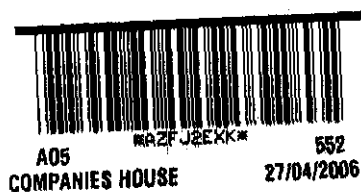


Extreme Music RMF Limited

FINANCIAL STATEMENTS

for the year ended

30 June 2005



Company Registration No. 3800894

Extreme Music RMF Limited

DIRECTORS AND OFFICERS

DIRECTORS

D Taylor
R J Emanuel
R Affourtit
T Ellis
M O'Sullivan

SECRETARY

C Jackson
S Haynes

COMPANY NUMBER

3800894 (England and Wales)

REGISTERED OFFICE

35 Vine Street
London
EC3N 2AA

AUDITORS

Baker Tilly
446 Midsummer Boulevard
Central Milton Keynes
Bucks
MK9 2EA

BANKERS

Barclays Bank Plc
London Corporate Banking
50 Pall Mall
London
SW1A 1QA

Extreme Music RMF Limited

DIRECTORS' REPORT

The directors present their report and financial statements of Extreme Music RMF Limited for the year ended 30 June 2005.

PRINCIPAL ACTIVITIES

The principal activity of the company during the year was that of a music library.

REVIEW OF THE BUSINESS

The results for the year and the financial position at the year end were considered satisfactory by the directors who expect trading to be at the same level in the foreseeable future.

RESULTS AND DIVIDENDS

The trading loss for the year was £2,378.

The directors do not recommend payment of an ordinary dividend.

DIRECTORS

The following directors have held office since 1 July 2004:

D Taylor	
R J Emanuel	
R Affourtit	(Appointed 3 August 2005)
P R Bennett	(Resigned 3 August 2005)
T Ellis	(Appointed 3 August 2005)
M O'Sullivan	(Appointed 3 August 2005)

DIRECTORS' INTERESTS IN SHARES

Directors' interests in the shares of the company, including family interests, were as follows:

	<i>Ordinary shares of £ 1 each</i>	
	30.6.05	1.7.04
D Taylor	-	-
R J Emanuel	-	-
P R Bennett	-	-

AUDITORS

The company has by elective resolution dispensed with the obligation to appoint auditors annually in accordance with Section 386(1) of the Companies Act 1985. Therefore, the auditors, Baker Tilly, will be deemed to be reappointed for each succeeding financial year.

On behalf of the board

T Ellis
Director



Extreme Music RMF Limited

DIRECTORS' RESPONSIBILITIES IN THE PREPARATION OF FINANCIAL STATEMENTS

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 those financial statements, the directors are required to:

- a. select suitable accounting policies and then apply them consistently;
- b. make judgements and estimates that are reasonable and prudent;
- c. 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 which disclose with reasonable accuracy at any time the financial position of the company and to 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF EXTREME MUSIC RMF LIMITED

We have audited the financial statements on pages 5 to 10.

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 Annual Report and the financial statements in accordance with applicable law and United Kingdom 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.

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 with the company is not disclosed.

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

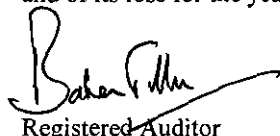
Basis of opinion

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 as at 30 June 2005 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Registered Auditor

Chartered Accountants

Central Milton Keynes

Bucks

MK9 2EA

21st APRIL 2006

Extreme Music RMF Limited

PROFIT AND LOSS ACCOUNT

for the year ended 30 June 2005

	<i>Notes</i>	2005 £	2004 £
TURNOVER	1	-	13
Other operating expenses	2	<u>2,378</u>	<u>3,935</u>
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION	3	(2,378)	(3,922)
Taxation	5	<u>-</u>	<u>-</u>
LOSS ON ORDINARY ACTIVITIES AFTER TAXATION	9	<u>(2,378)</u>	<u>(3,922)</u>

The operating loss for the year arises from the company's continuing operations.

No separate Statement of Total Recognised Gains and Losses has been presented as all such gains and losses have been dealt with in the Profit and Loss Account.

