Company Registration No. 07288003 (England and Wales)

ABRAMS & CHRONICLE BOOKS LIMITED

REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

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COMPANY INFORMATION

Directors M Jacobs

J Jensen M Wowk T Mahoney T Fernald T Moloney

Company number 07288003

Registered office 161-165 Farringdon Road

London EC1R 3AL

Auditors Baker Tilly UK Audit LLP

Chartered Accountants Davidson House Forbury Square Reading Berkshire RG1 3EU

Business address 161-165 Farringdon Road

London EC1R 3AL

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2014

The directors present the strategic report and financial statements for the year ended 31 December 2014.

Review of the business

The principal activity of the company during the year was the importation and distribution of books.

The directors are pleased with the company's performance during the year.

Sales grew by 8% against a general decline in book sales year on year.

Operating costs increased by 9% year on year and operating margins remained steady.

The management team have regular meetings to ensure that all commercial, legal and financial aspects are fully discussed and legislation, including Health and Safety, are suitably managed.

The management monitors the company's performance by reference to internal budgets and key performance indicators including operating profit and profit before tax.

The business continues to grow and the directors expect to revenue to remain stable over the coming financial year with continued focus on gift products in addition to the core business of published products.

Financial risk management objectives and policies

The company makes little use of financial instruments other than an operational bank account and so its exposure to price risk, credit risk, liquidity risk and cash flow risk is not material for the assessment of the assets, liabilities, financial position and profit or loss of the company.

On behalf of the board

+ Fernald

Director

31 8 2015

Moloney

Director

3/15/2019

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2014

The directors present their report and financial statements for the year ended 31 December 2014.

Principal activities

The principal activity of the company during the year was the importation and distribution of books.

Results and dividends

The company's trading profit for the year, after taxation was £187,676 (2013 profit £134,865).

Dividends were paid in the year amounting to £174,190 (2013: £117,687).

Particulars of dividends paid are detailed in note 8 to the financial statements.

Directors

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

M Jacobs

J Jensen

M Wowk

T Mahoney

T Fernald

T Moloney

Auditors

Baker Tilly UK Audit LLP have indicated their willingness to be reappointed for another term and appropriate arrangements have been put in place for them to be deemed reappointed as auditors in the absence of an Annual General Meeting.

Statement of disclosure to auditors

So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the directors have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditors are aware of that information.

Strategic report

The directors have chosen in accordance with section 414C(11) of the Companies Act 2006 to include in the Strategic Report matters otherwise required to be disclosed in the Directors' Report as the directors consider these are of strategic importance to the company.

On behalf of the board

T Fernald

Director 31/8/2015 T Moloney

31/5/201

DIRECTORS' RESPONSIBILITIES IN THE PREPARATION OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

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 period. 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;
- 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ABRAMS & CHRONICLE BOOKS LIMITED

We have audited the financial statements on pages 5 to 18. 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 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 more fully explained in the Directors' Responsibilities Statement set out on page 3, 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 (APB'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 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 2014 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 Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

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.

Jennifer Hill (Senior Statutory Auditor)

for and on behalf of Baker Tilly UK Audit LLP, Statutory Auditor

Bater Tuly UK Arole LLP

Chartered Accountants

Davidson House

Forbury Square

Reading

Berkshire

RG1 3EU 2015

BALANCE SHEET AS AT 31 DECEMBER 2014

		201	4	20 ⁻	13
	Notes	£	£	£	£
Fixed assets					
Tangible assets	9		92,890		22,959
Current assets					
Debtors	10	5,098,446		5,926,678	
Cash at bank and in hand		1,547,357		394,386	
		6,645,803		6,321,064	
Creditors: amounts falling due within one year	11	(6,263,939)		(5,734,966)	
Net current assets			381,864		586,098
Total assets less current liabilities			474,754		609,057
Creditors: amounts falling due after more than one year	12		-		(150,000
Provisions for liabilities	13		(2,211)		-
Net assets			472,543		459,057
Capital and reserves					
Called up share capital	15		150,000		150,000
Profit and loss account	16		322,543		309,057
Shareholders' funds	17		472,543		459,057

The financial statements on pages 5 to 18 were approved by the board of directors and authorised for issue on 31.75.3. and are signed on its behalf by:

7 Fernald Director

Director

Director

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2014

Notes	2014 £	2013 £
2	14,356,492	12,986,303
	(11,383,814)	(10,289,408)
	2,972,678	2,696,895
	(1,417,104) (1,307,473)	(1,316,697) (1,192,632)
	248,101	187,566
3	(6,359)	(6,000)
4	241,742	181,566
7	(54,066)	(46,701)
16	187,676	134,865
	2 3 4 7	Notes 2 14,356,492 (11,383,814) 2,972,678 (1,417,104) (1,307,473) 248,101 3 (6,359) 4 241,742 7 (54,066)

The profit and loss account has been prepared on the basis that all operations are continuing operations.

