

# TTC (1994) Limited

Annual Report and Financial Statements

for the Year Ended 31 December 2012

# **TTC (1994) Limited**

## **Directors' Report for the Year Ended 31 December 2012**

The directors present their report and the audited financial statements of the Company for the year ended 31 December 2012.

### **Principal activity**

The principal activity of the Company is to act as a holding company.

### **Review of business and likely future developments**

The Company continues to be a holding company. The directors do not anticipate the activities of the Company changing in the future.

From the perspective of the Company, the principal risks and uncertainties are integrated with the principal risks of the Thomson Reuters Corporation (The Group) and are not managed separately. Accordingly, the principal risks and uncertainties of Thomson Reuters Corporation, which include those of the Company, are discussed in Thomson Reuters Corporation's annual report which does not form part of this report.

Given the nature of the business, the Company's directors are of the opinion that analysis using key performance indicators is not necessary for an understanding of the development, performance or position of the business.

### **Results and dividend**

The loss for the financial year amounted to £797,586 (2011: loss of £5,317,941).

The directors do not recommend the payment of a dividend (2011: £Nil).

### **Financial risk management**

The management of financial risks is co-ordinated with those undertaken at Group level by Thomson Reuters Corporation. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Company's and Group's financial performance. More details of the Group's risk management programme can be found in the Thomson Reuters Corporation 2012 Annual Report.

### **Directors of the Company**

The directors who held office during the year and up to the date of signing of the financial statements were as follows:

D.J. Clarke

S.N. Corbin

S.L. Jenner

P. Thorn

**TTC (1994) Limited**  
**Directors' Report for the Year Ended 31 December 2012**

**Statement of directors responsibilities**

The directors are responsible for preparing the 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 prepared 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 period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and 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 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.

**Disclosure of information to the auditors**

Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information. The directors confirm that there is no relevant information that they know of and of which they know the auditors are unaware.

**Independent Auditors**

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office.

On behalf of the Board

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P  
Director

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**Registered office:** 2nd Floor, Aldgate House, 33 Aldgate High Street, London, EC3N 1DL.

Date: 27 September 2013



# TTC (1994) Limited

## Independent Auditors' Report to the Members of TTC (1994) Limited

We have audited the financial statements of TTC (1994) Limited for the year ended 31 December 2012, which comprise the Profit and Loss Account, the Balance Sheet and the related notes. 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).

### Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page 2, 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.

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

### Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Directors' Report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

### Opinion on the 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 2012 and of its losses for the year ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- 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 financial statements.

**TTC (1994) Limited**  
**Independent Auditors' Report to the Members of TTC (1994) Limited**

**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.

.....  
Simon Friend (Senior Statutory Auditor)  
For and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
London

Date: 27 September 2013

**TTC (1994) Limited**  
**Profit and Loss Account for the Year Ended 31 December 2012**

	2012	2011
	£	£ 000
	000	
Administrative expenses	(798 )	( 5,318 )
	<hr/>	<hr/>
Loss on ordinary activities before tax	(798 )	( 5,318 )
	<hr/>	<hr/>
Tax on loss on ordinary activities	<u>6</u> -	<u>-</u>
	<hr/>	<hr/>
Loss for the financial year	(798 )	( 5,318 )
	<hr/> <hr/>	<hr/> <hr/>

All results from both years arise from continuing operations.

The Company has no recognised gains or losses for the year other than the results above, so no separate statement of total recognised gains and losses is presented.

There is no difference between the loss on ordinary activities before tax and the loss for the financial year stated above and their historical cost equivalents.

The notes on pages 7 to 13 form an integral part of these financial statements.



**TTC (1994) Limited**  
**(Registration number: 02267132)**  
**Balance Sheet as at 31 December 2012**

	Note	2012 £ 000	2011 £ 000
<b>Fixed assets</b>			
Investments	<u>7</u>	807,289	807,289
<b>Current assets</b>			
Debtors	<u>8</u>	506,551	507,276
Cash at bank and in hand		5	5
		<hr/>	<hr/>
		506,556	507,281
Creditors: amounts falling due within one year	<u>9</u>	(609,293 )	(609,220 )
		<hr/>	<hr/>
Net current liabilities		(102,737 )	(101,939 )
		<hr/>	<hr/>
Net assets		704,552	705,350
		<hr/> <hr/>	<hr/> <hr/>
<b>Capital and reserves</b>			
Called up share capital	<u>10</u>	105,382	105,382
Share premium account	<u>11</u>	259,474	259,474
Capital contribution reserve	<u>11</u>	170,637	170,637
Profit and loss account	<u>11</u>	169,059	169,857
		<hr/>	<hr/>
Total shareholders' funds		704,552	705,350

The financial statements on pages 5 to 13 were approved by the Board of Directors on 27 September 2013 and signed on its behalf by:

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P .  
Director

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The notes on pages 7 to 13 form an integral part of these financial statements.  
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**TTC (1994) Limited**  
**Notes to the Financial Statements for the Year Ended 31 December 2012**

**1 Accounting policies**

**Basis of preparation**

These financial statements are prepared on the going concern basis, under the historical cost convention, and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom.

