(1) 872828

LONGMAN GROUP LIMITED

REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st DECEMBER 1985



REPORT OF THE DIRECTORS

The directors submit their annual report and the audited financial statements for the year ended 31st December 1985.

RESULT AND DIVIDENDS	£000
Net profit for the year after taxation Dividend proposed	2,890 (<u>1,450</u>)
Transfer to reserves	1,440

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.

Sales and profits were above the previous year reflecting both the results of acquisitions in 1984 and 1985 and growth in pre-existing businesses. Trading conditions were generally somewhat more favourable than in 1984 though Longman continued to be adversely affected by low levels of spending on schoolbooks and by libraries in the UK and by continuing economic conditions in some 'Third World' markets.

There were, however, some outstanding performances, notably by the English language teaching division where sales increased by 30% and trading profits by 47%. A significant contribution to that performance was made by the success of two new distribution companies in Europe, Longman Espana and Longman Italia, which started operations at the beginning of the year.

The pace of development in 1985 was fist. Acquisitions made in the UK included the Addison-Wesley UK schools list and the Polytech list and also during the year, Longman Cartermill Limited became a subsidiary of Longman Group Limited.

Churchill Livingstone UK, Britain's largest medical publisher expanded its sales and publishing considerably (partly through the addition of Pitman Medical). The rest of the Longman UK company had a very mixed year. There was a fair performance from academic publishing and the schools publishing division did improve its results through the year (by increase in market share) but the signs of continued low spending and other problems such as the teachers' dispute showed through in poor sales at the end of the year.

Though still kept low by planned development costs, margins in the UK's important business and professional publishing activities began to improve and the seminars business (Crown Eagle and Longman Seminars) had a very successful year. In the UK company's export markets, Longman again suffered from economic and importing problems in Nigeria and the Arab World, though sales were more buoyant to East Africa, India, Japan and Latin America.

The 1985 results fairly reflect the key strategies, being rigorously pursued by Longman, of taking advantage of new growth markets, especially in business and professional publishing, as well as exploiting our competitive advantage in educational markets; and of diversifying internationally.

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 1985 is approximately £2,000,000 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 £390,000.

SIGNIFICANT MOVEMENTS IN TANGIBLE FIXED ASSETS

During the year Longman Group Limited acquired the freehold title to its major operating site for £897,000. The company previously held the leasehold title to this property. Details of other movements in tangible fixed assets are disclosed in note 11.

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				
			31st December 1985 31st December 1			
			Beneficial	Options	Beneficial	<u>Options</u>
Mr.	R.G.B. Duncan		_	3,934	_	1,659
	P. Kahn		_	3,318	-	1,659
	M.P. Kelley		1,000	2,055	312	_
	D.J. Mortimer	(resigned	11.1.1985) -	-	50	-
	P.J. Munday		_	2,150	-	1,075
	C.J. Rea		28	2,251	14	869
	R.P. Watson		-	1,658	-	829

On 1st January 1986, the following were appointed as directors:-

Mr. P. Blackburn Ms. J.M. Little Mr. J. Osborne

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.

REPORT OF THE DIRECTORS (continued)

CHARITABLE AND POLITICAL CONTRIBUTIONS

During the year the company made various charitable contributions totalling £30,872 (1984 - £21,246). The company did not make any political contributions during the year. (1984 - 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 WIN 5RN

24th March 1986

AUDITORS' REPORT TO THE MEMBERS OF LONGMAN GROUP 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 1985 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

24th March 1986

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31st DECEMBER 1985

	Notes	1985 £000	1984 £000
Turnover	2	54,219	46,748
Cost of sales		(32,493) ———	(27,488)
Gross profit		21,726	19,260
Other net operating expenses	3	(16,610)	(15,926)
Operating profit		5,116	3,334
Investment income	4	791	1,919
Profit before interest payable		5,907	5,253
Interest payable	5	(1,274)	(1,406)
Profit on ordinary activities before taxation	6	4,633	3,847
Taxation	9	(1,743)	(707)
Profit on ordinary activities after taxation		2,890	3,140
Extraordinary item	10		(311)
Profit for the financial year		2,890	2,829
Dividends Interim paid Final proposed		(1,450)	(780) (1,720)
Retained profit credited to profit and loss account		1,440	329

