

INGENIOUS BROADCASTING 33 PLC

ANNUAL REPORT AND FINANCIAL STATEMENTS

YEAR ENDED 5 APRIL 2010



Company Registration Number
6027616 (England and Wales)

ANNUAL REPORT AND FINANCIAL STATEMENTS 2010

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INGENIOUS BROADCASTING 33 PLC

THE COMPANY AND ITS ADVISERS

Directors	J L Boyton M T Bugden J H M Clayton N A Forster D M Reid S J Speight
Company Secretary	S J Cruickshank
Registered Office	15 Golden Square London W1F 9JG
Company Number	6027616 (England and Wales)
Auditors	Shipleys LLP Chartered Accountants 10 Orange Street Haymarket London WC2H 7DQ
Bankers	HSBC Private Bank (UK) Limited 78 St James's Street London SW1A 1JB
Registrars	SLC Registrars Thames House Portsmouth Road Esher KT10 9AD

DIRECTORS' REPORT

5 April 2010

The directors present their Annual Report and audited Financial Statements for the year ended 5 April 2010

PRINCIPAL ACTIVITY

Ingenious Broadcasting 33 plc ("the Company") is a member of Ingenious Broadcasting 2 LLP ("the Partnership"), a limited liability partnership formed to produce and exploit a high quality portfolio of television programmes with ongoing potential for commercial exploitation across all media

In assessing which programmes to produce, the Partnership endeavours to work with the most successful broadcasters and sales agents, and to work with, and engage the highest quality co-producers and production services companies and personnel to carry out its production activities. The Partnership also benefits from its relationship with the Ingenious Media Group in sourcing television projects, and intends to create a diverse portfolio of programmes with both domestic and international appeal

REVIEW OF THE BUSINESS

The Company made a loss after tax of £185,710 for the year ended 5 April 2010 (2009 profit after tax of £146)

The net assets of the Company at 5 April 2010 were £1,814,536 (2009 £246)

The directors have not recommended a dividend (2009 £nil)

The directors consider the Company's performance during the year to be satisfactory, and will continue to monitor the trading activities undertaken through the Partnership and the performance of the Partnership's operator

PRODUCTION ACTIVITIES

The Company has raised capital of £2.0 million to date of which £1.9 million has been deployed into the Partnership. The Partnership has engaged in £52.6 million (2009 £33.1 million) of television production expenditure for the year ended 5 April 2010. Each of these productions involved co-producing with leading independent television producers and several of the UK's key broadcasters ultimately acquired the programmes for their domestic broadcast upon delivery.

COMPLETED ACTIVITIES

During the year to 5 April 2010 the Partnership committed to co-produce twelve (2009 seven) programmes. Eleven (2009 four) programmes were completed during the year, and five (2009 four) were still in production at the year end.

Total budget commitments in relation to these programmes totalled £52.6 million (2009 £33.1 million) and distributors acting on behalf of the Partnership have pre-sold the rights to all of these programmes. The Partnership has engaged various distributors to sell the programmes internationally on its behalf and expects to generate further revenue in the forthcoming year.

INGENIOUS BROADCASTING 33 PLC

DIRECTORS' REPORT (continued)

5 April 2010

FUTURE PROSPECTS

The directors consider the financial position at the end of the year to be satisfactory and believe the Company is well placed to continue its business in the coming year

DIRECTORS

The directors who served throughout the year except as noted, were as follows

	Appointment date	Resignation date
J L Boyton	-	-
M T Bugden	1 June 2009	-
J H M Clayton	1 June 2009	-
N A Forster	-	-
P A McKenna	-	1 June 2009
D M Reid	-	-
S J Speight	1 June 2009	-

PAYMENT OF SUPPLIERS

The Company agrees payment terms as part of the commercial arrangements negotiated with suppliers. Payments are made on these terms provided the supplier meets its obligations.

The trade creditor days at 5 April 2010 were nil (2009 nil)

FINANCIAL RISK MANAGEMENT OBJECTIVES AND PROCEDURES

As the Company's key activity is investment in the Partnership, the directors have deemed it appropriate to consider the key risks to which the Partnership is exposed. Due to the nature of the Partnership's business and the assets and liabilities contained within its Balance Sheet, the key financial risk the directors consider relevant is credit risk. This risk is mitigated by the Partnership's credit control policies and greenlighting procedure. In assessing which programmes to produce, the Partnership endeavours to work with the most successful co-producers, distributors and broadcasters, and to work with and engage the highest quality personnel to carry out its production activities. The Partnership continues to monitor programmes' exploitation in international markets and anticipates further income from those sources.

