XL RECORDINGS LIMITED DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2007

30/01/2009 COMPANIES HOUSE

COMPANY INFORMATION

Directors

Richard Russell

Martin Mills

Secretary

Nigel Bolt

Company number

3126277

Registered office

17-19 Alma Road

London SW18 1AA

Auditors

Sedley Richard Laurence Voulters

1 Conduit Street

London W1S 2XA

Bankers

Coutts & Co

440 Strand London WC2R 0QS

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DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2007

The directors present their report and financial statements for the year ended 31 December 2007.

Principal activities and review of the business

The principal activity of the company during the year was that of the production and sale of sound recordings and the licensing of such operations.

Financial review

Turnover has decreased slightly compared to the prior year and was in line with expectations.

Principal risks and uncertainties

The value of the worldwide market for physical sales of recorded music continues to decline whilst digital sales are increasing. It is unclear whether the decline in physical sales will be offset by the increase in digital sales so there is a possibility of a future reduction in turnover and profitability.

The company relies on the success of a number of key artists and as such continues to identify and sign new artists. The company's future is dependent on its ability to achieve success with these new artists as well as its ability to continue to exploit its existing growing catalogue successfully.

Results and dividends

The results for the year are set out on page 5.

The directors do not recommend payment of an ordinary dividend.

Market value of land and buildings

In the opinion of the directors the market value of land and buildings exceeds the current net book value.

Future developments

The directors will pursue their management policies and it is anticipated that there will be an effective response to the challenges of the ensuing year.

Directors

The following directors have held office since 1 January 2007:

Richard Russell

Martin Mills

Auditors

In accordance with section 385 of the Companies Act 1985, a resolution proposing that Sedley Richard Laurence Voulters be reappointed as auditors of the company will be put to the Annual General Meeting.

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2007

Directors' responsibilities

The directors are responsible for preparing 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.

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.

The directors' are responsible for the maintenance and integrity of the company website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Statement of disclosure to auditors

So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the directors have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditors are aware of that information.

By order of the board

Nigel Bolt Secretary

29 January 2009

INDEPENDENT AUDITORS' REPORT

TO THE SHAREHOLDERS OF XL RECORDINGS LIMITED

We have audited the financial statements of XL Recordings Limited for the year ended 31 December 2007 set out on pages 5 to 19. 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 auditors' 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 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).

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.

INDEPENDENT AUDITORS' REPORT (CONTINUED) TO THE SHAREHOLDERS OF XL RECORDINGS LIMITED

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 December 2007 and of its profit for the year then ended;
- have been properly prepared in accordance with the Companies Act 1985.

- the information given in the directors' report is consistent with the financial statements.

Chartered Accountants

Registered Auditor

30 January 2009

1 Conduit Street London

W1S 2XA

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2007

	Notes	2007 £	2006 £
Turnover	2	14,789,715	15,168,994
Cost of sales		(6,556,572)	(7,345,264)
Gross profit		8,233,143	7,823,730
Distribution costs Administrative expenses		(3,626,661) (4,367,914)	(3,351,361) (3,882,777)
Operating profit	3	238,568	589,592
Other interest receivable and similar income Interest payable and similar charges	4 5	9,635 (48,825)	42,593 (45,961)
Profit on ordinary activities before taxation		199,378	586,224
Tax on profit on ordinary activities	6	(57,062)	(173,877)
Profit for the year	15	142,316	412,347

The profit and loss account has been prepared on the basis that all operations are continuing operations.

There are no recognised gains and losses other than those passing through the profit and loss account.

BALANCE SHEET

AS AT 31 DECEMBER 2007

•		20	007	20	006
	Notes	£	£	£	£
Fixed assets					
Tangible assets	8		1,038,884		1,079,069
Investments	9		500		500
			1,039,384		1,079,569
Current assets					
Stocks	10	225,439		115,984	
Debtors	11	2,855,216		1,575,582	
Cash at bank and in hand		<u>-</u>		721,242 ————	
		3,080,655		2,412,808	
Creditors: amounts falling due within					
one year	12	(2,877,128)		(2,391,782)	
Net current assets		,	203,527		21,026
Total assets less current liabilities			1,242,911		1,100,595
Provisions for liabilities	13		(555)		(555)
			1,242,356		1,100,040
Capital and reserves					
Called up share capital	14		1,000		1,000
Profit and loss account	15		1,241,356		1,099,040
Shareholders' funds	16		1,242,356		1,100,040

