

WEIL, GOTSHAL & MANGES

81968-0005

28 August 2003

By Hand

Securities and Exchange Commission
Office of International Corporate Finance 3-2
450 Fifth Street N.W.
Washington D.C. 20549-0302
United States of America

AUG 29 2003

SUPPL

Re: Yell Group plc - - 12g3-2(b) File No. 82-34674

Ladies and Gentlemen:

On behalf of Yell Group plc (the "Company"), we are enclosing certain information to you pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934 (the "Exchange Act"), as amended. The first page of each separate item of information indicates in the upper right-hand corner the Company's file number.

This information is being furnished with the understanding that such information and documents will not be deemed to be "filed" with the Securities and Exchange Commission or otherwise be subject to the liabilities of Section 18 of the Exchange Act, and that neither this letter nor the furnishing of the information and documents will constitute an admission for any purpose that the Company is subject to the Exchange Act.



Yours sincerely

Daniel Winterfeldt

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PRAGUE · SILICON VALLEY · SINGAPORE · WARSAW · WASHINGTON, D.C.

Weil, Gotshal & Manges is a partnership of registered European and foreign lawyers and intermediaries. A list of the names and professional qualifications of the partners is available at the above address.
Regulated by the Law Society

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EXPLANATORY NOTE

On August 28, 2003, Yell Finance B.V. issued a press release announcing its financial results for the three months ended June 30, 2003. A copy of the press release, the Operating and Financial Review and Prospects at and for the three months ended 30 June 2003 and the Financial Statements for Yell Finance B.V. and Yell Group plc for the three months ended 30 June 2003, respectively, are attached to this report.

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EXHIBIT INDEX

| Exhibit no. ----- | Description ----- |
|----------------------|---|
| 99.1 | Press release dated 28 August 2003, regarding Yell financial results for the three months ended June 30, 2003 |
| 99.2 | Operating and Financial Review and Prospects at and for the three months ended 30 June 2003 |
| 99.3 | Financial Statements for Yell Finance B.V. for the three months ended 30 June 2003 |
| 99.4 | Financial Statements for Yell Group plc. for the three months ended 30 June 2003 |

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EXHIBIT 99.1

YELL

August 28, 2003

NEWS RELEASE NEWS RELEASE NEWS RELEASE NEWS RELEASE NEWS RELEASE

YELL FINANCIAL RESULTS FOR THE THREE MONTHS ENDED JUNE 30, 2003

CONTINUED STRONG PERFORMANCE
US REVENUE INTEGRATION BENEFITS COMING THROUGH

STRONG TURNOVER GROWTH IN UK AND US

- o Group turnover up 5.5% to (pound)262.2 million; 10.7% at a constant exchange rate
- o UK printed directories up 4.7% to (pound)134.9 million, after RPI-6% price cap
- o US printed directories up 18.7% at a constant exchange rate reflecting same-market growth of 7.7% and a full quarter's results of Yellow Book West

IMPROVED PROFITABILITY BEFORE EXCEPTIONAL IPO COSTS

- o Group EBITDA up 13.3% to (pound)80.0 million before exceptional IPO costs and up 17.3% at a constant exchange rate
- o US EBITDA margin before exceptional IPO costs up 5.2 percentage points to 21.5%

STRONG UNDERLYING CASH GENERATION

- o Operating cash flow, before exceptional IPO costs and after capital expenditure, of (pound)49.6 million, down from (pound)73.2 million. As identified at the year end, the decrease was driven entirely by timing of payments around the year end, and underlying cash generation remained at strong levels

JOHN CONDRON, CHIEF EXECUTIVE OFFICER OF YELL, SAID:

"With this strong set of results, we are well on track to meet full year expectations.

"We continue to deliver strong organic growth, both in the UK and the US, with improved profitability and good underlying cash generation. Our focused win, keep and grow strategy achieves increased customer numbers, stable retention rates and increased average advertising spend.

"In the US, we are seeing the expected improvement of the former Yellow Book West (McLeod) operations, which are now performing broadly in line with our overall US same-market growth rate, excluding Manhattan, of just over 10%, reflecting the success of its integration and the adoption of the Yellow Book East sales approach. We are confident these benefits will continue.

Yell Group plc. Registered Office: Queens Walk, Oxford Road,
Reading, Berkshire RG1 7PT. Registered in England No. 4180320.

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"UK printed directories revenue grew 4.7%, after the price reduction under RPI-6%. Following extensive consultation we are now planning to create ten new London Yellow Pages directories out of five previous titles for publication in our next financial year. This ensures that the directories reflect changing demographic patterns, enabling them to continue attracting new advertisers and users.

"We are delighted to be listed on the London Stock Exchange and we welcome our new shareholders. By delivering value to our customers, we are creating value for our shareholders through growing revenue and profits with sustained high levels of cash generation."

JOHN DAVIS, CHIEF FINANCIAL OFFICER OF YELL, SAID:

"Strong revenue growth is accompanied by improved profitability with Group EBITDA margin up 2.1 percentage points to 30.5%. This is driven by a 5.2 percentage point increase in US EBITDA margins to 21.5%, reflecting the operational leverage of our business and integration benefits.

"As identified at the year end, the final quarter of last year benefited from a higher than normal level of 2002/03 expenses not being paid until the first quarter this year. As a result, cash generated in the first quarter this year was (pound)49.6 million, down approximately (pound)24 million on the first quarter last year. However our strong underlying cash generative characteristics remain unchanged. Over the last twelve months to June 30, the Group converted over 80% of EBITDA into cash.

"Operating cash inflow in the quarter of (pound)49.6 million more than covered the cash costs of interest, financing fees and tax totalling (pound)19.8 million.

"As a result of the IPO a new capital structure is now in place which reduced our debt to (pound)1.3 billion. Coupled with the deleveraging that will result from strong cash generation, this will further improve our financial performance."

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This news release contains forward-looking statements. These statements appear in a number of places in this news release and include statements regarding our intentions, beliefs or current expectations concerning, among other things, our results of operations, revenue, cost synergies, financial condition, liquidity, prospects, growth, strategies, new products (such as colour advertising), the level of new directory launches and the markets in which we operate. Readers are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and that actual results may differ materially from those in the forward-looking statements as a result of various factors. You should read the section entitled "Risk Factors" in our March 31, 2003, annual report on Form 20-F filed with the SEC on July 1, 2003 for a discussion of some of these factors. We undertake no obligation to publicly update or revise any forward-looking statements, except as may be required by law.

A copy of this release can be accessed at:
www.yellgroup.com/goto/announcements.html

Yell Finance BV filed its results for the three months ended June 30, 2003 with the US Securities and Exchange Commission on Form 6-K. This filing can also be accessed on the Yell Group website.

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OPERATING PERFORMANCE BEFORE EXCEPTIONAL IPO COSTS

HEADLINE RESULTS

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| ----- | | | | |
|--|-----|----------|----------|---------|
| THREE MONTHS ENDED JUNE 30 | | | | |
| ----- | | | | |
| | | 2002 | 2003 | |
| | | (POUND)M | (POUND)M | CHANGE |
| ----- | | | | |
| <S> | <C> | | | <C> |
| Group turnover | | 248.5 | 262.2 | 5.5% |
| ----- | | | | |
| Group EBITDA before exceptional IPO costs | | 70.6 | 80.0 | 13.3% |
| ----- | | | | |
| Operating cash flow, before exceptional IPO costs and after capital expenditure | | 73.2 | 49.6 | (32.2)% |
| ----- | | | | |
| Percentage of Group EBITDA before exceptional IPO costs converted into cash | | 103.7% | 62.0% | |
| ----- | | | | |

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TURNOVER

This quarter's results showed continued good progress in the UK and strong growth in the US. Total Group turnover for the first quarter rose 5.5% to (pound)262.2 million, or 10.7% on a constant exchange rate.

UK OPERATIONS

Turnover from the UK operations increased by 4.3% to (pound)144.9 million.

Printed directories turnover grew 4.7% to (pound)134.9 million, after the 4.4% decline in prices under the regulatory price cap of RPI-6% (applied only to Yellow Pages).

The number of unique advertisers was up to 136,400 with a marginal increase in turnover per unique advertiser, after the price reductions, to (pound)989.

Yell.com grew revenues by 16.7% to (pound)5.6 million. A small decrease in other UK product and services turnover arose from the discontinued activities of Yell Data and the repositioning of Talking Pages as Yellow Pages 118 24 7, with the introduction of a new pricing structure in March 2003.

US OPERATIONS

US turnover increased 7.0%, to (pound)117.3 million. The exchange impact reduced revenues by (pound)12.8 million and on a constant US dollar basis, US turnover grew by 18.7%. The effective exchange rates were approximately \$1.63: (pound)1.00 and \$1.47: (pound)1.00 in the previous year.

Same-market growth was 7.7%, up from 5.3% last year, in spite of continuing difficult economic conditions in Manhattan, affecting the largest US directory in the quarter. Excluding Manhattan, same-market growth would have been just over 10%.

The former McLeod directories are now performing broadly in line with this level of same-market growth. This reflects the benefits of integration of Yellow Book West into the Yell Group and the adoption of the Yellow Book sales approach. The

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first quarter included only one metro-market relaunch directory in Yellow Book West. The benefits from the four remaining relaunches will be realised in future quarters.

Remaining growth was due to one new directory launch and the inclusion of a full quarter of results of the acquisitions of McLeod and NDC, offset primarily by a few directories which were moved into future periods for inclusion in rescopes and to balance production schedules as a result of the integration of Yellow Book West.

Unique advertisers increased by 6.6% to 105,070 with average turnover per unique advertiser up 11.4% to \$1,820.

EBITDA BEFORE EXCEPTIONAL IPO COSTS

Group EBITDA increased 13.3% to (pound)80.0 million. Excluding the impact of the weaker US dollar, growth would have been 17.3%. Group EBITDA margin increased 2.1 percentage points to 30.5%, reflecting a strong performance in the US.

UK EBITDA rose 4.0% to (pound)54.8 million, reflecting primarily the continued progress of Yell.com, which increased EBITDA to (pound)1.1 million from a loss of (pound)0.4 million. UK EBITDA margin was 37.8%, a similar level to last year.

US EBITDA increased 40.8% to (pound)25.2 million, or up 56.4% at a constant exchange rate. US EBITDA margin increased from 16.3% to 21.5%.

CASH FLOW BEFORE EXCEPTIONAL IPO COSTS

Net cash inflow from operating activities, before exceptional IPO costs and after capital expenditure, was (pound)49.6 million, compared with (pound)73.2 million for the same period last year. As indicated at the year end, the final quarter last year benefited from a higher than normal level of 2002/03 expenses not being paid until the first quarter this year. This resulted in first quarter cash conversion of 62.0%. However our cash generation characteristics remain unchanged, and we expect cash conversion to return to the normal, higher levels in the second quarter.

Operating cash inflow more than covered the cash costs of interest, financing fees and tax totalling (pound)19.8 million.

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NET RESULTS AND EXCEPTIONAL IPO COSTS

<TABLE>

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| | THREE MONTHS ENDED 30 JUNE | | | | | |
|--|----------------------------|--------------------------|--------|------------------|--------------------------|--------|
| | 2002 (POUND)M | | | 2003 (POUND)M | | |
| | ORDINARY ITEMS | Exceptional IPO costs | Total | ORDINARY ITEMS | Exceptional IPO costs | Total |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> |
| EBITDA | 70.6 | (15.0) | 55.6 | 80.0 | (47.3) | 32.7 |
| Depreciation and amortisation | (28.9) | - | (28.9) | (30.3) | - | (30.3) |
| OPERATING PROFIT | 41.7 | (15.0) | 26.7 | 49.7 | (47.3) | 2.4 |
| Net interest payable | (57.6) | - | (57.6) | (52.9) | (30.0) | (82.9) |
| Loss on ordinary activities before taxation | (15.9) | (15.0) | (30.9) | (3.2) | (77.3) | (80.5) |
| Taxation | (4.0) | 2.3 | (1.7) | (3.1) | 27.8 | 24.7 |
| LOSS FOR THE PERIOD | (19.9) | (12.7) | (32.6) | (6.3) | (49.5) | (55.8) |

</TABLE>

The first quarter results represent the period prior to the IPO on July 15, 2003 and do not therefore include the benefits of the capital structure put in place on the IPO. Loss before the exceptional IPO costs was reduced to (pound)6.3 million primarily as a result of strong US growth.

Net interest before exceptional IPO costs was (pound)52.9 million. Net interest comprised (pound)29.2 million cash-pay interest, (pound)22.1 million of interest rolled-up into our long-term debt and (pound)1.6 million of amortised financing costs.

Taxation before exceptional IPO costs was (pound)3.1 million. We are paying tax because certain goodwill amortisation is not allowable for determining tax.

The exceptional IPO costs we have incurred in the first quarter are as follows:

- o (pound)47.3 million pre-financing costs of which (pound)39 million were non-cash costs relating to a terminated US management incentive plan. This plan was put in place at the time of the buy-out from BT in June 2001 and was contingent upon the IPO. As the IPO has now taken place, the cost has been charged to the profit and loss account;
- o (pound)30.0 million of financing costs arising as a result of the IPO from the repayment of the old senior credit facilities and the redemption of 35% of our senior notes; and
- o the above costs were partly offset by a (pound)27.8 million tax benefit relating to the IPO costs.

The remaining IPO costs will be incurred during the second quarter. On a pre-tax basis, the amounts charged to the profit and loss account will be slightly less than those in the first quarter.

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GLOBAL OFFER AND REFINANCING

On July 15, 2003, we raised (pound)433 million (gross proceeds) through a global offer of shares to institutional investors. Net debt immediately following the IPO was approximately (pound)1.3 billion.

As a result of the IPO, we redeemed 35% of the senior notes on August 18. We also refinanced the senior bank facility on July 15.

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APPENDICES

TURNOVER BY SEGMENT

<TABLE>

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| ----- | | | | |
|------------------------------------|-----|----------|----------|--------|
| THREE MONTHS ENDED JUNE 30 | | | | |
| | | 2002 (1) | 2003 | |
| | | (POUND)M | (POUND)M | CHANGE |
| ----- | | | | |
| <S> | <C> | <C> | <C> | <C> |
| UK printed directories | | 128.8 | 134.9 | 4.7% |
| Other UK products and services | | 10.1 | 10.0 | (1.0)% |
| ----- | | | | |
| TOTAL UK TURNOVER | | 138.9 | 144.9 | 4.3% |
| ----- | | | | |
| US printed directories: | | | | |
| US printed directories at constant | | | | |
| exchange rate (2) | | 109.6 | 130.1 | 18.7% |
| Exchange impact (2) | | - | (12.8) | - |
| ----- | | | | |
| TOTAL US TURNOVER | | 109.6 | 117.3 | 7.0% |
| ----- | | | | |
| GROUP TURNOVER | | 248.5 | 262.2 | 5.5% |
| ----- | | | | |

</TABLE>

(1) Prior year results include McLeod from April 16, 2002 when it was acquired and excludes NDC (acquired on December 31, 2002).

(2) Constant exchange rate states current year results at the same exchange rate as that used to translate the previous year's results for the corresponding period. Exchange rate impact is the difference between the results reported at a constant exchange rate and the actual results reported using current year exchange rates.

EBITDA BEFORE EXCEPTIONAL IPO COSTS BY SEGMENT

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| ----- | | | | |
|--|-----|----------|----------|--------|
| THREE MONTHS ENDED JUNE 30 | | | | |
| | | 2002 | 2003 | |
| | | (POUND)M | (POUND)M | CHANGE |
| ----- | | | | |
| <S> | <C> | <C> | <C> | <C> |
| TOTAL UK OPERATIONS | | 52.7 | 54.8 | 4.0% |
| ----- | | | | |
| US operations: | | | | |
| US printed directories at constant | | | | |
| exchange rate (1) | | 17.9 | 28.0 | 56.4% |
| Exchange impact (1) | | - | (2.8) | - |
| ----- | | | | |
| TOTAL US OPERATIONS | | 17.9 | 25.2 | 40.8% |
| ----- | | | | |
| GROUP EBITDA BEFORE EXCEPTIONAL IPO COSTS | | 70.6 | 80.0 | 13.3% |
| ----- | | | | |
| GROUP EBITDA MARGIN BEFORE EXCEPTIONAL IPO | | | | |
| COSTS (%) | | 28.4% | 30.5% | |
| ----- | | | | |

</TABLE>

(1) Constant exchange rate states current year results at the same exchange rate as that used to translate the previous year's results for the corresponding period. Exchange rate impact is the difference between the results reported at a constant exchange rate and the actual results reported using current year exchange rates.

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KEY OPERATIONAL INFORMATION

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| | THREE MONTHS ENDED JUNE 30 | |
|---|----------------------------|---------|
| | 2002 | 2003 |
| UK PRINTED DIRECTORIES | | |
| Unique advertisers (units) (1) | 130,637 | 136,400 |
| Directory editions published (units) (2) | 26 | 26 |
| Unique advertiser retention rate (%) (3) | 79 | 78 |
| Turnover per unique advertiser ((pound)) | 986 | 989 |
| US PRINTED DIRECTORIES | | |
| Unique advertisers (units) (1) | 98,546 | 105,070 |
| Directory editions published (units) | 122 | 121 |
| Unique advertiser retention rate (%) (3) | 68 | 68 |
| Turnover per unique advertiser (\$) | 1,634 | 1,820 |
| OTHER UK PRODUCTS AND SERVICES | | |
| Yell.com page impressions for June (in millions) | 32.7 | 42.7 |
| Yell.com searchable advertisers as at June 30 (4) | n/a | 80,681 |

</TABLE>

- (1) Number of unique advertisers in printed directories that were recognised for revenue purposes and have been billed. Unique advertisers are counted once only regardless of the number of advertisements they purchase or the number of directories in which they advertise.
- (2) Number of Yellow Pages and Business Pages directory editions that have been recognised for revenue purposes.
- (3) The proportion of unique advertisers that have renewed their advertising from the preceding publication. In the United Kingdom, this measure excludes national and key accounts where retention is very high. In 2003, we further improved our systems and methodology for determining retention rates in the United Kingdom and the United States. Although we have not restated the rates disclosed for the prior period, we believe that had we continued using the previous methodology the retention rate for the first quarter would have been at a similar level to the rate disclosed for the prior year.

In the United States, this measure is based on unique directory advertisers. The 2002 retention rate is for Yellow Book East only while the 2003 retention rate is for Yellow Book as a whole.

- (4) Unique customers with a live contract at month end. These figures refer to searchable advertisers only, i.e. advertisers who can be searched for by users on Yell.com. It excludes advertisers who purchase products such as banners and domain names. This information is not available for 2002, because new systems were being put in place in that period.

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RECONCILIATION OF GROUP OPERATING PROFIT TO EBITDA BEFORE EXCEPTIONAL IPO COSTS

<TABLE>

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| | THREE MONTHS ENDED JUNE 30 | | CHANGE |
|---|----------------------------|------------------|--------|
| | 2002 (POUND)M | 2003 (POUND)M | |
| <S> | <C> | <C> | <C> |
| UK OPERATIONS | | | |
| Operating profit, including exceptional IPO costs | 20.5 | 31.9 | |
| Depreciation and amortisation | 17.5 | 17.3 | |
| UK operations EBITDA | 38.0 | 49.2 | |
| Exceptional IPO costs | 14.7 | 5.6 | |
| UK OPERATIONS EBITDA BEFORE EXCEPTIONAL IPO COSTS | 52.7 | 54.8 | 4.0% |
| UK operations EBITDA margin before exceptional IPO costs | 37.9% | 37.8% | |
| US OPERATIONS | | | |
| Operating profit (loss), including exceptional IPO costs | 6.2 | (29.5) | |
| Depreciation and amortisation | 11.4 | 13.0 | |
| US operations EBITDA | 17.6 | (16.5) | |
| Exceptional IPO costs | 0.3 | 41.7 | |
| Exchange impact (1) | - | 2.8 | |
| US OPERATIONS EBITDA BEFORE EXCEPTIONAL IPO COSTS AT CONSTANT EXCHANGE RATE (1) | 17.9 | 28.0 | 56.4% |
| Exchange impact (1) | - | (2.8) | |
| US OPERATIONS EBITDA BEFORE EXCEPTIONAL IPO COSTS | 17.9 | 25.2 | 40.8% |
| US operations EBITDA margin before exceptional IPO costs | 16.3% | 21.5% | |
| GROUP | | | |
| Operating profit, including exceptional IPO costs | 26.7 | 2.4 | |
| Depreciation and amortisation | 28.9 | 30.3 | |
| Group EBITDA | 55.6 | 32.7 | |
| Exceptional IPO costs | 15.0 | 47.3 | |
| Exchange impact (1) | - | 2.8 | |
| GROUP EBITDA BEFORE EXCEPTIONAL IPO COSTS AT CONSTANT EXCHANGE RATE (1) | 70.6 | 82.8 | 17.3% |
| Exchange impact (1) | - | (2.8) | |
| GROUP EBITDA BEFORE EXCEPTIONAL IPO COSTS | 70.6 | 80.0 | 13.3% |
| GROUP EBITDA MARGIN BEFORE EXCEPTIONAL IPO COSTS | 28.4% | 30.5% | |

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(1) Constant exchange rate states current year results at the same exchange rate as that used to translate the previous year's results for the

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corresponding period. Exchange rate impact is the difference between the results reported at a constant exchange rate and the actual results reported using current year exchange rates.

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NOTES TO EDITORS

YELL GROUP

Yell is an international directories business operating in the classified advertising market through printed, online and telephone media in the United Kingdom and the United States. Yell's products in the United Kingdom include the Yellow Pages and Business Pages directories, Yell.com and Yellow Pages 118 24 7 and in the United States, Yellow Book and Yellowbook.com.

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EXHIBIT 99.2

OPERATING AND FINANCIAL REVIEW AND PROSPECTS AT AND
FOR THE THREE MONTHS ENDED 30 JUNE 2003

References to "we", "us", "our", "Yell", and the "Yell Group" are to Yell Finance B.V., a company incorporated with limited liability under the law of the Netherlands, and its consolidated subsidiaries. Except as otherwise indicated these terms also refer to the business of McLeodUSA Media Group, Inc. ("McLeod") and its subsidiaries acquired on 16 April 2002 and, after 31 December 2002, the business of National Directory Company ("NDC") (which together are referred to throughout this document as "Yellow Book West").

The following information should be read in conjunction with the unaudited financial information for the Yell Group. The attached financial information has been prepared in accordance with accounting principles generally accepted in the United Kingdom ("UK GAAP"). UK GAAP differs in certain important respects from accounting principles generally accepted in the United States ("US GAAP").

This report contains forward-looking statements. These statements appear in a number of places in this report and include statements regarding our intentions, beliefs or current expectations concerning, among other things, our results of operations, financial condition, liquidity, prospects, growth, strategies, new products (such as colour advertising), the level of new directory launches and the markets in which we operate.

Readers are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and that actual results may differ materially from those in the forward-looking statements as a result of various factors. You should read the section entitled "Risk Factors" in our annual report on Form 20-F filed with the US Securities and Exchange Commission ("SEC") on 1 July 2003 for a discussion of some of these factors. We undertake no obligation to publicly update or revise any forward-looking statements, except as may be required by law.

INTRODUCTION

The Yell Group is the leading provider of classified directory advertising and associated products and services in the United Kingdom and the leading independent provider of classified directory advertising in the United States.

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SUMMARY RESULTS

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| | THREE MONTHS ENDED 30 JUNE | | |
|--|----------------------------|---------|---------|
| | 2002 | 2003 | CHANGE |
| | ((POUND) IN MILLIONS) | | (%) |
| <S> | <C> | <C> | <C> |
| Group turnover | 248.5 | 262.2 | 5.5% |
| Cost of sales | (118.1) | (117.7) | (0.3)% |
| Gross profit | 130.4 | 144.5 | 10.8% |
| Distribution costs | (9.0) | (9.3) | 3.3% |
| Administrative expenses (including exceptional items) | (94.7) | (132.8) | 40.2% |
| OPERATING PROFIT BEFORE EXCEPTIONAL ITEMS | 41.7 | 49.7 | 19.2% |
| Exceptional administrative costs | (15.0) | (47.3) | 215.3% |
| OPERATING PROFIT | 26.7 | 2.4 | (91.0)% |
| LOSS FOR THE FINANCIAL PERIOD | (32.6) | (55.8) | 71.2% |
| Gross profit margin (%) | 52.5 | 55.1 | |
| EBITDA(1) | 55.6 | 32.7 | (41.2)% |
| EBITDA margin (%) | 22.4 | 12.5 | |
| EBITDA before exceptional items (2) | 70.6 | 80.0 | 13.3% |
| EBITDA margin (%) before exceptional items | 28.4 | 30.5 | |
| Cash inflow from operations before exceptional items, less capital expenditure | 73.2 | 49.6 | (32.2)% |
| Cash conversion before exceptional items (%) (3) | 103.7 | 62.0 | |

</TABLE>

(1) EBITDA comprises total operating profit before depreciation and amortisation, both being non-cash items. EBITDA is not a measurement of performance under UK or US GAAP and you should not consider EBITDA as an alternative to (a) operating profit or net profit/(loss) (as determined in accordance with generally accepted accounting principles), (b) cash flows from operating, investing or financing activities (as determined in accordance with generally accepted accounting principles), or as a measure of our ability to meet cash needs or (c) any other measures of performance under generally accepted accounting principles. EBITDA is not a direct measure of our liquidity, which is shown by the Group's cash flow statement and needs to be considered in the context of our financial commitments. EBITDA may not be indicative of our historical operating results, nor is it meant to be predictive of our potential future results. We believe that EBITDA is a measure commonly reported and widely used by investors in comparing performance on a consistent basis without regard to depreciation and amortisation, which can vary significantly depending upon accounting methods (particularly when acquisitions have occurred) or non-operating factors. Accordingly, EBITDA has been disclosed in this financial information to permit a more complete and comprehensive analysis of our operating performance relative to other companies and of our ability to service our debt. Because all companies do not calculate EBITDA identically, our presentation of EBITDA may not be comparable to similarly titled measures of other companies. See "Group Operating Profit, EBITDA and EBITDA Before Exceptional Items".

(2) EBITDA before exceptional items comprises EBITDA as described above and excludes expenses incurred in connection with the initial public offering by our parent company, Yell Group plc and subsidiaries, of (pound)47.3 million in the three months ended 30 June 2003 (three months ended 30 June 2002 - (pound)15.0 million expenses of our parent company's withdrawn initial public offering).

- (3) Cash conversion represents cash flow from operations before exceptional items, less capital expenditure, as a percentage of EBITDA before exceptional items. We believe cash conversion is a relevant measure used by companies to assess performance as it gives a relative measure of the efficiency with which EBITDA is converted into cash. Cash conversion should not be considered by investors as an alternative to group operating profit or profit on ordinary activities before taxation as an indicator of operating performance or as an alternative to cash flow from operating activities. See "Group Operating Profit, EBITDA and EBITDA Before Exceptional Items".

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YELL GROUP OPERATIONAL INFORMATION

<TABLE>

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| | THREE MONTHS ENDED 30 JUNE | |
|---|----------------------------|---------|
| | 2002 | 2003 |
| <S> | << | <> |
| UK PRINTED DIRECTORIES | | |
| Unique advertisers (units) (1) | 130,637 | 136,400 |
| Directory editions published (units) (2) | 26 | 26 |
| Unique advertiser retention rate (%) (3) | 79 | 78 |
| Turnover per unique advertiser ((pound)) | 986 | 989 |
| US PRINTED DIRECTORIES | | |
| Unique advertisers (units) (1) | 98,546 | 105,070 |
| Directory editions published (units) | 122 | 121 |
| Unique advertiser retention rate (%) (3) | 68 | 68 |
| Turnover per unique advertiser (\$) | 1,634 | 1,820 |
| OTHER UK PRODUCTS AND SERVICES | | |
| Yell.com page impressions for June (in millions) | 32.7 | 42.7 |
| Yell.com searchable advertisers as at 30 June (4) | n/a | 80,681 |

</TABLE>

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- (1) Number of unique advertisers in printed directories that were recognised for revenue purposes and have been billed. Unique advertisers are counted once only regardless of the number of advertisements they purchase or the number of directories in which they advertise.
 - (2) Number of Yellow Pages and Business Pages directory editions that have been recognised for revenue purposes.
 - (3) The proportion of unique advertisers that have renewed their advertising from the preceding publication. In the United Kingdom, this measure excludes national and key accounts where retention is very high. In 2003, we further improved our systems and methodology for determining retention rates in the United Kingdom and the United States. Although we have not restated the rates disclosed for the prior period, we believe that had we continued using the previous methodology the retention rate for the three months ended 30 June 2003 would have been at a similar level to the rate disclosed for the same period in the prior financial year.

In the United States, this measure is based on unique directory advertisers. The 2002 retention rate is for Yellow Book East only while the 2003 retention rate is for Yellow Book as a whole.

- (4) Unique customers with a live contract at month end. These figures refer to searchable advertisers only, i.e. advertisers who can be searched for by users on Yell.com. It excludes advertisers who purchase products such as banners and domain names. This information is not available for 2002, because new systems were being put in place in that period.

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<PAGE>
TURNOVER<TABLE>
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| | THREE MONTHS ENDED 30 JUNE | | |
|--|----------------------------|--------------|-------------|
| | 2002 (1) | 2003 | CHANGE |
| | ((POUND) IN MILLIONS) | | |
| <S> | <C> | <C> | <C> |
| UK printed directories | 128.8 | 134.9 | 4.7% |
| Other UK products and services | 10.1 | 10.0 | (1.0)% |
| TOTAL UK TURNOVER | 138.9 | 144.9 | 4.3% |
| US printed directories: | | | |
| US printed directories at constant exchange rate (2) | 109.6 | 130.1 | 18.7% |
| Exchange impact (2) | - | (12.8) | - |
| TOTAL US TURNOVER | 109.6 | 117.3 | 7.0% |
| GROUP TURNOVER | 248.5 | 262.2 | 5.5% |

</TABLE>

(1) Prior year results include McLeod from 16 April 2002, when it was acquired, and excludes NDC (acquired on 31 December 2002).

(2) Constant exchange rate states current year results at the same exchange rate as that used to translate the previous year's results for the corresponding period. Exchange impact is the difference between the results reported at a constant exchange rate and the actual results reported using current year exchange rates.

Total Group turnover during the three months ended 30 June 2003 increased by (pound)13.7 million, or 5.5%, compared to the same period last year (1), reflecting increased turnover during the period, particularly from US printed directories which grew by 7.0%.

We recognise turnover from advertising sales for each printed directory on completion of delivery of that directory.

UK TURNOVER

Total UK turnover grew by 4.3% from last year. Turnover from UK printed directories increased by (pound)6.1 million, or 4.7%, despite the price cap² of RPI minus 6% applicable to Yellow Pages directories, which was in effect for the period. Turnover from our online directory service increased by (pound)0.8 million, or 16.7%, from (pound)4.8 million to (pound)5.6 million. These increases were offset by a decline in turnover from our other products and services; our telephone-based service was repositioned as Yellow Pages 118 24 7 (formerly Talking Pages), following deregulation of the UK directory enquiries market, and a new pricing structure was introduced in March 2003. We also sold our data-service business (Yell Data).

1 Throughout this report unless otherwise indicated, references to "for the three months" or the "three month period" are to the three months ended 30 June 2003 and references to "last year", the "prior year" or the "prior period" are to the corresponding period in the previous financial year.

2 Effective from January 2002 and pursuant to undertakings given to the UK Secretary of State for Trade and Industry in July 1996, we are required to cap the rates charged for advertising sold after that date in our UK printed consumer classified directories at the Retail Price Index ("RPI") minus 6% for an expected period of four years from January 2002. During the three months ended 30 June 2002 and 2003, the average price of advertising in our Yellow Pages decreased by 4.4%. We are not subject to any regulatory

price constraints in the United States. The relevant price cap applied to approximately 49.4% and 49.0% of our Group turnover in the three months ended 30 June 2002 and 2003, respectively.

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Our growth was the result of:

- o a 4.4% increase in the number of unique advertisers from 130,637 to 136,400, as a result of the continued success of our first-year advertiser discount programmes and our ability to retain 78% of existing customers. We attracted 27,933 new advertisers in the first three months as compared to 27,001 last year; and
- o a slight increase in turnover per unique advertiser in our UK printed directories to (pound)989 from (pound)986, after the impact of the 4.4% price reduction.

US TURNOVER

US turnover increased by (pound)7.7 million, or 7.0%, from (pound)109.6 million for the three months ended 30 June 2002 to (pound)117.3 million for the three months ended 30 June 2003. The Group had 105,070 unique advertisers in the United States for the three months ended 30 June 2003 compared to 98,546 in the prior year. Average turnover per unique advertiser grew 11.4% from \$1,634 to \$1,820.

The results were negatively affected by (pound)12.8 million from a weakening US dollar. On a constant US dollar basis, US turnover grew by (pound)20.5 million, or 18.7%. The effective exchange rates were approximately \$1.63 to (pound)1.00 in the quarter to 30 June 2003 and \$1.47 to (pound)1.00 in the prior year.

Same-market growth of 7.7% has grown from 5.3% last year in spite of continuing difficult economic conditions in Manhattan, where we published the largest US directory in the quarter. Excluding the Manhattan directory, same-market growth would have been just over 10%.

The former McLeod directories are now performing broadly in line with Yellow Book East same-market growth, excluding the Manhattan directory. We believe that this growth reflects the benefits of integration of Yellow Book West into the Yell Group and the adoption of the Yellow Book sales approach. The first quarter included only one metro-market relaunch directory in Yellow Book West. The benefits from the four remaining relaunches will be realised in future quarters.

Remaining growth was due to one new directory launch and the inclusion of a full quarter of results of acquisitions of McLeod and NDC, offset primarily by a few directories which were moved into future periods for inclusion in rescopes and to balance production schedules as a result of the integration of Yellow Book West.

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<PAGE>
COST OF SALES

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| | THREE MONTHS ENDED 30 JUNE | | |
|--|----------------------------|--------------|---------------|
| | 2002 | 2003 | CHANGE |
| | ((POUND) IN MILLIONS) | | |
| <S> | <C> | <C> | <C> |
| UK printed directories | 47.2 | 51.2 | 8.5% |
| Other UK products and services | 3.4 | 2.9 | (14.7)% |
| TOTAL UK COST OF SALES | 50.6 | 54.1 | 6.9% |
| US printed directories: | | | |
| US printed directories at constant exchange rate (1) | 67.5 | 70.5 | 4.4% |
| Exchange impact (1) | - | (6.9) | - |
| TOTAL US COST OF SALES | 67.5 | 63.6 | (5.8)% |
| TOTAL COST OF SALES | 118.1 | 117.7 | (0.3)% |

</TABLE>

(1) Constant exchange rate states current year results at the same exchange rate as that used to translate the previous year's results for the corresponding period. Exchange impact is the difference between the results reported at a constant exchange rate and the actual results reported using current year exchange rates.

