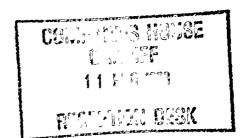


#### DIRECTORS' REPORT AND ACCOUNTS

#### HODDER & STOUGHTON LIMITED

30 JUNE 1992





Registered No: 651692

**II ERNST & YOUNG** 

Directors: P. J. Attenborough, Chairman

M. F. Attenborough T. G. J. Biggs-Davison

A. M. Brown H. S. Hughes E. Major B. M. Steven R. Stileman P. Wright

#### DIRECTORS' REPORT

The directors submit their report and the audited accounts for the year ended 30 June 1992.

#### PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the company during the year was that of book publishers. The results for the year show an improved gross profit margin and a reduction in indirect costs. However turnover remains depressed due to weak home and overseas markets.

There was a net loss on ordinary activities, before taxation, of £1,837,597 for the year ended 30 June 1992 compared with a loss of £2,977,015 for the 15 month period ended 30 June 1991.

#### PROFIT AND DIVIDENDS

The loss for the year, after taxation, was £1,309,247 and was deducted from reserves. The directors recommend that no dividends should be paid for the year.

#### DIRECTORS AND THEIR INTERESTS IN SHARES

The names of the present directors of the company are given at the head of this report.

As all the director of this company are also directors of Hodder & Stoughton Holdings Limited, this company's holding company, their interests are not required to be recorded in this company's register of directors' interests.

## EQUAL OPPORTUNITIES, TRAINING AND DISABLED PERSONS

The company policy and practice is to be an "equal opportunities employer" and all staff are appointed without regard to sex, colour or creed. It is also the company's policy to employ, to the best of its ability and within the opportunities available, people with disabilities. The policy for training is a commitment to improving job performance, increasing skills and encouraging self development. Career development and promotion are applied equally in respect of disabled and other employees. In the event of an existing employee becoming disabled, the company will make every effort to continue his or her employment and to arrange for appropriate training.

## DIRECTORS' REPORT (continued)

#### EMPLOYEE INVOLVEMENT

The company is committed to involve all employees in the performance and development of the company. Employees are encouraged to discuss with management matters of interest to the employee and subjects affecting day to day operations of the company.

Discussions take place regularly with the trades unions representing the company's employees on a wide range of issued.

#### **AUDITORS**

Ernst & Young have expressed their willingness to continue in office as auditors and a resolution proposing their re-appointment will be submitted at the annual general meeting.

By order of the Board,

Secretary

1266

Registered office:

Mill Road, Dunton Green, Sevenoaks, Kent, TN13 2YA

18 September 1992

# REPORT OF THE AUDITORS TO THE MEMBERS OF HODDER & STOUGHTON LIMITED

We have audited the accounts on pages 4 to 16 in accordance with Auditing Standards.

In our opinion the accounts give a true and fair view of the state of affairs of the company at 30 June 1992 and of the loss of the company for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Chartered Accountants

