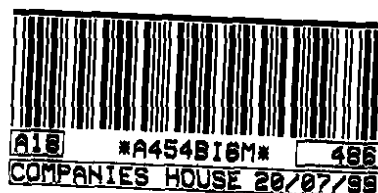


Hamish Hamilton Children's Books Limited

(Registered Number 700925)

**Report And Financial Statements
For The Year Ended 31 December 1998**



Hamish Hamilton Children's Books Limited

Directors' Report

The directors have pleasure in presenting their report and the financial statements for the year ended 31 December 1998.

Principal Activity

The company did not trade during the year and is unlikely to do so in the foreseeable future.

Directors

The directors during the year were:

R G Q Clarke	(appointed 30 January 1998, resigned 31 January 1999)
J B Nissen	(resigned 30 June 1998)
P Milnes Smith	
A Forbes Watson	

The present directors will continue in office pursuant to the Articles of Association.

Directors' Interests

At 31 December 1998 RGQ Clarke, P Milnes Smith and A Forbes Watson were members of the board of Penguin Books Limited, the company's immediate parent undertaking, and therefore are not required to notify this company of their interests in the shares and debentures of group undertakings, on the basis that such interests are disclosed in the accounts of the parent undertaking.

Elective Resolutions

At the 1990 annual general meeting an elective resolution under section 379A of the Companies Act 1985 was passed in respect of dispensing with the following provisions:

- the laying of the annual report and financial statements before the company in general meeting; and
- the holding of an annual general meeting.

The provisions of this elective resolution will apply for subsequent years until the election is revoked.

Hamish Hamilton Children's Books Limited

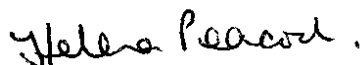
Directors' Report (Continued)

Registered Auditors

At the 1990 annual general meeting a special resolution was passed in accordance with section 250 of the Companies Act 1985 resolving not to appoint registered auditors.

Accordingly no report of the registered auditors is submitted.

By Order Of The Board

A handwritten signature in cursive script, appearing to read 'H Peacock'.

H Peacock
Company Secretary

27 Wrights Lane
London W8 5TZ

5 July 1999

Hamish Hamilton Children's Books Limited

Balance Sheet At 31 December 1998

	1998 £	1997 £
Current liabilities		
Amounts due to Group undertakings	(5,852)	(5,852)
Capital and reserves		
Authorised, allotted, called-up and full paid: 100 shares of £1 each	100	100
Profit and loss account - deficit	(5,952)	(5,952)
Equity shareholders' funds	(5,852)	(5,852)

The company was dormant throughout the financial year.

The financial statements on pages 3 and 4 were approved by the board of directors on 5 July 1999 and signed on its behalf by:-



A Forbes Watson
Director

Hamish Hamilton Children's Books Limited

Notes To The Financial Statements For The Year Ended 31 December 1998

1 Accounting Policy And Basis Of Financial Statements

The financial statements are prepared in accordance with the historical cost basis of accounting and in accordance with applicable Accounting Standards in the United Kingdom.

2 Profit And Loss Account

During the year the company has not traded or incurred any liabilities and accordingly no profit and loss account is submitted.

There are no emoluments paid to directors in respect of their services to Hamish Hamilton Children's Books Limited.

3 Ultimate And Immediate Parent Undertakings

The company's immediate parent undertaking is Penguin Books Limited and its ultimate parent undertaking is Pearson plc, both companies being registered in England and Wales. Copies of the consolidated financial statements of Pearson plc are available to the public from the following address:

The Secretary
Pearson plc
3 Burlington Gardens
London W1X 1LE