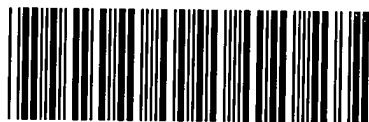


Registered number 05560466 (England and Wales)

TSL Education Finance Limited
Annual report and financial statements
for the year ended 31 August 2015

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TSL Education Finance Limited
Annual report and financial statements
for the year ended 31 August 2015
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TSL Education Finance Limited

Directors and advisers

Directors

Mr N Runnicles

Mr R Grimshaw

Company Secretary

Mr N Runnicles

Registered Number

05560466

Registered Office

26 Red Lion Square

London

WC1R 4HQ

United Kingdom

Independent Auditors

PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

1 Embankment Place

London

WC2N 6RH

TSL Education Finance Limited

Directors' report

Directors report for the year ended 31 August 2015

The directors present their report and the audited financial statements of the Company for the year ended 31 August 2015.

Principal activities

The principal activity of the Company is of a holding company.

Review of business activities and future developments

No new investments were made or new financing activities entered into during the year by the Company, nor are any significant changes expected in the coming year.

Financial performance in the year

During the year the Company generated a loss before income tax of £2,210k (2014: £2,282k loss), due to interest payable on loans from group undertakings. The Company made a loss for the financial year of £2,163k for the year ended 31 August 2015 (2014: £2,230k).

The Directors do not recommend the payment of a dividend (2014: £nil). The financial performance of the Group as a whole for the year ended 31 August 2015 is set out in the consolidated financial statements of TES Global Holdings Direct Limited.

The financial position of the Company is presented in the balance sheet. Net liabilities at 31 August 2015 was £16,516k (2014: £14,353k).

Directors

The directors during the year and up to the date of signing the financial statements, unless otherwise noted, were as follows:

Mr M O'Sullivan	(resigned: 21 September 2015)
Mr N Runnicles	(appointed: 21 September 2015)
Ms L Rogers	(resigned: 1 April 2015)
Mr R Grimshaw	(appointed: 1 April 2015)

Directors and officers indemnity

The Company maintains liability insurance for its directors and officers and had this in place throughout the year and up to the date of signing the financial statements.

Going concern

After making appropriate enquires, the directors have formed a judgement, at the time of approving the financial statements, that the Company has reasonable expectation that adequate resources will be available for it to continue its operations for the foreseeable future. In forming this judgement the directors have prepared cash flow projections for the date of the approval of these financial statements, reviewing contingency planning and the sufficiency of banking facilities. In addition the Company will have the support of TPG Capital LLP, its ultimate controlling company for a period of not less than twelve months from the date of signing of the financial statements.

TSL Education Finance Limited

Directors' report (continued)

Statement of Directors' Responsibilities

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 *Reduced Disclosure Framework* (FRS 101).

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards, including FRS 101 have been followed, subject to any material departures disclosed and explained in the financial statements;
- notify its shareholders in writing about the use of disclosure exemptions, if any, of FRS 101 used in the preparation of 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.

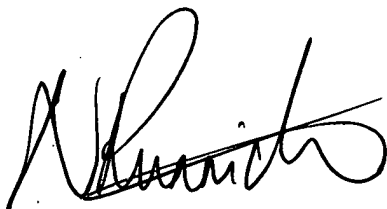
Disclosure of information to auditors

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

1. so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware;
2. each 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.

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

On behalf of the Board



Mr N Runnicles

Director

9 March 2016

TSL Education Finance Limited

Independent auditors' report to the members of TSL Education Finance Limited

Our opinion

In our opinion, TSL Education Finance Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the Company's affairs as at 31 August 2015 and of its loss 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.

What we have audited

The financial statements, included within the Annual report and financial statements (the "Annual Report"), comprise:

- the balance sheet as at 31 August 2015;
- the income statement and statement of comprehensive income for the year then ended;
- the statement of changes in equity for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 "Reduced Disclosure Framework". In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

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.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.

TSL Education Finance Limited

Independent auditors' report to the members of TSL Education Finance Limited (continued)

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the statement of directors' responsibilities, 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) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

What an audit of financial statements involves

We conducted our audit in accordance with ISAs (UK & Ireland). 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.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the annual report and financial statements to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.



