Company Registration No. 3472519 (England and Wales)

QSOFT CONSULTING LIMITED

ABBREVIATED ACCOUNTS

FOR THE YEAR ENDED 31 DECEMBER 2009

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CHAIRMAN'S STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2009

As the global credit crunch clips the nation's purse strings, QSoft tracked its audience's spending habits throughout 2008 to see just how much belt tightening is really going on Most people have been affected negatively by the recession, whether due to redundancy, a downturn on investments or simply the depressing nature of never-ending recession news Finding love or casual relationships offers escapism and helps make the recession more palatable and provided opportunities for our dating site Gaydar

Mass consumption of free Social Networks (SNs) such as Facebook had eroded market share as well as the growth of niche dating sites. The challenge for Gaydar and its diffusion brands (GaydarRadio, GaydarNation) is to remain relevant, credible and more importantly profitable.

2008's global advertising campaign targeted niche audiences to bring them collectively to Gaydar resulting in the brand retaining its leading rank by UK market share (50%) Growth in the UK continues to be healthy, with further expansion being achieved across the Euro Zone and Australia On average, user dwell time has increased from 42 minutes in April 2007, to 1 hour 13 minutes by the end of 2008 (Source Hitwise, an Experian Company) Promotional activities across 2008 include the popular Sex Factor competition which attracted over 46,000 entries and 21 million votes to crown Fabrizio Chiazza the winner Since winning Fabrizio has challenged gay rights in Italy, featured across a five page spread in Italian Vogue and can regularly be seen on national television. Around the globe Gaydar sponsored, created or helped manage over 120 events including CIRCUIT Festival in Barcelona, Mardi Gras in Sydney, Homotopia in Liverpool and a myriad of international, nation and regional pride events.

At the end of 2008, Gaydar launched 'video and interactive profiles' adding a new dimension to how Gaydar members connect with each other and help them decide if they'd like to meet in the real world. Branded profiles have also been introduced to the site allowing members to interact with advertising partners. The first was Shank, an uncompromising, gritty gay Brit flick that scooped awards at the Miami Lesbian and Gay Film Festival. The trailer was hosted exclusively on Gaydar and members had the opportunity to interact with character profiles. Gaydar continues to develop further opportunities and add value to advertising partners who want to go beyond banner advertising.

As markets mature, the challenge to remain relevant and credible and appeal to a youth audience has become ever pressing Commercial radio station, GaydarRadio, focused on discovering new music and artists and has developed into a destination that youth trust, find authorative and want to reference in everyday conversations. This 'packaging up' of the Gaydar brands via discrete cross promotion ultimately leads to growth of the subscription site. Sponsorship and promotions attracted new clients such as Clinique, mobile network. Three and other premium and FMCG brands GaydarRadio reaches a monthly, predominantly male, audience of 2 million (up from 1.6 in 2007) listeners (RAJAR/ABCe). It's available nationally on Sky Channel 0158, globally online and on DAB in London and the Sussex coast.

Gaydar's continues to support the gay community through initiatives with the Terrance Higgins Trust, National AIDS Trust and PACE. Using the Gaydar chat rooms, charities now offer one to one and group counselling services on issues such as substance misuse and other social issues. Gaydar also sponsored 2008's Crusaid Walk for Life, raising over £5000 for the HIV charity. In 2009, Gaydar will deliver 160,000 condoms during the summer months and extend its Social Responsibility Programme across Europe.

CHAIRMAN'S STATEMENT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2009

QSoft has invested and has successfully completed upgrading its payment technology. The new billing software allows for bundling of products, price promotions, recurring billing and country specific pricing allowing Gaydar to remain competitive in markets where disposable income is lower such as Spain and Italy

2008 saw increased investment in infrastructure and new technology including a new look and architecture for Gaydar to cope with the demands of an audience hooked on digital technology and communication

H A J Badenhorst

Director

38-04-10

DIRECTOR'S REPORT

FOR THE YEAR ENDED 31 DECEMBER 2009

The director presents his report and financial statements for the year ended 31 December 2009

Principal activities and review of the business

The principal activity of the company continued to be that of a technology company with a portfolio of multi-platform brands which deliver interactive services to the global gay and lesbian community

These include the Gaydar Online Dating portals, a Digital Radio station, Mobile telecommunication platforms and News and Information portals. The company activities include IT development, broadcasting, journalism and various advertising and media activities.