There are no recognised gains and losses other than those passing through the profit and loss account.

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2014

		2014 £	2013 £
Net cash inflow from operating activities	21	1,502,021	372,779
Returns from investment and servicing of finance	21	(6,359)	(6,000)
Taxation Capital expenditure and financial investment	21	(68,785) (99,716)	(59,829) (15,365)
Equity dividends	21	(174,190)	(117,687)
Cash inflow before management of liquid resources and	d financing	1,152,971	173,898
Increase in cash in the year		1,152,971	173,898
RECONCILIATION OF NET CASH FLOW TO MOVEN	ENT IN NET FUNDS		
Increase in cash in the year		1,152,971	173,898
Change in net debt resulting from cash flows		1,152,971	173,898
Movement in net funds in the year		1,152,971	173,898
Opening net funds		244,386	70,488
Closing net funds	21	1,397,357	244,386

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

1 Accounting policies

Basis of accounting

The financial statements are prepared under the historical cost convention and in accordance with applicable United Kingdom accounting standards.

No material uncertainties that may cast significant doubt about the ability of the company to continue as a going concern have been identified by the directors, therefore, the accounts have been prepared on a going concern basis.

Turnover

The turnover shown in the profit and loss account represents the value of all goods sold during the year, less returns received, at selling price exclusive of Value Added Tax. Sales are recognised at the point at which the company has fulfilled its contractual obligations and the risks and rewards attaching to the product, such as obsolescence, have been transferred to the customer.

Tangible fixed assets and depreciation

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

Computer Equipment

33.3% straight line

Fixtures & Fittings

20% straight line

Leasing

Rentals payable under operating leases are charged against income on a straight line basis over the lease term.

Pensions

The company operates a defined contribution scheme for the benefit of its employees. Contributions payable are charged to the profit and loss account in the year they are payable.

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more tax, or a right to pay less tax, or a right to receive repayments of tax.

Deferred tax assets are recognised only to the extent that the directors consider it more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted. Deferred tax assets and liabilities recognised have not been discounted.

Deferred tax is measured on a discounted basis at the average tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Foreign currency translation

Transactions denominated in foreign currencies are recorded at the rates of exchange ruling at the dates of the transactions, or at an average rate for the period if the rates do not fluctuate significantly. Monetary assets and liabilities are translated at year end exchange rates or, where appropriate, at rates of exchange fixed under the terms of the relevant transaction. The resulting exchange rate differences are charged to the profit and loss account.

Financial instruments

Financial instruments are classified and accounted for according to the substance of the contractual arrangement as financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2014

1 Accounting policies (Continued)

Provisions for liabilities and charges

Provision has been made in the financial statements for future anticipated product returns. The basis of estimates is based on historical data of actual return rates relevant to the product warranty period.

2 Turnover

Geograp	hical	market
---------	-------	--------

		Turnov	er
		2014	2013
		£	£
	United Kingdom	11,425,218	10,774,356
	Overseas	2,601,402	2,211,947
		14,026,620	12,986,303
3	Internet neverble and aimiler charges	2014	2042
3	Interest payable and similar charges	£	2013 £
	On amounts payable to group companies On overdue tax	6,000 359	6,000 -
		6,359 ————	6,000
4	Profit on ordinary activities before taxation	2014	2013
		£	£
	Profit on ordinary activities before taxation is stated after charging: Depreciation of tangible fixed assets		
	- owned	29,785	18,351
	Loss on disposal of tangible assets Operating lease rentals	•	2,725
	- Land and buildings	57,150	40,000
	Auditors' remuneration for statutory audit	9,500	7,750

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2014

5 Employees

Number of employees

The average monthly number of employees (including directors) during the year was:

	2014	2013
	Number	Number
Administrative	13	12
Management	5	4
	18	16
Employment costs	2014	2013
	£	£
Wages and salaries	753,321	667,748
Social security costs	84,254	69,529
Other pension costs	19,391	14,693
·		
	856,966	751,970
		

6 Directors' remuneration

Certain directors' are also directors' or officers of other group companies. The directors' services to the company do not occupy a significant amount of their time. As such the directors' do not consider that they have received any remuneration for their incidental services to the company for the year ended 31 December 2014 or the year ended 31 December 2013.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2014

7	Tax on profit on ordinary activities		
		2014	2013
	•	£	£
	Current tax	42 EG2	E7 204
	U.K. corporation tax Adjustment in respect of prior years	43,563	57,204 274
	Adjustment in respect of prior years		
	Total current tax	43,563	57,478
	Deferred tax		
	Origination and reversal of timing differences	10,503	-
	Deferred tax adjustments arising in previous periods	-	(10,777)
	Total deferred tax	10,503	(10,777)
	Total tax on profit on ordinary activities	54,066	46,701
	Profit on ordinary activities before taxation	241,742	181,566
	The tax assessed for the year is lower than the standard rate of corporation tax are explained below:	(21.49%). The	differences
	,		====
	Profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 21.49% (2013 - 23.25%)	51,950	42,208
	Effects of:		
	Expenses not deductible for tax purposes	2,016	3,741
	Capital allowances in excess of depreciation	(13,104)	(54)
	Adjustments to previous periods		274
	Other short term timing differences	1,817	11,309
	Other tax adjustments	884	
		(8,387)	15,270
	Current tax charge for the year	43,563	57,478
8	Dividends	2014	2013
	•	£	£
	Final dividends paid on ordinary shares	174,190	117,687

Dividends of £134,865 (2013: £174,190) were proposed after the year end and are not recognised in the financial statements.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2014

9	Tangible fixed assets			
		Plant and machinery	Fixtures & Fittings	Total
		£	£	£
	Cost			
	At 1 January 2014	36,580	40,216	76,796
	Additions	30,257	69,462	99,719
	Disposals	(15,836)	(28,506)	(44,342)
	At 31 December 2014	51,001	81,172	132,173
	Depreciation			
	At 1 January 2014	27,425	26,412	53,837
	On disposals	(15,834)	(28,505)	(44,339)
	Charge for the year	12,927	16,858	29,785
	At 31 December 2014	24,518	14,765	39,283
	Net book value			
	At 31 December 2014	26,483	66,407	92,890
	At 31 December 2013	9,155	13,804	22,959
10	Debtors	·	2014	2013
			£	£
	Trade debtors	. 4.	857,090	5,646,362
	Corporation tax	·	11,581	-
	Other debtors		173,706	220,657
	Prepayments and accrued income		56,069	51,367
	Deferred tax asset (see note 13)		- -	8,292
		5,0	098,446	5,926,678

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2014

11	Creditors: amounts falling due within one year	2014 £	2013 £
	Trade creditors	1,819,506	1,577,692
	Amounts owed to group undertakings	3,852,843	3,510,226
	Corporation tax	43,563	57,204
	Other taxation and social security costs	19,853	39,986
	Other creditors	354,078	333,191
	Accruals and deferred income	174,096	216,667
		6,263,939	5,734,966
12	Creditors: amounts falling due after more than one year	2014 £	2013 £
	Amounts owed to group undertakings	-	150,000
	Included in the above are the following:		
	Analysis of debt maturity		
	Amounts payable:		
	In five years or more	-	150,000
		-	150,000

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2014

(8,292
£ (8,292 10,503
-
10 503
.0,000
2,211
===
2013
£
1,662
(9,954)
(8,292)

The directors have recognised the deferred tax asset on the basis that the company is expected to make sufficient profits in the future to offset against these losses.