Brian Henderson (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
9 March 2016

TSL Education Finance Limited

Income statement

		Year ended 31 August	
	Note	2015 £'000	2014 £'000
Finance costs	2	(2,210)	(2,282)
Loss before income tax		(2,210)	(2,282)
Income tax	3	47	52
Loss for the financial year		(2,163)	(2,230)

The notes on pages 10 to 17 are an integral part of these financial statements.

TSL Education Finance Limited

Statement of comprehensive income

	Year ended 31 August	
	2015	2014
	£'000	£'000
Loss for the financial year	(2,163)	(2,230)
Total comprehensive expense for the year	(2,163)	(2,230)

The notes on pages 10 to 17 are an integral part of these financial statements.

TSL Education Finance Limited

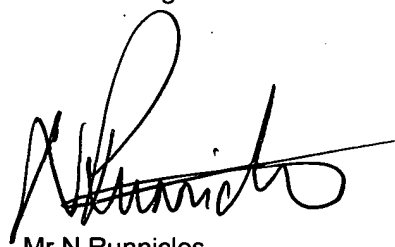
Registered number 05560466

Balance sheet

		As at 31 August	As at 31 August
	Note	2015 £'000	2014 £'000
Current assets			
Trade and other receivables	5	13,319	13,273
		13,319	13,273
Current liabilities			
Trade and other payables	6	(29,835)	(27,626)
		(29,835)	(27,626)
Net current liabilities		(16,516)	(14,353)
Total assets less current liabilities		(16,516)	(14,353)
Net liabilities		(16,516)	(14,353)
Equity			
Share capital	7	70,823	70,823
Retained earnings		(87,339)	(85,176)
Total equity		(16,516)	(14,353)

The notes on pages 10 to 17 are an integral part of these financial statements.

The financial statements on page 6 to 9 were approved by the Board of Directors on 9 March 2016 and signed on its behalf by:



Mr N Runnicles
Director

TSL Education Finance Limited

Statement of changes in equity

	Share capital	Retained earnings	Total equity
	£'000	£'000	£'000
Balance at 1 September 2013	70,823	(82,946)	(12,123)
Comprehensive expense			
Loss for the financial year	-	(2,230)	(2,230)
Total comprehensive expense for the year	-	(2,230)	(2,230)
Balance at 31 August 2014	70,823	(85,176)	(14,353)
Comprehensive expense			
Loss for the financial year	-	(2,163)	(2,163)
Total comprehensive expense for the year	-	(2,163)	(2,163)
Balance at 31 August 2015	70,823	(87,339)	(16,516)

The notes on pages 10 to 17 are an integral part of these financial statements.

TSL Education Finance Limited

Notes to the financial statements for the year ended 31 August 2015

1 Significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been applied consistently to all years presented, unless otherwise stated.

1.1 Basis of preparation

The financial statements of TSL Education Finance Limited have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101). TSL Education Finance Limited is a private limited liability company incorporated and domiciled in the United Kingdom. The company is a wholly-owned subsidiary of TES Global Holdings Direct Limited and is included in the consolidated financial statements of TES Global Holdings Direct Limited which are publicly available. Consequently, the Company has taken advantage of the exemption from preparing consolidated financial statements under the terms of section 400 of the Companies Act 2006. The financial statements have been prepared under the historical cost convention and in accordance with the Companies Act 2006.

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies.

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- IAS 7, 'Statement of cash flows';
- The requirements in IAS 24, 'Related party disclosures' to disclose related party transactions entered into between two or more members of a group;
- Management of financial risk disclosures including management of credit, liquidity, and market risk and interest rate sensitivity analysis;
- Disclosures around categories of financial instruments; and
- Disclosure of new accounting standards and interpretation but not yet effective.

1.2 Going concern

The directors confirm that having reviewed the Company's cash requirements for the next 12 months, they have a reasonable expectation that the Company has adequate resources to continue in operational existence and meet its liabilities as and when they fall due for the foreseeable future. For this reason they have adopted the going concern basis in preparing these financial statements.

The Company has significant net liabilities and relies on the support of its ultimate contributing party. Management believes that this support will be forthcoming and has therefore adopted the going concern basis of accounting in preparing the financial statements.

