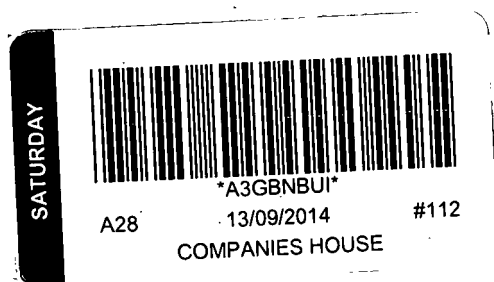


**PROQUEST INFORMATION AND LEARNING  
LIMITED**

**FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 DECEMBER 2013**

**Company Registration Number 1094204**



**PROQUEST INFORMATION AND LEARNING LIMITED**  
**FINANCIAL STATEMENTS**  
**YEAR ENDED 31 DECEMBER 2013**

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**PROQUEST INFORMATION AND LEARNING LIMITED**  
**OFFICERS AND PROFESSIONAL ADVISERS**  
**YEAR ENDED 31 DECEMBER 2013**

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<b>The board of directors</b>	Mr J Allen Mrs B Inkellis Mrs L Trainor
<b>Company secretary</b>	Mr J Allen
<b>Business address</b>	The Quorum Barnwell Road Cambridge CB5 8SW
<b>Registered office</b>	The Quorum Barnwell Road Cambridge CB5 8SW
<b>Auditor</b>	Baker Tilly UK Audit LLP Chartered Accountants The Pinnacle 170 Midsummer Boulevard Milton Keynes MK9 1BP

# PROQUEST INFORMATION AND LEARNING LIMITED

## STRATEGIC REPORT

YEAR ENDED 31 DECEMBER 2013

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### Principal activity

The principal activity of the company is that of preparing, publishing and distributing research, learning and reference materials for online delivery and in microform formats.

### Fair review of the business

We consider that our key financial performance indicators are those that communicate the financial performance and strength of the company as a whole, these being Turnover, Gross Profit and Operating Profit, these are monitored on a monthly basis.

### Development and performance of the business

	2013	2012 (restated)
Turnover	\$62,891,310	\$60,578,957
Turnover growth/(decline)	4%	(8%)
Gross profit margin	80%	75%
Operating profit	\$12,560,851	\$8,668,873
Profit before tax	\$12,586,075	\$8,783,071

Turnover has increased by \$2,312,353 due to an increase in transfer pricing costs being recharged to ProQuest LLC. Specifically this is due to transfer pricing costs in respect of EMEA marketing and sales force on behalf of ProQuest LLC as well as sales and marketing in respect of Dialog LLC. Cost of Sales have decreased by \$3,055,084 mainly due to a decrease in amortisation of \$1,184,097. There has also been a decrease in royalty expense, outside labour costs and agency commission offset by an an increase in salaries, bonuses and commissions. Margins on products, in which ProQuest Information and Learning Limited owns the IP rights, have increased this resulting in an overall increase in gross profit margin.

Despite the global economic downturn ProQuest LLC and its subsidiaries has been able to maintain its customer base and as such able to continue investing in new products and make additional acquisitions.

### Position of the business

At the end of the year, the net assets totalled \$26,678,113 (2012 - \$16,921,338).

### Functional currency

The Directors have undertaken a review of ProQuest Information and Learning Limited's functional currency during the year, and have changed this from GBP to USD. In order to make this assessment a number of factors and determinants were assessed, namely: cash flow indicators, sales price indicators, sales market indicators, expense indicators, finance indicators, and intra-entity transactions. It is the opinion of the Directors that ProQuest Information and Learning Limited's role within the ProQuest group has changed over the years and now its operations are directly linked to its operating parent ProQuest LLC and so should therefore adopt USD as its functional currency with effect from 1 January 2013. The comparative figures have been restated accordingly and the rate used is \$1.6168 to £1.

### Future developments

As at 30th April 2014, ProQuest Information and Learning Ltd purchased 100% of the share capital of Pi2 Solutions Ltd. The purchase was a valuable addition to the ProQuest's corporate sector product portfolio.

