

**NEWCASTLE CHRONICLE AND  
JOURNAL LIMITED**

**Report and Financial Statements**

**28 December 2003**



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**OFFICERS AND PROFESSIONAL ADVISERS**

**DIRECTORS**

T M Directors Limited

**SECRETARY**

T M Secretaries Limited

**REGISTERED OFFICE**

Kingsfield Court  
Chester Business Park  
Chester  
CH4 9RE

**BANKERS**

Royal Bank of Scotland plc  
1 Dale Street  
Liverpool  
L2 2PP

Barclays Bank plc  
4 Water Street  
Liverpool  
L69 2DU

**SOLICITORS**

Addleshaw Booth & Co.  
100 Barbirolli Square  
Manchester  
M2 3AB

**AUDITORS**

Deloitte & Touche LLP  
Manchester

## **DIRECTORS' REPORT**

The sole director presents its annual report and the audited financial statements for the year ended 28 December 2003.

### **ACTIVITIES**

The principal activity of the company is the publication and printing of newspapers.

### **REVIEW OF DEVELOPMENTS, RESULTS AND FUTURE PROSPECTS**

The company's profit before taxation was £18,994,000 (year ended 29 December 2002 - £15,091,000).

During the year, an interim dividend of £13,000,000 was paid to the immediate parent company (year ended 29 December 2002 - £9,700,000). The profit retained for the year of £185,000 (2002 - £812,000) has been transferred to reserves.

The financial position of the company is set out on page 6.

The director expects the company to perform satisfactorily during 2004.

### **FIXED ASSETS**

Changes in fixed assets are set out in notes 8, 9 and 10 to the accounts.

### **DIRECTORS AND THEIR INTERESTS**

The present membership of the Board is set out on page 1. There have been no changes to the membership of the Board of directors during the year or since the year end.

The ultimate parent company at 28 December 2003 was Trinity Mirror plc.

The sole director has had no interests in the shares of the company, its fellow subsidiaries or its ultimate parent company at any time.

### **DIRECTORS' AND OFFICERS' LIABILITY INSURANCE**

During the year, the company has maintained cover for its directors and officers under a directors' and officers' liability insurance policy.

### **DONATIONS**

During the year contributions for charitable purposes totalled £3,080 (year ended 29 December 2002 - £2,686).

### **DISABLED EMPLOYEES**

The company has continued its policy of encouraging the employment of registered disabled persons, bearing in mind the job requirements for skills and aptitude. In the areas of planned employee training and career development, the company strives to ensure that disabled employees receive maximum possible benefits, including opportunities for promotion. Where an employee becomes disabled during employment every effort is made to retain the employee's services and any necessary re-training for suitable alternative employment within the company is provided.

### **EMPLOYEES**

Company employees or their elected representatives are informed of the progress of the company on a regular basis. Suggestions from employees aimed at improving the performance of the company are welcomed.

## DIRECTORS' REPORT (continued)

### PAYMENT OF SUPPLIERS

Whilst the company has no formal supplier payment policy it agrees appropriate terms and conditions for its transactions with suppliers (by means ranging from standard written terms to individually negotiated contracts) and to make payments in accordance with those terms and conditions provided that the supplier has also complied with them.

At 28 December 2003 the company had an average of 30 days (year ended 29 December 2002 - 32 days) purchases outstanding in trade creditors.

### 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.

The company has elected, pursuant to Section 386 of the Companies Act 1985, to dispense with the obligation to appoint auditors annually. Deloitte & Touche LLP have expressed their willingness to continue in office as auditors.

### 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 period. 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.

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



T M DIRECTORS LIMITED

9th September 2004

## **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF NEWCASTLE CHRONICLE AND JOURNAL LIMITED**

We have audited the financial statements of Newcastle Chronicle and Journal Limited for the year ended 28 December 2003 which comprise the profit and loss account, the balance sheet, the reconciliation of movement in shareholders' funds, the statement of total recognised gains and losses and the related notes 1 to 23. 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.