1.3 Changes in accounting policy and disclosures

No new or amended standards adopted by the Company had a material impact on the Company's financial statements

1.4 Investment in subsidiary undertakings

Investments in subsidiary undertakings are recorded at cost plus incidental expenses less any provision for impairment. Impairment reviews are performed by the directors when there has been an indication of potential impairment.

TSL Education Finance Limited

Notes to the financial statements for the year ended 31 August 2015 (continued)

1 Significant accounting policies (continued)

1.5 Trade and other receivables

Trade receivables are amounts due from customers for services performed in the ordinary course of business. If collection is expected in one year or less, they are classified as current assets. If not, they are presented as non-current assets.

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method. When a trade receivable is uncollectable, it is written off. Subsequent recoveries of amounts previously written off are credited to the income statement.

1.6 Share capital

Ordinary shares are classified as equity and carry the same voting and dividend rights.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds

1.7 Trade and other payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities.

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

1.8 Current and deferred income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associates, except where the timing of the reversal of the temporary difference is controlled by the Company and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

1.9 Finance costs

Finance costs are accrued on a time basis, by reference to the principal outstanding and the interest rate applicable.

TSL Education Finance Limited

Notes to the financial statements for the year ended 31 August 2015 (continued)

2 Finance costs

	2015 £'000	2014 £'000
Interest on loans from group undertakings	(2,210)	(2,282)
Total finance costs	(2,210)	(2,282)

3 Income tax

Factors affecting current tax credit for the financial year

The tax assessed for the year is in line with (2014: higher) the standard rate of corporation tax in the UK of 20.58% (2014: 22.17%). The main rate of UK corporation tax fell from 21% to 20% with effect from 1 April 2015.

	2015 £'000	2014 £'000
Loss before tax	(2,210)	(2,282)
Tax calculated at the standard rate of corporation tax in the UK of 20.58% (2014: 22.17%)	(455)	(506)
Tax effects of:		
Imputed interest income	408	454
Income tax	(47)	(52)

The company has surrendered the benefit of tax losses to TES Global Limited for a consideration of £47k (2014: £52k), which is included in amounts owed by group undertakings in the balance sheet. No tax losses are, therefore, available for carry-forward.

TSL Education Finance Limited

Notes to the financial statements for the year ended 31 August 2015 (continued)

4 Investments

At 31 August 2015 the Company held the equity of the following principal subsidiary undertakings:

Subsidiaries

Name of undertaking and country of incorporation	Nature of business	Description of shares and proportion of nominal value of that class held
TSL Education Acquisition Limited (UK)	Holding company	Ordinary shares of £1 each (100% held)
TES Global Limited (UK)	Publisher	Ordinary shares of £1 each (100% held)
The Times Educational Supplement Limited (UK)	Dormant	Ordinary shares of £1 each (100% held)
The Times Higher Education Supplement Limited (UK)	Dormant	Ordinary shares of £1 each (100% held)
Educational Exhibitions Limited (UK)	Dormant	Ordinary shares of £1 each (100% held)
TSL Education Limited (UK)	Dormant	Ordinary shares of £1 each (100% held)
TES Supply Limited (UK)	Holding company	Ordinary shares of £1 each (100% held)
TES Bidco Limited (UK)	Holding company	Ordinary shares of £0.10 each (90% held)
Vision for Education Limited (UK)	Recruitment agency	Ordinary shares of £1 each (90% effectively held)
Education Data Surveys Limited (UK)	Information provider	Ordinary shares of £1 each (100% held)
Englishteaching.co.uk Limited (UK)	Information provider	Ordinary shares of £1 each (100% held)
Electronic Blackboard Limited (UK)	Information provider	Ordinary shares of £1 each (100% held)
BrightSpark Education Limited (UK)	Online tutoring service	Ordinary shares of £1 each (100% held)

TSL Education Finance Limited

Notes to the financial statements for the year ended 31 August 2015 (continued)

4 Investments (continued)

The proportion of the voting rights in the subsidiary undertakings held directly by the parent Company do not differ from the proportion of ordinary shares held.