We recognise the cost of sales for each directory on completion of delivery of that directory.

Our cost of sales consists principally of costs associated with the publication of directories, including advertising sales, paper, printing and pre-press production, as well as bad debt expense. The principal components of advertising sales costs, which represent a significant portion of our cost of sales, are employee costs of the sales force, including salaries, benefits and commissions, and associated direct costs.

The (pound)3.5 million, or 6.9%, increase in cost of sales for the UK business, from (pound)50.6 million to (pound)54.1 million in the three months ended 30 June 2003, reflected higher advertisement volumes. Cost of sales as a percentage of turnover was 37.3% as compared to 36.4% for the corresponding period in the prior financial year.

The (pound)3.9 million, or 5.8%, decrease in cost of sales for US printed directories reflected a weakening US dollar and cost savings experienced as a result of the integration of our Yellow Book East and Yellow Book West operations. On a constant US dollar basis, cost of sales increased by 4.4%. Cost of sales for US printed directories as a percentage of related turnover was 54.2% as compared to 61.6% last year. Paper, printing and binding, and pre-press costs as a percentage of turnover for the three months ended 30 June 2003 of 21.7% decreased from 25.2% last year, representing benefits arising from the integration of the McLeod acquisition and cost savings from volume price reductions.

Our consolidated bad debt expense was (pound)13.8 million, or 5.3% of Group turnover in the three months ended 30 June 2003, as compared to (pound)17.4 million, or 7.0%, last year. The charge for UK bad debts was 4.1% of UK printed directories and other products and services turnover compared to 4.3% last year. The US bad debt expense was 6.7% of US printed directories turnover in the three months ended 30 June 2003 as compared to 8.9% for the same period in the prior financial year, reflecting the maturing of our US directory profile. Historically, the US bad debt expense as a percentage of turnover has been higher than in the United Kingdom due to different market dynamics.

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GROSS PROFIT AND GROSS PROFIT MARGIN

<TABLE>

<CAPTION>

| | THREE MONTHS ENDED 30 JUNE | | |
|--|----------------------------|--------------|--------------|
| | 2002 | 2003 | CHANGE |
| | ((POUND) IN MILLIONS) | | |
| <S> | <C> | <C> | <C> |
| UK printed directories | 81.6 | 83.7 | 2.6% |
| Other UK products and services | 6.7 | 7.1 | 6.0% |
| TOTAL UK GROSS PROFIT | 88.3 | 90.8 | 2.8% |
| US printed directories: | | | |
| US printed directories at constant exchange rate (1) | 42.1 | 59.6 | 41.6% |
| Exchange impact (1) | - | (5.9) | - |
| TOTAL US GROSS PROFIT | 42.1 | 53.7 | 27.6% |
| GROSS PROFIT | 130.4 | 144.5 | 10.8% |
| GROSS PROFIT MARGIN (%) | | | |
| UK operations | 63.6 | 62.7 | |
| US operations | 38.4 | 45.8 | |
| GROUP TOTAL (%) | 52.5 | 55.1 | |

</TABLE>

(1) Constant exchange rate states current year results at the same exchange rate as that used to translate the previous year's results for the corresponding period. Exchange impact is the difference between the results reported at a constant exchange rate and the actual results reported using current year exchange rates.

The increase in gross profit as a percentage of Group turnover from 52.5% last year to 55.1% in the current period principally reflected the benefits of integrating acquisitions by our US operations and the maturing of our US directories profile, as discussed above.

During the three months ended 30 June 2002 and 2003, over 55% of our turnover came from our UK operations. Our printed directories business in the United Kingdom, which we view as more developed than that in the United States, and which covers substantially all of the United Kingdom, has historically had higher gross profit margins than those in the United States.

In the United States, the different market dynamics and the younger portfolio result in lower gross profit margins. In the three months ended 30 June 2003, for example, our gross profit margin for our UK operations was 62.7%, compared to 45.8% for our US operations. Our overall gross profit margin is therefore affected and will continue to be affected by lower gross profit margins in the United States to the extent our US operations continue to form an increasing portion of the geographic mix of our business.

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DISTRIBUTION COSTS AND ADMINISTRATIVE EXPENSES

Our distribution costs consist mainly of amounts payable to third-party delivery companies with which we contract for the delivery of our printed directories. These costs vary principally due to the number of directories delivered in a financial period. Our distribution costs related to a directory are recognised when the directory is delivered.

Distribution costs increased by (pound)0.3 million, or 3.3%, from (pound)9.0 million in the three months ended 30 June 2002 (3.6% of Group turnover) compared to (pound)9.3 million (3.5% of Group turnover) in the three months ended 30 June 2003.

Our administrative expenses consist principally of amortisation and depreciation, advertising, promotion and marketing expenses, administrative staff expenses, information technology costs and staff training. Advertising, promotion and marketing costs represent our most significant discretionary expenses.

Administrative expenses, including exceptional items, increased by (pound)38.1 million, or 40.2%, from (pound)94.7 million in the three months ended 30 June 2002 to (pound)132.8 million in the three months ended 30 June 2003. The increase was largely due to:

- o the expensing of (pound)45.7 million for employee incentive plans, which were contingent upon our parent company's initial public offering in July 2003, and (pound)1.6 million for other one-off costs. We expect further administrative expenses related to the initial public offering, primarily relating to fees payable to advisers, in the second quarter; and
- o the effects of including a full quarter of Yellow Book West administrative costs in the current period and foreign exchange movements.

These increases were partially offset by the absence of (pound)15.0 million in costs incurred for the withdrawn initial public offering of our parent company in July 2002.

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GROUP OPERATING PROFIT, EBITDA AND EBITDA BEFORE EXCEPTIONAL ITEMS

<TABLE>

<CAPTION>

| | THREE MONTHS ENDED 30 JUNE | | |
|--|----------------------------|--------|---------|
| | 2002 | 2003 | CHANGE |
| | ((POUND) IN MILLIONS) | | |
| <S> | <> | <> | <> |
| UK OPERATIONS | | | |
| Operating profit, including exceptional items | 20.5 | 31.9 | |
| Depreciation and amortisation | 17.5 | 17.3 | |
| ----- | | | |
| UK OPERATIONS EBITDA | 38.0 | 49.2 | |
| Exceptional items | 14.7 | 5.6 | |
| ----- | | | |
| UK OPERATIONS EBITDA BEFORE EXCEPTIONAL ITEMS | 52.7 | 54.8 | 4.0% |
| ----- | | | |
| US OPERATIONS | | | |
| Operating profit (loss), including exceptional items | 6.2 | (29.5) | |
| Depreciation and amortisation | 11.4 | 13.0 | |
| ----- | | | |
| US OPERATIONS EBITDA | 17.6 | (16.5) | |
| Exceptional items | 0.3 | 41.7 | |
| ----- | | | |
| US OPERATIONS EBITDA BEFORE EXCEPTIONAL ITEMS | 17.9 | 25.2 | 40.8% |
| ----- | | | |
| US OPERATIONS EBITDA BEFORE EXCEPTIONAL ITEMS AT CONSTANT EXCHANGE RATE (1) | 17.9 | 28.0 | 56.4% |
| ----- | | | |
| GROUP | | | |
| Operating profit, including exceptional items | 26.7 | 2.4 | |
| Depreciation and amortisation | 28.9 | 30.3 | |
| ----- | | | |
| GROUP EBITDA | 55.6 | 32.7 | (41.2)% |
| ===== | | | |
| GROUP | | | |
| Operating profit before exceptional items | 41.7 | 49.7 | |
| Depreciation and amortisation | 28.9 | 30.3 | |
| ----- | | | |
| GROUP EBITDA BEFORE EXCEPTIONAL ITEMS | 70.6 | 80.0 | 13.3% |
| ===== | | | |
| GROUP EBITDA BEFORE EXCEPTIONAL ITEMS AT CONSTANT EXCHANGE RATE (1) | 70.6 | 82.8 | 17.3% |
| ===== | | | |
| EBITDA MARGIN (%) | | | |
| UK operations | 27.4 | 34.0 | |
| US operations | 16.1 | (14.1) | |
| ----- | | | |
| EBITDA MARGIN BEFORE EXCEPTIONAL ITEMS (%) | | | |
| UK operations | 37.9 | 37.8 | |
| US operations | 16.3 | 21.5 | |
| ===== | | | |

</TABLE>

(1) Constant exchange rate states current year results at the same exchange rate as that used to translate the previous year's results for the corresponding period. Exchange impact is the difference between the results reported at a constant exchange rate and the actual results reported using current year exchange rates.

EBITDA from UK operations before exceptional items increased by 4.0% to (pound)54.8 million from (pound)52.7 million. Yell.com reported EBITDA of (pound)1.1 million for the three months ended 30 June 2003 (operating profit of (pound)0.6 million adding back depreciation of (pound)0.5 million), compared to

a loss of (pound)0.4 million in the prior year (operating loss of (pound)0.9 million adding back depreciation of (pound)0.5 million). Exceptional items of (pound)5.6 million of costs in the quarter ended 30 June 2003 were incurred in connection with the initial public offering of our parent company in July 2003 and other non-recurring transaction charges, and (pound)14.7 million was charged in the previous financial year for the withdrawn initial public offering in July 2002.

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EBITDA before exceptional items from US operations increased by (pound)7.3 million, or 40.8%. This increase reflects the inclusion of acquisitions for a full quarter during the three months ended 30 June 2003. We also increased the profitability of our directories by leveraging off our existing operations and administrative cost base to yield additional turnover from our directories without a corresponding increase in costs.

Excluding the exceptional items in 2003 and 2002, Group EBITDA increased by (pound)9.4 million, or 13.3%. Excluding the exceptional items and at constant US dollar exchange rates, Group EBITDA would have increased by (pound)12.2 million, or 17.3%.

NET INTEREST PAYABLE

Net interest expense was (pound)82.9 million, comprising cash interest, non-cash interest and exceptional items in the three months ended 30 June 2003, compared to (pound)57.6 million last year. The exceptional items of (pound)30.0 million represent the accelerated amortisation of deferred financing costs in connection with the repayment of the senior credit facilities on 15 July 2003 and the early redemption of 35% of our senior notes on 18 August 2003. Net interest expense comprised (pound)29.2 million of net interest paid or to be paid within a six-month period, (pound)22.1 million of cash interest rolled-up into our long-term debt and (pound)1.6 million of amortised financing costs.

TAX ON PROFIT (LOSS) ON ORDINARY ACTIVITIES

Taxation before exceptional items of (pound)3.1 million for the three months ended 30 June 2003 and (pound)4.0 million last year was charged despite the loss on ordinary activities because certain goodwill amortisation is not allowable for determining tax. Tax credits in the amount of (pound)27.8 million for the three months ended 30 June 2003 and (pound)2.3 million last year were recognised as a benefit offsetting one-off items. Our future taxation charge will depend on our taxable income in the United Kingdom and the United States and our ability to continue using our net operating losses to offset our future taxable income in the United States.

NET LOSS

The net loss was (pound)55.8 million for the three months ended 30 June 2003 compared to a net loss of (pound)32.6 million for the same period in the prior year.

LIQUIDITY AND CAPITAL RESOURCES

Apart from significant acquisitions, which we have funded through a combination of borrowings, cash from contributions from the investment funds which previously owned our parent company and cash flows from operations, we have funded our existing business largely from cash flows generated from our operations. We believe that we have sufficient working capital to meet our operating and capital expenditure requirements. In addition, we have access to a (pound)200 million revolving credit facility as part of the new senior credit facilities, which expires on 7 July 2008, of which none was drawn down at 30 June 2003.

<PAGE>

CASH FLOWS

<TABLE>

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| | THREE MONTHS ENDED 30 JUNE | |
|--|----------------------------|--------|
| | 2002 | 2003 |
| | ((POUND) IN MILLIONS) | |
| <S> | << | << |
| Net cash inflow from operating activities | 78.8 | 55.1 |
| Net cash outflow for returns on investments and servicing of finance | (31.7) | (18.8) |
| Net cash outflow for taxation | - | (1.0) |
| Net cash outflow for capital expenditure and financial investment | (429.3) | (7.3) |
| NET CASH (OUTFLOW) INFLOW BEFORE FINANCING | (382.2) | 28.0 |
| Net cash inflow from financing | 404.9 | - |
| NET INCREASE IN CASH | 22.7 | 28.0 |

</TABLE>

Net cash inflow from operating activities for the three months ended 30 June 2003 was (pound)55.1 million, compared with an inflow of (pound)78.8 million for the three months ended 30 June 2002. The decrease in cash flows reflected the timing of charges from year end which were paid during the first three months of the 2004 financial year. Net cash inflow from operating activities for the three months ended 30 June 2003 included (pound)0.4 million of expenses related to the global offer. Net cash inflow from operating activities for the three months ended 30 June 2002 included (pound)3.9 million of expenses paid for our parent company's withdrawn initial public offering.

Net cash outflow from returns on investments and servicing of finance principally comprises interest paid.

Net cash outflow for capital expenditure and financial investment comprises capital expenditure on fixed assets and purchases of subsidiary undertakings, net of cash acquired. Capital expenditure in the three months ended 30 June 2003 was (pound)5.9 million compared to (pound)5.6 million last year.

On 16 April 2002, we purchased McLeod for \$600.0 million ((pound)417.0 million) plus expenses of \$10.0 million ((pound)6.9 million). We financed the McLeod acquisition through \$250.0 million ((pound)173.7 million) of senior bank financing and a \$250.0 million ((pound)173.7 million) bridge facility together with \$88.3 million ((pound)61.3 million) of additional funds in the form of equity and subordinated non-cash pay loans from the funds that owned our parent company before the global offer described below, and \$37.3 million ((pound)25.9 million) of unrestricted cash from our available cash balances. As a result, our overall borrowings before the offset of finance costs increased by approximately (pound)408 million.

CAPITAL RESOURCES

At 30 June 2003, we had cash of (pound)57.7 million.

We expect that any significant acquisitions or other significant expenditures, including those related to the development of our online services, would be financed in the future through any one or more of operating cash flows, credit facilities and the issue of new debt and equity securities.

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We had net debt of (pound)2,368.1 million at 30 June 2003. The table below sets out the details of our debt at 30 June 2003.

| | ((POUND) IN MILLIONS) |
|---------------------------------------|-----------------------|
| Long-term loans and other borrowings | |
| Term Loan A | 549.0 |
| Term Loan B | 175.0 |
| Term Loan C | 234.7 |
| Term Loan D | 151.3 |
| Senior Sterling Notes due 2011 | 250.0 |
| Senior Dollar Notes due 2011 | 121.1 |
| Senior Discount Dollar Notes due 2011 | 116.0 |
| Subordinated parent company loan | 842.6 |
| Other | 1.2 |
| | ----- |
| Total debt | 2,440.9 |
| Unamortised financing costs | (15.1) |
| Cash at bank | (57.7) |
| | ----- |
| NET DEBT AT END OF THE PERIOD | 2,368.1 |
| | ===== |

OUR PARENT COMPANY'S GLOBAL OFFER AND REFINANCING

On 15 July 2003, our parent company, Yell Group plc, completed raising (pound)433 million (gross proceeds) through a global offer of shares to institutional investors, also referred to as an initial public offering.

A portion of the net proceeds were used to repay approximately (pound)54 million of debt under the senior credit facilities and to redeem up to 35% (approximately (pound)173 million) of the senior notes pursuant to the optional redemption features under the indentures. Additionally, we replaced our remaining senior credit facilities with new senior credit facilities of (pound)664 million and \$596 million and a revolving credit facility of (pound)200 million. As part of the reorganisation, the subordinate parent company loan became non-interest bearing to reflect the fact that the equivalent amounts borrowed by our parent company were settled at that time.

As a result of the capital raising, we incurred a number of exceptional or one-off costs, including cash and non-cash interest charges relating to premium paid in connection with the redemption of the senior notes and to the write-off of deferred finance costs; charges relating to option grants under existing share ownership plans; and other transaction fees and costs arising out of the offering. In addition, participants in a plan implemented for certain key employees of Yellow Book and its subsidiaries are entitled to a payment under the Yellow Book Phantom DDE Plan, under which the participants as a group are treated economically as if they had invested approximately \$45 million in the Yell Group in the same manner as the funds advanced by the funds that owned our parent company before the global offer. We accrued a non-cash compensation charge of approximately \$63 million (approximately (pound)39 million) in connection with this. In satisfaction of those obligations, the plan participants exchanged their interests in the plan for equity in our parent company.

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As mentioned above, additional costs of our parent company's global offering, substantially fees payable to advisers, will be incurred during the second quarter. Some of these remaining costs will be charged against our share premium and some will be charged against profit as further exceptional items.

We are required to satisfy interest and principal payments on our borrowings as they become due. To the extent we are not able to fund any principal payment at maturity or any interest payment when due from cash flow from operations, we would be required to refinance this indebtedness pursuant to credit facilities and/or the issue of new debt and equity securities into the capital markets. No one has guaranteed our obligations under the senior notes or has any obligation to provide additional equity financing to us.

The terms of the previous senior credit facilities required us to maintain specified consolidated financial ratios for senior debt to Earnings Before Interest, Tax, Depreciation and Amortisation ("EBITDA", as defined in the senior credit facilities), cash flow to total debt service, EBITDA to net cash interest payable and total net debt to EBITDA, and to observe capital expenditure limits for each financial year. In addition, the terms of our previous senior credit facilities required us to make early repayments equal to 50% of excess cash flows as defined in the terms. Under these terms we were obliged to make an early repayment of (pound)34.4 million in the second quarter of the 2003 financial year. The new senior credit facilities require us to maintain specified consolidated financial ratios for the net total debt to EBITDA, EBITDA to net cash interest payable, and, until 31 March 2005, net senior debt to EBITDA.

OTHER MATTERS

Off Balance-sheet Arrangements

We do not have any off-balance sheet arrangements other than employee incentive arrangements that were triggered upon a change in ownership and the hedges discussed below.

Market-related Risks

Interest is payable under our senior credit facilities at a variable rate. We could, therefore, be adversely affected if interest rates were to rise significantly. Under our previous senior credit facilities, we were required to hedge at least 50% of the variable-rate indebtedness under the senior credit facilities for two years. We have hedged at 30 June 2003 nearly 90% of the indebtedness under the senior credit facilities for six months and 50% for the following 18 months using interest rate swaps, with a review of this strategy on a quarterly basis. At 30 June 2003, we had (pound)20.9 million net unrecognised losses on these instruments that will be recognised when the interest is paid.

All of these instruments are entered into for hedging purposes and, under UK GAAP, gains and losses on these instruments are deferred and only recognised in income when the underlying transaction is recorded. Such instruments have not been designated and do not qualify for hedge accounting under Statement of Financial Accounting Standards No 133 "Accounting for Derivative Instruments and Hedging Activities" for US GAAP purposes.

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All significant cash inflows and outflows associated with our operations in the United Kingdom are denominated in pounds sterling, and all significant cash inflows and outflows associated with our operations in the United States are denominated in US dollars. However, our financial information is presented in pounds sterling, and changes in the exchange rate between the US dollar and pounds sterling will affect the translation of the results of our operations into pounds sterling. We do not currently intend to hedge any foreign exchange rate risk relating to US dollar-denominated notes, although we will continue to review this practice. The dilution of our earnings reported in pounds sterling as a result of the weakening US dollar is partially offset by natural hedging within the Group as a result of having a significant amount of debt denominated in US dollars. The Group does not currently intend to hedge any foreign exchange rate risk relating to US dollar-denominated notes, although it will continue to review this practice. In addition, the Yell Group entered into a forward contract to purchase (pound)43.3 million at the rate of \$1.595 per (pound)1 sterling as a hedge against future cash flows within the Group.

At 30 June 2003, we had (pound)565.9 million of borrowings denominated in US dollars net of deferred financing fees, and (pound)1,219.4 million of borrowings that accrue interest at variable rates, before taking into account hedging arrangements. As at 30 June 2003, taking into account the hedging arrangements, if the annualised variable interest rates had been 1.0% higher or lower with no change in exchange rates, our interest charge would vary by approximately (pound)2.3 million higher or lower, respectively, taking into account our hedging arrangements, or (pound)12.2 million higher or lower, respectively, without taking into account hedging arrangements. Further, taking into account our US dollar-denominated liabilities, if the average US dollar/pound sterling exchange rate during the quarter would have been \$1.78 to (pound)1.00, for example, instead of \$1.63 to (pound)1.00, the approximate rate effective for the three months ended 30 June 2003, then our quarterly interest charge would have been approximately (pound)4.6 million lower.

International Financial Reporting Standards

In June 2002, the Council of Ministers of the European Union approved a regulation (the "Regulation") requiring all companies that are governed by the law of a member state of the European Union and whose securities are admitted to trading on a regulated market of any member state to prepare their consolidated financial statements in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union. The Regulation is to be effective for each financial year starting on or after 1 January 2005.

The International Accounting Standards Board issued IFRS1, a standard on transition to IFRS, in June 2003. It is expected that there will be significant continuing developments in IFRS between now and 2005 and consequently there is uncertainty about exactly what IFRS will require in 2005. This uncertainty will be reduced as the International Accounting Standards Board finalises and publishes its standards on the first time adoption of IFRS and other key areas such as business combinations and share-based payments.

<PAGE>

In the meantime, the UK Accounting Standards Board is adopting a phased transition to the conversion of existing UK GAAP and plans to issue around 40 new standards or revisions to existing standards over the next two years, some of which have already been issued in the form of Financial Reporting Exposure Drafts ("FREDS"). It is also possible that by the implementation date set by the European Union, UK GAAP will not be fully aligned with IFRS.

The Group will adopt any standards arising from FREDS when they become effective and part of UK GAAP. The transition of UK GAAP to IFRS and/or the adoption of IFRS could possibly have a material impact on the Group's financial position and reported results, although it is not possible for the Directors to quantify the impact at this time.

Recent US GAAP Accounting Pronouncements

In April 2003, the FASB issued Statement of Financial Accounting Standards No 149 "Amendment of Statement 133 on Derivative Instruments and Hedging Activities" ("SFAS 149"). This standard amends and clarifies financial accounting and reporting for derivative instruments, including certain derivative instruments embedded in other contracts (collectively referred to as derivatives) and for hedging activities under FASB Statement No 133, "Accounting for Derivative Instruments and Hedging Activities". This standard is effective prospectively for contracts entered into or modified after 30 June 2003 and prospectively for hedging relationships designated after 30 June 2003. We are in the process of assessing the impact of adopting this standard.

In May 2003, the FASB issued Statement of Financial Accounting Standards No 150 "Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity" ("SFAS 150"). This standard improves the accounting for certain financial instruments that, under previous guidance, issuers could account for as equity and requires that these instruments be classified as liabilities in statements of financial position. This standard is effective at the beginning of the first interim period beginning after 15 June 2003. This standard shall be implemented by reporting the cumulative effect of a change in accounting principle for financial instruments created before the issuance date of the standard and still existing at the beginning of the interim period of adoption. We are in the process of assessing the impact of adopting this standard.

Critical Accounting Estimates

In general, our accounting policies are consistent with those generally adopted by others operating within the same industry in the United Kingdom. Our accounting policies are set out in our audited financial statements contained within the Form 20-F filed with the SEC on 1 July 2003. A discussion of the most significant policies that require our management to make subjective and complex judgements or to consider matters that are inherently uncertain are also contained in that document.

<PAGE>

CONSOLIDATED RESULTS OF OUR PARENT COMPANY

We have included certain consolidated financial information of our parent company, Yell Group plc and its subsidiaries, as an appendix to the consolidated financial information of Yell Finance B.V., in order to highlight differences between what our parent company would report using UK presentational conventions and what we would report using US reporting conventions, and to satisfy the requirements of our parent company to produce a UK GAAP to US GAAP reconciliation.

<PAGE>

EXHIBIT 99.3

YELL FINANCE B.V. AND SUBSIDIARIES
 CONSOLIDATED PROFIT AND LOSS ACCOUNTS

<TABLE>
 <CAPTION>

| (UNAUDITED) | NOTES | THREE MONTHS ENDED 30 JUNE | |
|---|-------|----------------------------|---------|
| | | 2002 | 2003 |
| | | ((POUND) IN MILLIONS) | |
| <S> | <C> | <C> | <C> |
| TURNOVER | 2 | 248.5 | 262.2 |
| Cost of sales | | (118.1) | (117.7) |
| GROSS PROFIT | | 130.4 | 144.5 |
| Distribution costs | | (9.0) | (9.3) |
| ADMINISTRATIVE EXPENSES | | | |
| Ordinary items | | (79.7) | (85.5) |
| Exceptional items | 4 | (15.0) | (47.3) |
| | | (94.7) | (132.8) |
| OPERATING PROFIT | 3 | 26.7 | 2.4 |
| NET INTEREST PAYABLE | | | |
| Ordinary items | | (57.6) | (52.9) |
| Exceptional items | | - | (30.0) |
| | | (57.6) | (82.9) |
| LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION | | (30.9) | (80.5) |
| TAX ON LOSS ON ORDINARY ACTIVITIES | | | |
| Before exceptional items | | (4.0) | (3.1) |
| On exceptional items | | 2.3 | 27.8 |
| | | (1.7) | 24.7 |
| LOSS FOR THE FINANCIAL PERIOD | 9 | (32.6) | (55.8) |

STATEMENTS OF TOTAL RECOGNISED GAINS AND LOSSES

| (UNAUDITED) | NOTES | THREE MONTHS ENDED 30 JUNE | |
|--|-------|----------------------------|--------|
| | | 2002 | 2003 |
| | | ((POUND) IN MILLIONS) | |
| Loss for the financial period | | (32.6) | (55.8) |
| Currency movements | 9 | (25.2) | (18.0) |
| TOTAL RECOGNISED GAINS AND LOSSES FOR THE FINANCIAL PERIOD | | (57.8) | (73.8) |

</TABLE>

The accompanying unaudited condensed notes are an integral part of these financial statements.

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YELL FINANCE B.V. AND SUBSIDIARIES

CONSOLIDATED CASH FLOW STATEMENTS

<TABLE>

<CAPTION>

| (UNAUDITED) | THREE MONTHS ENDED 30 JUNE | |
|---|----------------------------|--------|
| | 2002 | 2003 |
| | ((POUND) IN MILLIONS) | |
| <S> | <> | <> |
| NET CASH INFLOW FROM OPERATING ACTIVITIES | 78.8 | 55.1 |
| RETURNS ON INVESTMENTS AND SERVICING OF FINANCE | | |
| Interest paid | (21.3) | (18.8) |
| Finance fees paid | (10.4) | - |
| NET CASH OUTFLOW FOR RETURNS ON INVESTMENTS AND SERVICING OF FINANCE | (31.7) | (18.8) |
| TAXATION | - | (1.0) |
| CAPITAL EXPENDITURE AND FINANCIAL INVESTMENT | | |
| Purchase of tangible fixed assets | (5.6) | (5.9) |
| NET CASH OUTFLOW FOR CAPITAL EXPENDITURE AND FINANCIAL INVESTMENT | (5.6) | (5.9) |
| ACQUISITIONS | | |
| Purchase of subsidiary undertakings, net of cash acquired | (423.7) | (1.4) |
| NET CASH OUTFLOW FOR ACQUISITIONS | (423.7) | (1.4) |
| NET CASH (OUTFLOW) INFLOW BEFORE FINANCING | (382.2) | 28.0 |
| FINANCING | | |
| Issue of ordinary share capital and capital contributions received | 0.1 | - |
| Expenses of withdrawn initial public offering | (3.9) | - |
| New loans issued | 408.7 | - |
| NET CASH INFLOW FROM FINANCING | 404.9 | - |
| INCREASE IN NET CASH IN THE PERIOD | 22.7 | 28.0 |
| Total operating profit | 26.7 | 2.4 |
| Depreciation | 5.3 | 5.7 |
| Goodwill amortisation | 23.6 | 24.6 |
| Increase in stocks | (3.9) | (12.0) |
| Decrease in debtors | 7.6 | 29.7 |
| Increase in creditors | 19.5 | 4.7 |
| NET CASH INFLOW FROM OPERATING ACTIVITIES | 78.8 | 55.1 |

</TABLE>

The accompanying unaudited condensed notes are an integral part of these financial statements.

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<PAGE>

YELL FINANCE B.V. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

<TABLE>

<CAPTION>

| | NOTES | AT 31 MARCH 2003 (AUDITED) | AT 30 JUNE 2003 (UNAUDITED) |
|---|-------|-------------------------------------|--------------------------------------|
| | | ((POUND) IN MILLIONS) | |
| <S> | <C> | <C> | <C> |
| FIXED ASSETS | | | |
| Intangible assets | | 1,824.1 | 1,767.1 |
| Tangible assets | | 47.1 | 42.4 |
| Investment | | 1.9 | 1.6 |
| TOTAL FIXED ASSETS | | 1,873.1 | 1,811.1 |
| CURRENT ASSETS | | | |
| Stocks | | 145.8 | 152.7 |
| Debtors | 6 | 461.4 | 445.6 |
| Cash at bank and in hand | | 30.0 | 57.7 |
| TOTAL CURRENT ASSETS | | 637.2 | 656.0 |
| CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR | | | |
| Loans and other borrowings | 5,8 | (112.8) | (2,117.0) |
| Other creditors | 7 | (235.9) | (238.0) |
| TOTAL CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR | | (348.7) | (2,355.0) |
| NET CURRENT ASSETS (LIABILITIES) | | 288.5 | (1,699.0) |
| TOTAL ASSETS LESS CURRENT LIABILITIES | | 2,161.6 | 112.1 |
| CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR | | | |
| Loans and other borrowings | 5,8 | (2,286.0) | (308.8) |
| NET LIABILITIES | | (124.4) | (196.7) |
| CAPITAL AND RESERVES | | | |
| Called up share capital | | 0.1 | 0.1 |
| Share premium account | | 1.0 | 1.0 |
| Profit and loss account (deficit) | | (125.5) | (197.8) |
| EQUITY SHAREHOLDERS' DEFICIT | 9 | (124.4) | (196.7) |

</TABLE>

The accompanying unaudited condensed notes are an integral part of these financial statements.

<PAGE>

YELL FINANCE B.V. AND SUBSIDIARIES

NOTES TO THE FINANCIAL STATEMENTS

1. BASIS OF PREPARATION, COMBINATION AND CONSOLIDATION

The principal activity of Yell Finance B.V. and its subsidiaries is publishing classified advertising directories in the United Kingdom and the United States.

The unaudited interim financial information has been prepared in accordance with generally accepted accounting principles in the UK ("UK GAAP") and on the basis of the accounting policies set out in the audited combined and consolidated financial statements of Yell Finance B.V. for the year ended 31 March 2003 contained in the Form 20-F filed with the US Securities and Exchange Commission on 1 July 2003.

The foregoing information does not constitute statutory financial statements within the meaning of s240 of the Companies Act 1985.

In the opinion of management, the financial information included herein includes all adjustments necessary for a fair presentation of the consolidated results, financial position and cash flows for each period presented. The consolidated results for interim periods are not necessarily indicative of results for the full year. This financial information should be read in conjunction with Yell Finance B.V.'s Form 20-P filed with the US Securities and Exchange Commission on 1 July 2003 which includes the audited combined and consolidated financial statements of Yell Finance B.V. and its subsidiaries for the year ended 31 March 2003.

The preparation of the consolidated financial information requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial information and the reported amounts of income and expenditure during the reporting period. Actual results could differ from those estimates. Estimates are used principally when accounting for income, provision for doubtful debts, depreciation, employee pension and management incentive schemes and taxes.

<PAGE>

YELL FINANCE B.V. AND SUBSIDIARIES

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

<TABLE>

<CAPTION>

| 2. TURNOVER | THREE MONTHS ENDED 30 JUNE | |
|-----------------------------|----------------------------|-------|
| | 2002 | 2003 |
| | ((POUND) IN MILLIONS) | |
| UK printed directories | 128.8 | 134.9 |
| Other products and services | 10.1 | 10.0 |
| TOTAL UK TURNOVER | 138.9 | 144.9 |
| TOTAL US TURNOVER | 109.6 | 117.3 |
| GROUP TURNOVER | 248.5 | 262.2 |

| 3. OPERATING PROFIT | THREE MONTHS ENDED 30 JUNE | |
|----------------------------------|----------------------------|--------|
| | 2002 | 2003 |
| | ((POUND) IN MILLIONS) | |
| UK printed directories | 21.6 | 31.7 |
| Other products and services | (1.1) | 0.2 |
| TOTAL UK OPERATING PROFIT | 20.5 | 31.9 |
| TOTAL US OPERATING PROFIT (LOSS) | 6.2 | (29.5) |
| OPERATING PROFIT | 26.7 | 2.4 |

4. EXCEPTIONAL ITEMS

An analysis of our results for the three months ended June 2002 and 2003 separating out exceptional items is as follows:

| | THREE MONTHS ENDED 30 JUNE | | | | | |
|-------------------------|----------------------------|-------------------|--------|----------------|-------------------|---------|
| | 2002 | | | 2003 | | |
| | ORDINARY ITEMS | EXCEPTIONAL ITEMS | TOTAL | ORDINARY ITEMS | EXCEPTIONAL ITEMS | TOTAL |
| | ((POUND) IN MILLIONS) | | | | | |
| GROSS PROFIT | 130.4 | - | 130.4 | 144.5 | - | 144.5 |
| Distribution costs | (9.0) | - | (9.0) | (9.3) | - | (9.3) |
| Administrative expenses | (79.7) | (15.0) | (94.7) | (85.5) | (47.3) | (132.8) |
| OPERATING PROFIT (LOSS) | 41.7 | (15.0) | 26.7 | 49.7 | (47.3) | 2.4 |
| Net interest payable | (57.6) | - | (57.6) | (52.9) | (30.0) | (82.9) |
| LOSS BEFORE TAXATION | (15.9) | (15.0) | (30.9) | (3.2) | (77.3) | (80.5) |
| Taxation | (4.0) | 2.3 | (1.7) | (3.1) | 27.8 | 24.7 |
| LOSS FOR THE PERIOD | (19.9) | (12.7) | (32.6) | (6.3) | (49.5) | (55.8) |

</TABLE>

Exceptional administrative expenses in 2003 relate to costs incurred in connection with the initial public offering of our parent company. Of the (pound)47.3 million exceptional administrative expenses, (pound)5.6 million relates to our UK business and (pound)41.7 million to our US business. Exceptional administrative expenses of (pound)15.0 million in 2002 relate to

costs incurred in connection with the withdrawn initial public offering of our parent company. (pound)14.7 million was charged to our UK business and (pound)0.3 million was charged to our US business. The exceptional interest payable in 2003 is the accelerated amortisation of deferred financing fees on our debt due to be repaid in the second quarter. The exceptional tax credits in 2003 and 2002 represent the effective tax on the exceptional items before tax. We do not allocate interest or taxation charges by product or geographic segment.

