BUG MUSIC LIMITED DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2008

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DIVIDED HERORI AND INVARIANCES STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2028

COMPANY INFORMATION

Directors M A Anders

J Rudolph D L Hirshland

Secretary M A Anders

Company number 02697748

Registered office The White Cottage

19 West Street

Epsom Surrey KT18 7BS

Auditors PricewaterhouseCoopers LLP

1 Embankment Place

London WC2N 6RH

Business address Long Island House

Unit GB

1-4 Warple Way

London W3 0RG

Bankers National Westminster Bank plc

341 Upper Richmond Road West

East Sheen London SW14 8QP

Solicitors Goldkorn Mathias Gentle

6 Coptic Street Bloomsbury London WC1A 1NW

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DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2008

The directors present their report and audited financial statements for the year ended 31 December 2008.

Principal activity and review of the business

The principal activity of the company continued to be that of music publishing.

In the year under review, the company made a profit before tax of £138,391 (2007: £174,763). Costs have increased by 23% during the year, while turnover has gone up by 11%. The company's parent company Bug Music Inc., a company incorporated in the United States of America, is expected to continue in a similar vein in the future, although it is wishing to expand into other music areas which will impact on Bug Music Limited if successful.

The retained profit of £96,987 (2007: £119,403) will be transferred to reserves.

The directors do not recommend the payment of a dividend (2007: £nil).

Directors

The following directors have held office throughout the year and up to the date of signing the accounts.

M A Anders
J Rudolph
D L Hirshland

Financial risk management

The company's principal financial instruments comprise bank balances, bank overdrafts, trade creditors and trade debtors. The main purpose of these instruments is to raise funds for the company's operations and to finance the company's operations. Due to the nature of the financial instruments used by the company there is no exposure to price risk. The company's approach to managing other risks applicable to the financial instruments concerned is shown below.

In respect of bank balances the liquidity risk is managed by maintaining a balance between the continuity of funding and flexibility through the use of overdrafts at floating rates of interest. The company makes use of money market facilities where funds are available.

In respect of loans these comprise loans from and to other group companies. No interest is charged on these loans and amounts are repayable on demand. The company manages the liquidity risk by ensuring there are sufficient funds to meet the payments.

Trade debtors are managed in respect of credit and cash flow risk by policies concerning the credit offered to customers and the regular monitoring of amounts outstanding for both time and credit limits.

Trade creditors liquidity risk is managed by ensuring sufficient funds are available to meet amounts due.

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DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2008

Statement of Directors' reponsibilites in respect of the annual report and the financial statements

The directors are responsible for preparing the Annual Report and the financial statements in accordance with

The directors are responsible for preparing the Annual 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). The financial statements are required by law to 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 those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and 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, in which case there should be supporting assumptions or qualifications as necessary.

The directors confirm that they have complied with the above requirements in preparing the financial statements.

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.

Disclosure of information to auditors

In the case of the directors in office at the date the directors' report is approved :

- a) so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- b) 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.

This report has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

Auditors

During the year HLB Vantis Audit Plc resigned as auditors and PricewaterhouseCoopers LLP were appointed auditors to the company and in accordance with section 385 of the Companies Act 1985, a resolution proposing that they be re-appointed will be put to the Annual General Meeting.

On behalf of the board

M A Anders

Director 26/08/0)

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INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF BUG MUSIC LIMITED

We have audited the financial statements of Bug Music Limited for the year ended 31 December 2008 which comprises the Profit and Loss Account, the Balance Sheet and the related notes. These financial statements have been prepared in accordance with the accounting policies set out therein and the requirements of the Financial Reporting Standard for Smaller Entities (effective January 2007).

Respective responsibilities of the directors and auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) 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 International Standards on Auditing (UK and Ireland). 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 whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, 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 other transactions is not disclosed.