Both the level of business and financial position were satisfactory, and the director expects that the present level of activity will be sustainable for the foreseeable future. The company's registered number is 3472519

Results and dividends

The results for the year are set out on page 5

Director

The following director has held office since 1 January 2009

H A J Badenhorst

Charitable donations	2009	2008	
	£	£	
During the year the company made the following payments			
Charitable donations	4,741	5,787	

Auditors

In accordance with the company's articles, a resolution proposing that Felton Pumphrey be reappointed as auditors of the company will be put at a General Meeting

DIRECTOR'S REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2009

Statement of director's responsibilities

The director is responsible for preparing the Director's Report 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 of disclosure to auditors

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

On behalf of the board

H/A J Badenhorst

Director

D8-04-10

INDEPENDENT AUDITORS' REPORT TO QSOFT CONSULTING LIMITED

UNDER SECTION 449 OF THE COMPANIES ACT 2006

We have examined the abbreviated accounts set out on pages 6 to 19, together with the financial statements of Qsoft Consulting Limited for the year ended 31 December 2009 prepared under section 396 of the Companies Act 2006

This report is made solely to the company, in accordance with section 449 of the Companies Act 2006. Our work has been undertaken so that we might state to the company those matters we are required to state to it in a special 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, for our work, for this report, or for the opinions we have formed

Respective responsibilities of the director and auditors

The director is responsible for preparing the abbreviated accounts in accordance with section 445 of the Companies Act 2006. It is our responsibility to form an independent opinion as to whether the company is entitled to deliver abbreviated accounts to the Registrar of Companies and whether the abbreviated accounts have been properly prepared in accordance with the regulations made under that section and to report our opinion to you

We conducted our work in accordance with Bulletin 2008/4 issued by the Auditing Practices Board. In accordance with that Bulletin we have carried out the procedures we consider necessary to confirm, by reference to the financial statements, that the company is entitled to deliver abbreviated accounts and that the abbreviated accounts to be delivered are properly prepared.

Opinion

In our opinion the company is entitled to deliver abbreviated accounts prepared in accordance with section 445(3) of the Companies Act 2006, and the abbreviated accounts have been properly prepared in accordance with the regulations made under that section

John Hamblin

Senior Statutory Auditor

for and on behalf of Felton Pumphrey

28 910

Chartered Accountants Statutory Auditor

1 The Green Richmond Surrey TW9 1PL

ABBREVIATED PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 DECEMBER 2009

	Notes	2009 ₤	2008 £
Turnover		7,260,642	7,650,332
Cost of sales		(901,832)	(1,105,851)
Gross profit		6,358,810	6,544,481
Administrative expenses		(5,429,294)	(5,819,095)
Operating profit	2	929,516	725,386
Other interest receivable and similar income Interest payable and similar charges	4	384	17,344 (6,237)
Profit on ordinary activities before taxation		929,900	736,493
Tax on profit on ordinary activities	5	(114,286)	(308,302)
Profit for the year	13	815,614	428,191

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

ABBREVIATED BALANCE SHEET

AS AT 31 DECEMBER 2009

		20	09	200	08
	Notes	£	£	£	£
Fixed assets					
Tangible assets	6		732,386		770,172
Investments	7		414,823		414,823
			1,147,209		1,184,995
Current assets					
Debtors amounts falling due within one					
year Debtors amounts falling due after more	8	660,417		3,344,602	
than one year	8	2,826,667		1,164,343	
Cash at bank and in hand		1,992,824		3,550,749	
		5,479,908		5,731,008	
Creditors: amounts falling due within					
one year	9	(1,517,548)		(2,622,048)	
Net current assets			3,962,360		3,108,960
Total assets less current liabilities			5,109,569		4,293,955
			5,109,569		4,293,955
Capital and reserves					
Called up share capital	12		1,000		1,000
Profit and loss account	13		5,108,569		4,292,955
Shareholders' funds	14		5,109,569		4,293,955

