

Company Registration No. 781715

Reed Overseas Corporation Limited

Directors' Report and Financial Statements

For the year ended 31 December 2012

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COMPANIES HOUSE

OFFICERS AND PROFESSIONAL ADVISERS

Directors

A McCulloch (appointed 27 July 2012)

H Udow

RE Directors (No 1) Limited

RE Directors (No 2) Limited

Secretary

RE Secretaries Limited

Registered Office

1-3 Strand

London

WC2N 5JR

Auditors

Deloitte LLP

Chartered Accountants and Statutory Auditor

London, United Kingdom

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the year ended 31 December 2012

The company has taken advantage of the exemption granted under s417 of the Companies Act 2006 and has not produced an Enhanced Business Review. The company has prepared accounts in accordance with s416 of the Companies Act 2006

Results and dividends

The company has not traded during the year. There was no profit before taxation for the year (2011 nil). No dividends were paid during the year (2011 nil).

Principal activities and future developments

The company has carried on the activities of a holding company and the directors do not anticipate any changes in these activities in the foreseeable future. The company was a wholly-owned subsidiary throughout the year and accordingly group accounts have not been prepared.

Financial risks

Due to the fact the company has not traded during the year and has no plans to commence trading within the foreseeable future, the company does not consider it necessary to adopt a financial risks policy as such information is not considered material for the assessment of the assets, liabilities, financial position and profit or loss of the company.

Directors

The directors who served during the year and those holding office are shown on page 1.

Directors' indemnity insurance has been taken out by the company on the directors' behalf.

Directors' responsibilities statement

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

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

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

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

Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

DIRECTORS' REPORT (Continued)

Disclosure of information of auditors

Each of the persons who is a director at the date of approval of this report confirms that

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the company's auditors are aware of that information

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006

Auditors

Deloitte LLP were appointed as auditors for the company and have expressed their willingness to continue in office as auditors and a resolution to re-appoint them will be proposed at the forthcoming Annual General Meeting

By Order of the Board
1-3 Strand
London WC2N 5JR



For and on behalf of RE Secretaries Limited
M Watson
Secretary

23 May 2013

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF REED OVERSEAS
CORPORATION LIMITED**

We have audited the financial statements of Reed Overseas Corporation Limited for the year ended 31 December 2012 which comprise the balance sheet and the related notes 1 to 12. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

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

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2012 and of its result for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

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

Matters on which we are required to report by exception

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

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



Kate J Houldsworth (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
London, United Kingdom

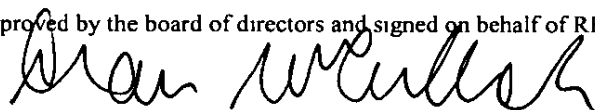
23 May 2013

BALANCE SHEET
As at 31 December 2012

	Note	2012 £'000	2011 £'000
Fixed assets			
Investments	5	536	536
Current assets			
Debtors (amounts falling due within one year)	6	217,734	217,734
Current liabilities			
Creditors (amounts falling due within one year)	7	(183)	(183)
Net current assets		<u>217,551</u>	<u>217,551</u>
Net assets		<u>218,087</u>	<u>218,087</u>
 Capital and reserves			
Called up share capital	8	-	-
Share premium account	9	203,596	203,596
Profit and loss account	9	14,491	14,491
Shareholders' funds		<u>218,087</u>	<u>218,087</u>

The notes on pages 6 to 8 form part of these accounts

Approved by the board of directors and signed on behalf of RE Directors (No 1) Limited



A McCulloch

Director

23 May 2013

NOTES TO THE ACCOUNTS
For the year ended 31 December 2012

1 Accounting policies

Compliance with accounting standards

These financial statements have been prepared under the historical cost convention and are in accordance with applicable United Kingdom accounting standards. The accounting policies adopted below have been consistently applied in the current and prior year.