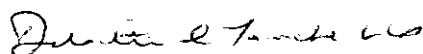
### **Basis of audit opinion**

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 December 2003 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



### **Deloitte & Touche LLP**

Chartered Accountants and Registered Auditors  
Manchester

17 September 2004

**PROFIT AND LOSS ACCOUNT**  
**Year ended 28 December 2003**

	Note	28 December 2003 £'000	29 December 2002 £'000
<b>TURNOVER</b>	2	59,913	56,805
Cost of sales		(22,457)	(23,039)
Gross profit		<hr/> 37,456	<hr/> 33,766
Distribution costs	4	(3,763)	(3,603)
Administrative expenses – recurring	4	(13,916)	(14,399)
Administrative expenses – exceptional	4	(182)	-
Administrative expenses - total	4	<hr/> (14,098)	<hr/> (14,399)
Other operating income	4	21	55
		<hr/> (17,840)	<hr/> (17,919)
<b>OPERATING PROFIT</b>	4	19,616	15,819
Profit on disposal of fixed assets		-	28
Interest receivable	5	3	-
Interest payable and similar charges	6	(625)	(756)
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		<hr/> 18,994	<hr/> 15,091
Tax on profit on ordinary activities	7	(5,808)	(4,579)
<b>PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION</b>		<hr/> 13,186	<hr/> 10,512
Equity dividends	8	<hr/> (13,000)	<hr/> (9,700)
<b>RETAINED PROFIT FOR THE YEAR</b>	19	<hr/> <hr/> 186	<hr/> <hr/> 812

The results relate solely to continuing operations.

There are no recognised gains or losses other than the profit for the current and prior years. Accordingly a statement of total recognised gains and losses has not been prepared.

**BALANCE SHEET**  
**28 December 2003**

	Note	28 December 2003		29 December 2002	
		£'000	£'000	£'000	£'000
<b>FIXED ASSETS</b>					
Intangible assets	9	60,060		60,060	
Tangible assets	10	16,740		19,071	
Investments	11	1		1	
			76,801		79,132
<b>CURRENT ASSETS</b>					
Stocks	12	320		367	
Debtors	13	217,892		153,957	
Cash at bank and in hand		950		3,491	
			219,162		157,815
<b>CREDITORS: amounts falling due within one year</b>	14	(213,610)		(153,790)	
<b>NET CURRENT ASSETS</b>			5,552		4,025
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>			82,353		83,157
<b>CREDITORS: amounts falling due after more than one year</b>	15		(14,141)		(15,067)
<b>PROVISIONS FOR LIABILITIES AND CHARGES</b>	16		(1,927)		(1,970)
<b>ACCRUALS AND DEFERRED INCOME</b>	17		(192)		(213)
<b>NET ASSETS</b>			66,093		65,907
<b>CAPITAL AND RESERVES</b>					
Called up share capital	18		64,225		64,225
Profit and loss account	19		1,868		1,682
<b>EQUITY SHAREHOLDERS' FUNDS</b>			66,093		65,907

These financial statements were approved by the Board of Directors on 7<sup>th</sup> September 2004.

Signed on behalf of the Board of Directors



T M DIRECTORS LIMITED



**RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS**

**28 December 2003**

	Year ended 28 December 2003 £'000	Year ended 29 December 2002 £'000
Profit for the financial year attributable to members	13,186	10,512
Dividends	(13,000)	(9,700)
<b>Net addition to shareholders' funds</b>	<u>186</u>	<u>812</u>
Opening shareholders' funds	65,907	65,095
<b>Closing shareholders' funds</b>	<u><u>66,093</u></u>	<u><u>65,907</u></u>

## NOTES TO THE ACCOUNTS

Year ended 28 December 2003

### 1. ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable United Kingdom accounting standards. The particular accounting policies adopted are described below.

#### Accounting convention

The financial statements are prepared under the historical cost convention.

#### Intangible fixed assets

Intangible fixed assets comprise acquired publishing rights and titles and are stated in the balance sheet at the directors' assessment of the fair value of intangible assets based on discounted cash flow valuations. In the opinion of the directors these assets have an indefinite economic life, due to their typical lifespan, and are not therefore subject to annual amortisation. The carrying value of these assets will be reviewed annually and adjusted to the recoverable amount if required.

