

# **METHUEN PUBLISHING LIMITED**

## **Annual report**

### **for the year ended 30 June 2005**

Registered no 3543167

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# METHUEN PUBLISHING LIMITED

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# **METHUEN PUBLISHING LIMITED**

## **Directors and advisers**

### **Directors**

Iain Wilcock (Chairman) — resigned 1<sup>st</sup> July 2006

Peter Tummons

Anthony McConnell — resigned 1<sup>st</sup> August 2006

Temple Direct Limited — resigned 1<sup>st</sup> July 2006

### **Secretary and registered office**

Hugh J Warn  
8 Artillery Row  
London  
SW1P 1RZ

### **Bankers**

National Westminster Bank Plc  
Charing Cross London Branch  
PO Box 113, Cavell House  
2A Charing Cross Road  
London  
WC2H 0PD

**Report of the directors  
for the year ended 30 June 2005**

The directors present their report and the audited financial statements for the year ended 30 June 2005

**Principal activities**

The principal activity of the company is the publishing of books for sale in the UK and in the principal English speaking countries of the world

**Review of business and future developments**

In the year to 30<sup>th</sup> June 2005, the company's trading was mixed. Revenue at £2,338,427 (2004 - £2,539,743) was 8.0% down on the previous year and after taking provisions against sums due from subsidiary companies, operating profit was £45,630 (2004 - £147,772)

The company's publishing operations in the fields of drama and performing arts, history, travel, biography and sport continued in 2005. A number of titles from the back catalogue were revived and works by new dramatists were added to our lists

Efforts to restructure the company's finances continued in 2005 and 2006 but met with no success. In September 2005 Quester VCT Plc demanded repayment of its loans together with premiums payable on redemption of the loans. Quester also demanded redemption of its outstanding cumulative preference shares and accrued dividends and interest thereon from the due dates

To meet these demands the company reluctantly sold rights it held in drama and theatre titles to A & C Black (Publishers) Ltd, a subsidiary of Bloomsbury Publishing Plc. The sale proceeds were used to redeem Quester's total interest in the company and that of the ordinary shareholder introduced by them to acquire shares formally held by John Wisden & Co Ltd. After payments to Quester and the other ordinary shareholder and after payments for legal and professional services a small part of the sale proceeds was available to the company. All of these transactions were completed in June 2006 after which Messrs Wilcock and McConnell resigned as directors.

The company has two wholly owned subsidiaries, Politico's Publishing Limited, acquired in 2003, and Westminster Bookshops Limited, formed in 2004. Politico's has passed through a period of transition and sales of its publications have increased. On current trading, it is nearing a breakeven position.

The Westminster Bookshop opened for business on 12<sup>th</sup> October 2004. The venture has been disastrous for Methuen. To June 2006, the business has incurred losses of over £70,000 due to a significant sales shortfall on forecasts contained in the business plan. Since June 2006 staff costs have been cut and losses stemmed.

**Dividends and transfer to reserves**

The directors do not propose the payment of a dividend

However, the fixed cumulative preference dividend on the preference shares has been appropriated through the profit and loss account for the year. As the company does not have sufficient distributable reserves required to pay the dividends, these dividends have been credited back within profit and loss account reserves. The loss for the financial year after taxation but before appropriations, will be withdrawn from reserves.

**Directors and their interests in shares of the company**

The directors of the company who held office during the period, together with their interests in the 'A' ordinary shares of £0.05 each in the company at 30 June 2005 and 30 June 2004 were as follows

	30 June 2005 Number	30 June 2004 Number
ICS Wilcock	-	-
PE Tummons	79,180	79,180
AS McConnell	-	-
Temple Direct Limited	-	-

The directors do not hold any options to subscribe for shares in the company

**Employee Share Scheme**

On 29 June 2000, the company made a loan to the Methuen Publishing Limited Employee Share Scheme of £56,700. The share scheme then purchased 79,180 "A" ordinary shares of £0.05 each in the company. There are outstanding calls on these shares of £22,787.

