

Fremantle (UK) Productions Limited

Registered Number: 00602507

**Directors' report and financial statements
for the year ended 31 December 2009**



Fremantle (UK) Productions Limited

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Directors' report for the year ended 31 December 2009

The directors present their report and the audited financial statements of the company for the year ended 31 December 2009

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 2009 are set out on page 6 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.

Principal risks and uncertainties

From the perspective of the Company, its principal risks and uncertainties and future outlook are integrated with those of RTL Group SA ("RTL Group") and are not managed separately. Accordingly, the RTL Group Annual Report should be referred to in order to gain a more detailed understanding of business performance and related risks and uncertainties.

Key performance indicators ("KPIs")

The FremantleMedia group is a Profit Centre of the RTL Group, incorporating the operations of all FremantleMedia entities, including those in the UK. The directors therefore consider that it is not relevant to provide analysis by KPIs on a statutory UK financial statement level as the operations are monitored on a global basis.

Results and dividends

The company's profit for the financial year was £33,000 (2008: £111,000).

The directors do not recommend the payment of a dividend for the year (2008: £nil). The retained profit has been transferred to reserves.

Directors

The directors who held office during the year and up to the date of signing the financial statements are given below:

S Tingay
D Oldfield

Financial risk management

The company has in place a risk management programme that seeks to limit the adverse effects on the financial performance of the company.

The policies set out by the board of directors are implemented by the divisional finance departments. The divisions have a policy and procedures manual that sets out specific guidelines on how to manage company cash, and where it would be appropriate to use financial instruments.

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Directors' report for the year ended 31 December 2009 (Continued)

Liquidity risk

The company's cash position together with the short term funding arrangement with the Group is expected to satisfy any short-term liquidity requirement

Cash flow risk

Cash flow risk is the risk of exposure to variability in cash flows that is attributable to a particular risk associated with a recognised asset or liability. No assets or liabilities at the end of the year are deemed to carry a significant cash flow risk. The Group seeks to limit financial transactions that will give rise to such risk at a local level.

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 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 the 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,
- 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 auditors

The directors who held office at the date of approval of this Directors' 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.

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Directors' report for the year ended 31 December 2009 (continued)

Independent Auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office. In accordance with the Companies Act 2006, 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



Helen Farnaby
Company secretary

1 Stephen Street
London
W1T 1AL

1 April 2010

Fremantle (UK) Productions Limited

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

We have audited the financial statements of Fremantle (UK) Productions Limited for the year ended 31 December 2009 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 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 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.

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 2009 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.


Fremantle (UK) Productions Limited

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

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



Mark Hughes (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London

1 April 2010

Fremantle (UK) Productions Limited

Profit and loss account for the year ended 31 December 2009

	Note	2009 £'000	2008 £'000
<u>Administrative expenses</u>		(7)	(10)
Operating loss	3	(7)	(10)
Interest receivable and similar income	5	53	166
<u>Interest payable and similar charges</u>	<u>6</u>	<u>-</u>	<u>(1)</u>
Profit on ordinary activities before taxation		46	155
<u>Tax charge on profit on ordinary activities</u>	<u>7</u>	<u>(13)</u>	<u>(44)</u>
Profit for the financial year	12	33	111

The above results were derived entirely from discontinued operations

The company had no recognised gains or losses during either 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

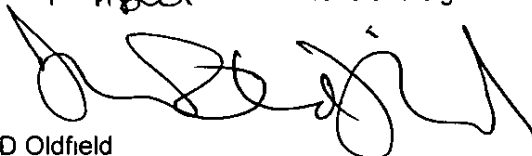
There is no material difference between the profit for the year stated above and its historical cost equivalent

Fremantle (UK) Productions Limited

Balance sheet as at 31 December 2009

	Note	2009 £'000	2008 £'000
Fixed assets			
Investments	8	20	20
Current assets			
Debtors	9	2,793	2,740
Cash at bank and in hand		3	13
		2,796	2,753
Creditors - Amounts falling due within one year	10	(67)	(57)
Net current assets		2,729	2,696
Total assets less current liabilities		2,749	2,716
Net assets		2,749	2,716
Capital and reserves			
Called up share capital	11	-	-
Profit and loss account	12	2,749	2,716
Total shareholders' funds	13	2,749	2,716

The financial statements on pages 6 to 11 were approved by the board of directors on 1 April 2010 and signed on its behalf by



D Oldfield
Director

Fremantle (UK) Productions Limited

Notes to the financial statements for the year ended 31 December 2009

1 Accounting policies

a) 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. The principal accounting policies are set out below.