Registered Auditor

London

18 September 1992

## HODDER & STOUGHTON LIMITED PROFIT & LOSS ACCOUNT FOR THE VEAR ENDED 30 JUNE 1992

| FOR THE YEAR ENDED 30 JUNE                        | 199             | 2           | Year<br>ended                          |              | 15 month<br>Period<br>ended     |
|---|-----------------|-------------|--|--------------|---------------------------------|
|   | Note            | £           | 30 June 1992<br>£                      | £            | 30 June 1991<br>£<br>40,667,949 |
| TURNOVER  | 2               |             | 33,333,651                             |              | 40,007,247                      |
| NET OPERATING EXPENSES                            |                 |             |  |              |                                 |
| Raw materials                                     |                 | 2,119,248   |  | 3,295,601    |                                 |
| Other external charges                            |                 | 17,267,662  |  | 24,333,615   |                                 |
| Decrease/(Increase) in stock and work in progress |                 | 667,941     |  | (982,710)    | )                               |
|   |                 | 20,054,851  |  | 26,646,506   |                                 |
| Staff costs                                       | 3               | 6,506,029   |  | 8,863,506    |                                 |
| Depreciation of fixed assets                      |                 | 677,410     |  | 851,394      |                                 |
| Other operating charges                           | 4               |             |  |              |                                 |
| Group   |                 | 1,968,409   |  | 2,637,143    |                                 |
| External  |                 | 8,206,028   |  | 10,054,933   |                                 |
|   |                 | 37,412,727  |  | 49,053,482   |                                 |
| Less: Other operating income                      |                 | (2,665.000) |  | (4,512,750   | •                               |
| Group External sources                            |                 | (528,288)   |  | (658,076     |                                 |
| )2Alcinal sources                                 |                 | (220,200)   |  | (1,5,0,0,1,0 | •                               |
|   |                 |             | 34,219,439                             |              | 43,882,656                      |
|   |                 | •           | (885,788)                              |              | (3,214,797)                     |
| INVESTMENT INCOME                                 |                 |             |  |              |                                 |
| Dividends from subsidiary                         |                 |             |  |              |                                 |
| undertakings                                      |                 |             |  | 4,310,000    |                                 |
| Interest receivable                               |                 | 53,050      |  | 30,593       |                                 |
|   |                 |             | 53,050                                 | <del></del>  | 4,340,593                       |
|   |                 |             | (832,738)                              |              | 1,125,886                       |
| INTEREST PAYABLE                                  | 5               |             | 1,004,859                              |              | 2,247,339                       |
| HAIDKEN I VIIIDED                                 | •               |             |  |              |                                 |
|   |                 |             | (1,837,597)                            |              | (1,121,453)                     |
| EXCEPTIONAL ITEMS                                 | 6               |             | -                                      |              | 1,855,562                       |
|   |                 |             |  |              |                                 |
| (LOSS) ON ORDINARY                                | 7/9 <b>3</b> .7 |             | (1,837,597)                            |              | (2,977,015)                     |
| ACTIVITIES BEFORE TAXAT                           | IUN<br>7        |             | (528,350)                              |              | (976,257)                       |
| TAXATION  | ,               |             | (4)20121217                            |              |                                 |
|   |                 |             | (1,309,247)                            |              | (2,000,758)                     |
| EXTRAORDINARY ITEMS                               | 8               |             | •                                      |              | 153,219                         |
|   |                 |             |  |              |                                 |
| (LOSS) FOR THE YEAR.                              |                 |             | 11 000 0 174                           |              | /0 1 <i>5</i> 0 000 c           |
| TRANSFERRED TO RESERVES                           | 19              |             | (1,309,247)                            |              | (2,153,977)                     |
|   |                 |             | ······································ |              | <del></del>                     |

| BALANCE SHEET - 30 JUNE        | 1992 |             |                     |            |              |
|--------------------------------|------|-------------|---------------------|------------|--------------|
|                                |      |             | 30 June 199         |            | 30 June 1991 |
|                                | Note | £           | £                   | £          | £            |
| FIXED ASSETS                   |      |             |                     |            |              |
| Intangible fixed assets        | 9    |             | -                   |            | 341,139      |
| Tangible fixed assets          | 10   |             | 1,901,369           |            | 2,226,986    |
| Investments                    | 11   |             | 7,439,253           |            | 8,765,374    |
|                                |      |             | 9,340,622           |            | 11,333,499   |
| CURRENT ASSETS                 |      |             | 2,040,022           |            | 11,333,429   |
| Stock and work in progress     | 12   | 8,487,698   |                     | 9,155,639  |              |
| Royalty advances               |      | 3,538,264   |                     | 3,948,592  |              |
| Debtors                        | 13   | 15,305,125  |                     | 17,964,103 |              |
| Cash at bank and in hand       | 14   | 67,652      |                     | 56,777     |              |
|                                | . ,  |             |                     |            |              |
|                                |      | 27,398,739  |                     | 31,125,111 |              |
| CREDITORS - Amounts due        |      |             |                     |            |              |
| within one year                | 15   | 25,901,401  |                     | 29,130,131 |              |
| NET CURRENT ASSETS             |      |             | 1,497,338           |            | 1,994,980    |
|                                |      |             |                     |            |              |
| TOTAL ASSETS LESS              |      |             | 10.000.040          |            | 10.000 400   |
| CURRENT LIABILITIES            |      |             | 10,837,960          |            | 13,328,479   |
| CREDITORS - Amounts due        |      |             |                     |            |              |
| after more than one year       |      |             |                     |            |              |
| Parent company                 |      | 1,030,992   |                     | 2,432,576  |              |
| Subsidiary undertakings        |      | 4,407,326   |                     | 3,926,477  |              |
| Fellow subsidiary undertakings |      | 5,005,789   |                     | 4,672,463  |              |
| Other creditors                | 16   | 14,132      |                     | 223,101    |              |
|                                |      |             |                     |            |              |
|                                |      | 10,458,239  |                     | 11,254,617 |              |
| PROVISION FOR LIABILITIE       | is . |             |                     |            |              |
| AND CHARGES                    |      |             |                     |            |              |
| Deferred taxation              | 17   | 429,133     |                     | 814,027    |              |
|                                |      | <del></del> | 10,887,372          |            | 12,068,644   |
|                                |      |             | (49,412)            |            | 1,259,835    |
| CAPITAL AND RESERVES           |      |             |                     |            |              |
|                                | 18   |             | 25,000              |            | 25,000       |
| Called-up share capital        | 19   |             | 23,000<br>( 74,412) |            |              |
| Profit and loss account        | 1.3  |             | (74,412)            |            | 1,234,835    |

The accounts were approved by the board on 18 September 1992

Director

(49,412)

1,259,835

#### 1. ACCOUNTING POLICIES

(a) The accounts have been prepared under the going concern concept following a commitment by the parent company to provide adequate funds for the company to meet its liabilities as they fall due.