**Charitable and political donations**

The company did not make any charitable or political donations during the period.

**Statement of directors' responsibilities**

Company law requires the directors to prepare financial statements for each financial year that 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. The directors are required to prepare the financial statements on the going concern basis, unless it is inappropriate to presume that the company will continue in business.

The directors confirm that suitable accounting policies have been used and applied consistently. They also confirm that reasonable and prudent judgements and estimates have been made in preparing the financial statements for the year ended 30 June 2005 and that applicable accounting standards have been followed.

The directors are responsible for keeping proper accounting records that 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 1985. 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.

**Auditors**

Following changes in legislation appropriate to small companies, PricewaterhouseCoopers LLP, will not seek reappointment as auditors to the company.

**By order of the board**



**PE Tummons**

**Director**

29<sup>th</sup> February 2008

## **Independent auditors' report to the members of METHUEN PUBLISHING LIMITED**

We have been engaged to audit the financial statements of Methuen Publishing Limited for the year ended 30 June 2005, which comprise Profit and Loss Account, the Balance Sheet, the Cash Flow Statement, and the related notes. These financial statements have been prepared under the accounting policies set out therein.

### **Respective responsibilities of directors and auditors**

The directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the director's report and consider the implications for our report if we become aware of any apparent misstatements within it.

### **Basis of audit opinion**

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board, except that the scope of our work was limited as explained below.

An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. However, the company has only prepared forecasts to the end of June 2008, therefore, the evidence available to us to confirm the appropriateness of preparing the financial statements on the going concern basis was limited because the company has not prepared profit or cash flow projections for an appropriate period subsequent to the balance sheet date.

As a result, and in the absence of any alternative evidence available to us, we have been unable to form a view as to the applicability of the going concern basis, the circumstances of which, together with the effect on the financial statements should this basis be inappropriate, are set out in note 1 to the financial statements.

In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

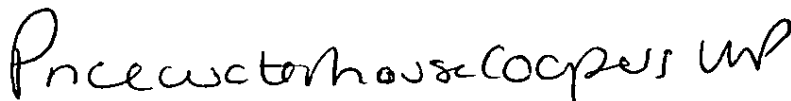
**Opinion: disclaimer on view given by the financial statements**

Because of the possible effect of the limitation in evidence available to us, we are unable to form an opinion as to whether the financial statements:

- give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 30 June 2005 and of its loss for the year then ended, and
- have been properly prepared in accordance with the Companies Act 1985

In respect solely of the limitation of our work referred to above we have not obtained all the information and explanations that we considered necessary for the purpose of our audit.

Notwithstanding our disclaimer on the view given by the financial statements, in our opinion the information given in the Directors' Report is consistent with the financial statements.



**PricewaterhouseCoopers LLP**  
**Chartered Accountants and Registered Auditors**  
**London**

3 March 2008



**Profit and loss account  
for the year ended 30 June 2005**

	Notes	2005 £	2004 £
<b>Turnover</b>	2	<b>2,338,427</b>	2,539,743
Cost of sales		<u>(969,576)</u>	<u>(1,051,500)</u>
<b>Gross profit</b>		<b>1,368,851</b>	1,488,243
Other operating expenses	4	<u>(1,323,221)</u>	<u>(1,340,471)</u>
<b>Operating profit</b>	3	<b>45,630</b>	147,772
Interest payable and similar charges	7	<u>(157,594)</u>	<u>(157,041)</u>
<b>Profit/(loss) on ordinary activities before taxation</b>		<b>(111,964)</b>	(9,269)
Taxation on profit on ordinary activities	8	<u>-</u>	<u>14,750</u>
<b>Profit/(loss) on ordinary activities after taxation</b>		<b>(111,964)</b>	5,481
Appropriations - preference share dividend	9	<u>(8,000)</u>	<u>(8,000)</u>
<b>Profit/(loss) for the year</b>	20	<b><u>(119,964)</u></b>	<b><u>(2,519)</u></b>

