USBORNE PUBLISHING LIMITED REPORT AND ACCOUNTS

for the year ended

31 JANUARY 2015

13/10/2015 COMPANIES HOUSE

DIRECTORS AND ADVISERS

DIRECTORS

T.P. Usborne R.M. Robinson

SECRETARY

A. Parsons

REGISTERED OFFICE

Usborne House 83-85 Saffron Hill London EC1N 8RT

BANKERS

National Westminster Bank plc

1 Princes Street London EC2R 8PA

AUDITORS

Nexia Smith & Williamson Chartered Accountants

25 Moorgate

London EC2R 6AY

ACCOUNTANTS AND TAX ADVISERS

Smith & Williamson LLP

Chartered Accountants

25 Moorgate

London EC2R 6AY

SOLICITORS

Davenport Lyons

1 Old Burlington Street London W1X 1LA

COMPANY'S REGISTERED NUMBER

1124359

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STRATEGIC REPORT

The directors present the strategic report for Usborne Publishing Limited for the year ended 31 January 2015.

Activities

The principal activity of the company continued to be publishing.

Review of business and future developments

The company had a satisfactory year and, in the opinion of the directors, the state of the company's affairs and its future prospects are satisfactory.

The principal risks and uncertainties facing the company are considered to be:

- a) Demographic falls in birth rates may affect the overall size of the markets in which the company operates.
- b) The company has to replace a certain proportion of its product list each year and, in a very competitive market, the new product may not be successful.
- c) A significant proportion of the company's product is sourced and sold overseas and costs and revenues are therefore at risk from adverse currency exchange movements.
- d) Books are a mature leisure market and have to compete with an ever-increasing electronic leisure sector, so publishing may attract a lower share of leisure expenditure.
- e) The major physical raw material is paper which can be subject to cyclical variation in availability and competing requirements from sectors other than book publishing.

The company reviews the following key performance indicators to aid assessment of the performance of the business:

Financial:

- a) Year on year turnover growth is 2.86% in 2015 against 8.05% in 2014
- b) Gross profit margin is 41.1% in 2015 against 42.19% in 2014
- c) Return on capital is 17.5% in 2015 against 22.81% in 2014
- d) Sales per employee are £240,688 in 2015 against £247,768 in 2014
- e) Average salary per employee is £40,650 in 2015 against £37,833 in 2014
- f) Current ratio of assets to liabilities is 6.13 in 2015 against 5.76 in 2014
- g) Debtor collection period (in days) is 95 in 2015 against 103 in 2014
- h) Stock turnover period (in months) is 7.1 in 2015 against 7.25 in 2014

STRATEGIC REPORT

Review of business and future developments (continued)

Non-financial

- a) New titles added to the list in the year are 307 in 2015
- b) Recycling of paper decreased to 201,066 litres in 2015 from 209,733 in 2014
- c) Recycling of packaging increased in 2015 to 297 tons from 258 tons in 2014
- d) Hazardous waste (IT equipment) of 344kg compared with 543kg was recycled under the WEEE legislation in 2015

Approved by the Board of Directors and signed on their behalf

A Parsons Secretary

DIRECTORS' REPORT

The directors present their report and the accounts of the company for the year ended 31 January 2015.

Results for the year and dividends

The profit for the year after taxation was £5,857,451 (2014: £6,851,146). On 25 April 2014 the company declared and paid a dividend of £2,260,000 (2014: £2,000,000), of which £1,666,750 (2014: £1,475,000) was in respect of the 'A' ordinary shares and the balance of £593,250 (2014: £525,000) was in respect of the 'B' ordinary shares.

Due to the profitability of the business the company pays significant amounts of corporation tax and income tax. For the year ended 31 January 2015 total corporation tax and income tax payable is £4,655,275 (2014: £4,899,776).

Financial risk management

The principal current assets of the company are cash or assets that are converted into cash within a short period of time. Therefore the principal financial instruments employed by the company are cash or cash equivalents and the directors ensure that the business maintains sufficient cash reserves and available cash facilities to minimise liquidity risk. The company's income stream is based on pre-agreed arrangements with clients thereby reducing price and credit risk. Conversion of current assets into cash in accordance with these arrangements is closely monitored. The company regularly monitors and reacts accordingly to any exposure to fluctuations in foreign exchange rates.

