COMPANY NUMBER: 95587

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JEWISH CHRONICLE LIMITED DIRECTORS' REPORT AND GROUP FINANCIAL STATEMENTS 30 SEPTEMBER 1998

HORWATH CLARK WHITEHILL

Chartered Accountants

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JEWISH CHRONICLE LIMITED REPORT OF THE DIRECTORS YEAR ENDED 30 SEPTEMBER 1998

The Directors submit their report and the Financial Statements for the year ended 30 September 1998.

BUSINESS REVIEW

Turnover for the year increased by just under 7%, mainly due to better than anticipated advertising sales. Expenditure rose by 3%. However, it should be noted that the previous year's expenditure included non recurring costs associated with the refurbishment of the offices.

Profit before tax, including capital gains from disposals of investments, showed a further significant increase. The directors are pleased to recommend a 15% increase in the dividend.

As we mentioned in a previous Business Review, the Board introduced a Profit Related Pay Scheme in 1994 whereby staff participated in 20% of the trading profits of the company. As a result of this year's profits there was a substantial increase in the PRP payment. The cost of this together with the bonuses to staff and pensioners totalled £160,000.

The Board would like to thank all members of the staff for their continuing contribution towards the company's performance.

Prospects for the next financial year are uncertain because of the unpredictable effect of slower economic growth.

RESULTS AND DIVIDEND

The results of the Group for the year ended 30 September 1998 are shown in the profit and loss account on page 5.

The Directors propose to pay an interim dividend of 66.125% amounting to £126,900 in December 1998.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.

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.

JEWISH CHRONICLE LIMITED REPORT OF THE DIRECTORS (Continued) YEAR ENDED 30 SEPTEMBER 1998

DIRECTORS AND THEIR INTERESTS

The directors during the year were as follows:

Mr L L Gordon

(Chairman)

Mr R A Fass

(Managing Director)

Mr S D Cohen

Mr J M Greenwood

Mr P L Levy O.B.E.

Mr P M Oppenheimer

Mr E J Temko

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

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

YEAR 2000

A review of the company's computer systems is being carried out in order to be prepared for the millennium and assurances are being sought from the company's suppliers.

In the light of information so far received, we do not expect the millennium costs to be material.

CHARITABLE DONATIONS

During the year donations were made to UK charitable organisations totalling £47,241 of which £17,500 was paid to The Kessler Foundation.

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.

JEWISH CHRONICLE LIMITED REPORT OF THE DIRECTORS (Continued) YEAR ENDED 30 SEPTEMBER 1998

AUDITORS

Secretary

During the year the auditors changed their name to Horwath Clark Whitehill and have signed the audit report in their new name.

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

By Order of the Board

HORWATH CLARK WHITEHILL

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REPORT OF THE AUDITORS
TO THE MEMBERS OF
JEWISH CHRONICLE LIMITED

We have audited the financial statements on pages 5 to 15 which have been prepared under the accounting policies set out on page 9.

Respective Responsibilities of Directors and Auditors

As described on page 2 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 affairs of the company and of the group as at 30 September 1998 and of the profit of the group for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

1 Dumbra 1998

Chartered Accountants and Registered Auditors

Harrath Clark Whitelill

JEWISH CHRONICLE LIMITED CONSOLIDATED PROFIT AND LOSS ACCOUNT YEAR ENDED 30 SEPTEMBER 1998

	Notes	1998 £	1997 £
TURNOVER	3	4,568,321	4,272,094
Cost of sales		1,779,307	1,708,944
GROSS PROFIT		2,789,014	2,563,150
Distribution and selling costs		584,694	525,124
Administrative expenses		1,756,571	1,771,549
OPERATING PROFIT	4	447,749	266,477
Income and net gains from sale of investments	5	245,395	303,919
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		693,144	570,396
Tax on profit on ordinary activities	6	182,890	140,741
PROFIT FOR THE YEAR		510,254	429,655
Dividend		126,900	110,348
RETAINED PROFIT FOR THE YEAR	18	383,354	319,307

