

# OS AA01

## Statement of details of parent law and other information for an overseas company



Companies House



\*A2HCSTSX\*

A06 21/09/2013 #69

COMPANIES HOUSE

\*A2GFG380\*

A03 07/09/2013 #43

COMPANIES HOUSE

☒ What this form is for  
You may use this form to  
accompany your accounts  
disclosed under parent law

☐ What this form is NOT for  
You cannot use this form to  
an alteration of manner of  
with accounting requirements

SATURDAY

### Part 1 Corporate company name

Corporate name of overseas company **BUTTERWORTH (IRELAND) LIMITED**

UK establishment number **B R 0 1 0 9 4 9**

→ Filing in this form  
Please complete in typescript or in  
bold black capitals.

All fields are mandatory unless  
specified or indicated by \*

\* This is the name of the company in  
its home state

### Part 2 Statement of details of parent law and other information for an overseas company

#### A1 Legislation

Please give the legislation under which the accounts have been prepared and,  
if applicable, the legislation under which the accounts have been audited

\* This means the relevant rules or  
legislation which regulates the  
preparation and, if applicable, the  
audit of accounts.

Legislation **Financial Reporting Council Institute of**

#### A2 Accounting principles **Chartered Accountants**

Accounts Have the accounts been prepared in accordance with a set of generally accepted  
accounting principles?

Please tick the appropriate box.

☐ No. Go to Section A3

☒ Yes. Please enter the name of the organisation or other  
body which issued those principles below, and then go to Section A3.

\* Please insert the name of the  
appropriate accounting organisation  
or body

Name of organisation or body **Financial Reporting Council and Institute of Chartered Accountants**

#### A3 Accounts

Accounts Have the accounts been audited? Please tick the appropriate box

☐ No. Go to Section A5

☒ Yes. Go to Section A4.

**OS AA01**

Statement of details of parent law and other information for an overseas company

**A4****Audited accounts**

Audited accounts

Have the accounts been audited in accordance with a set of generally accepted auditing standards?

Please tick the appropriate box.

☐ No. Go to Part 3 'Signature'☐ Yes. Please enter the name of the organisation or other body which issued those standards below, and then go to Part 3 'Signature'

① Please insert the name of the appropriate accounting organisation or body

Name of organisation or body ①

Financial Reporting Council &amp; Institute of Chartered Accountants

**A5****Unaudited accounts**

Unaudited accounts

Is the company required to have its accounts audited?

Please tick the appropriate box

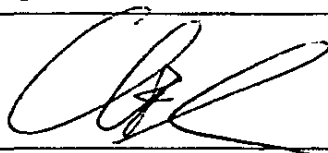
☐ No.☒ Yes.**Part 3****Signature**

Signature

I am signing this form on behalf of the overseas company

Signature

X



X

This form may be signed by  
Director, Secretary, Permanent representative

# OS AA01

Statement of details of parent law and other information for an overseas company



## Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name KAREN DENHAM

Company name LEXISNEXIS

LEXISHOUSE

Address 30 FARRINGDON STREET

Post town LONDON

County/Region

Postcode E C 4 A 4 H H

Country UNITED KINGDOM

DX

Telephone 020 7400 2671



## Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following

- ☐ The company name and, if appropriate, the registered number, match the information held on the public Register.
- ☐ You have completed all sections of the form, if appropriate
- ☐ You have signed the form



## Important information

Please note that all this information will appear on the public record.



## Where to send

You may return this form to any Companies House address:

England and Wales.

The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ.  
DX 33050 Cardiff

Scotland

The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post)

Northern Ireland

The Registrar of Companies, Companies House,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG  
DX 481 N R Belfast 1



## Further information

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

This form is available in an alternative format. Please visit the forms page on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

100033/20

Company Registration No. FC014766

Butterworth (Ireland) Limited

Report and Financial Statements

31 December 2012

M SAT SATURDAY SATURDAY	A06	*A2HCSTS9*	21/09/2013	#66
		COMPANIES HOUSE		
	A03	*A2GF-G388*	07/09/2013	#44
		COMPANIES HOUSE		
	A02	*A2FFJDOI*	24/08/2013	#25
		COMPANIES HOUSE		
	LD4	*L2D4KFAW*	22/07/2013	#112
		COMPANIES HOUSE		

# **Butterworth (Ireland) Limited**

## **Report and financial statements**

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# **Butterworth (Ireland) Limited**

## **Officers and professional advisers**

### **Directors**

B Curtin

C Fleck (appointed 11<sup>th</sup> December 2012)

A Sage (resigned 11<sup>th</sup> December 2012)