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**PROQUEST INFORMATION AND LEARNING LIMITED**

**STRATEGIC REPORT** *(continued)*

**YEAR ENDED 31 DECEMBER 2013**

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*Liquidity risk and cash flow risk*

The business' activities expose it primarily to the financial risks of changes in foreign currency exchange rates.

The business' principal financial instruments comprise bank balances and trade creditors. The main purpose of these instruments is to finance the business' operations.

Trade creditors' liquidity risk is managed by ensuring sufficient funds are available to meet amounts due.

Signed on behalf of the directors



Mr J Allen

Director

Approved by the directors on ..... 4/9/14 .....

# PROQUEST INFORMATION AND LEARNING LIMITED

## DIRECTORS' REPORT

YEAR ENDED 31 DECEMBER 2013

---

The directors present their report and the financial statements of the company for the year ended 31 December 2013.

### Results and dividends

The profit for the year, after taxation, amounted to \$9,756,775. The directors have not recommended a dividend.

### Directors

~~The directors who served the company during the year were as follows:~~

Mr J Allen  
Mrs B Inkellis  
Mrs L Trainor  
Mr P Evans

P Evans resigned as a Director on 15 April 2013.

### Directors' responsibilities

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements 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 financial statements 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 year.

In preparing these financial statements, 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 accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping 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 financial statements 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.

In so far as the directors are, individually, aware:

- there is no relevant audit information of which the company's auditor is unaware; and
  - each director has taken all steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.
-

# PROQUEST INFORMATION AND LEARNING LIMITED

## DIRECTORS' REPORT *(continued)*

YEAR ENDED 31 DECEMBER 2013

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### Employment policies

The company's policy is to give full and fair consideration to applications for employment made by disabled persons, having regard to their particular aptitudes and abilities.

Disabled employees receive appropriate training to promote their career development within the company. Employees who became disabled are retained in their posts where possible or retained for suitable alternative posts.

### Employee involvement

Regular meetings are held between senior management and employee representatives to discuss matters of concern. Employees are kept well-informed about progress and position of the company by means of regular departmental and company wide meetings and e-mails.

### Strategic report

The company has chosen in accordance with section 414C(11) of the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013 to set out in the company's strategic report information required by schedule 7 of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008.

### Auditor

Baker Tilly Audit Limited ceased trading on 31st March 2014. The directors, having been notified of the cessation of trade of Baker Tilly Audit Limited, appointed Baker Tilly UK Audit LLP as Auditor on 1 April 2014 to fill the casual vacancy. In accordance with the Companies Act 2006 a resolution proposing the appointment of Baker Tilly UK Audit LLP as Auditor will be put to the members.

Signed on behalf of the directors



Mr J Allen

Director

Approved by the directors on ..... 4/9/14 .....

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF PROQUEST INFORMATION AND LEARNING LIMITED**

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We have audited the financial statements of ProQuest Information and Learning Limited for the year ended 31 December 2013 on pages 8 to 21. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's member, 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 member those matters we are required to state 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 member 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 pages 4 to 5, the~~ directors are responsible for the preparation of the financial statements 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 Auditing Practices Board's Ethical Standards for Auditors.

### **Scope of the audit of the financial statements**

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at [www.frc.org.uk/auditscopeukprivate](http://www.frc.org.uk/auditscopeukprivate)

### **Opinion on financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2013 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 matters prescribed by the Companies Act 2006**

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



**INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF  
PROQUEST INFORMATION AND LEARNING LIMITED (CONTINUED)**

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**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 financial statements 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.

*Philip Gale*

Philip Gale, Senior Statutory Auditor  
For and on behalf of

Baker Tilly UK Audit LLP, Statutory Auditor  
Chartered Accountants  
The Pinnacle  
170 Midsummer Boulevard  
Milton Keynes  
MK9 1BP