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

BALANCE	SHEET	AS	AT	31st	DECEMBER	1985

COET Nadmadad Date in de immie nomene		1005	1004
	Notes	1985 £000	1984 £000
FIXED ASSETS			
Tangible assets	11	5,938	4,636
Investments	12	1,210	5,500
		7,148	10,136
CURRENT ASSETS			
Stocks	13	18,605	15,942
Debtors	14	25,732	27,236
Investments		4	-
Cash at bank and in hand		625	360
		44,966	43,538
CURRENT LIABILITIES		·	•
Creditors : Amounts falling due			
within one year	15	(26,758)	(30,195)
NET CURRENT ASSETS		18,208	13,343
TOTAL ASSETS LESS CURRENT LIABILITIES		25,356	23,479
TOTAL ADDETO LEGO COMMENT BIADIBILIED		20,000	20,479
CREDITORS: Amounts falling due after			
more than one year	15	(20,243)	(19,050)
PROVISIONS FOR LIABILITIES AND CHARGES	•	(500)	(500)
Deferred taxation	9	(503)	(506)
NOW ACCOME		4 616	0.000
NET ASSETS		4,610	3,923
		=====	=====
CAPITAL AND RESERVES			
Called up share capital	16	500	500
Share premium account	17	1,014	1,014
Other reserves	17	783	629
Profit and loss account	18	2,313	1,780
		<i>2</i> 10	3,923
		======	=====

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 24th March 1986 and were signed on its behalf by:

T.J. Bix
J.D. Williamson Directors

SOURCE AND APPLICATION OF FUNDS FOR THE YEAR ENDED 31st DECEMBER 1985

	1985 £000	1984 £000
SOURCE OF FUNDS Profit on ordinary activities before taxation	4,633	3,847
Items not involving the movement of funds Depreciation	826	667
Loss on disposal of tangible fixed assets	143	16
Funds generated from operations	5,602	4,530
Proceeds from disposals of fixed asset investments	5,099	-
Proceeds from disposals of tangible fixed assets	197	194
Total source of funds	10,898	4,724
APPLICATION OF FUNDS Purchase of fixed asset investments Purchase of goodwill Purchase of tangible fixed assets Taxation paid Dividends paid 1983 1984	809 753 2,468 951 - 1,720	77 1,708 583 1,200 780
Total application of funds	6,701	4,348
NET SOURCE OF FUNDS	4,197	376
Increase in stocks Increase in amounts due from group companies Decrease in amounts due from related companies (1984 - increase) Decrease in other debtors (1984 increase) Increase in current asset investments Decrease in amounts owed to group companies Increase in other creditors (1984 - decrease)	2,663 3,187 (3,803) (888) 4 4,361 (1,361)	1,971 552 191 4,315 - 3,251 1,618
INCREASE IN LIQUID FUNDS (1984 - DECREASE) Increase in cash balances (1984 - decrease) Increase in overdraft	265 (231)	11,898 (11,175) (347) (11,522)
	4,197	376

NOTES ON THE ACCOUNTS - 31st DECEMBER 1985

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 11 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. 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 20.

NOTES ON THE ACCOUNTS - 31st DECEMBER 1985 (continued)

•	GEOGRAPHICAL ANALYSIS OF TURNOVER		
2.	GEOGRAPHICAL ANALISIS OF TORMOVER	1985	1984
		£000	<u>£000</u>
	11 7/	23,111	19,132
	U.K. North America	2,405	2,181
	Central and South America	2,887	2,470
		9,937	6,804
	Europe Africa (excluding Arab World)	5,524	6,185
	Arab World	4,764	4,675
	Asia	3,993	3,432
	Australasia	1,598	1,869
		54,219	46,748
		======	=====
		1985	1984
3.	OTHER NET OPERATING EXPENSES	£000	£000
	Distribution costs	3,146	2,632
	Administration, marketing and other expenses	<u>15,392</u>	14,795
		18,538	17,427
	Other operating income	<u>(1,928</u>)	<u>(1,501</u>)
		16,610	15,926
		=====	=====
٨	INVESTMENT INCOME	1985	1984
4.	TMAESIMEMI IMOOME	£000	£000
	Income from shares in group companies	369	1,029
	Interest receivable from group companies	8	845
	Other interest receivable	414	45
		791	1,919
			======
-	INTEREST PAYABLE	1985	1984
5.	TMIEUESI LYINDE	<u>2000</u>	£000
	the Classical Control of the Control		
	Loans repayable within five years	1,265	1,293
	Group companies	9	18
	Bank overdraft Loan originally repayable after five years,	-	
	repaid 30.3.84		
	US Dollar bank loan		95
		1,274	1,406
		======	

NOTES ON THE ACCOUNTS - 31st DECEMBER 1985 (continued)