### **Secretary**

Bradwell Limited

Arthur Cox Building

Earlsfort Centre

Earlsfort Terrace

Dublin 2

### **Registered Office**

Arthur Cox Building

Earlsfort Centre

Earlsfort Terrace

Dublin 2

### **Solicitors**

A&L Goodbody

International Financial Services Centre

North Wall Quay

Dublin 1

### **Auditor**

Deloitte LLP

Chartered Accountants

London

# **Butterworth (Ireland) Limited**

## **Directors' report**

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

### **Business review and future developments**

Following the sale of the company's hard copy publications to Tottel Publishing Limited in October 2004, turnover comprises sales of online services only. The Directors of the business are currently reviewing the activities of the company. In order to maintain liquidity to ensure that sufficient funds are available for ongoing operations and future developments, the company relies on support from its parent company. The directors of the business do not consider that the company has any additional risks and uncertainties as it is supported by its parent company.

### **Results and dividends**

The loss after taxation for the year was STG£44,493 (2011: STG£36,167) and has been taken to reserves. The directors do not recommend the payment of a dividend (2011: £nil).

### **Directors**

The present membership of the Board that served throughout the year, except as noted, is set out on page 1. The directors are not required to retire by rotation.

### **Directors' and secretary's interests in shares of the company**

No director or secretary who held office at 31 December 2012 was beneficially interested at any time in the share capital of the company or the ultimate parent company.

### **Books of account**

To ensure that proper books and accounting records are kept in accordance with Section 202 Companies Act, 1990, the directors have employed appropriately qualified accounting personnel and have maintained appropriate computerised accounting systems. The books of account are located at Halsbury House, 35 Chancery Lane, London, England.

In accordance with Section 202 of the Companies Act 1990, sufficient books of account are also maintained in the state to disclose, with reasonable accuracy, the financial position of the Company at intervals not exceeding six months.

### **Events since the year end**

There have been no significant events since the year end which would require adjustment to these financial statements.

## Butterworth (Ireland) Limited

### Directors' report

#### Auditor

Deloitte LLP have expressed their willingness to continue in office as auditors and a resolution to reappoint them will be proposed at the forthcoming Directors' Meeting

Approved by the Board of Directors  
and signed on behalf of the Board

B Curtin

Director

Date

*Bardon Curtin*

4/6/13

C Fleck

Director

Date

*[Signature]*

4/6/13



## **Statement of Directors' responsibilities**

Irish company law requires the directors to prepare financial statements for each financial year which 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 those 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, 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 proper books of account which disclose with reasonable accuracy at any time the financial position of the company and to ensure that the financial statements are prepared in accordance with accounting standards generally accepted in Ireland and comply with Irish statute comprising the Companies Acts, 1963 to 2012. 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.

## **Independent auditor's report to the members of Butterworth (Ireland) Limited**

We have audited the financial statements of Butterworth (Ireland) Limited for the year ended 31 December 2012 which comprise the profit and loss account, the balance sheet, the statement of accounting policies and the related notes 1 to 15. These financial statements have been prepared under the accounting policies set out in the statement of accounting policies.

This report is made solely to the company's members, as a body, in accordance with Section 193 of the Companies Act 1990. 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**

The directors are responsible for preparing the Annual Report, including as set out in the Statement of the Directors' Responsibilities, the preparation of the financial statements in accordance with applicable law and accounting standards issued by the Financial Reporting Council and published by the Institute of Chartered Accountants in Ireland (Generally Accepted Accounting Practice in Ireland).

Our responsibility, as independent auditor, 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, in accordance with Generally Accepted Accounting Practice in Ireland, and are properly prepared in accordance with Irish statute comprising the Companies Acts, 1963 to 2012. We also report to you whether in our opinion proper books of account have been kept by the company, whether, at the balance sheet date, there exists a financial situation requiring the convening of an extraordinary general meeting of the company, and whether the information given in the Directors' Report is consistent with the financial statements. In addition, we state whether we have obtained all the information and explanations necessary for the purpose of our audit and whether the company's balance sheet and profit and loss account are in agreement with the books of account.

We also report to you if, in our opinion, any information specified by law regarding directors' remuneration and directors' transactions is not disclosed and, where practicable, include such information in our report.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatement within it. Our responsibilities do not extend to other information.

### **Basis of audit opinion**

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. 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 judgements 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 and performed 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. In forming our opinion we evaluated the overall adequacy of the presentation of information in the financial statements.

## **Independent auditor's report to the members of Butterworth (Ireland) Limited**

### **Opinion**


In our opinion the financial statements

- give a true and fair view, in accordance with Generally Accepted Accounting Practice in Ireland, of the state of affairs of the company as at 31 December 2012 and of the result for the year then ended, and
- have been properly prepared in accordance with the Companies Acts, 1963 to 2012

We have obtained all the information and explanations we considered necessary for the purpose of our audit. In our opinion proper books of account have been kept by the company. The company's balance sheet and its profit and loss account are in agreement with the books of account.