*4 September 2014*

**PROQUEST INFORMATION AND LEARNING LIMITED**  
**PROFIT AND LOSS ACCOUNT**  
**YEAR ENDED 31 DECEMBER 2013**

	Note	2013 \$	2012 (restated) \$
<b>Turnover</b>	2	62,891,310	60,578,957
Cost of sales		(12,152,139)	(15,207,223)
<b>Gross profit</b>		<u>50,739,171</u>	<u>45,371,734</u>
Sales and marketing costs		(20,190,885)	(19,664,395)
Administrative expenses		(18,438,207)	(18,086,585)
Other operating income	3	450,772	1,048,119
<b>Operating profit</b>	4	<u>12,560,851</u>	<u>8,668,873</u>
Interest receivable		25,224	118,118
Interest payable and similar charges	7	-	(3,920)
<b>Profit on ordinary activities before taxation</b>		<u>12,586,075</u>	<u>8,783,071</u>
Tax on profit on ordinary activities	8	(2,829,300)	(2,250,625)
<b>Profit for the financial year</b>		<u><u>9,756,775</u></u>	<u><u>6,532,446</u></u>

All of the activities of the company are classed as continuing.

The company has no recognised gains or losses other than the results for the year as set out above.

The notes on pages 10 to 21 form part of these financial statements.

**PROQUEST INFORMATION AND LEARNING LIMITED**

Registered Number 1094204

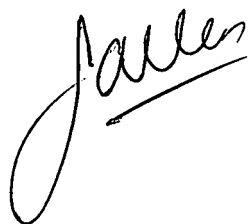
**BALANCE SHEET**

**31 DECEMBER 2013**

		2013		2012 (restated)	
	Note	\$	\$	\$	\$
<b>Fixed assets</b>					
Intangible assets	10		11,028,945		11,312,667
Tangible assets	11		1,704,002		1,904,473
Investments	12		1,090,487		1,090,487
			<u>13,823,434</u>		<u>14,307,627</u>
<b>Current assets</b>					
Debtors	13	34,558,705		19,045,351	
Cash at bank and in hand		3,985,228		4,888,745	
			<u>38,543,933</u>	<u>23,934,096</u>	
<b>Creditors: Amounts falling due within one year</b>	15	(25,689,254)		(21,320,385)	
<b>Net current assets</b>			12,854,679		2,613,711
<b>Total assets less current liabilities</b>			<u>26,678,113</u>		<u>16,921,338</u>
<b>Capital and reserves</b>					
Called-up share capital	20		2,802,594		2,802,594
Share premium account	21		4,459,745		4,459,745
Other reserves	21		21,847		21,847
Profit and loss account	21		19,393,927		9,637,152
<b>Shareholder's funds</b>	22		<u>26,678,113</u>		<u>16,921,338</u>

These accounts were approved by the directors and authorised for issue on 4/9/14, and are signed on their behalf by:

Mr J Allen  
Director



The notes on pages 10 to 21 form part of these financial statements.

# PROQUEST INFORMATION AND LEARNING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2013

---

### 1. Accounting policies

#### Basis of accounting

The financial statements have been prepared under the historical cost convention, and in accordance with applicable accounting standards.

Under section 400 of the Companies Act 2006 the company is exempt from preparing consolidated financial statements because it is a subsidiary of ProQuest UK Holdings Limited, a company registered in an EEA state, and a company that prepares and files consolidated financial statements which meet the conditions set out in section 400. Therefore the financial statements present information about the company as an individual undertaking and not about its group.

#### Cash flow statement

The company has taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) from including a cash flow statement in the financial statements on the grounds that the company is a subsidiary, where 90 per cent or more of the voting rights are controlled within the group and the parent company has prepared publicly available consolidated financial statements which include a consolidated cash flow statement incorporating the company's cash flows.

#### Turnover

Turnover represents the value, net of value added tax, from the following:

- Earning royalties from ProQuest LLC on world-wide revenues of products in which ProQuest Information and Learning Limited owns the IP rights. ProQuest LLC recognises revenue over the subscription term of the sale, and ProQuest Information and Learning Limited revenue is recognised when ProQuest LLC recognises the subscription revenue;
- Contracted services for selling and marketing incurred on behalf of ProQuest LLC. Revenue is recognised once the service has been fulfilled;
- Recharge of product development costs incurred on behalf of companies within the ultimate group, ProQuest LLC. The revenue associated with the recharge of product development costs is recognised when the costs have been incurred.

#### Intangible assets

Intangible assets represents development costs incurred on major project work. Costs incurred include those attributable to data conversion, software development and editorial work. These costs are amortised to the profit and loss account on a systematic basis. Subsequently, once the development costs have been fully amortised these intangible assets are removed from the financial statements by disposing of the historic cost and eliminating the accumulated amortisation.

