

EMI (IP) LIMITED**DIRECTORS' REPORT**

The Directors present their report and the financial statements for the year ended 31 March 2008.

Principal Activities and Review of the Business

The Company is a wholly owned subsidiary of EMI Group Limited. On 17 August 2007, EMI Group plc was acquired by Maltby Acquisitions Limited, formerly Maltby Limited, (a wholly owned subsidiary of Maltby Capital Limited) and on 18 September 2007 delisted from trading on the London Stock Exchange plc's main market for listed securities. EMI Group plc changed its name to EMI Group Limited on 4 October 2007. TFCP Holdings Limited became the ultimate parent undertaking on 17 August 2007.

The principal activity of the Company is the management of intellectual property. There has not been any change to the principal activity of the Company during the year ended 31 March 2008 or subsequently. The directors do not anticipate any change to the principal activity of the Company during the next year.

The Company operates as part of the Maltby Capital Limited Group ("the Group") and all of its transactions are with fellow Group undertakings. As such its activities are dependent on the activities of the Group as a whole. Therefore, the Company's key financial and other performance indicators during the year were as follows:

	2008	2007	Change
	£000	£000	%
Profit before tax	392	392	-
Profit/(loss) after tax	392	(784)	n/a
Shareholders' funds	392	0	n/a
Current assets as % of current liabilities	133.33%	100%	+33.33

As stated in the profit and loss account on page 7 the Company made a profit after tax of £392,000 in the year to 31 March 2008 compared with the previous year's loss after tax of £784,000. This increase is due to reduced payments made in respect of group relief.

In the balance sheet shown on page 8, the net assets of the Company have increased by £392,000 as intercompany loans have increased. Shareholders' funds have increased by £392,000 as a result of retained earnings for the year.



DIRECTORS' REPORT (continued)

Principal Risks and Uncertainties

The Company operates as part of the Group and all of its transactions are with fellow Group undertakings. As such its activities are dependent on the activities of the Group as a whole.

The risks and uncertainties facing the Company are linked to those of the Group. A detailed discussion of the Group risks and uncertainties is contained in Maltby Capital Limited's annual report.

Dividends

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

Directors

The Directors throughout the year were as follows:

C J Ancliff	(resigned 23.11.2007)
C P Ashcroft	(resigned 31.08.2007)
F M Harding	(resigned 23.11.2007)
C L Christian	(appointed 31.08.2007) (resigned 23.11.2007)
S Alexander	(appointed 23.11.2007) (resigned 17.12.2008)
R Punja	(appointed 23.11.2007) (resigned 17.12.2008)
C Roling	(appointed 23.11.2007) (resigned 22.09.2008)
A P Chadd	(appointed 22.09.2008)
C J Kennedy	(appointed 17.12.2008)

Directors' Qualifying Third Party Indemnity Provisions

The immediate parent undertaking, EMI Group Limited (formerly EMI Group Plc), has maintained insurance to cover Directors' and Officers' liability as permitted by Section 310(3) of the Companies Act 1985.

Donations

Grants and charitable donations made during the year amounted to £nil (2007: £nil). There were no political contributions made during the year (2007: £nil).

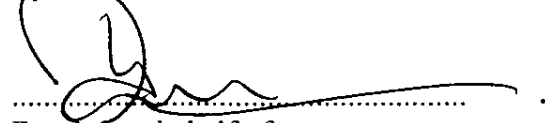
Disclosure of information to the auditor

The Directors who held office at the date of approval of this Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware, and each Director has taken all steps that he or she ought to have taken as a Director in order to make himself or herself aware of any relevant audit information and to establish that the auditors are aware of that information.

During the year, following the resignation of Ernst & Young LLP, KPMG LLP were appointed as auditors to the Company.

DIRECTORS' REPORT (continued)

By Order of the Board

A handwritten signature in black ink, consisting of a large, stylized 'M' followed by a long, horizontal, wavy line.

