

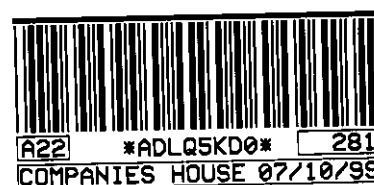
WEST OF ENGLAND NEWSPAPERS LIMITED

DIRECTOR'S REPORT AND ACCOUNTS

FOR THE FIFTY-TWO WEEKS ENDED

26 JUNE 1999

Company No. 1932276



WEST OF ENGLAND NEWSPAPERS LIMITED

DIRECTOR'S REPORT

FOR THE FIFTY-TWO WEEKS ENDED 26 JUNE 1999

The director submits its report together with the financial statements of the Company for the fifty-two weeks ended 26 June 1999.

Principal Activities and Review of Business

The Company did not trade during the period.

Directors

The directors who served during the period and their beneficial interests in the issued share capital of the holding company were:

| | £1 Ordinary Shares | | | | | |
|-------------------------------|-----------------------------|-----------------------------|--|--|--|--|
| | Shares held | Shares held | Executive Share Options | Executive Share Options | Savings Related Share Options | Savings Related Share Options |
| | 26 June 1999 | 28 June 1998 | 26 June 1999 | 28 June 1998 | 26 June 1999 | 28 June 1998 |
| Secretarial Co.(1996) Limited | - | - | - | - | - | - |
| W A Shapland | - | - | 17,500 | 17,500 | 4,859 | 4,859 |
| G J May | | | | | | |
| J D O Massey | | | | | | |

G J May and J D O Massey resigned as directors on 19 February 1999, and W A Shapland resigned as a director on 15 July 1999. On 15 July 1999 the Company passed a special resolution in general meeting to permit a sole director to be appointed.

Statement of Director's Responsibilities

The director is required by the Companies Act 1985 to prepare financial statements which give a true and fair view of the state of affairs of the Company as at the end of the financial period and of the profit and loss of the Company for the period to that date.

It is also the director's responsibility:-

- to maintain adequate accounting records;
- to safeguard the assets of the Company, and
- to prevent and detect fraud and other irregularities.

The director confirms that suitable accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates have been used in the preparation of the financial statements and that applicable accounting standards have been followed.

WEST OF ENGLAND NEWSPAPERS LIMITED

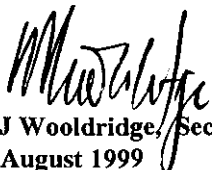
DIRECTOR'S REPORT

FOR THE FIFTY-TWO WEEKS ENDED 26 JUNE 1999

Auditors

In accordance with the special resolution passed in 1999, no auditors have been appointed since the Company is dormant.

By Order of the Board



M J Wooldridge, Secretary
26 August 1999

WEST OF ENGLAND NEWSPAPERS LIMITED

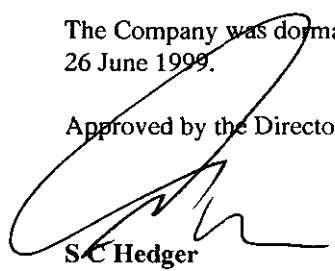
BALANCE SHEET

AS AT 26 JUNE 1999

| | Notes | 1999 £ | 1998 £ |
|-----------------------------|-------|-------------|-------------|
| Capital and Reserves | | | |
| Share capital - equity | 1 | 38,100 | 38,100 |
| Share capital - non equity | 1 | 541,750 | 541,750 |
| Share premium account | | 506,024 | 506,024 |
| Profit and loss account | | (1,085,874) | (1,085,874) |
| Shareholders' Funds | | | |
| Equity | | (541,750) | (541,750) |
| Non-equity | | 541,750 | 541,750 |
| | | - | - |

The Company was dormant within the meaning of Section 250(3) of the Companies Act 1985 throughout the fifty-two weeks ended 26 June 1999.

Approved by the Director on 26 August 1999 and signed on its behalf by:



S.C. Hedger
Duly authorised for
Secretarial Co.(1996) Limited
Director

WEST OF ENGLAND NEWSPAPERS LIMITED

NOTES TO THE ACCOUNTS

FOR THE FIFTY-TWO WEEKS ENDED 26 JUNE 1999

| 1 | Share Capital | 1999 £ | 1998 £ |
|---|--|----------------|----------------|
| | Authorised Equity Shares | | |
| | 400,000 Ordinary shares of £0.10 each | 40,000 | 40,000 |
| | | <u>40,000</u> | <u>40,000</u> |
| | Non Equity Shares | | |
| | 2,755,000 Deferred Ordinary shares of £0.10 each | 275,500 | 275,500 |
| | 2,755,000 Preference shares of £0.10 each | 275,500 | 275,500 |
| | | <u>591,000</u> | <u>591,000</u> |
| | Allotted Equity Shares | | |
| | 381,000 Allotted, called up and fully paid ordinary shares of £0.10 each | 38,100 | 38,100 |
| | Non Equity Shares | | |
| | 2,708,750 Deferred Ordinary shares of £0.10 each | 270,875 | 270,875 |
| | 2,708,750 Preference shares of £0.10 each | 270,875 | 270,875 |
| | | <u>579,850</u> | <u>579,850</u> |

2 Group Companies

The company is a wholly owned subsidiary of News Communications & Media PLC, a company registered in England & Wales.