All of the above activities represent continuing operations

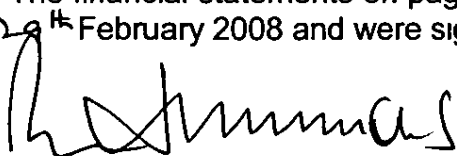
There is no difference between the profit on ordinary activities before taxation and the profit for the year stated above, and their historical cost equivalents

There are no recognised gains or losses in the year other than the profits stated above

## Balance sheet as at 30 June 2005

	Notes	2005 £	2004 £
<b>Fixed assets</b>			
Intangible assets	10	982,616	1,054,616
Tangible assets	11	1	1
Investments	12	100,000	111,350
		<u>1,082,617</u>	<u>1,165,967</u>
<b>Current assets</b>			
Stocks	13	463,068	403,457
Debtors	14	814,033	910,872
		<u>1,277,101</u>	<u>1,314,329</u>
<b>Creditors: amounts falling due within one year</b>	15	<u>(2,749,289)</u>	<u>(2,756,658)</u>
<b>Net current assets</b>		<u>(1,472,188)</u>	<u>(1,442,329)</u>
<b>Total assets less current liabilities</b>		<u>(389,571)</u>	<u>(276,362)</u>
<b>Creditors: amounts falling due after more than one year</b>	16	-	-
<b>Provisions for liabilities and charges</b>	17	<u>(110,718)</u>	<u>(111,963)</u>
<b>Net liabilities</b>		<u>(500,289)</u>	<u>(388,325)</u>
<b>Capital and reserves</b>			
Called up share capital	19	118,305	118,305
Share premium account	20	272,383	272,383
Profit and loss account	20	(890,977)	(779,013)
Equity shareholders' deficit		<u>(710,761)</u>	<u>(590,797)</u>
Non-equity shareholders' funds	19	210,472	202,472
<b>Shareholders' deficit</b>	21	<u>(500,289)</u>	<u>(388,325)</u>

The financial statements on pages 6 to 21 were approved by the board of directors on 29<sup>th</sup> February 2008 and were signed on its behalf by:



**PE Tummons**  
Director

**Notes to the financial statements  
for the year ended 30 June 2005****1 Principal accounting policies**

The financial statements have been prepared under the historical cost convention, in accordance with applicable Accounting Standards in the United Kingdom. A summary of the more important accounting policies is set out below, together with an explanation of where changes have been made to previous policies on the adoption of new accounting standards in the year.

**Basis of preparing the financial statements – going concern assumption**

The financial statements have been prepared on the going concern basis, which assumes that the company will continue in operational existence for the foreseeable future.

Loan notes and redemption premium totalling £1,588,535 were redeemable from 30 June 2005. Since the year end, the company has sold rights it held in drama and theatre titles, repaid the loan notes, restructured its finances, moved premises and reduced overheads to a level more appropriate to the size of the business.

The Directors have prepared a cash flow forecast to 30 June 2008 and anticipate that the company will have sufficient funds to meet its obligations as they fall due but this depends on the company's ability to generate future revenues as forecast. For short term funding requirements the company is able to use a debtor factoring facility. Because of the uncertainty relating to future revenue, the directors are unable to reliably forecast the position beyond June 2008.

The financial statements do not include adjustments that would result if the company were unable to continue as a going concern.

**Changes in accounting policies**

In 2004 the company adopted UITF 38 'Accounting for ESOP Trusts' in its financial statements. The adoption of this guidance represented a change in accounting policy and the comparative figures for that year were restated accordingly (See note 20).

**Basis of preparing the financial statements – exemption from consolidation.**

The company is exempt from preparing consolidated financial statements as the company and its subsidiary undertaking qualify as a small group.