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YELL FINANCE B.V. AND SUBSIDIARIES

NOTES TO THE FINANCIAL INFORMATION (CONTINUED)

5. NET DEBT

ANALYSIS OF NET DEBT

<TABLE>

<CAPTION>

| | AT 31 MARCH 2003 | AT 30 JUNE 2003 |
|---|-------------------------|-----------------------|
| | ----- | |
| | ((POUND) IN MILLIONS) | |
| <S> | <C> | <C> |
| Long-term loans and other borrowings falling due after more than one year | 2,286.0 | 308.8 |
| Short-term borrowings and long-term loans and other borrowings falling due within one year | 112.8 | 2,117.0 |
| | ----- | |
| Total debt | 2,398.8 | 2,425.8 |
| Cash at bank and in hand | (30.0) | (57.7) |
| | ----- | |
| NET DEBT AT END OF PERIOD | 2,368.8 | 2,368.1 |
| | ===== | |

RECONCILIATION OF MOVEMENT IN NET DEBT

| | CASH LESS BANK OVERDRAFT | DEBT DUE WITHIN ONE TOTAL YEAR EXCLUDING- BANK OVERDRAFT | DEBT DUE AFTER ONE YEAR | NET DEBT |
|--|--------------------------------|---|-------------------------------|-----------|
| | ----- | | | |
| | ((POUND) IN MILLIONS) | | | |
| AT 31 MARCH 2003 | 30.0 | (112.8) | (2,286.0) | (2,368.8) |
| Cash inflow from operating activities less interest and taxation paid and capital expenditures | 29.4 | - | - | 29.4 |
| Cash outflow on acquisitions | (1.4) | - | - | (1.4) |
| Reclassification of long and short term debt | - | (2,031.4) | 2,031.4 | - |
| Interest and amortised fees | - | 8.4 | (60.6) | (52.2) |
| Currency movements | (0.3) | 18.8 | 6.4 | 24.9 |
| | ----- | | | |
| AT 30 JUNE 2003 | 57.7 | (2,117.0) | (308.8) | (2,368.1) |
| | ===== | | | |

</TABLE>

<PAGE>

YELL FINANCE B.V. AND SUBSIDIARIES

NOTES TO THE FINANCIAL INFORMATION (CONTINUED)

5. NET DEBT (CONTINUED)

On 15 July 2003, our parent company, Yell Group plc, completed raising (pound)433 million (gross proceeds) through a global offer of shares to institutional investors.

A portion of the net proceeds were used to repay approximately (pound)54 million of debt under the senior credit facilities and to redeem up to 35% (approximately (pound)173 million) of the senior notes pursuant to the optional redemption features under the indentures. Additionally, we replaced our remaining senior credit facilities with new senior credit facilities of (pound)664 million and \$596 million and a revolving credit facility of (pound)200 million.

6. DEBTORS

<TABLE>
<CAPTION>

| | AT 31 MARCH 2003 | AT 30 JUNE 2003 |
|--------------------|------------------------|-----------------------|
| | ----- | |
| | (POUND) IN MILLIONS) | |
| <S> | <O> | <O> |
| Trade debtors | 412.3 | 354.4 |
| Other debtors | 8.2 | 9.6 |
| Accrued income | 7.6 | 24.4 |
| Prepayments | 10.2 | 13.1 |
| Deferred tax asset | 23.1 | 44.1 |
| | ----- | |
| TOTAL DEBTORS | 461.4 | 445.6 |
| | ===== | |

All amounts above fall due within one year except for the deferred tax asset, which may fall due after more than one year. The increase in the deferred tax asset from 31 March 2003 is a reflection of the tax credits on exceptional items and is expected to be utilised against taxable profits arising in the current financial year.

7. OTHER CREDITORS

| | AT 31 MARCH 2003 | AT 30 JUNE 2003 |
|---|------------------------|-----------------------|
| | ----- | |
| | ((POUND) IN MILLIONS) | |
| Trade creditors | 34.9 | 20.1 |
| Corporation tax | 6.2 | 2.4 |
| Other taxation and social security | 24.7 | 16.2 |
| Other creditors | 5.7 | - |
| Accrued expenses | 90.4 | 135.7 |
| Deferred income | 74.0 | 63.6 |
| | ----- | |
| TOTAL CREDITORS FALLING DUE WITHIN ONE YEAR | 235.9 | 238.0 |
| | ===== | |

</TABLE>

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<PAGE>

YELL FINANCE B.V. AND SUBSIDIARIES

NOTES TO THE FINANCIAL INFORMATION (CONTINUED)

8. LOANS AND OTHER BORROWINGS

<TABLE>

<CAPTION>

| | AT 31 MARCH 2003 | AT 30 JUNE 2003 |
|--|------------------------|-----------------------|
| | ((POUND) | IN MILLIONS) |
| <S> | <C> | <C> |
| AMOUNTS FALLING DUE WITHIN ONE YEAR | | |
| Senior credit facilities | 111.8 | 1,110.0 |
| Senior notes: | | |
| Senior sterling notes | - | 87.5 |
| Senior dollar notes | - | 42.4 |
| Senior discount dollar notes | - | 40.8 |
| Subordinated parent company loan | - | 842.6 |
| Net obligations under finance leases | 1.0 | 1.2 |
| TOTAL AMOUNTS FALLING DUE WITHIN ONE YEAR | 112.8 | 2,124.5 |
| Unamortised finance fees | - | (7.5) |
| NET AMOUNTS FALLING DUE WITHIN ONE YEAR | 112.8 | 2,117.0 |
| AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR | | |
| Senior credit facilities | 1,013.7 | - |
| Senior notes: | | |
| Senior sterling notes | 250.0 | 162.5 |
| Senior dollar notes | 126.7 | 78.7 |
| Senior discount dollar notes | 118.2 | 75.2 |
| Subordinated parent company loan | 816.7 | - |
| TOTAL AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR | 2,325.3 | 316.4 |
| Unamortised finance fees | (39.3) | (7.6) |
| NET AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR | 2,286.0 | 308.8 |
| NET LOANS AND OTHER BORROWINGS | 2,398.8 | 2,425.8 |

Also see note 5 for details of the repayment of our senior debt.

9. CHANGES IN EQUITY SHAREHOLDERS' FUNDS (DEFICIT)

| | SHARE CAPITAL | SHARE PREMIUM | PROFIT AND LOSS ACCOUNT | TOTAL |
|--|------------------|------------------|----------------------------|--------------|
| | ((POUND) | | | IN MILLIONS) |
| BALANCE AT 31 MARCH 2003 | 0.1 | 1.0 | (125.5) | (124.4) |
| Loss for the period | - | - | (55.8) | (55.8) |
| Equity offset in respect of employee share options | - | - | 1.5 | 1.5 |
| Currency movements (a) | - | - | (18.0) | (18.0) |
| BALANCE AT 30 JUNE 2003 | 0.1 | 1.0 | (197.8) | (196.7) |

</TABLE>

(a) The cumulative foreign currency translation adjustment was a (pound)55.7 million loss at 30 June 2003 (31 March 2003 - (pound)37.7 million loss).

<PAGE>

YELL FINANCE B.V. AND SUBSIDIARIES

NOTES TO THE FINANCIAL INFORMATION (CONTINUED)

10. RELATED PARTY TRANSACTIONS

Transaction fees charged to the Yell Group from Apex Partners Managing Entities and affiliates of Hicks, Muse, Tate and Furst Incorporated were (pound)3 million each (\$4.5 million) for the three months ended 30 June 2003. Monitoring fees were (pound)0.7 million for the same period.

<PAGE>

EXHIBIT 99.4

YELL GROUP PLC AND SUBSIDIARIES
APPENDIX

CONSOLIDATED FINANCIAL INFORMATION OF YELL GROUP PLC AND ITS SUBSIDIARIES

We have included certain unaudited consolidated financial information of Yell Group plc and its subsidiaries ("Yell Group plc") as an appendix to the unaudited condensed consolidated financial information of Yell Finance B.V. and its subsidiaries ("Yell Finance B.V."), in order to highlight what Yell Group plc would report under UK GAAP using UK presentational conventions and to satisfy the requirements of Yell Group plc to produce a UK GAAP to US GAAP reconciliation.

The unaudited financial information for Yell Group plc includes:

- o profit and loss accounts for the three month periods ended 30 June 2002 and 2003 in line with presentational conventions in the United Kingdom;
- o cash flow statement for the three month periods ended 30 June 2002 and 2003;
- o balance sheets at 31 March 2003 and 30 June 2003;
- o analysis of net debt at 31 March 2003 and 30 June 2003 and movement in net debt for the three month period ended 30 June 2003;
- o changes in equity shareholders' deficit for the three months ended 30 June 2003;
- o a reconciliation of results between US GAAP and UK GAAP for the three month periods ended 30 June 2002 and 2003 and of equity shareholders' deficit for 31 March 2003 and 30 June 2003.

The following unaudited financial information has been prepared in accordance with generally accepted accounting principles in the United Kingdom ("UK GAAP") and on the basis of the accounting policies set out in the audited combined and consolidated financial statements of Yell Finance B.V. for the year ended 31 March 2003 contained in the Form 20-F filed with the SEC on 1 July 2003.

The following information does not constitute statutory financial statements within the meaning of s240 of the Companies Act 1985.

<PAGE>

YELL GROUP PLC AND SUBSIDIARIES
CONSOLIDATED PROFIT AND LOSS ACCOUNTS

<TABLE>
<CAPTION>

| (UNAUDITED) | THREE MONTHS ENDED 30 JUNE | |
|---|----------------------------|---------|
| | 2002 | 2003 |
| | ((POUND) IN MILLIONS) | |
| <S> | <C> | <C> |
| GROUP TURNOVER | 248.5 | 262.2 |
| Cost of sales | (118.1) | (117.7) |
| GROSS PROFIT | 130.4 | 144.5 |
| Distribution costs | (9.0) | (9.3) |
| ADMINISTRATIVE EXPENSES | | |
| Ordinary items | (79.7) | (85.5) |
| Exceptional items | (15.0) | (47.3) |
| | (94.7) | (132.8) |
| OPERATING PROFIT | 26.7 | 2.4 |
| NET INTEREST PAYABLE | | |
| Ordinary items | (57.6) | (52.9) |
| Exceptional items | - | (30.0) |
| | (57.6) | (82.9) |
| LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION | (30.9) | (80.5) |
| TAX ON LOSS ON ORDINARY ACTIVITIES | | |
| Before exceptional items | (4.0) | (3.1) |
| On exceptional items | 2.3 | 27.8 |
| | (1.7) | 24.7 |
| LOSS FOR THE FINANCIAL PERIOD | (32.6) | (55.8) |

STATEMENTS OF TOTAL RECOGNISED GAINS AND LOSSES

| (UNAUDITED) | THREE MONTHS ENDED 30 JUNE | |
|--|----------------------------|--------|
| | 2002 | 2003 |
| | ((POUND) IN MILLIONS) | |
| Loss for the financial period | (32.6) | (55.8) |
| Currency movements | (25.2) | (18.0) |
| TOTAL RECOGNISED GAINS AND LOSSES FOR THE FINANCIAL PERIOD | (57.8) | (73.8) |

</TABLE>

See notes to the financial information for additional details.

<PAGE>

YELL GROUP PLC AND SUBSIDIARIES

COMBINED AND CONSOLIDATED CASH FLOW STATEMENTS

<TABLE>

<CAPTION>

| (UNAUDITED) | THREE MONTHS ENDED 30 JUNE | |
|---|-------------------------------|--------|
| | 2002 | 2003 |
| | ((POUND) IN MILLIONS) | |
| <S> | <O> | <O> |
| NET CASH INFLOW FROM OPERATING ACTIVITIES | 78.8 | 55.1 |
| RETURNS ON INVESTMENTS AND SERVICING OF FINANCE | | |
| Interest paid | (21.3) | (18.8) |
| Finance fees paid | (10.4) | - |
| NET CASH OUTFLOW FOR RETURNS ON INVESTMENTS AND SERVICING OF FINANCE | (31.7) | (18.8) |
| TAXATION | - | (1.0) |
| CAPITAL EXPENDITURE AND FINANCIAL INVESTMENT | | |
| Purchase of tangible fixed assets | (5.6) | (5.9) |
| NET CASH OUTFLOW FOR CAPITAL EXPENDITURE AND FINANCIAL INVESTMENT | (5.6) | (5.9) |
| ACQUISITIONS | | |
| Purchase of subsidiary undertakings, net of cash acquired | (423.7) | (1.4) |
| NET CASH OUTFLOW FOR ACQUISITIONS | (423.7) | (1.4) |
| NET CASH (OUTFLOW) INFLOW BEFORE FINANCING | (382.2) | 28.0 |
| FINANCING | | |
| Issue of ordinary share capital and capital contributions received | 0.1 | - |
| Expenses of withdrawn initial public offering | (3.9) | - |
| New loans issued | 408.7 | - |
| NET CASH INFLOW FROM FINANCING | 404.9 | - |
| INCREASE IN NET CASH IN THE PERIOD | 22.7 | 28.0 |
| Total operating profit | 26.7 | 2.4 |
| Depreciation | 5.3 | 5.7 |
| Goodwill amortisation | 23.6 | 24.6 |
| Increase in stocks | (3.9) | (12.0) |
| Decrease in debtors | 7.6 | 29.7 |
| Increase in creditors | 19.5 | 4.7 |
| NET CASH INFLOW FROM OPERATING ACTIVITIES | 78.8 | 55.1 |

</TABLE>

See notes to the financial information for additional details.

<PAGE>

YELL GROUP PLC AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

<TABLE>

<CAPTION>

| | AT 31 MARCH 2003 (AUDITED) | AT 30 JUNE 2003 (UNAUDITED) |
|--|-------------------------------------|--------------------------------------|
| | ((POUND) IN MILLIONS) | |
| <S> | <C> | <C> |
| FIXED ASSETS | | |
| Intangible assets | 1,824.1 | 1,767.1 |
| Tangible assets | 47.1 | 42.4 |
| Investment | 1.9 | 1.6 |
| TOTAL FIXED ASSETS | 1,873.1 | 1,811.1 |
| CURRENT ASSETS | | |
| Stocks | 145.8 | 152.7 |
| Debtors | 461.4 | 445.6 |
| Cash at bank and in hand | 30.1 | 57.8 |
| TOTAL CURRENT ASSETS | 637.3 | 656.1 |
| CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR | | |
| Loans and other borrowings | (112.8) | (2,117.0) |
| Other creditors | (235.9) | (238.0) |
| TOTAL CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR | (348.7) | (2,355.0) |
| NET CURRENT ASSETS (LIABILITIES) | 288.6 | (1,698.9) |
| TOTAL ASSETS LESS CURRENT LIABILITIES | 2,161.7 | 112.2 |
| CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR | | |
| Loans and other borrowings | (2,286.0) | (308.8) |
| NET LIABILITIES | (124.3) | (196.6) |
| EQUITY SHAREHOLDERS' DEPICIT | (124.3) | (196.6) |

</TABLE>

See notes to the financial information for additional details.

<PAGE>

YELL GROUP PLC AND SUBSIDIARIES

NOTES TO THE FINANCIAL INFORMATION

NET DEBT

ANALYSIS OF NET DEBT

<TABLE>

<CAPTION>

| | AT 31 MARCH 2003 | AT 30 JUNE 2003 |
|---|------------------------|-----------------------|
| | ----- | |
| | ((POUND) IN MILLIONS) | |
| <S> | <C> | <C> |
| Long-term loans and other borrowings falling due after more than one year | 2,286.0 | 308.8 |
| Short-term borrowings and long-term loans and other borrowings falling due within one year | 112.8 | 2,117.0 |
| | ----- | |
| Total debt | 2,398.8 | 2,425.8 |
| Cash at bank and in hand | (30.1) | (57.8) |
| | ----- | |
| NET DEBT AT END OF PERIOD | 2,368.7 | 2,368.0 |
| | ===== | |

RECONCILIATION OF MOVEMENT IN NET DEBT

| | TOTAL CASH LESS BANK OVERDRAFT | DEBT DUE WITHIN ONE YEAR EXCLUDING BANK OVERDRAFT | DEBT DUE AFTER ONE YEAR | NET DEBT |
|--|---|--|-------------------------------|-----------|
| | ----- | | | |
| | ((POUND) IN MILLIONS) | | | |
| AT 31 MARCH 2003 | 30.1 | (112.8) | (2,286.0) | (2,368.7) |
| Cash inflow from operating activities less interest and taxation paid and capital expenditures | 29.4 | - | - | 29.4 |
| Cash outflow on acquisitions | (1.4) | - | - | (1.4) |
| Reclassification of long and short term debt | - | (2,031.4) | 2,031.4 | - |
| Interest and amortised fees | - | 8.4 | (60.6) | (52.2) |
| Currency movements | (0.3) | 18.8 | 6.4 | 24.9 |
| | ----- | | | |
| AT 30 JUNE 2003 | 57.8 | (2,117.0) | (308.8) | (2,368.0) |
| | ===== | | | |

</TABLE>

<PAGE>

YELL GROUP PLC AND SUBSIDIARIES

NOTES TO THE FINANCIAL INFORMATION (CONTINUED)

CHANGES IN EQUITY SHAREHOLDERS' DEFICIT

<TABLE>

<CAPTION>

| | SHARE CAPITAL | SHARE PREMIUM | OTHER RESERVES | PROFIT AND LOSS ACCOUNT | TOTAL |
|---|-----------------------|------------------|-------------------|----------------------------|---------|
| | ((POUND) IN MILLIONS) | | | | |
| <S> | <C> | <C> | <C> | <C> | <C> |
| BALANCE AT 31 MARCH 2003 | 0.1 | 1.0 | 0.1 | (125.5) | (124.3) |
| Loss for the period | - | - | - | (55.8) | (55.8) |
| Equity offset in respect of employee share options | - | - | - | 1.5 | 1.5 |
| Currency movements | - | - | - | (18.0) | (18.0) |
| BALANCE AT 30 JUNE 2003 | 0.1 | 1.0 | 0.1 | (197.8) | (196.6) |

</TABLE>

(a) The cumulative foreign currency translation adjustment was a (pound)55.7 million loss at 30 June 2003 (31 March 2003 - (pound)37.7 million loss).

On 13 June 2003, the authorised share capital of the Company was increased by (pound)864.5 million by the creation of 1,140,499 C ordinary shares of (pound)758 each. Also on 13 June 2003, 1,140,499 C ordinary shares were issued fully paid. The investment in subsidiaries was revalued and increased by (pound)864.5 million. These adjustments are eliminated on consolidation of the Group figures.

On 9 July 2003 the issued share capital of the Company was reduced by the cancellation of 1,140,499 C ordinary shares of (pound)758 each and the distributable reserves were credited with an amount of (pound)864.5 million.

UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES

Our consolidated financial information is prepared in accordance with accounting principles generally accepted in the United Kingdom ("UK GAAP"), which differ in certain respects from those applicable in the United States ("US GAAP"). Differences result primarily from the different treatment of directories in progress, goodwill and other intangibles, derivative financial instruments, pensions, closure provisions and deferred taxes. Under US GAAP, a portion of the purchase price is allocated, when accounting for acquisitions, to the deferred costs of directories that publish in the months immediately following the acquisition. Under UK GAAP, the deferred costs, which represent the value of selling efforts not yet realised, are valued at the lower of historical cost and net realisable value. The purchase price allocation under US GAAP increases the value of the selling effort to its fair value and, accordingly, profits in the period immediately following an acquisition would be significantly lower under US GAAP than under UK GAAP. Further, under US GAAP, a portion of the purchase price would be allocated to other intangible assets such as acquired customer relationships and brand names, which are amortised over a different life than the goodwill recorded under UK GAAP and establishing associated deferred taxes.

Adjustments relating to employee incentive plans and amortisation of deferred financing costs arise as a result of the definition of an adjusting post balance sheet event under UK and US GAAP. Under UK GAAP, these costs are recognised in the quarter as a result of our global offer, which we completed on 15 July 2003. Under US GAAP these costs will be recognised in the second quarter.

<PAGE>

YELL GROUP PLC AND SUBSIDIARIES

NOTES TO THE FINANCIAL INFORMATION (CONTINUED)

UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (CONTINUED)

The following information summarises estimated adjustments, gross of their tax effect, which reconcile net loss and shareholders' deficit from that reported under UK GAAP to that which would have been recorded had US GAAP been applied.

NET LOSS

<TABLE>

<CAPTION>

| | THREE MONTHS ENDED 30 JUNE | |
|---|----------------------------|------------|
| | 2002 | 2003 |
| | ((POUND) IN MILLIONS) | |
| <S> Loss for the financial period under UK GAAP | <C> (32.6) | <C> (55.8) |
| Adjustment for: | | |
| Directories in progress | | |
| -Deferred costs | (13.1) | (11.1) |
| -Acquisition accounting(a) | (24.1) | - |
| Pensions | (0.7) | (2.3) |
| Goodwill | 23.6 | 24.6 |
| Other intangible assets | (29.4) | (22.6) |
| Derivative financial instruments | (4.6) | 4.0 |
| Closure provisions | - | (1.0) |
| Employee incentive plans | - | 45.7 |
| Amortisation of deferred financing costs | - | 30.0 |
| Deferred taxation | 18.8 | (22.1) |
| NET LOSS AS ADJUSTED FOR US GAAP | (62.1) | (10.6) |

(a) Represents certain adjustments that arose as a result of acquisitions.

SHAREHOLDERS' DEFICIT

| | AT | AT |
|---|-----------------------|-----------------|
| | 31 MARCH 2003 | 30 JUNE 2003 |
| | ((POUND) IN MILLIONS) | |
| Shareholders' deficit under UK GAAP | (124.3) | (196.6) |
| Adjustment for: | | |
| Directories in progress | (92.6) | (105.5) |
| Pensions | 7.7 | 5.4 |
| Additional minimum pension liability | (35.8) | (35.8) |
| Goodwill | (646.7) | (615.2) |
| Other intangible assets | 842.0 | 809.3 |
| Derivative financial instruments | (24.9) | (20.9) |
| Closure provisions | 2.9 | 1.9 |
| Employee incentive plans | - | 45.7 |
| Amortisation of deferred financing costs | - | 30.0 |
| Deferred taxation | (223.9) | (246.1) |
| SHAREHOLDERS' DEFICIT AS ADJUSTED FOR US GAAP | (295.6) | (327.8) |

</TABLE>

<PAGE>

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: August 28, 2003

YELL FINANCE B.V.
(Registrant)

By: /s/ John Davis

Name: John Davis
Title: Chief Financial Officer

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EXPLANATORY NOTE

On August 28, 2003, Yell Finance B.V. issued a press release announcing its financial results for the three months ended June 30, 2003. A copy of the press release, the Operating and Financial Review and Prospects at and for the three months ended 30 June 2003 and the Financial Statements for Yell Finance B.V. and Yell Group plc for the three months ended 30 June 2003, respectively, are attached to this report.

<PAGE>

EXHIBIT INDEX

| Exhibit no. ----- | Description ----- |
|----------------------|---|
| 99.1 | Press release dated 28 August 2003, regarding Yell financial results for the three months ended June 30, 2003 |
| 99.2 | Operating and Financial Review and Prospects at and for the three months ended 30 June 2003 |
| 99.3 | Financial Statements for Yell Finance B.V. for the three months ended 30 June 2003 |
| 99.4 | Financial Statements for Yell Group plc. for the three months ended 30 June 2003 |

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EXHIBIT 99.1

YELL

August 28, 2003

NEWS RELEASE NEWS RELEASE NEWS RELEASE NEWS RELEASE NEWS RELEASE

YELL FINANCIAL RESULTS FOR THE THREE MONTHS ENDED JUNE 30, 2003

CONTINUED STRONG PERFORMANCE
US REVENUE INTEGRATION BENEFITS COMING THROUGH

STRONG TURNOVER GROWTH IN UK AND US

- o Group turnover up 5.5% to (pound)262.2 million; 10.7% at a constant exchange Rate
- o UK printed directories up 4.7% to (pound)134.9 million, after RPI-6% price cap
- o US printed directories up 18.7% at a constant exchange rate reflecting same-market growth of 7.7% and a full quarter's results of Yellow Book West

IMPROVED PROFITABILITY BEFORE EXCEPTIONAL IPO COSTS

- o Group EBITDA up 13.3% to (pound)80.0 million before exceptional IPO costs and up 17.3% at a constant exchange rate
- o US EBITDA margin before exceptional IPO costs up 5.2 percentage points to 21.5%

STRONG UNDERLYING CASH GENERATION

- o Operating cash flow, before exceptional IPO costs and after capital expenditure, of (pound)49.6 million, down from (pound)73.2 million. As identified at the year end, the decrease was driven entirely by timing of payments around the year end, and underlying cash generation remained at strong levels

JOHN CONDRON, CHIEF EXECUTIVE OFFICER OF YELL, SAID:

"With this strong set of results, we are well on track to meet full year expectations.

"We continue to deliver strong organic growth, both in the UK and the US, with improved profitability and good underlying cash generation. Our focused win, keep and grow strategy achieves increased customer numbers, stable retention rates and increased average advertising spend.

"In the US, we are seeing the expected improvement of the former Yellow Book West (McLeod) operations, which are now performing broadly in line with our overall US same-market growth rate, excluding Manhattan, of just over 10%, reflecting the success of its integration and the adoption of the Yellow Book East sales approach. We are confident these benefits will continue.

Yell Group plc. Registered Office: Queens Walk, Oxford Road,
Reading, Berkshire RG1 7PT. Registered in England No. 4180320.

<PAGE>

"UK printed directories revenue grew 4.7%, after the price reduction under RPI-6%. Following extensive consultation we are now planning to create ten new London Yellow Pages directories out of five previous titles for publication in our next financial year. This ensures that the directories reflect changing demographic patterns, enabling them to continue attracting new advertisers and users.

"We are delighted to be listed on the London Stock Exchange and we welcome our new shareholders. By delivering value to our customers, we are creating value for our shareholders through growing revenue and profits with sustained high levels of cash generation."

JOHN DAVIS, CHIEF FINANCIAL OFFICER OF YELL, SAID:

"Strong revenue growth is accompanied by improved profitability with Group EBITDA margin up 2.1 percentage points to 30.5%. This is driven by a 5.2 percentage point increase in US EBITDA margins to 21.5%, reflecting the operational leverage of our business and integration benefits.

"As identified at the year end, the final quarter of last year benefited from a higher than normal level of 2002/03 expenses not being paid until the first quarter this year. As a result, cash generated in the first quarter this year was (pound)49.6 million, down approximately (pound)24 million on the first quarter last year. However our strong underlying cash generative characteristics remain unchanged. Over the last twelve months to June 30, the Group converted over 80% of EBITDA into cash.

"Operating cash inflow in the quarter of (pound)49.6 million more than covered the cash costs of interest, financing fees and tax totalling (pound)19.8 million.

"As a result of the IPO a new capital structure is now in place which reduced our debt to (pound)1.3 billion. Coupled with the deleveraging that will result from strong cash generation, this will further improve our financial performance."

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This news release contains forward-looking statements. These statements appear in a number of places in this news release and include statements regarding our intentions, beliefs or current expectations concerning, among other things, our results of operations, revenue, cost synergies, financial condition, liquidity, prospects, growth, strategies, new products (such as colour advertising), the level of new directory launches and the markets in which we operate. Readers are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and that actual results may differ materially from those in the forward-looking statements as a result of various factors. You should read the section entitled "Risk Factors" in our March 31, 2003, annual report on Form 20-F filed with the SEC on July 1, 2003 for a discussion of some of these factors. We undertake no obligation to publicly update or revise any forward-looking statements, except as may be required by law.

A copy of this release can be accessed at:
www.yellgroup.com/goto/announcements.html

Yell Finance BV filed its results for the three months ended June 30, 2003 with the US Securities and Exchange Commission on Form 6-K. This filing can also be accessed on the Yell Group website.

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<PAGE>

OPERATING PERFORMANCE BEFORE EXCEPTIONAL IPO COSTS

HEADLINE RESULTS

<TABLE>

<CAPTION>

| THREE MONTHS ENDED JUNE 30 | | | | |
|---|------------------|------------------|-----|---------|
| | 2002 (POUND)M | 2003 (POUND)M | | CHANGE |
| <S> | <C> | <C> | <C> | <C> |
| Group turnover | 248.5 | 262.2 | | 5.5% |
| Group EBITDA before exceptional IPO costs | 70.6 | 80.0 | | 13.3% |
| Operating cash flow, before exceptional IPO costs and after capital expenditure | 73.2 | 49.6 | | (32.2)% |
| Percentage of Group EBITDA before exceptional IPO costs converted into cash | 103.7% | 62.0% | | |

</TABLE>

TURNOVER

This quarter's results showed continued good progress in the UK and strong growth in the US. Total Group turnover for the first quarter rose 5.5% to (pound)262.2 million, or 10.7% on a constant exchange rate.

UK OPERATIONS

Turnover from the UK operations increased by 4.3% to (pound)144.9 million.

Printed directories turnover grew 4.7% to (pound)134.9 million, after the 4.4% decline in prices under the regulatory price cap of RPI-6% (applied only to Yellow Pages).

The number of unique advertisers was up to 136,400 with a marginal increase in turnover per unique advertiser, after the price reductions, to (pound)989.

Yell.com grew revenues by 16.7% to (pound)5.6 million. A small decrease in other UK product and services turnover arose from the discontinued activities of Yell Data and the repositioning of Talking Pages as Yellow Pages 118 24 7, with the introduction of a new pricing structure in March 2003.

US OPERATIONS

US turnover increased 7.0%, to (pound)117.3 million. The exchange impact reduced revenues by (pound)12.8 million and on a constant US dollar basis, US turnover grew by 18.7%. The effective exchange rates were approximately \$1.63: (pound)1.00 and \$1.47: (pound)1.00 in the previous year.

Same-market growth was 7.7%, up from 5.3% last year, in spite of continuing difficult economic conditions in Manhattan, affecting the largest US directory in the quarter. Excluding Manhattan, same-market growth would have been just over 10%.

The former McLeod directories are now performing broadly in line with this level of same-market growth. This reflects the benefits of integration of Yellow Book West into the Yell Group and the adoption of the Yellow Book sales approach. The

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first quarter included only one metro-market relaunch directory in Yellow Book West. The benefits from the four remaining relaunches will be realised in future quarters.

Remaining growth was due to one new directory launch and the inclusion of a full quarter of results of the acquisitions of McLeod and NDC, offset primarily by a few directories which were moved into future periods for inclusion in rescopes and to balance production schedules as a result of the integration of Yellow Book West.

Unique advertisers increased by 6.6% to 105,070 with average turnover per unique advertiser up 11.4% to \$1,820.

EBITDA BEFORE EXCEPTIONAL IPO COSTS

Group EBITDA increased 13.3% to (pound)80.0 million. Excluding the impact of the weaker US dollar, growth would have been 17.3%. Group EBITDA margin increased 2.1 percentage points to 30.5%, reflecting a strong performance in the US.

UK EBITDA rose 4.0% to (pound)54.8 million, reflecting primarily the continued progress of Yell.com, which increased EBITDA to (pound)1.1 million from a loss of (pound)0.4 million. UK EBITDA margin was 37.8%, a similar level to last year.

US EBITDA increased 40.8% to (pound)25.2 million, or up 56.4% at a constant exchange rate. US EBITDA margin increased from 16.3% to 21.5%.

CASH FLOW BEFORE EXCEPTIONAL IPO COSTS

Net cash inflow from operating activities, before exceptional IPO costs and after capital expenditure, was (pound)49.6 million, compared with (pound)73.2 million for the same period last year. As indicated at the year end, the final quarter last year benefited from a higher than normal level of 2002/03 expenses not being paid until the first quarter this year. This resulted in first quarter cash conversion of 62.0%. However our cash generation characteristics remain unchanged, and we expect cash conversion to return to the normal, higher levels in the second quarter.

Operating cash inflow more than covered the cash costs of interest, financing fees and tax totalling (pound)19.8 million.

<PAGE>

NET RESULTS AND EXCEPTIONAL IPO COSTS

<TABLE>

<CAPTION>

| | THREE MONTHS ENDED 30 JUNE | | | | | |
|--|----------------------------|--------------------------|--------|------------------|--------------------------|--------|
| | 2002 (POUND)M | | | 2003 (POUND)M | | |
| | ORDINARY ITEMS | Exceptional IPO costs | Total | ORDINARY ITEMS | Exceptional IPO costs | Total |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> |
| EBITDA | 70.6 | (15.0) | 55.6 | 80.0 | (47.3) | 32.7 |
| Depreciation and amortisation | (28.9) | - | (28.9) | (30.3) | - | (30.3) |
| OPERATING PROFIT | 41.7 | (15.0) | 26.7 | 49.7 | (47.3) | 2.4 |
| Net interest payable | (57.6) | - | (57.6) | (52.9) | (30.0) | (82.9) |
| Loss on ordinary activities before taxation | (15.9) | (15.0) | (30.9) | (3.2) | (77.3) | (80.5) |
| Taxation | (4.0) | 2.3 | (1.7) | (3.1) | 27.8 | 24.7 |
| LOSS FOR THE PERIOD | (19.9) | (12.7) | (32.6) | (6.3) | (49.5) | (55.8) |

</TABLE>

The first quarter results represent the period prior to the IPO on July 15, 2003 and do not therefore include the benefits of the capital structure put in place on the IPO. Loss before the exceptional IPO costs was reduced to (pound)6.3 million primarily as a result of strong US growth.

Net interest before exceptional IPO costs was (pound)52.9 million. Net interest comprised (pound)29.2 million cash-pay interest, (pound)22.1 million of interest rolled-up into our long-term debt and (pound)1.6 million of amortised financing costs.

Taxation before exceptional IPO costs was (pound)3.1 million. We are paying tax because certain goodwill amortisation is not allowable for determining tax.

