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LONGMAN GROUP UK LIMITED

REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st DECEMBER 1986

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REPORT OF THE DIRECTORS

The directors submit their annual report and the audited financial statements for the year ended 31st December 1986.

CHANGE TO COMPANY NAME

On 7th July 1986, the company changed its name from Longman Group Limited to Longman Group UK Limited.

RESULT AND DIVIDENDS	£000
Net profit for the year after taxation Dividends paid and proposed	3,083 (2,850)
Transfer to reserves	233
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## PRINCIPAL ACTIVITY AND BUSINESS REVIEW

The principal activity of the company is publishing in the educational and professional market, and there has been no significant change during the year.

The English Language Teaching Division maintained its sparkling record of profitability, with the west European market providing particularly steady and substantial growth. Despite signs of improvement in the UK schools market, this area was still problematical. Longman's efforts to provide teachers and pupils with books for the General Certificate of Secondary Education examination on time were hindered by late and inadequate funding. However, the outlook for 1987 is a little better.

The financial performance of the UK business and professional publishing sector improved, and planned publishing development, together with some changes in management and organis. on, leave this sector well positioned for growth and profitability in the next few years.

The development in dictionary publishing proceeded according to plan, and the undoubted quality of Longman's dictionaries and reference books is beginning to be recognised by the market.

Elsewhere in the world, business in and with African countries was very mixed, with problems increasing in the Nigerian market, but with some good results in eastern and southern Africa.

After the considerable development, restructuring and diversification of the last two years, Longman is well placed to develop its markets in the rest of the eighties and into the nineties.

REPORT OF THE DIRECTORS (continued)

## MARKET VALUATION OF LAND AND BUILDINGS

It is estimated that the market value of the company's properties at 31st December 1986 is approximately £3,600,000 in excess of book values. The realisation of the company's properties at such a surplus would give rise to a liability to tax of approximately £1,080,000.

#### SIGNIFICANT MOVEMENTS IN TANGIBLE FIXED ASSETS

During the year the company incurred expenditure of £1,324,000 on the replacement of its computerised systems, which are due to become operational in 1987. Details of other movements in tangible fixed assets are disclosed in note 10.

#### DIRECTORS

The directors who held office during the year together with the interests in group companies of those who were not also directors of the holding company at the 31st December are as follows:

Mr. T.J. Rix

Chairman and Chief Executive

Mr. J.D. Williamson

Mr. M.G.P. Wymer

#### Pearson plc 25p Ordinary Shares

		31 D	ecember 19	86	31 D	ecember 19	85
		eneficial	S.A.Y.E. Options	Senior Executive Options	Beneficial	S.A.Y.E. Options	Senior Executive Options
Mr.	P. Blackburn	_	2,596	5,000	-	2,596	_
	R.G.B. Duncan		3,934	15,000	-	3,934	_
	P. Kahn	-	4,733	15,000		3,318	
	M.P. Kelley	1,000	2,055	10,000	1,000	2,055	-
	J.M. Little	· <u>-</u>	1,724	5,000	-	1,405	
	P.J. Munday		2,949	10,000		2,150	
	J. Osborne		3,430	5,000	_	2,955	-
	C.J. Rea	28	2,650	15,000	28	2,251	-
	R.P. Watson	-	1,658	10,000	-	1,658	-

In common with other employees of Pearson plc group companies, the above directors may participate in the Pearson plc 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 plc Senior Executive Share Option Scheme.

REPORT OF THE DIRECTORS (continued)

#### CHARITABLE AND POLITICAL CONTRIBUTIONS

During the year the company made various charitable contributions totalling £33,657 (1985 - £30,872). The company did not make any political contributions during the year. (1985 - Nil).

#### POLICY ON INFORMATION FOR EMPLOYEES

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 encourage this sense of involvement specifically through the provision to every employee of quarterly and annual 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 period of service are eligible to participate in the Pearson plc Save As You Earn Stock Option Scheme.

## EMPLOYMENT OF DISABLED PERSONS

Full consideration is given by the company to applications for employment made 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**

In accordance with Section 384 of the Companies Act 1985, a resolution proposing the re-appointment of Deloitte Haskins & Sells as auditors to the company will be put to the annual general meeting.

