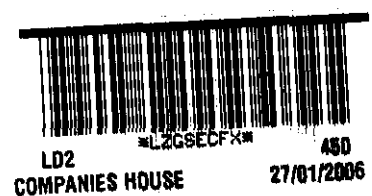


Talkback Productions Limited

Registered Number: 1801230

**Directors' report and financial statements
for the year ended 31 December 2004**



Talkback Productions Limited

Directors' report for the year ended 31 December 2004

The directors present their report and the audited financial statements of the company for the year ended 31 December 2004.

Principal activity

The company's principal activities during the year were the production of television programmes and the exploitation of television and other ancillary rights. As from 1 January 2005, the company has ceased to trade.

Business review and future developments

The results of the company for the year ended 31 December 2004 are set out on page 4 of the financial statements. The results are in line with the expectations of the Directors.

On 30 March 2004 the trade and certain assets and liabilities of the company were transferred to FremantleMedia Limited (formerly FremantleMedia Enterprises Limited) and Talkback (UK) Productions Limited, fellow subsidiary companies (see note 25).

Results and dividends

The company's profit for the financial year was £28,906,000 (2003: £2,563,000).

An interim dividend of £260,507 (2003: £nil) per ordinary share, amounting to £34,908,000 (2003: £nil) was paid on 30 March 2004. The directors do not recommend the payment of a final dividend (2003: £nil). The loss retained for the year was £6,002,000 (2003: £2,563,000 profit) and has been transferred to reserves.

Directors and their interests

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

PA Fincham	(resigned 22 April 2005)
SFH Tingay	
M Bibby	(appointed 30 March 2004) (resigned 8 October 2004)
D Oldfield	(appointed 8 October 2004)
G Rhys Jones	(resigned 16 November 2005)
MK Smith	(resigned 19 August 2005)
ME Brass	(resigned 30 April 2004)

At no time during the year ended 31 December 2004 did any director have any interest which is required to be notified to the company under Section 324 of Companies Act 1985.

Policy on payment of creditors

The company aims to pay all of its suppliers within a reasonable period of their invoices being received and within the suppliers' own standard payment period. Trade creditors at the year end represent 1 day (2003: 9 days) of purchases.

Talkback Productions Limited

Directors' report for the year ended 31 December 2004 (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 2004 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.

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



H L Farnaby
Secretary

1 Stephen Street
London
W1T 1AL

13 January 2006

Independent auditors' report to the members of Talkback Productions Limited

We have audited the financial statements which comprise the profit and loss account, the balance sheet and the related notes.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable United Kingdom law and accounting standards are set out in the statement of directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards issued by the Auditing Practices Board. 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 also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if 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 transactions is not disclosed.

Basis of audit opinion

We conducted our audit in accordance with auditing standards 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 judgements 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.

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs at 31 December 2004 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
London

13 January 2006

Talkback Productions Limited

Profit and loss account for the year ended 31 December 2004

	Note	2004 £'000	2003 £'000
Turnover	1	19,062	34,355
Cost of sales		(14,491)	(25,300)
Gross profit		4,571	9,055
Administrative expenses		(1,689)	(5,342)
Other operating income	4	-	10
Profit on ordinary activities before interest and taxation		2,882	3,723
Gain on intra group reorganisation	25	26,651	-
Interest receivable and similar income	6	583	1,955
Interest payable and similar charges	7	(477)	(1,897)
Profit on ordinary activities before taxation	5	29,639	3,781
Tax on profit on ordinary activities	8	(733)	(1,218)
Profit for financial period		28,906	2,563
Dividend paid	9	(34,908)	-
Retained (loss)/profit for financial period	20	(6,002)	2,563

The above results were derived entirely from discontinued operations.

The company has 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 difference between the result as reported and its historical cost equivalent.

