

Company Registration No. 00166396

R.R. Donnelley Limited

Report and Financial Statements

31 December 2012

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R.R. Donnelley Limited

Report and financial statements 2012

Contents

| | |
|--|----------|
| Officers and professional advisers | 1 |
| Directors' report | 2 |
| Directors' responsibilities statement | 4 |
| Independent auditor's report | 5 |
| Profit and loss account | 6 |
| Balance sheet | 7 |
| Notes to the financial statements | 8 |

R.R. Donnelley Limited

Report and financial statements 2012

Officers and professional advisers

Directors

M Richardson
M Renard

SECRETARY

T Gordon

Registered office

Flaxby Moor
Knaresborough
North Yorkshire
HG5 0XJ

Auditor

Deloitte LLP
Chartered Accountants and Registered Auditor
Leeds

R.R. Donnelley Limited

Directors' report

The directors present their annual report on the affairs of the company, together with the financial statements and auditor's report for the year ended 31 December 2012

Principal activities and business review

The principal activity of the company is that of a non-trading subsidiary of the group

The company made a net profit of £653,000 (2011 £599,000) The financial position of the company has improved from net assets of £13,188,000 to £13,841,000 due to the profit in the year

Directors

The directors who served during the year and up to the date of this report are as shown below

B W Lundberg (resigned 3 May 2012)

M Richardson

M Renard (appointed 3 May 2012)

Principal risks and uncertainties

The company is a holding company with intercompany receivables The principle risks are therefore associated with the recoverability of those receivables The directors manage this risk through regular monitoring of the liquidity of the group companies

Future prospects

The directors consider the results for the year to be in line with expectations and the prospects for the company to be satisfactory

Going concern

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future Accordingly, they continue to adopt the going concern basis in preparing the financial statements Further details regarding the adoption of the going concern basis can be found in note 1

Statement as to disclosure of information to the auditor

Each of the persons who is a director at the date of approval of this report confirms that

- so far each of the directors is aware, there is no relevant audit information of which the company's auditor is unaware, and
- the director has taken all the steps that he/she ought to have taken as a director to make himself/herself aware of any relevant audit information and to establish that the company's auditor is aware of that information

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006

R.R. Donnelley Limited

Directors' report (continued)

Auditor

The directors will place a resolution before the Annual General Meeting to reappoint Deloitte LLP as auditors for the ensuing year

Approved by the Board of Directors
and signed on behalf of the Board

A handwritten signature in black ink, appearing to be 'M. Richardson', with a long horizontal stroke extending to the right.

M Richardson
Director

2 September 2013

Directors' responsibilities statement

The directors are responsible for preparing the Annual 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 judgments 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.

Independent auditor's report to the members of R.R. Donnelley Limited

We have audited the financial statements of R.R. Donnelley Limited for the year ended 31 December 2012 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 11. 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 explained more fully in the Directors' Responsibilities Statement, 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

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 annual 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 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 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 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.



Matthew Hughes BSc (Hons) ACA (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
Leeds

4 September 2013

R.R. Donnelley Limited

Profit and loss account Year ended 31 December 2012

| | Note | 2012 £'000 | 2011 £'000 |
|--|-------|---------------|---------------|
| Interest receivable and similar income | 2 | 865 | 815 |
| Profit on ordinary activities before taxation | | <u>865</u> | <u>815</u> |
| Tax on profit on ordinary activities | 3 | (212) | (216) |
| Profit on ordinary activities after taxation | | <u>653</u> | <u>599</u> |
| Retained profit for the year | 9, 10 | <u>653</u> | <u>599</u> |

All of the results of the company arose from continuing activities

The accompanying notes are an integral part of this profit and loss account

There were no other recognised gains or losses in either year other than as shown in the profit and loss account above therefore no separate statement of total recognised gains and losses has been presented

R.R. Donnelley Limited

Balance sheet 31 December 2012

| | Note | 2012 £'000 | 2011 £'000 |
|---|------|---------------|---------------|
| Current assets | | | |
| Debtors | 6 | 14,694 | 13,829 |
| Creditors: amounts falling due within one year | 7 | (853) | (641) |
| Net assets | | <u>13,841</u> | <u>13,188</u> |
| Capital and reserves | | | |
| Called up share capital | 8 | 5,158 | 5,158 |
| Capital contribution | 9 | 4,000 | 4,000 |
| Profit and loss account | 9 | 4,683 | 4,030 |
| Shareholders' funds | 10 | <u>13,841</u> | <u>13,188</u> |

The accompanying notes are an integral part of this balance sheet

These financial statements of RR Donnelley Limited, company number 00166396, were approved by the Board of Directors on 2 September 2013

Signed on behalf of the Board of Directors



M Richardson

Director

R.R. Donnelley Limited

Notes to the financial statements Year ended 31 December 2012

1. Accounting policies

The principal accounting policies are set out below. These have been applied consistently throughout the year and the preceding year.