DIRECTORS' REPORT (continued)

5 April 2010

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Annual Report and Financial Statements in accordance with applicable law and regulations

Company law requires the directors to prepare Financial Statements for each financial period. 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). Under company law the directors must not approve the Financial Statements unless they are 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 the Financial Statements, the directors are required to

- select suitable accounting policies and apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- state whether applicable United Kingdom Accounting Standards have been followed, 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 adequate accounting records that are sufficient to show and explain the Company's transactions and 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 2006. They are also responsible for the system of internal control, for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

AUDITORS

In so far as the directors are aware

- there is no relevant audit information of which the Company's auditors are unaware and,
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Shipleys LLP has indicated its willingness to remain in office and in accordance with s489 of the Companies Act 2006, a resolution proposing that they be reappointed will be put to the Annual General Meeting.

This report was approved and signed on behalf of the board of directors on 23.7.10 by



S J Cruickshank
Company Secretary
Registered office
15 Golden Square
London
W1F 9JG

INGENIOUS BROADCASTING 33 PLC

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF INGENIOUS BROADCASTING 33 PLC

We have audited the Financial Statements of Ingenious Broadcasting 33 plc for the year ended 5 April 2010 which comprise the Profit and Loss Account, the Balance Sheet, the Cash Flow Statement, the Notes to the Cash Flow Statement and the related notes 1 to 14. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the Company's members, as a body, in accordance with chapter 3 of part 16 of the Companies Act 2006. 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

As explained more fully in the Statement of Directors' Responsibilities, the directors are responsible for the preparation of the Financial Statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the Financial Statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS

An audit involves obtaining evidence about the amounts and disclosures in the Financial Statements sufficient to give reasonable assurance that the Financial Statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the Financial Statements.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF INGENIOUS BROADCASTING 33 PLC (continued)

OPINION ON FINANCIAL STATEMENTS

In our opinion the Financial Statements

- give a true and fair view of the state of the Company's affairs as at 5 April 2010 and of its loss for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been properly prepared in accordance with the Companies Act 2006

OPINION ON OTHER MATTERS PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion the information given in the Directors' Report for the financial year for which the Financial Statements are prepared is consistent with the Financial Statements

MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the Financial Statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit



Stephen Joberns (Senior Statutory Auditor)
for and on behalf of Shipleys LLP (Statutory Auditor)
10 Orange Street, Haymarket, London, WC2H 7DQ

Date 23/4/10

Company Registration Number 6027616 (England & Wales)

INGENIOUS BROADCASTING 33 PLC

PROFIT AND LOSS ACCOUNT

Year ended 5 April 2010

	NOTE	Year ended 5 April 2010 £	Period 1 April 2008 to 5 April 2009 £
Administrative expenses		(63,441)	-
OPERATING LOSS	2	(63,441)	-
Share of associated Partnership's result	3	(122,815)	(3)
Interest receivable and similar income	4	546	188
(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		(185,710)	185
Taxation on (loss)/profit on ordinary activities	5	-	(39)
(LOSS)/PROFIT FOR THE YEAR/PERIOD		(185,710)	146

All of the Company's activities relate to continuing operations

There are no recognised gains and losses other than those shown above and therefore no separate Statement of Total Recognised Gains and Losses has been presented

The notes on pages 11 to 16 form part of these Financial Statements

BALANCE SHEET

As at 5 April 2010

	NOTE	2010 £	2009 £
FIXED ASSETS			
Investments	3	1,777,282	97
CURRENT ASSETS			
Debtors	7	-	37,500
Cash at bank		38,628	12,688
		38,628	50,188
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	8	(1,374)	(39)
NET CURRENT ASSETS		37,254	50,149
TOTAL ASSETS LESS CURRENT LIABILITIES		1,814,536	50,246
CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR	9	-	(50,000)
NET ASSETS		1,814,536	246
CAPITAL AND RESERVES			
Called up equity share capital	10	2,000,100	100
Profit and loss account	11	(185,564)	146
SHAREHOLDERS' FUNDS	12	1,814,536	246

The notes on pages 11 to 16 form part of these Financial Statements

These Financial Statements were approved by the directors and authorised for issue on 23 7 10, and are signed on their behalf by



N A Forster
Director

INGENIOUS BROADCASTING 33 PLC

CASH FLOW STATEMENT

Year ended 5 April 2010

	NOTE	2010 £	2009 £
Cash outflow from operating activities	1	(62,106)	-
Returns on investment and servicing of finance	2	546	188
Acquisitions and disposals	3	(1,900,000)	-
Net cash (outflow)/inflow before management of liquid resources and financing		(1,961,560)	188
Financing	4	1,987,500	12,500
Increase in cash in the year/period	5	25,940	12,688