Talkback Productions Limited

Balance sheet as at 31 December 2004

	Note	2004 £'000	2003 £'000
Fixed assets			
Tangible assets	10	-	7,772
Investments	11	-	-
		-	7,772
Current assets			
Stock	12	-	136
Debtors	13	10,035	6,295
Cash at bank and in hand	14	1,300	46,220
		11,335	52,651
Creditors – Amounts falling due within one year	15	(5,177)	(12,452)
Net current assets		6,158	40,199
Total assets less current liabilities		6,158	47,971
Creditors - Amounts falling due after more than one year	16	-	(35,631)
Provisions for liabilities and charges	17	(56)	(236)
Net assets		6,102	12,104
Capital and reserves:			
Called up share capital	18	-	-
Profit and loss account	19	6,102	12,104
Equity shareholders' funds	20	6,102	12,104

The financial statements on pages 4 to 21 were approved by the board of directors on 13 January 2006 and signed on its behalf by:



D Oldfield
Director

Talkback Productions Limited

Notes to the financial statements for the year ended 31 December 2004

1 Accounting policies

a) Basis of preparation

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

The company is a wholly owned subsidiary of the RTL Group and is included in the 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.

b) Turnover

Income from the production of television programmes and commercials is recognised on the basis of the proportion of the services which have been produced and delivered by the balance sheet date, net of value added tax and other sales taxes, and excluding trade discounts and anticipated returns, provided to external customers and associated undertakings. The company's activities consist solely of the production of television programmes in the United Kingdom.

c) Stocks and work in progress

Stock and work in progress, representing completed programmes and productions in progress, include an attributable portion of overheads and are stated at the lower of cost and net realisable value, after deducting progress payments.

Production costs are amortised pro rata to future forecast revenues over the estimated period in which the related revenue is forecast to be earned. Estimates of total gross revenues are reviewed periodically, and amortisation is adjusted accordingly.

d) Pension cost

Until 31 March 2004, employees of Talkback Productions Limited participated in the RTL Group UK Pension Plan ("the Plan") along with other participating employers.

The Plan has both defined benefit and defined contribution sections.

The company is unable to identify its share of the underlying assets and liabilities of the Plan and hence accounts for its participation in the Plan as defined contribution under the multi-employer rules of FRS17. The profit and loss charge for the company in respect of its participation in the Plan over the three months to 31 March 2004 represents contributions payable plus its share of expenses and premiums for insured death in service benefits.

Talkback Productions Limited

Notes to the financial statements for the year ended 31 December 2004 (Continued)

1 Accounting policies (Continued)

e) Tangible fixed assets

The cost of tangible fixed assets, with the exception of freehold land, is depreciated over estimated economic lives in equal amounts at the rates indicated below:

Freehold buildings	25 years
Video and recording equipment	5 years
Office equipment and fittings	between 3 and 5 years

Freehold land is not depreciated.

f) Leases

Finance lease rentals are capitalised at the total amount of rentals payable under the leasing agreement (excluding finance charges) and depreciated over estimated economic lives or over the life of the lease if shorter. Finance charges are written off over the period of the lease in reducing amounts in relation to the written down carrying cost. Operating lease rentals are expensed as incurred.

g) Deferred 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.

h) Fixed asset investments

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

i) Foreign currencies

Transactions dominated in foreign currencies during the period are translated at rates ruling at the dates of the transactions. At the balance sheet date all monetary assets and liabilities denominated in foreign currencies are translated at period end rates. Exchange gains and losses are taken to the profit and loss account.

Talkback Productions Limited

Notes to the financial statements for the year ended 31 December 2004

(Continued)

2 Cash flow statement and related party disclosures

The company is a wholly owned subsidiary of RTL Group and is included in the consolidated financial statements of 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 entities that are members of the RTL Group.

3 Information on directors and employees

	2004 £'000	2003 £'000
Staff costs		
Wages and salaries	809	2,815
Pensions & medical	46	253
Social security costs	89	217
	944	3,285

	2004 No.	2003 No.
The average number of employees during the year was made up as follows:		
Directors	1	3
Administrative	8	29
Productions	10	32
	19	64

Directors Emoluments

ME Brass and S Tingay did not receive any emoluments from the company since their duties are incidental to their main duties to other subsidiary undertakings of RTL Group. Their emoluments, share options and retirement benefit information are therefore excluded from the note below. G Rhys Jones and MK Smith salaries ceased in June 2003. The emoluments of the highest paid director are disclosed for the period to 31 March 2004 when his main duties were transferred to a fellow subsidiary undertaking.