6.	PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	1985 £000	1984 £000
	After charging: Depreciation of fixed assets Auditors' remuneration Operating lease rentals - equipment - other	826 101 311 497	667 94 277 515
7.	EMOLUMENTS OF DIRECTORS	1985 £000	1984 £000
	Fees	440	473
	Other emoluments	80	
	Compensation for loss of office	520	473
		=====	======
	Analysis of directors' remuneration (exclusive of funds):	contributions	to pension
	was way	1985	1.984
		£000	£000
	Chairman and highest paid director	66	63
	Oliuzzilian did dispersión production de la constantia de	=====	======
	Other directors	Number	Number
	up to £ 5,000	One	
	£15,001 to £20,000		One
	£30,001 to £35,000		Five
	£35,001 % £40,000	Four	Two
	£40,001 to £45,000	Two	-
	£45,001 to £50,000	One	0ne
	£50,001 to £55,000	One	0ne
	200,002 00 200,000	=====	======
8.	EMPLOYEES		
	The number of senior employees of the company, othereceived remuneration in excess of £30,000 (exclusive pension funds) was:-	ner than direc sive of contri	tors, who butions to

pension funds) was:-1984 1025

	7900	1204
	Number	Number
£30,001 to £35,000	Three	0ne
,	=======	======

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

	1985 <u>Number</u>	1984 <u>Number</u>
Publishing	496	489
Publishing Distribution Selling and administration	89	87
	509	482
	1,094	1,058
	25555	=====

NOTES ON THE ACCOUNTS - 31st DECEMBER 1985 (continued)

8.	EMPLOYEES (continued)	1985 £000	1984 £000
	Wages and salaries Social security costs Other pension costs	9,975 744 617 11,336	9,161 746 748 10,655
9.	TAXATION	1985 £000	1984 £000
i)	Taxation on profit of the year Corporation tax based on a rate of 41.25%, (1984 - 46.25%) Double taxation relief UK Deferred taxation Overseas taxation	1,856 (151) 1,705 (10) 151 1,846	1,093 (50) 1,043 161 50 1,254
	Taxation adjustments relating to previous year: Corporation tax Deferred taxation	(106) 3 1,743 =====	(481) (66) 707
ii)	Deferred Taxation	1985 £000	1984 £000
	The total potential liability to deferred taxation at 31st December is as follows: Capital allowances	503	506
	In accordance with the accounting policy set out following deferred taxation has been provided. Capital allowances	503	506
	During the year £4,000 was transferred to defamalgamation of the Crown Eagle Communications Linof the company.	===== Cerred taxati nited buriness	on on the into that
10.	EXTRAORDINARY ITEM	1985 £000	1984 £000
	Increase in provision for deferred tax. on as at 1st January 1984 in the light of changes in capital allowances and rates of corporation		
	tax contained in the Finance Act 1984.		311

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NOTES ON THE ACCOUNTS - 31st DECEMBER 1985 (continued)

11. FIXED ASSETS: TANGIBLE ASSETS

Cost or Valuation:	Properties	Plant & Motor Vehicles £000	Fixtures & Fittings £000	Total £000
At 1st January 1985 Additions at cost Disposals at cost Transfers of classification	2,727 1,117 (122)	1,974 701 (454) 534	2,716 651 (99) (534)	7,417 2,469 (675)
At 31st December 1985	3,722	2,755	2,734	9,211
At Directors valuation 1976 At cost	1,082 2,640	2,755	<u>2,734</u>	1,082 8,129
	3,722	2,755	2,734	9,211
				
Depreciation:				
At 1st January 1985 Provided in accounts	788 79	795 405	1,198 342	2,781 826
Eliminated in respect of disposals Transfers of classification	(11)	(288) 201	(35) (201)	(334) — -
At 31st December 1985	856	1,113	1,304	3,273
Net book values:				
At 31st December 1985	2,866	1,642 ====	1,430	5,938 =====
At 31st December 1984	1,939 ====	1,179	1,518	4,636 =====
The net book value of the p	roperties co	mprises:-	1985	1984
			£000	£000
Freehold Long leasehold Short leasehold			1,734 896 236	1,663 276
			2,866 =====	1,939

NOTES ON THE ACCOUNTS - 31st DECEMBER 1985 (continued)

		•	
12.	FIXED ASSETS: INVESTMENTS		
		1985	1984
		£000	£000
	Shares in Group Companies		
	Cost and net book value		
	At 1st January 1985	5,500	5,500
	Additions	809	· _
		6,309	5,500
	Less:- Transfers to Holding Company	(5,099)	_
	At 31st December 1985	1,210	5,500
		5322	====
13.	STOCKS	1985	1984
		£000	£000
	Paper and other raw materials	2,752	2,696
	Work in progress	2,757	1,898
	Books and other finished stocks	12,626	10,816
	Other stocks	<u>470</u>	532
		18,605	15,942
		=====	
	The replacement cost of these stocks is estimate £800,000 greater than the amounts stated above.	ed as being ap	proximately
14.	DEBTORS	1985	1984
		£000	£000
	Amounts falling due within one year		
	Trade debtors	12,285	14,832
	Amounts owed by group companies	6,046	2,859
	Amounts owed by related companies	2,540	6,343
	Other debtors	2,573	611
	Prepayments and accrued income	625	971
		24,069	25,616
	Amounts falling due after more than one year		
	Prepayments	1,579	1,524
	Other debtors	84	96
		1,663	1,620
			-
		25,732	27,236
		======	2/,230