Approved by the Board and authorised for issue on 29 January 2009

Martin Mills
Director

CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2007

	£	2007 £	£	2006 £
Net cash (outflow)/inflow from operating activities		(1,804,322)		1,719,891
Returns on investments and servicing of finance				
Interest received	9,635		42,593	
Interest paid	(48,825)		(45,961)	
Net cash outflow for returns on investments				
and servicing of finance		(39,190)		(3,368)
Taxation		(12,115)		(1,175,933)
Capital expenditure				
Payments to acquire tangible assets	(11,717)		(16,442)	
Net cash outflow for capital expenditure		(11,717)		(16,442)
Equity dividends paid		-		(1,000,000)
Net cash outflow before management of liquid resources and financing		(1,867,344)		(475,852)
Decrease in cash in the year		(1,867,344)		(475,852)

NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2007

1	Reconciliation of operating profit to net operating activities	cash (outflow)/inf	low from	2007	2006
				£	£
	Operating profit			238,568	589,592
	Depreciation of tangible assets			49,420	50,421
	Loss on disposal of tangible assets			2,481	95,031
	(Increase)/decrease in stocks (Increase)/decrease in debtors			(109,455) (1.279,634)	1,846,531
	Decrease in creditors within one year			(705,702)	
	Net cash (outflow)/inflow from operating	activities		(1,804,322)	1,719,891
2	Analysis of net (debt)/funds	1 January 2007	Cash flow	Other non- cash changes	31 December 2007
		£	£	£	£
	Net cash:				
	Cash at bank and in hand	721,242	(721,242)	-	-
	Bank overdrafts	-	(1,146,102)	-	(1,146,102)
		721,242	(1,867,344)	-	(1,146,102)
	Net funds/(debt)	721,242	(1,867,344)	-	(1,146,102)
3	Reconciliation of net cash flow to moven	ment in net (debt)/	funds	2007 £	2006 £
	Decrease in cash in the year			(1,867,344)	(475,852)
	Movement in net (debt)/funds in the year			(1.867.344)	(475,852)
	Opening net funds			721,242	· · · · · · · · · · · · · · · · · · ·
	Closing net (debt)/funds			(1,146,102)	721,242
					

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2007

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention.

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 (except as otherwise stated).

1.3 Turnover

Turnover for sale of physical stock represents the invoiced value of goods and services provided to customers and is net of discounts, value added tax and provisions for goods likely to be returned. Turnover for other income represents amounts reported to the company in statements received during the year.

1.4 Tangible fixed assets and depreciation

Tangible fixed assets other than freehold land 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:

Land and buildings Freehold

2% per annum on cost

Fixtures, fittings & equipment

20% and 25% on a reducing balance basis

Motor vehicles

25% on a reducing balance basis

1.5 Investments

Fixed asset investments are stated at cost less provision for diminution in value.

1.6 Stock

Stock is valued at the lower of cost and net realisable value.

1.7 Deferred taxation

The accounting policy in respect of deferred tax reflects the requirements of FRS19 - Deferred tax. Deferred tax is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes, calculated at the rates at which it is expected that tax will arise. The deferred tax balance has not been discounted.

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.

1.9 Group accounts

The financial statements present information about the company as an individual undertaking and not about its group. The company and its subsidiary undertaking comprise a medium-sized group. The company has therefore taken advantage of the exemptions provided by section 248 of the Companies Act 1985 not to prepare group accounts.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2007

1 Accounting policies

(continued)

1.10 Deferred income

Deferred income represents non returnable advances on royalties receivable from other record companies. These advances are credited to revenue as the royalty income arises or where the probability of future income in respect thereof is removed.

1.11 Advances to artists

Advances to artists represent advances made direct to artists for recording and other costs made on behalf of artists under contract. These advances, which are only recoverable against future royalties, are charged to the profit and loss account as they are recouped or where the probability of future recoupment in respect thereof is unlikely.