Name of undertaking and country of incorporation	Nature of business	Description of shares and proportion of nominal value of that class held
TES Education Resources Limited (UK)	Information provider	Ordinary shares of £1 each (100% held)
TSL Education US Holdings Limited (UK)	Holding company	Ordinary shares of £1 each (100% held)
TSL Education US, Inc (USA)	Holding company	Common stock of US \$0.01 each (100% held)
Tangient, LLC (USA)	Software company	Membership capital (100% held)
TSL Education Australia Pty Limited (AUS)	Information provider	Ordinary shares of Aus \$1 each (100% held)
Hibernia College UK Limited (UK)	Training provider	Ordinary shares of £1 each (100% held)
TES Aus Global Pty Limited (AUS)	Holding Company	Ordinary shares of Aus \$1 each (75% held)
Unijobs Global Pty Limited (AUS)	Information provider	Ordinary shares of Aus \$1 each (75% effectively held)
TES India Private Limited (IND) (in liquidation)	Information provider	Equity shares of Rs 10/- each (100% held)

TSL Education Finance Limited

Notes to the financial statements for the year ended 31 August 2015 (continued)

5 Trade and other receivables

	2015 £'000	2014 £'000
Current		
Receivables from group undertakings (note 8)	17,660	17,613
Less: provision for impairment	(4,341)	(4,340)
Group undertakings receivable – net	13,319	13,273
Total trade and other receivables	13,319	13,273

The fair values of trade and other receivables is equivalent to the carrying amounts.

Receivables from group undertakings are unsecured, repayable on demand and bear interest at a rate of 8% per annum (2014: 9%). Due to the impairment recognised in the 31 August 2010 year, the directors have decided not to recognise interest due from group undertakings until the value in use of the underlying business has substantially recovered.

6 Trade and other payables

	2015 £'000	2014 £'000
Amounts due to group undertakings (note 8)	29,835	27,626
Total current trade and other payables	29,835	27,626

Amounts due to group undertakings are unsecured, repayable on demand and bear interest at a rate of 8% per annum (2014: 9%).

TSL Education Finance Limited

Notes to the financial statements for the year ended 31 August 2015 (continued)

7 Share capital

	31 August 2014		31 August 2014	
	Authorised		Allotted, issued and fully paid	
	No of shares	Share capital £'000	No of shares	Share capital £'000
Ordinary shares of £1 each	70,822,500	70,823	70,822,500	70,823
	70,822,500	70,823	70,822,500	70,823

	31 August 2015		31 August 2015	
	Authorised		Allotted, issued and fully paid	
	No of shares	Share capital £'000	No of shares	Share capital £'000
Ordinary shares of £1 each	70,822,500	70,823	70,822,500	70,823
	70,822,500	70,823	70,822,500	70,823

8 Related party disclosures

At the end of the year the Company had amounts due from TSL Education Acquisition Limited of £17,561k (2014: £17,561k), of which £4,341k (2014: £4,340k) was impaired, and TES Global Limited of £99k (2014: £52k).

At the end of the year the Company had amounts due to TSL Education SPV 4 Limited of £29,835k (2014: £27,626k).

TSL Education Finance Limited

Notes to the financial statements for the year ended 31 August 2015 (continued)

9 Controlling parties

The immediate parent undertaking is TSL Education Holdings Limited, a company registered in England & Wales. The Company and its immediate parent are both consolidated entities of TES Global Holdings Direct Limited, a company registered in England & Wales.

Copies of the largest parent in the group, TES Global Holdings Direct Limited consolidated financial statements, which include the Company, are available from The Company Secretary, TES Global Holdings Direct Limited, 26 Red Lion Square, London WC1R 4HQ.

Copies of the smallest parent in the group, TES Global Holdings Limited consolidated financial statements, which include the Company, are available from The Company Secretary, TES Global Holdings Limited, 26 Red Lion Square, London WC1R 4HQ.

TES Global Holdings Direct Limited is wholly owned by the ultimate parent undertaking, TES Global Investments S.à.r.l, a company incorporated in Luxembourg.

The directors consider that the ultimate controlling party of the Company is TPG Capital LLP, headquartered in the US, on behalf of the funds under its management.

10 Employee benefit expense

The Company had no employees for the year ended 31 August 2015 (2014: nil).

Directors' emoluments

The Directors are remunerated by TES Global Limited and TES Global Holdings Limited. Their emoluments are deemed to be wholly attributable to their services to these companies. Accordingly, the directors received no emoluments (2014: nil) for services provided to the Company. No amounts were recharged to the Company in respect of these services for the year ended 31 August 2015 (2014: £nil).

11 Events after the reporting year

There have been no material events that have taken place subsequent to the reporting date.