**Exemption from preparing group financial statements**

The financial statements contain information about TTC (1994) Limited as an individual company and do not contain consolidated financial information as the parent of a group. The Company has taken advantage of the exemption under Section 401 of the Companies Act 2006, from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of Thomson Reuters Corporation, a company incorporated under the laws of the Province of Ontario, Canada. Copies of the Thomson Reuters annual report can be obtained from the address provided in note 14.

**Cash flow statement and related party disclosures**

The Company is a wholly owned subsidiary company of a group headed by Thomson Reuters Corporation, and is included in the consolidated financial statements of that company, which are publicly available. Consequently, the Company has taken advantage of the exemption within FRS 1(5)(a) 'Cash flow statements (revised 1996)' from preparing a cash flow statement.

The Company is also exempt under the terms of FRS 8(3)(c) 'Related party disclosures' from disclosing related party transactions with entities that are part of the Thomson Reuters Group.

A summary of the significant accounting policies, which have been consistently applied throughout the year, is set out below.

**Use of estimates**

Management is required to make estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses. These estimates and assumptions are based on historical information and other factors which management consider reasonable. The account affected by this is the impairment of fixed asset investments.

**Fixed asset investments**

The Company holds investments in other companies. These are recognised as fixed asset investments and are stated at cost less any impairment.

**Asset impairment**

The net book amounts of intangible assets are reviewed annually. Tangible fixed assets are tested for impairment when an event that might affect asset values has occurred. For both tangible and intangible fixed assets an impairment loss is recognised to the extent that the carrying amount cannot be recovered either by selling the assets or by the discounted future earnings from operating the assets.

**TTC (1994) Limited**  
**Notes to the Financial Statements for the Year Ended 31 December 2012**

**Current taxation**

Tax is recognised in the profit and loss account, except to the extent that it relates to items recognised directly in equity. In this case the tax is directly recognised in equity.

The current tax expense is based on the results for the year as adjusted for items that are not taxable or not deductible. Current tax is calculated using tax rates and laws that have been enacted or substantively enacted at the balance sheet date.

**2 Operating loss**

Operating loss is stated after charging/(crediting):

	2012	2011
	£	£
	000	000
Foreign currency losses/(gains)	726	(200)
	<u>          </u>	<u>          </u>

**3 Auditors' remuneration**

The auditors' remuneration is paid by a fellow group undertaking and is not recharged to the Company.

**4 Employees**

The Company did not have any employees at any time during the year (2011: nil).

**5 Directors' emoluments**

None of the directors had any beneficial interest in the share capital of the Company or an interest in any transactions or arrangements with the Company which require disclosure. None of the directors received any payment for their services as directors of the Company (2011: £nil).

**TTC (1994) Limited**  
**Notes to the Financial Statements for the Year Ended 31 December 2012**

**6 Taxation**

**Tax on loss on ordinary activities**

	2012	2011
	£	£
	000	000
Total current tax	-	-
	<u>          </u>	<u>          </u>

The table below reconciles tax calculated at the UK standard rate on the loss on ordinary activities before tax to the actual tax charge recognised in the profit and loss account. The differences were attributed to the following factors:

	2012	2011
	£	£ 000
	000	
Loss on ordinary activities before tax	(798)	(5,318)
	<u>          </u>	<u>          </u>
Corporation tax at standard rate of 24.5% (2011: 26.5%)	(196)	(1,409)
Expenses not deductible for tax purposes	16	1,462
Group relief surrendered for no payment	180	-
Group relief received without payment	-	(82)
Transfer pricing net imputed interest	-	29
	<u>          </u>	<u>          </u>
Total current tax	-	-
	<u>          </u>	<u>          </u>

The Finance Act 2012, which received Royal Assent on 17 July 2012, includes legislation to reduce the main rate of corporation tax from 26% to 24% from 1 April 2012 and from 24% to 23% from 1 April 2013.

In addition to the changes in rates of corporation tax disclosed above, the Finance Act 2013, which received Royal Assent on 17 July 2013, includes legislation to reduce the main rate of corporation tax from 23% to 21% from 1 April 2014 and from 21% to 20% from 1 April 2015. Neither of these rate changes had been substantively enacted at the balance sheet date and, therefore, are not included in these financial statements.

