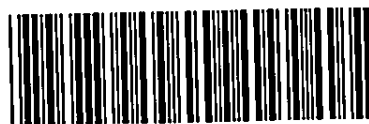


REGISTERED NUMBER 01638551

**REPORT OF THE DIRECTOR AND
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2009
FOR
MINDSCAPE (UK) LIMITED**

SATURDAY



ACRKVJ8J

A38

17/04/2010

47

COMPANIES HOUSE

MINDSCAPE (UK) LIMITED (REGISTERED NUMBER 01638551)

**CONTENTS OF THE FINANCIAL STATEMENTS
for the Year Ended 31 December 2009**

	Page
Company Information	1
Report of the Director	2
Report of the Independent Auditors	3
Profit and Loss Account	5
Balance Sheet	6
Notes to the Financial Statements	7

MINDSCAPE (UK) LIMITED

COMPANY INFORMATION
for the Year Ended 31 December 2009

DIRECTOR:	J P Nordman
SECRETARY:	M H Secretaries Limited
REGISTERED OFFICE	Staple Court 11 Staple Inn Buildings London WC1V 7QH
REGISTERED NUMBER:	01638551
AUDITORS	Wood Branson Dickinson Statutory Auditor Norton House Fircroft Way Edenbridge Kent TN8 6EJ

MINDSCAPE (UK) LIMITED (REGISTERED NUMBER 01638551)

REPORT OF THE DIRECTOR
for the Year Ended 31 December 2009

The director presents his report with the financial statements of the company for the year ended 31 December 2009

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of sale and distribution of computer software

DIRECTOR

J P Nordman held office during the whole of the period from 1 January 2009 to the date of this report

STATEMENT OF DIRECTOR'S RESPONSIBILITIES

The director is responsible for preparing the Report of the Director and the financial statements in accordance with applicable law and regulations

Company law requires the director to prepare financial statements for each financial year. Under that law the director has 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 director must not approve the financial statements unless he is 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 director is required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

The director is 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 him to ensure that the financial statements comply with the Companies Act 2006. He is 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.

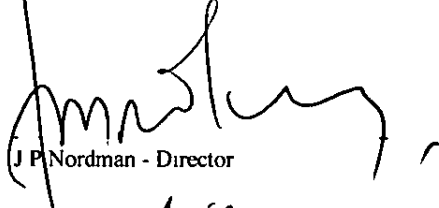
STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the director is aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and he has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

AUDITORS

The auditors, Wood Branson Dickinson, will be proposed for re-appointment at the forthcoming Annual General Meeting. This report has been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies.

ON BEHALF OF THE BOARD:



J P Nordman - Director

Date

12 April 2010

REPORT OF THE INDEPENDENT AUDITORS TO THE SHAREHOLDERS OF MINDSCAPE (UK) LIMITED

We have audited the financial statements of Mindscape (UK) Limited for the year ended 31 December 2009 on pages five to ten. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (effective April 2008) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

This report is made solely to the company's members, as a body, in accordance with Sections 495 and 496 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 a Report of the Auditors 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 director and auditors

As explained more fully in the Statement of Director's Responsibilities set out on page two, the director is 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.

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 director, 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 applicable to Smaller Entities, 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 Report of the Director for the financial year for which the financial statements are prepared is consistent with the financial statements.

**REPORT OF THE INDEPENDENT AUDITORS TO THE SHAREHOLDERS OF
MINDSCAPE (UK) LIMITED**

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 director's remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit, or
- the director was not entitled to prepare the financial statements and the Report of the Director in accordance with the small companies regime



P W Dickinson FCA (Senior Statutory Auditor)
for and on behalf of Wood Branson Dickinson
Statutory Auditor
Norton House
Fircroft Way
Edenbridge
Kent
TN8 6EJ

Date *15 April 2010*

MINDSCAPE (UK) LIMITED (REGISTERED NUMBER 01638551)