#### (b) Accounting convention

The accounts are prepared under the historical cost convention and in accordance with applicable accounting standards.

#### Depreciation of fixed assets

Fixed assets are depreciated by reference to their expected useful lives at the following annual rates:

Motor vehicles - 25% on cost

Computer equipment - 14% to 20% on cost Other tangible fixed assets - 10% to 20% on cost

Intangible fixed assets - 2.5% on cost

#### Turnover

Turnover includes sales of publications and company share of royalty income from subsidiary rights, exclusive of value added tax.

#### Stock and work in progress

Stock and work in progress is valued at the lower of cost and estimated net realisable value after making due allowance for any obsolete or slow-moving items.

#### Deferred taxation

Provision is made for deferred taxation, using the liability method, on all timing differences to the extent that it is probable that the liability will crystallise.

#### Foreign currencies

Assets and liabilities in foreign currencies have been translated imo sterling at rates of exchange ruling at the balance sheet date. Transactions during the year have been translated at rates ruling at the time. Translation differences are included in net operating expenses. Unrealised gains and losses are shown as movements on reserves.

#### Leasing

Certain leasing agreements (finance leases) entered into by the company give rights approximating to ownership. All other leasing agreements are operating leases.

Assets acquired under finance leases are capitalised at their fair value, together with the corresponding obligation for lease rentals. Interest costs are charged to the profit and loss account over the life of the lease on a reducing balance basis. Operating lease rental costs are charged against operating profit as incurred.

#### 1. ACCOUNTING POLICIES (continued)

Fixed asset investments.

Fixed asset investments represent shares in subsidiaries at cost less any write down and loans to group companies at cost.

Pension scheme costs

#### (i) Defined benefit scheme

With effect from 1 April 1989 pension costs are calculated in accordance with the requirements of Statement of Standard Accounting Practice No. 24 (SSAP 24) to reflect the regular pension cost required to make full provision for defined benefits over the anticipated service lives of employees. The charge in the accounts is reduced by notional interest on the fund surplus. The cost is assessed by a qualified actuary on the assumptions detailed in the Pension Scheme note to the Hodder & Stoughton Holdings Limited group accounts.

#### (ii) Defined contribution schemes

The contributions payable in the year are charged to profit and loss account.

#### 2. TURNOVER

|    | The geographical analysis of turnover was as follows:                                 | Year<br>ended<br>30 June 1992<br>£ | 15 month<br>Period<br>ended<br>30 June 1991<br>£ |
|----|---|------------------------------------|--|
|    | United Kingdom  | 26,375,694                         | 33,001,045                                       |
|    | Overseas  | 6,957,957                          | 7,666,904  |
|    |   | 33,333,651                         | 40,667,949                                       |
| 3  | DIRECTORS AND OTHER EMPLOYEES   | ****                               | <del></del>                                      |
| 2, |   |                                    | 15 month   |
|    |   | Year                               | Period   |
|    |   | ended                              | ended  |
|    |   | 30 June 1992<br>Number             | 30 June 1991<br>Number                           |
|    | The average number of persons employed by the company during the year was as follows: |                                    |  |
|    | Editorial and production  | 100                                | 124  |
|    | Distribution  | 83                                 | 99   |
|    | Selling   | 98                                 | 128  |
|    | Administration  | 92                                 | 106  |
|    |   | 373                                | 457  |
|    |   |                                    | THE SE 164                                       |