**TTC (1994) Limited**  
**Notes to the Financial Statements for the Year Ended 31 December 2012**

**7 Investments**

	<b>Subsidiary undertakings</b>
	<b>£ 000</b>
<b>Cost</b>	
At 1 January 2012	827,422
	<hr/>
At 31 December 2012	827,422
	<hr/>
<b>Impairment</b>	
At 1 January 2012	20,133
	<hr/>
At 31 December 2012	20,133
	<hr/>
<b>Net book value</b>	
At 31 December 2012	807,289
	<hr/> <hr/>
At 31 December 2011	807,289
	<hr/> <hr/>

The carrying value of investments in group undertakings includes a £3,000,000 (2011: £3,000,000) subordinated loan to Thomson Reuters Treasury Limited.

There are no listed investments included within fixed asset investments.

Investments in subsidiary undertakings are stated at cost less provision for impairment.

The directors are of the opinion that the value of the Company's investments is not less than the value at which it is stated in the balance sheet.





**TTC (1994) Limited**  
**Notes to the Financial Statements for the Year Ended 31 December 2012**

**Details of undertakings**

Details of the investments in which the Company holds 20% or more of the nominal value of any class of share capital are as follows. The directors have applied the provisions of the Companies Act Section 410 with respect to the exclusion of excessive information in the annual accounts.

<b>Company</b>	<b>Class of share</b>	<b>Percentage of class held</b>	<b>Principal activity</b>
<b>Subsidiary undertakings</b>			
Complinet Group Limited	Ordinary shares	100 %	Holding company
Global World-Check Holdings Limited	Ordinary shares	100 %	Holding company
Thomorg No. 1401 Limited	Ordinary shares & 6% cumulative preference shares	100 %	Dormant
Thomson Holdings Limited	Issued shares	100 %	Dormant
Thomson Publishing Group Limited	Ordinary shares	45%	Holding company
Thomson Reuters Treasury Limited	Deferred & redeemable preferred shares	100 %	Finance and investment company

**8 Debtors**

	<b>2012</b>	<b>2011</b>
	<b>£ 000</b>	<b>£ 000</b>
Amounts owed by fellow group undertakings	506,551	507,276

**TTC (1994) Limited**  
**Notes to the Financial Statements for the Year Ended 31 December 2012**

**9 Creditors: amounts falling due within one year**

	<b>2012</b>	<b>2011</b>
	<b>£ 000</b>	<b>£ 000</b>
Amounts owed to fellow group undertakings	609,293	609,220

Amounts owed to fellow group undertakings are unsecured, non-interest bearing and repayable on demand.

**10 Called up share capital**

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

	<b>2012</b>		<b>2011</b>	
	<b>No. 000</b>	<b>£ 000</b>	<b>No. 000</b>	<b>£ 000</b>
Ordinary shares of £1 each	103,015	103,015	103,015	103,015
Common shares of £0.01 each	236,700	2,367	236,700	2,367
	339,715	105,382	339,715	105,382

**11 Reserves**

	<b>Share premium account £ 000</b>	<b>Capital contribution reserve £ 000</b>	<b>Profit and loss account £ 000</b>	<b>Total £ 000</b>
At 1 January 2012	259,474	170,637	169,857	599,968
Loss for the financial year	-	-	(798)	(798)

At 31 December 2012

259,474	170,637	169,059	599,170
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## 12 Reconciliation of movements in shareholders' funds

	2012 £ 000	2011 £ 000
Loss for the financial year	(798)	(5,318)
Net movement to shareholders' funds	(798)	(5,318)
Shareholders' funds at 1 January	705,350	710,668
Shareholders' funds at 31 December	704,552	705,350

**TTC (1994) Limited**  
**Notes to the Financial Statements for the Year Ended 31 December 2012**

**13 Contingent liabilities**

The Company participates in an arrangement of joint and several liability with a number of fellow Thomson Reuters companies with respect to the group set-off overdraft facility of £5 million net and £25 million gross. This represents a contingent liability for the Company, standing at the value of any deposit of the Company within the group set-off, with a maximum of £25 million and a minimum of £Nil. The amount guaranteed is £Nil (2011 - £Nil).

**14 Company status and ultimate parent undertaking**

The Company's immediate parent company is The Thomson Organisation Limited. Within the meaning of the Companies Act 2006 ("CA2006"), Thomson Investments Limited ("TIL") is regarded by the Directors of the Company as being the Company's ultimate parent company and controlling party. Within the meaning of CA2006, Thomson Reuters Corporation ("Thomson Reuters") is the parent undertaking of the only group of undertakings for which group financial statements were drawn up and of which the Company was a member for the year ended 31 December 2012. TIL and Thomson Reuters are incorporated under the laws of the Province of O n t a r i o , C a n a d a .

Copies of Thomson Reuters' annual reports are available from: The Thomson Reuters Building, South Colonnade, Canary Wharf, London E14 5EP, and are publicly available at [www.thomsonreuters.com](http://www.thomsonreuters.com).

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