Talkback Productions Limited

Notes to the financial statements for the year ended 31 December 2004

(Continued)

3 Information on directors and employees (Continued)

The emoluments of the directors are summarised as follows:

	2004 £'000	2003 £'000
Aggregate emoluments	153	681
Aggregate of pension contributions paid to money purchase scheme	6	-
Ex gratia payment	10	-
	169	681

Highest Paid Director

	£	£
Aggregate emoluments for qualifying services	104	672

No directors exercised share options in the year (2003: Nil).

Retirement benefits are accruing to 2 directors (2003: Nil) under a money purchase scheme.

4 Other operating income

Other operating income represents income generated from exploitation of certain intellectual property rights.

5 Profit on ordinary activities before taxation

	2004 £'000	2003 £'000
Profit on ordinary activities before taxation is stated after charging:		
Depreciation of tangible fixed assets – owned assets	127	538
Auditors' remuneration	-	16
Hire of equipment	156	195
Operating lease rentals – land and buildings	94	113

In 2004 auditors' remuneration was borne by FremantleMedia Group Limited (formerly FremantleMedia Limited) a fellow group company.

Talkback Productions Limited

Notes to the financial statements for the year ended 31 December 2004

(Continued)

6 Interest receivable and similar income

	2004 £'000	2003 £'000
Interest receivable on cash pooling arrangement	106	67
Bank interest on restricted deposits	477	1,888
	583	1,955

7 Interest payable and similar charges

	2004 £'000	2003 £'000
Interest payable on bank loans and overdrafts	-	9
Finance lease interest payable	477	1,888
	477	1,897

8 Tax on profit on ordinary activities

	2004 £'000	2003 £'000
a) Analysis of charge/(credit) in period		
Current tax:		
UK group relief payable at 30% (2003: 30%) on the profit for the year	881	1,194
Adjustments in respect of previous periods	-	(22)
Total current tax (note 8 (b))	881	1,172
Deferred tax:		
Origination and reversal of timing differences	(148)	46
	733	1,218

Talkback Productions Limited

Notes to the financial statements for the year ended 31 December 2004

(Continued)

8 Tax on profit on ordinary activities (Continued)

b) Factors affecting tax charge for period

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

	2004 £'000	2003 £'000
(Loss)/Profit on ordinary activities before tax	29,639	3,781
(Loss)/Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 30% (2003:30%)	8,892	1,134
Effects of:		
Expenses not deductible for tax purposes	2	106
Untaxed income - gain on intra group reorganisation	(7,995)	-
Adjustments to tax charge in respect of previous periods	(67)	(22)
(Accelerated) /decelerated capital allowances	148	(46)
Deferred tax transferred intra-group for no consideration	(99)	-
Current tax charge for period (note 8 (a))	881	1,172

9 Dividend paid

	2004 £'000	2003 £'000
Equity – Ordinary		
Interim paid: £260,507 (2003: nil) per £1 share	34,908	-
	34,908	-

Talkback Productions Limited

Notes to the financial statements for the year ended 31 December 2004

(Continued)

10 Tangible fixed assets

	Freehold land and buildings £'000	Video and recording equipment £'000	Office equipment and fittings £'000	Total £'000
Cost				
At 1 January 2004	7,115	264	2,366	9,745
Additions	5	1	31	37
Transfer to group undertaking	(7,120)	(265)	(2,397)	(9,782)
At 31 December 2004	-	-	-	-
Depreciation:				
At 1 January 2004	317	148	1,508	1,973
Charge for year	36	10	80	126
Transfer to group undertaking	(353)	(158)	(1,588)	(2,099)
At 31 December 2004	-	-	-	-
Net book value:				
At 31 December 2004	-	-	-	-
At 31 December 2003	6,798	116	858	7,772

