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Company Registration No 06009013 (England and Wales)

CREATIVE VISUAL MEDIA LIMITED

DIRECTORS' REPORT AND ACCOUNTS

FOR THE PERIOD ENDED 30 JUNE 2007

THURSDAY



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COMPANY INFORMATION

Directors P Brightman P Fitzgerald

P Frohlich K A Woolley

Secretary P Roth

Company number 06009013

Registered office Acre House

11-15 William Road

London NW1 3ER

Business address 22 South Audley Street

Mayfair London W1K 2NY

Auditors H W Fisher & Company

Acre House

11-15 William Road

London NW1 3ER

Bankers Lloyds TSB Bank plc

39 Threadneedle Street

London EC2R 8AU

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DIRECTORS' REPORT FOR THE PERIOD ENDED 30 JUNE 2007

The directors present their report and accounts for the period ended 30 June 2007

Principal activities

The principal activity of the company is that of developing and marketing television, internet and mobile entertainment The company commenced trading on I January 2007

The directors who served during the period were

P Brightman

P Fitzgerald

P Frohlich

K A Woolley

(Appointed 22 March 2007)

Disclosure of information to auditors

Each of the directors has confirmed that there is no information of which they are aware which is relevant to the audit, but of which the auditors are unaware. They have further confirmed that they have taken appropriate steps to identify such relevant information and to establish that the auditors are aware of such information

H W Fisher & Company were appointed auditors to the company and a resolution proposing that they be reappointed will be put to the members at the next Annual General Meeting

This report has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies

On behalf of the Board

P Frohlich

Director 28 2 0 8

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the accounts in accordance with applicable law and regulations

Company law requires the directors to prepare accounts for each financial year. Under that law the directors have elected to prepare the accounts in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The accounts 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 accounts, 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 accounts 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 to enable them to ensure that the accounts 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 AUDITORS' REPORT TO THE SHAREHOLDERS

We have audited the accounts of Creative Visual Media Limited for the period ended 30 June 2007 set out on pages 4 to 9 These accounts have been prepared under the accounting policies set out on page 6

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 directors and auditors

The directors' responsibilities for preparing the accounts in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are as described on page 2

Our responsibility is to audit the accounts 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 accounts 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 accounts.

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 accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, 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 accounts 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 accounts.

Opinion

In our opinion

* the accounts 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 30 June 2007 and of the its profit for the period then ended,

* the accounts have been properly prepared in accordance with the Companies Act 1985, and

* the information given in the Directors' Report is consistent with the accounts

H W Fisher & Company

Chartered Accountants Registered Auditor Acre House 11-15 William Road London

NW1 3ER

Dated 29/2/08

PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDED 30 JUNE 2007

		Period	Period
		ended	ended
		30 June 2007	31 December 2006
	Notes	£	£
Turnover	2	67,800	
Cost of sales		(12,033)	
Gross profit		55,767	•
Administrative expenses		(119,413)	
Operating loss	3	(63,646)	-
Other income	6	73,000	
Profit on ordinary activities before taxation		9,354	-
Tax on profit on ordinary activities	7	-	
Profit on ordinary activities after taxa	tion	9,354	-
Accumulated loss brought forward		•	-
Retained profit carried forward		9,354	-

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 30 JUNE 2007

			2007		2006
	Notes	£	£	£	£
Fixed assets					
Tangible assets	8		1,979		-
Current assets					
Debtors	9	226,100		13,500	
Cash at bank and in hand		27,793			
		253,893		13,500	
Creditors amounts falling due within one					
year	10	(245,518)		(12,500)	
Net current assets			8,375		1,000
Total assets less current liabilities			10,354		1,000
					.
Capital and reserves					
Called up share capital	11		1,000		1,000
Profit and loss account			9,354		
Shareholders' funds - all equity interests	12		10,354		1,000

The accounts were approved by the Board on 28 02 08

P Frohlich Director

NOTES TO THE ACCOUNTS FOR THE PERIOD ENDED 30 JUNE 2007

1 Accounting policies

11 Basis of preparation

The accounts have been prepared under the historical cost convention

The company has taken advantage of the exemption in Financial Reporting Standard No 1 from the requirement to produce a cash flow statement on the grounds that it is a subsidiary undertaking where 90 percent or more of the voting rights are controlled within the group