We read other information contained in the Annual Report, and consider whether it is consistent with the audited financial statements. This other information comprises only the Directors' Report, the company information and all of the other information listed on the contents page. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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 judgments 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.

INDEPENDENT AUDITORS' REPORT (CONTINUED)

TO THE MEMBERS OF BUG MUSIC LIMITED

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities, of the state of the company's affairs as at 31 December 2008 and of its profit for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Director's report is consistent with the financial statements.

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PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
London

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PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 DECEMBER 2008

	Notes	Year ended 31 December 2008 £	Year ended 31 December 2007 £
Turnover	2	617,706	556,404
Administrative expenses		(524,335)	(425,719)
Operating profit	3	93,371	130,685
Interest receivable and similar income Interest payable and similar charges	4	45,020 -	45,627 (1,549)
Profit on ordinary activities before taxation		138,391	174,763
Tax on profit on ordinary activities	5	(41,404)	(55,360)
Profit for the financial year	12	96,987	119,403

The company has no recognised gains or losses other than the results for the year as set out above and accordingly no seperate statement of total recgnised gains and losses has been presented.

There is no difference between the profit on ordinary activities after taxation and the profit for the financial year stated above and their historical cost equivalents.

The above results are all derived from continuing operations.

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BALANCE SHEET

AS AT 31 DECEMBER 2008

		200	08	2007	
	Notes	£	£	3	£
Fixed assets					
Tangible assets	6		10,684		14,498
Current assets					
Debtors	7	524,919		302,847	
Cash at bank and in hand		1,455,044		1,294,384	
		1,979,963		1,597,231	
Creditors: amounts falling due within one year	8	(1,598,674)		(1,317,419)	
	•	(1,000,014)		(1,011,110)	
Net current assets			381,289		279,812
Total assets less current liabilities			391,973		294,310
Provisions for liabilities and charges	9		(676)		
			391,297		294,310
Capital and reserves					
Called up share capital	11		100		100
Profit and loss account	12		391,197		294,210
Shareholders' funds	13		391,297		294,310

These financial statements which comprise the profit and loss account, the balance sheet and the related notes, have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies and with the Financial Reporting Standard for Smaller Entities (effective January 2007).

Approved by the Board for issue on 26/08/09

M A Anders

Director

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NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2008

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective January 2007).

1.2 Compliance with accounting standards

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which have been applied consistently.

1.3 Turnover

Turnover represents the company's share of royalties and fees received, net of any applicable Value Added Tax. Revenue is recognised at the point where commissions are received from the relevant societies. Lapsed commissions are recognised when the time to make enquiries has elapsed.

1.4 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Leasehold improvements

Over the term of the lease

Office equipment

25% reducing balance

1.5 Leasing

Rentals payable under operating leases are charged against income on a straight line basis over the lease term.

1.6 Pensions

The company contributes to defined contribution pension schemes. The assets are held separately from those of the company in independently administered funds. Contributions payable for the year are charged in the profit and loss account in the period to which they relate.

1.7 Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date.

A net deferred tax asset is recognised as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on an undiscounted basis.

1.8 Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to profit and loss account.

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NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2008

1	Accounting policies	(continued)
1.9	Advances The company makes advances to artists against future royalty income. The provisions, are shown as debtors recoverable within one year.	ese advances,	net of any
2	Turnover		
	Geographical market	2008	2007
		£	£
	United Kingdom	463,280	417,303
	Rest of the world	154,426	139,101
		617,706	556,404
3	Operating profit	2008	2007
	and the state of t	£	£
	Operating profit is stated after charging: Depreciation of owned tangible assets	8,675	7,803
	Auditors' remuneration - for the provision of audit services	18,700	4,500
	Directors' emoluments	73,250	68,856
	The number of directors for whom retirement benefits are accruing under schemes amounted to 1 (2007 - 1).	money purcha	ise pension
4	Interest receivable and similar income	2008 £	2007 £
		L	4
	Bank interest receivable	45,020	45,627