#### Tangible fixed assets

Freehold land and tangible capital assets not yet in use have not been depreciated. Depreciation on assets qualifying for investment and regional development grants is calculated on their full cost. Depreciation on other assets is provided on cost in equal instalments over the estimated lives of the assets. The estimated useful economic lives are as follows:

(i)	Freehold property	67 years
(ii)	Leasehold properties	The term of the lease
(iii)	Fixtures, fittings, plant and machinery	3 - 25 years

#### Stocks

Stocks are stated at the lower of cost and net realisable value. Cost represents materials, direct labour and production overheads.

#### Regional Development grant & Newcastle City Council grant

Regional Development grants are being credited to revenue over a period approximating to the average life of the related fixed assets. The Newsroom grant is being credited to revenue over a 5 year period which is the estimated initial life of the project

#### Investments

Fixed asset investments are stated at cost unless, in the opinion of the directors, there has been an impairment in value, in which case an appropriate adjustment is made.

Group consolidated financial statements are not prepared as the company is a wholly owned subsidiary of another company registered in England and Wales.

#### Deferred taxation

Deferred taxation is provided in full at the anticipated tax rates on timing differences arising from the different treatment of items for accounting and taxation purposes. No provision is made for deferred tax on investment revaluations. A deferred tax asset is regarded as recoverable and therefore recognised only when it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted. The company has elected not to discount the deferred tax assets and liabilities.

**NOTES TO THE ACCOUNTS (continued)**  
**Year ended 28 December 2003**

**1. ACCOUNTING POLICIES (continued)**

**Leases**

Where the group has substantially all the risks and rewards of ownership of an asset subject to a lease, the lease is treated as a finance lease. Other leases are treated as operating leases. Future instalments payable under finance leases, net of finance charges are included in creditors with the corresponding asset values recorded in fixed tangible assets and depreciated over the shorter of their estimated useful lives or their lease terms. Payments are apportioned between the finance element, which is charged to the profit and loss account as interest, and the capital element which reduces the outstanding obligation for future instalments. Operating lease payments are charged to the profit and loss account in equal annual amounts over the period of the leases.

**Pension scheme arrangements**

The company contributes to the Trinity Retirement Benefit Scheme, a defined benefit scheme.

The Trinity Retirement Benefit Scheme operates for employees of a number of Trinity Mirror group companies and as such, Newcastle Chronicle and Journal Limited is unable to identify its share of the underlying assets and liabilities of the Scheme. Under FRS 17 the actual cost of providing pensions to the company will be charged to the profit and loss account as incurred during the year.

For defined contribution schemes, the amount charged to the profit and loss account in respect of pension costs and other post retirement benefits is the contributions payable in the year. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

**Cash flow statement**

The company is not presenting a cash flow statement in accordance with the exemption in FRS 1 - Cash Flow Statements. The ultimate parent company has included a consolidated cash flow statement in the group accounts.

**Capital instruments**

Capital instruments are accounted for in accordance with the principles of FRS 4 issued by the Accounting Standards Board and are classified as equity share capital, non-equity share capital, minority interest or debt as appropriate.

**2. TURNOVER**

Turnover arises wholly from the company's principal activity carried out within the United Kingdom and excludes VAT and similar sales based taxes.

**NOTES TO THE ACCOUNTS (continued)**  
**Year ended 28 December 2003**

**3. INFORMATION REGARDING DIRECTORS AND EMPLOYEES**

The corporate director received no remuneration from the company (2002: £nil), is not a member of any pension scheme (2002: same) and has no options or interests in the company or its ultimate parent (2002: same).

