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LONDAM CLOTE OR I TOCKED

REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 1989



IOIOWN CROSP UK (LINGRO)

WHEN OF BE DEFICIOS

The Directors extent their Armal Report and the Audited Firencial Statements for the year ended December 31 1989.

RESILT AND DIVIDENCE	wo
Net profit for the year after taxation Dividends paid and proposed	7636
stategres bard said biolicisco	4800
	3086
	3000

HRINCIPAL ACTIVITY AND HUSINESS REVIEW

The principal activity of the Company is the publishing of Educational, Professional, Reference, Nedical, Scientific, Technical and Childrens Books and there has been no significant change during the year.

largmen Group LK finished the year well with a trading profit percentage owr 19%. All our divisions, some trading in difficult markets, had a particularly strong last quarter.

Languer ELT again contributed an outstanding profit to the Company and Longuer International Education further established itself as the leading UK Publisher for World Bank projects.

We are rapidly developing our ELT, Medical and Professional and Reference sales and profits in the key Asian markets. In Japan, the acquisition of Lingual House, market leader in locally authorised and published American ELT gives us a leading position in the expanding shult and corporate ELT markets. Longmon Dictionaries increased their sales by almost 50% giving us an excellent base for further market panetration.

Pitmen Publishing and Longman law, Tax and Finance had excellent trading profits showing the strength of their backlist and new publishing but also reflecting the business and professional markets.

Despite the depressed state of the UK education and academic library market, Longmon Academic, Scientific and Technical came in well above budgeted sales and profits. Longmon Education came through strongly in the last quarter.

It was a tough year in the trade market but Longman General Books continued to have an outstanding success with the Chronicle range and the Longman Encyclopaedia quickly established itself in the market place.

We start the new decade with a new management team committed to achieving growth while maintaining our high level of profitability.

Lastin and - General att die Francis

PAINET VALUATION OF LAND AND BUILDINGS

It is estimated that the number value of the Orpany's properties at Decreter 31 1999 is approximately £3,117,000 in occase of book values. The realization of the Cupary's properties at such a surplus would give rise to a liability to tax of approximately £1,001,000.

SIGNIFICANT MONOMENTS IN TANDIBLE FOOD ASSETS

THE PROPERTY OF THE PROPERTY O

During the year the Company incurred expenditure of 12,150,000 on the acquisition of the freshold land of its Burnt Mill offices. Details of other movements in Tangible Fixed Access are disclosed in Note 10.

Report of the Directors - Cartered

DIFECTURE:

The Directors who held office during the year, together with the interests in Group Corporates of those who were not also Directors of the Holding Corpory at Doorder 31, are as follows:

Mr T J Rix Str M G P Lyoner Mr J D Williamoon Ms P Kahn Mr C J Rea Mr R G B Duncan

Pearson PLC 25p Ordinary Shares

		464	ar usumus i	~~~		
	31:	st December 1	1989	31.st	December 19	168
	Ordinary Shares	S.A.Y.E. Options	Senior Executive Options	Ordinary Shares	S.A.Y.E. Options	Senior Executive Options
						
Mr P Blackburn	1374	2375	10500	Web.	2596	10500
Mr M P Kelley	1000	2631	22000	1000	2066	22000
Ms J M Little	_	1525	5500	_	1360	10500
Mr J Osbarne	1000	4567	5000	-	3702	10000
Mr P Warwick	**	1319	12500	•••	646	5000

Mr P J Munday resigned on January 1 1989.

In common with other employees of Pearson FIC Group Companies, the above Directors may participate in the Pearson PIC Save As You Earn Stock Option Scheme under which rights are granted to purchase Ordinary Stock upon the expiry of 5 or 7 year periods. Option prices under the Scheme are related to prices ruling on the Stock Exchange on the last but one dealing day before the date of the letter inviting applications. In addition, the above Directors participate in the Pearson PIC Senior Executive Share Option Scheme.

Mr P Warwick was appointed as a Director on January 1 1989.

