

Company registration number 5127028

CONJECTURE LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2009

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CONJECTURE LIMITED

COMPANY INFORMATION

Directors	T G Weller J A C Hanbury
Company secretary	J N Campbell-Harris
Company registration number	5127028
Registered office	Haymarket House 28-29 Haymarket London SW1Y 4RX
Independent auditors	PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors 10 Bricket Road St Albans Hertfordshire AL1 3JX
Principal bankers	The Royal Bank of Scotland 280 Bishopsgate London EC2M 4RB

CONJECTURE LIMITED

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CONJECTURE LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2009

The directors present their annual report and the audited financial statements of the company for the year ended 31 December 2009

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006

Principal activities, review of business and future developments

The principal activities of the company during the year were that of production of webcast discussion forums

On 31 December 2009, the company sold its trade and assets, with the exception of its intellectual property rights, to another group company, Incisive Financial Publishing Limited for a consideration of £235,000. It also granted a fifteen year licence to Incisive Financial Publishing Limited to use its intellectual property rights for the purpose of publishing

On 31 December 2009 subsequent to the above transaction, the company assigned these intellectual property rights and the reversionary interest of the 15 year licence to another group company, Incisive Media Investments Limited for a consideration of £1

Consideration was settled by loan notes

Since 1 January 2010, the company has not been carrying out a trade

The trading performance of the company and the Incisive Media group was severely affected by the recent economic conditions. This started with the initial credit crunch in July 2007, but more specifically followed the events that occurred in and after September 2008, including the bankruptcy of Lehman Brothers. These events had a direct impact on a number of the markets we serve, including the banking, asset management, private equity and legal sectors, but the ensuing global economic downturn affected all our markets, as our clients cut back on advertising and other discretionary spending.

Despite swift and significant action taken by management to reduce costs as revenue fell, the profit of the group fell materially which led to the group's debt structure becoming unsustainable going forward.

In January 2009 the group entered into constructive negotiations with its banking syndicate to restructure its financing and on 13 October 2009 completed a financial restructure which resulted in the ultimate ownership of the group being transferred from Apex Summer LLP to Incisive Media Holdings Limited, a new company incorporated in the Cayman Islands. The external borrowings of the group were reduced from approximately £220,000,000 to £110,000,000 and the senior lender bank syndicate also took a majority equity stake in Incisive Media Holdings Limited.

Since July 2009 there has been better visibility and more stability in trading and the group achieved the 2009 EBITDA (earnings before interest, tax, depreciation and amortisation) forecast approved and agreed by the banks at that time.

Principal risks and uncertainties

From the perspective of the company, the principal risks and uncertainties are integrated with the principal risks of the Incisive Media (Bidco) Limited group and are not managed separately. Accordingly, the principal risks and uncertainties of Incisive Media (Bidco) Limited, which include those of the company, are discussed on page 4 of the group's annual report and financial statements which does not form part of this report.

CONJECTURE LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2009 (CONTINUED)

Key performance indicators (KPI)

Key performance indicators are monitored at group level. For a detailed review refer to page 6 of Incisive Media (Bidco) Limited's annual report and financial statements.

Results and dividends

The results for the year are set out on page 7.

The company has not paid a dividend in the year and the directors are not proposing that a dividend should be paid (2008 £nil).

Directors

The following directors have held office since 1 January 2009 and until the date of signing of the financial statements unless otherwise stated:

J A C Hanbury

T G Weller

Financial risk management

Financial risk management objectives and policies are monitored at group level. For a detailed review refer to page 4 of Incisive Media (Bidco) Limited's annual report and financial statements.

Employee involvement

The company places great value on its employees and their involvement in the business. The company recognises the importance of good communication with its staff and internal communications are designed to ensure that all employees are well informed about the business of the company. These include staff inductions, training, company briefing sessions and the "Hub" intranet.

It is the policy of the company to give equal opportunity of employment to disabled and able persons according to their suitability to perform the work required. The services of existing employees who are or who become disabled are retained wherever practicable and the company is committed to applying the provisions of the Disability Discriminations Act 1995.

Statement of directors' responsibilities

The directors are responsible for preparing the directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

CONJECTURE LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2009 (CONTINUED)

Statement of directors' responsibilities (continued)

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Disclosure of information to auditors

So far as each director at the date of approval of this report is aware:

- there is no relevant audit information of which the company's auditors are unaware, and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant information and to establish that the auditors are aware of that information.

