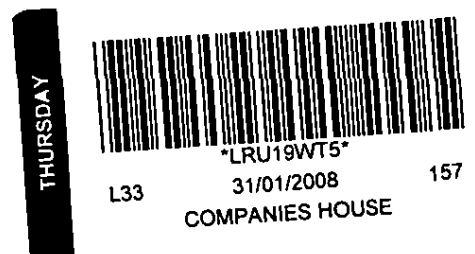


**ContentFilm Jellabies Limited**

**Directors' report and financial  
statements**

**Registered number 2992486**

**31 March 2007**



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## **Directors' report**

The directors present their annual report and the audited financial statements for the year ended 31 March 2007

### **Principal activity**

The principal activity of the company is the production of the children's television series "Jellabies" As the Company no longer holds rights over the television series "Jellabies" the Company has not made any revenue from this title during the year

### **Results and dividends**

The result for the financial year was £Nil (2006 *£nil*) No dividends were paid or proposed during the year (2006 *£nil*)

### **Directors**

The directors of the company who served during the year were as follows

J Schmidt  
G Webb

## **Directors' report** *(continued)*

### **Statement of directors' responsibilities**

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

Company law requires the directors to prepare financial statements for each financial year which 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 directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

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

In so far as the directors are aware

- there is no relevant audit information of which the company's auditors are unaware, and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information

### **Principal risks and uncertainties**

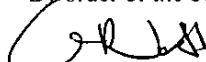
From the perspective of the Company, the principal risks and uncertainties are integrated with the principal risks of the group and are not managed separately

Accordingly, the principal risks and uncertainties of ContentFilm plc, the Company's ultimate undertaking are discussed within the 'Principal risks and uncertainties' paragraph in the directors' report of the financial statements of ContentFilm plc, which do not form part of this report

### **Auditors**

Grant Thornton UK LLP offer themselves for re-appointment as auditors in accordance with section 385 of the Companies Act 1985

By order of the board

  
G Webb  
Secretary

19 Heddon Street  
London  
W1B 4BG

31 January 2008



## REPORT OF THE INDEPENDENT AUDITOR TO THE MEMBERS OF CONTENTFILM JELLABIES LIMITED

We have audited the financial statements of ContentFilm Jellabies Limited for the year ended 31 March 2007 which comprise the principal accounting policies, the profit and loss account, the balance sheet and notes 1 to 11. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. 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 an auditor's report 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 directors and auditors

The directors' responsibilities for preparing the Directors' Report and financial statements in accordance with United Kingdom law and 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).

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 the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

### 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 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, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 March 2007 and of its result 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 Directors' Report is consistent with the financial statements.

GRANT THORNTON UK LLP  
REGISTERED AUDITORS  
CHARTERED ACCOUNTANTS  
LONDON

A handwritten signature in black ink, appearing to read 'Grant Thornton UK LLP', written over a horizontal line.

31 January 2008

**Profit and loss account**  
*for the year ended 31 March 2007*

The company did not trade during the year, or the previous year and consequently has recorded neither a profit or a loss

**Balance sheet**  
*at 31 March 2007*

	<i>Note</i>	<b>2007</b> £	<b>2006</b> £
<b>Current assets</b>			
Debtors	4	26,341	26,341
		<u>26,341</u>	<u>26,341</u>
<b>Creditors</b> amounts falling due within one year	5	(1,578,059)	(1,578,059)
<b>Net liabilities</b>		<u>(1,551,718)</u>	<u>(1,551,718)</u>
<b>Capital and reserves</b>			
Called up share capital	6	2	2
Profit and loss account		(1,551,720)	(1,551,720)
<b>Equity shareholders' deficit</b>	7	<u>(1,551,718)</u>	<u>(1,551,718)</u>

These financial statements were approved by the board of directors on 31 January 2008 and were signed on its behalf by



**G Webb**  
*Director*

## Notes

*(forming part of the financial statements)*

### 1 Accounting policies

The following accounting policies remain unchanged from the previous year and have been applied consistently in dealing with items which are considered material in relation to the company's financial statements

#### ***Basis of preparation***

The financial statements have been prepared in accordance with applicable accounting standards, under the historical cost convention and on the going concern basis which the directors believe to be appropriate for the following reasons. The company is dependent for its working capital on funds provided to it by ContentFilm plc, the company's ultimate holding undertaking. ContentFilm plc has indicated that for at least 12 months from the date of approval of these financial statements, it will continue to make available such funds as are needed by the company and in particular will not seek repayment of the amounts currently made available. This should enable the company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

#### ***Income recognition***

Income from the exploitation of television rights is recognised on a receivable basis, except where payment is dependent on the television project being completed or delivered, in which case income is recognised on completion or delivery.

#### ***Currency translation***

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

#### ***Taxation***

The charge for taxation is based on the result for the year and takes into account taxation deferred or accelerated because of timing differences between the treatment of certain items for taxation and accounting purposes.

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19.

#### ***Cash flow statement***

A cash flow statement has not been prepared because the company is a wholly owned subsidiary of ContentFilm plc and the financial statements of that company contain a consolidated cash flow statement dealing with the cash flows of its group.

#### ***Related party disclosures***

Under Financial Reporting Standard 8, the company is exempt from the disclosure of transactions with other group undertakings on the grounds that it is a wholly owned subsidiary of ContentFilm plc and its results are included in the consolidated financial statements of that company.



## Notes (continued)

### 2 Staff and directors remuneration

The company had no employees during the year (2006 *nil*) other than its directors, none of whom received any remuneration (2006 *£nil*)

### 3 Tax on profit/(loss) on ordinary activities

There was no tax charge in the current or prior year

#### *Factors affecting future tax charges*

There are unutilised tax losses within the company of £1,633,000 (2006 *£1,633,000*) carried forward for relief against future suitable taxable profits and for which no deferred tax asset has been recognised on the grounds of prudence

### 4 Debtors

	2007 £	2006 £
Amounts owed by group undertakings	26,341	26,341

### 5 Creditors: amounts falling due within one year

	2007 £	2006 £
Amounts owed to group undertakings	1,578,059	1,578,059

### 6 Share capital

	2007 £	2006 £
<b>Authorised:</b>		
100 ordinary shares of £1 each	100	100
<b>Allotted, called up and fully paid:</b>		
2 ordinary shares of £1 each	2	2

### 7 Reconciliation of movement in shareholders' deficit

	2007 £	2006 £
Shareholders' deficit brought forward and carried forward	(1,551,718)	(1,551,718)

## **Notes** *(continued)*

### **8 Capital commitments**

There were no capital commitments at 31 March 2007 *(2006 £nil)*

### **9 Contingent assets/liabilities**

There were no contingent liabilities at 31 March 2007 *(2006 £nil)*

### **10 Ultimate controlling party**

The company is controlled by ContentFilm plc, the ultimate parent company, which is also the ultimate controlling party. The only group in which the results of the company are consolidated is ContentFilm plc. The consolidated accounts of this company are available to the public and may be obtained from the company's registered address, 19-21 Heddon Street, W1B 4BG.

### **11 JP Morgan Chase Guarantee**

In relation to a Credit and Guarantee Agreement (the Agreement) dated March 26 2004, between JP Morgan Chase Bank, the Company's parent company ContentFilm plc, and a related company ContentFilm Inc, the Company has provided a guarantee to JP Morgan Chase Bank in relation to the repayment of all amounts owing under the Agreement. Further JP Morgan Chase Bank have a security interest over the assets of the Company and its shares. The balance of the bank facility in ContentFilm plc as at 31 March 2007 was £9.4m *(2006 £8.5m)*.