The company is a wholly owned subsidiary of RTL Group S A and is included in the consolidated financial statements of RTL Group S A which are publicly available. Consequently, the company has taken advantage of the exemption provided by Section 400 of the Companies Act 2006 not to prepare group accounts.

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.

c) Fixed asset investments

Fixed asset investments are stated at cost less provision for any permanent diminution in value.

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 include 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 S A and is included in the consolidated financial statements of RTL Group S A 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 transactions with members of RTL Group S A.

3 Operating loss

This amount represents management fees of £7,000 (2008: £10,000). The auditors' remuneration in the current year of £1,500 (2008: £2,000) has been borne by FremantleMedia Group Limited, another group company. This is consistent with the prior year.

4 Directors' emoluments and employee costs

None of the directors received any fees or emoluments from the company since their duties are incidental to their main duties to other subsidiary undertakings of RTL Group S A (2008: £nil). The company had no employees during the year ended 31 December 2009 (2008: nil).

Fremantle (UK) Productions Limited

Notes to the financial statements for the year ended 31 December 2009

5 Interest receivable and similar income

	2009 £'000	2008 £'000
Interest receivable from group undertakings	53	166

6 Interest payable and similar charges

	2009 £'000	2008 £'000
Interest payable to group undertakings	-	(1)

7 Tax on profit for the year

	2009 £'000	2008 £'000
a) Analysis of tax charge in the year		
Current tax charge		
UK group relief payable at 28% (2008 28.5%) on profits for the year	13	44
Total current tax charge	13	44

There are no deferred tax balances in either year

b) Factors affecting the tax charge for year

The tax for the year did not differ from the standard rate of corporation tax in the UK of 28% (2008 28.5%)

The standard rate of corporation tax in the United Kingdom changed from 30% to 28% with effect from 1 April 2008. Accordingly, the company's profits for the prior accounting period were taxed at an effective rate of 28.5%

Fremantle (UK) Productions Limited

Notes to the financial statements for the year ended 31 December 2009

8 Fixed asset investments

	Subsidiary undertakings £'000
Cost and net book amount at 31 December 2008 and 31 December 2009	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 underlying value of the investments are not less than the amount at which they are stated in the balance sheet

9 Debtors

	2009 £'000	2008 £'000
Amount owed by group undertakings	2,793	2,740

Included in amounts owed by group undertakings is a loan balance which incurred interest at between 1.5% and 2.11% (2008 6.78% and 7.08%). All amounts owed by group undertakings are unsecured and repayable on demand

10 Creditors - Amounts falling due within one year

	2009 £'000	2008 £'000
Amounts owed to group undertakings	67	54
Accruals	-	3
	67	57

Included in amounts owed to group undertakings in 2008 are cash pooling balances which incurred interest at between 2.17% and 5.50%. In 2009 no cash pooling balances are included in the amounts owed to group undertakings. All amounts owed to group undertakings are repayable on demand

Fremantle (UK) Productions Limited

Notes to the financial statements for the year ended 31 December 2009

11 Called up share capital

	2009 £	2008 £
Authorised		
100 (2008 100) Ordinary shares of £1 each	100	100
Allotted and fully paid		
3 (2008 3) Ordinary shares of £1 each	3	3

12 Reserves

	Profit and loss account £'000
At 1 January 2009	2,716
Profit for the financial year (note 13)	33
At 31 December 2009	2,749

13 Reconciliation of movements in total shareholders' funds

	2009 £'000	2008 £'000
Profit for the financial year	33	111
Profit for the financial year	33	111
Net addition to shareholders' funds	33	111
Total shareholders' funds as at 1 January	2,716	2,605
Total shareholders' funds as at 31 December	2,749	2,716

14 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 financial statements is RTL Group S A , a company registered in Luxembourg Copies of the RTL Group S A Annual Report can be obtained from the General Counsel at RTL Group S A , 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 financial statements Copies of the Bertelsmann AG accounts can be obtained from the General Counsel at Bertelsmann AG, Carl-Bertelsmann-Straße 270, 33311 Gutersloh, Germany