|  | RECTOR   | S ANI              | OTHER EMPLOYEES (  | (continued) Year ended 30 June 1992 £              | 15 month<br>Period<br>ended<br>30 June 19<br>£ |
|--|--|--------------------|--|--|--|
| Sta                                      | aff costs in   | clude              | the following:   | ~  | ~  |
|  | ages & sal   |                    |  | 5,968,434  | 8,423,511                                      |
|  | cial securi  | -                  |  | 538,559  | 705,263  |
| Otl                                      | her pensio   | n cost             | S  | (964)  | (265,268                                       |
|  |  |                    |  | 6,506,029  | 8,863,506                                      |
| Dir                                      | rectors' en  | ıolum              | ents   | <del>PO-V-PO-V-PO-V-PO-V-PO-V-PO-V-PO-V-PO-V</del> |  |
| Fo                                       | r service a  | is exec            | cutives  | 583,000  | 566,205  |
| Co                                       | mpensatio  | on for             | loss of office   | •  | 300,000  |
|  |  |                    |  |  |  |
| <b></b>                                  |  |                    |  | Number   | Number   |
| cor                                      | ntributions  | s, of a            | oluments, excluding pensic<br>Il the directors who served<br>ne following brackets:  | n  | Number   |
| the                                      | ntributions  | s, of a            | Il the directors who served<br>ne following brackets:  | n  | Number<br>1                                    |
| the                                      | ntributions<br>year fell   | s, of a<br>into tl | Il the directors who served<br>ne following brackets:  | on<br>during                                       |  |
| the<br>£                                 | ntributions<br>e year fell :<br>10,001   | s, of a<br>into th | Il the directors who served the following brackets:  £ 15,000 £ 20,000   | on<br>during                                       | 1  |
| the<br>£<br>£                            | ntributions<br>year fell<br>10,001<br>15,001   | s, of a<br>into th | Il the directors who served the following brackets:  £ 15,000 £ 20,000 £ 25,000 £ 50,000   | on<br>during<br>-<br>-<br>-<br>1                   | 1<br>1   |
| the<br>£<br>£<br>£                       | ntributions<br>2 year fell<br>10,001<br>15,001<br>20,001   | s, of a<br>into th | Il the directors who served the following brackets:  £ 15,000 £ 20,000 £ 25,000 £ 50,000   | on<br>during<br><br>                               | 1<br>1<br>!                                    |
| the £ £ £ £                              | ntributions<br>2 year fell<br>10,001<br>15,001<br>20,001<br>45,001   | s, of a<br>into th | If the directors who served the following brackets:  £ 15,000 £ 20,000 £ 25,000 £ 55,000   | on<br>during<br>-<br>-<br>-<br>1                   | 1<br>1<br>!                                    |
| the £ £ £ £ £                            | ntributions<br>2 year fell:<br>10,001<br>15,001<br>20,001<br>45,001<br>50,001                              | s, of a            | II the directors who served the following brackets:  £ 15,000 £ 20,000 £ 25,000 £ 55,000 £ 55,000 £ 60,000 £ 65,000                            | on<br>during                                       | 1 1 1  |
| the £ £ £ £ £                            | ntributions<br>2 year fell<br>10,001<br>15,001<br>20,001<br>45,001<br>50,001<br>55,001                     | s, of a into the   | If the directors who served the following brackets:  £ 15,000 £ 20,000 £ 25,000 £ 50,000 £ 60,000 £ 65,000 £ 70,000                            | on<br>during                                       | 1<br>1<br>1                                    |
| the £ £ £ £ £ £ £                        | ntributions<br>year fell<br>10,001<br>15,001<br>20,001<br>45,001<br>50,001<br>60,001<br>65,001<br>70,001   | s, of a into the   | II the directors who served the following brackets:  £ 15,000 £ 20,000 £ 25,000 £ 55,000 £ 56,000 £ 65,000 £ 70,000 £ 75,000                   | on<br>during                                       | 1        |
| the £ £ £ £ £ £ £                        | 10,001<br>15,001<br>20,001<br>20,001<br>45,001<br>50,001<br>60,001<br>65,001                               | s, of a into the   | If the directors who served the following brackets:  £ 15,000 £ 20,000 £ 25,000 £ 50,000 £ 55,000 £ 65,000 £ 70,000 £ 75,000 £ 80,000          | on<br>during                                       | 1<br>1<br>1<br>1                               |
| the ££££££££££££££££££££££££££££££££££££ | ntributions<br>year fell<br>10,001<br>15,001<br>20,001<br>45,001<br>50,001<br>60,001<br>65,001<br>70,001   | s, of a into the   | If the directors who served the following brackets:  £ 15,000 £ 20,000 £ 25,000 £ 55,000 £ 60,000 £ 65,000 £ 75,000 £ 75,000 £ 80,000 £ 80,000 | on<br>during                                       | 1<br>1<br>1<br>1                               |
| eon the £ £ £ £ £ £ £ £ £ £              | ntributions<br>2 year fell<br>10,001<br>15,001<br>20,001<br>45,001<br>50,001<br>60,001<br>65,001<br>70,001 | s, of a into the   | If the directors who served the following brackets:  £ 15,000 £ 20,000 £ 25,000 £ 50,000 £ 60,000 £ 65,000 £ 75,000 £ 75,000 £ 80,000          | on<br>during                                       | 1 1 - 1 1 1 - 1                                |

The emoluments of the chairman, who was also the highest paid director, amounted to £82,245 for the year (fifteen months to 30 June 1991 - £95,450).