**Tangible fixed assets**

Depreciation is calculated so as to write off the cost of tangible fixed assets less their estimated residual value on a straight-line basis over the expected useful economic lives of the assets concerned. The principal annual rates used for this purpose are

	%
Office equipment	50
Furniture and fittings	25

**Foreign currencies**

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Assets and liabilities at the year-end, recorded in foreign currencies are translated at the closing rate of exchange. Differences arising on exchange are taken to the profit and loss account in the period in which they arise.

**Turnover**

Revenue represents amounts receivable from customers (net of VAT) on the sale of its publications and subsidiary rights income from the use of titles where Methuen Publishing Limited owns the publishing rights.

Amounts receivable from customers on the sale of its publications to booksellers is recognised in full on physical delivery. It is customary in the industry for customers to be allowed to return publications and therefore an appropriate provision is made against sales to reflect the risk of these returns.

Subsidiary rights income is recognised on receipt of the income.

**Operating leases**

Rental costs in respect of operating leases are charged on a straight-line basis over the term of the lease.

**Publishing rights**

The company owns publishing rights which extend over the legal term of copyright in the vast majority of cases.

**Deferred taxation**

FRS19 'Deferred tax' requires deferred tax to be provided on all timing differences, arising from the different treatment for accounts and tax purposes of transactions and events recognised in the financial statements of the current and previous years. Deferred taxation is calculated at the rates at which it is estimated that the tax will arise.

**Cash flow statement**

The company qualifies as a small company under the provisions of Section 237(2) of the Companies Act 1985. As a consequence it is exempt from the requirement to publish a cash flow statement.

**Stocks**

Stocks of books are stated at the lower of cost and net realisable value. No overheads are included within the stock value

A provision for slow moving stocks is made based on the industry knowledge and historic trends associated with different types of publication

**Goodwill**

Goodwill arising on the acquisition of businesses is capitalised. It is amortised over 20 years, which reflects the long-term nature of the publishing rights purchased with the businesses

**Provisions**

The provision to reflect the risk of customer returns is based on current and historic knowledge with respect to the average length of time for returns and the average percentage of books returned

**2 Turnover**

An analysis of turnover by destination is given below:

	2005	2004
	£	£
United Kingdom	1,934,182	2,008,129
Rest of Europe	70,474	80,575
USA	241,215	308,818
Rest of World	92,556	142,221
	<u>2,338,427</u>	<u>2,539,743</u>

An analysis of turnover by class of business is given below:

	2005	2004
	£	£
Sales of publications	2,172,294	2,352,081
Subsidiary rights sales	166,133	187,662
	<u>2,338,427</u>	<u>2,539,743</u>

### 3 Operating profit

	2005	2004
	£	£
Operating profit is stated after charging		
Depreciation of owned tangible fixed assets	-	8,212
Amortisation of goodwill	72,000	74,884
Operating lease charges – land and buildings	42,000	42,000
Auditors remuneration	15,000	12,500

### 4 Other operating expenses

	2005	2004
	£	£
Distribution costs	342,893	320,946
Administration expenses	980,328	1,019,525
	<u>1,323,221</u>	<u>1,340,471</u>

### 5 Directors' emoluments

	2005	2004
	£	£
Aggregate emoluments	66,000	66,500
Consideration paid to a third party for services as a director	8,000	6,000
	<u>74,000</u>	<u>72,500</u>

### 6 Employee information

The average number of persons employed by the company, including executive directors, during the period was as follows:

	2005	2004
	Number	Number
<b>By activity</b>		
Editorial and Selling	6	6
Administration	2	2
	<u>8</u>	<u>8</u>

Staff costs for the above persons were:

	2005	2004
	£	£
Wages and salaries	279,515	273,009
Social security costs	26,768	27,744
	<u>306,283</u>	<u>300,753</u>

## **7 Interest payable and similar charges**

	2005	2004
	£	£
Redemption premium on loan stock (note 16)	-	26,777
Loan stock interest payable	127,799	110,592
Bank interest payable	11,134	11,519
Bank charges	11,328	5,992
Other interest	7,333	2,161
	<u>157,594</u>	<u>157,041</u>

