Shown In The Balance Sheet

•				1995	1994
	1995 £	1994 £	1993 £	Change in year £	Change in year £
Cash at bank and in hand Short term deposits	22,544 410,000	7,754 800,000	12,252 1,075,000	14,790 (390,000)	(4,498) (275,000)
	432,544	807,754	1,087,252	(375,210)	(279,498)