2 Turnover and profit on ordinary activities before taxation

2	lurnover and profit on ordinary activities before taxation		
		Turno	ver
		2007	2006
		£	£
	Class of business		
	Sales of sound recordings	9,727,457	10,754,050
	Royalties receivable	5,062,258	4,414,944
		14,789,715	15,168,994
		<u></u>	
	Geographical market		
		Turno	ver
		2007	2006
		£	£
	United Kingdom	6,381,497	6,942,910
	Overseas	8,408,218	8,226,084
		14,789,715	15,168,994
3	Operating profit	2007	2006
		£	£
	Operating profit is stated after charging:		
	Depreciation of tangible assets	49,420	50,421
	Loss on disposal of tangible assets	2,481	-
	Loss on foreign exchange transactions	-	25,611
	and after crediting:		
	Profit on foreign exchange transactions	(2,859)	-
			

The audit and tax fees have been borne by another related company in both the current and previous year.

4	Investment income	2007 £	2006 £
	Other interest	9,635	42,593
5	Interest payable	2007 £	2006 £
	On bank loans and overdrafts On overdue tax Other interest	47,520 - 1,305	35,336 10,625
		48,825	45,961

6	Taxation	2007 £	2006 £
	Domestic current year tax	~	~
	U.K. corporation tax	56,613	173,877
	Adjustment for prior years	449	-
	Double tax relief	(12,176)	(20,982)
		44,886	152,895
	Foreign corporation tax		
	Foreign corporation tax	12,176	20,982
	Current tax charge	57,062	173,877
		57,062	173,877
	Factors affecting the tax charge for the year		
	Profit on ordinary activities before taxation	199,378	586,224
	Profit on ordinary activities before taxation multiplied by standard rate of		
	UK corporation tax of 19.75% (2006 - 30.00%)	39,377	175,867
	Effects of:		
	Non deductible expenses	13,488	15,502
	Depreciation add back	9,761	15,126
	Capital allowances in excess of depreciation	(6,013)	(10,686)
	Adjustments to previous periods	449	-
	Chargeable disposals	-	1,253
	Small company relief		(23,185)
		17,685	(1,990)
	Current tax charge	57,062 ———	173,877
7	Dividends	2007 £	2006 £
	Ordinary interim paid	-	1,000,000
	Ordinary intensit paid		======

8	Tangible fixed assets				
		Land and buildings Freehold	Fixtures, fittings & equipment	Motor vehicles	Total
		£	£	£	£
	Cost				
	At 1 January 2007 Additions	1,167,291 -	253,877 11,717	67,139 -	1,488,307 11,717
	Disposals	-	(9,841) ———		(9,841)
	At 31 December 2007	1,167,291	255,753	67,139	1,490,183
	Depreciation				
	At 1 January 2007	188,445	195,380	25,413	409,238
	On disposals	-	(7,360)	-	(7,360)
	Charge for the year	23,346	15,643	10,432	49,421
	At 31 December 2007	211,791	203,663	35,845	451,299
	Net book value				
	At 31 December 2007	955,500	52,090	31,294	1,038,884
	At 31 December 2006	978,846	58,497	41,726	1,079,069

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					•

9	Fixed asset investments			
				Shares in participating interests £
	Cost			~
	At 1 January 2007 & at 31 December 2007			500
	Net book value			
	At 31 December 2007			500
	At 31 December 2006			500
	Holdings of more than 20% The company holds more than 20% of the s	hare capital of the following co	mpanies:	
	Company	Country of registration or incorporation	Shares Class	held %
	Participating interests	•		
	Mowax Labels Limited	England & Wales	Ordinary	50.00
	The aggregate amount of capital and reser financial year were as follows:	ves and the results of these u	ndertakings for the	e last relevant
			Capital and reserves 2007	Profit/(loss) for the year 2007
		Principal activity	£	£
	Mowax Labels Limited	Record label	(1,856,835)	4,953
10	Stocks		2007	2006
			£	£
	Finished goods and goods for resale		225,439	115,984