|    |   | Year<br>ended     | Period<br>ended   |
|----|---|-------------------|-------------------|
|    |   | 30 June 1992<br>£ | 30 June 1991<br>£ |
| 4. | OTHER OPERATING CHARGES                       |                   |                   |
|    | These include the following items:            |                   |                   |
|    | Auditors' remuneration                        | 79,250            | 65,740            |
|    | Hire of plant and machinery                   | 45,015            | 97,730            |
|    | Operating lease charges - plant and machinery | 366,072           | 498,438           |
|    | Operating lease charges - land and buildings  | 286,413           | 170,066           |

| NO | (FS T4) THE ACCOUNTS = 30 JUNE 1992   | Year<br>ended<br>30 June 1992<br>£ | 15 month<br>Period<br>ended<br>30 June 1991<br>£ |
|----|---|------------------------------------|--|
| 5. | INTEREST PAYABLE  |                                    |  |
|    | Bank and other loans wholly repayable within five years Finance lease charges                                       | 962,383<br>42,476                  | 2,166,821<br>20,518                              |
|    |   | 1,004,659                          | 2,247,339  |
|    |   | Year<br>ended<br>30 June 1992<br>£ | 15 month Period ended 30 June 1991 £             |
| 6. | EXCEPTIONAL ITEMS   |                                    |  |
|    | Reorganisation and other related costs  | -                                  | 1.855,562  |
|    |   | Year<br>ended<br>30 June 1992<br>£ | 15 month<br>Period<br>ended<br>30 June 1991<br>£ |
| 7. | TAXATION  |                                    |  |
|    | Group tax relief receivable at 33% (1991-33.8%) Prior year Group relief adjustment Tax on franked investment income | (395,519)<br>252,063               | (523,470)<br>-<br>1,077,500                      |
|    | Tax credits refundable on franked investment income   | -                                  | (1,077,500)                                      |
|    | Over provision for corporation tax in previous years  | -                                  | (14)   |
|    | UK deferred taxation (see note 17)  Charge for the year   | (36,782)                           | (380,042)  |
|    | Charge for prior period  Adjustment resulting from change in tax rate   | (348,112)                          | (72,731)   |
|    |   | (528,350)                          | (976,257)  |

Taxation losses available for offset against future trading profits of the company amounted to approximately £2,265,000.

|    |   | Year<br>ended<br>30 June 1992<br>£ | 15 month Period ended 30 June 1991 £ |
|----|---|------------------------------------|--------------------------------------|
| 8. | EXTRAORDINARY ITEMS   |                                    |                                      |
|    | Corporate development costs net of tax relief of £nil                         | -                                  | 313,155                              |
|    | Gain on disposal of English Language Teaching list less tax charge of £82,392 | ~                                  | (159,936)                            |
|    |   |                                    | 163.010                              |
|    |   | •                                  | 153.219                              |
| 9. | INTANGIBLE FIXED ASSETS   |                                    |                                      |
|    | Publishing rights acquired from subsidiary undertakings Cost                  |                                    | £                                    |
|    | At 1 July 1991<br>Additions   |                                    | 361,472<br>-                         |
|    | At 30 June 1992   |                                    | 361.472                              |
|    | Amounts written off At 1 July 1991  |                                    | (20,333)                             |
|    | Written off during the year   |                                    | (341,139)                            |
|    | At 30 June 1992   |                                    | (361,472)                            |
|    | Net Book value:<br>At 30 June 1992  |                                    |                                      |
|    | The in sume 1994  |                                    |                                      |
|    | At 30 June 1991   |                                    | 341,139                              |
|    |   |                                    |                                      |

|     |  | Short lease<br>improven | hold<br>nents (I<br>£ | Plant and equi<br>ourchased)<br>£ | epment<br>(leased)<br>£ | Total<br>£                        |
|-----|--|-------------------------|-----------------------|-----------------------------------|-------------------------|-----------------------------------|
| 10. | TANGIBLE FIXED AS  | SSETS                   |                       |                                   |                         |                                   |
|     | Cost:<br>At 1 July 1991<br>Additions<br>Disposals          |                         | 9,957                 | 3,317,918<br>422,874<br>(247,107) | 1,037,104               | 4,364,979<br>422,874<br>(247,107) |
|     | At 30 June 1992  | ****                    | 9,957                 | 3,493,685                         | 1,037,104               | 4,54(),746<br>======              |
|     | Depreciation: At 1 July 1991 Charge for the gear Disposals |                         | 2,356<br>760          | 1,787,730<br>500,864<br>(176,026) | 347,907<br>175.786      | 2,137,993<br>677,410<br>(176,026) |
|     | At 30 June 1992  |                         | 3,1 6                 | 2.112.568                         | 523,693                 | 2,639,377                         |
|     | Net book value:<br>At 30 June 1992                         | S                       | 6,841                 | 1,381,117                         | 513,411<br>======       | 1,901,369                         |
|     | At 30 June 1991  |                         | 7,601                 |                                   | 689,197<br>======       | 2,226,986<br>======               |