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

The notes on pages 9 to 15 form an integral part of these financial statements

JEWISH CHRONICLE LIMITED CONSOLIDATED BALANCE SHEET 30 SEPTEMBER 1998

	Notes		1998	1997
		£	£	£
FIXED ASSETS	_		000 400	404.004
Tangible assets	9		383,428	421,624
Investments	10		3,362,767	3,225,192 1
Copyrights and goodwill			1	
			3,746,196	3,646,817
CURRENT ASSETS				
Stocks	12	1,392		1,261
Debtors	13	1,225,319		1,073,205
Short term deposits		652,667		536,601 13,418
Cash at bank and in hand		18,890		13,416
		1,898,268		1,624,485
CREDITORS: amounts falling due within one year Trade creditors		131,077		138,864
Corporation tax		190,507		135,270
Other taxes and social security costs	14	159,145		136,382
Proposed dividend		126,900		110,348
Other creditors		365,284		381,086
Accruals and deferred income	15	194,729		224,122
		1,167,642		1,126,072
NET CURRENT ASSETS			730,626	498,413
TOTAL ASSETS LESS CURRENT LIABILITIES			4,476,822	4,145,230
PROVISIONS FOR LIABILITIES AND CHARGES	16		25,603	77,365
NET ASSETS			4,451,219	4,067,865
CAPITAL AND RESERVES	4-7		404.040	404.040
Called up share capital	17		191,910	191,910
Capital redemption reserve	40		95,990	95,990
General reserve	18		4,163,059	3,779,705
SHAREHOLDERS' FUNDS	18		4,450,959	4,067,605
Minority interest	19		260	260
			4,451,219	4,067,865
Approved by the Board on i December 1998 And signed on its behalf by:				
Chairman				

The notes on pages 9 to 15 form an integral part of these financial statements

JEWISH CHRONICLE LIMITED BALANCE SHEET 30 SEPTEMBER 1998

	Notes		1998	1997
		£	£	£
FIXED ASSETS				
Tangible assets	9		383,428	421,624
Investments	10		3,362,767	3,225,192
Investments in subsidiaries	11		16,000	16,000
			3,762,195	3,662,816
CURRENT ASSETS				
Stocks	12	1,392		1,261
Debtors	13	1,225,319		1,073,205
Short term deposits	, •	652,667		536,601
Cash at bank and in hand		18,890		13,418
				,
		1,898,268		1,624,485
CREDITORS: amounts falling due within one year		.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		
Trade creditors		131,077		138.864
Amounts due to subsidiary undertakings		190,873		66.180
Corporation tax		156,257		101,807
Other taxes and social security costs	14	159,145		136,382
Proposed dividend	17	126,900		110,348
Other creditors		365,284		381,086
Accruals and deferred income	15	194,729		224,122
Accidats and deferred income	10	104,720		227,122
		1,324,265		1,158,789
		1,324,203		1,100,709
NET OUDDENT ACCETO			574.002	46E 606
NET CURRENT ASSETS			574,003	465,696
			4 000 400	4.400.540
TOTAL ASSETS LESS CURRENT LIABILITIES			4,336,198	4,128,512
DDOVIDIONO FOR LIABILITIES AND OLIABOES	40		05.000	77 265
PROVISIONS FOR LIABILITIES AND CHARGES	16		25,603	77,365
			4.040.505	1051117
NET ASSETS			4,310,595	4,051,147
CAPITAL AND RESERVES	_			
Called up share capital	17		191,910	191,910
Capital redemption reserve			95,990	95,990
General reserve	18		4,022,695	3,763,247
SHAREHOLDERS' FUNDS	18		4,310,595	4,051,147

Approved by the Board on December 1998 and signed on its behalf by:

_- Chairman

The notes on pages 9 to 15 form an integral part of these financial statements

JEWISH CHRONICLE LIMITED CONSOLIDATED CASH FLOW STATEMENT YEAR ENDED 30 SEPTEMBER 1998

	Notes	£	1998 £	1997 £
NET CASH INFLOW FROM OPERATING ACTIVITIES	21		342,421	438,344
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE Investment income			66,055	108,965
TAXATION Taxation paid			(118,415)	(88,216)
CAPITAL EXPENDITURE AND FINANCIAL INVESTMENTS Purchase of tangible fixed assets Proceeds of sale of tangible fixed assets Purchase of investments Proceeds of sale of investments		(106,940) 7,000 (104,000) 145,765		(279,988) 8,900 (1,521,697) 1,332,989
			(58,175)	(459,796)
EQUITY DIVIDENDS PAID			(110,348)	(95,955)
CASHFLOW BEFORE USE OF LIQUID RESOURCES			121,538	(96,658)
MANAGEMENT OF LIQUID RESOURCES Transfers (to)/from short term deposits			(116,066)	93,571
INCREASE/(DECREASE) IN CASH FOR THE YEAR	22		5,472	(3,087)

The notes on pages 9 to 15 form an integral part of these financial statements.

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.

e) investments

Investments are stated at historic cost.

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.	OPE	RATING PROFIT	1998 £	1997 £
		s stated after charging:	440.622	420.200
		eciation ors' remuneration	140,632 16,650	130,208 16,150
	After	crediting:	0.400	5.007
	Profit	on disposal of tangible fixed assets	2,496	5,087
5.	INCO	ME AND NET GAINS FROM SALE OF INVESTMENTS		
	Inves	tment income	98,203	95,211
		term deposit interest	32,665	41,440 167,268
	Net g	ains on investment sales	114,527	107,200
			245,395	303,919
6.	TAX	ON PROFIT ON ORDINARY ACTIVITIES		
	Corpo	oration tax at 31% (1997: 22.5%/32%)	156,950	102,165
		redits on UK dividends received	12,115	14,861 23,715
		red taxation at 31% (1997: 31%) stments in respect of previous years	13,376	23,710
	Corporation tax		449	
			182,890	140,741
7.	DEF	ERRED TAXATION		
	a)	Balance at 1 October 1997	(16,365)	3,752
	ω,	Transfer from profit and loss account (note 6)	(13,376)	(23,715)
		Increase in ACT recoverable	4,138	3,598
		Balance at 30 September 1998	(25,603)	(16,365)
	b)	The balance at 30 September 1998 is represented by: Provisions	15,311	27,452
		Short term timing differences	43,164	39,178
		ACT recoverable	31,725	27,587
		Pension scheme actuarial surplus	(115,803)	(110,582)
			(25,603)	(16,365)

8.	STAFF COSTS	1998	1997
	(including executive directors)	£	£
	Wages and salaries	1,722,398	1,687,060
	Social security costs	142,294	139,021
	Other pension costs	119,662	124,447
		1,984,354	1,950,528
	Directors Emoluments:		
	Aggregate emoluments	199,864	188,652
	In both years two directors had accrued pension benefits under	a defined benefit so	cheme.
	The average number of employees (including part-time employees) during the year was:	No.	No.
	Management and office	14	14
	Editorial	30	30
	Selling and distribution	25	26
		69	70

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 1998. 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 £10,720,000 and that there was a surplus of £2,462,000 after allowing for the actuarially calculated liabilities for future benefits. This surplus is being dealt with as an adjustment to the regular cost spread over 10 years being the average remaining service lives of the employees.

9.	TANGIBLE FIXED ASSETS				
		Total £	Freehold properties £	Long Leasehold property £	Fixtures, fittings and computers £
	Cost: 1 October 1997 Additions Disposals	1,103,422 106,940 (96,424)	150,543 - -	100,000 - -	852,879 106,940 (96,424)
	30 September 1998	1,113,938	150,543	100,000	863,395
	Depreciation: 1 October 1997 Provision for the year Disposals	681,798 140,632 (91,920)	96,738 3,000	12,000 2,000 -	573,060 135,632 (91,920)
	30 September 1998	730,510	99,738	14,000	616,772
	Net book values: 30 September 1998	383,428	50,805	86,000	246,623
	30 September 1997	421,624	53,805	88,000	279,819
10.	INVESTMENTS			1998 £	1997 £
	Listed investments at cost (market value 1997 £4,163,873) Unlisted investments at cost (Directors		998,303	3,210,992	3,073,416
	1998 £154,586 <i>1997 £155,952</i>)			151,775	151,776
				3,362,767	3,225,192
11.	INVESTMENTS IN SUBSIDIARY UND	DERTAKING	is		
	Shares in group companies			16,000	16,000
	Company		Business		% Equity held
	Jewish Chronicle Newspaper Limited Boundary Enterprises Limited		Newspaper Pub Dormant	lisher "A"	shares100% 100%