# PROQUEST INFORMATION AND LEARNING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2013

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### 1. Accounting policies *(continued)*

#### **Amortisation**

Amortisation is calculated so as to write off the cost of an asset, net of anticipated disposal proceeds, over the estimated useful economic life of that asset as follows:

Intangible assets	5 - 10 years
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#### **Tangible fixed assets**

Tangible fixed assets are stated at cost less depreciation. Cost represents purchase price together with any incidental costs of acquisition.

#### **Depreciation**

Depreciation is calculated so as to write off the cost of an asset, net of anticipated disposal proceeds, over the useful economic life of that asset as follows:

Fixtures and Fittings	2 - 10 years
Plant and Equipment	5 years

#### **Operating lease agreements**

Rentals payable under the operating leases are charged in the profit and loss account on a straight line basis over the lease term.

#### **Pension costs**

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The amount charged to the profit and loss account represents the contributions payable to the scheme in respect of the year.

#### **Deferred taxation**

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes, which have arisen but not reversed by the balance sheet date, except as required by FRS19.

Deferred tax is measured at the rates that are expected to apply in periods when the timing differences are expected to reverse, based on tax rates and law enacted at the balance sheet date.

#### **Foreign currencies**

Profit and loss account transactions in foreign currencies are translated into US dollar at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into US dollar at the closing rates at the balance sheet date and the exchange differences are included in the profit and loss account.

#### **Fixed asset investments**

Fixed asset investments are stated at historical cost less provision for any permanent diminution in value.

# PROQUEST INFORMATION AND LEARNING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2013

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### 1. Accounting policies *(continued)*

#### Royalty expenditure

Royalties are expensed to the profit and loss account in accordance with the revenue streams to which they relate. Where the related revenue is deferred to future periods, the royalties are treated as prepayments and carried forward to future periods and recognised rateably in accordance with the revenue.

#### Functional currency

The Directors have undertaken a review of ProQuest Information and Learning Limited's functional currency during the year, and have changed this from GBP to USD. In order to make this assessment a number of factors and determinants were assessed, namely: cash flow indicators, sales price indicators, sales market indicators, expense indicators, finance indicators, and intra-entity transactions. It is the opinion of the Directors that ProQuest Information and Learning Limited's role within the ProQuest group has changed over the years and now its operations are directly linked to its operating parent ProQuest LLC and so should therefore adopt USD as its functional currency with effect from 1 January 2013. The comparative figures have been restated for consistency. As SSAP 20 "Foreign currency translation" does not provide guidance on how to account for a change in functional currency, the company has adopted a policy of restating the comparative profit and loss account, as well as the comparative and opening balance sheet, into USD using the rate ruling at the date of the change, which was \$1.6168 to £1. All transactions since the date of the change that are not in the new functional currency of USD have been accounted for prospectively by translating them at the exchange rate that applied at the date of the transaction.

### 2. Turnover

The turnover and profit before tax are attributable to the one principal activity of the company.

An analysis of turnover is given below:

	2013	2012 <i>(restated)</i>
	\$	\$
Overseas	<u>62,891,310</u>	<u>60,578,957</u>

### 3. Other operating income

	2013	2012 <i>(restated)</i>
	\$	\$
Other operating income	<u>450,772</u>	<u>1,048,119</u>

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**PROQUEST INFORMATION AND LEARNING LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS**

**YEAR ENDED 31 DECEMBER 2013**

**4. Operating profit**

Operating profit is stated after charging:

	<b>2013</b>	<b>2012</b> <i>(restated)</i>
	<b>\$</b>	<b>\$</b>
Amortisation of intangible assets	3,964,999	5,149,097
Depreciation of owned fixed assets	927,350	835,575
Operating lease costs:		
-Plant and machinery	1,279,102	1,612,561
Net loss on foreign currency translation	371,174	774,677
Auditor's remuneration - audit of the financial statements	51,345	60,953
Auditor's remuneration - other fees	<u>6,824</u>	<u>6,467</u>
	<b>2013</b>	<b>2012</b> <i>(restated)</i>
	<b>\$</b>	<b>\$</b>
Auditor's remuneration - audit of the financial statements	<u>51,345</u>	<u>60,953</u>
Auditor's remuneration - other fees:		
- Accounting services	<u>6,824</u>	<u>6,467</u>