PROFIT AND LOSS ACCOUNT
for the Year Ended 31 December 2009

	Notes	31 12 09 £	31 12 08 £
TURNOVER		3,859,271	72,714
Cost of sales		<u>2,635,452</u>	<u>27,181</u>
GROSS PROFIT		1,223,819	45,533
Administrative expenses		<u>688,851</u>	<u>35,883</u>
		534,968	9,650
Other operating income		<u>33,936</u>	<u>904</u>
OPERATING PROFIT	2	568,904	10,554
Interest receivable and similar income		<u>-</u>	<u>991</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		568,904	11,545
Tax on profit on ordinary activities	3	<u>-</u>	<u>2,577</u>
PROFIT FOR THE FINANCIAL YEAR AFTER TAXATION		<u><u>568,904</u></u>	<u><u>8,968</u></u>

The notes form part of these financial statements

MINDSCAPE (UK) LIMITED (REGISTERED NUMBER 01638551)

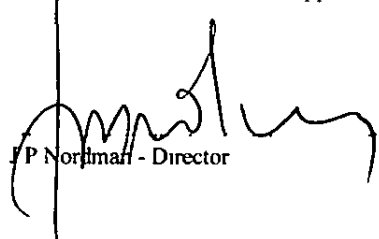
BALANCE SHEET

31 December 2009

	Notes	31 12 09 £	£	31 12 08 £	£
FIXED ASSETS					
Intangible assets	4		164,947		2,961
Tangible assets	5		634		-
			<u>165,581</u>		<u>2,961</u>
CURRENT ASSETS					
Stocks		298,668		-	
Debtors	6	1,680,338		18,136	
Prepayments and accrued income		1,124		-	
Cash at bank and in hand		745,165		38,058	
		<u>2,725,295</u>		<u>56,194</u>	
CREDITORS					
Amounts falling due within one year	7	2,320,624		57,807	
NET CURRENT ASSETS/(LIABILITIES)			<u>404,671</u>		<u>(1,613)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			<u>570,252</u>		<u>1,348</u>
CAPITAL AND RESERVES					
Called up share capital	8		10,386,236		10,386,236
Profit and loss account	9		(9,815,984)		(10,384,888)
SHAREHOLDERS' FUNDS			<u>570,252</u>		<u>1,348</u>

The financial statements have been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies and with the Financial Reporting Standard for Smaller Entities (effective April 2008)

The financial statements were approved by the director on *12 April 2010* and were signed by


J P Nordman - Director

The notes form part of these financial statements

MINDSCAPE (UK) LIMITED (REGISTERED NUMBER 01638551)

**NOTES TO THE FINANCIAL STATEMENTS
for the Year Ended 31 December 2009**

1 ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008)

Turnover

Turnover represents net invoiced sales of goods, excluding value added tax

Other intangible assets

Product development costs are amortised over 2 years being the estimated product life

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life

Computer equipment - 20% on cost

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date
Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction
Exchange differences are taken into account in arriving at the operating result

Pension costs and other post-retirement benefits

The company operates a defined contribution pension scheme
Contributions payable to the company's pension scheme are charged to the profit and loss account in the period to which they relate

2 OPERATING PROFIT

The operating profit is stated after charging/(crediting)

	31 12 09	31 12 08
	£	£
Depreciation - owned assets	505	-
Development costs amortisation	21,466	11,844
Auditors' remuneration	4,735	4,490
Foreign exchange differences	(33,936)	19,762
Pension costs	7,500	-
	<u> </u>	<u> </u>
Director's remuneration and other benefits etc	<u> </u>	<u> </u>

MINDSCAPE (UK) LIMITED (REGISTERED NUMBER 01638551)

NOTES TO THE FINANCIAL STATEMENTS - continued
for the Year Ended 31 December 2009

3 TAXATION

Analysis of the tax charge

The tax charge on the profit on ordinary activities for the year was as follows

	31 12 09 £	31 12 08 £
Current tax		
UK corporation tax	-	2,577
	<u>-</u>	<u>2,577</u>
Tax on profit on ordinary activities	-	2,577
	<u>-</u>	<u>2,577</u>

