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THE READER'S DIGEST ASSOCIATION LIMITED AND SUBSIDIARY COMPANIES

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DIRECTORS' REPORT AND ACCOUNTS

30TH JUNE, 1983

PEAT, MARWICK, MITCHELL & CO., 1 Puddle Dock, Blackfriars, London, EC4V 3PD.



#### REPORT OF THE DIRECTORS

The directors have pleasure in submitting their annual report, together with the accounts of the company for the year ended 30th June, 1983.

#### RESULTS

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Group profit before taxation and extraordinary items	3,091,928
Taxation	1,456,092
	1,635,836
Proposed dividend	838,875
	796,961
Retained profit brought forward	8,612,168
Retained profit carried forward	9,409,129

#### PROPOSED DIVIDEND

The directors propose the payment of a dividend of £838,875. This is equivalent to 37.5p per share.

#### BUSINESS REVIEW

The principal activity of the group is publishing and includes the sale of magazines, books, gramophone records and tapes. There has been no significant change in these activities during the year, but it is the intention to continue investigating other related areas for future expansion.

Pre-tax profits were significantly lower than the levels achieved in the two previous financial years, and this reflects the very difficult trading and economic circumstances encountered during the year.

In 1984 we are forecasting a substantial increase in profits.

#### DIRECTORS

The following served as directors during the year:

V. Ross (Chairman)

R.W. Hewett

'B.C. Gray

S.N. McRae

M.R.S. Randolph

J.A. O'Hara

#### REPORT OF THE DIRECTORS

Directors' interests in the shares of the company are as follows:

	Ordinary share	s of 5p each
	At 30th	At 1st
	June, 1983	July, 1982
V. Ross	Nil	23,125
M.R.S. Randolph	Nil	14,000
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No other directors had any interests in the shares of the company at any time during the year.

#### FIXED ASSETS

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Changes in fixed assets during the year are shown in note 5 to the accounts.

#### CHARITABLE CONTRIBUTIONS

The group has given £28,856 for charitable purposes during the year.

#### EMPLOYMENT OF DISABLED PERSONS

The company operates a policy for the employment and placement of disabled persons, the objectives of which are to ensure that full and fair consideration is given to disabled persons whether already employed by the company or as candidates for all types of vacancy, and that equal opportunity is afforded to all disabled persons for training, career development and promotion.

#### AUDITORS

A resolution for the re-appointment of Peat, Marwick, Mitchell & Go. as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

By order of the board

B.C. GRAY

Secretary

25, Berkeley Square, London WIX 6AB.

#### REPORT OF THE AUDITORS TO THE MEMBERS OF THE READER'S DIGEST ASSOCIATION LIMITED

We have audited the accounts on pages 4 to 17, in accordance with approved Auditing Standards.

As indicated in note 1(e) and note 7 to the accounts the basis of valuation of stock and work in progress does not include an allocation of attributable production and development overheads and therefore does not accord with Statement of Standard Accounting Practice No.9 (Stock and Work in Progress).

With this exception, in our opinion the accounts which have been prepared on the basis of the accounting policies set out on page 8 give a true and fair view of the state of affairs of the company and of the group at 30th June, 1983 and of the profit and source and application of funds of the group, for the year to that date and comply with the Companies Acts 1948 to 1981.

The accounts do not contain the current cost accounts required by Statement of Standard Accounting Practice No.16.

9th December 1983

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PEAT, MARWICK, MITCHELL & CO.

Year hranich huntil 19

Chartered Accountants

## CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30TH JUNE, 1983

		Note	1983 £	<u>1982</u>
	TURNOVER Cost of sales	1&2	56,046,709 (41,368,718)	59,411,447 (42,415,975)
	GROSS PROFIT		14,677,991	16,995,472
, , , , , , , , , , , , , , , , , , ,	Fulfillment costs Distribution costs Administrative expenses Income from shares in related companies Other interest receivable and similar income Interest payable and similar charges		(3,021,912) (6,185,790) (2,853,042) - 474,681	(3,211,487) (6,427,944) (3,916,332) (188,096) 605,811 (50,818)
; ;	PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	3	3,091,928	3,806,606
1	Taxation on profit on ordinary activities	4	(1,456,092)	(1,694,157)
i,	PROFIT ON ORDINARY ACTIVITIES AFTER TAXAT Dealt with in the accounts of the company	ION	1,635,836	2,112,449
	£1,453,115 (1982: £2,080,865) Paid and proposed dividends		(838,875)	(1,677,750)
·			796,961	434,699
	Retained profit brought forward from previous year		8,612,168	8,177,469
'	RETAINED PROFIT CARRIED FORWARD		9,409,129	8,612,168
	DEALT WITH IN THE ACCOUNTS OF the investing company subsidiaries related companies		10,051,018 (453,793) (188,096)	9,436,779 (636,515) (188,096)
			9,409,129	8,612,168