The exceptional IPO costs we have incurred in the first quarter are as follows:

- o (pound)47.3 million pre-financing costs of which (pound)39 million were non-cash costs relating to a terminated US management incentive plan. This plan was put in place at the time of the buy-out from BT in June 2001 and was contingent upon the IPO. As the IPO has now taken place, the cost has been charged to the profit and loss account;
- o (pound)30.0 million of financing costs arising as a result of the IPO from the repayment of the old senior credit facilities and the redemption of 35% of our senior notes; and
- o the above costs were partly offset by a (pound)27.8 million tax benefit relating to the IPO costs.

The remaining IPO costs will be incurred during the second quarter. On a pre-tax basis, the amounts charged to the profit and loss account will be slightly less than those in the first quarter.

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GLOBAL OFFER AND REFINANCING

On July 15, 2003, we raised (pound)433 million (gross proceeds) through a global offer of shares to institutional investors. Net debt immediately following the IPO was approximately (pound)1.3 billion.

As a result of the IPO, we redeemed 35% of the senior notes on August 18. We also refinanced the senior bank facility on July 15.

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<PAGE>

APPENDICES

TURNOVER BY SEGMENT

<TABLE>

<CAPTION>

| | THREE MONTHS ENDED JUNE 30 | | |
|---|----------------------------|------------------|--------|
| | 2002 (1) (POUND)M | 2003 (POUND)M | CHANGE |
| <S> | <C> | <C> | <C> |
| UK printed directories | 128.8 | 134.9 | 4.7% |
| Other UK products and services | 10.1 | 10.0 | (1.0)% |
| TOTAL UK TURNOVER | 138.9 | 144.9 | 4.3% |
| US printed directories: | | | |
| US printed directories at constant exchange rate (2) | 109.6 | 130.1 | 18.7% |
| Exchange impact (2) | - | (12.8) | - |
| TOTAL US TURNOVER | 109.6 | 117.3 | 7.0% |
| GROUP TURNOVER | 248.5 | 262.2 | 5.5% |

</TABLE>

(1) Prior year results include McLeod from April 16, 2002 when it was acquired and excludes NDC (acquired on December 31, 2002).

(2) Constant exchange rate states current year results at the same exchange rate as that used to translate the previous year's results for the corresponding period. Exchange rate impact is the difference between the results reported at a constant exchange rate and the actual results reported using current year exchange rates.

EBITDA BEFORE EXCEPTIONAL IPO COSTS BY SEGMENT

<TABLE>

<CAPTION>

| | THREE MONTHS ENDED JUNE 30 | | |
|---|----------------------------|------------------|--------|
| | 2002 (POUND)M | 2003 (POUND)M | CHANGE |
| <S> | <C> | <C> | <C> |
| TOTAL UK OPERATIONS | 52.7 | 54.8 | 4.0% |
| US operations: | | | |
| US printed directories at constant exchange rate (1) | 17.9 | 28.0 | 56.4% |
| Exchange impact (1) | - | (2.8) | - |
| TOTAL US OPERATIONS | 17.9 | 25.2 | 40.8% |
| GROUP EBITDA BEFORE EXCEPTIONAL IPO COSTS | 70.6 | 80.0 | 13.3% |
| GROUP EBITDA MARGIN BEFORE EXCEPTIONAL IPO COSTS (%) | 28.4% | 30.5% | |

</TABLE>

(1) Constant exchange rate states current year results at the same exchange rate as that used to translate the previous year's results for the corresponding period. Exchange rate impact is the difference between the results reported at a constant exchange rate and the actual results reported using current year exchange rates.

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<PAGE>

KEY OPERATIONAL INFORMATION

<TABLE>

<CAPTION>

| | THREE MONTHS ENDED JUNE 30 | |
|---|----------------------------|---------|
| | 2002 | 2003 |
| <hr/> | | |
| <S> | <C> | <C> |
| UK PRINTED DIRECTORIES | | |
| Unique advertisers (units) (1) | 130,637 | 136,400 |
| Directory editions published (units) (2) | 26 | 26 |
| Unique advertiser retention rate (%) (3) | 79 | 78 |
| Turnover per unique advertiser ((pound)) | 986 | 989 |
| US PRINTED DIRECTORIES | | |
| Unique advertisers (units) (1) | 98,546 | 105,070 |
| Directory editions published (units) | 122 | 121 |
| Unique advertiser retention rate (%) (3) | 68 | 68 |
| Turnover per unique advertiser (\$) | 1,634 | 1,820 |
| OTHER UK PRODUCTS AND SERVICES | | |
| Yell.com page impressions for June (in millions) | 32.7 | 42.7 |
| Yell.com searchable advertisers as at June 30 (4) | n/a | 80,681 |

</TABLE>

- (1) Number of unique advertisers in printed directories that were recognised for revenue purposes and have been billed. Unique advertisers are counted once only regardless of the number of advertisements they purchase or the number of directories in which they advertise.
- (2) Number of Yellow Pages and Business Pages directory editions that have been recognised for revenue purposes.
- (3) The proportion of unique advertisers that have renewed their advertising from the preceding publication. In the United Kingdom, this measure excludes national and key accounts where retention is very high. In 2003, we further improved our systems and methodology for determining retention rates in the United Kingdom and the United States. Although we have not restated the rates disclosed for the prior period, we believe that had we continued using the previous methodology the retention rate for the first quarter would have been at a similar level to the rate disclosed for the prior year.

In the United States, this measure is based on unique directory advertisers. The 2002 retention rate is for Yellow Book East only while the 2003 retention rate is for Yellow Book as a whole.

- (4) Unique customers with a live contract at month end. These figures refer to searchable advertisers only, i.e. advertisers who can be searched for by users on Yell.com. It excludes advertisers who purchase products such as banners and domain names. This information is not available for 2002, because new systems were being put in place in that period.

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RECONCILIATION OF GROUP OPERATING PROFIT TO EBITDA BEFORE EXCEPTIONAL IPO COSTS

<TABLE>

<CAPTION>

| | THREE MONTHS ENDED JUNE 30 | | |
|---|----------------------------|------------------|--------|
| | 2002 (POUND)M | 2003 (POUND)M | CHANGE |
| <S> | <C> | <C> | <C> |
| UK OPERATIONS | | | |
| Operating profit, including exceptional IPO costs | 20.5 | 31.9 | |
| Depreciation and amortisation | 17.5 | 17.3 | |
| UK operations EBITDA | 38.0 | 49.2 | |
| Exceptional IPO costs | 14.7 | 5.6 | |
| UK OPERATIONS EBITDA BEFORE EXCEPTIONAL IPO COSTS | 52.7 | 54.8 | 4.0% |
| UK operations EBITDA margin before exceptional IPO costs | 37.9% | 37.8% | |
| US OPERATIONS | | | |
| Operating profit (loss), including exceptional IPO costs | 6.2 | (29.5) | |
| Depreciation and amortisation | 11.4 | 13.0 | |
| US operations EBITDA | 17.6 | (16.5) | |
| Exceptional IPO costs | 0.3 | 41.7 | |
| Exchange impact (1) | - | 2.8 | |
| US OPERATIONS EBITDA BEFORE EXCEPTIONAL IPO COSTS AT CONSTANT EXCHANGE RATE (1) | 17.9 | 28.0 | 56.4% |
| Exchange impact (1) | - | (2.8) | |
| US OPERATIONS EBITDA BEFORE EXCEPTIONAL IPO COSTS | 17.9 | 25.2 | 40.8% |
| US operations EBITDA margin before exceptional IPO costs | 16.3% | 21.5% | |
| GROUP | | | |
| Operating profit, including exceptional IPO costs | 26.7 | 2.4 | |
| Depreciation and amortisation | 28.9 | 30.3 | |
| Group EBITDA | 55.6 | 32.7 | |
| Exceptional IPO costs | 15.0 | 47.3 | |
| Exchange impact (1) | - | 2.8 | |
| GROUP EBITDA BEFORE EXCEPTIONAL IPO COSTS AT CONSTANT EXCHANGE RATE (1) | 70.6 | 82.8 | 17.3% |
| Exchange impact (1) | - | (2.8) | |
| GROUP EBITDA BEFORE EXCEPTIONAL IPO COSTS | 70.6 | 80.0 | 13.3% |
| GROUP EBITDA MARGIN BEFORE EXCEPTIONAL IPO COSTS | 28.4% | 30.5% | |

</TABLE>

(1) Constant exchange rate states current year results at the same exchange rate as that used to translate the previous year's results for the

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corresponding period. Exchange rate impact is the difference between the results reported at a constant exchange rate and the actual results reported using current year exchange rates.

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NOTES TO EDITORS

YELL GROUP

Yell is an international directories business operating in the classified advertising market through printed, online and telephone media in the United Kingdom and the United States. Yell's products in the United Kingdom include the Yellow Pages and Business Pages directories, Yell.com and Yellow Pages 118 24 7 and in the United States, Yellow Book and Yellowbook.com.

<PAGE>

EXHIBIT 99.2

OPERATING AND FINANCIAL REVIEW AND PROSPECTS AT AND
FOR THE THREE MONTHS ENDED 30 JUNE 2003

References to "we", "us", "our", "Yell", and the "Yell Group" are to Yell Finance B.V., a company incorporated with limited liability under the law of the Netherlands, and its consolidated subsidiaries. Except as otherwise indicated these terms also refer to the business of McLeodUSA Media Group, Inc. ("McLeod") and its subsidiaries acquired on 16 April 2002 and, after 31 December 2002, the business of National Directory Company ("NDC") (which together are referred to throughout this document as "Yellow Book West").

The following information should be read in conjunction with the unaudited financial information for the Yell Group. The attached financial information has been prepared in accordance with accounting principles generally accepted in the United Kingdom ("UK GAAP"). UK GAAP differs in certain important respects from accounting principles generally accepted in the United States ("US GAAP").

This report contains forward-looking statements. These statements appear in a number of places in this report and include statements regarding our intentions, beliefs or current expectations concerning, among other things, our results of operations, financial condition, liquidity, prospects, growth, strategies, new products (such as colour advertising), the level of new directory launches and the markets in which we operate.

Readers are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and that actual results may differ materially from those in the forward-looking statements as a result of various factors. You should read the section entitled "Risk Factors" in our annual report on Form 20-F filed with the US Securities and Exchange Commission ("SEC") on 1 July 2003 for a discussion of some of these factors. We undertake no obligation to publicly update or revise any forward-looking statements, except as may be required by law.

INTRODUCTION

The Yell Group is the leading provider of classified directory advertising and associated products and services in the United Kingdom and the leading independent provider of classified directory advertising in the United States.

<PAGE>

SUMMARY RESULTS

<TABLE>

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| | THREE MONTHS ENDED 30 JUNE | | |
|--|----------------------------|---------|---------|
| | 2002 | 2003 | CHANGE |
| | ((POUND) IN MILLIONS) | | (%) |
| <S> | <C> | <C> | <C> |
| Group turnover | 248.5 | 262.2 | 5.5% |
| Cost of sales | (118.1) | (117.7) | (0.3)% |
| Gross profit | 130.4 | 144.5 | 10.8% |
| Distribution costs | (9.0) | (9.3) | 3.3% |
| Administrative expenses (including exceptional items) | (94.7) | (132.8) | 40.2% |
| OPERATING PROFIT BEFORE EXCEPTIONAL ITEMS | 41.7 | 49.7 | 19.2% |
| Exceptional administrative costs | (15.0) | (47.3) | 215.3% |
| OPERATING PROFIT | 26.7 | 2.4 | (91.0)% |
| LOSS FOR THE FINANCIAL PERIOD | (32.6) | (55.8) | 71.2% |
| Gross profit margin (%) | 52.5 | 55.1 | |
| EBITDA(1) | 55.6 | 32.7 | (41.2)% |
| EBITDA margin (%) | 22.4 | 12.5 | |
| EBITDA before exceptional items (2) | 70.6 | 80.0 | 13.3% |
| EBITDA margin (%) before exceptional items | 28.4 | 30.5 | |
| Cash inflow from operations before exceptional items, less capital expenditure | 73.2 | 49.6 | (32.2)% |
| Cash conversion before exceptional items (%) (3) | 103.7 | 62.0 | |

</TABLE>

(1) EBITDA comprises total operating profit before depreciation and amortisation, both being non-cash items. EBITDA is not a measurement of performance under UK or US GAAP and you should not consider EBITDA as an alternative to (a) operating profit or net profit/(loss) (as determined in accordance with generally accepted accounting principles), (b) cash flows from operating, investing or financing activities (as determined in accordance with generally accepted accounting principles), or as a measure of our ability to meet cash needs or (c) any other measures of performance under generally accepted accounting principles. EBITDA is not a direct measure of our liquidity, which is shown by the Group's cash flow statement and needs to be considered in the context of our financial commitments. EBITDA may not be indicative of our historical operating results, nor is it meant to be predictive of our potential future results. We believe that EBITDA is a measure commonly reported and widely used by investors in comparing performance on a consistent basis without regard to depreciation and amortisation, which can vary significantly depending upon accounting methods (particularly when acquisitions have occurred) or non-operating factors. Accordingly, EBITDA has been disclosed in this financial information to permit a more complete and comprehensive analysis of our operating performance relative to other companies and of our ability to service our debt. Because all companies do not calculate EBITDA identically, our presentation of EBITDA may not be comparable to similarly titled measures of other companies. See "Group Operating Profit, EBITDA and EBITDA Before Exceptional Items".

(2) EBITDA before exceptional items comprises EBITDA as described above and excludes expenses incurred in connection with the initial public offering by our parent company, Yell Group plc and subsidiaries, of (pound)47.3 million in the three months ended 30 June 2003 (three months ended 30 June 2002 - (pound)15.0 million expenses of our parent company's withdrawn initial public offering).

- (3) Cash conversion represents cash flow from operations before exceptional items, less capital expenditure, as a percentage of EBITDA before exceptional items. We believe cash conversion is a relevant measure used by companies to assess performance as it gives a relative measure of the efficiency with which EBITDA is converted into cash. Cash conversion should not be considered by investors as an alternative to group operating profit or profit on ordinary activities before taxation as an indicator of operating performance or as an alternative to cash flow from operating activities. See "Group Operating Profit, EBITDA and EBITDA Before Exceptional Items".

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YELL GROUP OPERATIONAL INFORMATION

<TABLE>

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| | THREE MONTHS ENDED 30 JUNE | |
|---|----------------------------|---------|
| | 2002 | 2003 |
| <S> | <C> | <C> |
| UK PRINTED DIRECTORIES | | |
| Unique advertisers (units) (1) | 130,637 | 136,400 |
| Directory editions published (units) (2) | 26 | 26 |
| Unique advertiser retention rate (%) (3) | 79 | 78 |
| Turnover per unique advertiser ((pound)) | 986 | 989 |
| US PRINTED DIRECTORIES | | |
| Unique advertisers (units) (1) | 98,546 | 105,070 |
| Directory editions published (units) | 122 | 121 |
| Unique advertiser retention rate (%) (3) | 68 | 68 |
| Turnover per unique advertiser (\$) | 1,634 | 1,820 |
| OTHER UK PRODUCTS AND SERVICES | | |
| Yell.com page impressions for June (in millions) | 32.7 | 42.7 |
| Yell.com searchable advertisers as at 30 June (4) | n/a | 80,681 |

</TABLE>

- (1) Number of unique advertisers in printed directories that were recognised for revenue purposes and have been billed. Unique advertisers are counted once only regardless of the number of advertisements they purchase or the number of directories in which they advertise.
- (2) Number of Yellow Pages and Business Pages directory editions that have been recognised for revenue purposes.
- (3) The proportion of unique advertisers that have renewed their advertising from the preceding publication. In the United Kingdom, this measure excludes national and key accounts where retention is very high. In 2003, we further improved our systems and methodology for determining retention rates in the United Kingdom and the United States. Although we have not restated the rates disclosed for the prior period, we believe that had we continued using the previous methodology the retention rate for the three months ended 30 June 2003 would have been at a similar level to the rate disclosed for the same period in the prior financial year.

In the United States, this measure is based on unique directory advertisers. The 2002 retention rate is for Yellow Book East only while the 2003 retention rate is for Yellow Book as a whole.

- (4) Unique customers with a live contract at month end. These figures refer to searchable advertisers only, i.e. advertisers who can be searched for by users on Yell.com. It excludes advertisers who purchase products such as banners and domain names. This information is not available for 2002, because new systems were being put in place in that period.

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TURNOVER

<TABLE>

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| | THREE MONTHS ENDED 30 JUNE | | |
|--|----------------------------|--------------|-------------|
| | 2002 (1) | 2003 | CHANGE |
| | ((POUND) IN MILLIONS) | | |
| <S> | <C> | <C> | <C> |
| UK printed directories | 128.8 | 134.9 | 4.7% |
| Other UK products and services | 10.1 | 10.0 | (1.0)% |
| TOTAL UK TURNOVER | 138.9 | 144.9 | 4.3% |
| US printed directories: | | | |
| US printed directories at constant exchange rate (2) | 109.6 | 130.1 | 18.7% |
| Exchange impact (2) | - | (12.8) | - |
| TOTAL US TURNOVER | 109.6 | 117.3 | 7.0% |
| GROUP TURNOVER | 248.5 | 262.2 | 5.5% |

</TABLE>

(1) Prior year results include McLeod from 16 April 2002, when it was acquired, and excludes NDC (acquired on 31 December 2002).

(2) Constant exchange rate states current year results at the same exchange rate as that used to translate the previous year's results for the corresponding period. Exchange impact is the difference between the results reported at a constant exchange rate and the actual results reported using current year exchange rates.

Total Group turnover during the three months ended 30 June 2003 increased by (pound)13.7 million, or 5.5%, compared to the same period last year (1), reflecting increased turnover during the period, particularly from US printed directories which grew by 7.0%.

We recognise turnover from advertising sales for each printed directory on completion of delivery of that directory.

UK TURNOVER

Total UK turnover grew by 4.3% from last year. Turnover from UK printed directories increased by (pound)6.1 million, or 4.7%, despite the price cap² of RPI minus 6% applicable to Yellow Pages directories, which was in effect for the period. Turnover from our online directory service increased by (pound)0.8 million, or 16.7%, from (pound)4.8 million to (pound)5.6 million. These increases were offset by a decline in turnover from our other products and services; our telephone-based service was repositioned as Yellow Pages 118 24 7 (formerly Talking Pages), following deregulation of the UK directory enquiries market, and a new pricing structure was introduced in March 2003. We also sold our data-service business (Yell Data).

1 Throughout this report unless otherwise indicated, references to "for the three months" or the "three month period" are to the three months ended 30 June 2003 and references to "last year", the "prior year" or the "prior period" are to the corresponding period in the previous financial year.

2 Effective from January 2002 and pursuant to undertakings given to the UK Secretary of State for Trade and Industry in July 1996, we are required to cap the rates charged for advertising sold after that date in our UK printed consumer classified directories at the Retail Price Index ("RPI") minus 6% for an expected period of four years from January 2002. During the three months ended 30 June 2002 and 2003, the average price of advertising in our Yellow Pages decreased by 4.4%. We are not subject to any regulatory

price constraints in the United States. The relevant price cap applied to approximately 49.4% and 49.0% of our Group turnover in the three months ended 30 June 2002 and 2003, respectively.

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Our growth was the result of:

- o a 4.4% increase in the number of unique advertisers from 130,637 to 136,400, as a result of the continued success of our first-year advertiser discount programmes and our ability to retain 78% of existing customers. We attracted 27,933 new advertisers in the first three months as compared to 27,001 last year; and
- o a slight increase in turnover per unique advertiser in our UK printed directories to (pound)989 from (pound)986, after the impact of the 4.4% price reduction.

US TURNOVER

US turnover increased by (pound)7.7 million, or 7.0%, from (pound)109.6 million for the three months ended 30 June 2002 to (pound)117.3 million for the three months ended 30 June 2003. The Group had 105,070 unique advertisers in the United States for the three months ended 30 June 2003 compared to 98,546 in the prior year. Average turnover per unique advertiser grew 11.4% from \$1,634 to \$1,820.

The results were negatively affected by (pound)12.8 million from a weakening US dollar. On a constant US dollar basis, US turnover grew by (pound)20.5 million, or 18.7%. The effective exchange rates were approximately \$1.63 to (pound)1.00 in the quarter to 30 June 2003 and \$1.47 to (pound)1.00 in the prior year.

Same-market growth of 7.7% has grown from 5.3% last year in spite of continuing difficult economic conditions in Manhattan, where we published the largest US directory in the quarter. Excluding the Manhattan directory, same-market growth would have been just over 10%.

The former McLeod directories are now performing broadly in line with Yellow Book East same-market growth, excluding the Manhattan directory. We believe that this growth reflects the benefits of integration of Yellow Book West into the Yell Group and the adoption of the Yellow Book sales approach. The first quarter included only one metro-market relaunch directory in Yellow Book West. The benefits from the four remaining relaunches will be realised in future quarters.

Remaining growth was due to one new directory launch and the inclusion of a full quarter of results of acquisitions of McLeod and NDC, offset primarily by a few directories which were moved into future periods for inclusion in rescopes and to balance production schedules as a result of the integration of Yellow Book West.

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<PAGE>
COST OF SALES

<TABLE>
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| | THREE MONTHS ENDED 30 JUNE | | |
|--|----------------------------|--------------|---------------|
| | 2002 | 2003 | CHANGE |
| | ((POUND) IN MILLIONS) | | |
| <S> | <C> | <C> | <C> |
| UK printed directories | 47.2 | 51.2 | 8.5% |
| Other UK products and services | 3.4 | 2.9 | (14.7)% |
| TOTAL UK COST OF SALES | 50.6 | 54.1 | 6.9% |
| US printed directories: | | | |
| US printed directories at constant exchange rate (1) | 67.5 | 70.5 | 4.4% |
| Exchange impact (1) | - | (6.9) | - |
| TOTAL US COST OF SALES | 67.5 | 63.6 | (5.8)% |
| TOTAL COST OF SALES | 118.1 | 117.7 | (0.3)% |

</TABLE>

(1) Constant exchange rate states current year results at the same exchange rate as that used to translate the previous year's results for the corresponding period. Exchange impact is the difference between the results reported at a constant exchange rate and the actual results reported using current year exchange rates.

We recognise the cost of sales for each directory on completion of delivery of that directory.

Our cost of sales consists principally of costs associated with the publication of directories, including advertising sales, paper, printing and pre-press production, as well as bad debt expense. The principal components of advertising sales costs, which represent a significant portion of our cost of sales, are employee costs of the sales force, including salaries, benefits and commissions, and associated direct costs.

The (pound)3.5 million, or 6.9%, increase in cost of sales for the UK business, from (pound)50.6 million to (pound)54.1 million in the three months ended 30 June 2003, reflected higher advertisement volumes. Cost of sales as a percentage of turnover was 37.3% as compared to 36.4% for the corresponding period in the prior financial year.

The (pound)3.9 million, or 5.8%, decrease in cost of sales for US printed directories reflected a weakening US dollar and cost savings experienced as a result of the integration of our Yellow Book East and Yellow Book West operations. On a constant US dollar basis, cost of sales increased by 4.4%. Cost of sales for US printed directories as a percentage of related turnover was 54.2% as compared to 61.6% last year. Paper, printing and binding, and pre-press costs as a percentage of turnover for the three months ended 30 June 2003 of 21.7% decreased from 25.2% last year, representing benefits arising from the integration of the McLeod acquisition and cost savings from volume price reductions.

Our consolidated bad debt expense was (pound)13.8 million, or 5.3% of Group turnover in the three months ended 30 June 2003, as compared to (pound)17.4 million, or 7.0%, last year. The charge for UK bad debts was 4.1% of UK printed directories and other products and services turnover compared to 4.3% last year. The US bad debt expense was 6.7% of US printed directories turnover in the three months ended 30 June 2003 as compared to 8.9% for the same period in the prior financial year, reflecting the maturing of our US directory profile. Historically, the US bad debt expense as a percentage of turnover has been higher than in the United Kingdom due to different market dynamics.

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GROSS PROFIT AND GROSS PROFIT MARGIN

<TABLE>

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| | THREE MONTHS ENDED 30 JUNE | | CHANGE |
|--|----------------------------|--------------|--------------|
| | 2002 | 2003 | |
| ((POUND) IN MILLIONS) | | | |
| <S> | <> | <> | <> |
| UK printed directories | 81.6 | 83.7 | 2.6% |
| Other UK products and services | 6.7 | 7.1 | 6.0% |
| TOTAL UK GROSS PROFIT | 88.3 | 90.8 | 2.8% |
| US printed directories: | | | |
| US printed directories at constant exchange rate (1) | 42.1 | 59.6 | 41.6% |
| Exchange impact (1) | - | (5.9) | - |
| TOTAL US GROSS PROFIT | 42.1 | 53.7 | 27.6% |
| GROSS PROFIT | 130.4 | 144.5 | 10.8% |
| GROSS PROFIT MARGIN (%) | | | |
| UK operations | 63.6 | 62.7 | |
| US operations | 38.4 | 45.8 | |
| GROUP TOTAL (%) | 52.5 | 55.1 | |

</TABLE>

(1) Constant exchange rate states current year results at the same exchange rate as that used to translate the previous year's results for the corresponding period. Exchange impact is the difference between the results reported at a constant exchange rate and the actual results reported using current year exchange rates.

The increase in gross profit as a percentage of Group turnover from 52.5% last year to 55.1% in the current period principally reflected the benefits of integrating acquisitions by our US operations and the maturing of our US directories profile, as discussed above.

During the three months ended 30 June 2002 and 2003, over 55% of our turnover came from our UK operations. Our printed directories business in the United Kingdom, which we view as more developed than that in the United States, and which covers substantially all of the United Kingdom, has historically had higher gross profit margins than those in the United States.

In the United States, the different market dynamics and the younger portfolio result in lower gross profit margins. In the three months ended 30 June 2003, for example, our gross profit margin for our UK operations was 62.7%, compared to 45.8% for our US operations. Our overall gross profit margin is therefore affected and will continue to be affected by lower gross profit margins in the United States to the extent our US operations continue to form an increasing portion of the geographic mix of our business.

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DISTRIBUTION COSTS AND ADMINISTRATIVE EXPENSES

Our distribution costs consist mainly of amounts payable to third-party delivery companies with which we contract for the delivery of our printed directories. These costs vary principally due to the number of directories delivered in a financial period. Our distribution costs related to a directory are recognised when the directory is delivered.

Distribution costs increased by (pound)0.3 million, or 3.3%, from (pound)9.0 million in the three months ended 30 June 2002 (3.6% of Group turnover) compared to (pound)9.3 million (3.5% of Group turnover) in the three months ended 30 June 2003.

Our administrative expenses consist principally of amortisation and depreciation, advertising, promotion and marketing expenses, administrative staff expenses, information technology costs and staff training. Advertising, promotion and marketing costs represent our most significant discretionary expenses.

Administrative expenses, including exceptional items, increased by (pound)38.1 million, or 40.2%, from (pound)94.7 million in the three months ended 30 June 2002 to (pound)132.8 million in the three months ended 30 June 2003. The increase was largely due to:

- o the expensing of (pound)45.7 million for employee incentive plans, which were contingent upon our parent company's initial public offering in July 2003, and (pound)1.6 million for other one-off costs. We expect further administrative expenses related to the initial public offering, primarily relating to fees payable to advisers, in the second quarter; and
- o the effects of including a full quarter of Yellow Book West administrative costs in the current period and foreign exchange movements.

These increases were partially offset by the absence of (pound)15.0 million in costs incurred for the withdrawn initial public offering of our parent company in July 2002.

<PAGE>

GROUP OPERATING PROFIT, EBITDA AND EBITDA BEFORE EXCEPTIONAL ITEMS

<TABLE>

<CAPTION>

| | THREE MONTHS ENDED 30 JUNE | | |
|--|----------------------------|--------|---------|
| | 2002 | 2003 | CHANGE |
| | ((POUND) IN MILLIONS) | | |
| <S> | <C> | <C> | <C> |
| UK OPERATIONS | | | |
| Operating profit, including exceptional items | 20.5 | 31.9 | |
| Depreciation and amortisation | 17.5 | 17.3 | |
| ----- | | | |
| UK OPERATIONS EBITDA | 38.0 | 49.2 | |
| Exceptional items | 14.7 | 5.6 | |
| ----- | | | |
| UK OPERATIONS EBITDA BEFORE EXCEPTIONAL ITEMS | 52.7 | 54.8 | 4.0% |
| ----- | | | |
| US OPERATIONS | | | |
| Operating profit (loss), including exceptional items | 6.2 | (29.5) | |
| Depreciation and amortisation | 11.4 | 13.0 | |
| ----- | | | |
| US OPERATIONS EBITDA | 17.6 | (16.5) | |
| Exceptional items | 0.3 | 41.7 | |
| ----- | | | |
| US OPERATIONS EBITDA BEFORE EXCEPTIONAL ITEMS | 17.9 | 25.2 | 40.8% |
| ----- | | | |
| US OPERATIONS EBITDA BEFORE EXCEPTIONAL ITEMS AT CONSTANT EXCHANGE RATE (1) | 17.9 | 28.0 | 56.4% |
| ----- | | | |
| GROUP | | | |
| Operating profit, including exceptional items | 26.7 | 2.4 | |
| Depreciation and amortisation | 28.9 | 30.3 | |
| ----- | | | |
| GROUP EBITDA | 55.6 | 32.7 | (41.2)% |
| ===== | | | |
| GROUP | | | |
| Operating profit before exceptional items | 41.7 | 49.7 | |
| Depreciation and amortisation | 28.9 | 30.3 | |
| ----- | | | |
| GROUP EBITDA BEFORE EXCEPTIONAL ITEMS | 70.6 | 80.0 | 13.3% |
| ===== | | | |
| GROUP EBITDA BEFORE EXCEPTIONAL ITEMS AT CONSTANT EXCHANGE RATE (1) | 70.6 | 82.8 | 17.3% |
| ===== | | | |
| EBITDA MARGIN (%) | | | |
| UK operations | 27.4 | 34.0 | |
| US operations | 16.1 | (14.1) | |
| ----- | | | |
| EBITDA MARGIN BEFORE EXCEPTIONAL ITEMS (%) | | | |
| UK operations | 37.9 | 37.8 | |
| US operations | 16.3 | 21.5 | |
| ===== | | | |

</TABLE>

(1) Constant exchange rate states current year results at the same exchange rate as that used to translate the previous year's results for the corresponding period. Exchange impact is the difference between the results reported at a constant exchange rate and the actual results reported using current year exchange rates.

EBITDA from UK operations before exceptional items increased by 4.0% to (pound)54.8 million from (pound)52.7 million. Yell.com reported EBITDA of (pound)1.1 million for the three months ended 30 June 2003 (operating profit of (pound)0.6 million adding back depreciation of (pound)0.5 million), compared to

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a loss of (pound)0.4 million in the prior year (operating loss of (pound)0.9 million adding back depreciation of (pound)0.5 million). Exceptional items of (pound)5.6 million of costs in the quarter ended 30 June 2003 were incurred in connection with the initial public offering of our parent company in July 2003 and other non-recurring transaction charges, and (pound)14.7 million was charged in the previous financial year for the withdrawn initial public offering in July 2002.

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EBITDA before exceptional items from US operations increased by (pound)7.3 million, or 40.8%. This increase reflects the inclusion of acquisitions for a full quarter during the three months ended 30 June 2003. We also increased the profitability of our directories by leveraging off our existing operations and administrative cost base to yield additional turnover from our directories without a corresponding increase in costs.

Excluding the exceptional items in 2003 and 2002, Group EBITDA increased by (pound)9.4 million, or 13.3%. Excluding the exceptional items and at constant US dollar exchange rates, Group EBITDA would have increased by (pound)12.2 million, or 17.3%.

NET INTEREST PAYABLE

Net interest expense was (pound)82.9 million, comprising cash interest, non-cash interest and exceptional items in the three months ended 30 June 2003, compared to (pound)57.6 million last year. The exceptional items of (pound)30.0 million represent the accelerated amortisation of deferred financing costs in connection with the repayment of the senior credit facilities on 15 July 2003 and the early redemption of 35% of our senior notes on 18 August 2003. Net interest expense comprised (pound)29.2 million of net interest paid or to be paid within a six-month period, (pound)22.1 million of cash interest rolled-up into our long-term debt and (pound)1.6 million of amortised financing costs.

TAX ON PROFIT (LOSS) ON ORDINARY ACTIVITIES

Taxation before exceptional items of (pound)3.1 million for the three months ended 30 June 2003 and (pound)4.0 million last year was charged despite the loss on ordinary activities because certain goodwill amortisation is not allowable for determining tax. Tax credits in the amount of (pound)27.8 million for the three months ended 30 June 2003 and (pound)2.3 million last year were recognised as a benefit offsetting one-off items. Our future taxation charge will depend on our taxable income in the United Kingdom and the United States and our ability to continue using our net operating losses to offset our future taxable income in the United States.

NET LOSS

The net loss was (pound)55.8 million for the three months ended 30 June 2003 compared to a net loss of (pound)32.6 million for the same period in the prior year.

LIQUIDITY AND CAPITAL RESOURCES

Apart from significant acquisitions, which we have funded through a combination of borrowings, cash from contributions from the investment funds which previously owned our parent company and cash flows from operations, we have funded our existing business largely from cash flows generated from our operations. We believe that we have sufficient working capital to meet our operating and capital expenditure requirements. In addition, we have access to a (pound)200 million revolving credit facility as part of the new senior credit facilities, which expires on 7 July 2008, of which none was drawn down at 30 June 2003.

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<PAGE>
CASH FLOWS

<TABLE>
<CAPTION>

| | THREE MONTHS ENDED 30 JUNE | |
|--|----------------------------|--------|
| | 2002 | 2003 |
| | ((POUND) IN MILLIONS) | |
| <S> | <C> | <C> |
| Net cash inflow from operating activities | 78.8 | 55.1 |
| Net cash outflow for returns on investments and servicing of finance | (31.7) | (18.8) |
| Net cash outflow for taxation | - | (1.0) |
| Net cash outflow for capital expenditure and financial investment | (429.3) | (7.3) |
| NET CASH (OUTFLOW) INFLOW BEFORE FINANCING | (382.2) | 28.0 |
| Net cash inflow from financing | 404.9 | - |
| NET INCREASE IN CASH | 22.7 | 28.0 |

</TABLE>

Net cash inflow from operating activities for the three months ended 30 June 2003 was (pound)55.1 million, compared with an inflow of (pound)78.8 million for the three months ended 30 June 2002. The decrease in cash flows reflected the timing of charges from year end which were paid during the first three months of the 2004 financial year. Net cash inflow from operating activities for the three months ended 30 June 2003 included (pound)0.4 million of expenses related to the global offer. Net cash inflow from operating activities for the three months ended 30 June 2002 included (pound)3.9 million of expenses paid for our parent company's withdrawn initial public offering.