4 INTANGIBLE FIXED ASSETS

	Goodwill £	Other intangible assets £	Totals £
COST			
At 1 January 2009	3,102,554	23,688	3,126,242
Additions	-	183,452	183,452
	<u>-</u>	<u>183,452</u>	<u>183,452</u>
At 31 December 2009	3,102,554	207,140	3,309,694
	<u>3,102,554</u>	<u>207,140</u>	<u>3,309,694</u>
AMORTISATION			
At 1 January 2009	3,102,554	20,727	3,123,281
Charge for year	-	21,466	21,466
	<u>-</u>	<u>21,466</u>	<u>21,466</u>
At 31 December 2009	3,102,554	42,193	3,144,747
	<u>3,102,554</u>	<u>42,193</u>	<u>3,144,747</u>
NET BOOK VALUE			
At 31 December 2009	-	164,947	164,947
	<u>-</u>	<u>164,947</u>	<u>164,947</u>
At 31 December 2008	-	2,961	2,961
	<u>-</u>	<u>2,961</u>	<u>2,961</u>

MINDSCAPE (UK) LIMITED (REGISTERED NUMBER: 01638551)

NOTES TO THE FINANCIAL STATEMENTS - continued
for the Year Ended 31 December 2009

5 TANGIBLE FIXED ASSETS

	Computer equipment £
COST	
Additions	1,139
At 31 December 2009	1,139
DEPRECIATION	
Charge for year	505
At 31 December 2009	505
NET BOOK VALUE	
At 31 December 2009	634

6 DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31 12 09 £	31 12 08 £
Trade debtors	1,661,548	18,136
Amounts owed by group undertakings	18,790	-
	<u>1,680,338</u>	<u>18,136</u>

7 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31 12 09 £	31 12 08 £
Trade creditors	812,796	738
Amounts owed to group undertakings	1,117,711	47,932
Taxation and social security	317,901	2,540
Other creditors	72,216	6,597
	<u>2,320,624</u>	<u>57,807</u>

8 CALLED UP SHARE CAPITAL

Allotted, issued and fully paid			31 12 09	31 12 08
Number	Class	Nominal value	£	£
10,386,236	Ordinary	1	<u>10,386,236</u>	<u>10,386,236</u>

MINDSCAPE (UK) LIMITED (REGISTERED NUMBER 01638551)

NOTES TO THE FINANCIAL STATEMENTS - continued
for the Year Ended 31 December 2009

9 RESERVES

	Profit and loss account £
At 1 January 2009	(10,384,888)
Profit for the year	568,904
At 31 December 2009	<u>(9,815,984)</u>

10 RELATED PARTY DISCLOSURES

During the year the company paid management charges of £92,267 (2008 £1,158) in respect of recharged overheads to Mindscape SA. The amounts owed by and to group companies are shown in notes 7 & 8.

11 ULTIMATE CONTROLLING PARTY

The company is a wholly owned subsidiary of Mindscape SA, a company incorporated in France, and its financial statements are incorporated in the consolidated financial statements prepared by that company. This is the smallest and largest group that the company's financial statements are consolidated into. Mindscape SA, principal place of business is 73 -77 Rue de Sevres, 92514 Boulogne-Billancourt, Cedex, Paris, France and a copy of its financial statements can be obtained from this address.

The financial statements do not disclose transactions with group entities in accordance with the exemption provisions of Financial Reporting Standards 8 "Related Party Disclosures".

12 CASH FLOW STATEMENT

No cashflow statement has been prepared as the directors have availed of the exemption available under Paragraph 5(a) of Financial Reporting Standard No 1 (Revised 1996) for subsidiary companies where publicly available consolidated financial statements are prepared by the parent.

13 GOING CONCERN

The net liabilities for 2004 included £2,284,590 payable to Broderbund Software Limited which the director is of the opinion will not become payable in the future, accordingly this was written back in 2005. The director believes that in the event of Broderbund Software Limited calling the existing amount to be repaid, it would be offset by a similar receivable amount due by Broderbund Software Limited to Mindscape International Limited, a subsidiary of Mindscape (UK) Limited.

Mindscape SA has agreed not to demand repayment in the future of any intercompany debt, where to do so would make Mindscape (UK) Limited insolvent.

Based on the above the director is satisfied that it remains appropriate to prepare financial statements on a going concern basis.