The notes on pages 8 to 17 form part of these accounts.

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### CONSOLEDATED BALANCE SHEET AT 30TH JUNE, 1983

	Note	£	1983 £	£	1982 £
FIXED ASSETS					
Tangible assets Investments	5 6	2,724,851 150	2,725,001	2,398,781 150	2,398,931
CURRENT ASSETS Stocks Debtors Cash at bank and in hand	7 8	5,935,753 11,861,542 7,015,647 24,812,942		5,902,388 12,212,512 6,019,930 24,134,830	
CREDITORS: AMOUNTS FALLING DUE WITKIN ONE YEAR	9	15,839,426		14,897,443	
NET CURRENT ASSETS			8,973,516		9,237,387
TOTAL ASSETS LESS CURRENT LIABILITIES			11,698,517	•	11,636,318
CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR	10	801,077		1,418,094	
PROVISIONS FOR LIABILITIES AND CHARGES	11	1,152,001	1,953,078	1,269,746	2,687,840
			9,745,439		8,948,478
CAPITAL AND RESERVES Called up share capital Share premium account Profit and loss account	13		111,850 224,460 9,409,120	כ	111,850 224,460 8,612,168
			9,745,43	9	8,948,478

These accounts were approved by the board of Directors on 9 1880

Directors

The notes on pages 8 to 17 form part of these accounts.

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#### THE READER'S DIGEST ASSOCIATION LIMITED

BALANCE SHEET AT 30TH JUNE, 1983						
	Note	£	1983 £	£	<u>1982</u>	
FIXED ASSETS						
Tangible assets	5	1,668,869		1,435,327		
Investments	6	252	1,669,121	252	1,435,579	
			2,002,		•	
CURRENT ASSETS						
Stocks	7	5,935,753		5,902,388		
Debtors	8	12,237,254		12,671,852		
Cash at bank and in hand		7,008,781		$\frac{6,015,130}{24,589,370}$		
CREDITORS: AMOUNTS FALLING		23,202,				
DUE WITHIN ONE YEAR	9	15,635,699		14,638,911		
NET CURRENT ASSETS			9,546,089		9,950,459	
TOTAL ASSETS LESS CURRENT LIABILITIES			11,215,210		11,386,038	
CREDITORS: AMOUNTS FALLING						
. DUE AFTER MORE THAN ONE YEAR	10	801,077		1,418,094		
PROVISIONS FOR LIABILITIES						
AND CHARGES	11	656,650		824,683		
			1,457,727		2,242,777	
NEW ACCEME			9,757,483		9,143,261	
NET ASSETS			#########			
CAPITAL AND RESERVES	1.0		£111,85	0	£111,850	
Called up share capital	13		224,46		224,460	
Share premium account Profit and loss account			9,421,17		8,806,951	
			9,757,48	3	9,143,261	

These accounts were approved by the board of directors on grant free 1963

Directors

The notes on pages 8 to 17 form part of these accounts.

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### STATEMENT OF SOURCE AND APPLICATION OF FUNDS FOR THE YEAR ENDED 30TH JUNE, 1983