**5. Particulars of employees**

The average number of staff employed by the company during the financial year amounted to:

	<b>2013</b>	<b>2012</b> <i>(restated)</i>
	<b>No</b>	<b>No</b>
Number of sales and distribution staff	158	151
Number of production staff	100	107
Number of administrative staff	<u>24</u>	<u>24</u>
	<u>282</u>	<u>282</u>

The aggregate payroll costs of the above were:

	<b>2013</b>	<b>2012</b> <i>(restated)</i>
	<b>\$</b>	<b>\$</b>
Wages and salaries	19,617,474	18,975,845
Social security costs	2,262,794	2,507,890
Other pension costs	1,476,231	1,459,828
Directors pension contributions	12,233	12,278
	<u>23,368,732</u>	<u>22,955,841</u>

PROQUEST INFORMATION AND LEARNING LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2013

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6. Directors' remuneration

The directors' aggregate remuneration in respect of qualifying services were:

	2013	2012 (restated)
	\$	\$
Remuneration receivable	156,099	158,992
Value of company pension contributions to money purchase schemes	<u>12,233</u>	<u>12,278</u>
	<u>168,332</u>	<u>171,270</u>

The number of directors on whose behalf the company made pension contributions was as follows:

	2013	2012 (restated)
	No	No
Money purchase schemes	<u>1</u>	<u>1</u>

7. Interest payable and similar charges

	2013	2012 (restated)
	\$	\$
Interest payable on bank borrowing	-	3,618
Finance charges	-	<u>302</u>
	<u>-</u>	<u>3,920</u>

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**PROQUEST INFORMATION AND LEARNING LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS**

**YEAR ENDED 31 DECEMBER 2013**

**8. Taxation on ordinary activities**

**(a) Analysis of charge in the year**

	<b>2013</b>		<b>2012</b> <i>(restated)</i>	
	\$	\$	\$	\$
In respect of the year:				
UK Corporation tax		2,473,534		2,143,848
Over/under provision in prior year		(294,465)		18,727
		2,179,069		2,162,575
Foreign tax - current period		401,497		750,344
Group relief payable/(receivable)		538,937		49,958
		3,119,503		2,962,877
Double taxation relief		(291,242)		(726,242)
		2,828,261		2,236,635
Deferred tax:				
Origination and reversal of timing differences	4,070		8,376	
Effect of changed tax rate on opening balance	(3,031)		5,614	
Total deferred tax (note 14)		1,039		13,990
Tax on profit on ordinary activities		2,829,300		2,250,625

**(b) Factors affecting current tax charge**

The tax assessed on the profit on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 23.25% (2012 - 24.50%).

	<b>2013</b>		<b>2012</b> <i>(restated)</i>	
	\$		\$	
Profit on ordinary activities before taxation		12,586,075		8,783,071
Profit on ordinary activities by rate of tax		2,926,263		2,151,852
Effects of:				
Expenses not deductible for tax purposes		52,193		26,140
Capital allowances for period in excess of depreciation		7,868		19,778
Adjustments to tax charge in respect of previous periods		(294,465)		18,727
Higher taxes on overseas earnings		109,873		24,102
Other timing differences		26,529		(3,964)
Total current tax (note 8(a))		2,828,261		2,236,635

# PROQUEST INFORMATION AND LEARNING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2013

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### 9. Prior period adjustment

The presentation of how development costs are disclosed within the balance sheet has been reviewed. Historically, development costs incurred on major project work have been included as work in progress within current assets and these costs charged to the profit and loss account on a systematic basis to match the expected revenue cycle generated by the project.

However development costs should have been presented as a fixed asset within intangibles assets, in accordance with SSAP 13 "Accounting for research and development". The comparative figures have been restated to reclassify development costs as an intangible asset rather than work in progress. This is a presentational adjustment only and there is no change to the method of charging these costs to the profit and loss account and consequently no impact on the results of the prior period or opening balance of reserves.