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2007

11	Debtors	2007	2006
		£	£
	Trade debtors	1,571,343	966,793
	Amounts owed by participating interests	, , , -	109
	Other debtors	271,523	122,543
	Prepayments and accrued income	1,012,350	486,137
	<u>.</u>	2,855,216	1,575,582
	Amounts falling due after more than one year and included in the debtors		
	above are:	2007	2006
		£	£
	Other debtors	100,000	<u>-</u>
12	Creditors: amounts falling due within one year	2007 £	2006 £
	Bank loans and overdrafts	1,146,102	_
	Trade creditors	64,256	34,123
	Amounts owed to participating interests	593	· -
	Corporation tax	47,393	2,446
	Other taxes and social security costs	169,898	18,010
	Other creditors	1,161,023	1,914,074
	Accruals and deferred income	287,863	423,129
		2,877,128	2,391,782

The overdraft is secured by fixed charges over the company's assets and intellectual property.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2007

13	Provisions for liabilities and charges		Deferred tax liability £
	Balance at 1 January 2007 & at 31 December 2007		555
	The deferred tax liability is made up as follows:		
		2007 £	2006 £
	Accelerated capital allowances	<u>555</u>	555
14	Share capital	2007 £	2006 £
	Authorised		
	240 A ordinary shares of £1 each	240	240
	240 B ordinary shares of £1 each 520 Deferred shares of £1 each	240 520	240 520
		1,000	1,000
	Allotted, called up and fully paid		
	240 A ordinary shares of £1 each	240	240
	240 B ordinary shares of £1 each	240	240
	520 Deferred shares of £1 each	520 ——	520
		1,000	1,000

The 'A' shares and 'B' shares rank pari passu and are entitled to share equally in any dividend or other distribution declared by the company. The deferred shares do not carry a right to dividend, repayment of capital or voting entitlement.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2007

15	Statement of movements on profit and loss account Balance at 1 January 2007		Profit and loss account £
	Profit for the year		142,316
	Balance at 31 December 2007		1,241,356
16	Reconciliation of movements in shareholders' funds	2007 £	2006 £
	Profit for the financial year Dividends	142,316	412,347 (1,000,000)
	Net addition to/(depletion in) shareholders' funds	142,316	(587,653)
	Opening shareholders' funds	1,100,040	1,687,693
	Closing shareholders' funds	1,242,356	1,100,040
	Opening shareholders' funds	1,100,040	1,687,693

17 Contingent liabilities

The company has given its bankers a composite cross guarantee dated 16 June 2006 over the £4m overdraft facility, which exists across the following companies:

Beggars Group Limited
Beggars Group Digital Limited
Beggars UK Limited
Beggars Banquet Records Limited
XL Recordings Limited
Mantra Recordings Limited
Too Pure Limited
Wiiija Records Limited
4AD Limited
Playlouderecordings Limited

Any liability arising from the composite cross guarantee is secured by individual mortgage debentures over the assets and intellectual property of each of the parties to the guarantee.

The current group cash and overdraft position as at 31 December 2007 and 31 December 2006 is disclosed within the Beggars Group Limited consolidated financial statements.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2007

18	Directors' emoluments	2007 £	2006 £
	Emoluments for qualifying services	364,402	364,342
	Emoluments disclosed above include the following amounts paid to the highest paid director:		
	Emoluments for qualifying services	364,402	364,342
19	Employees		
	Number of employees The average monthly number of employees (including directors) during the		
	year was:	2007 Number	2006 Number
	Administrative staff Management staff	10 2	9 2
		12	11

Employment costs	2007	2006
	£	£

Wages and salaries Social security costs	646,670 74,573	652,771 83,262
	721,243	736,033

20 Control

The company is owned 50% by Beggars Group Limited and 50% by Richard Russell. Beggars Group Limited is controlled by Martin Mills. The directors do not consider that any of these parties is the ultimate controlling party and consider that control of the company is shared.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2007

21 Related party transactions

During the year the company paid amounts in respect of general overhead charges to its shareholder, Beggars Group Limited, of £1,497,000 (2006 - £1,392,600).

At the balance sheet date the company was due from Beggars Group Limited £19,907 (2006 - £(432,652)) in respect of working capital loans.

At the balance sheet date the company was owed £1,836,407 (2006 - £1,841,109) by Mowax Labels Limited, a joint venture of XL Recordings Limited, in respect of working capital loans against which provision of £1,837,000 (2006 - £1,841,000) was made.