## **8 Taxation**

	2005	2004
	£	£
Current tax at 19% (2004 19%) based on loss on ordinary activities for the year	-	-
Refund of tax in respect of prior years	-	14,750
Total tax on loss on ordinary activities	<u>-</u>	<u>14,750</u>

Due to the tax losses in the current and previous year, no taxation charge for the year has arisen

The tax charge of Nil (2004 Nil) is different from the standard rate of corporation tax (19%) charge/(credit) in the year based on losses made in the year. The differences are explained below

	2005 £	2004 £
Profit/(loss) on ordinary activities before tax	(111,964)	(9,259)
Profit/(loss) on ordinary activities multiplied by the rate of corporation tax in the UK 19% (2004 19%)	(21,273)	(1,759)
Effects of		
Expenses not deductible for tax purposes (primarily goodwill amortisation)	20,235	14,595
Depreciation in excess of capital allowances	-	313
Movement on deferred tax asset (losses)	1,038	(13,148)
Current tax charge for year	<u>-</u>	<u>-</u>

The company will continue to utilise available tax losses to offset any future tax charges. No deferred tax asset has been recognised at present.

## 9 Appropriations

	2005 £	2004 £
<b>Dividends on non-equity shares</b>		
Preference shares	<u>8,000</u>	<u>8,000</u>

In accordance with the provisions of FRS 4, the company appropriated through the profit and loss account the fixed cumulative preference dividends for the year on the company's preference shares. However, as the company does not have sufficient distributable reserves in order to pay such dividends, these dividends have been credited back within profit and loss account reserves (note 20).



## 10 Intangible fixed assets

£

### Goodwill

Cost brought forward at 1 July 2004 and carried forward at 30 June 2005	<u>1,497,680</u>
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### Amortisation

As at 1 July 2004	443,064
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Charge for the year	<u>72,000</u>
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At 30 June 2005	<u>515,064</u>
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<b>Net book amount at 30 June 2005</b>	<b><u>982,616</u></b>
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Net book amount at 30 June 2004	<u>1,054,616</u>
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## 11 Tangible fixed assets

	Office Equipment £	Furniture and Fittings £	Total £
<b>Cost</b>			
At 1 July 2004	91,396	22,798	114,194
Additions	<u>-</u>	<u>-</u>	<u>-</u>
<b>At 30 June 2005</b>	<u>91,396</u>	<u>22,798</u>	<u>114,194</u>
<b>Depreciation</b>			
At 1 July 2004	91,395	22,798	114,193
Charge for the year	<u>-</u>	<u>-</u>	<u>-</u>
<b>At 30 June 2005</b>	<u>91,395</u>	<u>22,798</u>	<u>114,193</u>
<b>Net book amount</b>			
<b>At 30 June 2005</b>	<u>1</u>	<u>-</u>	<u>1</u>
<b>Net book amount</b>			
<b>At 30 June 2004</b>	<u>1</u>	<u>-</u>	<u>1</u>

## 12 Investments

	Investments in Subsidiary Undertakings £
Investments at cost at 1 July 2004	111,350
Additions	21,471
Deletions	<u>(32,821)</u>
At 30 June 2005	<u>100,000</u>

The investments represent the company's ownership of 100% ordinary share capital of Politico's Publishing Limited and Westminster Bookshops Limited, companies incorporated in England

## 13 Stocks

	2005 £	2004 £
Work in progress	6,419	4,235
Books for resale	456,649	399,222
	<u>463,068</u>	<u>403,457</u>

## 14 Debtors

	2005 £	2004 £
<b>Amounts falling due within one year</b>		
Trade debtors	441,422	616,584
Amounts owed by group undertakings	85,827	71,114
Other debtors	204,206	172,307
Prepayments and accrued income	59,791	28,080
Called up share capital not paid	22,787	22,787
	<u>814,033</u>	<u>910,872</u>