In our opinion the information given in the Directors' Report is consistent with the financial statements.

The liabilities of the company exceed the net assets of the company, as stated in the balance sheet, and, in our opinion on that basis there did exist at 31 December 2012 a financial situation which under Section 40(1) of the Companies (Amendment) Act, 1983, may require the convening of an extraordinary general meeting of the company.



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

Date 3 July 2013

## Butterworth (Ireland) Limited

### Profit and loss account Year ended 31 December 2012

	Notes	2012 STG£	2011 STG£
Turnover	3	67	4,611
Administration expenses		<u>(44,560)</u>	<u>(40,778)</u>
<b>Operating loss on ordinary activities before taxation</b>	5	(44,493)	(36,167)
Taxation on (loss)	6	<u>-</u>	<u>-</u>
<b>Loss for the financial year</b>	10	<u>(44,493)</u>	<u>(36,167)</u>

There were no recognised gains or losses other than those recognised in the profit and loss account and accordingly no statement of total recognised gains and losses is presented. The above all result from continuing activities.

The financial statements were approved by the Board of Directors on 4/6/13 and signed on its behalf by

B Curtin  
Director



C Fleck  
Director



# Butterworth (Ireland) Limited

## Balance sheet as at 31 December 2012

	Notes	2012 STG£	2011 STG£
<b>Current assets</b>			
Stock		4,614	4,745
Debtors	7	1,854	925,477
Cash at bank and in hand		287,119	606,826
		<u>293,587</u>	<u>1,537,048</u>
<b>Creditors: amounts falling due within one year</b>	8	<u>(702,362)</u>	<u>(1,901,330)</u>
<b>Net liabilities</b>		<u>(408,775)</u>	<u>(364,282)</u>
<b>Capital and reserves</b>			
Called up share capital	9	924	924
Profit and loss account	10	<u>(409,699)</u>	<u>(365,206)</u>
<b>Shareholders' deficit</b>	11	<u>(408,775)</u>	<u>(364,282)</u>

The financial statements Butterworth (Ireland) Limited, registered number FC014766, were approved by the Board of Directors on 4/6/13 and signed on its behalf by

B Curtin   
Director

C Fleck   
Director

# **Butterworth (Ireland) Limited**

## **Notes to the financial statements for the Year ended 31 December 2012**

### **1. Accounting policies**

The financial statements are prepared under the historical cost convention

#### **Basis of preparation**

The financial statements have been prepared in accordance with accounting standards generally accepted in Ireland and Irish statute comprising the Companies Acts, 1963 to 2012 and have been applied consistently in the current and preceding periods

#### **Translation of overseas currencies**

Assets and liabilities denominated in currencies other than Sterling are translated at the exchange rates ruling at the balance sheet date and resulting gains or losses are taken to the profit and loss account. Transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction.

#### **Pension costs**

Some of the employees are members of the Irish-based Irish Life Personal Savings Plan which is a defined contribution plan. Costs are charged to the profit and loss account when they fall due.

#### **Taxation**

Current taxation is provided at amounts expected to be paid or recovered using the tax rates and laws that have been enacted or substantively enacted at the balance sheet date.

Deferred Taxation is provided in full for timing differences using the Liability method. Deferred Tax assets are only recognised to the extent that they are considered recoverable in the short term. Deferred taxation balances are not discounted. Current Tax, including Irish tax and foreign tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

### **2. Going concern**

The company incurred a loss of STG£44,493 for the year and as at 31 December 2012, had net liabilities of STG£408,775. The company has obtained written confirmation from the company's parent company that it will continue to provide financial support, as required, for a period of not less than twelve months from the date of approval of the financial statements to enable the company to meet its liabilities as they fall due.

On this basis the directors believe the company will continue as a going concern. Accordingly, these financial statements do not include any adjustments to the carrying amount and classification of assets and liabilities that would arise if the company was unable to continue as a going concern.

### **3. Turnover**

Turnover represents the net value of goods invoiced during the year, exclusive of VAT. All turnover is in a single class of business and geographical area arising from the company's principal activities of selling Irish law publications in Ireland.

