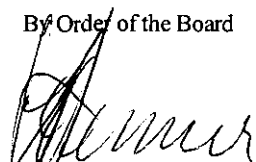


THOMSON FREE NEWSPAPERS LIMITED**Company No: 2226285****Directors' Report:** The directors present their report and accounts for the year ended 31 December 2001.**Directors:** The directors holding office during the year are set out below. No director has any beneficial interest in the shares of the Company.

S J H Coles, S L Jenner, W Lee and Y H Tio-Parry

By Order of the Board

**S L Jenner**
Secretary

Date: 20 August 2002

Registered Office: First Floor, The Quadrangle, 180 Wardour Street, London W1A 4YG**BALANCE SHEET AS AT 31 DECEMBER 2001**

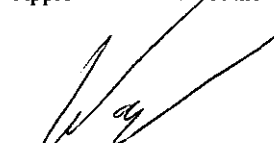
	2001	2000
	£'000	£'000
<u>Capital and Reserves</u>		
<i>Called up share capital</i>		
Authorised: 1,000,100 ordinary shares of £1 each		
Issued and fully paid: 1,000,002 ordinary shares of £1 each	1,000	1,000
Profit and loss account	(1,000)	(1,000)
	<u>0</u>	<u>0</u>

For the year ended 31 December 2001 the Company was entitled to exemption under Section 249AA(1) of the Companies Act 1985. Members have not required the Company to obtain an audit in accordance with Section 249B(2) of the Companies Act 1985.

The directors acknowledge their responsibility for:

- ensuring the Company keeps accounting records which comply with Section 221; and
- preparing accounts 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 its profit and loss for the financial year, in accordance with the requirements of Section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the Company.

Approved on behalf of the Board

**W Lee**
Director

Date: 20 August 2002

NOTES TO THE ACCOUNTS

- The accounts have been prepared under the historical cost convention in accordance with applicable UK accounting standards and on a basis consistent with the previous year.
- The Company has not traded during the year, has incurred no liabilities and, consequently, has made neither profit nor loss. None of the directors received any emoluments in respect of their services to the Company.
- The Company is a close company within the meaning of Section 414 of the Income and Corporation Taxes Act 1988. Within the meaning of the Companies Act 1985 Thomson Investments Limited ("TIL") is regarded by the directors of the Company as being the Company's ultimate parent company. Within the meaning of the said Act The Thomson Corporation ("Thomson") is the only parent undertaking for which group accounts are drawn up and of which the Company is a member. TIL and Thomson are incorporated under the laws of the Province of Ontario, Canada.

Copies of the Thomson annual report are available from: First Floor, The Quadrangle, 180 Wardour Street, London W1A 4YG.