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VIRGIN RECORDS LIMITED

ACCOUNTS

31 JULY 1988



ANNUAL REPORT AND STATEMENT OF ACCOUNTS

for the year ended 31 July 1988

CONTENTS

Page 1 to 2	Report of the directors
3	Report of the auditors
4	Profit and loss account
5	Balance sheet
6	Statement of source and application of funds
7 to 15	Notes to the accounts

Report of the Directors

The Directors present their annual report and the audited accounts for the year ended 31 July 1988.

RESULTS

The results for the year are set out on page 4.

PRINCIPAL ACTIVITIES

The Company is engaged in the production of popular music by exploiting the copyright of recordings and videos relating to rights obtained through contracts made with artistes.

BUSINESS REVIEW

The Company's turnover was £56.1m for the year. This achievement was a result of establishing new artistes and continuing the development of existing signings. Both the level of business and the year end financial position were satisfactory and the Directors expect that the present level of activity will be sustained in the foreseeable future.

DIVIDENDS

Dividends paid and proposed were £7,137,709 (1987 - Nil).

DIRECTORS

The Directors of the company during the year were:

- R C N Branson
- K M Berry
- J S Draper
- S G Lewis
- J Webster
- T Lyster
- S M Macleod
- W R Richardson

Report of the Directors

DIRECTORS (contd...)

None of the directors had an interest in the shares of the Company during the period other than as a result of an interest in the shares of the then ultimate holding company Virgin Group Limited. The interests of Mr Branson, Mr Draper and Mr Berry are disclosed in that company's accounts. The holdings of other directors in Virgin Group Limited at 31 July 1988 including shares allocated under the Virgin Group Profit Share Scheme are indicated below:

S G Lewis	6697
J Webster	3000
T Lyster	5721
S M Macleod	6298
W R Richardson	889

POLITICAL AND CHARITABLE CONTRIBUTIONS

There were no contributions made for political or charitable purposes.

MOVEMENTS IN FIXED ASSETS

The movements in fixed assets during the period are set out in note 10 to the accounts.

AUDITORS

In accordance with Section 384 of the Companies Act 1985 a resolution to reappoint the auditors, Peat Marwick McLintock, will be proposed at the annual general meeting.

REPORT OF THE AUDITORS

TO THE MEMBERS OF VIRGIN RECORDS LIMITED

We have audited the accounts set out on pages 4 to 15 in accordance with Auditing Standards.

In our opinion the accounts give a true and fair view of the state of the affairs of the Company at 31 July 1988 and of its profit and source and application of funds for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

1 Puddle Dock Blackfriars LONDON EC4V 3PD

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Peat Marwick McLintock Chartered Accountants

Profit and loss account

for the year ended 31 July 1988

	<u>Notes</u>	Year ended 31 July <u>1988</u> f	Year ended 31 July <u>1987</u> £
Turnover Cost of sales	lf) & 2	56,127,301 (42,802,760)	54,712,326 (40,029,936)
Gross profit		13,324,541	14,682,390
Distribution costs Administrative expenses		(2,179,068) (7,094,709)	(1,787,095) (5,497,045)
Operating profit Interest receivable and similar income Interest payable and similar charges Income from shares in group companies	3 4	4,050,764 130,784 (2,217,904) 2,460,000	7,398,250 238,207 (1,105,791)
Profit on ordinary activities before tax	5	4,423,644	6,530,666
Tax on profit on ordinary activities	6	(727,549)	(2,354,801)
Profit for the financial period Dividend	7	3,696,095 (7,137,709)	4,175,865
Retained (loss)/profit for the financial per Retained profit brought forward	riod	(3,441,614) 7,728,045	4,175,865 3,552,180
Retained profit carried forward		4,286,431	7,728,045

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Balance sheet at 31 July 1988

	<u>Notes</u>	£	31 July <u>1988</u> £	31 July <u>1987</u> £
FIXED ASSETS				
Tangible assets Investments	10 11		1,022,456 331,133	819,272 181,133
	•		1,353,589	1,000,405
CURRENT ASSETS	10	1 220 200		1 602 204
Stocks Debtors Cash at bank and in hand	12 13	1,329,380 43,680,633 3,319,340		1,693,284 33,925,082 29,179
		48,329,353		35,647,545
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	14	(45,380,403)		(28,492,440)
NET CURRENT ASSETS			2,948,950	7,155,105
TOTAL ASSETS LESS CURRENT LIABILITIES			4,302,539	8,155,510
CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR	15		-	(414,303)
PROVISIONS FOR LIABILITIES AND CHARGES	16		(6,108)	(3,162)
			4,296,431	7,738,045
CAPITAL AND RESERVES			10.000	
Called up share capital Profit & loss account	17		10,000 4,286,431	10,000 7,728,045
			4,296,431	7,738,045
A				