**15 Creditors: amounts falling due within one year**

	2005	2004
	£	£
Loan notes and bank overdraft	1,616,461	1,847,594
Trade creditors	584,220	469,300
Other taxation and social security payable	16,867	20,123
Other creditors	368,130	277,900
Accruals and deferred income	163,611	141,741
	<u>2,749,289</u>	<u>2,756,658</u>

The bank overdraft is secured by an unscheduled mortgage debenture dated 24 July 1998 incorporating a fixed and floating charge over all current and future assets of the company

	2005	2004
	£	£
Overdraft	160,680	259,059
Loan notes	1,455,781	1,588,535
Redemption premium	-	-
	<u>1,616,461</u>	<u>1,847,594</u>

Issue costs amounting to £105,000 were charged to the profit and loss account over five years at a constant rate from July 1998 and were fully amortised at 30 June 2004

The loan notes were redeemable as stated below although redemption dates were being renegotiated subsequent to the balance sheet date as explained in note 1

		Premium
30 September 2004	£199,616	50%
29 September 2004	£249,767	60%
29 June 2005	£533,950	70%

The premium on redemption has been charged to the profit and loss account from July 1998.

On 31 January 2004, the company redeemed the loan note of £173,529 held by John Widen & Co Ltd On 31 January 2005, the company made a partial redemption of £79,650 of the loan note and redemption premium held by Quester VCT Plc and on 28 February 2005, made a partial redemption of £53,100 of the loan note and redemption premium held by Quester VCT2 Plc On 29 June 2005 Quester VCT2 Plc was merged with Quester VCT Plc.

Interest applicable to the loan notes was at the following annual rates:

	Interest rate
30 June 2003	11%
30 June 2004	12%
30 June 2005	13%

## 16 Provision for liabilities and charges

	Provision for sales returns £
At 1 July 2004	111,963
Release to profit and loss account	-1,245
At 30 June 2005	<u>110,718</u>

## 17 Loans and other borrowings

Maturity of debt

	2005 £	2004 £
Due within one year or less or on demand	1,616,461	1,847,598
Due in more than 1 year but not more than 2	-	-
Due within two to five years	-	-
	<u>1,616,461</u>	<u>1,847,598</u>

**18 Called up share capital**

	2005 Number	2005 £	2004 Number	2004 £
<b>Authorised</b>				
'A' ordinary shares of £0.05 each	168,360	8,418	168,360	8,418
'B' ordinary shares of £0.05 each	238,307	11,915	238,307	11,915
'C' ordinary shares of £0.05 each	100	5	100	5
Preference shares of £1 each	323,530	323,530	323,530	323,530
	<u>730,297</u>	<u>343,868</u>	<u>730,297</u>	<u>343,868</u>
<b>Allotted, called up and paid</b>				
'A' ordinary shares of £0.05 each	145,573	7,279	137,573	6,879
'B' ordinary shares of £0.05 each	197,640	9,882	197,640	9,882
'C' ordinary shares of £0.05 each	100	5	100	5
Preference shares of £1 each	100,000	100,000	100,000	100,000
	<u>443,313</u>	<u>117,166</u>	<u>435,313</u>	<u>116,766</u>
<b>Allotted, called up and not paid</b>				
'A' ordinary shares of £0.05 each	22,787	1,139	30,787	1,539
'B' ordinary shares of £0.05 each	-	-	-	-
'C' ordinary shares of £0.05 each	-	-	-	-
Preference shares of £1 each	-	-	-	-
	<u>22,787</u>	<u>1,139</u>	<u>30,787</u>	<u>1,539</u>
	<u>466,100</u>	<u>118,305</u>	<u>466,100</u>	<u>118,305</u>

The 8 per cent cumulative preference shares, which do not carry any voting rights, were issued in 1998 at £1.00 per share and are redeemable at 130 percent of the issue price at the option of the shareholders anytime after 24 July 2000.