Going concern

This entity is principally a holding company for which management has assessed the relevant factors surrounding going concern and concludes that there are no material events or uncertainties that may cast significant doubt about the ability of the company to continue as a going concern. Accordingly, the directors continue to adopt the going concern basis in preparing the annual report and accounts.

Investments

Fixed asset investments are stated at cost less any provision for impairment in value.

Debtors

Debtors are stated net of provisions for doubtful debts, returns and other allowances.

2. Profit and loss account

The company received no income or incurred any expenses in either year and consequently made neither profit nor loss in either year. There were no recognised gains or losses or movement in shareholders' funds in either year. There was neither tax charge nor credit for the year (2011: nil).

Consequently no profit and loss account has been presented.

The directors received no emoluments (2011: nil) in respect of their services to the company.

3 Auditor's remuneration

The auditor's remuneration for the audit of the company's annual accounts was £1,000 (2011: £1,000) and was borne and not recharged by another group company for the current and preceding year.

4 Staff costs

The company has no employees (2011: nil).

NOTES TO THE ACCOUNTS
For the year ended 31 December 2012

5 Investments

	Cost £'000	Provided £'000	Net book value £'000
<u>Shares in subsidiary undertakings</u>			
At 1 January and 31 December 2012	1,879	(1,343)	536

Subsidiary undertakings

Name of company	Country of incorporation and operation	Proportion of equity capital held (direct)
<u>Exhibitions</u>		
Reed Exhibitions Sdn Bhd (formerly Reed Exhibitions Group Sdn Bhd)	Malaysia	100%
<u>Trading</u>		
IWPM (Holdings) Limited	Ireland	100%

In the opinion of the directors the value of the company's interest in its subsidiaries is not less than the aggregate amount at which they are stated in the balance sheet

6. Debtors (amounts falling due within one year)

	2012 £'000	2011 £'000
Amounts owed by immediate parent undertakings	217,602	217,602
Amounts owed by subsidiary undertakings	132	132
	<u>217,734</u>	<u>217,734</u>

7. Creditors (amounts falling due within one year)

	2012 £'000	2011 £'000
Amounts owed to ultimate parent undertaking	183	183

8. Share capital

	Authorised		Called up, issued and fully paid	
	Number	£	Number	£
<u>Ordinary shares of £1 each</u>				
At 1 January and 31 December 2012	400	400	400	400

9. Shareholders' funds

	Share capital £'000	Share premium account £'000	Profit and loss account £'000	Total £'000
At 1 January and 31 December 2012	-	203,596	14,491	218,087

NOTES TO THE ACCOUNTS
For the year ended 31 December 2012

10 Group accounts and cash flow statement

The company is not required to prepare group accounts under s400 of the Companies Act 2006 because its parent undertaking is established under the law of a member State of the European Union and the ultimate parent undertaking prepares group accounts. Accordingly these financial statements present information about this company as an individual undertaking and not as a group. Similarly, a cash flow statement is not required under Financial Reporting Standard 1 (Revised) (Cash Flow Statements).

11. Ultimate parent company

The company's immediate parent undertaking is Reed Elsevier (UK) Limited, a company incorporated in Great Britain. The company's ultimate parent undertaking and controlling entity is Reed Elsevier Group plc, a company incorporated in Great Britain. The smallest and largest group into which the accounts of the company for the year ended 31 December 2012 are consolidated is Reed Elsevier Group plc. Copies of the consolidated accounts of Reed Elsevier Group plc may be obtained from its registered office at 1-3 Strand, London, WC2N 5JR. Reed Elsevier Group plc is jointly owned by Reed Elsevier PLC (a company incorporated in Great Britain) and Reed Elsevier NV (a company incorporated in the Netherlands).

12. Related party transactions

The company is exempt under the terms of Financial Reporting Standard 8 (Related Party Disclosures) from disclosing related party transactions with entities that are part of Reed Elsevier Group plc. There were no other related party transactions in the current or prior year.