NOTES ON THE ACCOUNTS - 31st DECEMBER 1985 (continued)			
15.	CREDITORS	1985 £000	1984 £000
q	Amounts falling due within one year Bank overdraft Borrowings from group companies Trade creditors Amounts owed to group companies (including proposed final dividend) Corporation tax Other taxation and social security payable Other creditors Accruals and deferred income	828 800 1,605 10,027 1,055 320 1,737	597 8,500 1,601 7,458 953 284 1,167
	Noordars and deferred income	10,386 26,758 ====== 1985 £000	9,635 30,195 ====== 1984 £000
	Amounts falling due after more than one year Loan from holding company Corporation tax	18,500 1,743 ————————————————————————————————————	18,000 1,050 ———————————————————————————————————
16.	CALLED UP SHARE CAPITAL Authorised, issued and fully paid 500,000 ordinary shares at £1 each	1985 £000 500	1984 £000 500
17.	SHARE PREMIUM ACCOUNT AND OTHER ESSERVES Share premium account At 1st January 1985 and 31st December 1985 Capital reserves At 1st January 1985	£000 1,014 =====	
	Transfer from profit and loss account At 31st December 1985	<u>154</u> 783	
	Mr OTBE December Took		

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NOTES ON THE ACCOUNTS - 31st DECEMBER 1985 (continued)

18.	PROFIT AND LOSS ACCOUNT	£000
	At 1st January 1985 Goodwill written off Transfer to capital reserves Retained profit for the year	1,780 (753) (154) <u>1,440</u>
	At 31st December 1985	2,313 =====

The goodwill written off against the profit and loss account represents the purchase consideration for the goodwill, copyright and title of publications acquired in the year.

19. CAPITAL COMMITMENTS

Commitments for capital espenditure at 31st December 1985 amounted to $\pounds 561,000$ (1984 - £13,756) Expenditure authorised, but not contracted for at that date was Nil (1984 - Nil).

20. OPERATING LEASES

Operating lease rentals payable in the next twelve months are:

	Land and Buildings			Other Operating Leases	
	1985 £000	1984 £000	1985 £000	1984 £000	
Expiry of commitments from balance sheet date:					
	_	76	-	311	
Within one year	58	58	-		
Two to five years	363	363			
After five years	421	497 =========	 :25:25:25:25:25	311	

NOTES ON THE ACCOUNTS - 31st DECEMBER 1985 (continued)

21. CONTINGENT LIABILITIES

Bank and other guarantees and indemnities at 31st December 1985 amounted to £577,305 (1984 - £293,904) in respect of third parties and £2,998,204 (1984 - £3,731,000) in respect of fellow subsidiaries. The company has also given a guarantee in respect of bank overdrafts of certain subsidiaries totalling £482,079 (1984 - £602,812).

22. DEBENTURE STOCKS OF PEARSON PLC

The company together with certain other subsidiaries of Pearson plc has guaranteed interest on and repayment of £30,937,000 guaranteed unsecured loan stock of Pearson plc.

23. QUASI LOANS

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

Mr. C.J. Rea - £26

This loan was repaid before 31st December 1985.

24. PENSION COMMITMENTS

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.

25. ULTIMATE HOLDING COMPANY

The company's ultimate holding company is Pearson plc, a company incorporated in Great Britain.

NOTES ON THE ACCOUNTS - 31st DECEMBER 1985 (continued)

26. SUBSIDIARY COMPANIES

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

except where otherwise stated, are:		
	Country of incorporation or registration	Proportion held
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 Longman Cartermill Ltd Innovation Publishing Ltd U.K. Tax Congress Ltd Longman Group (Overseas Holdings) Ltd	England	86%
Longman Australia Proprietary Ltd Longman Cheshire Proprietary Ltd Longman Paul Ltd Longman Professional Publishing Proprietary Ltd Longman Caribbean Ltd Longman English Language Schools(Far East) Longman Espana S.A. Longman France S.A Longman Group (Far East) Holdings Ltd Longman Group Far East Ltd Longman Hellas Publishing SA Longman Italia s.r.l. Longman Jamaica Ltd Longman Kenya Ltd Longman Hesotho Proprietary Ltd Longman Malawi Ltd Longman Malaysia Sendirian Berhad Longman Penguin Japan Co Ltd Longman Publishing (Asia) Ltd Longman Sierra Leone Ltd	Australia Australia New Zealand Australia Trinidad	Shares of £1
Longman Singapore Publishers (PTE) Ltd Longman Swaziland (Proprietary) Ltd Longman Tanzania Ltd Longman Uganda Ltd Longman Zambia Ltd Longman Zimbabwe (Private) Co Ltd	Singapore Swaziland Tanzania Uganda Zambia Zimbabwe	

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.