By Order of the Board

J.E. Robinson Secretary

5 Bentinck Street London W1N 5RN

23rd March 1987

## AUDITORS' REPORT TO THE MEMBERS OF LONGMAN GROUP UK LIMITED

We have audited the financial statements on pages 5 to 17 in accordance with approved Auditing Standards.

In our opinion the financial statements give a true and fair view of the state of the company's affairs at 31st December 1986 and of its profit and source and application of funds for the year then ended and comply with the Companies Act 1985.

Deloitte Haskins & Sells Chartered Accountants

London

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23rd March 1987

## PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 1986

	<u>Notes</u>	1986 £000	1985 £000
Turnover	2	60,207	54,219
Cost of sales		(33,712)	(32,493)
Gross profit		26,495	21,726
Other net operating expenses	3	(21,374)	(16,610)
Operating profit	Ą	5,121	5,116
Investment income	4	174	791
Profit before interest payable		5,295	5,907
Interest payable	5	(7)	(1,274)
Profit on ordinary activities before taxation	6	5,288	4,633
Taxation	9	(2,205)	(1,743)
Profit on ordinary activities after taxation		3,083	2,890
Dividends Interim paid Final proposed		(1,280) (1,570)	(1,450)
Retained profit credited to profit and loss account		233	1,440

This profit and loss account should be read in conjunction with the notes on pages 8 to 17.

## BALANCE SHEET AS AT 31 DECEMBER 1986

TIVED ACCEMC	Notes	1986 £000	1985 £000
FIXED ASSETS Tangible assets Investments	10 11 .	7,915 -	5,938 1,210
		7,915	7,148 
CURRENT ASSETS Stocks Debtors Investments Cash at bank and in hand	12 13	18,420 27,002 112 1,336	18,605 25,732 4 625
CURRENT LIABILITIES		46,870	44,966
Creditors: Amounts falling due within one year	14	(29,424)	(26,758)
NET CURRENT ASSETS		17,446	18,208
TOTAL ASSETS LESS CURRENT LIABILITIES		25,361 =====	25,356 =====
CREDITORS: Amounts falling due after more than one year: Loan from holding company Corporation tax		18,000 1,983	18,500 1,743
		19,983	20,243
PROVISIONS FOR LIABILITIES AND CHARGES Deferred taxation	9	535	503
		20,518	20,746
CAPITAL AND RESERVES Called up share capital Share premium account Other reserves Profit and loss account	15 16 16 17	500 1,014 751 2,578  4,843  25,361	500 1,014 783 2,313  4,610  25,356

This balance sheet should be read in conjunction with the notes on pages 8 to 17.

The financial statements on pages 5 to 17 were approved by the board of directors on 23rd March 1987 and were signed on its behalf by:

Directors

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## SOURCE AND APPLICATION OF FUNDS FOR THE YEAR ENDED 31 DECEMBER 1986

	1986	1985
SOURCE OF FUNDS	£000	£000
Profit on ordinary activities before taxation	5,288	4,633
Items not involving the movement of funds Depreciation	1,067	826
Profit on disposal of tangible	1,007	020
fixed assets (1985 - Loss)	(15)	143
Funds generated from operations	6,340	5,602
Proceeds from disposals of fixed asset investments	1,210	5,099
Proceeds from disposals of tangible fixed assets	230	197
Total source of funds	7,780	10,898
APPLICATION OF FUNDS		
Purchase of fixed asset investments	•••	809
Purchase of goodwill	- 3,259	753 2,468
Purchase of tangible fixed assets	1,022	951
Taxation paid Dividends paid 1984	- J	1,720
1985	1,450	´ –
1986	1,280	
Total application of funds	7,011	6,701
AND CAMERO OF THEFT	769	4,197
NET SOURCE OF FUNDS	703	=====
INCREASE IN WORKING CAPITAL	(407)	
Decrease in stocks (1985 - Increase)	(185) 563	2,663 3,187
Increase in amounts due from group companies	(1,381)	
Decrease in amounts due from related companies	2,088	(888)
Increase in other debtors (1985 - Decrease) Increase in current asset investments	108	4
Increase in amounts owed to group companies		
(1985 - Decrease)	(1,601)	4,361
Decrease in other creditors (1985 - Increase)	420	(1,361)
		4,163
	12	4,103
THEODRAGE THE LIGHT BUNDS	<del></del>	
INCREASE IN LIQUID FUNDS Increase in cash balances	711	265
Decrease in overdraft (1985 - Increase)	46	(231)
	757	34
	769	4,197
	=====	=====