14 Retirement benefits

		2014 £	2013 £
		£	£
	Contributions payable by the company for the year	19,391	14,693
	Contributions payable to the fund at the year end and included in creditors	(3,510)	(2,422)
		====	
15	Share capital	2014	2013
		£	£
	Allotted, called up and fully paid		
	74,999 Ordinary X shares of £1 each	74,999	74,999
	75,001 Ordinary Y shares of £1 each	75,001	75,001
		150,000	150,000

Both classes of share rank pari passu in all respects.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2014

16	Profit and loss account		
			Profit and loss
			account
			£
	Balance at 1 January 2014		309,057
	Profit for the year		187,676
	Dividends paid		(174,190)
	Balance at 31 December 2014		322,543
17	Reconciliation of movements in shareholders' funds	2014	2013
		£	£
	Profit for the financial year	187,676	134,865
	Dividends	(174,190)	(117,687)
	Net addition to shareholders' funds	13,486	17,178
	Opening shareholders' funds	459,057	441,879
	Closing shareholders' funds	472,543	459,057

18 Commitments under operating leases

At 31 December 2014 the company was committed to making the following payments under non-cancellable operating leases in the year to 31 December 2015:

		Land and buildings		Other	
		2014	2013	2014	2013
		£	£	£	£
	Operating leases which expire:				
	Within one year	-	-	696	_
	Between two and five years	62,912	62,912	1,710	696
		62,912	62,912	2,406	696
					
19	Capital commitments			2014	2013
	•			£	£
	At 31 December 2014 the company had capital commitments as follows:				
	Contracted for but not provided in the financial statements			-	63,643

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2014

20 Control

The directors consider there to be no ultimate controlling party.

The company is jointly owned by La Martiniere Groupe SA, a company incorporated in France, and McEvoy Group LLC, a company incorporated in the United States of America.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2014

21	Notes to the cash flow statement				,
	Reconciliation of operating profit to net cas activities	h inflow from o	operating	2014	2013
				£	£
	Operating profit			248,101	187,566
	Depreciation of tangible assets			29,785	18,351
	Loss on disposal of tangible assets			-	2,725
	Decrease/(increase) in debtors			831,521	(676,618)
	Increase in creditors			392,614	840,755
	Net cash inflow from operating activities			1,502,021	372,779
	· · · · · · · · · · · · · · · · · · ·				=====
	Analysis of cash flows for headings netted i	in the cash flow	w statement		
				2014	2013
				£	£
	Datum of financial and consistence of financial				
	Returns on investments and servicing of fin	ance		/e 350)	(6.000)
	Interest paid			(6,359)	(6,000)
	Net cash outflow for returns on investments	and servicing	of finance	(6,359)	(6,000)
					====
	Capital expenditure and financial investment			(00.740)	(45.055)
	Purchase of tangible assets			(99,719)	(15,365)
	Receipts from sale of tangible assets			3	-
	Net cash outflow from capital expenditure &	financial inve	stment	(99,716)	(15,365)
	•		=====		
	Analysis of net funds	•			
	·, • • · • · • · . · · · · · · ·	1 January	Cash flow	Other non-	31 December
		2014	ca	sh changes	2014
		£	£	£	£
	Net cash:				
	Cash at bank and in hand	394,386	1,152,971	-	1,547,357
			·		
	Debt:				
	Debts falling due within one year	-	(150,000)	-	=
	Debts falling due after one year	(150,000)	-	-	(300,000)
					
	Net funds	244,386	1,152,971	-	1,397,357

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2014

22 Related party relationships and transactions

The company is jointly owned by Abrams UK Holdings LLC and McEvoy Group ŁLC. Abrams UK Holdings LLC is a wholly owned subsidiary of La Martiniere Groupe SA.

During the year the company declared dividends of £73,342 (2013: £54,047) and £100,848 (2013: £63,640) to Abrams UK Holdings LLC and McEvoy Group LLC respectively.

During the year the company distributed books and other publications on behalf of La Martiniere Groupe SA and subsidiary of the La Martiniere Group of £2,575,492 (2013: £2,441,917) and incurred interest charges of £3,000 (2013: £3,000).

During the year the company distributed books and other publications on behalf of McEvoy Group LLC and subsidiaries of the McEvoy Group of £5,315,773 (2013: £4,828,000) and incurred interest charges of £3,000 (2013: £3,000).

At the balance sheet date the following amounts were due from/(to) members of the La Martiniere Group and the McEvoy Group:

	2014 £	2013 £
Harry N Abrams Inc	(1,127,749)	(1,110,073)
Chronicle Books Inc	(2,593,891)	(2,299,013)
La Martiniere (UK) Ltd	19,558	(99,920)
La Martiniere Groupe SA	(763)	(1,220)
Abrams UK Holdings LLC	(75,000)	(75,000)
McEvoy Group LLC	(75,000)	(75,000)