FUR THE LEAR E	NDEO JOIN OO	212, 2700		1
	£	1983 £	£	<u>1982</u> €
SOURCE OF FUNDS				
Profit on ordinary activities before taxation		3,091,928		3,806,606
Adjustment for items not involving the movement of funds: Depreciation and amortisation (Profit)/loss on sale of tangible fixed assets Increase in provisions  TOTAL GENERATED FROM OPERATIONS	795,939 (61,001) 2,695	737,633 3,829,561	739,240 15,343 473,580	1,228,163 5,034,769
TOTAL GENERALED FROM OTBERTIONS		-,,-		r) 
FUNDS FROM OTHER SOURCES Proceeds of sale of tangible fixed assets		102,625 3,932,186		140,526 5,175,295
APPLICATION OF FUNDS Purchase of fixed assets Tax paid Dividend paid Provisions utilised	1,163,635 1,556,158 950,725 498,082	4,168,600	841,772 2,087,566 1,398,125	
(DECREASE)/INCREASE IN WORKING CAPITAL		(236,414)		847,832
COMPONENTS OF (DECREASE)/INCREASE IN WORKING CAPITAL		•	40.14 744	
Stocks	33,365		(346,764	
Debtors	(350,970)	ı	(261,146	))
(reditors falling due within one year	( <u>1,172,480</u> )	(1,490,085)	(144,655	<u>5</u> ) (752,565)
Movement in net liquid funds: Increase in cash at bank and in hand Decrease in overdraft	995,717 257,954	1,253,671	1,192,483 407,91	
		(236,414)		847,832

The notes on pages 8 to 17 form part of these accounts.

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#### NOTES TO THE CONSOLIDATED ACCOUNTS

#### 1. ACCOUNTING POLICIES

#### (a) Accounting convention

The accounts have been prepared under the historical cost convention.

#### (b) Basis of consolidation

The consolidated accounts comprise the accounts of the company and its subsidiaries, DMS Limited and Issuebreak Limited. Issuebreak Limited, a non-trading company, has as its year end 31st December. DMS Limited has a co-terminous year end. The consolidated accounts incorporate the appropriate proportions of profits or losses of the related companies: Drive Publications Limited, Postal Addressing Systems Limited and Ninecolt Limited, whose financial years end on 31st December, 30th June, and 30th September, respectively. In the case of the related companies whose financial years do not end on 30th June an adjustment is made based on unaudited accounts to include their results on a basis co-terminous with the remainder of the group.

The Reader's Digest Association Limited has not presented its own profit and loss account as permitted by Section 149(5)(b)(ii) of Companies Act 1948.

#### (c) Turnover

Turnover comprises net revenue, after deducting provisions for bad debts and returns, and excludes value added tax. Magazine revenue is taken into account by reference to the cover date, other revenue by reference to the date of the despatch of the goods.

#### (d) <u>Depreciation</u>

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Depreciation has been computed on the straight line method, and the following depreciation lives have been adopted:

#### Asset category

Buildings - freehold Plant and machinery Office machines Vehicles Leasehold improvements

#### Depreciation lives

No depreciation has been provided 3 - 10 years 3 years 5 years Amortised over the period of the lease

#### NOTES TO THE CONSOLIDATED ACCOUNTS

#### ACCOUNTING POLICIES (continued)

#### (e) Stock and work in progress

Stock and work in progress is valued at the lower of cost and net realisable value. Cost comprises the direct costs of products but in conformity with accounting policies of the U.S. parent company does not include an allocation of attributable production and development overheads; this basis of valuation is a departure from Statement of Standard Accounting Practice No.9 (Stock and Work in Progress). Stocks held in excess of one year's forecast sales are subject to a provision for obsolescence.

#### (f) Deferred taxation

Provision is made for deferred taxation using the deferral method for all timing differences between taxation allowances and the related accounting treatment, less advance corporation tax recoverable against future corporation tax liabilities.

#### (g) Foreign currency translation

Transactions denominated in foreign currencies are translated into sterling and recorded at the rate of exchange ruling at the date of the transaction. Balances denominated in a foreign currency are translated into sterling at the exchange rates ruling on the balance sheet date.

#### (h) Promotional costs

Promotional costs are written off to profit and loss account when they are incurred and included in cost of sales.

#### (i) Deferred income

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Prepaid magazine subscriptions are credited to deferred income and released to profit and loss account in equal instalments over the period of the subscription.

#### NOTES TO THE CONSOLIDATED ACCOUNTS

#### 1. ACCOUNTING POLICIES (continued)

#### (j) Pensions

The group operates a contributory pension scheme covering the majority of its permanent employees. The scheme funds are administered by trustees and are independent of the group's finances. The scheme is fully funded by contributions from both employees and the parent company. The parent company's contributions are paid to the scheme in accordance with the recommendations of independent actuaries. The company's contributions are charged to the profit and loss account in the year in which contributions are made. Annual costs amounted to £700,664 in 1983 and £808,702 in 1982.