Directors

The directors of the company at 31 January 2015, both of whom served throughout the year were:

T.P. Usborne R.M. Robinson

Charitable donations

During the year the company made donations for charitable purposes amounting to £ 72,418 (2014: £87,695)

The company also donates books which are not considered saleable to charities in Africa.

DIRECTORS' REPORT

Disclosure of information to the auditors

In the case of each person who was director at the time this report was approved:

- So far as that director was aware there was no relevant audit information of which the company's auditors were unaware; and
- that director had taken all steps that the director ought to have taken as a director to make himself or herself aware of any relevant audit information and to establish that the company's auditors were aware of that information.

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

Auditors

A resolution for the re-appointment of Nexia Smith & Williamson will be proposed at the next Annual General Meeting.

Approved by the Board of Directors and signed on their behalf

A Parsons Secretary

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS

The directors are responsible for preparing the Strategic Report, the Directors' Report and the accounts in accordance with applicable law and regulations.

Company law requires the directors to prepare accounts for each financial year. Under that law the directors have elected to prepare the accounts in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the accounts unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these accounts, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the accounts;
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the accounts comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Nexia Smith & Williamson

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF USBORNE PUBLISHING LIMITED

We have audited the accounts of Usborne Publishing Limited for the year ended 31 January 2015 which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Balance Sheet, the Cash Flow Statement and the related notes 1 to 23. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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 auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 7, the directors are responsible for the preparation of the accounts and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Financial Reporting Councils (FRC's) Ethical Standards for Auditors.

Scope of the audit of the accounts

A description of the scope of an audit of accounts is provided on the FRC's website at www.frc.org.uk/auditscopeukprivate.

Opinion on accounts

In our opinion the accounts:

- give a true and fair view of the state of the company's affairs as at 31 January 2015 and of its profit for the year then ended;
- · have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the accounts.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not
 visited by us; or
- the accounts are not in agreement with the accounting records and returns; or
- · certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Keith Jackman

Senior Statutory Auditor, for and on behalf of

Nexia Smith a Williamson

Nexia Smith & Williamson

Statutory Auditor

Chartered Accountants
28 September 2015

25 Moorgate London EC2R 6AY

PROFIT AND LOSS ACCOUNT for the year ended 31 JANUARY 2015

	Notes	2015	2014
		£	£
Turnover	2	51,988,543	50,544,656
Cost of sales		(30,610,922)	(29,220,627)
Gross profit		21,377,621	21,324,029
Distribution costs		(2,226,559)	(2,215,260)
Administrative expenses		(11,735,932)	(10,297,662)
Other operating income	3	4,007	4,155
Operating profit	6	7,419,137	8,815,262
Interest receivable		69,683	115,798
Interest payable	7	(5,101)	(1,273)
Profit on ordinary activities before taxation		7,483,719	8,929,787
Taxation	8	(1,626,268)	(2,078,641)
Profit for the financial year	19	5,857,451	6,851,146

All the company's activities are classed as continuing. There were no recognised gains or losses in either year other than those included in the profit and loss account.

BALANCE SHEET as at 31 JANUARY 2015

	Notes	2015	2014
		£	£
Fixed assets Tangible	10	341,237	282,348
Investments	11	15	15
		341,252	282,363
Current assets	_		
Stocks	12	18,210,049	17,660,890
Debtors	13 14	14,610,740 9,905	15,861,708 9,905
Investments Cash at bank and in hand	. 14	18,271,526	13,965,868
	_	51,102,220	47,498,371
Creditors: amounts falling due within one year	15	(8,327,198)	(8,244,822)
Net current assets	-	42,775,022	39,253,549
Total assets less current liabilities	-	43,116,274	39,535,912
Provisions for liabilities	16	(364,674)	(381,763)
Net assets	_	42,751,600	39,154,149
Capital and reserves	=		,
Called up share capital	17	10,000	10,000
Share premium account		2,448,469	2,448,469
Capital reserve Capital redemption reserve		1,000 9,950	1,000 9,950
Profit and loss account	18	40,282,181	36,684,730
Shareholders' funds	19	42,751,600	39,154,149

The accounts were approved and authorized for issue by the Board of Directors on signed on its behalf by:

23 Sextumber 2015

T.P. Usborne Director

CASH FLOW STATEMENT for the year ended 31 JANUARY 2015

	Notes	2015 £	2014 £
Net cash inflow from operating activities	(a)	8,410,153	6,136,747
Returns on investments and servicing of finance Interest received Interest paid		69,683 (5,101)	115,798 (1,273)
Net cash inflow from returns on investments and servicing of finance		64,582	114,525
Taxation UK taxation paid Overseas taxation paid	,	(1,644,552) (43,147)	(1,759,459) (51,959)
Net cash outflow on taxation	-	(1,687,699)	(1,811,418)
Capital expenditure Purchase of tangible fixed assets Proceeds from sale of tangible fixed assets	-	(221,378)	(133,748) 4,000
Net cash outflow from capital expenditure		(221,378)	(129,748)
Equity dividends paid		(2,260,000)	(2,000,000)
Increase in cash	(b), (c)	4,305,658	2,310,106

NOTES TO THE CASH FLOW STATEMENT for the year ended 31 JANUARY 2015

a)	Reconciliation of operating prooperating activities	fit to net cash inflow from	2015 £	2014 £
	Operating profit		7,419,137	8,815,262
	Depreciation		138,861	149,281
	Loss/ (profit) on sale of tangible	fixed assets	23,628	(4,000)
	(Increase) in stocks		(549,159)	(1,531,319)
	Decrease/(increase) in debtors		1,227,561	(1,384,822)
	Increase in creditors		167,214	96,795
	(Decrease) in provisions for liab	ilities	(17,089)	(4,450)
	Net cash inflow from operating a	ctivities	8,410,153	6,136,747
b)	Reconciliation of net cash flow	to movement in net funds		
	Cash at 1 February		13,965,868	11,655,762
	Net cash inflow		4,305,658	2,310,106
	Cash at 31 January		18,271,526	13,965,868
c)	Analysis of net funds	At 1 February 2014 £	Cashflow £	At 31 January 2015
	Cash at bank and in hand	13,965,868	4,305,658	18,271,526

NOTES TO THE ACCOUNTS for the year ended 31 JANUARY 2015

1 Accounting policies

The accounts have been prepared in accordance with United Kingdom Generally Accepted Accounting Practice. A summary of the more important accounting policies adopted is described below.

Accounting convention

The accounts have been prepared under the historical cost convention.

Investments

Investments held as fixed assets are stated at cost less provisions for any impairment in value. Those held as current assets are stated at the lower of cost and net realisable value.

Pension costs

The company operates a money purchase pension scheme.

Contributions to the money purchase scheme are charged to the profit and loss account as they become payable in accordance with the rules of the scheme and represent contributions payable by the company to the fund.

Stocks and work in progress

Stocks and work in progress have been valued at the lower of cost and net realisable value. Cost is defined as direct publication costs, together with a proportion of relevant overheads. Assets held by suppliers but which are deemed in substance to be assets of the company have been included in stocks.

Depreciation

Depreciation is calculated to write off the cost of fixed assets in equal annual instalments on the following bases:-

Furniture and fittings

20 to 33.3%

Computer equipment

25%

Motor vehicles are assumed to have a life of four years when purchased new; when purchased, at one year old, they are depreciated at 20% per annum for disposal after four years.

Royalty income

Royalty advances are credited to the profit and loss account when invoiced, royalties in excess of advances are credited when received.

NOTES TO THE ACCOUNTS for the year ended 31 JANUARY 2015 (continued)

1 Accounting policies (continued)

Foreign currency

Transactions denominated in foreign currencies are recorded at the rates of exchange ruling at the date of the transaction.

Assets and liabilities are translated into sterling at the rates of exchange ruling at the balance sheet date unless covered by forward purchases of currency where the forward rate is used. Any profit or loss arising is taken to the profit and loss account.

Deferred taxation

Deferred tax is provided for on a full provision basis on all timing differences, which have arisen but not reversed at the balance sheet date. No timing differences are recognised in respect of gains on sale of assets where those gains have been rolled over into replacement assets. Deferred tax assets are recognised to the extent that they are recoverable, that is, if on the basis of all available evidence, it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted. Any assets and liabilities recognised have not been discounted.

Leases

Rental costs under operating leases are charged to the profit and loss account in equal annual amounts over the periods of the leases.

Provisions

Provision for dilapidations is made in accordance with FRS12, where there is an obligation in the lease to make good any alterations to the leasehold property.