## NOTES ON THE ACCOUNTS - 31 DECEMBER 1986

#### 1. ACCOUNTING POLICIES

- a) Basis of accounting
  The financial statements are prepared on the historical cost basis of accounting, modified to include the revaluation of certain fixed assets.
- b) Fixed Assets
  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, motor vehicles at 25% per annum and other plant and equipment at appropriate rates between 5% and 33% 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) Deferred 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 assume 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) Overseas 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 tax.
- h) Leases
  Lease payments in respect of assets held under operating leases are written off as they are incurred. The financial obligations under such leases are set out in note 19.

## NOTES ON THE ACCOUNTS - 31 DECEMBER 1986 (continued)

2	GEOGRAPHICAL ANALYSIS OF TURNOVER		
2.	GEOGRAFILIONE ANABIOID OF TOWNOVER	1986	1985
		£000	£000
	U.K.	27,451	23,111
	North America	2,893	2,405
	Central and South America	3,860	2,887
	Europe	10,513	9,937
	Africa (excluding Arab World)	4,334	5,524
	Arab World	5,196	4,764
	Asia	4,221	3,993
	Australasia	1,739	1,598
		60,207	54,219
		=====	=====
		1000	1005
з.	OTHER NET OPERATING EXPENSES	1986	1985 £000
		<u>£000</u>	1000
	Distribution costs	3,457	3,146
	Administration, marketing and other expenses	20,095	15,392
		23,552	18,538
		(2,178)	(1,928)
	Other operating income	(2,170)	(1,520)
		21,374	16,610
		=====	=====
4.	INVESTMENT INCOME	1986	1985
4.	THAND INDIA THOUSE	£000	£000
	Income from shares in group companies	-	369
	Interest receivable from group companies		8
	Other interest receivable	174	414
		174	791
		====	====
			1005
5.	INTEREST PAYABLE	1986	1985
		<u>£000</u>	£000
	Loans repayable within five years		1,265
	Group companies	6	1,205
	Bank overdraft	1	-
	Other interest payable	<u></u>	
		7	1,274
			-,

## NOTES ON THE ACCOUNTS - 31 DECEMBER 1986 (continued)

6.	PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	1986 £000	1985 £000
	After charging: Depreciation of fixed assets Auditors' remuneration Operating lease rentals - equipment - other	1,067 109 16 430	826 101 311 497
7.	EMOLUMENTS OF DIRECTORS	1986 £000	1985 £000
	Fees Other emoluments Compensation for loss of office	623 -  623 	440 80  520
	Analysis of directors' remuneration (exclusive of funds):	contributions 1986 £000	to pension 1985 £000
	Chairman and highest paid director	80	66
	Other directors	Number	Number
	up to £ 5,000 £30,001 to £35,000 £35,001 to £40,000 £40,001 to £45,000 £45,001 to £50,000 £50,001 to £55,000 £55,001 to £60,000 £60,001 to £65,000	Two Two Two Three  One One	One Four Two One One
	£55,001 to £60,000	*	-

## 8. EMPLOYEES

The number of senior employees of the company, other than directors, who received remuneration in excess of £30,000 (exclusive of contributions to pension funds) was:-

	Number	Number
£30,001 to £35,001 to £4	40,000 Une	Three _
,		-=22=

# NOTES ON THE ACCOUNTS - 31 DECEMBER 1986 (continued)

## 8. EMPLOYEES (continued)

The average weekly number of persons (including directors) employed by the company during the year and their aggreg remuneration for the year was:

	1986 <u>Number</u>	1985 Number
Publishing Distribution Selling and administration	478 94 567	496 89 509
	1,139 =====	1,094
	1986 £000	1985 £000
Wages and salaries . Social security costs Other pension costs	11,103 883 638	9,975 744 617
	12,624	11,336
9. TAXATION	1986 £000	1985 £000
i) Taxation on profit of the year: Corporation tax based on a rate of 36.25% (1985 - 41.25%) Double taxation relief	2,134 (151) 	1,856 (151)
UK Deferred taxation Overseas taxation	1,983 57 151	1,705 (10) 151
	2,191	1,846
Taxrtion adjustments relating to previous yes Corporation tax Deferred taxation	ar: 39 (25)	(106) 3
	2,205 =====	1,743 =====
ii) Deferred Taxation	1986 £000	1985 £000
The total potential liability to deferred taxation at 31st December is as follows: Capital allowances	535 ====	503 =====