	<b>28 December 2003 £'000</b>	<b>29 December 2002 £'000</b>
<b>Employee costs during the year</b>		
Wages and salaries	16,305	15,768
Social security costs	1,510	1,357
Pension costs	881	768
	<u>18,696</u>	<u>17,893</u>
<b>Average number of persons employed</b>	<b>No</b>	<b>No (restated)</b>
Production	323	347
Sales and distribution	579	589
Administration	158	142
	<u>1,060</u>	<u>1,078</u>

The comparatives for the average number of employees have been restated to reflect the actual number of employees. Previously, full time equivalent staff numbers were reported. The change in disclosure results in the 2002 staff numbers moving from 813 to 1078.

The above excludes 53 (2002: 52) casual workers due to the impracticality of determining regular and occasional workers.

**Pensions**

The company contributes to the Trinity Retirement Benefit Scheme, a defined benefit scheme.

The scheme provides benefits based on final pensionable pay and is set up under a trust which holds the assets of the scheme separately from the company.

The pension cost is assessed in accordance with the advice of qualified actuaries using the projected unit method. The last formal actuarial valuation of the Trinity Retirement Benefit Scheme was prepared as at 30 June 2001. At the date of the revaluation the actuarial value of the assets in the scheme was sufficient to cover 127% of the accrued benefits of the members, after allowing for projected salaries on the basis of the following assumptions:

Investment return – pre-retirement	6.25% pa
Pensionable salary increases	4.50% pa
Investment return – post-retirement	5.50% pa
Pension increases	2.50% pa
Price inflation	2.50% pa

Contributions to the scheme for the period were £881,000 (2002 - £768,000).

The implications of the surplus for the employer are an unchanged contribution rate.

Accrued pension costs at 28 December 2003 were £nil (year ended 29 December 2002 - £nil).

The accounts of the ultimate parent company, Trinity Mirror plc, contain full disclosure details of the scheme.

**NOTES TO THE ACCOUNTS (continued)**

**Year ended 28 December 2003**

**3. INFORMATION REGARDING DIRECTORS AND EMPLOYEES (CONTINUED)**

The company also contributes to the Trinity Mirror Pension plan, a defined contribution scheme for which the pension cost for the year ended 28 December 2003 was £7,000 (2002: £nil). At 28 December 2003 there were no outstanding/prepaid contributions (2002: £nil).

**4. OPERATING PROFIT**

	<b>28 December 2003 £'000</b>	<b>29 December 2002 £'000</b>
Operating profit is after charging/(crediting):		
Redundancy costs	182	271
Depreciation		
owned assets	2,206	1,757
leased assets	498	996
Auditors' remuneration		
audit fees	34	35
non audit fees	17	27
Rentals under operating leases		
land and buildings	179	181
plant and machinery	508	672
Release of Regional Development & Local Authority Grants	(21)	(19)
	<u>          </u>	<u>          </u>

**5. INTEREST RECEIVABLE**

	<b>28 December 2003 £'000</b>	<b>29 December 2002 £'000</b>
Bank interest receivable	3	-
	<u>          </u>	<u>          </u>

**6. INTEREST PAYABLE AND SIMILAR CHARGES**

	<b>28 December 2003 £'000</b>	<b>29 December 2002 £'000</b>
Hire purchase and finance leases	625	756
	<u>          </u>	<u>          </u>

**NOTES TO THE ACCOUNTS (continued)**  
**Year ended 28 December 2003**

**7. TAX ON PROFIT ON ORDINARY ACTIVITIES**

	28 December 2003 £'000	29 December 2002 £'000
<b>Tax charge in period</b>		
Profit on ordinary activities before tax	18,994	15,091
Current tax:		
Corporation tax charge for current year	5,872	4,621
Adjustment to prior year	(21)	(41)
Deferred tax:		
Deferred tax credit for the current year	(100)	(11)
Adjustment to prior period	57	10
	<u>5,808</u>	<u>4,579</u>

Included within the corporation tax charge for the year is a net tax charge of £54,634 (2002:£nil) in respect of exceptional items disclosed in the profit and loss account.