These abbreviated accounts have been prepared in accordance with the special provisions in section 445(3) of the Companies Act 2006 relating to medium-sized companies

Approved by the Board and authorised for issue on 33.6% 10

H A J Badenhorst

Director

CASH FLOW STATEMENT

	£	2009 £	£	2008 £
Net cash inflow/(outflow) from operating activities		(484,932)		697,759
Returns on investments and servicing of finance				
Interest received Interest paid	384		17,344 (6,237)	
Net cash outflow for returns on investments and servicing of finance		384		11,107
Taxation		(306,781)		-
Capital expenditure and financial investment				
Payments to acquire tangible assets Payments to acquire investments	(158,081) (301,000)		(148,733) (601,000)	
Net cash outflow for capital expenditure		(459,081)		(749,733)
Net cash inflow before management of liquid resources and financing		(1,250,410)		(40,867)
Management of liquid resources Bank deposits	(52,804)		(66,146)	
		(52,804)		(66,146)
Financing Repayment of long term bank loan Repayment of other short term loans	- -		(89,465) (24,134)	
Net cash (outflow)/inflow from financing		-		(113,599)
Increase in cash in the year		(1,303,214)		(220,612)
CASH FLOW OUT OF BALANCE BY:		(300,000)		601,000

NOTES TO THE CASH FLOW STATEMENT

1	Reconciliation of operating profit to net cash (or activities	utflow)/inflow fro	m operating	2009	2008
				£	£
	Operating profit			929,516	725,386
	Depreciation of tangible assets			195,867	233,108
	Diminuition of fixed asset investment			601,000	
	Increase in debtors			(1,342,026)	(166,780)
	Decrease in creditors within one year			(869,289)	(93,955)
	Net cash (outflow)/inflow from operating activit	ies		(484,932)	697,759
2	Analysis of net funds	1 January 2009	Cash flow	Other non- cash changes	31 December 2009
		£	£	£	£
	Net cash				
	Cash at bank and in hand	3,472,109	(1,610,729)	-	1,861,380
	Bank overdrafts	(42,898)	7,515		(35,383)
		3,429,211	(1,603,214)		1,825,997
	Liquid resources				
	Bank deposits	78,640	52,804		131,444
		2 502 051	(1.550.410)		1057 441
	Net funds	3,507,851	(1,550,410)		1,957,441
3	Reconciliation of net cash flow to movement in r	net funds		2009	2008
				£	£
	(Decrease)/increase in cash in the year			(1,603,214)	380,388
	Cash outflow from increase in liquid resources			52,804	66,146
	Cash (inflow)/outflow from (increase)/decrease in	debt		<u></u>	113,599
	Movement in net funds in the year			(1,550,410)	560,133
	Opening net funds			3,507,851	2,947,718
	Closing net funds			1,957,441	3,507,851

NOTES TO THE ABBREVIATED ACCOUNTS

FOR THE YEAR ENDED 31 DECEMBER 2009

1 Accounting policies

1 1 Accounting convention

The financial statements are prepared under the historical cost convention

1.2 Turnover

Turnover represents amounts receivable for goods and services net of VAT and trade discounts

Turnover from subscriptions are spread evenly over the period to which they relate

13 Goodwill

14 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 no depreciation charge
Land and buildings Leasehold 10% straight line
Plant and machinery 33% straight line
Fixtures, fittings & equipment 20% straight line

15 Leasing and hire purchase commitments

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible assets and depreciated over the shorter of the lease term and their useful lives. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the profit and loss account so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

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

1.6 Investments

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

The company has adopted UITF Abstract 32, FRS11, FRS12 and FRS21 in relation to arriving at its stated profit after impairment of fixed assets

1.7 Pensions

The company operates a defined contribution scheme for the benefit of its employees Contributions payable are charged to the profit and loss account in the year they are payable

18 Deferred taxation

Deferred taxation is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes The deferred tax balance has not been discounted

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2009

1 Accounting policies (continued)

19 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.