Financial risk management

The financial risk management policies are detailed in the Directors' Report.

2 Turnover

Turnover represents the value of goods and services delivered to customers during the period, less returns, and is stated net of value added tax.

Geographical analysis of turnover:

	2015 £	2014 £
U.K Overseas	22,560,021 29,428,522	21,626,933 28,917,723
	51,988,543	50,544,656

NOTES TO THE ACCOUNTS for the year ended 31 JANUARY 2015 (continued)

3	Other operating income	2015 £	2014 £
	Dividends receivable	4,007	4,155

4 Employees

The average weekly number of employees, excluding directors, of the company during the year and their aggregate remuneration were as follows:-

	Number	Wages and salaries	Social security £	Pension costs	Total £
Year ended 31 January, 2015	216	8,780,407	921,700	856,423	10,558,530
Year ended 31 January, 2014	204	7,717,885	895,464	758,248	9,371,597

The average monthly number of employees during the year was as follows:

		2015 No.	2014 No.
	Administration Editorial and production Sales	26 118 72	27 112 64
		216	203
5	Directors' emoluments	£	£
	Aggregate emoluments	168,780	168,529

NOTES TO THE ACCOUNTS for the year ended 31 JANUARY 2015 (continued)

6	Operating profit is stated after charging:	2015 £	2014 £
	Operating lease rentals - Hire of plant and machinery - Other Depreciation Auditors' remuneration - audit - taxation services (paid to related company	99,209 458,617 138,861 59,230	147,671 483,399 149,281 57,845
	of the auditors) Foreign exchange loss	32,040 255,119	12,980 184,539
7	Interest payable	£	£
	Bank interest	5,101	1,273
8	Taxation	£	£
	UK corporation tax based on the profit for the year at 21.32 % (2014: 23.16%) Adjustment in respect of prior years	1,570,989 30,037	2,066,411
	Total current tax charge Deferred tax (see note 21)	1,601,026 25,242	2,069,834 8,807
	Tax on profit on ordinary activities	1,626,268	2,078,641
	Tax reconciliation		
	Profit on ordinary activities before tax	7,483,719	8,929,787
	Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 21.32 % (2014: 23.16%)	1,595,529	2,068,139
	Tax effects of: Capital allowances for period in excess of depreciation Expenses not deductible for tax purposes Other short term timing differences Fixed asset differences Income not taxable for tax purposes Adjustment in respect of prior years	(21,597) 1,449 (5,315) 1,777 (854) 30,037	(5,392) 3,431 233 - - - 3,423
	Total current tax charge	1,601,026	2,069,834

NOTES TO THE ACCOUNTS for the year ended 31 JANUARY 2015 (continued)

9	Dividends paid			2015 £	2014 £
	£226 dividend per 'A' ordinary share £226 dividend per 'B' ordinary share	•		1,666,750 593,250	1,475,000 525,000
				2,260,000	2,000,000
10	Tangible fixed assets	Computer equipment £	Furniture and fittings	Motor vehicles £	Total
	Cost				
	At 1 February 2014	867,219	281,812	188,880	1,337,911
	Additions	159,802	, 27,171	34,405	221,378
	Disposals	(32,878)	-	(101,212)	(134,090)
	At 31 January 2015	994,143	308,983	122,073	1,425,199
	Depreciation				
	At 1 February 2014	703,480	232,302	119,781	1,055,563
	Charge for year	98,986	16,387	23,488	138,861
	Disposals	(32,878)	-	(77,584)	(110,462)
	At 31 January 2015	769,588	248,689	65,685	1,083,962
	Net book value				
	At 31 January 2015	224,555	60,294	56,388	341,237
	At 31 January 2014	163,739	49,510	69,099	282,348

NOTES TO THE ACCOUNTS for the year ended 31 JANUARY 2015 (continued)

11 Investments held as fixed assets

Shares in group undertakings – subsidiaries £

At 31 January 2014 and 31 January 2015

. 15

At 31 January 2015 the company had the following subsidiary undertakings:

Company	Country of incorporation	Activity	Proportion of ordinary shares held	Aggregate amount of share capital and reserves	Profit for the year
Usborne Publishing Inc	U.S.A	Non- trading	100%	See below	See below
Usborne Books at Home Limited	England	Dormant	100%	£2	£nil
Usborne Music Publishing Limited	England	Dormant	100%	£2	£nil
Usborne Reference Publishing Limited	England	Dormant	100%	£2	£nil
Usborne Education Limited	England	Dormant	100%	£2	£nil

Usborne Books at Home Limited, Usborne Music Publishing Limited, Usborne Reference Publishing Limited and Usborne Education Limited have not traded.