Mr R Watson resigned on August 31 1989

OWNITABLE NO RELITICAL CONBUBILITIONS

During the year the Cupary made various charitable contributions totalling £44,621 (1988 - £1,527). The Curpary did not note any political contributions during the year (1988 - Mil).

POLICY ON INFURANTION FOR EXPLOYEES

The Company attaches great importance to the creation amongst its employees of a sense of involvement in, and identification with, the objectives and success of the business.

For several years the Company has aimed to encurage this conse of involvement specifically through the provision to every employee of quarterly and ennual information on the progress and objectives of the Company. Regular meetings are held with all staff to keep them fully informed of the Company's progress and future plans.

All employees after a specified paried of service are eligible to participate in the Pearson PiC Save As You Earn Stock Option Scheme.

EMPLOYMENT OF DISABLED PERSONS

full consideration is given by the Company to applications for employment mode by disabled persons, with due regard to their particular aptitudes and abilities. Employees who become disabled during their employment are given every assistance to continue their employment in appropriate positions. Disabled employees are given the same opportunities for training, career development and promotion as other employees, subject to their particular disabilities.

AUDITORS

Our Auditors Deloitte Haskins & Sells are in the process of merging their practice with Cuspers & Lybrand. In the meantime they have adopted Coopers & Lybrand Deloitte as their business name and have signed their sudit report in that name. A Resolution to reappoint Coopers & Lybrand Deloitte as the Company's auditors will be proposed at the Annual General Meeting.

By Green of the Board

B

J E ROBLINSON SECRETARY

5 Bentinck Street London WIM SWN.

28 MMR 1990

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WDITORS' REPORT TO THE MEMERIC OF LONDON CHOLP IK LIMITED

We have audited the financial statements on pages 6 to 18 in accordance with Auditing Stondards.

In our opinion the financial statements give a true and fair view of the state of the Company's affairs at December 31 1989 and of its profit and source and application of funds for the year than ended and have been properly prepared in accordance with the Companies Act 1985.

Comm & Grand Balling

Coopers & Lybrand Delaitte Chartered Accountants London

28 MAR 1990

MOWH CRUP IK LINGTED

HOFIT & LOIS ACCULAT FOR THE YEAR ENDED DETEMBER 32, 1999

	<u> Motes</u>	1960 II.C.	1908
Tarrover	2	77478	69399
Cost of Sales		(40240)	(3FAPA)
Gross Profit		57238	34275
Other net operating expenses	3	(25314)	(25787)
Operating Profit		11924	8483
Investment income	4	178	152
Profit before interest payable		12102	8640
Interest payable	5	(20)	(5)
Profit on ordinary activities before taxation		12082	8635
Taxation	9	(4196)	(3161)
Profit on ordinary activities after taxation		7896	5474
Dividends Interim paid Final proposed		(1400) (3409)	(1150) (1650)
Retained profit credited to reserves	16	3096	2674

This Profit and Loss Account should be read in conjunction with the Notes on Pages 9 to 18.

LOROMH OFOLD IE LINCOLD

BALANE SPET AS AT LECENDER 31 1969

FIXED ASSETS	Hârs	oin Oin	1919 1919
Targible Assets	10	11740	9365
Investments	25	FLE	50
		%2 <u>99</u> %	37313
CLERETAL ASSETS			
Stocks	11	23411	19795
Debtons	12	34302	36196
Cosh at Bank and in hand		2339	1376
		-	~
CURTENT LIAPILITIES		5998?	51367
Creditors: Amounts falling			
due within one year	13	(34149)	(25037)
NET "THERENI ASSETS		25333	25430
TOTAL ASSETS LESS CURRENT LIABILITIES		37926	34845
CEDITORS: Amounts falling due			
after more than one year: Loan from Holding Compony			
Corporation Tax		20000	20000
wipulated its		4097	3295
PROPERTY WATER A WATER A WATER AND A STATE OF THE STATE O		24097	23295
PROVISITES FOR LIABILITIES AND CHARGES Deformed Taxation	_		
Detailed Idealatel	9	687	663
		24784	23958
MATTERIAL AND PERSONAL PROPERTY AND			
CAPITAL AND RESERVES			
Called up share capital	14	500	500
State premium account Other reserves	15	1014	1014
Profit and Loss Account	15	662	693
TOTAL BALLOS PARALLY	16	10966	8680
		13142	10887
		37926	34845

This Ralance Sheet should be read in conjunction with the Notes on pages 9 to 18.