Basis of accounting

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

The future cash flows of the business are dependent on the ability of the intercompany receivables to make capital and interest repayments. The current economic climate creates uncertainty over the trading performance of the group as a whole and the liquidity of fellow group companies. The directors have considered the financial position and future prospects of the company and the wider group and conclude that the company has adequate resources to continue to meet its liabilities as they fall due. The directors have concluded that the company is a going concern and the adoption of the going concern basis of preparation of the financial statements is appropriate.

Taxation

UK corporation tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date.

2. Interest receivable and similar income

| | 2012 £'000 | 2012 £'000 |
|--|---------------|---------------|
| Interest receivable on intercompany loan | 865 | 815 |

3. Tax on profit on ordinary activities

| | 2012 £'000 | 2011 £'000 |
|--------------------------|---------------|---------------|
| The tax charge comprises | | |
| Current tax | | |
| UK corporation tax | 212 | 216 |

The differences between the total current tax shown above and the amount calculated by applying the standard rate of UK corporation tax to the profit before tax is as follows:

| | 2012 £'000 | 2011 £'000 |
|---|---------------|---------------|
| Profit on ordinary activities before tax | 865 | 815 |
| Tax on profit on ordinary activities at standard UK corporation tax rate of 24.5% (2011: 26.5%) | 212 | 216 |

R.R. Donnelley Limited

Notes to the financial statements Year ended 31 December 2012

4. Profit on ordinary activities before taxation

The auditor's remuneration of £2,000 and Companies House fees were borne by a fellow group undertaking in the current year and preceding year

5. Information regarding directors and employees

No emoluments were payable to the directors, who were the only employees of the company during the current and preceding financial year. Directors' remuneration of £xxxx (2011 £313,168) was borne by another group company

6. Debtors

| | 2012 £'000 | 2011 £'000 |
|------------------------------------|---------------|---------------|
| Amounts owed by group undertakings | 14,694 | 13,829 |

7. Creditors: Amounts Falling Due Within One Year

| | 2012 £'000 | 2011 £'000 |
|------------------------------------|---------------|---------------|
| Amounts owed to group undertakings | 694 | 425 |
| UK corporation tax | 159 | 216 |
| | 853 | 641 |

8. Called-up share capital

| | 2012 £ | 2011 £ |
|---|-----------|-----------|
| Authorised 6,157,850 ordinary shares of £1 each | 6,157,850 | 6,157,850 |
| Allotted, called-up and fully paid 5,157,851 ordinary shares of £1 each | 5,157,851 | 5,157,851 |

R.R. Donnelley Limited

Notes to the financial statements Year ended 31 December 2012

9. Reserves

| | Capital contribution £'000 | Profit and loss account £'000 | Total £'000 |
|------------------------------|----------------------------------|--|----------------|
| At 1 January 2012 | 4,000 | 4,030 | 8,030 |
| Retained profit for the year | - | 653 | 653 |
| | <u>4,000</u> | <u>4,683</u> | <u>8,683</u> |
| At 31 December 2012 | 4,000 | 4,683 | 8,683 |

Of the total reserves shown in the balance sheet, the following amounts are regarded as distributable or otherwise

| | 2012 £'000 | 2011 £'000 |
|---------------------------|---------------|---------------|
| Distributable | | |
| - profit and loss account | 4,683 | 4,030 |
| Non distributable | | |
| - capital contribution | 4,000 | 4,000 |
| | <u>8,683</u> | <u>8,030</u> |

10. Reconciliation of movements in shareholders' funds

| | 2012 £'000 | 2011 £'000 |
|-------------------------------------|---------------|---------------|
| Profit for the year | 653 | 599 |
| Net addition to shareholders' funds | 653 | 599 |
| Opening shareholders' funds | 13,188 | 12,589 |
| Closing shareholders' funds | 13,841 | 13,188 |

11. Related party disclosures

The company's ultimate parent company and controlling party is R R Donnelley & Sons Company which is incorporated in the State of Delaware, USA. The company's immediate parent company is R R Donnelley Holdings BV incorporated in the Netherlands. As a wholly owned subsidiary undertaking of R R Donnelley & Sons Company, the company has taken advantage of the exemption in FRS8 "Related party disclosures" not to disclose transactions with other wholly owned members of the group headed by R R Donnelley & Sons Company since that company produces financial statements which are available to the public and which include R R Donnelley Limited. There are no other related party transactions requiring disclosure.

The largest group in which the results of the company are consolidated is that headed by R R Donnelley & Sons Company. The smallest group in which they are consolidated is that headed by R R Donnelley Holdings BV. The consolidated financial statements of R R Donnelley & Sons Company are available to the public and may be obtained from the following address:

R R Donnelley & Sons Company
Corporate Communication Department
111 South Wacker Drive
Chicago
Illinois 60601-4301
USA