As at 31st March, 1981 the value of the scheme's assets exceeded its liabilities on a discontinuance basis by £2,144,000. The weighted average assumed rate of return used in determining the actuarial present value of accumulated plan benefits was 8 per cent. At the same date the actuary advised that the group's contribution rates are sufficient to fund the projected benefits.

#### 2. TURNOVER

The turnover of the group arises from the activity of publishing. The analysis of turnover by geographical area is as follows:

		 , eccerchirer	arca	TO	as	TOTTOMP •	
						1983 £	. <u>1982</u>
U.K. Outside U.I	ζ.					54,501,784 1,544,925	57,691,396 1,720,051
						56,046,709	59,411,447

#### 3. PROFIT BEFORE TAXATION

Hire of plant and machinery	575,805	527,964
	-	739,240
fixed assets	795,939	720 0/0
Depreciation and amortisation of tangible		•
Directors' remuneration as executives (note 14)	230,677	289,215
Directoral very portition of average (1.1)	•	
Auditors' remuneration	24,800	23,620
Interest payable on loans repayable within 5 years	_	50,818
Trouble taxation is after charging:		
Profit before taxation is after charging:	~	٨.
	·—	· <del></del>
	1983	. <u>1982</u>

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NOTES TO THE CONSOLIDATE (continued)

#### 4. TAXATION

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Taxation is based on the profit for the year and comprises: U.K. corporation tax at 52% (1982: 52%)
Transferred from deferred taxation account

Taxation adjustment in respect of prior years

The taxation charge has been reduced by £207,410 (1982: £234,543) in respect of estimated provisions of the Income and Corporation Taxes Act 1970 and in the opinion of the directors no

### 5. FIXED ASSETS - TANGIBLE ASSETS

			The Group	2	
Cost:	Freehold land £	Plant and machinery	Fixtures fittings tools and equipment	Payments on account and assets in course of construction	
At 1st July, 1982 Transfers Additions Sales and retirements	4,015 ~ (4,015)	2,514,122 77,584 575,198 (200,336)	1,764,852 118,064 383,847 (177,245)	195,648 (195,648) 204,590	4,4 1,1 (3
At 30th June, 1983 Accumulated depreciation	-	2,966,568	2,089,518	204,590	5,2
At 30th June, 1982 Charge for the year Sales and retirements	 	1,190,661 560,299 (180,363)	889,195 235,640 (159,607)	- - -	2,0 7 (3
At 30th June, 1983		1,570,597	965,228		2,5
Net book values: At 30th June, 1983	_	1,395,971	1,124,290	204,590	2,7
At 30th June, 1982	4,015	1,323,461	875,657	195,648	2,3

At 30th June, 1983 there were outstanding commitments in respect of capital expenditure coand capital expenditure authorised but not contracted for amounted to £9,000 (1982: £nil).

TES TO THE CONSOLIDATED ACCOUNTS (continued)

<u>1983</u>	1982
€	£
1,246,434	2,013,868
217,253	(249,402)
1,463,687	1,764,466
(7,595)	(70,309)
1,456,092	1,694,157

in respect of estimated stock appreciation relief. The company is a close company under the ion of the directors no provision is required to be made for any "shortfall" in distributions.

Payments on	<del></del>			The Compar	ny	<del></del>
ccount and asset in course of construction £	s <u>Total</u> £	Freehold land £	Plant and machinery	Fixtures fittings tools and equipment	Payments on account and assets in course of construction	Total £
195,648 (195,648) 204,590	4,478,637 - 1,163,635 (381,596)	4,015 - - (4,015)	2,054,926 16,597 370,780 (200,336)	1,097,053 102,884 300,178 (175,229)	119,481 (119,481) 204,590	3,275,475 - 875,548 (379,580)
204,590	5,260,676		2,241,967	1,324,886	204,590	3,771,443
	2,079,856 795,939 (339,970)	- - -	1,046,892 430,784 (180,363)	793,256 170,738 (158,733)	- - -	1,840,148 601,522 (339,096)
_	2,535,828	***	1,297,313	805,261		2,102,574
204,590	2,724,851	**************************************	955,654	519,625	204,590	1,668,869
195,648	2,398,781	4,015	1,008,0%	303,797	119,481	1,435,327

eapital expenditure contracted for but not provided for in the accounts of £58,415 (1982: £99,089) 000 (1982: £nil).