The accounts on pages 4 to 15 were approved by the Board of Directors on global provided in its behalf by:

DIRECTORS

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Statement of source and application of funds for the year ended 31 July 1988

SOURCE OF FUNDS	£	Year ended 31 July <u>1988</u> £	Year ended 31 July 1987 £
Profit before tax Adjustments for items not involving the movement of funds:-		4,423,644	6,530,666
Depreciation of tangible fixed assets Loss on sale of tangible fixed assets Hire purchase interest payable	308,570 23,110 10,959		225,317 40,727 5,657
		342,639	271,701
Total generated from operations		4,766,283	6,802,367
Funds from other sources Sale proceeds of fixed assets Increase in creditors due after more	191,560		199,687
than one year Net increase in assets acquired under	-		400,000
hire purchase agreements	_		28,311
	~~~~~	191,560	627,998
		4,957,843	7,430,365
APPLICATION OF FUNDS Investments Taxation paid and group relief Purchase of fixed assets Repayment of hire purchase creditors Dividend paid Decrease in creditors due after more than one year	150,000 1,745,813 726,424 91,089 7,137,709 400,000	10,251,035	80,100 4,943,989 706,314 - - 5,730,403
(DECREASE)/INCREASE IN WORKING CAPITAL		(5,293,192)	1,699,962
(DECREASE)/INCREASE IN WORKING CAPITAL Stocks Debtors Creditors due within one year excluding taxation, dividends		(363,904) 9,755,551	886,025 11,321,633
and overdrafts		(18,294,433)	(8,242,631)
Movements in net liquid funds:		(8,902,786)	3,965,027
Bank and cash balances		3,609,594	(2,265,065)
		(5,293,192)	1,699,962

### Notes to the accounts

### for the year ended 31 July 1988

#### ACCOUNTING POLICIES

The following significant accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's accounts.

### a) Basis of accounting

The accounts have been prepared under the historical cost convention.

Group accounts have not been prepared as Virgin Records Limited is a wholly owned subsidiary of another U.K. company.

### b) Depreciation

Depreciation of fixed assets is provided on a straight line basis applied to original cost at rates estimated to write off each asset over its remaining useful life. For the purposes of calculating depreciation, the effective useful lives of the classes of assets currently held by the Company are as follows:

Motor vehicles
Plant and fixtures

4 years 4 years

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c) Stocks

Stocks are valued at the lower of cost and net realisable value.

#### d) Foreign exchange

Transactions denominated in foreign currencies are translated into sterling and recorded at the rate of exchange ruling at the date of the transaction. Assets and liabilities expressed in foreign currencies are translated to sterling at the exchange rate ruling at the balance sheet date.

### e) Deferred taxation

Deferred taxation, using the liability method, is provided at the rates of corporation tax which are expected to apply when the tax is estimated to be payable on all timing differences except those which are considered will continue for the foreseeable future.

#### f) Turnover

Turnover represents royalties receivable and amounts receivable for goods and services supplied to outside customers, excluding value added tax.

### Notes to the accounts

### for the year ended 31 July 1988

### 1. ACCOUNTING POLICIES (contd...)

### g) Royalties

Royalties receivable and payable are included on an accruals basis calculated on sales arising during the accounting year. Royalty advances paid are carried forward to the extent that it is estimated that sufficient future royalties or income will be earning for recoupment of such advances. Any unrecouped royalty advances received under licensee agreements are recognised as income in the period in which such agreements expire.

### h: Recording, production and developments costs

Recording, production and development costs in adding to the catalogue of recorded music are written off as incurred.

### i) Leased plant and equipment

Where plant and equipment is acquired by leasing arrangements and hire purchase agreements which give rights approximating to ownership the assets are capitalised at an amount representing the equivalent outright purchase price of such assets and included in tangible assets. The capital element of future rentals is treated as a liability and the interest element is charged to the profit and loss account over the period of the leases in proportion to the balances outstanding.

#### TURNOVER

Analysis of turnover by geographical area:	Year ended 31 July 1988	Year ended 31 July 1987
	£	£
United Kingdom Other than U.K.	37,923,052 18,204,249	34,079,400 20,632,926
	56,127,301	54,712,326 ————

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### Notes to the accounts

### for the year ended 31 July 1988

### 3. INTEREST RECEIVABLE AND SIMILAR INCOME

Interest receivable comprises the following:	Year ended 31 July 1988 £	Year ended 31 July 1987 f
Interest receivable from Group companies Other interest	130,784	68,131 170,076
	-	~~~~~
	130,784	238,207

#### 4. INTEREST PAYABLE AND SIMILAR CHARGES

Interest payable comprises the following:

	Year ended 31 July 1988 £	Year ended 31 July 1987 f
Interest on hire purchase agreements	10,959	5,657
Interest on other loans	110,264	91,552
Group Interest	2,096,681	1,008,582
	2,217,904	1,105,791

#### 5. FROFIT ON ORDINARY ACTIVITIES BEFORE TAX

Profit on ordinary activities before tax is stated after charging:

	Year ended 31 July 1988 £	Year ended 31 July 1987 £
Depreciation of tangible fixed assets	308,570	225,317
Hire of plant and machinery	13,582	25,817
Auditors' remuneration	40,400	26,200
Directors' emoluments (see below)	342,199	236,602

### Notes to the accounts

## for the year ended 31 July 1988

### 6. TAY ON PROFIT ON ORDINARY ACTIVITIES

The taxation charge is comprised of:

The taxation charge is comprised or:		
· -	Year ended	Year ended
	31 July 1988	31 July 1987
	£	£
Corporation Tax @ 35% (1987 : 35%)		
on the profit for the period	724,603	2,351,992
Overseas taxation	367,539	207,379
Double tax relief	(267,539)	(207, 379)
Deferred taxation	2,946	2,809
	that the that the true and	******
	727,549	2,354,801
DIVIDEND		
	Year ended	Year ended
	31 July 1988	31 July 1987
	£	£
Interim dividends paid	4,677,709	_
Final dividend proposed	2,460,000	_
	~~~~~~~	~~~
	7,137,709	-

8. EMPLOYEE INFORMATION

7.

a) The average number of persons employed by the Company during the year was as below:

	Year ended 31 July 1988	Year ended 31 July 1987
Selling Production Administration	38 61 67	34 58 56

	166	148

b) The aggregate payroll costs of these persons were as follows:

	Year ended 31 July 1988 £	Year ended 31 July 1987 f
Wages and salaries Social security costs	2,778,781 431,550	2,280,612 224,892
	3,210,331	2,505,504

Notes to the accounts

for the year ended 31 July 1988

8. EMPLOYEE INFORMATION (contd...)

The number of employees of the Company, excluding directors, whose emoluments, excluding pension contributions, exceeded £30,000 in the year were as follows:

	Year ended 31 July 1988	Year ended 31 July 1987
£30,001 - £35,000 £35,001 - £40,000	3 4	8

9. DIRECTORS' EMOLUMENTS

The emoluments of the directors, including pension contributions, were as follows:

	Year ended 31 July 1988 £	Year ended 31 July 1987 £
For management services	342,199	236,602

Directors' emoluments, excluding pension contributions, were as follows:

Emoluments of the Chairman	Nil	Nil
Emoluments of the highest paid director	87,500	75,000

The emoluments of the other directors were within the following ranges:

3	3
~	1.
1	2
1	-
~-	_
wa.	1
~	-
2	_
Pea	-
	2

Notes to the accounts

for the year ended 31 July 1988

10.	TANGIBLE FIXED ASSETS			
200		Motor vehicles f	Plant & fixtures f	Total £
	COST		L	L
	1 August 1987 Additions Intragroup additions Disposals	712,957 418,951 13,468 (336,278)	489,253 291,086 17,337	1,202,210 710,037 30,805 (336,278)
		~~~~~	~~~~~	~~~~~~~
	31 July 1988	809,098	797,676	1,606,774
	DEPRECIATION			
	1 August 1987	143,836	239,102	382,938
	Charge for period	176,909	131,661	308,570
	Intragroup additions	4,505	9,913	14,418
	Disposals	(121,608)	-	(121,608)
	31 July 1988	203,642	380,676	584,318
	NET BOOK VALUE			
	31 July 1988	605,456	417,000	1,022,456
	-		, , , , , , , , , , , , , , , , , , ,	
	31 July 1987	569,121	250,151	819,272
			1988	1987
	Included in tangible fixed ass acquired under hire purchase a follows:		£	£
				_
	Cost Depreciation		98,099 51,206	197,996 62 <b>,</b> 480
	Net book value		46,893	135,516
	Panyagiahian ahawa fay the	ani ad	22 064	62 501
	Depreciation charge for the p	ET TOY	33,064	63,591

### Notes to the accounts

### for the year ended 31 July 1988

#### 11. INVESTMENTS

a) S	HARES	IN	GROUP	COMPANIES
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Cost less amounts written	£
off at 1st August 1987	181,133
Additions	150,000
Cost less amounts written off at 31st July 1988	331,133

### b) PRINCIPAL SUBSIDIARIES

The principal subsidiaries of Virgin Records Limited are as follows:

Subsidiary	Interest %	Nature of Business
10 Records Limited	100	The production of popular music
Charisma Records Limited	100	The production of popular music
Circa Records Limited	75	The production of popular music
Siren Records Limited	80	The production of popular music
Virgin Classics Limited	100	The production of classical music
Virgin Music Publishers Limited	100	The publishing of popular music
Virgin Overseas Limited	100	Holding company of overseas record and publishing companies
Virgin Studios Limited	100	Recording studios

All the above companies are incorporated in Great Britain.