Net cash outflow from returns on investments and servicing of finance principally comprises interest paid.

Net cash outflow for capital expenditure and financial investment comprises capital expenditure on fixed assets and purchases of subsidiary undertakings, net of cash acquired. Capital expenditure in the three months ended 30 June 2003 was (pound)5.9 million compared to (pound)5.6 million last year.

On 16 April 2002, we purchased McLeod for \$600.0 million ((pound)417.0 million) plus expenses of \$10.0 million ((pound)6.9 million). We financed the McLeod acquisition through \$250.0 million ((pound)173.7 million) of senior bank financing and a \$250.0 million ((pound)173.7 million) bridge facility together with \$88.3 million ((pound)61.3 million) of additional funds in the form of equity and subordinated non-cash pay loans from the funds that owned our parent company before the global offer described below, and \$37.3 million ((pound)25.9 million) of unrestricted cash from our available cash balances. As a result, our overall borrowings before the offset of finance costs increased by approximately (pound)408 million.

CAPITAL RESOURCES

At 30 June 2003, we had cash of (pound)57.7 million.

We expect that any significant acquisitions or other significant expenditures, including those related to the development of our online services, would be financed in the future through any one or more of operating cash flows, credit facilities and the issue of new debt and equity securities.

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We had net debt of (pound)2,368.1 million at 30 June 2003. The table below sets out the details of our debt at 30 June 2003.

| | ((POUND) IN MILLIONS) |
|---------------------------------------|-----------------------|
| Long-term loans and other borrowings | |
| Term Loan A | 549.0 |
| Term Loan B | 175.0 |
| Term Loan C | 234.7 |
| Term Loan D | 151.3 |
| Senior Sterling Notes due 2011 | 250.0 |
| Senior Dollar Notes due 2011 | 121.1 |
| Senior Discount Dollar Notes due 2011 | 116.0 |
| Subordinated parent company loan | 842.6 |
| Other | 1.2 |
| | ----- |
| Total debt | 2,440.9 |
| Unamortised financing costs | (15.1) |
| Cash at bank | (57.7) |
| | ----- |
| NET DEBT AT END OF THE PERIOD | 2,368.1 |
| | ===== |

OUR PARENT COMPANY'S GLOBAL OFFER AND REFINANCING

On 15 July 2003, our parent company, Yell Group plc, completed raising (pound)433 million (gross proceeds) through a global offer of shares to institutional investors, also referred to as an initial public offering.

A portion of the net proceeds were used to repay approximately (pound)54 million of debt under the senior credit facilities and to redeem up to 35% (approximately (pound)173 million) of the senior notes pursuant to the optional redemption features under the indentures. Additionally, we replaced our remaining senior credit facilities with new senior credit facilities of (pound)664 million and \$596 million and a revolving credit facility of (pound)200 million. As part of the reorganisation, the subordinate parent company loan became non-interest bearing to reflect the fact that the equivalent amounts borrowed by our parent company were settled at that time.

As a result of the capital raising, we incurred a number of exceptional or one-off costs, including cash and non-cash interest charges relating to premium paid in connection with the redemption of the senior notes and to the write-off of deferred finance costs; charges relating to option grants under existing share ownership plans; and other transaction fees and costs arising out of the offering. In addition, participants in a plan implemented for certain key employees of Yellow Book and its subsidiaries are entitled to a payment under the Yellow Book Phantom DDB Plan, under which the participants as a group are treated economically as if they had invested approximately \$45 million in the Yell Group in the same manner as the funds advanced by the funds that owned our parent company before the global offer. We accrued a non-cash compensation charge of approximately \$63 million (approximately (pound)39 million) in connection with this. In satisfaction of those obligations, the plan participants exchanged their interests in the plan for equity in our parent company.

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As mentioned above, additional costs of our parent company's global offering, substantially fees payable to advisers, will be incurred during the second quarter. Some of these remaining costs will be charged against our share premium and some will be charged against profit as further exceptional items.

We are required to satisfy interest and principal payments on our borrowings as they become due. To the extent we are not able to fund any principal payment at maturity or any interest payment when due from cash flow from operations, we would be required to refinance this indebtedness pursuant to credit facilities and/or the issue of new debt and equity securities into the capital markets. No one has guaranteed our obligations under the senior notes or has any obligation to provide additional equity financing to us.

The terms of the previous senior credit facilities required us to maintain specified consolidated financial ratios for senior debt to Earnings Before Interest, Tax, Depreciation and Amortisation ('EBITDA', as defined in the senior credit facilities), cash flow to total debt service, EBITDA to net cash interest payable and total net debt to EBITDA, and to observe capital expenditure limits for each financial year. In addition, the terms of our previous senior credit facilities required us to make early repayments equal to 50% of excess cash flows as defined in the terms. Under these terms we were obliged to make an early repayment of (pound)34.4 million in the second quarter of the 2003 financial year. The new senior credit facilities require us to maintain specified consolidated financial ratios for the net total debt to EBITDA, EBITDA to net cash interest payable, and, until 31 March 2005, net senior debt to EBITDA.

OTHER MATTERS

Off Balance-sheet Arrangements

We do not have any off-balance sheet arrangements other than employee incentive arrangements that were triggered upon a change in ownership and the hedges discussed below.

Market-related Risks

Interest is payable under our senior credit facilities at a variable rate. We could, therefore, be adversely affected if interest rates were to rise significantly. Under our previous senior credit facilities, we were required to hedge at least 50% of the variable-rate indebtedness under the senior credit facilities for two years. We have hedged at 30 June 2003 nearly 90% of the indebtedness under the senior credit facilities for six months and 50% for the following 18 months using interest rate swaps, with a review of this strategy on a quarterly basis. At 30 June 2003, we had (pound)20.9 million net unrecognised losses on these instruments that will be recognised when the interest is paid.

All of these instruments are entered into for hedging purposes and, under UK GAAP, gains and losses on these instruments are deferred and only recognised in income when the underlying transaction is recorded. Such instruments have not been designated and do not qualify for hedge accounting under Statement of Financial Accounting Standards No 133 'Accounting for Derivative Instruments and Hedging Activities' for US GAAP purposes.

<PAGE>

All significant cash inflows and outflows associated with our operations in the United Kingdom are denominated in pounds sterling, and all significant cash inflows and outflows associated with our operations in the United States are denominated in US dollars. However, our financial information is presented in pounds sterling, and changes in the exchange rate between the US dollar and pounds sterling will affect the translation of the results of our operations into pounds sterling. We do not currently intend to hedge any foreign exchange rate risk relating to US dollar-denominated notes, although we will continue to review this practice. The dilution of our earnings reported in pounds sterling as a result of the weakening US dollar is partially offset by natural hedging within the Group as a result of having a significant amount of debt denominated in US dollars. The Group does not currently intend to hedge any foreign exchange rate risk relating to US dollar-denominated notes, although it will continue to review this practice. In addition, the Yell Group entered into a forward contract to purchase (pound)43.3 million at the rate of \$1.595 per (pound)1 sterling as a hedge against future cash flows within the Group.

At 30 June 2003, we had (pound)565.9 million of borrowings denominated in US dollars net of deferred financing fees, and (pound)1,219.4 million of borrowings that accrue interest at variable rates, before taking into account hedging arrangements. As at 30 June 2003, taking into account the hedging arrangements, if the annualised variable interest rates had been 1.0% higher or lower with no change in exchange rates, our interest charge would vary by approximately (pound)2.3 million higher or lower, respectively, taking into account our hedging arrangements, or (pound)12.2 million higher or lower, respectively, without taking into account hedging arrangements. Further, taking into account our US dollar-denominated liabilities, if the average US dollar/pound sterling exchange rate during the quarter would have been \$1.78 to (pound)1.00, for example, instead of \$1.63 to (pound)1.00, the approximate rate effective for the three months ended 30 June 2003, then our quarterly interest charge would have been approximately (pound)4.6 million lower.

International Financial Reporting Standards

In June 2002, the Council of Ministers of the European Union approved a regulation (the "Regulation") requiring all companies that are governed by the law of a member state of the European Union and whose securities are admitted to trading on a regulated market of any member state to prepare their consolidated financial statements in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union. The Regulation is to be effective for each financial year starting on or after 1 January 2005.

The International Accounting Standards Board issued IFRS1, a standard on transition to IFRS, in June 2003. It is expected that there will be significant continuing developments in IFRS between now and 2005 and consequently there is uncertainty about exactly what IFRS will require in 2005. This uncertainty will be reduced as the International Accounting Standards Board finalises and publishes its standards on the first time adoption of IFRS and other key areas such as business combinations and share-based payments.

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In the meantime, the UK Accounting Standards Board is adopting a phased transition to the conversion of existing UK GAAP and plans to issue around 40 new standards or revisions to existing standards over the next two years, some of which have already been issued in the form of Financial Reporting Exposure Drafts ("FREDs"). It is also possible that by the implementation date set by the European Union, UK GAAP will not be fully aligned with IFRS.

The Group will adopt any standards arising from FREDs when they become effective and part of UK GAAP. The transition of UK GAAP to IFRS and/or the adoption of IFRS could possibly have a material impact on the Group's financial position and reported results, although it is not possible for the Directors to quantify the impact at this time.

Recent US GAAP Accounting Pronouncements

In April 2003, the FASB issued Statement of Financial Accounting Standards No 149 "Amendment of Statement 133 on Derivative Instruments and Hedging Activities" ("SFAS 149"). This standard amends and clarifies financial accounting and reporting for derivative instruments, including certain derivative instruments embedded in other contracts (collectively referred to as derivatives) and for hedging activities under FASB Statement No 133, "Accounting for Derivative Instruments and Hedging Activities". This standard is effective prospectively for contracts entered into or modified after 30 June 2003 and prospectively for hedging relationships designated after 30 June 2003. We are in the process of assessing the impact of adopting this standard.

In May 2003, the FASB issued Statement of Financial Accounting Standards No 150 "Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity" ("SFAS 150"). This standard improves the accounting for certain financial instruments that, under previous guidance, issuers could account for as equity and requires that these instruments be classified as liabilities in statements of financial position. This standard is effective at the beginning of the first interim period beginning after 15 June 2003. This standard shall be implemented by reporting the cumulative effect of a change in accounting principle for financial instruments created before the issuance date of the standard and still existing at the beginning of the interim period of adoption. We are in the process of assessing the impact of adopting this standard.

Critical Accounting Estimates

In general, our accounting policies are consistent with those generally adopted by others operating within the same industry in the United Kingdom. Our accounting policies are set out in our audited financial statements contained within the Form 20-F filed with the SEC on 1 July 2003. A discussion of the most significant policies that require our management to make subjective and complex judgements or to consider matters that are inherently uncertain are also contained in that document.

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CONSOLIDATED RESULTS OF OUR PARENT COMPANY

We have included certain consolidated financial information of our parent company, Yell Group plc and its subsidiaries, as an appendix to the consolidated financial information of Yell Finance B.V., in order to highlight differences between what our parent company would report using UK presentational conventions and what we would report using US reporting conventions, and to satisfy the requirements of our parent company to produce a UK GAAP to US GAAP reconciliation.

<PAGE>

EXHIBIT 99.3

YELL FINANCE B.V. AND SUBSIDIARIES
 CONSOLIDATED PROFIT AND LOSS ACCOUNTS

<TABLE>

<CAPTION>

| (UNAUDITED) | NOTES | THREE MONTHS ENDED 30 JUNE | |
|---|-------|----------------------------|---------|
| | | 2002 | 2003 |
| | | ((POUND) IN MILLIONS) | |
| <S> | <C> | <C> | <C> |
| TURNOVER | 2 | 248.5 | 262.2 |
| Cost of sales | | (118.1) | (117.7) |
| GROSS PROFIT | | 130.4 | 144.5 |
| Distribution costs | | (9.0) | (9.3) |
| ADMINISTRATIVE EXPENSES | | | |
| Ordinary items | | (79.7) | (85.5) |
| Exceptional items | 4 | (15.0) | (47.3) |
| | | (94.7) | (132.8) |
| OPERATING PROFIT | 3 | 26.7 | 2.4 |
| NET INTEREST PAYABLE | | | |
| Ordinary items | | (57.6) | (52.9) |
| Exceptional items | | - | (30.0) |
| | | (57.6) | (82.9) |
| LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION | | (30.9) | (80.5) |
| TAX ON LOSS ON ORDINARY ACTIVITIES | | | |
| Before exceptional items | | (4.0) | (3.1) |
| On exceptional items | | 2.3 | 27.8 |
| | | (1.7) | 24.7 |
| LOSS FOR THE FINANCIAL PERIOD | 9 | (32.6) | (55.8) |

STATEMENTS OF TOTAL RECOGNISED GAINS AND LOSSES

| (UNAUDITED) | NOTES | THREE MONTHS ENDED 30 JUNE | |
|--|-------|----------------------------|--------|
| | | 2002 | 2003 |
| | | ((POUND) IN MILLIONS) | |
| Loss for the financial period | | (32.6) | (55.8) |
| Currency movements | 9 | (25.2) | (18.0) |
| TOTAL RECOGNISED GAINS AND LOSSES FOR THE FINANCIAL PERIOD | | (57.8) | (73.8) |

</TABLE>

The accompanying unaudited condensed notes are an integral part of these financial statements.

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YELL FINANCE B.V. AND SUBSIDIARIES

CONSOLIDATED CASH FLOW STATEMENTS

<TABLE>

<CAPTION>

| (UNAUDITED) | THREE MONTHS ENDED 30 JUNE | |
|---|----------------------------|--------|
| | 2002 | 2003 |
| | ((POUND) IN MILLIONS) | |
| <S> | <C> | <C> |
| NET CASH INFLOW FROM OPERATING ACTIVITIES | 78.8 | 55.1 |
| RETURNS ON INVESTMENTS AND SERVICING OF FINANCE | | |
| Interest paid | (21.3) | (18.8) |
| Finance fees paid | (10.4) | - |
| NET CASH OUTFLOW FOR RETURNS ON INVESTMENTS AND SERVICING OF FINANCE | (31.7) | (18.8) |
| TAXATION | - | (1.0) |
| CAPITAL EXPENDITURE AND FINANCIAL INVESTMENT | | |
| Purchase of tangible fixed assets | (5.6) | (5.9) |
| NET CASH OUTFLOW FOR CAPITAL EXPENDITURE AND FINANCIAL INVESTMENT | (5.6) | (5.9) |
| ACQUISITIONS | | |
| Purchase of subsidiary undertakings, net of cash acquired | (423.7) | (1.4) |
| NET CASH OUTFLOW FOR ACQUISITIONS | (423.7) | (1.4) |
| NET CASH (OUTFLOW) INFLOW BEFORE FINANCING FINANCING | (382.2) | 28.0 |
| Issue of ordinary share capital and capital contributions received | 0.1 | - |
| Expenses of withdrawn initial public offering | (3.9) | - |
| New loans issued | 408.7 | - |
| NET CASH INFLOW FROM FINANCING | 404.9 | - |
| INCREASE IN NET CASH IN THE PERIOD | 22.7 | 28.0 |
| Total operating profit | 26.7 | 2.4 |
| Depreciation | 5.3 | 5.7 |
| Goodwill amortisation | 23.6 | 24.6 |
| Increase in stocks | (3.9) | (12.0) |
| Decrease in debtors | 7.6 | 29.7 |
| Increase in creditors | 19.5 | 4.7 |
| NET CASH INFLOW FROM OPERATING ACTIVITIES | 78.8 | 55.1 |

</TABLE>

The accompanying unaudited condensed notes are an integral part of these financial statements.

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YELL FINANCE B.V. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

<TABLE>

<CAPTION>

| | NOTES | AT 31 MARCH 2003 (AUDITED) | AT 30 JUNE 2003 (UNAUDITED) |
|---|-------|-------------------------------------|--------------------------------------|
| ((ROUND) IN MILLIONS) | | | |
| <S> | <C> | <C> | <C> |
| FIXED ASSETS | | | |
| Intangible assets | | 1,824.1 | 1,767.1 |
| Tangible assets | | 47.1 | 42.4 |
| Investment | | 1.9 | 1.6 |
| TOTAL FIXED ASSETS | | 1,873.1 | 1,811.1 |
| CURRENT ASSETS | | | |
| Stocks | | 145.8 | 152.7 |
| Debtors | 6 | 461.4 | 445.6 |
| Cash at bank and in hand | | 30.0 | 57.7 |
| TOTAL CURRENT ASSETS | | 637.2 | 656.0 |
| CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR | | | |
| Loans and other borrowings | 5,8 | (112.8) | (2,117.0) |
| Other creditors | 7 | (235.9) | (238.0) |
| TOTAL CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR | | (348.7) | (2,355.0) |
| NET CURRENT ASSETS (LIABILITIES) | | 288.5 | (1,699.0) |
| TOTAL ASSETS LESS CURRENT LIABILITIES | | 2,161.6 | 112.1 |
| CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR | | | |
| Loans and other borrowings | 5,8 | (2,286.0) | (308.8) |
| NET LIABILITIES | | (124.4) | (196.7) |
| CAPITAL AND RESERVES | | | |
| Called up share capital | | 0.1 | 0.1 |
| Share premium account | | 1.0 | 1.0 |
| Profit and loss account (deficit) | | (125.5) | (197.8) |
| EQUITY SHAREHOLDERS' DEFICIT | 9 | (124.4) | (196.7) |

</TABLE>

The accompanying unaudited condensed notes are an integral part of these financial statements.

<PAGE>

YELL FINANCE B.V. AND SUBSIDIARIES

NOTES TO THE FINANCIAL STATEMENTS

1. BASIS OF PREPARATION, COMBINATION AND CONSOLIDATION

The principal activity of Yell Finance B.V. and its subsidiaries is publishing classified advertising directories in the United Kingdom and the United States.

The unaudited interim financial information has been prepared in accordance with generally accepted accounting principles in the UK ("UK GAAP") and on the basis of the accounting policies set out in the audited combined and consolidated financial statements of Yell Finance B.V. for the year ended 31 March 2003 contained in the Form 20-F filed with the US Securities and Exchange Commission on 1 July 2003.

The foregoing information does not constitute statutory financial statements within the meaning of s240 of the Companies Act 1985.

In the opinion of management, the financial information included herein includes all adjustments necessary for a fair presentation of the consolidated results, financial position and cash flows for each period presented. The consolidated results for interim periods are not necessarily indicative of results for the full year. This financial information should be read in conjunction with Yell Finance B.V.'s Form 20-F filed with the US Securities and Exchange Commission on 1 July 2003 which includes the audited combined and consolidated financial statements of Yell Finance B.V. and its subsidiaries for the year ended 31 March 2003.

The preparation of the consolidated financial information requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial information and the reported amounts of income and expenditure during the reporting period. Actual results could differ from those estimates. Estimates are used principally when accounting for income, provision for doubtful debts, depreciation, employee pension and management incentive schemes and taxes.

<PAGE>

YELL FINANCE B.V. AND SUBSIDIARIES

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

<TABLE>

<CAPTION>

| 2. | TURNOVER | THREE MONTHS ENDED 30 JUNE | |
|-----|-----------------------------|----------------------------|-------|
| | | 2002 | 2003 |
| | | ((POUND) IN MILLIONS) | |
| <S> | | <C> | <C> |
| | UK printed directories | 128.8 | 134.9 |
| | Other products and services | 10.1 | 10.0 |
| | TOTAL UK TURNOVER | 138.9 | 144.9 |
| | TOTAL US TURNOVER | 109.6 | 117.3 |
| | GROUP TURNOVER | 248.5 | 262.2 |

| 3. | OPERATING PROFIT | THREE MONTHS ENDED 30 JUNE | |
|----|----------------------------------|----------------------------|--------|
| | | 2002 | 2003 |
| | | ((POUND) IN MILLIONS) | |
| | UK printed directories | 21.6 | 31.7 |
| | Other products and services | (1.1) | 0.2 |
| | TOTAL UK OPERATING PROFIT | 20.5 | 31.9 |
| | TOTAL US OPERATING PROFIT (LOSS) | 6.2 | (29.5) |
| | OPERATING PROFIT | 26.7 | 2.4 |

4. EXCEPTIONAL ITEMS

An analysis of our results for the three months ended June 2002 and 2003 separating out exceptional items is as follows:

| | THREE MONTHS ENDED 30 JUNE | | | | | |
|-------------------------|----------------------------|-------------------|--------|----------------|-------------------|---------|
| | 2002 | | | 2003 | | |
| | ORDINARY ITEMS | EXCEPTIONAL ITEMS | TOTAL | ORDINARY ITEMS | EXCEPTIONAL ITEMS | TOTAL |
| | ((POUND) IN MILLIONS) | | | | | |
| GROSS PROFIT | 130.4 | - | 130.4 | 144.5 | - | 144.5 |
| Distribution costs | (9.0) | - | (9.0) | (9.3) | - | (9.3) |
| Administrative expenses | (79.7) | (15.0) | (94.7) | (85.5) | (47.3) | (132.8) |
| OPERATING PROFIT (LOSS) | 41.7 | (15.0) | 26.7 | 49.7 | (47.3) | 2.4 |
| Net interest payable | (57.6) | - | (57.6) | (52.9) | (30.0) | (82.9) |
| LOSS BEFORE TAXATION | (15.9) | (15.0) | (30.9) | (3.2) | (77.3) | (80.5) |
| Taxation | (4.0) | 2.3 | (1.7) | (3.1) | 27.8 | 24.7 |
| LOSS FOR THE PERIOD | (19.9) | (12.7) | (32.6) | (6.3) | (49.5) | (55.8) |

</TABLE>

Exceptional administrative expenses in 2003 relate to costs incurred in connection with the initial public offering of our parent company. Of the (pound)47.3 million exceptional administrative expenses, (pound)5.6 million relates to our UK business and (pound)41.7 million to our US business. Exceptional administrative expenses of (pound)15.0 million in 2002 relate to

costs incurred in connection with the withdrawn initial public offering of our parent company. (pound)14.7 million was charged to our UK business and (pound)0.3 million was charged to our US business. The exceptional interest payable in 2003 is the accelerated amortisation of deferred financing fees on our debt due to be repaid in the second quarter. The exceptional tax credits in 2003 and 2002 represent the effective tax on the exceptional items before tax. We do not allocate interest or taxation charges by product or geographic segment.

<PAGE>

YELL FINANCE B.V. AND SUBSIDIARIES

NOTES TO THE FINANCIAL INFORMATION (CONTINUED)

5. NET DEBT

ANALYSIS OF NET DEBT

<TABLE>

<CAPTION>

| | AT 31 MARCH 2003 | AT 30 JUNE 2003 |
|---|------------------------|-----------------------|
| | ----- | |
| | ((POUND) IN MILLIONS) | |
| <S> | <C> | <C> |
| Long-term loans and other borrowings falling due after more than one year | 2,286.0 | 308.8 |
| Short-term borrowings and long-term loans and other borrowings falling due within one year | 112.8 | 2,117.0 |
| | ----- | |
| Total debt | 2,398.8 | 2,425.8 |
| Cash at bank and in hand | (30.0) | (57.7) |
| | ----- | |
| NET DEBT AT END OF PERIOD | 2,368.8 | 2,368.1 |
| | ===== | |

RECONCILIATION OF MOVEMENT IN NET DEBT

| | CASH LESS BANK OVERDRAFT | DEBT DUE WITHIN ONE TOTAL YEAR EXCLUDING- BANK OVERDRAFT | DEBT DUE AFTER ONE YEAR | NET DEBT |
|--|--------------------------------|---|-------------------------------|-----------|
| | ----- | | | |
| | ((POUND) IN MILLIONS) | | | |
| AT 31 MARCH 2003 | 30.0 | (112.8) | (2,286.0) | (2,368.8) |
| Cash inflow from operating activities less interest and taxation paid and capital expenditures | 29.4 | - | - | 29.4 |
| Cash outflow on acquisitions | (1.4) | - | - | (1.4) |
| Reclassification of long and short term debt | - | (2,031.4) | 2,031.4 | - |
| Interest and amortised fees | - | 8.4 | (60.6) | (52.2) |
| Currency movements | (0.3) | 18.8 | 6.4 | 24.9 |
| | ----- | | | |
| AT 30 JUNE 2003 | 57.7 | (2,117.0) | (308.8) | (2,368.1) |
| | ===== | | | |

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YELL FINANCE B.V. AND SUBSIDIARIES

NOTES TO THE FINANCIAL INFORMATION (CONTINUED)

5. NET DEBT (CONTINUED)

On 15 July 2003, our parent company, Yell Group plc, completed raising (pound)433 million (gross proceeds) through a global offer of shares to institutional investors.

A portion of the net proceeds were used to repay approximately (pound)54 million of debt under the senior credit facilities and to redeem up to 35% (approximately (pound)173 million) of the senior notes pursuant to the optional redemption features under the indentures. Additionally, we replaced our remaining senior credit facilities with new senior credit facilities of (pound)664 million and \$596 million and a revolving credit facility of (pound)200 million.

6. DEBTORS

<TABLE>

<CAPTION>

| | AT 31 MARCH 2003 | AT 30 JUNE 2003 |
|--------------------|------------------------|-----------------------|
| | ----- | |
| | (POUND) IN MILLIONS) | |
| <S> | <C> | <C> |
| Trade debtors | 412.3 | 354.4 |
| Other debtors | 8.2 | 9.6 |
| Accrued income | 7.6 | 24.4 |
| Prepayments | 10.2 | 13.1 |
| Deferred tax asset | 23.1 | 44.1 |
| | ----- | |
| TOTAL DEBTORS | 461.4 | 445.6 |
| | ===== | |

All amounts above fall due within one year except for the deferred tax asset, which may fall due after more than one year. The increase in the deferred tax asset from 31 March 2003 is a reflection of the tax credits on exceptional items and is expected to be utilised against taxable profits arising in the current financial year.

7. OTHER CREDITORS

| | AT 31 MARCH 2003 | AT 30 JUNE 2003 |
|---|------------------------|-----------------------|
| | ----- | |
| | ((POUND) IN MILLIONS) | |
| Trade creditors | 34.9 | 20.1 |
| Corporation tax | 6.2 | 2.4 |
| Other taxation and social security | 24.7 | 16.2 |
| Other creditors | 5.7 | - |
| Accrued expenses | 90.4 | 135.7 |
| Deferred income | 74.0 | 63.6 |
| | ----- | |
| TOTAL CREDITORS FALLING DUE WITHIN ONE YEAR | 235.9 | 238.0 |
| | ===== | |

</TABLE>

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<PAGE>

YELL FINANCE B.V. AND SUBSIDIARIES

NOTES TO THE FINANCIAL INFORMATION (CONTINUED)

8. LOANS AND OTHER BORROWINGS

<TABLE>

<CAPTION>

| | AT 31 MARCH 2003 | AT 30 JUNE 2003 |
|--|------------------------|-----------------------|
| | ((POUND) IN MILLIONS) | |
| <S> | <C> | <C> |
| AMOUNTS FALLING DUE WITHIN ONE YEAR | | |
| Senior credit facilities | 111.8 | 1,110.0 |
| Senior notes: | | |
| Senior sterling notes | - | 87.5 |
| Senior dollar notes | - | 42.4 |
| Senior discount dollar notes | - | 40.8 |
| Subordinated parent company loan | - | 842.6 |
| Net obligations under finance leases | 1.0 | 1.2 |
| TOTAL AMOUNTS FALLING DUE WITHIN ONE YEAR | 112.8 | 2,124.5 |
| Unamortised finance fees | - | (7.5) |
| NET AMOUNTS FALLING DUE WITHIN ONE YEAR | 112.8 | 2,117.0 |
| AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR | | |
| Senior credit facilities | 1,013.7 | - |
| Senior notes: | | |
| Senior sterling notes | 250.0 | 162.5 |
| Senior dollar notes | 126.7 | 78.7 |
| Senior discount dollar notes | 118.2 | 75.2 |
| Subordinated parent company loan | 816.7 | - |
| TOTAL AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR | 2,325.3 | 316.4 |
| Unamortised finance fees | (39.3) | (7.6) |
| NET AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR | 2,286.0 | 308.8 |
| NET LOANS AND OTHER BORROWINGS | 2,398.8 | 2,425.8 |

Also see note 5 for details of the repayment of our senior debt.

9. CHANGES IN EQUITY SHAREHOLDERS' FUNDS (DEFICIT)

| | SHARE CAPITAL | SHARE PREMIUM | PROFIT AND LOSS ACCOUNT | TOTAL |
|--|-----------------------|------------------|----------------------------|---------|
| | ((POUND) IN MILLIONS) | | | |
| BALANCE AT 31 MARCH 2003 | 0.1 | 1.0 | (125.5) | (124.4) |
| Loss for the period | - | - | (55.8) | (55.8) |
| Equity offset in respect of employee share options | - | - | 1.5 | 1.5 |
| Currency movements (a) | - | - | (18.0) | (18.0) |
| BALANCE AT 30 JUNE 2003 | 0.1 | 1.0 | (197.8) | (196.7) |

</TABLE>

(a) The cumulative foreign currency translation adjustment was a (pound)55.7 million loss at 30 June 2003 (31 March 2003 - (pound)37.7 million loss).

<PAGE>

YELL FINANCE B.V. AND SUBSIDIARIES

NOTES TO THE FINANCIAL INFORMATION (CONTINUED)

10. RELATED PARTY TRANSACTIONS

Transaction fees charged to the Yell Group from Apex Partners Managing Entities and affiliates of Hicks, Muse, Tate and Furst Incorporated were (pound)3 million each (\$4.5 million) for the three months ended 30 June 2003. Monitoring fees were (pound)0.7 million for the same period.

<PAGE>

EXHIBIT 99.4

YELL GROUP PLC AND SUBSIDIARIES
APPENDIX

CONSOLIDATED FINANCIAL INFORMATION OF YELL GROUP PLC AND ITS SUBSIDIARIES

We have included certain unaudited consolidated financial information of Yell Group plc and its subsidiaries ("Yell Group plc") as an appendix to the unaudited condensed consolidated financial information of Yell Finance B.V. and its subsidiaries ("Yell Finance B.V."), in order to highlight what Yell Group plc would report under UK GAAP using UK presentational conventions and to satisfy the requirements of Yell Group plc to produce a UK GAAP to US GAAP reconciliation.

The unaudited financial information for Yell Group plc includes:

- o profit and loss accounts for the three month periods ended 30 June 2002 and 2003 in line with presentational conventions in the United Kingdom;
- o cash flow statement for the three month periods ended 30 June 2002 and 2003;
- o balance sheets at 31 March 2003 and 30 June 2003;
- o analysis of net debt at 31 March 2003 and 30 June 2003 and movement in net debt for the three month period ended 30 June 2003;
- o changes in equity shareholders' deficit for the three months ended 30 June 2003;
- o a reconciliation of results between US GAAP and UK GAAP for the three month periods ended 30 June 2002 and 2003 and of equity shareholders' deficit for 31 March 2003 and 30 June 2003.

The following unaudited financial information has been prepared in accordance with generally accepted accounting principles in the United Kingdom ("UK GAAP") and on the basis of the accounting policies set out in the audited combined and consolidated financial statements of Yell Finance B.V. for the year ended 31 March 2003 contained in the Form 20-F filed with the SEC on 1 July 2003.

The following information does not constitute statutory financial statements within the meaning of s240 of the Companies Act 1985.

<PAGE>

YELL GROUP PLC AND SUBSIDIARIES
 CONSOLIDATED PROFIT AND LOSS ACCOUNTS

<TABLE>
 <CAPTION>

| (UNAUDITED) | THREE MONTHS ENDED 30 JUNE | |
|---|----------------------------|---------|
| | 2002 | 2003 |
| | ((POUND) IN MILLIONS) | |
| <S> | <C> | <C> |
| GROUP TURNOVER | 248.5 | 262.2 |
| Cost of sales | (118.1) | (117.7) |
| GROSS PROFIT | 130.4 | 144.5 |
| Distribution costs | (9.0) | (9.3) |
| ADMINISTRATIVE EXPENSES | | |
| Ordinary items | (79.7) | (85.5) |
| Exceptional items | (15.0) | (47.3) |
| | (94.7) | (132.8) |
| OPERATING PROFIT | 26.7 | 2.4 |
| NET INTEREST PAYABLE | | |
| Ordinary items | (57.6) | (52.9) |
| Exceptional items | - | (30.0) |
| | (57.6) | (82.9) |
| LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION | (30.9) | (80.5) |
| TAX ON LOSS ON ORDINARY ACTIVITIES | | |
| Before exceptional items | (4.0) | (3.1) |
| On exceptional items | 2.3 | 27.8 |
| | (1.7) | 24.7 |
| LOSS FOR THE FINANCIAL PERIOD | (32.6) | (55.8) |

STATEMENTS OF TOTAL RECOGNISED GAINS AND LOSSES

| (UNAUDITED) | THREE MONTHS ENDED 30 JUNE | |
|--|----------------------------|--------|
| | 2002 | 2003 |
| | ((POUND) IN MILLIONS) | |
| Loss for the financial period | (32.6) | (55.8) |
| Currency movements | (25.2) | (18.0) |
| TOTAL RECOGNISED GAINS AND LOSSES FOR THE FINANCIAL PERIOD | (57.8) | (73.8) |

</TABLE>

See notes to the financial information for additional details.