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

# NOTES ON THE ACCOUNTS - 31 DECEMBER 1986 (continued)

# 10. FIXED ASSETS: TANGIBLE ASSETS

	Properties £000	Plant & Motor Vehicles £000	Fixtures & <u>Fittings</u> £000	Total £000
Cost or Valuation:				
At 1st January 1986 Additions at cost Disposals at cost Transfers of classification	3,722 234 (7) (45)	2,755 1,474 (626) 44	2,734 1,551 (47) 1	9,211 3,259 (680)
At 31st December 1986	3,904	3,647	4,239 	11,790 
At Directors valuation 1976 At cost	1,082 2,822	3,647	- 4,239	1,082 10,708
	3,904	3,647 	4,239	11,790
Depreciation:				
At 1st January 1986 Provided in accounts	856 72	1,113 473	1,304 522	3,273 1,067
Eliminated in respect of disposals Transfers of classification	(7) (23)	(431) 23	(27) -	(465) - 
At 31st December 1986	898 	1,178	1,799	3,875 
Net book values:				
At 31st December 1986	3,006 ====	2,469 ====	2,440 =====	7,915 ====
At 31st December 1985	2,866 ====	1,642 ====	1,430 =====	5,938 ====
The net book value of the pro	perties compri	ses:	1986 <u>£000</u>	1985 £000
Freehold Long leasehold Short leasehold			1,778 914 314	1,734 896 236
			3,006	2,866 ====

# NOTES ON THE ACCOUNTS - 31 DECEMBER 1986 (continued)

11.	FIXED ASSETS: INVESTMENTS	1986 £000	1985 <u>£000</u>
	Shares in Group Companies:		
	Cost and net book value At 1st January 1986 Additions	1,210	5,500 809
	Less: Transfers to Holding Company	1,210 (1,210)	6,309 (5,099)
	At 31st December 1986	Nil	1,210
12.	STOCKS	1986 £000	1985 £000
	Paper and other raw materials Work in progress Books and other finished stocks Other stocks	2,498 2,872 12,519 531  18,420	2,752 2,757 12,626 470  18,605
	The replacement cost of these stocks is estimated £600,000 greater than the amounts stated above.	as being ap	proximately
13.	DEBTORS	1986 £000	1985 £000
	Amounts falling due within one year Trade debtors Amounts owed by group companies Amounts owed by related companies Other debtors Prepayments and accrued income	15,109 6,609 1,159 2,005 946 	12,285 6,046 2,540 2,573 625 
	Amounts falling due after more than one year Prepayments Other debtors	1,143 31  1,174	1,579 84  1,663
		27,002	25,732

## NOTES ON THE ACCOUNTS - 31 DECEMBER 1986 (continued)

14.	CREDITORS	1986 £000	1985 <u>£000</u>
	Amounts falling due within one year: Bank overdraft Borrowings from group companies Trade creditors Amounts owed to group companies (including	782 - 1,446	828 800 1,605
	proposed final dividend)  Corporation tax Other taxation and social security payable Other creditors Accruals and deferred income	13,048 1,966 348 1,193 10,641	10,027 1,055 320 1,737 10,386
		29,424 =====	26 <b>,</b> 758
15.	CALLED UP SHARE CAPITAL	1986 <u>£000</u>	1985 £000
	Authorised, issued and fully paid 500,000 ordinary shares at £1 each	500 ===	500 ===
16.	SHARE PREMIUM ACCOUNT AND OTHER RESERVES	£000	
	Share premium account: At 1 January 1986 and 31 December 1986	1,014	
	Capital reserves: At 1 January 1986 Transfer to profit and loss account	783 (32) ——	
	At 31 December 1986	751 ===	
17.	PROFIT AND LOSS ACCOUNT	£000	
	At 1 January 1986 Transfer from capital reserves Retained profit for the year	2,313 32 233	
	At 31 December 1986	2,578 ====	

## 18. CAPITAL COMMITMENTS

Commitments for capital expenditure at 31 December 1986 amounted to £129,000 (1985 - £561,000). Expenditure authorised, but not contracted for at that date was Nil (1985 - Nil).