11 Fixed asset investments

	Subsidiaries £
At 1 January and 31 December 2004	4

Subsidiaries

At 31 December 2004, the company owned 100% of the ordinary shared capital of the following subsidiary undertakings, registered in England & Wales:

Subsidiary	Activity
Talkback (UK) Productions Limited	TV Production
Osterreichischer Jugendrundfunk Limited	Dormant
United World Productions Limited	Dormant

Talkback Productions Limited

Notes to the financial statements for the year ended 31 December 2004

(Continued)

12 Stocks

	2004 £'000	2003 £'000
Work in progress	-	136

13 Debtors

	2004 £'000	2003 £'000
Trade debtors	612	1,650
Amounts owed by group undertakings	7,804	1,054
Other debtors	220	397
Prepayments and accrued income	1,399	3,194
	10,035	6,295

Included in amounts owed by group undertakings are cash pooling balances earning interest at between 3.75% and 4.75%. All other amounts owed by group undertakings are unsecured, interest free and repayable on demand.

14 Cash at bank and in hand

At 31 December 2004, cash balances with banks include £nil (31 December 2003 £36,946,224) of restricted cash deposits which are subject to either a legal assignment or a charge in favour of a third party. During the year they were transferred to FremantleMedia Limited as part of the transfer of trade and assets (see note 25).

15 Creditors - Amounts falling due within one year

	2004 £'000	2003 £'000
Bank loans and overdrafts	11	-
Trade creditors	43	639
Amounts owed to group undertakings	1,799	5,443
Taxation and social security	381	1,472
Finance lease obligations (note 21)	-	1,315
Other creditors	650	595
Accruals and deferred income	2,293	2,988
	5,177	12,452

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

Talkback Productions Limited

Notes to the financial statements for the year ended 31 December 2004

(Continued)

16 Creditors - Amounts falling due after more than one year

	2004 £'000	2003 £'000
Finance lease obligations (note 21)	-	35,631
	-	35,631

17 Provisions for liabilities & charges

	Onerous operating leasehold £'000	Deferred tax £'000	Total £'000
At 1 January 2004	88	148	236
Released to the profit and loss account in the year (note 8)	-	(148)	(148)
Charged to the profit and loss account in the year	(32)	-	(32)
At 31 December 2004	56	-	56

The provision for deferred tax represents:

	2004 £'000	2003 £'000
Accelerated capital allowances	-	148
	-	148

18 Share capital

	2004 £	2003 £
Authorised:		
150 (2003: 150) ordinary shares of £1 each	150	150
Allotted and fully paid:		
134 (2003: 134) ordinary shares of £1 each	134	134

Talkback Productions Limited

Notes to the financial statements for the year ended 31 December 2004

(Continued)

19 Reserves

	Profit and loss account £'000
At 1 January 2004	12,104
Retained loss for the financial year	(6,002)
At 31 December 2004	6,102

20 Reconciliation of movements in shareholders' funds

	2004 £'000	2003 £'000
Profit for the year	28,906	2,563
Dividend paid	(34,908)	-
Net (deduction from)/addition to shareholder's funds	(6,002)	2,563
Equity shareholder's funds as at 1 January	12,104	9,541
Equity shareholder's funds as at 31 December	6,102	12,104

21 Finance lease obligations

Finance lease obligations represent the sale and leaseback of certain intellectual property rights. Obligations under finance leases fall due as follows:

	2004 £'000	2003 £'000
Between one and two years	-	1,552
Between two and five years	-	6,259
After five years	-	27,820
	-	35,631
Amount due within one year	-	1,315
	-	36,946

During the year the finance lease obligations were transferred to FremantleMedia Limited as part of the transfer of trade and assets (see note 25).

Talkback Productions Limited

Notes to the financial statements for the year ended 31 December 2004

(Continued)

22 Operating lease obligations

At the year end the company was committed to making the following annual payments in respect of operating leases for which payments extend over a number of years:

	Land and buildings		Other	
	2004	2003	2004	2003
	£'000	£'000	£'000	£'000
Annual commitments under operating leases expiring				
Within one year	-	-	-	77
More than one year and less than five years	128	123	-	31
More than five years	-	-	-	-
	128	123	-	108

At 31 December 2004 the company had not contracted for any capital commitments (31 December 2003: £Nil).