Independent auditors

A resolution to reappoint PricewaterhouseCoopers LLP as auditors to the company will be proposed at the Annual General Meeting.

By order of the board,



J N Campbell-Harris
Company Secretary

29 April 2010

Company registration number 5127028

CONJECTURE LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CONJECTURE LIMITED

We have audited the financial statements of Conjecture Limited for the year ended 31 December 2009 which comprise the Profit and Loss Account, Statement of Total Recognised Gains and Losses, the Balance Sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Report the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Sections 495 and 496 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2009 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

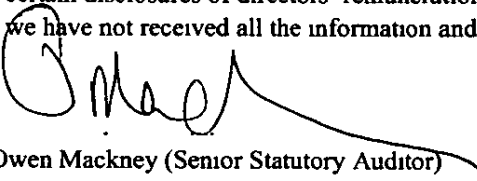
Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit.



Owen Mackney (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
St Albans
29 April 2010

CONJECTURE LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2009

	Note	2009 £	2008 £
Turnover	3	18,651	90,423
Cost of sales		(3,744)	(13,012)
Gross profit		<u>14,907</u>	<u>77,411</u>
Administrative expenses		(182)	(212)
Operating profit	4	<u>14,725</u>	<u>77,199</u>
Interest receivable and similar income	5	232	3,649
Profit on ordinary activities before taxation		<u>14,957</u>	<u>80,848</u>
Tax on profit on ordinary activities	6	-	(23,384)
Profit for the financial year	10, 11	<u><u>14,957</u></u>	<u><u>57,464</u></u>

The profit and loss account has been prepared on the basis that all operations are discontinued

There is no material difference between the profit on ordinary activities before taxation and the profit for the financial years stated above and their historical cost equivalent

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES FOR THE YEAR ENDED 31 DECEMBER 2009

	2009 £	2008 £
Profit for the financial year	14,957	57,464
Profit on sale of assets on group re-organisation	1	-
Total gains recognised in financial year	<u><u>14,958</u></u>	<u><u>57,464</u></u>

CONJECTURE LIMITED

BALANCE SHEET AS AT 31 DECEMBER 2009

	Note	2009 £	2008 £
Current assets			
Debtors	7	235,265	160,641
Cash at bank and in hand		-	83,381
		<u>235,265</u>	<u>244,022</u>
Creditors: amounts falling due within one year	8	-	(23,715)
Net current assets		235,265	220,307
Net assets		<u>235,265</u>	<u>220,307</u>
Capital and reserves			
Called up share capital	9	1,000	1,000
Other reserves	10	1	-
Profit and loss account	10	234,264	219,307
Total shareholders' funds	11	<u>235,265</u>	<u>220,307</u>

The financial statements on pages 7 to 12 were approved by the Board of Directors on 29 April 2010 and were signed on its behalf by



T G Weller
Director

CONJECTURE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2009

1 Accounting policies

1.1 Basis of preparation

The financial statements have been prepared in accordance with the Companies Act 2006 and United Kingdom Generally Accepted Accounting Practice (UK GAAP) under the historical cost convention and on a going concern basis. The accounting policies have been consistently applied.

1.2 Turnover

Turnover represents amounts receivable for goods and services net of value added tax and trade discounts.

Turnover is recognised when the online event is held.

1.3 Taxation

Current tax is provided for at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantially enacted at the balance sheet date.

1.4 Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

2 Cash flow statement and related party disclosures

The company is a wholly owned subsidiary of Incisive Financial Publishing Limited and is included in the consolidated financial statements of Incisive Media (Bidco) Limited which is the intermediate parent company. The consolidated financial statements of Incisive Media (Bidco) Limited are publicly available (see note 12). Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard 1 (revised 1996). The company is also exempt under the terms of Financial Reporting Standard 8 from disclosing related party transactions with entities that are part of the Incisive Media (Bidco) Limited group or investees of the group.

3 Turnover

Turnover relates to the company's principal business activity	2009 £	2008 £
Turnover by type		
Online	<u>18,651</u>	<u>90,423</u>
Turnover by activity		
Financial Services	<u>18,651</u>	<u>90,423</u>

Turnover, profit before taxation and net assets are all derived from the United Kingdom.