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NOMES TO THE VIDANCIAL STATISHERS (CONTINUED)

FOR THE YEAR PRIDED OF DECEMER R 2008

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NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2008

6	Taxation	•	2008 £	2007 £
	U.K. corporation tax		38,808	58,596
	Current tax charge		38,808	58,596
	Deferred tax Origination and reversal of timing differences		2,598	(3,236)
			41,404	55,360
6	Tangible fixed assets	Leasehold Improvements	Plant and machinery	Total
		3.	£	£
	Cost			
	At 1 January 2008	7,380	73,167	80,547
	Additions	-	4,861	4,861
	At 31 December 2008	7,380	78,028	85,408
	Depreciation			
	At 1 January 2008	5,095	60,954	66,049
	Charge for the year	2,285	6,390	8,675
	At 31 December 2008	7,380	67,344	74,724
	Net book value			
	At 31 December 2008		10,684	10,684
	At 31 December 2007	2,285	12,213	14,498

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NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2008

7	Debtors	2008 £	2007 £
	Trade debtors	161,559	41,892
	Amounts owed by group undertakings and undertakings in which the	, , , , , ,	
	company has a participating interest	17,314	36,067
	Other debtors	346,046	222,968
	Deferred tax asset (see note 9)		1,920
		524,919	302,847
	Amounts owed to group undertakings are not interest bearing and have no	fixed date for repa	yment.
8	Creditors: amounts falling due within one year	2008	2007
	Coulding talling and vitaling one year	3	£
	Trade creditors	93	36,317
	Taxation and social security	184,369	119,185
	Other creditors	1,414,212	1,161,917
		1,598,674	1,317,419
9	Provisions for liabilities	I	Deferred tax £
	Balance at 1 January 2008 Profit and loss account		(1,920) 2,596
	Baiance at 31 December 2008		676
	The deferred tax liability is made up as follows:		
		2008 £	2007 £
	Accelerated capital allowances	676	1,433
	Accelerated capital allowances Other timing differences		•
	Other timing differences	·	(3,353)
		676	(1,920)
		•••	(1,020)

BUG MUSIC LATELD

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FOR YHE YHAR ENDED 31 DECEMBER MUN

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NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2008

10 Pension cos	ete.

Defined contribution scheme

Closing shareholders' funds

The pension cost charge represents contributions payable by the company. Contributions totalling £nil (2007: £nil) were payable at the year end.

		2008 £	2007 £
	Contributions payable by the company for the year	52,409	34,081
11	Share capital	2008 £	2007 £
	Authorised		
	100 Ordinary shares of £1 each	100	100
	Allotted, called up and fully paid		
	100 Ordinary shares of £1 each	100	100
12	Profit and loss account		
			£
	Balance at 1 January 2008		294,210
	Profit for the financial year		96,987
	Balance at 31 December 2008		391,197
13	Reconciliation of movements in shareholders' funds	2008	2007
		£	£
	Profit for the financial year	96,987	119,403
	Opening shareholders' funds	294,310	174,907

391,297

294,310

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NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2008

14 Ultimate controlling party

The Company is a direct subsidiary of Bug Music Inc, a company incorporated in the United States.

The smallest group of which Bug Music Limited is a member and in which the results of the Company are consolidated is that headed by Bug Music Inc.

Bug Music Inc is owned 94.37% by Crossroads Media LLC, a company incorporated in the United States. The directors consider Crossroads Media LLC to be the Company's ultimate parent company.

Crossroads Media LLC is controlled by Spectrum Equity Investors, L.p. a private equity fund. Spectrum Equity Investors L.p. is considered to be the ultimate controlling party.

15 Related party transactions

At the year end, £17,314 (2007 - 36,067) was due to Bug Music Limited from its parent company, Bug Music Inc.

《描述》 (1971年) (1971年)

NOTES YOURS SUBJECT OF LACESTER ON THE PARTY (CONTENUED)

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