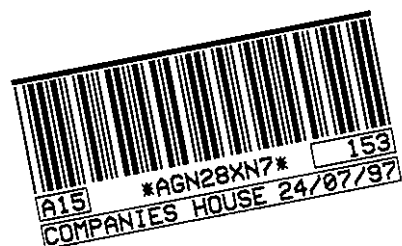


2388910

**THOMORG NO. 22 LIMITED**

**DIRECTORS' REPORT AND ACCOUNTS  
31 DECEMBER 1996**



**THOMORG NO. 22 LIMITED**  
**Registered No. 2388910**

**DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 1996**

The directors present their report and accounts for the year ended 31 December 1996.

**Principal Activity**

The company has not traded during the year.

**Results and dividends**

The profit after tax for the financial year was £nil (1995 - £1,788,000). No dividends were paid during the year (1995 - £11,000).

**Directors' responsibility statement**

The directors are required by the Companies Act 1985 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 results for the financial year.

The directors consider that in preparing the financial statements the company has used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates, and that all standards which they consider to be applicable have been followed.

The directors have responsibility for ensuring that the company keeps accounting records which disclose with reasonable accuracy the financial position of the company and which enable them to ensure that the financial statements comply with the Companies Act 1985.

The directors have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

**Directors**

The directors of the company who held office throughout the year were:

S.B. Addley	(resigned 5.1.96)
S.J.H. Coles	(appointed 5.1.96)
T.E. Dyer	(appointed 5.1.96)
S.M. Garner	(resigned 5.1.96)
A. Russell	(appointed 5.1.96)
M.B. James	(resigned 12.2.96)
D.P. McGregor	(resigned 12.2.96)

## THOMORG NO. 22 LIMITED

### DIRECTORS'S REPORT (Continued)

None of the directors held any interest in the shares of the company at any time during the year.

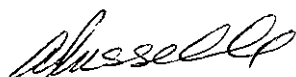
A. Russell has a beneficial interest in the common shares of an intermediate parent company as detailed below:-

	31 December 1996	5 January 1996
Common shares of The Thomson Corporation and related common shares of The Thomson Corporation PLC	89	87

### AUDITORS

The auditors, Price Waterhouse, have indicated their willingness to continue in office.

By Order of the Board



A. Russell  
Secretary

11 July 1997

## **AUDITORS' REPORT TO THE MEMBERS OF THOMORG NO. 22 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 7.

### **RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS**

As described in the directors report on page 1, the company's directors are responsible for the preparation of the 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 affairs of the company as at 31 December 1996 and of its result for the year then ended and have been properly prepared in accordance with the Company Act 1985.

Southwark Towers  
32 London Bridge Street  
London SE1 9SY



Price Waterhouse  
Chartered Accountants  
and Registered Auditors

11 July 1997

**THOMORG NO. 22 LIMITED****PROFIT AND LOSS ACCOUNT  
FOR THE YEAR ENDED 31 DECEMBER 1996**

	1996 £000	Discontinued Operations 1995 £000
<b>TURNOVER</b>	-	2,687
Cost of sales	<u>-</u>	<u>(896)</u>
<b>GROSS PROFIT</b>	-	1,791
Selling and distribution costs	-	(874)
Administrative expenses	<u>-</u>	<u>(764)</u>
<b>OPERATING PROFIT</b>	-	153
Profit on sale of operations	-	1,877
Interest expense and similar charges	<u>-</u>	<u>(251)</u>
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>	-	1,779
Tax on profit on ordinary activities	<u>-</u>	<u>9</u>
<b>PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION</b>	-	1,788
Ordinary dividend on equity shares	<u>-</u>	<u>(11)</u>
<b>RETAINED PROFIT FOR THE YEAR</b>	-	1,777
Retained profit brought forward	<u>2,057</u>	<u>280</u>
Retained profit carried forward	<u>2,057</u>	<u>2,057</u>

No recognised gains or losses other than those in the profit and loss account were made during the year.

**THOMORG NO. 22 LIMITED**

**BALANCE SHEET AT 31 DECEMBER 1996**

	NOTE	1996 £000	1995 £000
<b>CURRENT ASSETS</b>			
Amounts owed by parent undertaking		1,857	1,857
Group relief receivable		<u>200</u>	<u>200</u>
		<u>2,057</u>	<u>2,057</u>
<b>CAPITAL AND RESERVES</b>			
Equity share capital	3	-	-
Profit and loss account		<u>2,057</u>	<u>2,057</u>
		<u>2,057</u>	<u>2,057</u>

**APPROVED BY THE BOARD  
AND SIGNED ON ITS BEHALF**



S.J.H. Coles  
Director

11 July 1997

**THOMORG NO. 22 LIMITED**

**RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS**

	1996 £000	1995 £000
Shareholders' funds at 1 January	2,057	280
Retained profit for the financial year	—	<u>1,777</u>
Shareholders' funds at 31 December	<u>2,057</u>	<u>2,057</u>

## **THOMORG NO. 22 LIMITED**

### **NOTES TO THE ACCOUNTS - 31 DECEMBER 1996**

1. The accounts are prepared under the historical cost convention and in accordance with applicable accounting standards.
2. None of the directors received any emoluments in respect of their services to the company.
3. The authorised share capital of the company is 100 shares of £1 each of which 2 shares have been issued and fully paid.
4. 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 ("TTC") is the parent undertaking of the largest group of undertakings for which group accounts are drawn up and of which the company is a member and Thomorg No. 1401 Limited ("1401") is the parent undertaking of the smallest group of undertakings for which group accounts are drawn up and of which the company is a member. TIL and TTC are incorporated under the laws of the Province of Ontario, Canada. 1401 is incorporated in England and Wales.

Copies of the TTC and 1401 annual reports are available from, First Floor, The Quadrangle, 180 Wardour Street, London W1A 4YG.