<PAGE>

YELL GROUP PLC AND SUBSIDIARIES

COMBINED AND CONSOLIDATED CASH FLOW STATEMENTS

<TABLE>

<CAPTION>

| (UNAUDITED) | THREE MONTHS ENDED 30 JUNE | |
|---|-------------------------------|--------|
| | 2002 | 2003 |
| | ((POUND) IN MILLIONS) | |
| <S> | <C> | <C> |
| NET CASH INFLOW FROM OPERATING ACTIVITIES | 78.8 | 55.1 |
| RETURNS ON INVESTMENTS AND SERVICING OF FINANCE | | |
| Interest paid | (21.3) | (18.8) |
| Finance fees paid | (10.4) | - |
| NET CASH OUTFLOW FOR RETURNS ON INVESTMENTS AND SERVICING OF FINANCE | (31.7) | (18.8) |
| TAXATION | - | (1.0) |
| CAPITAL EXPENDITURE AND FINANCIAL INVESTMENT | | |
| Purchase of tangible fixed assets | (5.6) | (5.9) |
| NET CASH OUTFLOW FOR CAPITAL EXPENDITURE AND FINANCIAL INVESTMENT | (5.6) | (5.9) |
| ACQUISITIONS | | |
| Purchase of subsidiary undertakings, net of cash acquired | (423.7) | (1.4) |
| NET CASH OUTFLOW FOR ACQUISITIONS | (423.7) | (1.4) |
| NET CASH (OUTFLOW) INFLOW BEFORE FINANCING | (382.2) | 28.0 |
| FINANCING | | |
| Issue of ordinary share capital and capital contributions received | 0.1 | - |
| Expenses of withdrawn initial public offering | (3.9) | - |
| New loans issued | 408.7 | - |
| NET CASH INFLOW FROM FINANCING | 404.9 | - |
| INCREASE IN NET CASH IN THE PERIOD | 22.7 | 28.0 |
| Total operating profit | 26.7 | 2.4 |
| Depreciation | 5.3 | 5.7 |
| Goodwill amortisation | 23.6 | 24.6 |
| Increase in stocks | (3.9) | (12.0) |
| Decrease in debtors | 7.6 | 29.7 |
| Increase in creditors | 19.5 | 4.7 |
| NET CASH INFLOW FROM OPERATING ACTIVITIES | 78.8 | 55.1 |

</TABLE>

See notes to the financial information for additional details.

<PAGE>

YELL GROUP PLC AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

<TABLE>

<CAPTION>

| | AT 31 MARCH 2003 (AUDITED) | AT 30 JUNE 2003 (UNAUDITED) |
|---|-------------------------------------|--------------------------------------|
| | ((POUND) IN MILLIONS) | |
| <S> | <C> | <C> |
| FIXED ASSETS | | |
| Intangible assets | 1,824.1 | 1,767.1 |
| Tangible assets | 47.1 | 42.4 |
| Investment | 1.9 | 1.6 |
| | ----- | ----- |
| TOTAL FIXED ASSETS | 1,873.1 | 1,811.1 |
| | ----- | ----- |
| CURRENT ASSETS | | |
| Stocks | 145.8 | 152.7 |
| Debtors | 461.4 | 445.6 |
| Cash at bank and in hand | 30.1 | 57.8 |
| | ----- | ----- |
| TOTAL CURRENT ASSETS | 637.3 | 656.1 |
| | ----- | ----- |
| CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR | | |
| Loans and other borrowings | (112.8) | (2,117.0) |
| Other creditors | (235.9) | (238.0) |
| | ----- | ----- |
| TOTAL CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR | (348.7) | (2,355.0) |
| | ----- | ----- |
| NET CURRENT ASSETS (LIABILITIES) | 288.6 | (1,698.9) |
| | ----- | ----- |
| TOTAL ASSETS LESS CURRENT LIABILITIES | 2,161.7 | 112.2 |
| CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR | | |
| Loans and other borrowings | (2,286.0) | (308.8) |
| | ----- | ----- |
| NET LIABILITIES | (124.3) | (196.6) |
| | ===== | ===== |
| EQUITY SHAREHOLDERS' DEFICIT | (124.3) | (196.6) |
| | ===== | ===== |

</TABLE>

See notes to the financial information for additional details.

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YELL GROUP PLC AND SUBSIDIARIES

NOTES TO THE FINANCIAL INFORMATION

NET DEBT

ANALYSIS OF NET DEBT

<TABLE>

<CAPTION>

| | AT 31 MARCH 2003 | AT 30 JUNE 2003 |
|---|------------------------|-----------------------|
| | ----- | |
| | ((POUND) IN MILLIONS) | |
| <S> | <C> | <C> |
| Long-term loans and other borrowings falling due after more than one year | 2,286.0 | 308.8 |
| Short-term borrowings and long-term loans and other borrowings falling due within one year | 112.8 | 2,117.0 |
| | ----- | |
| Total debt | 2,398.8 | 2,425.8 |
| Cash at bank and in hand | (30.1) | (57.8) |
| | ----- | |
| NET DEBT AT END OF PERIOD | 2,368.7 | 2,368.0 |
| | ===== | |

RECONCILIATION OF MOVEMENT IN NET DEBT

| | TOTAL CASH LESS BANK OVERDRAFT | DEBT DUE WITHIN ONE YEAR EXCLUDING BANK OVERDRAFT | DEBT DUE AFTER ONE YEAR | NET DEBT |
|--|---|--|-------------------------------|-----------|
| | ----- | | | |
| | ((POUND) IN MILLIONS) | | | |
| AT 31 MARCH 2003 | 30.1 | (112.8) | (2,286.0) | (2,368.7) |
| Cash inflow from operating activities less interest and taxation paid and capital expenditures | 29.4 | - | - | 29.4 |
| Cash outflow on acquisitions | (1.4) | - | - | (1.4) |
| Reclassification of long and short term debt | - | (2,031.4) | 2,031.4 | - |
| Interest and amortised fees | - | 8.4 | (60.6) | (52.2) |
| Currency movements | (0.3) | 18.8 | 6.4 | 24.9 |
| | ----- | | | |
| AT 30 JUNE 2003 | 57.8 | (2,117.0) | (308.8) | (2,368.0) |
| | ===== | | | |

</TABLE>

<PAGE>

YELL GROUP PLC AND SUBSIDIARIES

NOTES TO THE FINANCIAL INFORMATION (CONTINUED)

CHANGES IN EQUITY SHAREHOLDERS' DEFICIT

<TABLE>

<CAPTION>

| | SHARE CAPITAL | SHARE PREMIUM | OTHER RESERVES | PROFIT AND LOSS ACCOUNT | TOTAL |
|---|-----------------------|------------------|-------------------|----------------------------|---------|
| | ((POUND) IN MILLIONS) | | | | |
| <S> | <C> | <C> | <C> | <C> | <C> |
| BALANCE AT 31 MARCH 2003 | 0.1 | 1.0 | 0.1 | (125.5) | (124.3) |
| Loss for the period | - | - | - | (55.8) | (55.8) |
| Equity offset in respect of employee share options | - | - | - | 1.5 | 1.5 |
| Currency movements | - | - | - | (18.0) | (18.0) |
| BALANCE AT 30 JUNE 2003 | 0.1 | 1.0 | 0.1 | (197.8) | (196.6) |

</TABLE>

(a) The cumulative foreign currency translation adjustment was a (pound)55.7 million loss at 30 June 2003 (31 March 2003 - (pound)37.7 million loss).

On 13 June 2003, the authorised share capital of the Company was increased by (pound)864.5 million by the creation of 1,140,499 C ordinary shares of (pound)758 each. Also on 13 June 2003, 1,140,499 C ordinary shares were issued fully paid. The investment in subsidiaries was revalued and increased by (pound)864.5 million. These adjustments are eliminated on consolidation of the Group figures.

On 9 July 2003 the issued share capital of the Company was reduced by the cancellation of 1,140,499 C ordinary shares of (pound)758 each and the distributable reserves were credited with an amount of (pound)864.5 million.

UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES

Our consolidated financial information is prepared in accordance with accounting principles generally accepted in the United Kingdom ("UK GAAP"), which differ in certain respects from those applicable in the United States ("US GAAP"). Differences result primarily from the different treatment of directories in progress, goodwill and other intangibles, derivative financial instruments, pensions, closure provisions and deferred taxes. Under US GAAP, a portion of the purchase price is allocated, when accounting for acquisitions, to the deferred costs of directories that publish in the months immediately following the acquisition. Under UK GAAP, the deferred costs, which represent the value of selling efforts not yet realised, are valued at the lower of historical cost and net realisable value. The purchase price allocation under US GAAP increases the value of the selling effort to its fair value and, accordingly, profits in the period immediately following an acquisition would be significantly lower under US GAAP than under UK GAAP. Further, under US GAAP, a portion of the purchase price would be allocated to other intangible assets such as acquired customer relationships and brand names, which are amortised over a different life than the goodwill recorded under UK GAAP and establishing associated deferred taxes.

Adjustments relating to employee incentive plans and amortisation of deferred financing costs arise as a result of the definition of an adjusting post balance sheet event under UK and US GAAP. Under UK GAAP, these costs are recognised in the quarter as a result of our global offer, which we completed on 15 July 2003. Under US GAAP these costs will be recognised in the second quarter.

<PAGE>

YELL GROUP PLC AND SUBSIDIARIES

NOTES TO THE FINANCIAL INFORMATION (CONTINUED)

UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (CONTINUED)

The following information summarises estimated adjustments, gross of their tax effect, which reconcile net loss and shareholders' deficit from that reported under UK GAAP to that which would have been recorded had US GAAP been applied.

NET LOSS

<TABLE>
<CAPTION>

| | THREE MONTHS ENDED 30 JUNE | |
|---|----------------------------|--------|
| | 2002 | 2003 |
| | ((POUND) IN MILLIONS) | |
| Loss for the financial period under UK GAAP | (32.6) | (55.8) |
| Adjustment for: | | |
| Directories in progress | | |
| -Deferred costs | (13.1) | (11.1) |
| -Acquisition accounting(a) | (24.1) | - |
| Pensions | (0.7) | (2.3) |
| Goodwill | 23.6 | 24.6 |
| Other intangible assets | (29.4) | (22.6) |
| Derivative financial instruments | (4.6) | 4.0 |
| Closure provisions | - | (1.0) |
| Employee incentive plans | - | 45.7 |
| Amortisation of deferred financing costs | - | 30.0 |
| Deferred taxation | 18.8 | (22.1) |
| NET LOSS AS ADJUSTED FOR US GAAP | (62.1) | (10.6) |

(a) Represents certain adjustments that arose as a result of acquisitions.

SHAREHOLDERS' DEFICIT

| | AT | AT |
|---|------------------------|-----------------|
| | 31 MARCH 2003 | 30 JUNE 2003 |
| | ((POUND) IN MILLIONS) | |
| Shareholders' deficit under UK GAAP | (124.3) | (196.6) |
| Adjustment for: | | |
| Directories in progress | (92.6) | (105.5) |
| Pensions | 7.7 | 5.4 |
| Additional minimum pension liability | (35.8) | (35.8) |
| Goodwill | (646.7) | (615.2) |
| Other intangible assets | 842.0 | 809.3 |
| Derivative financial instruments | (24.9) | (20.9) |
| Closure provisions | 2.9 | 1.9 |
| Employee incentive plans | - | 45.7 |
| Amortisation of deferred financing costs | - | 30.0 |
| Deferred taxation | (223.9) | (246.1) |
| SHAREHOLDERS' DEFICIT AS ADJUSTED FOR US GAAP | (295.6) | (327.8) |

</TABLE>

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: August 28, 2003

YELL FINANCE B.V.
(Registrant)

By: /s/ John Davis

Name: John Davis
Title: Chief Financial Officer

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EXPLANATORY NOTE

On August 28, 2003, Yell Finance B.V. issued a press release announcing its financial results for the three months ended June 30, 2003. A copy of the press release, the Operating and Financial Review and Prospects at and for the three months ended 30 June 2003 and the Financial Statements for Yell Finance B.V. and Yell Group plc for the three months ended 30 June 2003, respectively, are attached to this report.

<PAGE>

EXHIBIT INDEX

| Exhibit no. | Description |
|-------------|---|
| ----- | ----- |
| 99.1 | Press release dated 28 August 2003, regarding Yell financial results for the three months ended June 30, 2003 |
| 99.2 | Operating and Financial Review and Prospects at and for the three months ended 30 June 2003 |
| 99.3 | Financial Statements for Yell Finance B.V. for the three months ended 30 June 2003 |
| 99.4 | Financial Statements for Yell Group plc. for the three months ended 30 June 2003 |

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EXHIBIT 99.1

YELL

August 28, 2003

NEWS RELEASE NEWS RELEASE NEWS RELEASE NEWS RELEASE NEWS RELEASE

YELL FINANCIAL RESULTS FOR THE THREE MONTHS ENDED JUNE 30, 2003

CONTINUED STRONG PERFORMANCE
US REVENUE INTEGRATION BENEFITS COMING THROUGH

STRONG TURNOVER GROWTH IN UK AND US

- o Group turnover up 5.5% to (pound)262.2 million; 10.7% at a constant exchange Rate
- o UK printed directories up 4.7% to (pound)134.9 million, after RPI-6% price cap
- o US printed directories up 18.7% at a constant exchange rate reflecting same-market growth of 7.7% and a full quarter's results of Yellow Book West

IMPROVED PROFITABILITY BEFORE EXCEPTIONAL IPO COSTS

- o Group EBITDA up 13.3% to (pound)80.0 million before exceptional IPO costs and up 17.3% at a constant exchange rate
- o US EBITDA margin before exceptional IPO costs up 5.2 percentage points to 21.5%

STRONG UNDERLYING CASH GENERATION

- o Operating cash flow, before exceptional IPO costs and after capital expenditure, of (pound)49.6 million, down from (pound)73.2 million. As identified at the year end, the decrease was driven entirely by timing of payments around the year end, and underlying cash generation remained at strong levels

JOHN CONDRON, CHIEF EXECUTIVE OFFICER OF YELL, SAID:

"With this strong set of results, we are well on track to meet full year expectations.

"We continue to deliver strong organic growth, both in the UK and the US, with improved profitability and good underlying cash generation. Our focused win, keep and grow strategy achieves increased customer numbers, stable retention rates and increased average advertising spend.

"In the US, we are seeing the expected improvement of the former Yellow Book West (McLeod) operations, which are now performing broadly in line with our overall US same-market growth rate, excluding Manhattan, of just over 10%, reflecting the success of its integration and the adoption of the Yellow Book East sales approach. We are confident these benefits will continue.

Yell Group plc. Registered Office: Queens Walk, Oxford Road,
Reading, Berkshire RG1 7PT. Registered in England No. 4180320.

<PAGE>

"UK printed directories revenue grew 4.7%, after the price reduction under RPI-6%. Following extensive consultation we are now planning to create ten new London Yellow Pages directories out of five previous titles for publication in our next financial year. This ensures that the directories reflect changing demographic patterns, enabling them to continue attracting new advertisers and users.

"We are delighted to be listed on the London Stock Exchange and we welcome our new shareholders. By delivering value to our customers, we are creating value for our shareholders through growing revenue and profits with sustained high levels of cash generation."

JOHN DAVIS, CHIEF FINANCIAL OFFICER OF YELL, SAID:

"Strong revenue growth is accompanied by improved profitability with Group EBITDA margin up 2.1 percentage points to 30.5%. This is driven by a 5.2 percentage point increase in US EBITDA margins to 21.5%, reflecting the operational leverage of our business and integration benefits.

"As identified at the year end, the final quarter of last year benefited from a higher than normal level of 2002/03 expenses not being paid until the first quarter this year. As a result, cash generated in the first quarter this year was (pound)49.6 million, down approximately (pound)24 million on the first quarter last year. However our strong underlying cash generative characteristics remain unchanged. Over the last twelve months to June 30, the Group converted over 80% of EBITDA into cash.

"Operating cash inflow in the quarter of (pound)49.6 million more than covered the cash costs of interest, financing fees and tax totalling (pound)19.8 million.

"As a result of the IPO a new capital structure is now in place which reduced our debt to (pound)1.3 billion. Coupled with the deleveraging that will result from strong cash generation, this will further improve our financial performance."

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CONTACT

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This news release contains forward-looking statements. These statements appear in a number of places in this news release and include statements regarding our intentions, beliefs or current expectations concerning, among other things, our results of operations, revenue, cost synergies, financial condition, liquidity, prospects, growth, strategies, new products (such as colour advertising), the level of new directory launches and the markets in which we operate. Readers are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and that actual results may differ materially from those in the forward-looking statements as a result of various factors. You should read the section entitled "Risk Factors" in our March 31, 2003, annual report on Form 20-F filed with the SEC on July 1, 2003 for a discussion of some of these factors. We undertake no obligation to publicly update or revise any forward-looking statements, except as may be required by law.

A copy of this release can be accessed at:
www.yellgroup.com/goto/announcements.html

Yell Finance BV filed its results for the three months ended June 30, 2003 with the US Securities and Exchange Commission on Form 6-K. This filing can also be accessed on the Yell Group website.

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OPERATING PERFORMANCE BEFORE EXCEPTIONAL IPO COSTS

HEADLINE RESULTS

<TABLE>

<CAPTION>

| ----- | | | | |
|---|-----|----------|----------|---------|
| THREE MONTHS ENDED JUNE 30 | | | | |
| ----- | | | | |
| | | 2002 | 2003 | |
| | | (POUND)M | (POUND)M | CHANGE |
| ----- | | | | |
| <S> | <C> | | | <C> |
| Group turnover | | 248.5 | 262.2 | 5.5% |
| ----- | | | | |
| Group EBITDA before exceptional IPO costs | | 70.6 | 80.0 | 13.3% |
| ----- | | | | |
| Operating cash flow, before exceptional IPO costs and after capital expenditure | | 73.2 | 49.6 | (32.2)% |
| ----- | | | | |
| Percentage of Group EBITDA before exceptional IPO costs converted into cash | | 103.7% | 62.0% | |
| ----- | | | | |

</TABLE>

TURNOVER

This quarter's results showed continued good progress in the UK and strong growth in the US. Total Group turnover for the first quarter rose 5.5% to (pound)262.2 million, or 10.7% on a constant exchange rate.

UK OPERATIONS

Turnover from the UK operations increased by 4.3% to (pound)144.9 million.

Printed directories turnover grew 4.7% to (pound)134.9 million, after the 4.4% decline in prices under the regulatory price cap of RPI-6% (applied only to Yellow Pages).

The number of unique advertisers was up to 136,400 with a marginal increase in turnover per unique advertiser, after the price reductions, to (pound)989.

Yell.com grew revenues by 16.7% to (pound)5.6 million. A small decrease in other UK product and services turnover arose from the discontinued activities of Yell Data and the repositioning of Talking Pages as Yellow Pages 118 24 7, with the introduction of a new pricing structure in March 2003.

US OPERATIONS

US turnover increased 7.0%, to (pound)117.3 million. The exchange impact reduced revenues by (pound)12.8 million and on a constant US dollar basis, US turnover grew by 18.7%. The effective exchange rates were approximately \$1.63: (pound)1.00 and \$1.47: (pound)1.00 in the previous year.

Same-market growth was 7.7%, up from 5.3% last year, in spite of continuing difficult economic conditions in Manhattan, affecting the largest US directory in the quarter. Excluding Manhattan, same-market growth would have been just over 10%.

The former McLeod directories are now performing broadly in line with this level of same-market growth. This reflects the benefits of integration of Yellow Book West into the Yell Group and the adoption of the Yellow Book sales approach. The

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first quarter included only one metro-market relaunch directory in Yellow Book West. The benefits from the four remaining relaunches will be realised in future quarters.

Remaining growth was due to one new directory launch and the inclusion of a full quarter of results of the acquisitions of McLeod and NDC, offset primarily by a few directories which were moved into future periods for inclusion in rescopes and to balance production schedules as a result of the integration of Yellow Book West.

Unique advertisers increased by 6.6% to 105,070 with average turnover per unique advertiser up 11.4% to \$1,820.

EBITDA BEFORE EXCEPTIONAL IPO COSTS

Group EBITDA increased 13.3% to (pound)80.0 million. Excluding the impact of the weaker US dollar, growth would have been 17.3%. Group EBITDA margin increased 2.1 percentage points to 30.5%, reflecting a strong performance in the US.

UK EBITDA rose 4.0% to (pound)54.8 million, reflecting primarily the continued progress of Yell.com, which increased EBITDA to (pound)1.1 million from a loss of (pound)0.4 million. UK EBITDA margin was 37.8%, a similar level to last year.

US EBITDA increased 40.8% to (pound)25.2 million, or up 56.4% at a constant exchange rate. US EBITDA margin increased from 16.3% to 21.5%.

CASH FLOW BEFORE EXCEPTIONAL IPO COSTS

Net cash inflow from operating activities, before exceptional IPO costs and after capital expenditure, was (pound)49.6 million, compared with (pound)73.2 million for the same period last year. As indicated at the year end, the final quarter last year benefited from a higher than normal level of 2002/03 expenses not being paid until the first quarter this year. This resulted in first quarter cash conversion of 62.0%. However our cash generation characteristics remain unchanged, and we expect cash conversion to return to the normal, higher levels in the second quarter.

Operating cash inflow more than covered the cash costs of interest, financing fees and tax totalling (pound)19.8 million.

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<PAGE>

NET RESULTS AND EXCEPTIONAL IPO COSTS

<TABLE>

<CAPTION>

| | THREE MONTHS ENDED 30 JUNE | | | | | |
|--|----------------------------|--------------------------|--------|------------------|--------------------------|--------|
| | 2002 (POUND)M | | | 2003 (POUND)M | | |
| | ORDINARY ITEMS | Exceptional IPO costs | Total | ORDINARY ITEMS | Exceptional IPO costs | Total |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> |
| EBITDA | 70.6 | (15.0) | 55.6 | 80.0 | (47.3) | 32.7 |
| Depreciation and amortisation | (28.9) | - | (28.9) | (30.3) | - | (30.3) |
| OPERATING PROFIT | 41.7 | (15.0) | 26.7 | 49.7 | (47.3) | 2.4 |
| Net interest payable | (57.6) | - | (57.6) | (52.9) | (30.0) | (82.9) |
| Loss on ordinary activities before taxation | (15.9) | (15.0) | (30.9) | (3.2) | (77.3) | (80.5) |
| Taxation | (4.0) | 2.3 | (1.7) | (3.1) | 27.8 | 24.7 |
| LOSS FOR THE PERIOD | (19.9) | (12.7) | (32.6) | (6.3) | (49.5) | (55.8) |

</TABLE>

The first quarter results represent the period prior to the IPO on July 15, 2003 and do not therefore include the benefits of the capital structure put in place on the IPO. Loss before the exceptional IPO costs was reduced to (pound)6.3 million primarily as a result of strong US growth.

Net interest before exceptional IPO costs was (pound)52.9 million. Net interest comprised (pound)29.2 million cash-pay interest, (pound)22.1 million of interest rolled-up into our long-term debt and (pound)1.6 million of amortised financing costs.

Taxation before exceptional IPO costs was (pound)3.1 million. We are paying tax because certain goodwill amortisation is not allowable for determining tax.

The exceptional IPO costs we have incurred in the first quarter are as follows:

- o (pound)47.3 million pre-financing costs of which (pound)39 million were non-cash costs relating to a terminated US management incentive plan. This plan was put in place at the time of the buy-out from BT in June 2001 and was contingent upon the IPO. As the IPO has now taken place, the cost has been charged to the profit and loss account;
- o (pound)30.0 million of financing costs arising as a result of the IPO from the repayment of the old senior credit facilities and the redemption of 35% of our senior notes; and
- o the above costs were partly offset by a (pound)27.8 million tax benefit relating to the IPO costs.

The remaining IPO costs will be incurred during the second quarter. On a pre-tax basis, the amounts charged to the profit and loss account will be slightly less than those in the first quarter.

<PAGE>

GLOBAL OFFER AND REFINANCING

On July 15, 2003, we raised (pound)433 million (gross proceeds) through a global offer of shares to institutional investors. Net debt immediately following the IPO was approximately (pound)1.3 billion.

As a result of the IPO, we redeemed 35% of the senior notes on August 18. We also refinanced the senior bank facility on July 15.

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<PAGE>
APPENDICES

TURNOVER BY SEGMENT

<TABLE>
<CAPTION>

| THREE MONTHS ENDED JUNE 30 | | | | | |
|------------------------------------|-----|----------|-----|----------|--------|
| | | 2002 (1) | | 2003 | |
| | | (POUND)M | | (POUND)M | CHANGE |
| <S> | <C> | | <C> | | <C> |
| UK printed directories | | 128.8 | | 134.9 | 4.7% |
| Other UK products and services | | 10.1 | | 10.0 | (1.0)% |
| TOTAL UK TURNOVER | | 138.9 | | 144.9 | 4.3% |
| US printed directories: | | | | | |
| US printed directories at constant | | | | | |
| exchange rate (2) | | 109.6 | | 130.1 | 18.7% |
| Exchange impact (2) | | - | | (12.8) | - |
| TOTAL US TURNOVER | | 109.6 | | 117.3 | 7.0% |
| GROUP TURNOVER | | 248.5 | | 262.2 | 5.5% |

</TABLE>

- (1) Prior year results include McLeod from April 16, 2002 when it was acquired and excludes NDC (acquired on December 31, 2002).
- (2) Constant exchange rate states current year results at the same exchange rate as that used to translate the previous year's results for the corresponding period. Exchange rate impact is the difference between the results reported at a constant exchange rate and the actual results reported using current year exchange rates.

EBITDA BEFORE EXCEPTIONAL IPO COSTS BY SEGMENT

<TABLE>
<CAPTION>

| THREE MONTHS ENDED JUNE 30 | | | | | |
|--|-----|----------|-----|----------|--------|
| | | 2002 | | 2003 | |
| | | (POUND)M | | (POUND)M | CHANGE |
| <S> | <C> | | <C> | | <C> |
| TOTAL UK OPERATIONS | | 52.7 | | 54.8 | 4.0% |
| US operations: | | | | | |
| US printed directories at constant | | | | | |
| exchange rate (1) | | 17.9 | | 28.0 | 56.4% |
| Exchange impact (1) | | - | | (2.8) | - |
| TOTAL US OPERATIONS | | 17.9 | | 25.2 | 40.8% |
| GROUP EBITDA BEFORE EXCEPTIONAL IPO COSTS | | 70.6 | | 80.0 | 13.3% |
| GROUP EBITDA MARGIN BEFORE EXCEPTIONAL IPO COSTS (%) | | 28.4% | | 30.5% | |

</TABLE>

- (1) Constant exchange rate states current year results at the same exchange rate as that used to translate the previous year's results for the corresponding period. Exchange rate impact is the difference between the results reported at a constant exchange rate and the actual results reported using current year exchange rates.

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<PAGE>
KEY OPERATIONAL INFORMATION

<TABLE>
<CAPTION>

| | THREE MONTHS ENDED JUNE 30 | |
|---|----------------------------|---------|
| | 2002 | 2003 |
| <S> | <C> | <C> |
| UK PRINTED DIRECTORIES | | |
| Unique advertisers (units) (1) | 130,637 | 136,400 |
| Directory editions published (units) (2) | 26 | 26 |
| Unique advertiser retention rate (%) (3) | 79 | 78 |
| Turnover per unique advertiser ((pound)) | 986 | 989 |
| US PRINTED DIRECTORIES | | |
| Unique advertisers (units) (1) | 98,546 | 105,070 |
| Directory editions published (units) | 122 | 121 |
| Unique advertiser retention rate (%) (3) | 68 | 68 |
| Turnover per unique advertiser (\$) | 1,634 | 1,820 |
| OTHER UK PRODUCTS AND SERVICES | | |
| Yell.com page impressions for June (in millions) | 32.7 | 42.7 |
| Yell.com searchable advertisers as at June 30 (4) | n/a | 80,681 |

</TABLE>

- (1) Number of unique advertisers in printed directories that were recognised for revenue purposes and have been billed. Unique advertisers are counted once only regardless of the number of advertisements they purchase or the number of directories in which they advertise.
- (2) Number of Yellow Pages and Business Pages directory editions that have been recognised for revenue purposes.
- (3) The proportion of unique advertisers that have renewed their advertising from the preceding publication. In the United Kingdom, this measure excludes national and key accounts where retention is very high. In 2003, we further improved our systems and methodology for determining retention rates in the United Kingdom and the United States. Although we have not restated the rates disclosed for the prior period, we believe that had we continued using the previous methodology the retention rate for the first quarter would have been at a similar level to the rate disclosed for the prior year.
- In the United States, this measure is based on unique directory advertisers. The 2002 retention rate is for Yellow Book East only while the 2003 retention rate is for Yellow Book as a whole.
- (4) Unique customers with a live contract at month end. These figures refer to searchable advertisers only, i.e. advertisers who can be searched for by users on Yell.com. It excludes advertisers who purchase products such as banners and domain names. This information is not available for 2002, because new systems were being put in place in that period.

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<PAGE>

RECONCILIATION OF GROUP OPERATING PROFIT TO EBITDA BEFORE EXCEPTIONAL IPO COSTS

<TABLE>

<CAPTION>

| | THREE MONTHS ENDED JUNE 30 | | |
|---|----------------------------|------------------|--------|
| | 2002 (POUND)M | 2003 (POUND)M | CHANGE |
| <S> | <C> | <C> | <C> |
| UK OPERATIONS | | | |
| Operating profit, including exceptional IPO costs | 20.5 | 31.9 | |
| Depreciation and amortisation | 17.5 | 17.3 | |
| UK operations EBITDA | 38.0 | 49.2 | |
| Exceptional IPO costs | 14.7 | 5.6 | |
| UK OPERATIONS EBITDA BEFORE EXCEPTIONAL IPO COSTS | 52.7 | 54.8 | 4.0% |
| UK operations EBITDA margin before exceptional IPO costs | 37.9% | 37.8% | |
| US OPERATIONS | | | |
| Operating profit (loss), including exceptional IPO costs | 6.2 | (29.5) | |
| Depreciation and amortisation | 11.4 | 13.0 | |
| US operations EBITDA | 17.6 | (16.5) | |
| Exceptional IPO costs | 0.3 | 41.7 | |
| Exchange impact (1) | - | 2.8 | |
| US OPERATIONS EBITDA BEFORE EXCEPTIONAL IPO COSTS AT CONSTANT EXCHANGE RATE (1) | 17.9 | 28.0 | 56.4% |
| Exchange impact (1) | - | (2.8) | |
| US OPERATIONS EBITDA BEFORE EXCEPTIONAL IPO COSTS | 17.9 | 25.2 | 40.8% |
| US operations EBITDA margin before exceptional IPO costs | 16.3% | 21.5% | |
| GROUP | | | |
| Operating profit, including exceptional IPO costs | 26.7 | 2.4 | |
| Depreciation and amortisation | 28.9 | 30.3 | |
| Group EBITDA | 55.6 | 32.7 | |
| Exceptional IPO costs | 15.0 | 47.3 | |
| Exchange impact (1) | - | 2.8 | |
| GROUP EBITDA BEFORE EXCEPTIONAL IPO COSTS AT CONSTANT EXCHANGE RATE (1) | 70.6 | 82.8 | 17.3% |
| Exchange impact (1) | - | (2.8) | |
| GROUP EBITDA BEFORE EXCEPTIONAL IPO COSTS | 70.6 | 80.0 | 13.3% |
| GROUP EBITDA MARGIN BEFORE EXCEPTIONAL IPO COSTS | 28.4% | 30.5% | |

</TABLE>

(1) Constant exchange rate states current year results at the same exchange rate as that used to translate the previous year's results for the

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corresponding period. Exchange rate impact is the difference between the results reported at a constant exchange rate and the actual results reported using current year exchange rates.

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NOTES TO EDITORS

YELL GROUP

Yell is an international directories business operating in the classified advertising market through printed, online and telephone media in the United Kingdom and the United States. Yell's products in the United Kingdom include the Yellow Pages and Business Pages directories, Yell.com and Yellow Pages 118 24 7 and in the United States, Yellow Book and Yellowbook.com.

<PAGE>

EXHIBIT 99.2

OPERATING AND FINANCIAL REVIEW AND PROSPECTS AT AND
FOR THE THREE MONTHS ENDED 30 JUNE 2003

References to "we", "us", "our", "Yell", and the "Yell Group" are to Yell Finance B.V., a company incorporated with limited liability under the law of the Netherlands, and its consolidated subsidiaries. Except as otherwise indicated these terms also refer to the business of McLeodUSA Media Group, Inc. ("McLeod") and its subsidiaries acquired on 16 April 2002 and, after 31 December 2002, the business of National Directory Company ("NDC") (which together are referred to throughout this document as "Yellow Book West").

The following information should be read in conjunction with the unaudited financial information for the Yell Group. The attached financial information has been prepared in accordance with accounting principles generally accepted in the United Kingdom ("UK GAAP"). UK GAAP differs in certain important respects from accounting principles generally accepted in the United States ("US GAAP").

This report contains forward-looking statements. These statements appear in a number of places in this report and include statements regarding our intentions, beliefs or current expectations concerning, among other things, our results of operations, financial condition, liquidity, prospects, growth, strategies, new products (such as colour advertising), the level of new directory launches and the markets in which we operate.

Readers are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and that actual results may differ materially from those in the forward-looking statements as a result of various factors. You should read the section entitled "Risk Factors" in our annual report on Form 20-F filed with the US Securities and Exchange Commission ("SEC") on 1 July 2003 for a discussion of some of these factors. We undertake no obligation to publicly update or revise any forward-looking statements, except as may be required by law.

INTRODUCTION

The Yell Group is the leading provider of classified directory advertising and associated products and services in the United Kingdom and the leading independent provider of classified directory advertising in the United States.

<PAGE>
SUMMARY RESULTS

<TABLE>
<CAPTION>

| <S> | THREE MONTHS ENDED 30 JUNE | | |
|--|----------------------------|---------|---------|
| | 2002 | 2003 | CHANGE |
| | ((POUND) IN MILLIONS) | | (%) |
| Group turnover | 248.5 | 262.2 | 5.5% |
| Cost of sales | (118.1) | (117.7) | (0.3)% |
| Gross profit | 130.4 | 144.5 | 10.8% |
| Distribution costs | (9.0) | (9.3) | 3.3% |
| Administrative expenses (including exceptional items) | (94.7) | (132.8) | 40.2% |
| OPERATING PROFIT BEFORE EXCEPTIONAL ITEMS | 41.7 | 49.7 | 19.2% |
| Exceptional administrative costs | (15.0) | (47.3) | 215.3% |
| OPERATING PROFIT | 26.7 | 2.4 | (91.0)% |
| LOSS FOR THE FINANCIAL PERIOD | (32.6) | (55.8) | 71.2% |
| Gross profit margin (%) | 52.5 | 55.1 | |
| EBITDA(1) | 55.6 | 32.7 | (41.2)% |
| EBITDA margin (%) | 22.4 | 12.5 | |
| EBITDA before exceptional items (2) | 70.6 | 80.0 | 13.3% |
| EBITDA margin (%) before exceptional items | 28.4 | 30.5 | |
| Cash inflow from operations before exceptional items, less capital expenditure | 73.2 | 49.6 | (32.2)% |
| Cash conversion before exceptional items (%) (3) | 103.7 | 62.0 | |

</TABLE>

(1) EBITDA comprises total operating profit before depreciation and amortisation, both being non-cash items. EBITDA is not a measurement of performance under UK or US GAAP and you should not consider EBITDA as an alternative to (a) operating profit or net profit/(loss) (as determined in accordance with generally accepted accounting principles), (b) cash flows from operating, investing or financing activities (as determined in accordance with generally accepted accounting principles), or as a measure of our ability to meet cash needs or (c) any other measures of performance under generally accepted accounting principles. EBITDA is not a direct measure of our liquidity, which is shown by the Group's cash flow statement and needs to be considered in the context of our financial commitments. EBITDA may not be indicative of our historical operating results, nor is it meant to be predictive of our potential future results. We believe that EBITDA is a measure commonly reported and widely used by investors in comparing performance on a consistent basis without regard to depreciation and amortisation, which can vary significantly depending upon accounting methods (particularly when acquisitions have occurred) or non-operating factors. Accordingly, EBITDA has been disclosed in this financial information to permit a more complete and comprehensive analysis of our operating performance relative to other companies and of our ability to service our debt. Because all companies do not calculate EBITDA identically, our presentation of EBITDA may not be comparable to similarly titled measures of other companies. See "Group Operating Profit, EBITDA and EBITDA Before Exceptional Items".