Plant and equipment comprises plant, mechinery, motor vehicles, furniture and fittings,

|     |                     | Shares in<br>subsidiary<br>undertakings<br>£ | Loans to fellow subsidiary undertakings £ | Total<br>£  |
|-----|---------------------|--|---|-------------|
| 11. | FIXED ASSET INVESTM | ENTS   |   |             |
|     | Cost:               |  | 000                                       |             |
|     | At 1 July 1991      | 3,079,494                                    | 5,685,880                                 | 8,765,374   |
|     | Disposals           | -  | (1,326,121)                               | (1,326,121) |
|     |                     |  |   |             |
|     | At 30 June 1992     | 3,079,494                                    | 4,359,759                                 | 7,439,253   |
|     |                     | G-12-12-12-12-12-12-12-12-12-12-12-12-12-    |   |             |

The subsidiary undertakings are wholly owned and directly held. Their share capitals consist of ordinary shares. Their activities are as follows:

|                                     | Country of incorporation |
|-------------------------------------|--------------------------|
| Book Publishers                     | -                        |
| New English Library Ltd             | Great Britain            |
| Property holding company            |                          |
| Hodder & Stoughton Dunton Green Ltd | Great Britain            |
| Non-trading                         |                          |
| Charles Griffin & Co Ltd            | Great Britain            |
| Diadem Books Ltd                    | Great Britain            |

Group accounts are not submitted as the company is a wholly owned subsidiary of Hodder & Stoughton Holdings Limited. In the opinion of the directors the value of the company's investments is not less than the amount at which they are included in the balance sheet.

|     |   | 30 June<br>1992<br>£              | 30 June<br>1991<br>£              |
|-----|---|-----------------------------------|-----------------------------------|
| 12. | STOCK AND WORK IN PROGRESS                                  |                                   |                                   |
|     | Raw materials - paper<br>Work in progress<br>Printed stocks | 759,510<br>1,542,742<br>6,185,446 | 842,682<br>1,464,990<br>6,847,967 |
|     |   | 8,487,698                         | 9,155,639                         |
|     |   | ,                                 |                                   |

|     |  | 30 June<br>1992   | 30 June<br>1991  |
|-----|--|---|--|
| 13. | DEBTORS  | £   | £  |
|     | Trade debtors Fellow subsidiary undertakings Prepayments and accrued income Pensions prepayment Taxation recoverable | 8,268,145<br>1,557,354<br>590,542<br>3,377,000<br>702,802 | 9,415,918<br>1,371,218<br>442,159<br>3,416,000<br>1,727,718<br>1,591,090 |
|     | Other debtors  | 809,282   | 1,391,090  |
|     |  | 15,305,125  | 17,964,103   |
|     |  | 30 June<br>1992<br>£                                      | 30 June<br>1991<br>£   |
| 14. | CASH AT BANK AND IN HAND   |   |  |
|     | At short-term deposit<br>At bank and in hand   | 25,940<br>41,712  | 32,248<br>24,529   |
|     |  | 67,652  | 56,777   |
|     |  | 30 June<br>1992<br>£                                      | 30 June<br>1991<br>£   |
| 15. | CREDITORS - amounts due within one year  | L   | 2  |
|     | Bank borrowings:   |   |  |
|     | Loans - secured (see note 20)  Overdrafts - secured (see note 20)  | 5,417,226   | 4,000,000<br>10,545,363  |
|     |  | 5,417,226   | 14,545,363   |
|     | Trade creditors Subsidiary undertakings  | 7,908,437<br>11,875,923                                   | 12,073,149<br>1,276,589  |
|     | Corporation tax Other taxation and social security Accruals and deferred income Other creditors                      | 219,758<br>269,582<br>270,475                             | 300,739<br>618,793<br>315,498  |
|     |  | 25,901,40!  | 29,130,131   |
|     |  |   |  |

|     |  | 30 June<br>1992<br>£ | 30 June<br>1991<br>£  |
|-----|--|----------------------|-----------------------|
| 16. | LEASING COMMITMENTS  | L                    | L                     |
|     | The company has entered into leasing commitments as follows:   |                      |                       |
|     | Finance leases - plant and machinery   |                      |                       |
|     | Amounts payable: Not later than one year Later than one year and not later than five years Later than five years | 227,752<br>14,132    | 219,692<br>223,101    |
|     |  | 241,884              | 442,793               |
|     | The above amounts are included in other creditors.   |                      | <u> </u>              |
|     | Orarating leases   |                      |                       |
|     | Payments due within one year of the balance sheet date in respect of:  |                      |                       |
|     | Land and buildings leases:<br>Expiring after five years  | 521,413              | 524,413               |
|     | Plant and machinery leases: Expiring within one year Expiring in one to five years Expiring after five years     | 88,205<br>272,433    | 83,565<br>206,927     |
|     |  | 360,638              | 290,492               |
| 17. | DEFERRED TAXATION  |                      | £                     |
|     | Balance at 1 July 1991   |                      | 814,027               |
|     | Transfer to profit and loss account (see note 7) Current year Prior period                                       |                      | (36,782)<br>(348,112) |
|     | Balance at 30 June 1992  |                      | 429,133               |