2	Operating profit	2009	2008
		£	£
	Operating profit is stated after charging		
	Depreciation of tangible assets	195,867	233,108
	Loss on foreign exchange transactions	248,816	-
	Operating lease rentals	214,498	214,140
	Auditors' remuneration (including expenses and benefits in kind)	12,500	12,500
	and after crediting		
	Profit on foreign exchange transactions	-	(825,550)

The company made a contribution out of the years profits to the QSoft Consulting Limited Business Benefit Trust, a trust created for the benefit of the company, employees past and present and their dependants. Subsequently, the company was excluded from benefit of the trust, resulting in a debit to the trading profit and loss account under UK financial reporting standards. There is a debit included in staff costs of £301,000 (2008 £601,000) in respect of this

3	Investment income	2009 £	2008 £
	Banκ interest	384	17,344
		384	17,344
4	Interest payable	2009 £	2008 £
	On other loans wholly repayable within five years Hire purchase interest	-	6,142 95
		-	6,237

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED)

Taxation	2009	2008
Domestic current year tax	£	£
U K corporation tax	79,085	306,781
Adjustment for prior years	(36,087)	-
Current tax charge	42,998	306,781
Deferred tax		
Deferred tax charge/credit current year	71,288	1,521
	114,286	308,302
Factors affecting the tax charge for the year		
Profit on ordinary activities before taxation	929,900	736,493
Profit on ordinary activities before taxation multiplied by standard rate of UK		
corporation tax of 28 00% (2008 - 28 50%)	260,372	209,901
Effects of		
Non deductible expenses	(175,212)	99,799
Depreciation add back	54,843	66,435
Capital allowances	(59,413)	(62,661)
Adjustments to previous periods	(36,087)	-
Other tax adjustments	(1,505)	(6,693)
	(217,374)	96,880
Current tax charge	42,998	306,781

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED)

6	Tangible fixed assets					
		Land and buildings Freehold	Land and buildings Leasehold	Plant and machinery	Fixtures, fittings & equipment	Total
		£	£	£	£	£
	Cost					
	At 1 January 2009	290,851	379,044	1,271,081	310,548	2,251,524
	Additions		-	156,427	1,654	158,081
	At 31 December 2009	290,851	379,044	1,427,508	312,202	2,409,605
	Depreciation					
	At 1 January 2009	-	140,518	1,092,974	247,859	1,481,351
	Charge for the year	-	37,904	120,470	37,494	195,868
	At 31 December 2009	-	178,422	1,213,444	285,353	1,677,219
	Net book value					
	At 31 December 2009	290,851	200,622	214,064	26,849	732,386
	4/215 1 - 2009	200.851	220.526	170 106	(2.690	770 170
	At 31 December 2008	290,851	238,526	178,106	62,689	770,172

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2009

7 Fixed asset investments

	Unlisted investments
	£
Cost	
At 1 January 2009	414,823
Additions	301,000
At 31 December 2009	715,823
Provisions for diminution in value	
At 1 January 2009	-
Charge for the year	301,000
At 31 December 2009	301,000
Net book value	
At 31 December 2009	414,823
At 31 December 2008	414,823

Holdings of more than 20%

The company holds more than 20% of the share capital of the following companies

Company	Country of registration or	Shares held	
	incorporation	Class	%
Participating interests			
HIV Care Limited	UK	Ordinary	33 14
Saving Lives Limited	UK	Ordinary	49 02

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2009

7	Fixed asset investments	(continued)
,	Tixeu asset in vestillents	(Continued)

The aggregate amount of capital and reserves and the results of these undertakings for the last relevant financial year were as follows

		Capital and reserves 2009	Profit/(loss) for the year 2009
	Principal activity	£	£
HIV Care Limited	Research on effective cure for HIV	(3,680,975)	(177,233)
Saving Lives Limited	Research on effective cure for HIV	(2,117,000)	(101,916)

Following the company's exclusion from benefit, the QSoft Consulting Limited Business Benefit Trust shown as a fixed asset under the operation of UITF Abstract 32, has been impaired and the profit and loss account debited under FRS 11 by £301,000 (2008-£601,000)