(2) EBITDA before exceptional items comprises EBITDA as described above and excludes expenses incurred in connection with the initial public offering by our parent company, Yell Group plc and subsidiaries, of (pound)47.3 million in the three months ended 30 June 2003 (three months ended 30 June 2002 - (pound)15.0 million expenses of our parent company's withdrawn initial public offering).

- (3) Cash conversion represents cash flow from operations before exceptional items, less capital expenditure, as a percentage of EBITDA before exceptional items. We believe cash conversion is a relevant measure used by companies to assess performance as it gives a relative measure of the efficiency with which EBITDA is converted into cash. Cash conversion should not be considered by investors as an alternative to group operating profit or profit on ordinary activities before taxation as an indicator of operating performance or as an alternative to cash flow from operating activities. See "Group Operating Profit, EBITDA and EBITDA Before Exceptional Items".

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YELL GROUP OPERATIONAL INFORMATION

<TABLE>

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| | THREE MONTHS ENDED 30 JUNE | |
|---|----------------------------|---------|
| | 2002 | 2003 |
| <S> | <C> | <C> |
| UK PRINTED DIRECTORIES | | |
| Unique advertisers (units) (1) | 130,637 | 136,400 |
| Directory editions published (units) (2) | 26 | 26 |
| Unique advertiser retention rate (%) (3) | 79 | 78 |
| Turnover per unique advertiser (£) (pound) | 986 | 989 |
| US PRINTED DIRECTORIES | | |
| Unique advertisers (units) (1) | 98,546 | 105,070 |
| Directory editions published (units) | 122 | 121 |
| Unique advertiser retention rate (%) (3) | 68 | 68 |
| Turnover per unique advertiser (\$) | 1,634 | 1,820 |
| OTHER UK PRODUCTS AND SERVICES | | |
| Yell.com page impressions for June (in millions) | 32.7 | 42.7 |
| Yell.com searchable advertisers as at 30 June (4) | n/a | 80,681 |

</TABLE>

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- (1) Number of unique advertisers in printed directories that were recognised for revenue purposes and have been billed. Unique advertisers are counted once only regardless of the number of advertisements they purchase or the number of directories in which they advertise.
 - (2) Number of Yellow Pages and Business Pages directory editions that have been recognised for revenue purposes.
 - (3) The proportion of unique advertisers that have renewed their advertising from the preceding publication. In the United Kingdom, this measure excludes national and key accounts where retention is very high. In 2003, we further improved our systems and methodology for determining retention rates in the United Kingdom and the United States. Although we have not restated the rates disclosed for the prior period, we believe that had we continued using the previous methodology the retention rate for the three months ended 30 June 2003 would have been at a similar level to the rate disclosed for the same period in the prior financial year.

In the United States, this measure is based on unique directory advertisers. The 2002 retention rate is for Yellow Book East only while the 2003 retention rate is for Yellow Book as a whole.

- (4) Unique customers with a live contract at month end. These figures refer to searchable advertisers only, i.e. advertisers who can be searched for by users on Yell.com. It excludes advertisers who purchase products such as banners and domain names. This information is not available for 2002, because new systems were being put in place in that period.

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<PAGE>
 TURNOVER

<TABLE>
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| | THREE MONTHS ENDED 30 JUNE | | |
|--|----------------------------|--------------|-------------|
| | 2002 (1) | 2003 | CHANGE |
| | ((POUND) IN MILLIONS) | | |
| <S> | <C> | <C> | <C> |
| UK printed directories | 128.8 | 134.9 | 4.7% |
| Other UK products and services | 10.1 | 10.0 | (1.0)% |
| TOTAL UK TURNOVER | 138.9 | 144.9 | 4.3% |
| US printed directories: | | | |
| US printed directories at constant exchange rate (2) | 109.6 | 130.1 | 18.7% |
| Exchange impact (2) | - | (12.8) | - |
| TOTAL US TURNOVER | 109.6 | 117.3 | 7.0% |
| GROUP TURNOVER | 248.5 | 262.2 | 5.5% |

</TABLE>

(1) Prior year results include McLeod from 16 April 2002, when it was acquired, and excludes NDC (acquired on 31 December 2002).

(2) Constant exchange rate states current year results at the same exchange rate as that used to translate the previous year's results for the corresponding period. Exchange impact is the difference between the results reported at a constant exchange rate and the actual results reported using current year exchange rates.

Total Group turnover during the three months ended 30 June 2003 increased by (pound)13.7 million, or 5.5%, compared to the same period last year (1), reflecting increased turnover during the period, particularly from US printed directories which grew by 7.0%.

We recognise turnover from advertising sales for each printed directory on completion of delivery of that directory.

UK TURNOVER

Total UK turnover grew by 4.3% from last year. Turnover from UK printed directories increased by (pound)6.1 million, or 4.7%, despite the price cap of RPI minus 6% applicable to Yellow Pages directories, which was in effect for the period. Turnover from our online directory service increased by (pound)0.8 million, or 16.7%, from (pound)4.8 million to (pound)5.6 million. These increases were offset by a decline in turnover from our other products and services; our telephone-based service was repositioned as Yellow Pages 118 24 7 (formerly Talking Pages), following deregulation of the UK directory enquiries market, and a new pricing structure was introduced in March 2003. We also sold our data-service business (Yell Data).

- Throughout this report unless otherwise indicated, references to "for the three months" or the "three month period" are to the three months ended 30 June 2003 and references to "last year", the "prior year" or the "prior period" are to the corresponding period in the previous financial year.
- Effective from January 2002 and pursuant to undertakings given to the UK Secretary of State for Trade and Industry in July 1996, we are required to cap the rates charged for advertising sold after that date in our UK printed consumer classified directories at the Retail Price Index ("RPI") minus 6% for an expected period of four years from January 2002. During the three months ended 30 June 2002 and 2003, the average price of advertising in our Yellow Pages decreased by 4.4%. We are not subject to any regulatory

price constraints in the United States. The relevant price cap applied to approximately 49.4% and 49.0% of our Group turnover in the three months ended 30 June 2002 and 2003, respectively.

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Our growth was the result of:

- o a 4.4% increase in the number of unique advertisers from 130,637 to 136,400, as a result of the continued success of our first-year advertiser discount programmes and our ability to retain 78% of existing customers. We attracted 27,933 new advertisers in the first three months as compared to 27,001 last year; and
- o a slight increase in turnover per unique advertiser in our UK printed directories to (pound)989 from (pound)986, after the impact of the 4.4% price reduction.

US TURNOVER

US turnover increased by (pound)7.7 million, or 7.0%, from (pound)109.6 million for the three months ended 30 June 2002 to (pound)117.3 million for the three months ended 30 June 2003. The Group had 105,070 unique advertisers in the United States for the three months ended 30 June 2003 compared to 98,546 in the prior year. Average turnover per unique advertiser grew 11.4% from \$1,634 to \$1,820.

The results were negatively affected by (pound)12.8 million from a weakening US dollar. On a constant US dollar basis, US turnover grew by (pound)20.5 million, or 18.7%. The effective exchange rates were approximately \$1.63 to (pound)1.00 in the quarter to 30 June 2003 and \$1.47 to (pound)1.00 in the prior year.

Same-market growth of 7.7% has grown from 5.3% last year in spite of continuing difficult economic conditions in Manhattan, where we published the largest US directory in the quarter. Excluding the Manhattan directory, same-market growth would have been just over 10%.

The former McLeod directories are now performing broadly in line with Yellow Book East same-market growth, excluding the Manhattan directory. We believe that this growth reflects the benefits of integration of Yellow Book West into the Yell Group and the adoption of the Yellow Book sales approach. The first quarter included only one metro-market relaunch directory in Yellow Book West. The benefits from the four remaining relaunches will be realised in future quarters.

Remaining growth was due to one new directory launch and the inclusion of a full quarter of results of acquisitions of McLeod and NDC, offset primarily by a few directories which were moved into future periods for inclusion in rescopes and to balance production schedules as a result of the integration of Yellow Book West.

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<PAGE>
COST OF SALES

<TABLE>
<CAPTION>

| | THREE MONTHS ENDED 30 JUNE | | |
|--|----------------------------|--------------|---------------|
| | 2002 | 2003 | CHANGE |
| | ((POUND) IN MILLIONS) | | |
| <S> | <C> | <C> | <C> |
| UK printed directories | 47.2 | 51.2 | 8.5% |
| Other UK products and services | 3.4 | 2.9 | (14.7)% |
| TOTAL UK COST OF SALES | 50.6 | 54.1 | 6.9% |
| US printed directories: | | | |
| US printed directories at constant exchange rate (1) | 67.5 | 70.5 | 4.4% |
| Exchange impact (1) | - | (6.9) | - |
| TOTAL US COST OF SALES | 67.5 | 63.6 | (5.8)% |
| TOTAL COST OF SALES | 118.1 | 117.7 | (0.3)% |

</TABLE>

(1) Constant exchange rate states current year results at the same exchange rate as that used to translate the previous year's results for the corresponding period. Exchange impact is the difference between the results reported at a constant exchange rate and the actual results reported using current year exchange rates.

We recognise the cost of sales for each directory on completion of delivery of that directory.

Our cost of sales consists principally of costs associated with the publication of directories, including advertising sales, paper, printing and pre-press production, as well as bad debt expense. The principal components of advertising sales costs, which represent a significant portion of our cost of sales, are employee costs of the sales force, including salaries, benefits and commissions, and associated direct costs.

The (pound)3.5 million, or 6.9%, increase in cost of sales for the UK business, from (pound)50.6 million to (pound)54.1 million in the three months ended 30 June 2003, reflected higher advertisement volumes. Cost of sales as a percentage of turnover was 37.3% as compared to 36.4% for the corresponding period in the prior financial year.

The (pound)3.9 million, or 5.8%, decrease in cost of sales for US printed directories reflected a weakening US dollar and cost savings experienced as a result of the integration of our Yellow Book East and Yellow Book West operations. On a constant US dollar basis, cost of sales increased by 4.4%. Cost of sales for US printed directories as a percentage of related turnover was 54.2% as compared to 61.6% last year. Paper, printing and binding, and pre-press costs as a percentage of turnover for the three months ended 30 June 2003 of 21.7% decreased from 25.2% last year, representing benefits arising from the integration of the McLeod acquisition and cost savings from volume price reductions.

Our consolidated bad debt expense was (pound)13.8 million, or 5.3% of Group turnover in the three months ended 30 June 2003, as compared to (pound)17.4 million, or 7.0%, last year. The charge for UK bad debts was 4.1% of UK printed directories and other products and services turnover compared to 4.3% last year. The US bad debt expense was 6.7% of US printed directories turnover in the three months ended 30 June 2003 as compared to 8.9% for the same period in the prior financial year, reflecting the maturing of our US directory profile. Historically, the US bad debt expense as a percentage of turnover has been higher than in the United Kingdom due to different market dynamics.

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GROSS PROFIT AND GROSS PROFIT MARGIN

<TABLE>

<CAPTION>

| | THREE MONTHS ENDED 30 JUNE | | |
|--|----------------------------|--------------|--------------|
| | 2002 | 2003 | CHANGE |
| | ((POUND) IN MILLIONS) | | |
| <S> | <C> | <C> | <C> |
| UK printed directories | 81.6 | 83.7 | 2.6% |
| Other UK products and services | 6.7 | 7.1 | 6.0% |
| TOTAL UK GROSS PROFIT | 88.3 | 90.8 | 2.8% |
| US printed directories: | | | |
| US printed directories at constant exchange rate (1) | 42.1 | 59.6 | 41.6% |
| Exchange impact (1) | - | (5.9) | - |
| TOTAL US GROSS PROFIT | 42.1 | 53.7 | 27.6% |
| GROSS PROFIT | 130.4 | 144.5 | 10.8% |
| ===== | | | |
| GROSS PROFIT MARGIN (%) | | | |
| UK operations | 63.6 | 62.7 | |
| US operations | 38.4 | 45.8 | |
| GROUP TOTAL (%) | 52.5 | 55.1 | |
| ===== | | | |

</TABLE>

(1) Constant exchange rate states current year results at the same exchange rate as that used to translate the previous year's results for the corresponding period. Exchange impact is the difference between the results reported at a constant exchange rate and the actual results reported using current year exchange rates.

The increase in gross profit as a percentage of Group turnover from 52.5% last year to 55.1% in the current period principally reflected the benefits of integrating acquisitions by our US operations and the maturing of our US directories profile, as discussed above.

During the three months ended 30 June 2002 and 2003, over 55% of our turnover came from our UK operations. Our printed directories business in the United Kingdom, which we view as more developed than that in the United States, and which covers substantially all of the United Kingdom, has historically had higher gross profit margins than those in the United States.

In the United States, the different market dynamics and the younger portfolio result in lower gross profit margins. In the three months ended 30 June 2003, for example, our gross profit margin for our UK operations was 62.7%, compared to 45.8% for our US operations. Our overall gross profit margin is therefore affected and will continue to be affected by lower gross profit margins in the United States to the extent our US operations continue to form an increasing portion of the geographic mix of our business.

<PAGE>

DISTRIBUTION COSTS AND ADMINISTRATIVE EXPENSES

Our distribution costs consist mainly of amounts payable to third-party delivery companies with which we contract for the delivery of our printed directories. These costs vary principally due to the number of directories delivered in a financial period. Our distribution costs related to a directory are recognised when the directory is delivered.

Distribution costs increased by (pound)0.3 million, or 3.3%, from (pound)9.0 million in the three months ended 30 June 2002 (3.6% of Group turnover) compared to (pound)9.3 million (3.5% of Group turnover) in the three months ended 30 June 2003.

Our administrative expenses consist principally of amortisation and depreciation, advertising, promotion and marketing expenses, administrative staff expenses, information technology costs and staff training. Advertising, promotion and marketing costs represent our most significant discretionary expenses.

Administrative expenses, including exceptional items, increased by (pound)38.1 million, or 40.2%, from (pound)94.7 million in the three months ended 30 June 2002 to (pound)132.8 million in the three months ended 30 June 2003. The increase was largely due to:

- o the expensing of (pound)45.7 million for employee incentive plans, which were contingent upon our parent company's initial public offering in July 2003, and (pound)1.6 million for other one-off costs. We expect further administrative expenses related to the initial public offering, primarily relating to fees payable to advisers, in the second quarter; and
- o the effects of including a full quarter of Yellow Book West administrative costs in the current period and foreign exchange movements.

These increases were partially offset by the absence of (pound)15.0 million in costs incurred for the withdrawn initial public offering of our parent company in July 2002.

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GROUP OPERATING PROFIT, EBITDA AND EBITDA BEFORE EXCEPTIONAL ITEMS

<TABLE>

<CAPTION>

| | THREE MONTHS ENDED 30 JUNE | | |
|--|----------------------------|--------|---------|
| | 2002 | 2003 | CHANGE |
| | ((POUND) IN MILLIONS) | | |
| <S> | <C> | <C> | <C> |
| UK OPERATIONS | | | |
| Operating profit, including exceptional items | 20.5 | 31.9 | |
| Depreciation and amortisation | 17.5 | 17.3 | |
| ----- | | | |
| UK OPERATIONS EBITDA | 38.0 | 49.2 | |
| Exceptional items | 14.7 | 5.6 | |
| ----- | | | |
| UK OPERATIONS EBITDA BEFORE EXCEPTIONAL ITEMS | 52.7 | 54.8 | 4.0% |
| ----- | | | |
| US OPERATIONS | | | |
| Operating profit (loss), including exceptional items | 6.2 | (29.5) | |
| Depreciation and amortisation | 11.4 | 13.0 | |
| ----- | | | |
| US OPERATIONS EBITDA | 17.6 | (16.5) | |
| Exceptional items | 0.3 | 41.7 | |
| ----- | | | |
| US OPERATIONS EBITDA BEFORE EXCEPTIONAL ITEMS | 17.9 | 25.2 | 40.8% |
| ----- | | | |
| US OPERATIONS EBITDA BEFORE EXCEPTIONAL ITEMS AT CONSTANT EXCHANGE RATE (1) | 17.9 | 28.0 | 56.4% |
| ----- | | | |
| GROUP | | | |
| Operating profit, including exceptional items | 26.7 | 2.4 | |
| Depreciation and amortisation | 28.9 | 30.3 | |
| ----- | | | |
| GROUP EBITDA | 55.6 | 32.7 | (41.2)% |
| ===== | | | |
| GROUP | | | |
| Operating profit before exceptional items | 41.7 | 49.7 | |
| Depreciation and amortisation | 28.9 | 30.3 | |
| ----- | | | |
| GROUP EBITDA BEFORE EXCEPTIONAL ITEMS | 70.6 | 80.0 | 13.3% |
| ===== | | | |
| GROUP EBITDA BEFORE EXCEPTIONAL ITEMS AT CONSTANT EXCHANGE RATE (1) | 70.6 | 82.8 | 17.3% |
| ===== | | | |
| EBITDA MARGIN (%) | | | |
| UK operations | 27.4 | 34.0 | |
| US operations | 16.1 | (14.1) | |
| ----- | | | |
| EBITDA MARGIN BEFORE EXCEPTIONAL ITEMS (%) | | | |
| UK operations | 37.9 | 37.8 | |
| US operations | 16.3 | 21.5 | |
| ===== | | | |

</TABLE>

(1) Constant exchange rate states current year results at the same exchange rate as that used to translate the previous year's results for the corresponding period. Exchange impact is the difference between the results reported at a constant exchange rate and the actual results reported using current year exchange rates.

EBITDA from UK operations before exceptional items increased by 4.0% to (pound)54.8 million from (pound)52.7 million. Yell.com reported EBITDA of (pound)1.1 million for the three months ended 30 June 2003 (operating profit of (pound)0.6 million adding back depreciation of (pound)0.5 million), compared to

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a loss of (pound)0.4 million in the prior year (operating loss of (pound)0.9 million adding back depreciation of (pound)0.5 million). Exceptional items of (pound)5.6 million of costs in the quarter ended 30 June 2003 were incurred in connection with the initial public offering of our parent company in July 2003 and other non-recurring transaction charges, and (pound)14.7 million was charged in the previous financial year for the withdrawn initial public offering in July 2002.

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EBITDA before exceptional items from US operations increased by (pound)7.3 million, or 40.8%. This increase reflects the inclusion of acquisitions for a full quarter during the three months ended 30 June 2003. We also increased the profitability of our directories by leveraging off our existing operations and administrative cost base to yield additional turnover from our directories without a corresponding increase in costs.

Excluding the exceptional items in 2003 and 2002, Group EBITDA increased by (pound)9.4 million, or 13.3%. Excluding the exceptional items and at constant US dollar exchange rates, Group EBITDA would have increased by (pound)12.2 million, or 17.3%.

NET INTEREST PAYABLE

Net interest expense was (pound)82.9 million, comprising cash interest, non-cash interest and exceptional items in the three months ended 30 June 2003, compared to (pound)57.6 million last year. The exceptional items of (pound)30.0 million represent the accelerated amortisation of deferred financing costs in connection with the repayment of the senior credit facilities on 15 July 2003 and the early redemption of 35% of our senior notes on 18 August 2003. Net interest expense comprised (pound)29.2 million of net interest paid or to be paid within a six-month period, (pound)22.1 million of cash interest rolled-up into our long-term debt and (pound)1.6 million of amortised financing costs.

TAX ON PROFIT (LOSS) ON ORDINARY ACTIVITIES

Taxation before exceptional items of (pound)3.1 million for the three months ended 30 June 2003 and (pound)4.0 million last year was charged despite the loss on ordinary activities because certain goodwill amortisation is not allowable for determining tax. Tax credits in the amount of (pound)27.8 million for the three months ended 30 June 2003 and (pound)2.3 million last year were recognised as a benefit offsetting one-off items. Our future taxation charge will depend on our taxable income in the United Kingdom and the United States and our ability to continue using our net operating losses to offset our future taxable income in the United States.

NET LOSS

The net loss was (pound)55.8 million for the three months ended 30 June 2003 compared to a net loss of (pound)32.6 million for the same period in the prior year.

LIQUIDITY AND CAPITAL RESOURCES

Apart from significant acquisitions, which we have funded through a combination of borrowings, cash from contributions from the investment funds which previously owned our parent company and cash flows from operations, we have funded our existing business largely from cash flows generated from our operations. We believe that we have sufficient working capital to meet our operating and capital expenditure requirements. In addition, we have access to a (pound)200 million revolving credit facility as part of the new senior credit facilities, which expires on 7 July 2008, of which none was drawn down at 30 June 2003.

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CASH FLOWS

<TABLE>

<CAPTION>

| | THREE MONTHS ENDED 30 JUNE | |
|--|----------------------------|--------|
| | 2002 | 2003 |
| | ((POUND) IN MILLIONS) | |
| <S> | <C> | <C> |
| Net cash inflow from operating activities | 78.8 | 55.1 |
| Net cash outflow for returns on investments and servicing of finance | (31.7) | (18.8) |
| Net cash outflow for taxation | - | (1.0) |
| Net cash outflow for capital expenditure and financial investment | (429.3) | (7.3) |
| NET CASH (OUTFLOW) INFLOW BEFORE FINANCING | (382.2) | 28.0 |
| Net cash inflow from financing | 404.9 | - |
| NET INCREASE IN CASH | 22.7 | 28.0 |

</TABLE>

Net cash inflow from operating activities for the three months ended 30 June 2003 was (pound)55.1 million, compared with an inflow of (pound)78.8 million for the three months ended 30 June 2002. The decrease in cash flows reflected the timing of charges from year end which were paid during the first three months of the 2004 financial year. Net cash inflow from operating activities for the three months ended 30 June 2003 included (pound)0.4 million of expenses related to the global offer. Net cash inflow from operating activities for the three months ended 30 June 2002 included (pound)3.9 million of expenses paid for our parent company's withdrawn initial public offering.

Net cash outflow from returns on investments and servicing of finance principally comprises interest paid.

Net cash outflow for capital expenditure and financial investment comprises capital expenditure on fixed assets and purchases of subsidiary undertakings, net of cash acquired. Capital expenditure in the three months ended 30 June 2003 was (pound)5.9 million compared to (pound)5.6 million last year.

On 16 April 2002, we purchased McLeod for \$600.0 million ((pound)417.0 million) plus expenses of \$10.0 million ((pound)6.9 million). We financed the McLeod acquisition through \$250.0 million ((pound)173.7 million) of senior bank financing and a \$250.0 million ((pound)173.7 million) bridge facility together with \$88.3 million ((pound)61.3 million) of additional funds in the form of equity and subordinated non-cash pay loans from the funds that owned our parent company before the global offer described below, and \$37.3 million ((pound)25.9 million) of unrestricted cash from our available cash balances. As a result, our overall borrowings before the offset of finance costs increased by approximately (pound)408 million.

CAPITAL RESOURCES

At 30 June 2003, we had cash of (pound)57.7 million.

We expect that any significant acquisitions or other significant expenditures, including those related to the development of our online services, would be financed in the future through any one or more of operating cash flows, credit facilities and the issue of new debt and equity securities.

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We had net debt of (pound)2,368.1 million at 30 June 2003. The table below sets out the details of our debt at 30 June 2003.

| | ((POUND) IN MILLIONS) |
|---------------------------------------|-----------------------|
| Long-term loans and other borrowings | |
| Term Loan A | 549.0 |
| Term Loan B | 175.0 |
| Term Loan C | 234.7 |
| Term Loan D | 151.3 |
| Senior Sterling Notes due 2011 | 250.0 |
| Senior Dollar Notes due 2011 | 121.1 |
| Senior Discount Dollar Notes due 2011 | 116.0 |
| Subordinated parent company loan | 842.6 |
| Other | 1.2 |
| | ----- |
| Total debt | 2,440.9 |
| Unamortised financing costs | (15.1) |
| Cash at bank | (57.7) |
| | ----- |
| NET DEBT AT END OF THE PERIOD | 2,368.1 |
| | ===== |

OUR PARENT COMPANY'S GLOBAL OFFER AND REFINANCING

On 15 July 2003, our parent company, Yell Group plc, completed raising (pound)433 million (gross proceeds) through a global offer of shares to institutional investors, also referred to as an initial public offering.

A portion of the net proceeds were used to repay approximately (pound)54 million of debt under the senior credit facilities and to redeem up to 35% (approximately (pound)173 million) of the senior notes pursuant to the optional redemption features under the indentures. Additionally, we replaced our remaining senior credit facilities with new senior credit facilities of (pound)664 million and \$596 million and a revolving credit facility of (pound)200 million. As part of the reorganisation, the subordinate parent company loan became non-interest bearing to reflect the fact that the equivalent amounts borrowed by our parent company were settled at that time.

As a result of the capital raising, we incurred a number of exceptional or one-off costs, including cash and non-cash interest charges relating to premium paid in connection with the redemption of the senior notes and to the write-off of deferred finance costs; charges relating to option grants under existing share ownership plans; and other transaction fees and costs arising out of the offering. In addition, participants in a plan implemented for certain key employees of Yellow Book and its subsidiaries are entitled to a payment under the Yellow Book Phantom DDB Plan, under which the participants as a group are treated economically as if they had invested approximately \$45 million in the Yell Group in the same manner as the funds advanced by the funds that owned our parent company before the global offer. We accrued a non-cash compensation charge of approximately \$63 million (approximately (pound)39 million) in connection with this. In satisfaction of those obligations, the plan participants exchanged their interests in the plan for equity in our parent company.

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As mentioned above, additional costs of our parent company's global offering, substantially fees payable to advisers, will be incurred during the second quarter. Some of these remaining costs will be charged against our share premium and some will be charged against profit as further exceptional items.

We are required to satisfy interest and principal payments on our borrowings as they become due. To the extent we are not able to fund any principal payment at maturity or any interest payment when due from cash flow from operations, we would be required to refinance this indebtedness pursuant to credit facilities and/or the issue of new debt and equity securities into the capital markets. No one has guaranteed our obligations under the senior notes or has any obligation to provide additional equity financing to us.

The terms of the previous senior credit facilities required us to maintain specified consolidated financial ratios for senior debt to Earnings Before Interest, Tax, Depreciation and Amortisation ("EBITDA", as defined in the senior credit facilities), cash flow to total debt service, EBITDA to net cash interest payable and total net debt to EBITDA, and to observe capital expenditure limits for each financial year. In addition, the terms of our previous senior credit facilities required us to make early repayments equal to 50% of excess cash flows as defined in the terms. Under these terms we were obliged to make an early repayment of (pound)34.4 million in the second quarter of the 2003 financial year. The new senior credit facilities require us to maintain specified consolidated financial ratios for the net total debt to EBITDA, EBITDA to net cash interest payable, and, until 31 March 2005, net senior debt to EBITDA.

OTHER MATTERS

Off Balance-sheet Arrangements

We do not have any off-balance sheet arrangements other than employee incentive arrangements that were triggered upon a change in ownership and the hedges discussed below.

Market-related Risks

Interest is payable under our senior credit facilities at a variable rate. We could, therefore, be adversely affected if interest rates were to rise significantly. Under our previous senior credit facilities, we were required to hedge at least 50% of the variable-rate indebtedness under the senior credit facilities for two years. We have hedged at 30 June 2003 nearly 90% of the indebtedness under the senior credit facilities for six months and 50% for the following 18 months using interest rate swaps, with a review of this strategy on a quarterly basis. At 30 June 2003, we had (pound)20.9 million net unrecognised losses on these instruments that will be recognised when the interest is paid.

All of these instruments are entered into for hedging purposes and, under UK GAAP, gains and losses on these instruments are deferred and only recognised in income when the underlying transaction is recorded. Such instruments have not been designated and do not qualify for hedge accounting under Statement of Financial Accounting Standards No 133 "Accounting for Derivative Instruments and Hedging Activities" for US GAAP purposes.

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All significant cash inflows and outflows associated with our operations in the United Kingdom are denominated in pounds sterling, and all significant cash inflows and outflows associated with our operations in the United States are denominated in US dollars. However, our financial information is presented in pounds sterling, and changes in the exchange rate between the US dollar and pounds sterling will affect the translation of the results of our operations into pounds sterling. We do not currently intend to hedge any foreign exchange rate risk relating to US dollar-denominated notes, although we will continue to review this practice. The dilution of our earnings reported in pounds sterling as a result of the weakening US dollar is partially offset by natural hedging within the Group as a result of having a significant amount of debt denominated in US dollars. The Group does not currently intend to hedge any foreign exchange rate risk relating to US dollar-denominated notes, although it will continue to review this practice. In addition, the Yell Group entered into a forward contract to purchase (pound)43.3 million at the rate of \$1.595 per (pound)1 sterling as a hedge against future cash flows within the Group.

At 30 June 2003, we had (pound)565.9 million of borrowings denominated in US dollars net of deferred financing fees, and (pound)1,219.4 million of borrowings that accrue interest at variable rates, before taking into account hedging arrangements. As at 30 June 2003, taking into account the hedging arrangements, if the annualised variable interest rates had been 1.0% higher or lower with no change in exchange rates, our interest charge would vary by approximately (pound)2.3 million higher or lower, respectively, taking into account our hedging arrangements, or (pound)12.2 million higher or lower, respectively, without taking into account hedging arrangements. Further, taking into account our US dollar-denominated liabilities, if the average US dollar/pound sterling exchange rate during the quarter would have been \$1.78 to (pound)1.00, for example, instead of \$1.63 to (pound)1.00, the approximate rate effective for the three months ended 30 June 2003, then our quarterly interest charge would have been approximately (pound)4.6 million lower.

International Financial Reporting Standards

In June 2002, the Council of Ministers of the European Union approved a regulation (the "Regulation") requiring all companies that are governed by the law of a member state of the European Union and whose securities are admitted to trading on a regulated market of any member state to prepare their consolidated financial statements in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union. The Regulation is to be effective for each financial year starting on or after 1 January 2005.

The International Accounting Standards Board issued IFRS1, a standard on transition to IFRS, in June 2003. It is expected that there will be significant continuing developments in IFRS between now and 2005 and consequently there is uncertainty about exactly what IFRS will require in 2005. This uncertainty will be reduced as the International Accounting Standards Board finalises and publishes its standards on the first time adoption of IFRS and other key areas such as business combinations and share-based payments.

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In the meantime, the UK Accounting Standards Board is adopting a phased transition to the conversion of existing UK GAAP and plans to issue around 40 new standards or revisions to existing standards over the next two years, some of which have already been issued in the form of Financial Reporting Exposure Drafts ("FREDs"). It is also possible that by the implementation date set by the European Union, UK GAAP will not be fully aligned with IFRS.

The Group will adopt any standards arising from FREDs when they become effective and part of UK GAAP. The transition of UK GAAP to IFRS and/or the adoption of IFRS could possibly have a material impact on the Group's financial position and reported results, although it is not possible for the Directors to quantify the impact at this time.

Recent US GAAP Accounting Pronouncements

In April 2003, the FASB issued Statement of Financial Accounting Standards No 149 "Amendment of Statement 133 on Derivative Instruments and Hedging Activities" ("SFAS 149"). This standard amends and clarifies financial accounting and reporting for derivative instruments, including certain derivative instruments embedded in other contracts (collectively referred to as derivatives) and for hedging activities under FASB Statement No 133, "Accounting for Derivative Instruments and Hedging Activities". This standard is effective prospectively for contracts entered into or modified after 30 June 2003 and prospectively for hedging relationships designated after 30 June 2003. We are in the process of assessing the impact of adopting this standard.

In May 2003, the FASB issued Statement of Financial Accounting Standards No 150 "Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity" ("SFAS 150"). This standard improves the accounting for certain financial instruments that, under previous guidance, issuers could account for as equity and requires that these instruments be classified as liabilities in statements of financial position. This standard is effective at the beginning of the first interim period beginning after 15 June 2003. This standard shall be implemented by reporting the cumulative effect of a change in accounting principle for financial instruments created before the issuance date of the standard and still existing at the beginning of the interim period of adoption. We are in the process of assessing the impact of adopting this standard.

Critical Accounting Estimates

In general, our accounting policies are consistent with those generally adopted by others operating within the same industry in the United Kingdom. Our accounting policies are set out in our audited financial statements contained within the Form 20-F filed with the SEC on 1 July 2003. A discussion of the most significant policies that require our management to make subjective and complex judgements or to consider matters that are inherently uncertain are also contained in that document.

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CONSOLIDATED RESULTS OF OUR PARENT COMPANY

We have included certain consolidated financial information of our parent company, Yell Group plc and its subsidiaries, as an appendix to the consolidated financial information of Yell Finance B.V., in order to highlight differences between what our parent company would report using UK presentational conventions and what we would report using US reporting conventions, and to satisfy the requirements of our parent company to produce a UK GAAP to US GAAP reconciliation.