| 17. | DEFERRED TAXATION (continued)                                     | 30 June<br>1992<br>£             | 30 June<br>1991<br>£             |  |  |  |
|-----|---|----------------------------------|----------------------------------|--|--|--|
|     | The balance comprises taxation deferred by virtue of              | of:                              |                                  |  |  |  |
|     | Capital allowances Short-term timing differences Pensions         | 35,406<br>(720,683)<br>1,114,410 | 68,385<br>(381,638)<br>1,127,280 |  |  |  |
|     |   | 429,133                          | 814,027                          |  |  |  |
|     | The amounts for which no provision has been made comprise:        |                                  |                                  |  |  |  |
|     | Capital gain on sale of property and further acquisition of asses | 12,207                           | 8,284                            |  |  |  |
|     |   | 12,207                           | 8,284                            |  |  |  |
|     |   | 30 June<br>1992<br>£             | 30 June<br>1991<br>£             |  |  |  |
| 18. | CALLED-UP SHARE CAPITAL   | ~                                |                                  |  |  |  |
|     | Authorised, allotted and fully paid:                              |                                  |                                  |  |  |  |
|     | 25,0(%) ordinary shrees of £1 each                                | <b>25,000</b>                    | 25,000                           |  |  |  |
| 19. | PROFIT AND LOSS ACCOUNT   |                                  | £                                |  |  |  |
|     | Balance at 1 July 1991  |                                  | 1,234,835                        |  |  |  |
|     | Retained (loss) for the year (see page 4)                         |                                  | (1,309,247)                      |  |  |  |
|     | Balance at 30 June 1992   |                                  | (74,412)                         |  |  |  |

#### 20. CHARGES ON ASSETS

The 8.5% mortgage debenture of the parent uncertaking is partly secured by a floating charge on the assets of this company. The bank borrowing facilities of this company and other group undertakings were secured by a second fixed and floating charge on the assets of this company.

#### 21. FUTURE CAPITAL EXPENDITURE

There was no authorised capital expenditure at 30 June 1992.

#### 22. CONTINGENT LIABILITIES

An unlimited multilateral guarantee has been given by Hodder & Stoughton Limited and other great and other gre

In respect of Hodder & Stoughton Limited, the contingent liability under this guarantee at 30 June 1992 amounted to £5,417,226 (1991 - £1,500,000).

#### 23. ULTIMATE PARENT COMPANY

The directors regard Hodder & Stoughton Holdings Limited, incorporated in Great Britain, as the company's ultimate parent undertaking.

Hodder & Stoughton Limited was included in the group accounts prepared by Hodder & Stoughton Holdings Limited. These accounts may be obtained from Companies House, 55 City Road, London EC1Y 1BB.

THE FOLLOWING STATEMENTS DO NOT FORM PART OF THE AUDITED STATUTORY ACCOUNTS OF THE COMPANY

## TRADING ACCOUNT FOR THE YEAR ENDED 30 JUNE 1992 (Unaudited)

|                                      | £          | Year<br>ended<br>30 June 1992<br>£ | £                              | 15 month<br>Period<br>ended<br>30 June 1991<br>£ |
|--------------------------------------|------------|------------------------------------|--------------------------------|--|
| SALES                                |            | 32,784,011                         |                                | 39,954,908                                       |
| Less: COST OF SALES                  |            |                                    |                                |  |
| Opening stock                        | 9,155,639  |                                    | 8,426,724                      |  |
| Purchases and direct expenditure     | 12,898,543 |                                    | 19,651,434                     |  |
|                                      | 22,054,182 |                                    | 28,078,158                     |  |
| Less: Closing stock                  | 8,487,698  |                                    | 9,155,639                      |  |
|                                      | 13,566,484 |                                    | 18,922,519                     |  |
| Royalties                            | 6,488,367  |                                    | 7.723,987                      |  |
|                                      |            | 20,054,851                         |                                | 26,646,506                                       |
| GROSS PROFIT                         |            | 12,729,160                         |                                | 13,308,402                                       |
| Add: OTHER INCOME                    |            |                                    |                                |  |
| Subsidiary rights (net)              | 549,640    | )                                  | 713,041                        |  |
| Finance income                       | 75,858     | <b>;</b>                           | 63,646                         |  |
| Sundry income                        | 209,694    | ļ                                  | 370,420                        |  |
| Group dividends                      |            | •                                  | 4,310,000                      |  |
|                                      |            | 835,192                            | AND THE PERSON NAMED IN COLUMN | 5,457,107  |
| PROFIT CARRIED FORWARD (See page 18, |            | 13,564,352                         |                                | 18,765,509                                       |