3	Debtors	2009	2008
		£	£
	Trade debtors	166,655	278,592
	Corporation tax	36,087	-
	Other debtors	3,148,977	1,675,398
	Prepayments and accrued income	107,884	127,500
	Deferred tax asset (see note 10)	27,481	98,769
		3,487,084	2,180,259
	Amounts falling due after more than one year and included in the debtors above are		
	aic	2009	2008
		£	£
	Other debtors	2,826,667	1,164,343

Included in Other Debtors is an amount of £2,689,865 (2008 £1,164,343) owed by Bar Profile Limited, a company under the common control of H Badenhorst

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED)

9 Creditors	amounts falling due within one year	2009	2008
		£	£
Bank loan	s and overdrafts	35,383	42,898
Trade cred	ditors	116,558	129,593
Corporation	on tax	79,085	306,781
Other taxe	es and social security costs	120,797	169,872
Other cred	fitors	7,053	7,496
Accruals a	and deferred income	1,158,672	1,965,408
		1,517,548	2,622,048
10 Provision:	s for liabilities		
The defer	red tax asset (included in debtors, note 8) is made up as fol	lows [,]	
The defer	red tax asset (included in debtors, note 8) is made up as fol	lows [.]	
The defer	red tax asset (included in debtors, note 8) is made up as fol		
	red tax asset (included in debtors, note 8) is made up as fol	2009	
Balance at		2009 £	
Balance at Profit and	t 1 January 2009	2009 £ (98,769)	
Balance at Profit and	t 1 January 2009 loss account	2009 £ (98,769) 71,288	
Balance at Profit and	t 1 January 2009 loss account	2009 £ (98,769) 71,288	2008
Balance at Profit and	t 1 January 2009 loss account	2009 £ (98,769) 71,288 ———————————————————————————————————	2008 £

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2009

11	Pension	aasts
	rension	COSIS

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The company contributes to a group personal pension plan. Contributions are charged in the period to which they

Defined contribution

		2009 £	2008 £
	Contributions payable by the company for the year	69,941	293,871
12	Share capital	2009 £	2008 £
	Authorised	-	
	10,000,000 Ordinary shares of 1p each	100,000	100,000
	Allotted, called up and fully paid		
	100,000 Ordinary shares of 1p each	1,000	1,000

13

Statement of movements on profit and loss account		Profit and loss
		£
Balance at 1 January 2009 Profit for the year		4,292,955 815,614
Balance at 31 December 2009		5,108,569
Reconciliation of movements in shareholders' funds	2009 £	2008 £
Profit for the financial year	815,614	428,191
Opening shareholders' funds	4,293,955	3,865,764
Closing shareholders' funds	5,109,569	4,293,955

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2009

15 Financial commitments

At 31 December 2009 the company was committed to making the following payments under non-cancellable operating leases in the year to 31 December 2010

		Land and bu	ıldıngs	Other	
		2009	2008	2009	2008
		£	£	£	£
	Operating leases which expire				
	Within one year	-	•	180,024	-
	Between two and five years	127,880	-	198,398	378,422
	In over five years	-	127,880	-	-
		127,880	127,880	378,422	378,422
					<u></u>
16	Director's emoluments			2009	2008
				£	£
	Emoluments for qualifying services			103,500	103,500
	Company pension contributions to money pur	chase schemes		20,000	235,000
				123,500	338,500

The number of directors for whom retirement benefits are accruing under money purchase pension schemes amounted to 1 (2008 - 1)

17 Transactions with directors

During the year, royalties of £610,878 (2008 £646,587) were payable to H Badenhorst, a director and shareholder of the company As at 31 December 2009, amounts totalling £60,981 (2008 £646,587) remained unpaid

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2009

18 Employees

* . * . , . .

Number of employees

The average monthly number of employees (including directors) during the year

was	2009 Number	2008 Number
	42	<u>47</u>
Employment costs	2009 £	2008 £
Wages and salaries	1,782,246	2,304,406
Social security costs	173,813	233,333
Other pension costs	69,941	293,871
		
	2,026,000	2,831,610

19 Post balance sheet events

Enterprise Management Incentive Scheme

After the year end 11,111 share options were granted. The share options are over a new class of share classified as B Ordinary Shares of nominal value £0.01. The shares confer no entitlement to receive notice of or attend and vote at general meetings.