**Reconciliation of current tax charge**

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 is more than 30% (2002 - was also more than 30%) for the reasons set out in the following reconciliation:

	2003	2002
UK standard rate of corporation tax	30.0%	30.0%
Permanent items	0.2%	0.1%
Depreciation in excess of capital allowances	0.2%	0.6%
Other short term timing differences	0.5%	(0.1)%
Prior year adjustment	(0.1%)	(0.3%)
Total current tax charge for period	<u>30.8%</u>	<u>30.3 %</u>

**8. EQUITY DIVIDENDS**

	28 December 2003 £'000	29 December 2002 £'000
Interim dividend paid to immediate parent company	<u>13,000</u>	<u>9,700</u>

**9. INTANGIBLE FIXED ASSETS**

	28 December 2003 £'000	29 December 2002 £'000
<b>Cost:</b>		
At beginning and end of year	<u>60,060</u>	<u>60,060</u>

Intangible fixed assets represent the fair value of publishing rights of titles acquired.

**NOTES TO THE ACCOUNTS (continued)**  
**Year ended 28 December 2003**

**10. TANGIBLE FIXED ASSETS**

	Land and buildings		Fixtures, fittings, plant and machinery	Assets under the course of construction	Total
	Freehold £'000	Leasehold £'000	£'000	£'000	£'000
<b>Cost</b>					
At beginning of year	172	5,709	34,620	1,439	41,940
Reclassification	-	-	1,361	(1,361)	-
Additions	-	-	90	283	373
At end of year	172	5,709	36,071	361	42,313
<b>Accumulated depreciation</b>					
At beginning of year	-	1,830	21,039	-	22,869
Reclassification	-	10	(10)	-	-
Charge for the year	-	114	2,590	-	2,704
At end of year	-	1,954	23,619	-	25,573
<b>Net book value</b>					
At 28 December 2003	172	3,755	12,452	361	16,740
At 29 December 2002	172	3,879	13,581	1,439	19,071

The net book value of assets held under finance leases and hire purchase contracts is £3,319,000 (year ended 29 December 2002 - £4,191,000).

**11. INVESTMENTS**

	Listed investments £'000	Subsidiary undertakings £'000	Total £'000
<b>Cost:</b>			
At 29 December 2002 and 28 December 2003	1	47	48
<b>Provisions for impairments</b>			
At 29 December 2002 and 28 December 2003	-	(47)	(47)
<b>Net book value</b>			
At 28 December 2003	1	-	1
At 29 December 2002	1	-	1

The market value of the listed investment at the year end was £146 (year ended 29 December 2002 - £78).

The company has a 100% ordinary share interest in Markstead Limited, a dormant company registered in England and Wales.

**12. STOCKS**

	28 December 2003 £'000	29 December 2002 £'000
Raw materials and consumables	320	367

**NOTES TO THE ACCOUNTS (continued)**  
**Year ended 28 December 2003**

**13. DEBTORS**

	<b>28 December</b>	<b>29 December</b>
	<b>2003</b>	<b>2002</b>
	<b>£'000</b>	<b>£'000</b>
Trade debtors	7,472	6,393
Amounts owed by group undertakings		
Ultimate parent company	206,596	145,377
Fellow subsidiaries	3,353	1,688
Other debtors	77	119
Prepayments and accrued income	394	380
	<u>217,892</u>	<u>153,957</u>

**14. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	<b>28 December</b>	<b>29 December</b>
	<b>2003</b>	<b>2002</b>
	<b>£'000</b>	<b>£'000</b>
Obligations under finance leases and hire purchase agreements	1,336	1,253
Trade creditors	1,441	1,465
Amounts owed to group undertakings		
Fellow subsidiaries	203,541	143,780
Other creditors	141	242
Corporation tax payable	2,944	2,322
Other taxation and social security	409	312
Accruals and deferred income	3,798	4,416
	<u>213,610</u>	<u>153,790</u>

**15. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR**

	<b>28 December</b>	<b>29 December</b>
	<b>2003</b>	<b>2002</b>
	<b>£'000</b>	<b>£'000</b>
Obligations under finance leases at a commercial rate of interest and hire purchase agreements	14,141	15,067
Repayable by instalments as follows:		
Between one and two years	1,138	926
Between two and five years	4,968	4,159
Beyond five years	8,035	9,982
	<u>14,141</u>	<u>15,067</u>

The finance leases are secured by a fixed charge over the printing press which has a net book value of £3,225,000 (year ended 29 December 2002 - £4,191,000).