For and on behalf of
Mawlaw Secretaries Limited
Secretary

29 January 2009

Registered Office
27 Wrights Lane
London
W8 5SW

EMI (IP) LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS

The directors are responsible for preparing the Directors' 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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

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 these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments 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 its financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF EMI IP LIMITED

We have audited the financial statements of EMI (IP) Limited for the year ended 31 March 2008 which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Total Recognised Gains and the related notes. 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 financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities on page 4.

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 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.

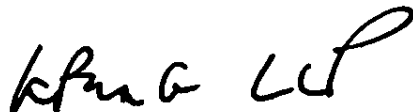
We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF EMI IP LIMITED (continued)

Opinion

In our opinion

- the financial statements give a true and fair view, in accordance with UK Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 March 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 Directors' Report is consistent with the financial statements.



KPMG LLP
Chartered Accountants
Registered Auditor
29 January 2009

8 Salisbury Square
London
EC4Y 8BB

EMI (IP) LIMITED**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2008**

	Notes	2008 £000	2007 £000
Other income		392	392
		<hr/>	<hr/>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		392	392
		<hr/>	<hr/>
Taxation	2	-	(1,176)
		<hr/>	<hr/>
PROFIT/(LOSS) ON ORDINARY ACTIVITIES AFTER TAXATION		392	(784)
		<hr/>	<hr/>

All operating profit is from continuing operations.

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

There are no recognised gains or losses attributable to the shareholders of the Company other than the profit of £392,000 (2007: loss of £784,000).

EMI (IP) LIMITED**BALANCE SHEET - 31 MARCH 2008**

	Notes	2008 £000	2007 £000
CURRENT ASSETS: DEBTORS			
AMOUNTS FALLING DUE WITHIN ONE YEAR			
Amount due from parent undertaking		-	1,176
Amount due from fellow Group undertakings		1,568	-
CURRENT ASSETS		<u>1,568</u>	<u>1,176</u>
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR			
Amount due to fellow Group undertakings		(1,176)	(1,176)
NET ASSETS		<u>392</u>	<u>-</u>
CAPITAL AND RESERVES			
Called up share capital	3	-	-
Profit and loss reserve	4	392	-
SHAREHOLDERS' FUNDS		<u>392</u>	<u>-</u>

These financial statements were approved for issue by the Board of Directors on 29 January 2009 and were signed on its behalf by:

Andrew Chadd
Director



EMI (IP) LIMITED

NOTES TO THE ACCOUNTS

1. ACCOUNTING POLICIES

Basis of Preparation

The financial statements are prepared under the historical cost convention.

The financial statements are prepared in accordance with applicable accounting standards.

Foreign Currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction or at the contracted rate if the transaction is covered by a forward currency contract. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date or if appropriate at the forward contract rate. All differences are taken to the profit and loss account with the exception of differences on foreign currency borrowings, to the extent that they are used to finance or provide a hedge against foreign equity investments, which are taken directly to reserves together with the exchange difference on the carrying amount of the related investments. Tax charges and credits attributable to exchange differences on these borrowings are also dealt with in reserves.

Cash Flow Statement

The Company has taken advantage of the exemption in FRS 1 (revised) not to prepare a cash flow statement as a parent undertaking prepares a consolidated cash flow statement, which includes the Company, in accordance with FRS 1 (revised).

Related Parties

As the Company is a wholly owned subsidiary of Maltby Capital Limited, the Company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entities which form part of the Group (or investees of the Group qualifying as related parties). The consolidated financial statements of Maltby Capital Limited, within which this Company is included, can be obtained from the address given in note 6.

Taxation

The charge for taxation is based on the profit or loss for the year and takes into account taxation deferred 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.