#### NOTES ON THE CONSOLIDATED ACCOUNTS

#### 6. FIXED ASSETS - INVESTMENTS

Shares at cost on 30th June, 1983	Related companies	Subsidiary companies	Total
and 30th June, 1982	£150	£102	£252

#### (a) Related companies

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	The Group		The Company	
Investment in shares in related	Contract	1982	1983	1982
companies at cost	. 5.8	150	150	150
Loans less provisions	.38,7796	188,096	~	-
			<del></del>	**************************************
	188,246	188,246	· 150	150
Share of attributable losses	188,096	188,096	-	-
	***************************************		<del></del>	
	150	150	150	150

Shares in related companies represent 50% of the ordinary equity capital of the following:

Company	Year-end date	Activity
Drive Publications Limited	31st December	Publishing
Postal Addressing Systems	30th June	Application of postcodes to
Limited		lists of addresses
Ninecolt Limited	30th September	Publishing

Neither Drive Publications Limited nor Postal Addressing Systems Limited has made profit or loss since its date of incorporation.

#### (b) Subsidiary companies

DMS Limited is the wholly owned subsidiary of the company, incorporated in Great Britain and operating as Wholesale warehousers of magazines, books and other publications, principally in England. Issuebreak Limited a wholly owned subsidiary of the company incorporated in Great Britain has not traded during the year.

#### NOTES ON THE CONSOLIDATED ACCOUNTS

#### 7. STOCK AND WORK IN PROGRESS

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Stock and work in progress for the group and the company comprises:

	1983 £	1982 £
Raw materials and consumables Work in progress Finished goods and goods for resale	1,565,233 1,339,366 3,031,154	1,067,194 1,394,655 3,440,539
	<del> </del>	····
	£5,935,753	£5,902,388

Attributable overheads omitted from the valuation of stock and work in progress are estimated to amount to £1,078,887 at 30th June, 1983 and £976,148 at 30th June, 1982 (1981: £708,788). The inclusion of such overheads would therefore increase the profits of the year by £102,739 (1982: £267,360).

8. <u>DEBTORS</u>	The f	Group	The C	ompany
	1983 £	1982 £	1983 £	1982 £
Trade debtors Amounts owed by holding and fellow subsidiary	6,216,126	6,206,700	6,216,018	6,206,700
companies Amounts owed by subsidiary	412,718	763,775	412,718	763,775
companies	· -		483,723	562,742
Amounts owed by related companies	3,583,734	3,583,136		. 3,583,136
Other debtors Prepayments and accrued	75,182	74,922	75,182	74,922
income	1,573,782	1,583,979	1,465,879	1,480,577
	11,861,542	12,212,512	12,237,254	12,671,852

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### NOTES TO THE CONSOLIDATED ACCOUNTS

## 9. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	The	Group	The (	Company
Bank loans and overdrafts Trade creditors Amounts owed to holding and fellow subsidiary	1983 £ 4,890,321	$   \begin{array}{r}                                     $	19 <u>83</u> £ - 4,872,774	1982 £ 257,954 4,654,787
Companies Corporation tax Other taxes and social	227,566 1,781,170	179,612 1,529,410	227,566 1,745,064	179,612 1,529,410
security costs Accruals Unexpired subscriptions Proposed dividend	213,666 2,036,171 5,851,657 838,875	215,774 2,362,953 4,681,833 950,725	175,928 1,923,835 5,851,657 838,875	186,481 2,198,109 4,681,833 950,725
	15,839,426	14,897,443	15,635,699	14,638,911

## 10. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	The G 1983 £	1982 £	1983 £	Company 1982 f.
Corporation tax due 1st July, 1984		1,418,094	801,077	1,418,094

### 11. PROVISIONS FOR LIABILITIES AND CHARGES

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(a) The Group	Deferred taxation £	Provision for relocations and closures	Provision for future collection costs	Total £
Balance at 1st July, 1982 Utilised during the year. Charges for the year in the	487,279 -	385,629 (430,311)	396,838 (3,843,417)	1,269,746 (4,273,728)
profit and loss account Adjustment to advance	217,253	44,682	3,846,112	4,108,047
corporation tax	47,936	***********	***	47,936
Balance at 30th June, 1983	752,468	_	399,533	1,152,001