Extreme Music RMF Limited

BALANCE SHEET

30 June 2005

	Notes	2005 £	2004 £
CURRENT ASSETS			
Debtors	6	440	134
Cash at bank and in hand		368	622
		<u>808</u>	<u>756</u>
CREDITORS: Amounts falling due within one year	7	16,028	13,598
		<u>(15,220)</u>	<u>(12,842)</u>
NET CURRENT LIABILITIES			
		<u>(15,220)</u>	<u>(12,842)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>(15,220)</u>	<u>(12,842)</u>
CAPITAL AND RESERVES			
Called up share capital	8	2	2
Profit and loss account	9	(15,222)	(12,844)
		<u>(15,220)</u>	<u>(12,842)</u>
SHAREHOLDERS' FUNDS	10	<u>(15,220)</u>	<u>(12,842)</u>

21.4.2006
Approved by the board on

T Ellis

Director

Extreme Music RMF Limited

ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The financial statements have been prepared under the historical cost convention.

The Extreme Music Library plc has confirmed that it will provide such financial support as necessary for the company to enable it to meet its liabilities as they fall due and to carry on its business without significant curtailment of operations, for a minimum of 12 months from the date of approval of these financial statements.

The company has taken advantage of the exemption in Financial Reporting Standard No 1 from the requirement to produce a cashflow statement on the grounds that it is a wholly owned subsidiary which is included in the consolidated accounts prepared by the parent company.

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. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

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

Deferred tax is measured on a non discounted basis.

TURNOVER

Turnover represents the invoiced value, net of Value Added Tax, of services provided to customers and royalties received from third parties. Royalties received are recognised on a receipts basis.

Extreme Music RMF Limited

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2005

1. TURNOVER AND LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION

The company's turnover and loss before taxation were all derived from its principal activity wholly undertaken in the United Kingdom.

2. OTHER OPERATING EXPENSES	2005 £	2004 £
Administrative expenses	<u>2,378</u>	<u>3,935</u>
3. LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION	2005 £	2004 £
Loss on ordinary activities before taxation is stated after charging/(crediting):		
Auditors' remuneration	<u>2,000</u>	<u>2,574</u>

4. EMPLOYEES

There were no employees during the year apart from the directors

5. TAXATION	2005 £	2004 £
Current tax charge	<u>-</u>	<u>-</u>
Factors affecting the tax charge for the year		
Loss on ordinary activities before taxation	<u>(2,378)</u>	<u>(3,922)</u>
Loss on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 30.00% (2004: 19.00%)	<u>(713)</u>	<u>(745)</u>
Effects of:		
Other tax adjustments	<u>713</u>	<u>745</u>
	<u>713</u>	<u>745</u>
Current tax charge	<u>-</u>	<u>-</u>

The company has estimated losses of £ 5,000 (2004: £ 5,415) available for carry forward against future trading profits.

Extreme Music RMF Limited

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) for the year ended 30 June 2005

6. DEBTORS	2005	2004
	£	£
Due within one year:		
Called up share capital not paid	2	2
Other debtors	438	132
	<u>440</u>	<u>134</u>

7. CREDITORS: Amounts falling due within one year	2005	2004
	£	£
Amounts owed to group undertakings	13,928	10,428
Accruals and deferred income	2,100	3,170
	<u>16,028</u>	<u>13,598</u>

8. SHARE CAPITAL	2005	2004
	£	£
Authorised:		
1,000 Ordinary shares of £1 each	1,000	1,000
	<u>1,000</u>	<u>1,000</u>
Allotted, issued and fully paid:		
2 Ordinary shares of £1 each	2	2
	<u>2</u>	<u>2</u>

9. STATEMENT OF MOVEMENT ON RESERVES

	<i>Profit and loss account</i>
	£
1 July 2004	(12,844)
Retained loss for the year	(2,378)
	<u>(15,222)</u>
30 June 2005	(15,222)

10. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS	2005	2004
	£	£
Loss for the financial year	(2,378)	(3,922)
Opening shareholders' funds	(12,842)	(8,920)
	<u>(15,220)</u>	<u>(12,842)</u>

Extreme Music RMF Limited

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

for the year ended 30 June 2005

11. CONTROL

The immediate parent company is The Extreme Music Library plc, a company registered in England and Wales. Consolidated accounts can be obtained from Greenland Place, 115-123 Bayham Street, London NW1 0AG.

The ultimate parent company is Clooney Finance Corporation, a company registered in Tortola, British Virgin Islands, which is the controlling party of The Extreme Music Library plc.

12. RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemptions conferred by Financial Reporting Standard No 8 from the requirement to make disclosures concerning transactions with group companies.

13. SUBSEQUENT EVENTS

On 3 August 2005 the parent company, Extrme Music Library plc was sold to Famous Music LLC, a company incorporated in the United States of America. The ultimate parent undertaking is now Viacom, Inc, also incorporated in the United States of America. The ultimate controlling party is National Amusements, Inc, a company incorporated in the United States of America.