Usborne Publishing Inc have been omitted from group accounts since in the opinion of the Directors, its inclusion is not material for the purpose of giving a true and fair view. Usborne Publishing Inc has ceased trading.

NOTES TO THE ACCOUNTS for the year ended 31 JANUARY 2015 (continued)

11 Investments held as fixed assets (continued)

	Additional information in respect of Usborne Publishing Inc.		£
	Share of undistributed post incorporation losses at 1 February 2014 Profit retained in the year		(55,210) (1,422)
	Balance at 31 January 2015	_	(56,632)
12	Stocks	2015	2014
		£	£
	Work in progress Finished goods	861,529 17,348,520	609,540 17,051,350
		18,210,049	17,660,890
13	Debtors		
	Trade debtors Other debtors Prepayments and accrued income Deferred taxation (note 21)	13,557,640 682,518 370,582	14,315,022 473,604 1,049,675 23,407
		14,610,740	15,861,708
14	Investments		
	Listed investments – at cost (Market value 2015: £67,171, 2014: £51,086)	9,905	9,905
15	Creditors: amounts falling due within one year	2015 £	2014 £
	Trade creditors Corporation tax Other creditors Accruals and deferred income Deferred tax (note 21)	5,775,796 539,487 571,802 1,438,278 1,835	5,200,250 626,160 672,901 1,745,511 - - - 8,244,822

NOTES TO THE ACCOUNTS for the year ended 31 JANUARY 2015 (continued)

16	Provisions for liabilities		c	£
	Dilapidations provision		£	T.
	At 1 February 2014 (Decrease) in provision		381,763 (17,089)	386,213 (4,450)
	At 31 January 2015	_	364,674	381,763
17	Called up share capital		£	£
	Authorised			
	7,375 'A' Ordinary shares of £1 each		7,375	7,375
	2,625 'B' Ordinary shares of £1 each		2,625	2,625
	9,950 undesignated shares of £1 each		9,950	9,950
	5	_	19,950	19,950
	Allotted and fully paid			
	7,375 'A' Ordinary shares of £1 each		7,375	7,375
	2,625 'B' Ordinary shares of £1 each	_	2,625	2,625
		_	10,000	10,000
	The 'A' shares and 'B' shares rank pari passu in all respects.			
18	Profit and loss account			•
		2015 £	2014 £	
	Balance at 1 February 2014	36,684,730	31,833,584	
	Retained profit for the year	3,597,451	4,851,146	
	Balance at 31 January 2015	40,282,181	36,684,730	

NOTES TO THE ACCOUNTS for the year ended 31 JANUARY 2015 (continued)

19 Reconciliation of movements in shareholders' funds

	£	£
Profit for the financial year	5,857,451	6,851,146
Dividends	(2,260,000)	(2,000,000)
Net addition to shareholders' funds	3,597,451	4,851,146
Opening shareholders' funds	39,154,149	34,303,003
Closing shareholders' funds	42,751,600	39,154,149

20 Operating lease commitments

At 31 January 2015 the company was committed to making the following payments during the next year in respect of operating leases:

		Land and Buildings £	Other £
	Leases which expire:	-	
	Within 1 year	24,401	720
	Within 2-5 years	52,250	87,313
	In more than 5 years	463,288	-
	_	539,939	88,033
21	Deferred taxation	2015 £	2014 £
	The amount of recognised deferred tax asset is as follows:	a.	
	Accelerated capital allowances	(11,835)	8,422
	Other timing differences	10,000	14,985
		(1,835)	23,407
	Movement in deferred taxation		£
	At 1 February 2014		23,407
	Profit and loss account (note 8)		(25,242)
	At 31 January 2015 (note 15)		(1,835)

NOTES TO THE ACCOUNTS for the year ended 31 JANUARY 2015 (continued)

22 Post balance sheet event

Post year end the company declared an interim dividend of £250 per share to be paid to the holders of "A" shares and "B" shares.

23 Ultimate controlling party

At 31 January 2015 the ultimate controlling party was T.P. Usborne a shareholder and director of the company.