EMI (IP) LIMITED

NOTES TO THE ACCOUNTS (continued)

2. TAX

Tax on profit/(loss) on ordinary activities	2008	2007
	£000	£000
UK corporation tax		
Payments in respect of group relief - Current year	-	392
Payments in respect of group relief - Prior year	-	784
		<u>1,176</u>
Foreign tax		
Current year	-	-
Adjustments in respect of previous year	-	-
		<u>-</u>
Total current tax charge	<u>-</u>	<u>1,176</u>
Deferred tax		
Originating and reversal of timing differences	-	-
Effect of changes in tax rate on opening liability	-	-
Changes in recoverable amounts of deferred tax assets	-	-
	<u>-</u>	<u>-</u>
Tax on profit on ordinary activities	<u>-</u>	<u>1,176</u>

Factors affecting current tax charge

Profit on ordinary activities before tax	<u>392</u>	<u>392</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 30% (2007 – 30%)	<u>118</u>	<u>118</u>
<i>Effect of:</i>		
Group relief received	(118)	-
Group relief received for payment of greater than 30%		274
Adjustments in respect of previous year		784
Total current tax charge	<u>-</u>	<u>1,176</u>

Factors affecting future tax charge

As part of the Group, the Company may receive or surrender losses by way of group relief. This receipt or surrender may be made with or without charge.

Deferred tax

At the balance sheet date the Company had unused tax losses of £nil (2007: £nil) available for offset against future profits.

EMI (IP) LIMITED

NOTES TO THE ACCOUNTS (continued)

3. SHARE CAPITAL

	2008	2007
	£	£
Authorised Ordinary shares of £1 each	1,000	1,000
Allotted, called up and fully paid Ordinary shares of £1 each	2	2

4. RECONCILIATION OF SHAREHOLDERS' FUNDS AND MOVEMENTS ON RESERVES

	<u>Share Capital</u>	<u>Profit & Loss Reserve</u>	<u>Total</u>
	£000	£000	£000
At 1 April 2007	-	-	-
Profit for the year	-	392	392
	<hr/>	<hr/>	<hr/>
At 31 March 2008	-	392	392
	<hr/>	<hr/>	<hr/>

5. DIRECTORS' EMOLUMENTS AND STAFF COSTS

No Director received any remuneration during the year in respect of his/her services to the Company (2007: £nil). The Company had no employees during either the current or prior year.

6. PARENT UNDERTAKING

The immediate parent of the Company is EMI Group Limited. The ultimate parent undertaking and controlling party is TFCP Holdings Limited, a company registered in Guernsey.

The parent undertaking of the largest group to consolidate these financial statements is Maltby Capital Limited and the parent undertaking of the smallest group to consolidate these financial statements is Maltby Investments Limited. Copies of the consolidated financial statements of both Maltby Capital Limited and Maltby Investments Limited for the period ended 31 March 2008 can be obtained from the Company's registered address, 27 Wrights Lane, London W8 5SW.

EMI (IP) LIMITED

NOTES TO THE ACCOUNTS (continued)

7. AUDITORS' REMUNERATION

The Auditors' remuneration is borne by the immediate parent undertaking EMI Group Ltd and is as follows:

	2008	2007
	£	£
Audit of these financial statements	5,000	5,000

Amounts receivable by the Company's auditors and their associates in respect of services to the Company and its associates, other than the audit of the Company's financial statements, have not been disclosed as the information is required, instead, to be disclosed on a consolidated basis in the consolidated financial statements of Maltby Capital Limited, the Company's parent.

8. TERMS OF INTERCOMPANY BALANCES

Amounts to and from fellow Group undertakings and parent undertakings are repayable on demand and are interest free.

9. CONTINGENT LIABILITIES

EMI (IP) Limited acceded, on 28 January 2008, to a debenture dated 30 August 2007 (as amended, supplemented, novated, extended, restated or varied from time to time) and made between, amongst others, Maltby Acquisitions Limited (formerly known as Maltby Limited) and Citibank, N.A., London Branch as Security Agent, pursuant to which the company charged, by way of mortgage or fixed charge or assign by way of security (as appropriate) all of their right, title and interest in certain assets, charge all or substantially all of their present and future assets and undertaking by way of first floating charge in favour of the Security Agent to secure the repayment of the Secured Liabilities (as defined therein) and covenant that they will, on demand, pay and discharge the Secured Liabilities.