# Butterworth (Ireland) Limited

## Notes to the financial statements for the Year ended 31 December 2012

### 4. Employees and remuneration

Staff costs consist of

	2012 No.	2011 No
Average number of persons employed		
Administration/editorial staff	8	9
	2012 STG£	2011 STG£
Staff costs		
Wages and Salaries (Note 5)	568,377	860,488
Social Security Costs (Note 5)	59,835	89,469
	628,212	949,957
Pension costs (Note 15)	24,580	29,581

None of the directors received any emoluments in respect of services to the company during the year (2011 nil) Four employees were members of the Ireland-based pension plans The pension schemes are defined contribution plans with Irish Life (Note 15)

The salaries are recharged to a fellow group company

### 5. Operating Loss

	2012 STG£	2011 STG£
Operating loss is stated after (crediting) / charging		
Salary recharges to group companies	(628,212)	(949,957)
Management charges from group companies	37,084	44,286

Fees payable to the company's auditor for the audit of the company's annual accounts of STG£3,500 (2011 STG£3,259).

# Butterworth (Ireland) Limited

## Notes to the financial statements for the Year ended 31 December 2012

### 6 Taxation on (loss)/profit

	2012 STG£	2011 STG£
Corporation tax	-	-
Total tax charge	-	-
Factors affecting tax credit for the year		
Loss before tax	(44,493)	(36,167)
(Loss)/Profit on ordinary activities before tax multiplied by the standard rate of corporation tax in the Republic of Ireland of 12.5%	(5,562)	(4,521)
Effects of		
Prior year restatement adjustment	-	20,846
Tax losses not recognised/(recognised)	5,562	(15,632)
Items not deductible/(not taxable)	-	(693)
Current tax charge	-	-

Deferred tax assets of STG£56,024 (2011 STG£50,463) have not been recognised in respect of Irish tax losses carried forward at the balance sheet date, as it is not considered more likely than not that suitable taxable profits will arise against which they can be utilised



## Butterworth (Ireland) Limited

### Notes to the financial statements for the Year ended 31 December 2012

#### 7. Debtors

	2012 STG£	2011 STG£
Trade debtors due within one year	1,041	17,954
Other debtors	813	836
Amounts due by fellow group undertakings	-	906,687
	<u>1,854</u>	<u>925,477</u>

The amounts owed by fellow group undertakings are non-interest bearing, unsecured and have no fixed terms of repayment

Amounts due by fellow group undertakings are nil in 2012, due to an intercompany netdown settlement within the group

#### 8. Creditors: amounts falling due within one year

	2012 STG£	2011 STG£
Amounts owed to fellow group undertakings	682,537	1,880,551
VAT	(2,052)	(1,806)
PAYE	8,778	9,365
National Insurance	5,283	(326)
Pensions	2,426	5,110
Other accruals and deferred income	2,412	4,812
Other creditors	2,978	3,624
	<u>702,362</u>	<u>1,901,330</u>

The amounts owed to fellow group undertakings are non-interest bearing, unsecured and have no fixed terms of repayment

#### 9. Called up share capital

	2012 STG£	2011 STG£
<b>Authorised</b>		
1,000 "A" ordinary shares of €1 2697 each	840	840
10,000 ordinary shares of €1 2697 each	8,403	8,403
	<u>9,243</u>	<u>9,243</u>
<b>Called up, allotted and fully paid</b>		
100 "A" ordinary shares of €1 2697 each equity	84	84
1,000 ordinary shares of €1 2697 each equity	840	840
	<u>924</u>	<u>924</u>

## Butterworth (Ireland) Limited

### Notes to the financial statements for the Year ended 31 December 2012

#### 10. Profit and loss account

	2012 STG£	2011 STG£
Loss for the year	(44,493)	(36,167)
Opening Profit and Loss account	<u>(365,206)</u>	<u>(329,039)</u>
Closing Profit and Loss account	<u>(409,699)</u>	<u>(365,206)</u>

#### 11. Reconciliation of movements in shareholders' deficit

	2012 STG£	2011 STG£
Loss for the year	(44,493)	(36,167)
Opening shareholders' deficit	<u>(364,282)</u>	<u>(328,115)</u>
Closing shareholders' deficit	<u>(408,775)</u>	<u>(364,282)</u>

#### 12. Ultimate parent company

The company's immediate parent company is Reed Elsevier (UK) Ltd and its 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 financial statements of the Company for the year ended 31 December 2012 are consolidated is Reed Elsevier Group plc. Copies of the consolidated financial statements 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).

#### 13. 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 the Reed Elsevier Group plc. There were no other related parties transactions in the current or prior period.

#### 14. Cash flow statement

The company meets the criteria for a small company set by the Companies (Amendment) Act 1986, and therefore, in accordance with Financial Reporting Standard 1 (Revised) Cash Flow Statements, it has not prepared a cash flow statement.

#### 15. Pension

The company operates a defined contribution pension scheme for the benefit of employees. The company's total pension cost for the year ended 31 December 2011 was STG£24,580 (2011 STG£29,581). An amount of STG£2,426 (2011 STG£5,111) is included in creditors falling due within one year for contributions due but not paid to the scheme at year end.