Preference shareholders are entitled to receive dividends at 8 per cent per annum on the par value of these shares on a cumulative basis. These dividends are payable on 30 September each year starting on 30 September 1999.

On a winding up, the preference shares rank above ordinary A and B shares and are entitled to receive £1.40 per share and any dividends accrued but unpaid in respect of their shares.

**Capital repayment**

On a winding up, the surplus assets of the company remaining after the payment of its liabilities shall be applied as follows

- a) to each preference share an amount equal to 140% of the issue price
- b) any accruals and/or unpaid amounts of preference dividends
- c) the balance shall be distributed amongst the holders of the A and B ordinary shares *pari passu*.

C ordinary shareholders are entitled to receive 0.01p per each share held

**Dividend arrears**

Arrears of cumulative dividends at the balance sheet date are as follows

	2005	2004
	£	£
Preference shares	<u>80,472</u>	<u>72,472</u>

**Non-equity shareholders' funds**

These are represented by the following

	2005	2004
	£	£
Preference shares of £1 each	100,000	100,000
Arrears of cumulative dividends	80,472	72,472
Premium on redemption of preference shares	30,000	30,000
	<u>210,472</u>	<u>202,472</u>

**19 Share premium account and reserves**

	Share premium account	Profit and loss account
<b>At 1 July 2004</b>	<b>272,383</b>	<b>(779,013)</b>
Prior year adjustment (see note 1)	-	-
<b>At 1 July 2004 as restated</b>	<b>272,383</b>	<b>(779,013)</b>
Profit/(loss) for the year	-	(119,964)
Preference share dividend (note 9)	-	8,000
Redemption premium paid	-	-
<b>At 30 June 2005</b>	<b>272,383</b>	<b>(890,977)</b>

Investment in own shares represents the 79,180 'A' ordinary shares of £0.05 each in the capital of the company held by the Methuen Publishing Limited Employee Share Scheme. It also includes sundry cash funds of £307.

**20 Reconciliation of movements in shareholders' funds/ (deficit)**

	2005 £	2004 £
Profit/(loss) for the financial period after taxation	(111,964)	5,481
Redemption of preference shares	-	-
Premium on redemption of preference shares	-	-
Preference share dividend appropriation	(8,000)	(8,000)
Reversal of Preference share dividend appropriation	8,000	8,000
<b>Net deduction from shareholders funds</b>	<b>(111,964)</b>	<b>5,481</b>
<b>Opening shareholders' deficit</b>	<b>(388,325)</b>	<b>(393,806)</b>
Prior year adjustment (see note 1)	-	-
Opening shareholder's deficit as restated		(393,806)
<b>Closing shareholders' deficit</b>	<b>(500,289)</b>	<b>(388,325)</b>

## **21 Financial commitments**

At 30 June 2005 the company had annual commitments under non-cancellable operating leases as follows

	2005 £	2004 £
<b>Land and buildings</b>		
Expiring within 1 year	42,000	42,000
Expiring within 2-5 years	<u>-</u>	<u>-</u>
<b>Other</b>		
Expiring within 1 year	<u>-</u>	<u>-</u>

## **22 Deferred taxation**

The total potential liability/ (asset) of deferred taxation unprovided is as follows

	2005 £	2004 £
Tax effect of timing differences because of		
Excess of depreciation over capital allowances	(4,023)	(4,023)
Losses	(55,555)	(55,555)
	<u>(59,578)</u>	<u>(59,578)</u>

The deferred taxation asset has not been recognised in these financial statements due to the uncertainty over the extent and timing of future profits

## **23 Related party transactions**

Included in debtors is an amount of £22,787 (2004 £22,787) representing unpaid share capital due from and the Methuen Employee Share Scheme.

The amounts owed by group undertakings included within debtors of £85,827 (2004 £71,114) relate to amounts owed by its wholly owned subsidiaries Politico's Publishing Limited and Westminster Bookshops Limited.