**NOTES TO THE ACCOUNTS (continued)**

**Year ended 28 December 2003**

**16. PROVISIONS FOR LIABILITIES AND CHARGES**

	<b>Deferred taxation £'000</b>	<b>Property provisions £'000</b>	<b>Total £'000</b>
Provision at beginning of year	1,960	10	1,970
Release to profit and loss account	(43)	-	(43)
Provision at end of year	<u>1,917</u>	<u>10</u>	<u>1,927</u>

	<b>28 December 2003 £'000</b>	<b>29 December 2002 £'000</b>
<b>Deferred taxation</b>		
Provision at beginning of year	1,960	1,961
Current year tax charge	(100)	(11)
Adjustment to prior year	57	10
	<u>1,917</u>	<u>1,960</u>

The amounts for deferred tax provided in the accounts are as follows:

	<b>28 December 2003 £'000</b>	<b>29 December 2002 £'000</b>
Depreciation in excess of capital allowances	2,119	2,063
Other short term timing differences	(202)	(103)
	<u>1,917</u>	<u>1,960</u>

**17. ACCRUALS AND DEFERRED INCOME**

**Government & Local Authority grants**

	<b>28 December 2003 £'000</b>	<b>29 December 2002 £'000</b>
At beginning of year	213	142
New grant	-	90
Release to profit and loss account	(21)	(19)
At end of year	<u>192</u>	<u>213</u>

**NOTES TO THE ACCOUNTS (continued)**  
**Year ended 28 December 2003**

**18. CALLED UP SHARE CAPITAL**

	28 December 2003 £'000	29 December 2002 £'000
Authorised		
64,225,000 ordinary shares of £1 each	64,225	64,225
Called up, allotted and fully paid		
64,225,000 ordinary shares of £1 each	64,225	64,225

**19. RESERVES**

	Profit and loss account £'000
Balance at beginning of year	1,682
Profit for the year	186
Balance at end of year	1,868

**20. FINANCIAL COMMITMENTS**

**Capital commitments**

At 28 December 2003, the company had no capital commitments (29 December 2002: £nil).

**Operating lease commitments**

At 28 December 2003 the company was committed to making the following payments during the next year in respect of operating leases:

	28 December 2003			29 December 2002		
	Other £'000	Land and Buildings £'000	Total £'000	Other £'000	Land and Buildings £'000	Total £'000
Leases which expire:						
Within one year	74	2	76	6	-	6
Within two to five years	437	14	451	588	19	607
After five years	-	68	68	-	21	21
	511	84	595	594	40	634

**21. CONTINGENT LIABILITIES**

The company, together with certain of its fellow subsidiaries in the United Kingdom, has guaranteed the loans and bank overdraft of the ultimate parent company with certain of the group's bankers. At 28 December 2003 this amounted to £570 million (year ended 29 December 2002 - £614 million).

**NOTES TO THE ACCOUNTS (continued)**

**Year ended 28 December 2003**

**22. ULTIMATE PARENT COMPANY AND IMMEDIATE PARENT UNDERTAKING**

In the opinion of the sole director, the company's ultimate parent company, and controlling entity at 28 December 2003 was Trinity Mirror plc, a company registered in England and Wales. Copies of the group financial statements are available from its registered office at One Canada Square, Canary Wharf, London, E14 5AP. Trinity Mirror plc is the parent undertaking of the largest and smallest group which includes the company and for which group financial statements are prepared.

The immediate parent undertaking is TIH (Newcastle) Limited, a company registered in England and Wales.

**23. RELATED PARTY TRANSACTIONS**

The company has taken advantage of the exemption included in Financial Reporting Standard No.8 "Related Party Disclosures" (para 3) for wholly owned subsidiaries not to disclose transactions with entities that are part of the group or investees of the group qualifying as related parties.