## DETAILED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 JUNE 1992 (Unaudited)

| FOR THE YEAR ENDED 30 JUN                                       | i. 1992 - (Onauc         | mea)                               |                    |                                      |
|---|--------------------------|------------------------------------|--------------------|--------------------------------------|
| PROFIT BROUGHT  | £                        | Year<br>ended<br>30 June 1992<br>£ | £                  | 15 month Period ended 30 June 1991 £ |
| FORWARD (see page 17)   |                          | 13,564,352                         |                    | 18,765,509                           |
| Less: INDIRECT EXPENSES   |                          |                                    |                    |                                      |
| Editorial   | 1,972,888                |                                    | 2,186,613          |                                      |
| Production  | 812,496                  |                                    | 890,353            |                                      |
| Publicity   | 2,523,776                |                                    | 3,810,576          |                                      |
| Subsidiary rights   | 105,878                  |                                    | 153,729            |                                      |
| Administration  | •                        |                                    | -                  |                                      |
| (publishing divisions)  | 516,056                  |                                    | 931,016            |                                      |
| Selling   | 2,393,363                |                                    | 3,427,890          |                                      |
| Bad debts & write down of                                       | and 1 2 c 1 do 1 d 2 c 1 |                                    | 674 122 1 147 2 13 |                                      |
| investments in subsidiaries                                     | 467,704                  |                                    | 336,662            |                                      |
|   | =                        |                                    | 2,367,147          |                                      |
| Distribution  | 1,794,059                |                                    |                    |                                      |
| Computer  | 486,200                  |                                    | 646,571            |                                      |
| Financial services  | 1,038,940                |                                    | 1,209,230          |                                      |
| Staff   | 312,870                  |                                    | 341,489            |                                      |
| Administration and Services                                     | 1,481,941                |                                    | 1,911,833          |                                      |
| Premises  | 798,928                  |                                    | 804,634            |                                      |
| Staff pension scheme  | (805)                    |                                    | (248,479           | ")                                   |
| Depreciation less profit  |                          |                                    |                    |                                      |
| on disposals  | 670,393                  |                                    | 842,776            |                                      |
| Bank interest   | 1,004,858                |                                    | 2,146,497          |                                      |
| Other interest and finance costs                                | 15,079                   |                                    | 122,471            |                                      |
| Reorganisation costs  | a                        |                                    | 1,855,562          |                                      |
|   | 16,394,621               |                                    | 23,736,570         | i                                    |
| Management charge payable:<br>Hodder & Stoughton                |                          |                                    |                    |                                      |
| Holdings Limited Rental charge payable:                         | 97,5(K)                  |                                    | 121,875            | ;                                    |
| Hodder & Stoughton Dunton Green Limited Service charge payable: | 169,398                  |                                    | 211,748            | 3                                    |
| Hodder & Stoughton<br>Storage Limited                           | 1,701,511                |                                    | 2,303,520          | )<br>-                               |
| COSTS CARRIED FORWARD (see page 19)                             | 18,363,033               |                                    | 26,373,713         | 3                                    |
|   |                          |                                    |                    | -                                    |
|   |                          |                                    |                    |                                      |

## DETAILED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 JUNE 1992 (Unaudited)

|   | ;           | Year<br>ended<br>30 June 1992  | 3            | 15 month Period ended 0 June 1991 |
|---|-------------|--|--------------|-----------------------------------|
|   | £           | £  | £            | £                                 |
| COSTS BROUGHT<br>FORWARD (see page 18)                    | 18,363,033  |  | 26,373,713   |                                   |
| Less: Expenses recovered from associated company          | (296,084)   |  | (427,439)    |                                   |
| Service charge receivable:<br>New English Library Limited | (2,255,000) |  | (3,796,000)  |                                   |
| Administration Charges receivable                         | (375,000)   |  | (311,000)    |                                   |
| Edward Arnold (Publishers) Limited Hodder & Stoughton     | (2/2/00//   |  |              |                                   |
| Dunton Green Limited Houder & Stoughton Educational       | (35,000)    |  | (43,750)     |                                   |
| (Southern Africa) Limited                                 | •           |  | (53,000)     |                                   |
|   | <del></del> | 15,401,949   | <del>,</del> | 21,742,524                        |
| (LOSS) ON ORDINARY<br>ACTIVITIES BEFORE                   |             | Company of the Compan |              | Bert. 2 ddarwiders tolderbedweld  |
| TAXATION (see page 4)                                     |             | (1,837,597)  |              | (2,977,015)<br>=======            |