# NOTES ON THE ACCOUNTS - 31 DECEMBER 1986 (continued)

#### OPERATING LEASES 19. Operating lease rentals payable in the next twelve months are:

	Land and Buildings		Other Operating Leases	
	1986 £000	1985 £000	1986 £000	1985 £000
Expiry of commitments from balance sheet date:				
Within one year Two to five years After five years	_	-	-	-
	67	58	11	-
	363	363		
	430	421	11	<del>-</del>
	=====	========	=======================================	:======

#### CONTINGENT LIABILITIES 20.

Bank and other guarantees and indemnities at 31 December 1986 amounted to £470,020 (1985 - £577,305) in respect of third parties and fnil (1985 - £2,998,204) in respect of fellow subsidiaries. The company has also given a guarantee in respect of bank overdrafts of certain subsidiaries totalling £281,667 (1985 - £482,079). Losses arising on outstanding forward exchange contracts if translated at year end rate would be £79,704 (1985 - £28,347).

### DEBENTURE STOCKS OF PEARSON PLC The company together with certain other subsidiaries of Pearson plc has 21. guaranteed interest on and repayment of £30,936,000 guaranteed unsecured loan stock of Pearson plc.

## The following quasi loan was made to a director during the year: 22.

M.G.P. Wymer - £9.00

This loan was repaid before 31 December 1986.

## 23.

The company operates a pension scheme, which is reviewed regularly by actuaries and is funded in accordance with their advice. Pension contributions are held in independent trust administered funds.

#### holding company is Pearson plc, a company ULTIMATE HOLDING COMPANY 24. The company's ultimate incorporated in Great Britain.

## NOTES ON THE ACCOUNTS - 31 DECEMBER 1986 (continued)

#### 25. SUBSIDIARY COMPANIES

The company's subsidiaries, all of whose share capital is 100% owned, except where otherwise stated, are:

choops where outerwise stated, are.	Country of incorporation or registration	Proportion held
Longman Group (Overseas Holdings) Ltd	England	100% B Shares of £1
Longman Caribbean Ltd Longman English Language Schools(Far East)Ltd Longman Espana S.A. Longman France S.A. Longman Group (Far East) Holdings Ltd Longman Australia Proprietary Ltd Longman Cheshire Proprietary Ltd Longman Paul Ltd Longman Professional Publishing Pty Ltd Pitman Publishing Proprietary Ltd Pitman Publishing New Zealand Ltd Universities Press Proprietary Ltd Longman Group (Far East) Ltd Longman Malaysia Sendirian Berhad Longman Singapore Publishers (PTE) Ltd Longman Hellas Publishing S.A. Longman Italia s.r.l. Longman Jamaica Ltd Longman Kenya Ltd Longman Penguin Japan Co Ltd Longman Penguin Japan Co Ltd Longman Piblishing (Asia) Ltd Longman Sierra Leone Ltd Longman Swaziland (Proprietary) Ltd Longman Tanzania Ltd Longman Zambia Ltd Longman Zambia Ltd Longman Zambia Ltd Longman Zimbabwe (Private) Co Ltd Pitman International Ltd Pitman PTE Ltd Pitman PUBlishing Co South Africa Pty Ltd	Trinidad Hong Hong Spain France Hong Kong Australia Australia New Zealand Australia New Zealand Australia Hong Kong Malaysia Singapore Greece Italy Jamaica Kenya Lesotho Botswana Malawi Japan England Sierra Leone Swaziland Tanzania Uganda Zambia Zimbabwe England Malaysia Singapore South Africa	60%

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.

## NOTES ON THE ACCOUNTS - 31 DECEMBER 1986 (continued)

On 1st January 1986, the following subsidiaries were transferred to the ownership of Longman Holdings Limited:-

Books for Schools Ltd Common Ground (1951) Ltd The Construction Press Ltd Councils and Education Press Ltd Crown Eagle Communications Ltd George Godwin Ltd Keesings Publications Ltd UK Tax Congress Ltd

On 23rd December 1986, the following subsidiaries were transferred to the ownership of Longman Holdings Limited:-

Longman Cartermill Ltd
Innovation Publishing Ltd