### NOTES TO THE CONSOLIDATED ACCOUNTS

		TO A D	LIABILITIES	AND	CHARGES
11.	PROVISIONS	FUK	PINDIBILITIES	ENTAIN	CIMILOSO

(b) The Company	Deferred taxation	Provision for relocations and closures	Provision for future collection costs	Total
Balance at 1st July, 1982 Utilised during the year	42,216	385,629 (430,311)	396,838 (3,843,417)	824,683 (4,273,728)
Charges for the year in the profit and loss account	166,965	44,682	3,846,112	4,057,759
Adjustment to advance corporation tax	47,936	<b></b>	_	47,936
	257,117		399,533	656,650
12. <u>DEFERRED TAXATION</u>	The	Group	The	Company 1982

	The Group		The Company	
	1983 £	1982 £	1983 £	1982 £
Effect of accelerated depreciation allowances on fixed assets available for taxation purposes	1,118,125	1,184,697	622,774	739,634
Other timing differences	(6,139)	(289,964)	(6,139)	(278,964)
Advance corporation tax payable on the dividend proposed in these accounts and recoverable				
against future corporation tax liabilities	(359,518)	(407,454)	(359,518)	(407,454)
	752,468	487,279	257,117	42,216

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### NOTES TO THE CONSOLIDATED ACCOUNTS

13.	SHARE	CAPITAL

Authorised:

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2,500,000 ordinary shares of 5p each				£125,000
Alloted, issued and fully paid: At 30th June, 1983 and 1982: 2,237,000 ordinary shares of 5p each				£111,850
14. REMUNERATION OF DIRECTORS			1983 £	1982 ĉ
Chairman	1983	1982	£ 68,453	£ 62,111
Other directors: £ 0 - £ 5,000 £25,001 - £30,000	<u>No.</u>	. No .		
£30,001 - £35,000 £35,001 - £40,000 £45,001 - £50,000 £50,001 - £55,000	2 1 1 -	2 - 2 - 1	144,141	180,802
Contributions under pension scheme Compensation for loss of office			18,083 -	21,302 25,000
			230,677	289,215

### 15. EMPLOYEES AND STAFF COSTS

The average number of persons employed by the company (including directors) during the year was as follows:

	1983	1982
General administration Editorial Art Fulfilment Fulfilment Production Marketing Magazine advertising sales DMS warehouse	94 83 29 315 26 190 28 235	100 90 30 400 25 235 29 210
	1,000	1,119

### NOTES TO THE CONSOLIDATED ACCOUNTS

#### EMPLOYEES AND STAFF COSTS (continued) 15.

	1983 £	1982 £
Wages and salaries Social security costs Other pension costs	7,838,720 622,851 722,237 9,183,808	7,740,755 736,022 798,550 9,275,327

#### LEASE COMMITMENTS 16.

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15. EMPLOYEES AND STAFF COSTS (CONCINUE	.u)	ą.		
The aggregate payroll costs of these pe	rsons were as follows	; <b>:</b>		
	1983 £	1982 £		
Wages and salaries Social security costs Other pension costs	7,838,720 622,851 722,237 9,183,808	7,740,755 736,022 798,550 9,275,327		
16. LEASE COMMITMENTS				
The company conducts the major part of short leases.	its operations from	premises held on		
The total rental expense for the years ended 30th June 1983 and 30th June,				
1982 was as follows:	1983 £	1982 £		
Property rentals Computer and equipment rental Car rentals	1,576,322 575,805 45,268 2,197,395	1,263,001 527,964 45,185 1,836,150		

The future minimum lease payments to which the company is committed as at 30th June, 1983 under leases (all of which are non-cancellable operating leases) are as follows:

Years ending 30th June	•	Leases
rears ending John June		£'000
100/		1,936
1984		1,700
1985		1,526
1986		1,526
1987		
1988		1,478
1989 to 2014		20,374

#### ULTIMATE HOLDING COMPANY 1.7.

The directors regard The Readers' Digest Association Inc. incorporated in the United States of America as the company's ultimate holding company.