The financial statements on pages 6 to 18 were approved by the Board of Directors on 2.8 MAR 1990

)Directors

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FORMAL GATE IN TROOMS

CLICK NO ATLICATION OF WING HIR DR YEAR ENED DELDGER 31 1980

SOURCE OF PUNDS	1999	<u>wid</u> 3319
Profit on ordinary activities before toxation Items not involving the revenent of finds:	15060	8 635
Expreciation	1439	j u10
Locs on disposal of targible fixed assets	86	ন্ত
Funds generated from operations	13600)	97739
Proceeds from disposals of tangible fixed accets	354	270
Notal source of funds	13954	9998
	-	-
APPLICATION OF FUNOS		
Archase of goodwill	831	(10)
Purchase of tangible fixed assets	4247	2267
Taxation paid	3065	2048
Dividends paid	3050	2675
Total application of funds	11193	6980
NET SOURCE OF FUNDS	2761	3018
INDEASK IN WORKING CAPITAL		
Increase in stocks (1988 - Decrease)	3616	(300)
Increase in amounts due from Group Companies	191	2271
Decresse in amounts due from Related Companies	(99)	(661)
Increase in other debtors	4014	1092
Increase in investments (1988 — Decrease)	303	(50)
Increase in arounts owed to Group Companies (1988 - Decrease	(4756)	2887
Increase in other creditors	(1397)	(1771)
	1872	3483
INCREASE IN LIQUID FUNDS		
Increase in cash balances (1988 - Decrease)		
Increase in overdraft	893	(251)
net exec in overdraft	(4)	(199)
	889	(450)
	2761	3018

ICONSTIGUE IK LIMITED

HORES ON THE ACCOUNTS - DECEMBER 31 1209

1. ACCOUNTING ROLLCIES

a) Basis of Accounting

The financial statements are prepared on the historical cost basis of accounting, modified to include the revaluation of certain fixed account.

b) Fixed Accets

Tangible fixed assets are stated at cost or valuation as shown in Note 10 and are depreciated over their estimated economic lives by equal annual instalments. Freehold buildings and long leaseholds are depreciated at 2% per annum, short leaseholds over the period of their leases, notur vehicles at 25% per annum and other plant and equipment at appropriate rates between 9% and 35% per annum.

c) Goodwill

The cost of goodwill purchased is deducted from reserves in the year of acquisition.

d) Stocks and Work-in-Progress

Stocks and Work-in-Progress are valued at the lower of cost and net realisable value. Cost comprises all costs related to production processes which are, in the main, carried out by third parties.

e) Deterred Taxation

The Company provides deferred taxation at the expected applicable rates, to take account of timing differences between the treatment of certain items for accounts purposes and their treatment for taxation purposes, except to the extent it is, in the opinion of the Directors, reasonable to essume that the timing differences will not reverse in the future so as to crystallise a tax liability. The major timing differences and the amounts involved are set out in Note 9.

f) Oversees Currencies

Assets and liabilities in overseas currencies are translated into sterling at the rates ruling at the Balance Sheet date, but where currency balances are covered by forward foreign exchange contracts, provision is made in the Profit and Loss Account to restate these balances in the Balance Sheet at the appropriate forward rate. Profits and losses arising on translation and on remittances during the year have been included in profit before taxation.

g) Turnover

Turnover represents the net amount receivable for goods and services excluding Value Added Tex.