23 Pension scheme

Until 31 March 2004, employees of Talkback Productions Limited participated in the RTL Group UK Pension Plan ("the Plan") along with other participating employers. With effect from 31 March 2004 and following a restructuring exercise, the employees of Talkback Productions Limited have transferred their employment to FremantleMedia Group Limited or FremantleMedia Limited and thus the disclosures given below relate to the period to 31 March 2004.

The Plan, which has both defined benefit and defined contribution sections, is funded with the assets being held by the Trustees separately from the assets of the company. Contribution rates for each section are set for the Plan as a whole. All sections of the Plan are contracted out of the State Second Pension Scheme via the Reference Scheme Test.

The last formal actuarial valuation of the Plan was carried out as at 29 December 2001 and revealed a deficit of £0.6m in respect of the defined benefit sections. Employer contributions are payable to the Plan at the rate of 18.3% and 40.7% of pensionable salaries for the Final Pay and Thames defined benefit sections of the Plan respectively. These rates include 1.3% in respect of the Plan deficit (which is being spread over 10 years) and a further 2.4% as a contingency against adverse experience; expenses and death in service premiums are payable in addition. An update to the valuation was carried out as at 1 June 2003. This revealed a deficit of £2.1m. Following the update valuation, an additional contribution of £1,500k was paid into the Plan during 2003 of which Talkback Productions Limited paid £100k.

The company is unable to identify its share of the underlying assets and liabilities of the Plan and hence accounts for its participation in the Plan as defined contribution under the multi-employer rules of FRS17. The profit & loss charge for the company in respect of its participation in the Plan over the three months to 31 March 2004, representing regular contributions payable was:

Talkback Productions Limited

Notes to the financial statements for the year ended 31 December 2004

(Continued)

23 Pension scheme (Continued)

Defined benefit sections: £13k (2003 full year: £28k regular plus £100k additional contribution)

Defined contribution sections: £26k (2003 full year: £108k)

Expenses and death in service premiums: £7k (2003 full year: £17k)

Total: £46k (2003 full year: £153k regular plus £100k additional contribution)

Since there are no consolidated accounts filed in the UK that contain full FRS 17 disclosures for the RTL Group UK Pension Plan for the period to 31 March 2004, these disclosures are given below for the Plan as whole, completed as if consolidation had occurred.

The Plan was established on 29 December 2000. The 29 December 2001 actuarial valuation of the Plan has been updated to 31 March 2004 (and 31 December 2003 and 2002) by qualified independent actuaries in accordance with FRS17. The major assumptions used were:

	31 Mar 2004	31 Dec 2003	31 Dec 2002
Discount rate	5.50%	5.50%	5.50%
Inflation	2.90%	2.75%	2.25%
Salary increases	4.90%	4.75%	4.25%
Pension increases	2.9% / 4.00%	2.75% / 4.00%	2.25% / 4.00%

The assets in the Plan and the expected rates of return were:

	31 Mar 2004		31 Dec 2003		31 Dec 2002	
	Long term rate of return	£'000	Long term rate of return	£'000	Long term rate of return	£'000
Equity / Property	7.50%	5,631	7.50%	5,433	7.25%	2,766
Corporate bonds	5.35%	474	5.35%	420	n/a	-
Gilts	4.75%	481	4.75%	420	n/a	-
Cash	4.00%	56	n/a	-	n/a	-
Defined contribution section	5.50%	5,555	5.50%	5,389	5.50%	3,181
Total		12,197		11,662		5,947

Talkback Productions Limited

Notes to the financial statements for the year ended 31 December 2004

(Continued)

23 Pension scheme (Continued)

The following balance sheet amounts as at 31 March 2004, 31 December 2003 and 31 December 2002 were measured in accordance with the requirements of FRS 17 for the entire Plan:

	31 Mar 2004 £'000	31 Dec 2003 £'000	31 Dec 2002 £'000
Total market value of assets	12,197	11,662	5,947
Present value of plan liabilities	(13,609)	(13,314)	(8,792)
Surplus/(deficit) in the plan	(1,412)	(1,652)	(2,845)
Irrecoverable surplus	-	-	-
Recoverable deficit	(1,412)	(1,652)	(2,845)
Related deferred tax asset	424	496	854
Net balance sheet liability	(988)	(1,156)	(1,991)

The following performance statement amounts have been measured for the Plan as a whole in respect of the 3 months to 31 March 2004 (and 12 months to 31 December 2003) under the requirements of FRS17:

	31 Mar 2004 £'000	31 Dec 2003 £'000
Operating profit		
Current service cost	618	2,466
Past service cost	-	32
Curtailment (gain)/loss	(481)	(125)
Total operating charge	137	2,373
Other finance income		
Expected return on pension plan assets	193	461
Interest on pension plan liabilities	(186)	(533)
Net return	7	(72)
Statement of total recognised gains & losses (STRGL)		
Actual return less expected return on pension plan assets	(266)	981
Experience gains and (losses) arising on the plan liabilities	277	(595)
Changes in assumptions underlying the present value of the plan liabilities	(233)	(682)
Actuarial loss recognised in STRGL	(222)	(296)

Talkback Productions Limited

Notes to the financial statements for the year ended 31 December 2004

(Continued)

23 Pension scheme (Continued)

Movements in plan deficit during the year	31 Mar 2004 £'000	31 Dec 2003 £'000
Surplus/ (deficit) in plan at beginning of period	(1,652)	(2,845)
Movement in period:		
Current service cost	(618)	(2,466)
Contributions	592	3,934
Past service costs	-	(32)
Curtailment gain/(loss)	481	125
Other finance income	7	(72)
Actuarial gain/(loss)	(222)	(296)
Surplus/(deficit) in plan at end of period	(1,412)	(1,652)

Details of experience gains and losses for the 3 month period to 31 March 2004 (and 12 months to 31 December 2003 and 31 December 2002):

	31 Mar 2004	31 Dec 2003	31 Dec 2002
Difference between the expected and actual return on plan assets:			
Amount (£'000)	(266)	981	(1,833)
Percentage of plan assets	(2.2%)	8.4%	(30.8%)
Experience (losses) and gains on plan liabilities:			
Amount (£'000)	277	(595)	444
Percentage of the present value of plan liabilities	(2.0%)	(4.5%)	5.1%
Total amount recognised in statement of total recognised gains and losses:			
Amount (£'000)	(222)	(296)	(2,049)
Percentage of the present value of plan liabilities	(1.6%)	(2.2%)	(23.3%)

Talkback Productions Limited

Notes to the financial statements for the year ended 31 December 2004

(Continued)

24 Contingent liabilities

Bank guarantees

During the year ended 31 December 2003, the company participated in a cross guarantee arrangement with HSBC and the balance at 31 December 2003 was £6,403,934 in funds.

25 Disposal

During the year a review was undertaken of the number of FremantleMedia operating companies in the UK. Following this review it was decided to streamline the number of active companies in order to realise financial and administrative savings.

As part of this reorganisation on 30 March 2004 certain assets listed below were sold to FremantleMedia Limited (formerly FremantleMedia Enterprises Limited) for cash consideration of £34,908,011.

	Book Value £'000	Gain £'000	Consideration £'000
Property	6,766	2,234	9,000
Fixed Assets	938	-	938
Other Assets	553	24,417	24,970
Total	8,257	26,651	34,908

In addition, certain intellectual property rights of the company were transferred to Talkback (UK) Productions Limited for cash consideration of £1.

Talkback Productions Limited

Notes to the financial statements for the year ended 31 December 2004

(Continued)

26 Ultimate parent undertaking

The immediate parent undertaking is TalkbackTHAMES Limited, a company registered in England and Wales.

The smallest group to consolidate these accounts is RTL Group, 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.