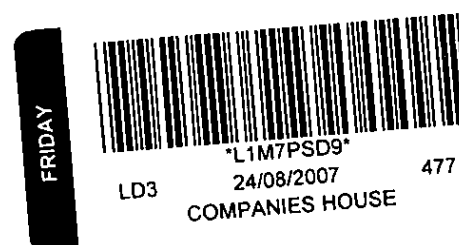


Fremantle (UK) Productions Limited

Registered Number: 00602507

**Directors' report and financial statements
for the year ended 31 December 2006**



Fremantle (UK) Productions Limited

Directors' report for the year ended 31 December 2006

The directors present their report and the audited financial statements of the company for the year ended 31 December 2006

Principal activity

The company's principal activity is the production of television programmes. The company did not trade during the year.

Business review and future developments

The results of the company for the year ended 31 December 2006 are set out on page 5 of the financial statements. The results are in line with the expectations of the Directors.

The directors do not expect any changes in the company's operations in the foreseeable future.

Results and dividends

The company's retained profit for the financial year was £98,000 (2005: £198,000).

The Directors do not recommend the payment of a dividend for the year (2005: £nil). The retained profit has been transferred to reserves.

Directors and their interests

The directors who held office during the year are given below:

L A Festa	(resigned 31 March 2007)
SV Jones	(resigned 22 November 2006)
S Tingay	
D Oldfield	

At no time during the year ended 31 December 2006 did any director have any interest which is required to be notified to the company under Section 324 of the Companies Act 1985.

Fremantle (UK) Productions Limited

Directors' report for the year ended 31 December 2006 (Continued)

Statement of directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year that 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. The directors are required to prepare the financial statements on the going concern basis, unless it is inappropriate to presume that the company will continue in business.

The directors confirm that suitable accounting policies have been used and applied consistently. They also confirm that reasonable and prudent judgements and estimates have been made in preparing the financial statements for the year ended 31 December 2006 and that applicable accounting standards have been followed.

The directors are responsible for keeping proper accounting records that 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 1985. 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.

The Directors who held office at the date of approval of this Director's report confirm that, so far as they are aware, there is no relevant audit information of which the company's auditors are unaware, and each Director has taken all the steps that they ought to have taken as Directors to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office. In accordance with the Companies Act 1985, the company has elected to dispense with the obligation to hold an annual general meeting and the requirement to reappoint annually the registered auditors of the company.

By Order of the Board



HL Farnaby
Secretary

1 Stephen Street
London, W1T 1AL

9 May 2007

Independent auditors report to the members of Fremantle (UK) Productions Limited

We have audited the financial statements of Fremantle (UK) Productions for the year ended 31 December 2006 which comprise the Profit and Loss Account, the Balance Sheet, and the related notes. These financial statements have been prepared under the accounting policies set out therein.

Respective responsibilities of directors and auditors

As described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, 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.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements. We also report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Independent auditors report to the members of Fremantle (UK) Productions Limited

Opinion

In our opinion

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2006 and of its profit for the year then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the Directors' Report is consistent with the financial statements

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

Chartered Accountants and Registered Auditors
London

9 May 2007

Fremantle (UK) Productions Limited

Profit and loss account for the year ended 31 December 2006

	Note	2006 £'000	2005 £'000
Administrative expenses		(13)	(10)
Income from fixed asset investments	3	-	174
(Loss)/profit on ordinary activities before interest and taxation	3	(13)	164
Interest receivable and similar income	5	79	119
Profit on ordinary activities before taxation		66	283
Tax on profit on ordinary activities	6	32	(85)
Retained profit for the financial year	11	98	198

The above results were derived entirely from discontinued operations

The company had no recognised gains or losses during the year other than those reflected in the profit and loss account above and therefore no separate statement of total recognised gains and losses has been presented

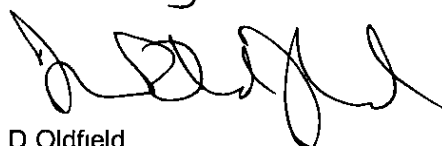
There is no material difference between the result as reported and its historical cost equivalent

Fremantle (UK) Productions Limited

Balance sheet as at 31 December 2006

	Note	2006 £'000	2005 £'000
Fixed assets			
Investments	7	20	20
Current assets			
Debtors	8	21	2,586
Cash at bank and in hand		2,594	-
		2,615	2,586
 Creditors - Amounts falling due within one year	9	(23)	(92)
Net current assets		2,592	2,494
Net assets		2,612	2,514
 Capital and reserves			
Called up share capital	10	-	-
Profit and loss account	11	2,612	2,514
Equity shareholder's funds	12	2,612	2,514

The financial statements on pages 5 to 11 were approved by the board of directors on
a may 2006 and signed on its behalf by



D Oldfield
Director

Fremantle (UK) Productions Limited

Notes to the financial statements for the year ended 31 December 2006

(Continued)

1 Accounting policies

a) Basis of preparation

These financial statements are prepared under the historical cost convention, the accounting policies set out below and in accordance with applicable accounting standards

The company is a wholly owned subsidiary of RTL Group SA and is included in the consolidated financial statements of the RTL Group which are publicly available. Consequently, the company has taken advantage of the exemption provided by Section 228 of the Companies Act 1985 not to prepare group accounts. Therefore, these accounts include financial information about the company as an individual undertaking rather than as a group.