		1998 £	1997 £
		£	
12.	STOCKS	1,392	1,261
13.	DEBTORS		
	Trade debtors	638,749	506,539
	Other debtors, prepayments and accrued income	586,570	566,666
		1,225,319	1,073,205
	Other debtors includes pension scheme prepayments to be amortised of greater than 1 year £190,389 (1997 £214,187).	d over a perio	d
14.	OTHER TAXES AND SOCIAL SECURITY COSTS	1998	1997
		£	£
	PAYE	37,447	36,645
	National insurance	30,787 90,911	26,807 72,930
	VAT	30,911	72,300
		159,145	136,382
15.	ACCRUALS AND DEFERRED INCOME		
	Accruals	146,326	175,388
	Deferred income	48,403	48,734
		194,729	224,122
16.	PROVISIONS FOR LIABILITIES AND CHARGES		
	Balance 1 October 1997	61,000	153,425
	Expenditure during year Provisions released in the year	(61,000)	(67,035) (25,390)
	Deferred tax (note 7)	25,603	61,000 16,365
	Made up as follows:-	25,603	77,365
		-	61,000
	(i) Renewals, repairs and maintenance(ii) Deferred tax	25,603	16,365
		25,603	77,365
			.,,,,,,,,,

17.	SHAF	RE CAPITAL	1998 £	1997 £
	191,0	orised: 00 Ordinary shares of 1p each 90 Non-voting Ordinary shares of £1 each	1,910 284,090	1,910 284,090
			286,000	286,000
	Issued and Fully paid: 190,010 Ordinary shares of 1p each 190,010 Non-Voting Ordinary shares of £1 each		1,900 190,010	1,900 190,010
			191,910	191,910
18.	MOVE	EMENTS IN RESERVES AND SHAREHOLDERS FUNDS	Group £	Company £
	a)	General Reserve Balance 1 October 1997	3,779,705	3,763,247 259,448
		Transfer from profit and loss account	383,354	
		Balance 30 September 1998	4,163,059	4,022,695
	b)	Shareholders Funds		
		Profit for the year	510,254 126,900	386,348 126,900
		Dividend	383,354	259,448
		Opening Shareholders Funds	4,067,605	4,051,147
		Closing Shareholders Funds	4,450,959	4,310,595

19. 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.

20. HOLDING COMPANY

The ultimate holding company is The Kessler Foundation, a company which is limited by guarantee and is a registered charity. A charitable donation of £17,500 was paid to the Kessler Foundation during the year.

21.	CASHFLOW FROM OPERATING ACTIVITIE	ES		1998	1997
				£	£
	Operating profit		44	7,749	266,477
	Depreciation charges		14	0,632	130,208
	Profit on sale of tangible fixed assets		((2,496)	(5,087)
	Increase in stocks			(131)	(125)
	Increase in debtors			5,431)	(22,803)
	(Decrease)/increase in creditors			6,902)	162,099
	Expenditure charged against provisions		(6	1,000)	(67,035)
	Provisions released			-	(25,390)
	NET CASH INFLOW FROM OPERATING A	CTIVITIES	34	2,421	438,344
22	RECONCILIATION OF NET CASH FLOW TO	O MOVEMENT			
	IN ALL I BISS			1998	1997
				£	£
	Increase/(decrease) in cash for the year			5,472	(3,087)
	Increase/(decrease) in short term deposits		1	16,066	(93,571)
	,				
	Change in net funds		1:	21,538	(96,658)
	Net funds at 1 October 1997		5	50,019	646,677
	Net funds at 30 September 1998		6	71,557	550,019
23.	ANALYSIS OF CHANGES IN NET FUNDS				
		At 1 October	Cashflow	At 30	September
		1997			1998
		£	£		£
	Cash at bank and in hand	13,418	5,472		18,890
	Short term deposits	536,601	116,066		652,667
	•				
		550,019	121,538		671,557