12 Turnover

Consultancy and management revenues represent amounts invoiced by the Company and are recognised on the satisfactory completion of a project or phase of a project

13 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided on all tangible fixed assets at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows

Fixtures, fittings & equipment

25% straight line

2 Turnover

The total turnover of the company for the period has been derived from its principal activity wholly undertaken in the United Kingdom

3	Operating loss	2007	2006
	•	£	£
	Operating loss is stated after charging		
	Depreciation of owned tangible fixed assets	283	-
	Auditors' remuneration	2,000	-
	Remuneration of auditors for non-audit work	3,000	-
			
4	Directors' emoluments	2007	2006
		£	£
	Aggregate emoluments	62,500	-
			

NOTES TO THE ACCOUNTS FOR THE PERIOD ENDED 30 JUNE 2007

5	Employees			
	Number of employees The average monthly number of employees during the period was			
	The average monthly number of employees during the period was		2007 Number	2006 Number
	Administration		2	-
	Employment costs		£	£
	Wages and salaries		76,875	- -
	Social security costs		9,237	
			86,112	-
6	Other income		2007 £	2006 £
	Interest receivable Other income		20 72,980	-
			73,000	•
7	Tax on profit on ordinary activities	2007 £		2006 £
	Current tax charge	-		-
	Factors affecting the tax charge for the period Profit on ordinary activities before taxation	9,354		<u>-</u>
	Profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 30 00% (2006 0 00%)	2,806		-
	Effects of Capital allowances for period in excess of depreciation Group relief	(165) (2,641)		-
	Current tax charge	-		<u> </u>

NOTES TO THE ACCOUNTS FOR THE PERIOD ENDED 30 JUNE 2007

8	Tangible fixed assets		
			Fixtures, fittings &
			equipment
	Cost		£
	At 1 January 2007		
	Additions		2,262
	Additions		
	At 30 June 2007		2,262
	Depreciation		•
	At 1 January 2007		-
	Charge for the period		283
	At 30 June 2007		283
	Net book value		
	At 30 June 2007		1,979
9	Debtors	2007 £	2006 £
		4.	*
	Trade debtors	47,000	-
	Amounts owed by group undertakings	60,057	1,000
	Amounts owed by undertakings in which the company has a participating interest	42,094	-
	Other debtors	76,949	12,500
		226,100	13,500
10	Creditors amounts falling due within one year	2007	2006
	•	£	£
	Trade creditors	24,459	-
	Amounts owed to group undertakings	181,603	12,500
	Taxes and social security costs	4,156	-
	Accruals and deferred income	35,300	-
		245,518	12,500

NOTES TO THE ACCOUNTS FOR THE PERIOD ENDED 30 JUNE 2007

11	Share capital	2007 £	2006 £
	Authorised	4	~
	1,000 Ordinary shares of £1 each	1,000	1,000
	Allotted, called up and fully paid		
	1,000 Ordinary shares of £1 each	1,000	1,000
			
12	Reconciliation of movements in shareholders' funds	£	£
	Profit for the financial period	9,354	_
	New share capital subscribed	-	1,000
	Net addition to shareholders' funds	9,354	1,000
	Opening shareholders' funds	1,000	-
	Closing shareholders' funds	10,354	1,000
13	Capital commitments	2007	2006
		£	£
	At 30 June 2007 the company had capital commitments as follows		
	Expenditure contracted for but not provided in the accounts	150,000	-

The commitment forms part of the ongoing investment in Bin Weevils Limited, an associated undertaking This amount was paid in full post period-end

14 Related party transactions

The company has taken advantage of the exemption conferred by Financial Reporting Standard No 8 from the requirement to disclose details of transactions with group companies

The company paid K Woolley £25,000 (2006 £nil) in fees for consultancy work carried out before he was appointed as a director

15 Parent undertaking

The immediate and ultimate parent undertaking is Creative Entertainment Group Plc

16 Controlling parties

The directors do not believe there to be an ultimate controlling party