

OGUZ PRESS LIMITED
(Registered Number 1081808)

DIRECTORS' REPORT AND ACCOUNTS
FOR THE YEAR ENDED 30 JUNE 1996



OGUZ PRESS LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 30 JUNE 1996

The directors have pleasure in presenting their report and accounts for the year ended 30 June 1996.

PRINCIPAL ACTIVITY

The principal activity of the company is a holding company for a company engaged in publishing and distributing magazines and books.

RESULTS AND DIVIDENDS

The company has not traded during the year, has incurred no liabilities and consequently has made neither a profit nor a loss.

The directors do not recommend the payment of a dividend.

DIRECTORS

The directors who have served during the year are as follows:

GV Sherren (Chairman)
JW Raw

DIRECTORS' INTERESTS

Messrs Sherren and Raw are also directors of the ultimate parent undertaking, Centaur Communications Limited, and their interests in the shares of group undertakings are given in that company's annual report.

DIRECTORS' RESPONSIBILITIES

The directors are required by company law 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 and loss of the company for that period.

The directors confirm that suitable accounting policies supported by reasonable and prudent judgements and estimates have been used and consistently applied in the preparation of the financial statements for the year ended 30 June 1996. The directors also confirm that applicable accounting standards have been followed and that the financial statements have been prepared on the going concern basis.

The directors are responsible for keeping proper accounting records, for safeguarding the assets of the company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.


OGUZ PRESS LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 30 JUNE 1996 (Continued)

AUDITORS

Price Waterhouse have indicated their willingness to be re-appointed as auditors to the company.

By Order of the Board



JW Raw

Secretary

18 December 1996

Registered office
St Giles House
49/50 Poland Street
London W1V 4AX

Price Waterhouse



AUDITORS' REPORT TO THE MEMBERS OF OGUZ PRESS LIMITED

We have audited the financial statements on pages 4 to 7 which have been prepared under the historical cost convention and the accounting policies set out on page 6.

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 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 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 30 June 1996 and have been properly prepared in accordance with the Companies Act 1985.

Price Waterhouse

PRICE WATERHOUSE
Chartered Accountants
and Registered Auditors
London

18 December 1996

OGUZ PRESS LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 JUNE 1996

	Continuing operations <u>1996</u> £	Continuing operations <u>1995</u> £
TURNOVER	-	-
Cost of sales	<u>-</u>	<u>-</u>
GROSS PROFIT	-	-
Administration expenses	<u>-</u>	<u>-</u>
OPERATING PROFIT	-	-
Taxation	<u>-</u>	<u>-</u>
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION	-	-
PROFIT AND LOSS ACCOUNT BROUGHT FORWARD	<u>(30,325)</u>	<u>(30,325)</u>
PROFIT AND LOSS ACCOUNT CARRIED FORWARD	<u>(30,325)</u>	<u>(30,325)</u>

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains and losses other than those included above and therefore no separate statement of total recognised gains and losses has been presented.

NOTE OF HISTORICAL COST PROFITS AND LOSSES

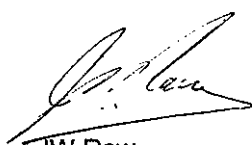
The reported result for 1996 and 1995 is stated under the historical cost convention and represents the true historical cost result without the need for any adjustment.

The notes on pages 6 and 7 form part of these accounts

OGUZ PRESS LIMITED**BALANCE SHEET - 30 JUNE 1996**

	<u>1996</u> £	<u>1995</u> £
FIXED ASSETS		
Investments (Note 5)	12,500	12,500
CURRENT ASSETS		
Debtors (amounts owed by group undertakings)	<u>6,081</u>	<u>6,081</u>
NET CURRENT ASSETS	<u>6,081</u>	<u>6,081</u>
	18,581	18,581
	<u><u> </u></u>	<u><u> </u></u>
CAPITAL AND RESERVES		
Called up share capital (Note 6)	40,000	40,000
Share premium account	8,906	8,906
Profit and loss account	<u>(30,325)</u>	<u>(30,325)</u>
	18,581	18,581
	<u><u> </u></u>	<u><u> </u></u>

APPROVED BY THE BOARD
ON 18 December 1996



JW Raw
DIRECTOR

The notes on pages 6 and 7 form part of these accounts.

OGUZ PRESS LIMITED

NOTES TO THE ACCOUNTS - 30 JUNE 1996

1 ACCOUNTING POLICIES

- (1) The accounts have been drawn up under the historical cost convention and in accordance with applicable accounting standards.
- (2) The company's ultimate parent undertaking is Centaur Communications Limited, a company registered in England.
- (3) As a wholly owned subsidiary of a company registered in England the company has elected not to present consolidated accounts.
- (4) The only consolidated accounts which include the results of the company are the consolidated accounts prepared by the ultimate parent undertaking. Copies of the consolidated accounts can be obtained from the company's registered office, the address of which is shown in the directors' report.

2 EMPLOYEES

There were no employees during the year (1995 - Nil).

3 DIRECTORS' EMOLUMENTS

The directors received no emoluments in respect of their services to the company during the year (1995 - £Nil).

4 AUDITORS' REMUNERATION

The auditors' remuneration is borne by the ultimate parent undertaking.

5 INVESTMENTS

At 30 June 1996 and at 30 June 1995, the company held 12,500 ordinary shares of £1 each, representing approximately 30% of the issued share capital of Hali Publications Limited, a company registered in England. The investment in Hali Publications Limited is stated at cost and in the opinion of the directors the value of this investment is not less than the amount at which it is stated in the balance sheet.

OGUZ PRESS LIMITED

NOTES TO THE ACCOUNTS - 30 JUNE 1996 (Continued)

6 CALLED UP SHARE CAPITAL

	<u>1996</u>	<u>1995</u>
	£	£
<u>Ordinary shares of £1 each:</u>		
Authorised, allotted and fully paid	<u>40,000</u>	<u>40,000</u>

7 GUARANTEES

The company has granted a cross guarantee in favour of National Westminster Bank PLC in respect of the bank borrowings of the ultimate parent undertaking and of its fellow subsidiary undertakings. The guarantee is secured by specific and floating charges over the company's assets.