

Company Registration No 967400

INFOGRAMES LEARNING LIMITED

Report and Unaudited Financial Statements

31 March 2008

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INFOGRAMES LEARNING LIMITED

REPORT AND UNAUDITED FINANCIAL STATEMENTS 2008

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INFOGRAMES LEARNING LIMITED

REPORT AND UNAUDITED FINANCIAL STATEMENTS 2008

OFFICERS

DIRECTORS

MJ Passam

J Wigmore (resigned 01/08/08)

SECRETARY

AR Carroll

REGISTERED OFFICE

Landmark House
Hammersmith Bridge Road
London
W6 9EJ

INFOGRAMES LEARNING LIMITED

DIRECTORS' REPORT

The directors present their annual report and the unaudited financial statements for the year ended 31 March 2008.

REVIEW OF DEVELOPMENTS

The company has been dormant within the meaning of Section 249AA of the Companies Act 1985 throughout the year. It is anticipated that the company will remain dormant for the foreseeable future.

PROFIT AND LOSS ACCOUNT

No profit and loss account is presented with these financial statements because the company has not received income, incurred expenditure or recognised any gains or losses during either the current or preceding financial year. There have been no movements in shareholders' funds during the current or previous financial year.

DIRECTORS AND THEIR INTERESTS

The directors who served throughout the year were as follows:

MJ Passam

J Wigmore (resigned 01/08/08)

The directors who served during the year did not have an interest in the shares of the company.

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



MJ Passam
Director

26 January

2009

INFOGRAMES LEARNING LIMITED

BALANCE SHEET 31 March 2008

	Note	31 March 2008 £	31 March 2007 £
INVESTMENTS		750	750
CREDITORS- Amounts falling due after more than one year		(4,415,619)	(4,415,619)
Amounts due to group undertakings			
NET LIABILITIES		<u>(4,414,869)</u>	<u>(4,414,869)</u>
CAPITAL AND RESERVES			
Called up share capital	4	1,826,765	1,826,765
Share premium account		628,864	628,864
Profit and loss account		(6,870,498)	(6,870,498)
	5	<u>(4,414,869)</u>	<u>(4,414,869)</u>

The annual accounts have not been audited because the company is entitled to the exemption provided by section 249AA(1) of the Companies Act 1985 relating to dormant companies and its members have not required the company to obtain an audit of these accounts in accordance with s249B(2).

The directors acknowledge their responsibilities for ensuring that the company keeps accounting records that comply with Section 221 of the Companies Act 1985. The directors also acknowledge their responsibilities for preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the financial year and of its profit or loss for the financial year in accordance with Section 226 of the Companies Act 1985 and which otherwise comply with the requirements of that Act relating to accounts, so far as applicable to the company.

These financial statements were approved by the Board of Directors on 26 JANUARY 2009

Signed on behalf of the Board of Directors.



MJ Passam
Director

INFOGRAMES LEARNING LIMITED

NOTES TO THE ACCOUNTS

Year ended 31 March 2008

1. ACCOUNTING POLICY

The financial statements are prepared in accordance with applicable accounting standards. The particular accounting policy adopted is described below.

Accounting convention

The financial statements are prepared under the historical cost convention.

2. PROFIT AND LOSS ACCOUNT

No profit and loss account is presented with these financial statements because the company has not received income, incurred expenditure or recognised any gains or losses during the current or preceding financial year. There have been no movements in shareholders' funds during the current or preceding financial year.

3. 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 period.

4. CALLED UP SHARE CAPITAL

	Authorised		Allotted, called up and fully paid	
	No.	£	No.	£
At 31 March 2008 and 31 March 2007 Ordinary shares of 5p each	777,259	38,863	2,272	114
At 31 March 2008 and 31 March 2007 Institutional ordinary shares of 5p each	199,000	9,950	22,867	1,143
At 31 March 2008 and 31 March 2007 "A" ordinary shares of 5p each	1,009	50	1,009	50
At 31 March 2008 and 31 March 2007 "B" ordinary shares of 5p each	19,322	966	19,322	966
At 31 March 2008 and 31 March 2007 "C" ordinary shares of 5p each	3,410	170	3,410	170
At 31 March 2008 and 31 March 2007 Deferred preference shares of £1 each	19,322	19,322	19,322	19,322
At 31 March 2008 and 31 March 2007 Preference shares of £1 each	1,805,000	1,805,000	1,805,000	1,805,000
Total	2,824,322	1,874,321	1,873,202	1,826,765

The various classes of share capital were set up when the company was owned by a number of different investors with each category having different voting rights, distribution rights and repayment terms in the event the company is liquidated. Since the acquisition of the company by Hasbro UK Limited in August 1999 and

the subsequent purchase by Infogrames Entertainment SA in January 2000, all of the different classes of shares have been held by a single entity at any one time.

Hence throughout the period of these financial statements, the shares have been owned by a single entity and therefore the various rights attached to each class of share has not been listed here. However, a copy of the company's articles of association listing the various rights attached to each class of share may be obtained from Companies House, Crown Way, Cardiff CF14 3UZ.

5. SHAREHOLDERS' FUNDS

	2008	2007
	£	£
Equity shareholders' deficit	(6,239,191)	(6,239,191)
Non-equity shareholders' funds	1,824,322	1,824,322
	<u>(4,414,869)</u>	<u>(4,414,869)</u>

6. ULTIMATE PARENT COMPANY

In the opinion of the Directors, the company's immediate parent company is Infogrames Interactive Inc, a company incorporated in the USA. The company's ultimate parent company is Infogrames Entertainment SA, a company incorporated in France. The financial statements of Infogrames Entertainment SA can be obtained from the following address: -

1 Place Verrazzano
69252 Lyon
Cedex 09, FRANCE

7. RELATED PARTY TRANSACTIONS

The cost of the annual return fee was borne by the Company's parent company without any right of reimbursement.