Stiles on the Accounts - December I 1988 Granusti

h laures
leave payments in respect of assets held under operating leaves are
written off as they are incurred. The functial chlighterm under such
leaves are not out in little 18.

i) Prezione Accounting

With the adoption of the Statement of Stankerd Accounting Practice on Accounting for Persion Costs, the expected cost of the Corpory's defined benefit persion scheme is charged to the Profit and Loss Account in order to apportion the cost of persions over the service lives of exployees in the scheme. Variations from expected cost arising from a significant reduction in the number of exployees are adjusted in the Profit and Loss account to the extent that the expected persion cost, reduced by other variations exceeds contributions payable for that year. Other variations from cost are apportioned over the expected service lives of current employees in the scheme.

j) Fixed Asset Investments

(2)

Fixed Asset investments are shown in the Balance Sheet at cost less any provision. (see Note 25).

2.	GEOGRAPHICAL ANALYSIS OF TURNOVER	1989 5000	1988 1000
. •	UK	37329	33679
	North America	3645	2967
	Central and South America	3816	2844
	Europe	14431	13479
	Africa (including Arab World)	9919	8920
	Asia	6576	5991
	Australasia	1762	1519
			
		77478	69399
3.	OTHER NET CHEWITING EXCENSES		
	Distribution costs	5378	4190
	Administration, marketing and other expenses	22516	24091
		27894	28281
	Other operating income	(2580)	(2494)
		25314	25787

Included within other operating income is £163,000 for Inter Group licence fees and £72,000 for Inter Group consultancy fees.

Mitten on the Accounts - Georgier 31 1999 - Continued.

4.	IMASTMAT INCOME	1000	<u>imo</u>
-71	Ofter interest receivable	178	152

		178	
5.	INNSEST PAYABLE LOOPS repayable within five years not by instalmor Bank overdraft	nt: 16	4
	Other interest payable	á	1
		===== 30	5
6.	FROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		
	After charging: Depreciation of fixed assets	1432	1010
	Auditors' remneration (including expenses)	145	139
	Operating lease rentals - equipment	an)	21
	- other	869	810
7.	EMOLUMENTS OF DIRECTORS FECS		_
	Other empluments	804	719
	Comparsation for loss of office	160	_
		964	719
	Analysis of Directors' remneration (exclusive of to persion funds):	contribut	ions
	Chainmen and highest paid Director	109	96
	•		
	Other Directors:	Nuber	Nuber
	Up to £ 5000	2	ı
	£ 40001 to £ 45000	1	_
	£ 45001 to £ 50000	1344	2
	£ 50001 to £ 55000 £ 55001 to £ 60000	2	1 3
	£ 60001 to £ 65000	2	2 2
	£ 65001 to £ 70000	ĺ	
	£ 70001. to £ 75000	-	1
	£ 75001. to £ 80000	3	1
	5100001 to 5105000	1	746
			

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function of cases applying of the largary, other than liberton, the function to cases of CO,000 (exclusive of contributions to

630001 to 635000	Numer Numer	Notes 11
£35001 to £4(000)	3	ರಿ
6/40001 to 6/45000 6/45001 to 650000	A	1
150001 to 150000	5	6.3
ACTUACIA OF ACADAMA	2	*
	C.13	<u></u>

The average weekly number of persons (including Directors) employed by the Company during the year and their aggregate remuneration for the year was:

	Publishing Distribution Selling and administration	1980 Niziter 330 99 634 1113	1908 Number 476 110 601
	** res and solaries > security costs Crac, penalm costs	1989 1900 14060 1294 133	1988 9000 13802 1105 413
9.	TAXATHON 1) Treation on profit of the year: Componsation tex based on a rate of 35% (1996 - 35%) Double treation relief	4305 (108)	3398 (102)
	UK deferred taxation Overseas taxation	4097 (1) 108 	3296 105 102 ——— 3503
	Taxation edjustments relating to previous year: Corporation tax Deferred taxation	41.96	3161

History on the Amparta - December 31 1980 - Optioned

		79AB	1988
22)	Description:	am	1.00
	The total potential liebality to deferred tenesian at Deventur II is no follows:		
	Capital allowness	GT7	EX
		2 7773	7

In accordance with the accounting policy set out in liste 1(e), the above total potential hability has been provided in full.