The principal subsidiaries of Virgin Overseas Limited are detailed in that company's accounts.

### 12. STOCKS

Finished goods and goods for resale	1,329,380	31 July 1987 £ 1,693,284
DEBTORS		
All amounts fall due within one year*	31 July 1988 £	31 July 1987 f
Trade debtors	22,744,964	18,214,152
Amounts due from group companies	19,148,270	14,136,905
	1,787,399	1,553,841
Prepayments and accrued income	_	20,184
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	43,680,633	33,925,082
	DEBTORS  All amounts fall due within one year*  Trade debtors	Finished goods and goods for resale  1,329,380  DEBTORS  All amounts fall due within one year*  Trade debtors  Amounts due from group companies  Other debtors  Prepayments and accrued income

*Trade debtors include amounts relating to artiste advances which may not be fully recoverable within one year. It is not possible to quantify accurately such amounts.

# Notes to the accounts

# for the year ended 31 July 1988

# 14. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Debenture loans Bank loans and overdrafts Trade creditors Amounts due to group companies Other creditors Obligations under hire purchase agreements Corporation Tax Accruals and deferred income	31 July 1988 £ 400,000 344,054 11,629,371 32,258,346 941 6,376 555,315 186,000 45,380,403	31 July 1987 £  - 663,487 7,558,940 18,477,255 32,030 72,203 1,576,525 112,000
15.	CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR	31 July 1988 £	31 July 1987 £
	Obligations under hire purchase agreements Other creditors	- ~~~ -	14,303 400,000 
	Payments under hire purchase agreements are due as follows:		
	1988 1989	7,321  7,321	82,139 16,271  98,410
	Included in the above payments are amounts relating to finance charges of	945 ~~~~	11,904

### Notes to the accounts

### for the year ended 31 July 1988

#### 16. PROVISIONS FOR LIABILITIES AND CHARGES

The amounts provided for deferred taxation being the full potential liability are as follows:

are as rollows:	31 July 1988 £	31 July 1987 £
Accelerated capital allowances	6,108	3,162

#### 17. SHARE CAPITAL

	31 July 1988 £	31 July 1987 £
Authorised, allotted, called up and fully paid		
10,000 ordinary shares of £1 each	10,000	10,000

### 18. CAPITAL EXPENDITURE APPROVED

No capital expenditure had been contracted for or approved by the Directors for the Company (1987 - Nil).

However, the company, in the normal course of business enters into contracts relating to product delivery from recording artistes.

### 19. CONTINGENT LIABILITY

The company has given guarantees in respect of certain credit facilities held by Virgin Group Limited.

#### · 20. HOLDING COMPANY

The ultimate holding company at 31 July 1988 was Virgin Group Limited (formerly Virgin Group plc) a company incorporated in Great Britain, which was subsequently acquired by Glowtrack Limited which is the present ultimate holding company.

1070955 Page 16

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### VIRGIN RECORDS LIMITED

## Profit and Loss Account for the year ended 31 July 1988

	£	Year ended 31 July 1988 f	Year ended 31 July 1987 £
Sales Cost of sales		56,127,301 (42,802,760)	54,712,326 (40,029,936)
Gross Profit		13,324,541	14,682,390
Distribution costs		(2,179,068)	(1,787,095)
Administrative expenses Salaries }	0.000.000		2 525 524
Casual wages } Employers NIC }	3,210,331		2,505,504
Rent & rates	98,417		81,593
Light, heat & power	22,190		15,853
Printing & stationery	77,211		69,708
Telephone & postage	761,228		684,213
Repairs and renewals	77,601		80,493
Legal & professional fees	497,871		231,147
Audit & accountancy fees	40,400		26,200
Insurance	110,754		67,923
Bad debts	53,085		(145,757)
Rank charges	7,240		5,919
Equipment hire	13,582		25,871
Sundry expenses	405,676		519,119
Exchange translation	365,570		83,305
Motor expenses	263,620		210,938
Travelling & entertainment	481,363		347,830
Pepreciation	308,570		225,317
Group service charge	300,000		461,869
		(7,094,709)	(5,497,045)
		4,050,764	7,398,250
Interest payable		(2,217,904)	(1,105,791)
Interest receivable		130,784	238,207
Profit before tax		1,963,644	6,530,666
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