CONJECTURE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2009 (CONTINUED)

4 Operating profit

In 2009 and 2008, auditors' remuneration was borne by the intermediate parent company, Incisive Media Limited

Directors remuneration was borne by another group undertaking for both 2009 and 2008. It is not possible to identify whether any portion of the charge relates to services provided by any director of the company

The company had no employees during the year (2008: none)

5 Interest receivable and similar Income

	2009 £	2008 £
Bank interest	<u>232</u>	<u>3,649</u>

6 Tax on profit on ordinary activities

	2009 £	2008 £
Current tax:		
United Kingdom corporation tax	-	-
Under provision in respect of prior periods	-	23,384
Total tax charge on profit on ordinary activities	<u>-</u>	<u>23,384</u>

The tax assessed is lower (2008: higher) than the standard rate of corporation tax in the UK of 28% (2008: 28.5%). The differences are explained below

	2009 £	2008 £
Profit on ordinary activities before taxation	<u>14,957</u>	<u>80,848</u>
Profit on ordinary activities before taxation multiplied by the standard rate of corporation tax in the United Kingdom of 28% (2008: 28.5%)	4,188	23,042
Effects of		
Income not deductible for tax purposes	(1,706)	(1,671)
Adjustments in respect of prior periods	-	23,384
Group tax relief received	<u>(2,482)</u>	<u>(21,371)</u>
Total current tax charge	<u>-</u>	<u>23,384</u>

Factors affecting current tax charge

The standard rate of corporation tax in the UK changed from 30% to 28% with effect from 1 April 2008. Accordingly, the company's profits for this accounting period are taxed at an effective rate of 28% (2008: 28.5%).

CONJECTURE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2009 (CONTINUED)

7 Debtors

	2009 £	2008 £
Trade debtors	-	78,259
Amounts due from group undertakings	235,265	82,382
	<u>235,265</u>	<u>160,641</u>

8 Creditors: amounts falling due within one year

	2009 £	2008 £
Trade creditors	-	13,000
Other taxation and social security	-	9,239
Accruals and deferred income	-	1,476
	<u>-</u>	<u>23,715</u>

9 Called up share capital

	2009 £	2008 £
Authorised		
1,000 ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>
Allotted and fully paid		
1,000 (2008 1,000) ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>

10 Reserves

	Other reserves £	Profit and loss account £
At 1 January 2009	-	219,307
Profit for the financial year	-	14,957
Profit on sale of assets on group re-organisation	1	-
At 31 December 2009	<u>1</u>	<u>234,264</u>

Other reserves relate to the profit on the sale of the trade and assets of the company which are not distributable. The profit on sale of the trade and assets of the company was credited to the statement of total recognised gains and losses due to the profit being unrealised. To the extent that these reserves become distributable a transfer is made to the profit and loss account reserve.

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2009 (CONTINUED)

11 Reconciliation of movements in shareholders' funds

	2009 £	2008 £
Profit for the financial year	14,957	57,464
Profit on sale of assets on group re-organisation	1	-
Net addition to shareholders' funds	<u>14,958</u>	<u>57,464</u>
Opening total shareholders' funds	220,307	162,843
Closing total shareholders' funds	<u><u>235,265</u></u>	<u><u>220,307</u></u>

12 Ultimate parent company

From 1 January 2008 until 13 October 2009 the ultimate parent undertaking and controlling party was Apax Summer LLP. On 13 October 2009 the ownership of the group was transferred from Apax Summer LLP to Incisive Media Holdings Limited, a company registered in the Cayman Islands. At 31 December 2009 the ultimate parent company is Incisive Media Holdings Limited.

The immediate parent undertaking is Incisive Financial Publishing Limited. The intermediate parent company is Incisive Media (Bidco) Limited which consolidates these financial statements into group accounts. The accounts of Incisive Media (Bidco) Limited are available from the company's registered office Haymarket House, 28-29 Haymarket, London, SW1Y 4RX.

13 Contingent liabilities

A number of companies within the group including Conjecture Limited are party to cross guarantees in respect of bank facilities totalling £112,566,000. There were no contingent liabilities in respect of bank facilities at 31 December 2008 due to the group being in breach of its bank covenants at 31 December 2008.