16. FDED ASETS: TARGIHE ASETS

Cost or Valuation: At January 1 1989 Additions at cost Assets transferred to Group Co's Disposals at sest Asset Reclassifications At December 31 1989	Properties 9000 4009 2312 	Flant 8 Notor Whiteles 1000 4168 1162 (739) 104	Fixtures 4 Fixtures 5000 6487 779 (10) (562) (104) 6584	14774 4247 (1-)3 (1301)
At Directors valuation 1976 At cost	1082 5299 6381	4695 4695	6584 ————————————————————————————————————	1082 16578 17660
Depreciation: At January 1 1989 Provided in accounts Assets transferred to Group Co's Eliminated in respect of disposals Asset Reclassifications At December 31 1989	1034 96 - - - 1130	1393 496 (319) 73 1643	2932 840 (5) (505) (73) 3147	5359 1432 (6) (865) ————————————————————————————————————
Not book values: At December 31 1909 At December 31 1988	5251 	3052 2775	3437 3555	11740 9365

hites on the Accounts - December 31 1919 - Ontariod.

The	net	book	value	C.	the	properties	contricco.
-----	-----	------	-------	----	-----	------------	------------

	Fresheld Long Tessehold Short Tessehold	<u>1100</u>	2003
		discon	1825
		\$48	78
		498	470
		Springs (Company)	מיין כייייים או
		1251	APS
		d general philosophy	
u.	STOCKS Paper and other new materials Work in progress Books and other funished stocks Other atocks	2369 4293 15611 1138	2299 3222 18500 674
		23411	19795
		The state of the s	

1989

The replacement costs of these stocks is estimated as being approximately £1,800,000 greater than the amounts stated above.

12. DEBTORS

Amounts falling due within one year:		
Trade debtors Amounts owed by Group Companies Amounts owed by Related Companies Other debtors Prepayments and accrued income	21.435 7879 786 25.84 683 	18162 7683 885 830 1128
Amounts falling due after more than one year: Prepayments Other debtors	901. 34	823 675 1503
◆ tagent	34302	30196

thins on the Assaults - December 31 1980 - Continued:

		1909 1000	1998
13.	CEDITOS		
	Amonto falling due within one year:		
	Bank overdraft	1707	173
	Trade caeditors	1615	1729
	Amounts owed to Group Corpanies (including proposed		
	final dividend)	9264	2775
	Corporation tax	3294	2989
	Other taxation and social security payable	449	360
	Other creditors	11640	3713
	Accresis and deferred income	6123	12608
		34149	25937
		34149	(23937
14,	CALLED UP SINNE CAPITAL		
4-11	Authorised, issued and fully paid 500,000	500	500
	Ordinary Shares at £1 each		
			
15.	SHATE PREMIUM ACCOUNT AND OTHER HESERAES Share premium account: At January 1 and December 31	1014	1014
	Capital reserves:		
	At January 1	693	724
	Transfer to Profit and Loss Account	(31)	(31)
	as the second of the second between the		, O1/
	At December 31	662	693
16.	HOFIT MO LOSS ACCOUNT		
	At January 1	8680	5965
	Goodwill written off	(831)	10
	Transfer from capital reserves	31.	31
	Retained profit for the year	3086	2674
	At December 31	10966	8680
			=====

17. CAPITAL COMMITMENTS

Commitments for capital expenditure at December 31 1989 amounted to £162,000 (1988 - £58,000). Expenditure authorised, but not contracted for at that date was £2,176,000 (1988 - Nil).

thin in the Acounts - Drouber 31 1989 - Grittland:

18. CHEVATING LEAGES

Operating lease rentals payable in the next twelve munths are:

		d and ldings		La valas vala≥ BEBCB
Expiry of commitments from Balance	1989	1988	1989 1000	1300
Sheet date:				
Within one year	60	~	31	14
One to two years	237	60	2	30
Two to five years	_	-	1	2
After five years	615	'201	-	ì
		hand Prime	Atomin	-
	912	761	34	47
	===		223	

19. CONFINGENT LIABILITIES

Bank and other guarantees and indomnities at December 31 1989 amounted to £2,306,165 (1988 - £972,581) in respect of third parties and the Company has also given a guarantee in respect of bank overdrafts of certain subsidiaries totalling nil (1988 - £6,666). Losses arising on outstanding forward exchange contracts if translated at year end rate would be £196,250 (1988 - £153,738).

The Pearson Group, in common with many other groups of companies, has established cash management arrangements with its bankers which reduce aggregate interest expense. In this connection, Longman Group UK Limited has given an undertaking to National Westminster Bank PLC in respect of sums owing by fellow subsidiaries of Pearson PLC included in these banking arrangements. The liability which could ensue from this undertaking is limited to the amount steading to the credit of specified accounts of longman Group IK Limited with National Westminster Bank PLC.

20. DEPENTURE STOCKS OF TEATSON PLC

The Company together with certain other subsidiaries of Pearson PLC has guaranteed interest on and repayment of £30,936,000 guaranteed unsecured loan stock of Pearson PLC.

21. QUAST TOWNS

No quest loars were made to any Director during the year.

Notes on the Accounts - December 31 1980 - Cantisund

22. PERSION COMUDENIS

The company is a member of The Assert Group Peneten Flan, which is a funded defined benefit others, details of which, including particulars of the actuarial valuation, can be found in the Report and Accounts of Passern PLC for the year ended December 31 1909. The Corpony's peneten scheme was narged 'into one Pearson Group plan, together with other group schemes, on August 1 1908, as part of that marger all company contributions were suspended for the time being.

The pension costs relating to The Pearson Group Pension Plan are arecessed in accordance with the advice of a qualified actuary from The Wyatt Company (UK) Limited.

The latest actuarial assessment of the Plan was at August 1 1968. In 1969 the expected pensions cost charged to the Profit and Loss Assount has been eliminated as a result of certain valuation surpluses which are being spread over the expected remaining service lives of current employees in the schame together with part of the valuation surplus resulting from a significant reduction in group employees since previous valuations.

In previous years the Profit and loss Account was charged with the contributions payable by the company to the scheme. The charge in accounting policy in 1989 follows the adoption of the Statement of Standard Accounting Practice on Accounting for Pension Costs.

23. ULTIMATE HOLDING COMPANY

The Company's ultimate holding company is Pearson PLC, a company incomporated in Great Britain.

24. SUBSTIDIARY COMPANIES

The Company holds 100% of the 80936 Ordinary Shares of 1p. each in Logotron Limited, a company incorporated in England. Its loss for the eight mustin period to December 31 1909 was £141,000.

The Company holds 100% of the 'B' shares of fil in Longman Group (Overseas Holdings) Limited, a company incorporated in England.

Group accounts are not submitted as the Company is itself a wholly owned subsidiary of another body corporate incorporated in Great Britain. In the opinion of the Directors the value of the Company's interests in its subsidiaries is not less than the amount at which they are stated in the Balance Sheet.

Notice in the Accounts - December 21 1999 - Out must:

E. Fland Amet Investments

	Steidiery Copynics L'UO	Other Investment	Total nts
Coct	Constitution of the last of th	***************************************	designation of the second
At January 1 1989		133	13
Additions	353	-	35.4
At December 31 1989	393	131	434
		***************************************	-
Amounts written off			
At January 1 1989	-	81	81
Written off in the year	***	50	50
A			
At December 31 1989	-	131	131
	*****		•
Net book value			
At December 31, 1989	353	_	353
			
At December 31 1938		F-0	50
un percupet. Of 1900	_	50	50