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EXHIBIT 99.3

YELL FINANCE B.V. AND SUBSIDIARIES

CONSOLIDATED PROFIT AND LOSS ACCOUNTS

<TABLE>

<CAPTION>

| (UNAUDITED) | NOTES | THREE MONTHS ENDED 30 JUNE | |
|---|-------|----------------------------|---------|
| | | 2002 | 2003 |
| | | ((POUND) IN MILLIONS) | |
| <S> | <C> | <C> | <C> |
| TURNOVER | 2 | 248.5 | 262.2 |
| Cost of sales | | (118.1) | (117.7) |
| | | ----- | ----- |
| GROSS PROFIT | | 130.4 | 144.5 |
| Distribution costs | | (9.0) | (9.3) |
| ADMINISTRATIVE EXPENSES | | | |
| Ordinary items | | (79.7) | (85.5) |
| Exceptional items | 4 | (15.0) | (47.3) |
| | | ----- | ----- |
| | | (94.7) | (132.8) |
| | | ----- | ----- |
| OPERATING PROFIT | 3 | 26.7 | 2.4 |
| NET INTEREST PAYABLE | | | |
| Ordinary items | | (57.6) | (52.9) |
| Exceptional items | | - | (30.0) |
| | | ----- | ----- |
| | | (57.6) | (82.9) |
| | | ----- | ----- |
| LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION | | (30.9) | (80.5) |
| TAX ON LOSS ON ORDINARY ACTIVITIES | | | |
| Before exceptional items | | (4.0) | (3.1) |
| On exceptional items | | 2.3 | 27.8 |
| | | ----- | ----- |
| | | (1.7) | 24.7 |
| | | ----- | ----- |
| LOSS FOR THE FINANCIAL PERIOD | 9 | (32.6) | (55.8) |
| | | ===== | ===== |

STATEMENTS OF TOTAL RECOGNISED GAINS AND LOSSES

| (UNAUDITED) | NOTES | THREE MONTHS ENDED 30 JUNE | |
|--|-------|----------------------------|--------|
| | | 2002 | 2003 |
| | | ((POUND) IN MILLIONS) | |
| Loss for the financial period | | (32.6) | (55.8) |
| Currency movements | 9 | (25.2) | (18.0) |
| | | ----- | ----- |
| TOTAL RECOGNISED GAINS AND LOSSES FOR THE FINANCIAL PERIOD | | (57.8) | (73.8) |
| | | ===== | ===== |

</TABLE>

The accompanying unaudited condensed notes are an integral part of these financial statements.

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YELL FINANCE B.V. AND SUBSIDIARIES

CONSOLIDATED CASH FLOW STATEMENTS

<TABLE>

<CAPTION>

| (UNAUDITED) | THREE MONTHS ENDED 30 JUNE | |
|---|----------------------------|--------|
| | 2002 | 2003 |
| | ((POUND) IN MILLIONS) | |
| <S> | <C> | <C> |
| NET CASH INFLOW FROM OPERATING ACTIVITIES | 78.8 | 55.1 |
| RETURNS ON INVESTMENTS AND SERVICING OF FINANCE | | |
| Interest paid | (21.3) | (18.8) |
| Finance fees paid | (10.4) | - |
| NET CASH OUTFLOW FOR RETURNS ON INVESTMENTS AND SERVICING OF FINANCE | (31.7) | (18.8) |
| TAXATION | - | (1.0) |
| CAPITAL EXPENDITURE AND FINANCIAL INVESTMENT | | |
| Purchase of tangible fixed assets | (5.6) | (5.9) |
| NET CASH OUTFLOW FOR CAPITAL EXPENDITURE AND FINANCIAL INVESTMENT | (5.6) | (5.9) |
| ACQUISITIONS | | |
| Purchase of subsidiary undertakings, net of cash acquired | (423.7) | (1.4) |
| NET CASH OUTFLOW FOR ACQUISITIONS | (423.7) | (1.4) |
| NET CASH (OUTFLOW) INFLOW BEFORE FINANCING | (382.2) | 28.0 |
| FINANCING | | |
| Issue of ordinary share capital and capital contributions received | 0.1 | - |
| Expenses of withdrawn initial public offering | (3.9) | - |
| New loans issued | 408.7 | - |
| NET CASH INFLOW FROM FINANCING | 404.9 | - |
| INCREASE IN NET CASH IN THE PERIOD | 22.7 | 28.0 |
| Total operating profit | 26.7 | 2.4 |
| Depreciation | 5.3 | 5.7 |
| Goodwill amortisation | 23.6 | 24.6 |
| Increase in stocks | (3.9) | (12.0) |
| Decrease in debtors | 7.6 | 29.7 |
| Increase in creditors | 19.5 | 4.7 |
| NET CASH INFLOW FROM OPERATING ACTIVITIES | 78.8 | 55.1 |

</TABLE>

The accompanying unaudited condensed notes are an integral part of these financial statements.

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<PAGE>

YELL FINANCE B.V. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

<TABLE>

<CAPTION>

| | NOTES | AT 31 MARCH 2003 (AUDITED) | AT 30 JUNE 2003 (UNAUDITED) |
|---|-------|-------------------------------------|--------------------------------------|
| | | ((POUND) IN MILLIONS) | |
| <S> | <C> | <C> | <C> |
| FIXED ASSETS | | | |
| Intangible assets | | 1,824.1 | 1,767.1 |
| Tangible assets | | 47.1 | 42.4 |
| Investment | | 1.9 | 1.6 |
| | | ----- | ----- |
| TOTAL FIXED ASSETS | | 1,873.1 | 1,811.1 |
| | | ----- | ----- |
| CURRENT ASSETS | | | |
| | | ----- | ----- |
| Stocks | | 145.8 | 152.7 |
| Debtors | 6 | 461.4 | 445.6 |
| Cash at bank and in hand | | 30.0 | 57.7 |
| | | ----- | ----- |
| TOTAL CURRENT ASSETS | | 637.2 | 656.0 |
| | | ----- | ----- |
| CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR | | | |
| Loans and other borrowings | 5,8 | (112.8) | (2,117.0) |
| Other creditors | 7 | (235.9) | (238.0) |
| | | ----- | ----- |
| TOTAL CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR | | (348.7) | (2,355.0) |
| | | ----- | ----- |
| NET CURRENT ASSETS (LIABILITIES) | | 288.5 | (1,699.0) |
| | | ----- | ----- |
| TOTAL ASSETS LESS CURRENT LIABILITIES | | | |
| | | 2,161.6 | 112.1 |
| CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR | | | |
| Loans and other borrowings | 5,8 | (2,286.0) | (308.8) |
| | | ----- | ----- |
| NET LIABILITIES | | (124.4) | (196.7) |
| | | ===== | ===== |
| CAPITAL AND RESERVES | | | |
| Called up share capital | | 0.1 | 0.1 |
| Share premium account | | 1.0 | 1.0 |
| Profit and loss account (deficit) | | (125.5) | (197.8) |
| | | ----- | ----- |
| EQUITY SHAREHOLDERS' DEFICIT | 9 | (124.4) | (196.7) |
| | | ===== | ===== |

</TABLE>

The accompanying unaudited condensed notes are an integral part of these financial statements.

<PAGE>

YELL FINANCE B.V. AND SUBSIDIARIES

NOTES TO THE FINANCIAL STATEMENTS

1. BASIS OF PREPARATION, COMBINATION AND CONSOLIDATION

The principal activity of Yell Finance B.V. and its subsidiaries is publishing classified advertising directories in the United Kingdom and the United States.

The unaudited interim financial information has been prepared in accordance with generally accepted accounting principles in the UK ("UK GAAP") and on the basis of the accounting policies set out in the audited combined and consolidated financial statements of Yell Finance B.V. for the year ended 31 March 2003 contained in the Form 20-F filed with the US Securities and Exchange Commission on 1 July 2003.

The foregoing information does not constitute statutory financial statements within the meaning of s240 of the Companies Act 1985.

In the opinion of management, the financial information included herein includes all adjustments necessary for a fair presentation of the consolidated results, financial position and cash flows for each period presented. The consolidated results for interim periods are not necessarily indicative of results for the full year. This financial information should be read in conjunction with Yell Finance B.V.'s Form 20-F filed with the US Securities and Exchange Commission on 1 July 2003 which includes the audited combined and consolidated financial statements of Yell Finance B.V. and its subsidiaries for the year ended 31 March 2003.

The preparation of the consolidated financial information requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial information and the reported amounts of income and expenditure during the reporting period. Actual results could differ from those estimates. Estimates are used principally when accounting for income, provision for doubtful debts, depreciation, employee pension and management incentive schemes and taxes.

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<PAGE>

YELL FINANCE B.V. AND SUBSIDIARIES

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

<TABLE>

<CAPTION>

| 2. | TURNOVER | THREE MONTHS ENDED 30 JUNE | |
|----|-----------------------------|----------------------------|-------|
| | | 2002 | 2003 |
| | | ((POUND) IN MILLIONS) | |
| | | <C> | <C> |
| | UK printed directories | 128.8 | 134.9 |
| | Other products and services | 10.1 | 10.0 |
| | TOTAL UK TURNOVER | 138.9 | 144.9 |
| | TOTAL US TURNOVER | 109.6 | 117.3 |
| | GROUP TURNOVER | 248.5 | 262.2 |

| 3. | OPERATING PROFIT | THREE MONTHS ENDED 30 JUNE | |
|----|----------------------------------|----------------------------|--------|
| | | 2002 | 2003 |
| | | ((POUND) IN MILLIONS) | |
| | | <C> | <C> |
| | UK printed directories | 21.6 | 31.7 |
| | Other products and services | (1.1) | 0.2 |
| | TOTAL UK OPERATING PROFIT | 20.5 | 31.9 |
| | TOTAL US OPERATING PROFIT (LOSS) | 6.2 | (29.5) |
| | OPERATING PROFIT | 26.7 | 2.4 |

4. EXCEPTIONAL ITEMS

An analysis of our results for the three months ended June 2002 and 2003 separating out exceptional items is as follows:

| | THREE MONTHS ENDED 30 JUNE | | | | | |
|-------------------------|----------------------------|-------------------|--------|----------------|-------------------|---------|
| | 2002 | | | 2003 | | |
| | ORDINARY ITEMS | EXCEPTIONAL ITEMS | TOTAL | ORDINARY ITEMS | EXCEPTIONAL ITEMS | TOTAL |
| | ((POUND) IN MILLIONS) | | | | | |
| GROSS PROFIT | 130.4 | - | 130.4 | 144.5 | - | 144.5 |
| Distribution costs | (9.0) | - | (9.0) | (9.3) | - | (9.3) |
| Administrative expenses | (79.7) | (15.0) | (94.7) | (85.5) | (47.3) | (132.8) |
| OPERATING PROFIT (LOSS) | 41.7 | (15.0) | 26.7 | 49.7 | (47.3) | 2.4 |
| Net interest payable | (57.6) | - | (57.6) | (52.9) | (30.0) | (82.9) |
| LOSS BEFORE TAXATION | (15.9) | (15.0) | (30.9) | (3.2) | (77.3) | (80.5) |
| Taxation | (4.0) | 2.3 | (1.7) | (3.1) | 27.8 | 24.7 |
| LOSS FOR THE PERIOD | (19.9) | (12.7) | (32.6) | (6.3) | (49.5) | (55.8) |

</TABLE>

Exceptional administrative expenses in 2003 relate to costs incurred in connection with the initial public offering of our parent company. Of the (pound)47.3 million exceptional administrative expenses, (pound)5.6 million relates to our UK business and (pound)41.7 million to our US business. Exceptional administrative expenses of (pound)15.0 million in 2002 relate to

costs incurred in connection with the withdrawn initial public offering of our parent company. (pound)14.7 million was charged to our UK business and (pound)0.3 million was charged to our US business. The exceptional interest payable in 2003 is the accelerated amortisation of deferred financing fees on our debt due to be repaid in the second quarter. The exceptional tax credits in 2003 and 2002 represent the effective tax on the exceptional items before tax. We do not allocate interest or taxation charges by product or geographic segment.

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<PAGE>

YELL FINANCE B.V. AND SUBSIDIARIES

NOTES TO THE FINANCIAL INFORMATION (CONTINUED)

5. NET DEBT

ANALYSIS OF NET DEBT

<TABLE>

<CAPTION>

| | AT 31 MARCH 2003 | AT 30 JUNE 2003 |
|---|------------------------|-----------------------|
| | ----- | |
| | ((POUND) IN MILLIONS) | |
| | <C> | <C> |
| Long-term loans and other borrowings falling due after more than one year | 2,286.0 | 308.8 |
| Short-term borrowings and long-term loans and other borrowings falling due within one year | 112.8 | 2,117.0 |
| | ----- | |
| Total debt | 2,398.8 | 2,425.8 |
| Cash at bank and in hand | (30.0) | (57.7) |
| | ----- | |
| NET DEBT AT END OF PERIOD | 2,368.8 | 2,368.1 |
| | ===== | |

RECONCILIATION OF MOVEMENT IN NET DEBT

| | CASH LESS BANK OVERDRAFT | DEBT DUE WITHIN ONE TOTAL YEAR EXCLUDING- BANK OVERDRAFT | DEBT DUE AFTER ONE YEAR | NET DEBT |
|--|--------------------------------|---|-------------------------------|-----------|
| | ----- | | | |
| | ((POUND) IN MILLIONS) | | | |
| AT 31 MARCH 2003 | 30.0 | (112.8) | (2,286.0) | (2,368.8) |
| Cash inflow from operating activities less interest and taxation paid and capital expenditures | 29.4 | - | - | 29.4 |
| Cash outflow on acquisitions | (1.4) | - | - | (1.4) |
| Reclassification of long and short term debt | - | (2,031.4) | 2,031.4 | - |
| Interest and amortised fees | - | 8.4 | (60.6) | (52.2) |
| Currency movements | (0.3) | 18.8 | 6.4 | 24.9 |
| | ----- | | | |
| AT 30 JUNE 2003 | 57.7 | (2,117.0) | (308.8) | (2,368.1) |
| | ===== | | | |

</TABLE>

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<PAGE>

YELL FINANCE B.V. AND SUBSIDIARIES

NOTES TO THE FINANCIAL INFORMATION (CONTINUED)

5. NET DEBT (CONTINUED)

On 15 July 2003, our parent company, Yell Group plc, completed raising (pound)433 million (gross proceeds) through a global offer of shares to institutional investors.

A portion of the net proceeds were used to repay approximately (pound)54 million of debt under the senior credit facilities and to redeem up to 35% (approximately (pound)173 million) of the senior notes pursuant to the optional redemption features under the indentures. Additionally, we replaced our remaining senior credit facilities with new senior credit facilities of (pound)664 million and \$596 million and a revolving credit facility of (pound)200 million.

6. DEBTORS

<TABLE>

<CAPTION>

| | AT 31 MARCH 2003 | AT 30 JUNE 2003 |
|--------------------|------------------------|-----------------------|
| | ----- | |
| | (POUND) IN MILLIONS | |
| <S> | <C> | <C> |
| Trade debtors | 412.3 | 354.4 |
| Other debtors | 8.2 | 9.6 |
| Accrued income | 7.6 | 24.4 |
| Prepayments | 10.2 | 13.1 |
| Deferred tax asset | 23.1 | 44.1 |
| | ----- | |
| TOTAL DEBTORS | 461.4 | 445.6 |
| | ===== | |

All amounts above fall due within one year except for the deferred tax asset, which may fall due after more than one year. The increase in the deferred tax asset from 31 March 2003 is a reflection of the tax credits on exceptional items and is expected to be utilised against taxable profits arising in the current financial year.

7. OTHER CREDITORS

| | AT 31 MARCH 2003 | AT 30 JUNE 2003 |
|---|------------------------|-----------------------|
| | ----- | |
| | ((POUND) IN MILLIONS) | |
| Trade creditors | 34.9 | 20.1 |
| Corporation tax | 6.2 | 2.4 |
| Other taxation and social security | 24.7 | 16.2 |
| Other creditors | 5.7 | - |
| Accrued expenses | 90.4 | 135.7 |
| Deferred income | 74.0 | 63.6 |
| | ----- | |
| TOTAL CREDITORS FALLING DUE WITHIN ONE YEAR | 235.9 | 238.0 |
| | ===== | |

</TABLE>

<PAGE>

YELL FINANCE B.V. AND SUBSIDIARIES

NOTES TO THE FINANCIAL INFORMATION (CONTINUED)

8. LOANS AND OTHER BORROWINGS

<TABLE>

<CAPTION>

| | AT 31 MARCH 2003 | AT 30 JUNE 2003 |
|--|------------------------|-----------------------|
| | ((POUND) | IN MILLIONS) |
| <S> | <C> | <C> |
| AMOUNTS FALLING DUE WITHIN ONE YEAR | | |
| Senior credit facilities | 111.8 | 1,110.0 |
| Senior notes: | | |
| Senior sterling notes | - | 87.5 |
| Senior dollar notes | - | 42.4 |
| Senior discount dollar notes | - | 40.8 |
| Subordinated parent company loan | - | 842.6 |
| Net obligations under finance leases | 1.0 | 1.2 |
| TOTAL AMOUNTS FALLING DUE WITHIN ONE YEAR | 112.8 | 2,124.5 |
| Unamortised finance fees | - | (7.5) |
| NET AMOUNTS FALLING DUE WITHIN ONE YEAR | 112.8 | 2,117.0 |
| AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR | | |
| Senior credit facilities | 1,013.7 | - |
| Senior notes: | | |
| Senior sterling notes | 250.0 | 162.5 |
| Senior dollar notes | 126.7 | 78.7 |
| Senior discount dollar notes | 118.2 | 75.2 |
| Subordinated parent company loan | 816.7 | - |
| TOTAL AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR | 2,325.3 | 316.4 |
| Unamortised finance fees | (39.3) | (7.6) |
| NET AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR | 2,286.0 | 308.8 |
| NET LOANS AND OTHER BORROWINGS | 2,398.8 | 2,425.8 |

Also see note 5 for details of the repayment of our senior debt.

9. CHANGES IN EQUITY SHAREHOLDERS' FUNDS (DEFICIT)

| | SHARE CAPITAL | SHARE PREMIUM | PROFIT AND LOSS ACCOUNT | TOTAL |
|--|-----------------------|------------------|----------------------------|---------|
| | ((POUND) IN MILLIONS) | | | |
| BALANCE AT 31 MARCH 2003 | 0.1 | 1.0 | (125.5) | (124.4) |
| Loss for the period | - | - | (55.8) | (55.8) |
| Equity offset in respect of employee share options | - | - | 1.5 | 1.5 |
| Currency movements (a) | - | - | (18.0) | (18.0) |
| BALANCE AT 30 JUNE 2003 | 0.1 | 1.0 | (197.8) | (196.7) |

</TABLE>

(a) The cumulative foreign currency translation adjustment was a (pound)55.7 million loss at 30 June 2003 (31 March 2003 -(pound)37.7 million loss).

<PAGE>

YELL FINANCE B.V. AND SUBSIDIARIES

NOTES TO THE FINANCIAL INFORMATION (CONTINUED)

10. RELATED PARTY TRANSACTIONS

Transaction fees charged to the Yell Group from Apax Partners Managing Entities and affiliates of Hicks, Muse, Tate and Furst Incorporated were (pound)3 million each (\$4.5 million) for the three months ended 30 June 2003. Monitoring fees were (pound)0.7 million for the same period.

<PAGE>

EXHIBIT 99.4

YELL GROUP PLC AND SUBSIDIARIES
APPENDIX

CONSOLIDATED FINANCIAL INFORMATION OF YELL GROUP PLC AND ITS SUBSIDIARIES

We have included certain unaudited consolidated financial information of Yell Group plc and its subsidiaries ("Yell Group plc") as an appendix to the unaudited condensed consolidated financial information of Yell Finance B.V. and its subsidiaries ("Yell Finance B.V."), in order to highlight what Yell Group plc would report under UK GAAP using UK presentational conventions and to satisfy the requirements of Yell Group plc to produce a UK GAAP to US GAAP reconciliation.

The unaudited financial information for Yell Group plc includes:

- o profit and loss accounts for the three month periods ended 30 June 2002 and 2003 in line with presentational conventions in the United Kingdom;
- o cash flow statement for the three month periods ended 30 June 2002 and 2003;
- o balance sheets at 31 March 2003 and 30 June 2003;
- o analysis of net debt at 31 March 2003 and 30 June 2003 and movement in net debt for the three month period ended 30 June 2003;
- o changes in equity shareholders' deficit for the three months ended 30 June 2003;
- o a reconciliation of results between US GAAP and UK GAAP for the three month periods ended 30 June 2002 and 2003 and of equity shareholders' deficit for 31 March 2003 and 30 June 2003.

The following unaudited financial information has been prepared in accordance with generally accepted accounting principles in the United Kingdom ("UK GAAP") and on the basis of the accounting policies set out in the audited combined and consolidated financial statements of Yell Finance B.V. for the year ended 31 March 2003 contained in the Form 20-F filed with the SEC on 1 July 2003.

The following information does not constitute statutory financial statements within the meaning of s240 of the Companies Act 1985.

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<PAGE>

YELL GROUP PLC AND SUBSIDIARIES
CONSOLIDATED PROFIT AND LOSS ACCOUNTS

<TABLE>

<CAPTION>

| (UNAUDITED) | THREE MONTHS ENDED 30 JUNE | |
|---|----------------------------|---------|
| | 2002 | 2003 |
| | ((POUND) IN MILLIONS) | |
| | <C> | <C> |
| GROUP TURNOVER | 248.5 | 262.2 |
| Cost of sales | (118.1) | (117.7) |
| | ----- | ----- |
| GROSS PROFIT | 130.4 | 144.5 |
| Distribution costs | (9.0) | (9.3) |
| ADMINISTRATIVE EXPENSES | | |
| Ordinary items | (79.7) | (85.5) |
| Exceptional items | (15.0) | (47.3) |
| | ----- | ----- |
| | (94.7) | (132.8) |
| | ----- | ----- |
| OPERATING PROFIT | 26.7 | 2.4 |
| NET INTEREST PAYABLE | | |
| Ordinary items | (57.6) | (52.9) |
| Exceptional items | - | (30.0) |
| | ----- | ----- |
| | (57.6) | (82.9) |
| | ----- | ----- |
| LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION | (30.9) | (80.5) |
| TAX ON LOSS ON ORDINARY ACTIVITIES | | |
| Before exceptional items | (4.0) | (3.1) |
| On exceptional items | 2.3 | 27.8 |
| | ----- | ----- |
| | (1.7) | 24.7 |
| | ----- | ----- |
| LOSS FOR THE FINANCIAL PERIOD | (32.6) | (55.8) |
| | ===== | ===== |

STATEMENTS OF TOTAL RECOGNISED GAINS AND LOSSES

| (UNAUDITED) | THREE MONTHS ENDED 30 JUNE | |
|--|----------------------------|--------|
| | 2002 | 2003 |
| | ((POUND) IN MILLIONS) | |
| Loss for the financial period | (32.6) | (55.8) |
| Currency movements | (25.2) | (18.0) |
| | ----- | ----- |
| TOTAL RECOGNISED GAINS AND LOSSES FOR THE FINANCIAL PERIOD | (57.8) | (73.8) |
| | ===== | ===== |

</TABLE>

See notes to the financial information for additional details.

<PAGE>

YELL GROUP PLC AND SUBSIDIARIES

COMBINED AND CONSOLIDATED CASH FLOW STATEMENTS

<TABLE>

<CAPTION>

| (UNAUDITED) | THREE MONTHS ENDED 30 JUNE | |
|---|-------------------------------|--------|
| | 2002 | 2003 |
| | ----- | |
| | ((POUND) IN MILLIONS) | |
| <S> | <C> | <C> |
| NET CASH INFLOW FROM OPERATING ACTIVITIES | 78.8 | 55.1 |
| RETURNS ON INVESTMENTS AND SERVICING OF FINANCE | | |
| Interest paid | (21.3) | (18.8) |
| Finance fees paid | (10.4) | - |
| | ----- | ----- |
| NET CASH OUTFLOW FOR RETURNS ON INVESTMENTS AND SERVICING OF FINANCE | (31.7) | (18.8) |
| | ----- | ----- |
| TAXATION | - | (1.0) |
| CAPITAL EXPENDITURE AND FINANCIAL INVESTMENT | | |
| Purchase of tangible fixed assets | (5.6) | (5.9) |
| | ----- | ----- |
| NET CASH OUTFLOW FOR CAPITAL EXPENDITURE AND FINANCIAL INVESTMENT | (5.6) | (5.9) |
| | ----- | ----- |
| ACQUISITIONS | | |
| Purchase of subsidiary undertakings, net of cash acquired | (423.7) | (1.4) |
| | ----- | ----- |
| NET CASH OUTFLOW FOR ACQUISITIONS | (423.7) | (1.4) |
| | ----- | ----- |
| NET CASH (OUTFLOW) INFLOW BEFORE FINANCING FINANCING | (382.2) | 28.0 |
| Issue of ordinary share capital and capital contributions received | 0.1 | - |
| Expenses of withdrawn initial public offering | (3.9) | - |
| | ----- | ----- |
| New loans issued | 408.7 | - |
| | ----- | ----- |
| NET CASH INFLOW FROM FINANCING | 404.9 | - |
| | ----- | ----- |
| INCREASE IN NET CASH IN THE PERIOD | 22.7 | 28.0 |
| | ===== | ===== |
| Total operating profit | 26.7 | 2.4 |
| Depreciation | 5.3 | 5.7 |
| Goodwill amortisation | 23.6 | 24.6 |
| Increase in stocks | (3.9) | (12.0) |
| Decrease in debtors | 7.6 | 29.7 |
| Increase in creditors | 19.5 | 4.7 |
| | ----- | ----- |
| NET CASH INFLOW FROM OPERATING ACTIVITIES | 78.8 | 55.1 |
| | ===== | ===== |

</TABLE>

See notes to the financial information for additional details.

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<PAGE>

YELL GROUP PLC AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

<TABLE>

<CAPTION>

| | AT 31 MARCH 2003 (AUDITED) | AT 30 JUNE 2003 (UNAUDITED) |
|---|-------------------------------------|--------------------------------------|
| | ((POUND) IN MILLIONS) | |
| <S> | <C> | <C> |
| FIXED ASSETS | | |
| Intangible assets | 1,824.1 | 1,767.1 |
| Tangible assets | 47.1 | 42.4 |
| Investment | 1.9 | 1.6 |
| | ----- | ----- |
| TOTAL FIXED ASSETS | 1,873.1 | 1,811.1 |
| | ----- | ----- |
| CURRENT ASSETS | | |
| Stocks | 145.8 | 152.7 |
| Debtors | 461.4 | 445.6 |
| Cash at bank and in hand | 30.1 | 57.8 |
| | ----- | ----- |
| TOTAL CURRENT ASSETS | 637.3 | 656.1 |
| | ----- | ----- |
| CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR | | |
| Loans and other borrowings | (112.8) | (2,117.0) |
| Other creditors | (235.9) | (238.0) |
| | ----- | ----- |
| TOTAL CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR | (348.7) | (2,355.0) |
| | ----- | ----- |
| NET CURRENT ASSETS (LIABILITIES) | 288.6 | (1,698.9) |
| | ----- | ----- |
| TOTAL ASSETS LESS CURRENT LIABILITIES | 2,161.7 | 112.2 |
| CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR | | |
| Loans and other borrowings | (2,286.0) | (308.8) |
| | ----- | ----- |
| NET LIABILITIES | (124.3) | (196.6) |
| | ===== | ===== |
| EQUITY SHAREHOLDERS' DEFICIT | (124.3) | (196.6) |
| | ===== | ===== |

</TABLE>

See notes to the financial information for additional details.

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<PAGE>

YELL GROUP PLC AND SUBSIDIARIES

NOTES TO THE FINANCIAL INFORMATION

NET DEBT

ANALYSIS OF NET DEBT

<TABLE>

<CAPTION>

| | AT 31 MARCH 2003 | AT 30 JUNE 2003 |
|---|-------------------------|-----------------------|
| | ----- | |
| | ((POUND) IN MILLIONS) | |
| | <C> | <C> |
| Long-term loans and other borrowings falling due after more than one year | 2,286.0 | 308.8 |
| Short-term borrowings and long-term loans and other borrowings falling due within one year | 112.8 | 2,117.0 |
| | ----- | |
| Total debt | 2,398.8 | 2,425.8 |
| Cash at bank and in hand | (30.1) | (57.8) |
| | ----- | |
| NET DEBT AT END OF PERIOD | 2,368.7 | 2,368.0 |
| | ===== | |

RECONCILIATION OF MOVEMENT IN NET DEBT

| | TOTAL CASH LESS BANK OVERDRAFT | DEBT DUE WITHIN ONE YEAR EXCLUDING BANK OVERDRAFT | DEBT DUE AFTER ONE YEAR | NET DEBT |
|--|---|--|-------------------------------|-----------|
| | ----- | | | |
| | ((POUND) IN MILLIONS) | | | |
| AT 31 MARCH 2003 | 30.1 | (112.8) | (2,286.0) | (2,368.7) |
| Cash inflow from operating activities less interest and taxation paid and capital expenditures | 29.4 | - | - | 29.4 |
| Cash outflow on acquisitions | (1.4) | - | - | (1.4) |
| Reclassification of long and short term debt | - | (2,031.4) | 2,031.4 | - |
| Interest and amortised fees | - | 8.4 | (60.6) | (52.2) |
| Currency movements | (0.3) | 18.8 | 6.4 | 24.9 |
| | ----- | | | |
| AT 30 JUNE 2003 | 57.8 | (2,117.0) | (308.8) | (2,368.0) |
| | ===== | | | |

</TABLE>

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<PAGE>

YELL GROUP PLC AND SUBSIDIARIES

NOTES TO THE FINANCIAL INFORMATION (CONTINUED)

CHANGES IN EQUITY SHAREHOLDERS' DEFICIT

<TABLE>

<CAPTION>

| | SHARE CAPITAL | SHARE PREMIUM | OTHER RESERVES | PROFIT AND LOSS ACCOUNT | TOTAL |
|---|---------------------|------------------|-------------------|----------------------------|---------|
| | (POUND) IN MILLIONS | | | | |
| <S> | <C> | <C> | <C> | <C> | <C> |
| BALANCE AT 31 MARCH 2003 | 0.1 | 1.0 | 0.1 | (125.5) | (124.3) |
| Loss for the period | - | - | - | (55.8) | (55.8) |
| Equity offset in respect of employee share options | - | - | - | 1.5 | 1.5 |
| Currency movements | - | - | - | (18.0) | (18.0) |
| BALANCE AT 30 JUNE 2003 | 0.1 | 1.0 | 0.1 | (197.8) | (196.6) |

</TABLE>

(a) The cumulative foreign currency translation adjustment was a (pound)55.7 million loss at 30 June 2003 (31 March 2003 - (pound)37.7 million loss).

On 13 June 2003, the authorised share capital of the Company was increased by (pound)864.5 million by the creation of 1,140,499 C ordinary shares of (pound)758 each. Also on 13 June 2003, 1,140,499 C ordinary shares were issued fully paid. The investment in subsidiaries was revalued and increased by (pound)864.5 million. These adjustments are eliminated on consolidation of the Group figures.

On 9 July 2003 the issued share capital of the Company was reduced by the cancellation of 1,140,499 C ordinary shares of (pound)758 each and the distributable reserves were credited with an amount of (pound)864.5 million.

UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES

Our consolidated financial information is prepared in accordance with accounting principles generally accepted in the United Kingdom ("UK GAAP"), which differ in certain respects from those applicable in the United States ("US GAAP"). Differences result primarily from the different treatment of directories in progress, goodwill and other intangibles, derivative financial instruments, pensions, closure provisions and deferred taxes. Under US GAAP, a portion of the purchase price is allocated, when accounting for acquisitions, to the deferred costs of directories that publish in the months immediately following the acquisition. Under UK GAAP, the deferred costs, which represent the value of selling efforts not yet realised, are valued at the lower of historical cost and net realisable value. The purchase price allocation under US GAAP increases the value of the selling effort to its fair value and, accordingly, profits in the period immediately following an acquisition would be significantly lower under US GAAP than under UK GAAP. Further, under US GAAP, a portion of the purchase price would be allocated to other intangible assets such as acquired customer relationships and brand names, which are amortised over a different life than the goodwill recorded under UK GAAP and establishing associated deferred taxes.

Adjustments relating to employee incentive plans and amortisation of deferred financing costs arise as a result of the definition of an adjusting post balance sheet event under UK and US GAAP. Under UK GAAP, these costs are recognised in the quarter as a result of our global offer, which we completed on 15 July 2003. Under US GAAP these costs will be recognised in the second quarter.

<PAGE>

YELL GROUP PLC AND SUBSIDIARIES

NOTES TO THE FINANCIAL INFORMATION (CONTINUED)

UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (CONTINUED)

The following information summarises estimated adjustments, gross of their tax effect, which reconcile net loss and shareholders' deficit from that reported under UK GAAP to that which would have been recorded had US GAAP been applied.

NET LOSS

<TABLE>

<CAPTION>

THREE MONTHS ENDED 30 JUNE

| | 2002 | 2003 |
|---|-----------------------|------------|
| | ((POUND) IN MILLIONS) | |
| <S> Loss for the financial period under UK GAAP | <C> (32.6) | <C> (55.8) |
| Adjustment for: | | |
| Directories in progress | | |
| -Deferred costs | (13.1) | (11.1) |
| -Acquisition accounting(a) | (24.1) | - |
| Pensions | (0.7) | (2.3) |
| Goodwill | 23.6 | 24.6 |
| Other intangible assets | (29.4) | (22.6) |
| Derivative financial instruments | (4.6) | 4.0 |
| Closure provisions | - | (1.0) |
| Employee incentive plans | - | 45.7 |
| Amortisation of deferred financing costs | - | 30.0 |
| Deferred taxation | 18.8 | (22.1) |
| NET LOSS AS ADJUSTED FOR US GAAP | (62.1) | (10.6) |

(a) Represents certain adjustments that arose as a result of acquisitions.

SHAREHOLDERS' DEFICIT

| | AT 31 MARCH 2003 | AT 30 JUNE 2003 |
|---|------------------------|-----------------------|
| | ((POUND) IN MILLIONS) | |
| Shareholders' deficit under UK GAAP | (124.3) | (196.6) |
| Adjustment for: | | |
| Directories in progress | (92.6) | (105.5) |
| Pensions | 7.7 | 5.4 |
| Additional minimum pension liability | (35.8) | (35.8) |
| Goodwill | (646.7) | (615.2) |
| Other intangible assets | 842.0 | 809.3 |
| Derivative financial instruments | (24.9) | (20.9) |
| Closure provisions | 2.9 | 1.9 |
| Employee incentive plans | - | 45.7 |
| Amortisation of deferred financing costs | - | 30.0 |
| Deferred taxation | (223.9) | (246.1) |
| SHAREHOLDERS' DEFICIT AS ADJUSTED FOR US GAAP | (295.6) | (327.8) |

</TABLE>

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: August 28, 2003

YELL FINANCE B.V.
(Registrant)

By: /s/ John Davis

Name: John Davis

Title: Chief Financial Officer