### 10. Intangible fixed assets

	<b>Capitalised Development Costs \$</b>
<b>Cost</b>	
At 1 January 2013	34,480,986
Additions	<u>3,681,277</u>
At 31 December 2013	<u>38,162,263</u>
<b>Amortisation</b>	
At 1 January 2013	23,168,319
Charge for the year	<u>3,964,999</u>
At 31 December 2013	<u>27,133,318</u>
<b>Net book value</b>	
At 31 December 2013	<u>11,028,945</u>
At 31 December 2012	<u>11,312,667</u>

**PROQUEST INFORMATION AND LEARNING LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS**

**YEAR ENDED 31 DECEMBER 2013**

**11. Tangible fixed assets**

	Leasehold Property \$	Fixtures & Fittings \$	Plant & Equipment \$	Total \$
<b>Cost</b>				
At 1 January 2013	531,217	5,655,669	5,933	6,192,819
Additions	434,532	292,347	-	726,879
Disposals	-	(1,742,177)	-	(1,742,177)
At 31 December 2013	<u>965,749</u>	<u>4,205,839</u>	<u>5,933</u>	<u>5,177,521</u>
<b>Depreciation</b>				
At 1 January 2013	79,578	4,202,835	5,933	4,288,346
Charge for the year	127,239	800,111	-	927,350
On disposals	-	(1,742,177)	-	(1,742,177)
At 31 December 2013	<u>206,817</u>	<u>3,260,769</u>	<u>5,933</u>	<u>3,473,519</u>
<b>Net book value</b>				
At 31 December 2013	<u>758,932</u>	<u>945,070</u>	-	<u>1,704,002</u>
At 31 December 2012	<u>451,639</u>	<u>1,452,834</u>	-	<u>1,904,473</u>

**12. Investments**

	<i>Shares in group undertaking \$</i>
<b>Cost</b>	
At 1 January 2013 and 31 December 2013	<u>1,090,487</u>
<b>Net book value</b>	
At 31 December 2013 and 31 December 2012	<u>1,090,487</u>

**PROQUEST INFORMATION AND LEARNING LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS**

**YEAR ENDED 31 DECEMBER 2013**

**12. Investments (continued)**

The company holds investments in the following subsidiary undertakings which are unlisted:

	2013	2012 (restated)
	\$	\$
<b>Aggregate capital and reserves</b>		
ProQuest Espana S.L.	1,743,483	1,541,791
Expert Information Limited	490,732	357,864
<b>Profit and (loss) for the year</b>		
ProQuest Espana S.L.	140,808	67,189
Expert Information Limited	132,706	13,927

Name	Country of incorporation	Holding	Proportion of voting rights	Principal activity
ProQuest Espana S.L.	Spain	Ordinary shares	100%	Preparing, publishing and distributing research, learning and reference material for online delivery and in microform formats.
Expert Information Limited	England & Wales	Ordinary shares	100%	Electronic publisher

**13. Debtors**

	2013	2012 (restated)
	\$	\$
Trade debtors	4,776	-
Amounts owed by group undertakings	27,649,317	12,519,431
Corporation tax repayable	-	13,664
VAT recoverable	188,178	255,085
Other debtors	1,146,761	719,132
Prepayments and accrued income	5,297,594	5,264,921
Deferred taxation (note 14)	272,079	273,118
	34,558,705	19,045,351

**PROQUEST INFORMATION AND LEARNING LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS**

**YEAR ENDED 31 DECEMBER 2013**

**14. Deferred taxation**

The deferred tax included in the Balance sheet is as follows:

	<b>2013</b>	<b>2012 (restated)</b>
	<b>\$</b>	<b>\$</b>
Included in debtors (note 13)	272,079	273,118

The movement in the deferred taxation account during the year was:

	<b>2013</b>	<b>2012 (restated)</b>
	<b>\$</b>	<b>\$</b>
At 1 January 2013	273,118	287,108
Profit and loss account movement arising during the year	(1,039)	(13,990)
At 31 December 2013	<u>272,079</u>	<u>273,118</u>

The balance of the deferred taxation account consists of the tax effect of timing differences in respect of:

	<b>2013</b>	<b>2012 (restated)</b>
	<b>\$</b>	<b>\$</b>
Excess of depreciation over taxation allowances	272,079	250,654
Other timing differences	-	22,464
	<u>272,079</u>	<u>273,118</u>

**15. Creditors: Amounts falling due within one year**

	<b>2013</b>	<b>2012 (restated)</b>
	<b>\$</b>	<b>\$</b>
Trade creditors	4,636,258	3,459,936
Amounts owed to group undertakings	15,848,463	12,991,953
Corporation tax	1,157,385	-
Other creditors	474,510	590,409
Pension contributions unpaid	211,768	97,667
Accruals and deferred income	3,360,870	4,180,420
	<u>25,689,254</u>	<u>21,320,385</u>

**16. Derivatives**

The company holds no derivatives.

**PROQUEST INFORMATION AND LEARNING LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS**

**YEAR ENDED 31 DECEMBER 2013**

**17. Commitments under operating leases**

At 31 December 2013 the company had annual commitments under non-cancellable operating leases as set out below.

	<b>Land and buildings 2013</b>	<i>Land and buildings 2012 (restated)</i>
	\$	\$
Operating leases which expire:		
Within 2 to 5 years	-	265,375
After more than 5 years	581,602	353,562
	<u>581,602</u>	<u>618,937</u>

**18. Pension scheme**

**Defined contribution pension scheme**

The company operates a defined contribution pension scheme. The pension cost charge for the period represents contributions payable by the company to the scheme and amounted to \$1,488,464 (2012 - \$1,472,106).

Contributions totalling \$211,768 (2012 - \$97,667) were payable to the scheme at the end of the period and are included in creditors.

**19. Related party transactions**

As the company is a wholly owned subsidiary of ProQuest UK Holdings Limited the company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entities which are wholly owned and therefore form part of the group (or investees of the group qualifying as related parties).

**20. Share capital**

**Authorised share capital:**

	<b>2013</b>	<i>2012 (restated)</i>
	\$	\$
5,500,000 Ordinary shares of \$0.16168 each	889,240	889,240
130,000,000 Ordinary Class 2 shares of \$0.016168 each	2,101,840	2,101,840
	<u>2,991,080</u>	<u>2,991,080</u>

**Allotted, called up and fully paid:**

	<b>2013</b>		<i>2012 (restated)</i>	
	<b>No</b>	<b>\$</b>	<i>No</i>	<i>\$</i>
Ordinary shares of \$0.16168 each	5,270,260	852,096	5,270,260	852,096
Ordinary Class 2 shares of \$0.016168 each	120,639,434	1,950,498	120,639,434	1,950,498
	<u>125,909,694</u>	<u>2,802,594</u>	<u>125,909,694</u>	<u>2,802,594</u>

# PROQUEST INFORMATION AND LEARNING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2013

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### 20. Share capital *(continued)*

The company has an issued share capital of 5,270,260 ordinary shares of £0.10 each translated at the historic rate of 1.6168:1 The company also has an issued share capital of 120,639,434 ordinary class 2 shares of £0.01 each translated at the historic rate of 1.6168:1

### 21. Reserves

	Share premium account \$	Capital redemption reserve \$	Profit and loss account \$
Balance brought forward as previously reported	4,459,745	21,847	9,637,152
Profit for the year	—	—	9,756,775
Balance carried forward	<u>4,459,745</u>	<u>21,847</u>	<u>19,393,927</u>

### 22. Reconciliation of movements in shareholder's funds

	2013 \$	2012 <i>(restated)</i> \$
Profit for the financial year	9,756,775	6,532,446
Opening shareholder's funds	<u>16,921,338</u>	<u>10,388,892</u>
Closing shareholder's funds	<u>26,678,113</u>	<u>16,921,338</u>

### 23. Ultimate parent company

The company is a wholly owned subsidiary of ProQuest UK Holdings Limited which is the smallest group to consolidate these financial statements. Copies of ProQuest UK Holdings Limited consolidated financial statements can be obtained from The Quorum, Barnwell, Cambridge, CB5 8SW.

The company's ultimate controlling party is Cambridge Information Group Inc, a company incorporated in the United States of America, and is the largest group to consolidate these financial statements.