Therefore these financial statements present information about Fremantle (UK) Productions Limited as an individual entity and not about its group.

b) Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred or accelerated because of timing differences between the treatment of certain items for accounting and taxation purposes. Full provision is made for deferred taxation resulting from timing differences computed for taxation purposes and profits stated in the financial statements to the extent that there is an obligation to pay more tax in the future as a result of the reversal of those timing differences. Deferred tax assets are recognised to the extent that they are expected to be recoverable.

c) Fixed asset investments

Fixed asset investments are stated at cost less provision for impairment.

d) Interest

Interest income is recognised on a time proportion basis using the effective interest method.

e) Cash and cash equivalents

Cash and cash equivalents includes cash in hand and deposits held at call with banks. Bank overdrafts are shown within current liabilities on the balance sheet.

2 Cash flow statement and related party disclosures

The company is a wholly owned subsidiary of RTL Group SA and is included in the consolidated financial statements of the RTL Group which are publicly available. Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard 1 (Revised 1996). The company is also exempt under the terms of Financial Reporting Standard 8, Related Party Disclosures, from disclosing related party transactions with members of the RTL Group.

Fremantle (UK) Productions Limited

Notes to the financial statements for the year ended 31 December 2006

(Continued)

3 (Loss)/profit on ordinary activities before interest and taxation

Auditor's remuneration for the current year amounts to £3,090. In the prior year the auditor's remuneration was borne by FremantleMedia Group Limited, a fellow group company.

In 2005 a distribution from investments of £174,309 was recorded.

4 Directors' emoluments and employee costs

None of the directors received any fees or emoluments from the company during the year ended 31 December 2006 (2005: £nil) since their duties are incidental to their main duties to other subsidiary undertakings of the RTL Group. The company had no employees during the year ended 31 December 2006 (2005: nil).

5 Interest receivable and similar income

	2006 £'000	2005 £'000
Interest receivable from group undertakings	79	119

6 Tax on profit on ordinary activities

	2006 £'000	2005 £'000
Analysis of tax charge/(credit) in the period		
Current tax		
UK group relief payable at 30% on the profit for the year	20	85
Adjustment in respect of previous periods	(52)	-
Total current tax	(32)	85

Fremantle (UK) Productions Limited

Notes to the financial statements for the year ended 31 December 2006

(Continued)

6 Tax on profit on ordinary activities (Continued)

b) Factors affecting tax charge/(credit) for period

The tax for the period differs from the standard rate of corporation tax in the UK (30%) The differences are explained below

	2006 £'000	2005 £'000
Profit on ordinary activities before tax	66	283
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 30% (2005 30%)	20	85
Effects of Adjustments to tax charge/(credit) in respect of previous periods	(52)	-
Current tax charge/(credit) for period (note 6(a))	(32)	85

There are no deferred tax balances in either period

7 Fixed asset investments

	Subsidiary undertakings £'000
Cost and net book value at 1 January and 31 December 2006	20

Name of company	Country of incorporation	Holding	Percentage held	Principal Activity
FremantleMedia France SAS	France	Participation shares	50.3%	Gameshow production

In the opinion of the directors the value of the investments are not less than the amount at which they are stated in the balance sheet

Fremantle (UK) Productions Limited

Notes to the financial statements for the year ended 31 December 2006

(Continued)

8 Debtors

	2006 £'000	2005 £'000
Amount owed by group undertakings	21	2,586

Included in amounts owed by group undertakings in 2005, and for the period up to 28 December 2006, are cash pooling balances which earned interest at between 3.90% and 6.00% (2005 3.40% and 5.75%). All other amounts owed by group undertakings are unsecured, interest free and repayable on demand.

9 Creditors - Amounts falling due within one year

	2006 £'000	2005 £'000
Amounts owed to group undertakings	-	7
Taxation and social security	23	85
	23	92

Amounts owed to group undertakings are unsecured, interest free and repayable on demand.

10 Called up share capital

	2006 £	2005 £
Authorised		
100 (2005 100) Ordinary shares of £1 each	100	100
Allotted and fully paid		
3 (2005 3) Ordinary shares of £1 each	3	3

11 Reserves

	Profit and loss account £'000
At 1 January 2006	2,514
Retained profit for the financial year	98
At 31 December 2006	2,612

Fremantle (UK) Productions Limited

Notes to the financial statements for the year ended 31 December 2006

(Continued)

12 Reconciliation of movements in equity shareholder's funds

	2006 £'000	2005 £'000
Profit for the year	98	198
Net addition to shareholder's funds	98	198
Equity shareholder's funds as at 1 January	2,514	2,316
Equity shareholder's funds as at 31 December	2,612	2,514

13 Ultimate parent undertaking

The immediate parent undertaking is Fremantle Licensing, Inc (USA), a company registered in United States of America

The smallest group to consolidate these accounts is RTL Group SA, a company registered in Luxembourg. Copies of the RTL Group accounts can be obtained from the General Counsel at RTL Group, 45 Boulevard Pierre Frieden, L-1543 Luxembourg

The ultimate parent undertaking and controlling party is Bertelsmann AG, a company registered in Germany, which is the largest group to consolidate these accounts