The notes on pages 11 to 16 form part of these Financial Statements

NOTES TO THE CASH FLOW STATEMENT

Year ended 5 April 2010

	2010 £	2009 £	
1. Reconciliation of operating loss to net cash outflow from operating activities			
Operating loss	(63,441)	-	
Increase in creditors	1,335	-	
Net cash outflow from operating activities	(62,106)	-	
2. Returns on investment and servicing of finance			
Interest received	546	188	
3. Acquisitions and disposals			
Investment in Partnership	(1,900,000)	-	
4. Financing			
Issue of equity share capital	2,000,000	-	
Redemption of non-equity shares	(50,000)	-	
Decrease in debtors	37,500	12,500	
Net cash inflow from financing activities	1,987,500	12,500	
5. Analysis of changes in net funds			
	At 6 Aprnl 2009 £	Cash flows £	At 5 Aprnl 2010 £
Cash at bank	12,688	25,940	38,628
		2010 £	2009 £
6. Reconciliation of net cash flow to movement in net funds			
Increase in cash in the year/period		25,940	12,688
Net funds at start of year/period		12,688	-
Net funds at end of year/period		38,628	12,688

The notes on pages 11 to 16 form part of these Financial Statements

NOTES TO THE FINANCIAL STATEMENTS

5 April 2010

1. PRINCIPAL ACCOUNTING POLICIES

Basis of accounting

The Financial Statements have been prepared under the historical cost convention

Compliance with accounting standards

The Financial Statements have been prepared in accordance with applicable United Kingdom Accounting Standards. The significant accounting policies adopted are summarised below. These policies have been consistently applied in the current year and prior period.

Investment in associated Partnership

The investment in the associated Partnership is accounted for using the equity method. The Profit and Loss Account includes the Company's share of the Partnership's profits less losses while the Company's share of the net assets of the Partnership is shown in the Balance Sheet.

Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred taxation is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

Foreign currency

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences are taken into account in arriving at the operating loss.

Financial instruments

The Company's principal financial instruments are its bank balance, receivables and redeemable preference shares. The main purpose of the bank balance and receivables are to provide funding for the Company's operations and to ensure the Company can meet its liabilities as they fall due.

Due to the nature of the financial instruments used by the Company, there is no exposure to price risk. Credit risk of receivables is closely monitored.

Redeemable preference shares are redeemed in the event that sufficient new ordinary shares are issued in accordance with the offer set out in the prospectus issued by the Company (see note 10) and the redeemable preference shares are fully paid up. The redeemable preference shares have therefore been classified as long term liabilities of the Company.

The Company makes use of money market facilities when appropriate.

NOTES TO THE FINANCIAL STATEMENTS (continued)

5 April 2010

2. Operating loss

The operating loss is stated after charging	Year ended 5 April 2010 £	Period 1 April 2008 to 5 April 2009 £
Auditors' remuneration for audit services	1,335	-

During the prior period auditors' remuneration costs were borne by Ingenious Media Investments Limited, a company in the Ingenious Media Holdings plc group

3. Investments

	Year ended 5 April 2010 £	Period 1 April 2008 to 5 April 2009 £
Cost / share of net assets		
Balance brought forward	97	100
Movement during the year/period		
Capital paid	1,900,000	-
Share of Partnership's result	(122,815)	(3)
Balance carried forward	1,777,282	97

The investment represents the interest in the Partnership. At the year end, the Company had a 1.3% (2009 0.0%) interest in the capital of the Partnership and an entitlement to an allocation of profits and losses based on its respective weighted member's share. The Partnership was formed under the Limited Liability Partnerships Act 2000 to develop, produce and exploit a high quality portfolio of television programmes. Its place of business and head office address is 15 Golden Square, London, W1F 9JG, United Kingdom. The Partnership made a net loss of £184,278 (2009 net loss of £249,159) during the year to 5 April 2010.

The directors do not consider there to have been any indication of a permanent diminution in the carrying value of the investment, it is therefore carried at cost plus any share of profits or losses.

4. Interest receivable and similar income

	Year ended 5 April 2010 £	Period 1 April 2008 to 5 April 2009 £
Bank interest	546	188

INGENIOUS BROADCASTING 33 PLC

NOTES TO THE FINANCIAL STATEMENTS (continued)

5 April 2010

5. Taxation

The tax charge on the (loss)/profit on ordinary activities for the year/period was as follows	Year ended 5 April 2010 £	Period 1 April 2008 to 5 April 2009 £
Current tax charge for the year/period	-	39
Total tax charge	-	39

Factors affecting the tax charge for the year/period	Year ended 5 April 2010 £	Period 1 April 2008 to 5 April 2009 £
(Loss)/profit on ordinary activities before taxation	(185,710)	185
(Loss)/profit on ordinary activities for the year/period multiplied by the standard rate of corporation tax of 21% (2009 21%)	(38,999)	39
Effects of		
Expenses not deductible for tax purposes	12,600	-
Adjustment to allocation from Partnership	18,688	-
Tax losses not utilised	7,711	-
Current tax charge for the year/period	-	39

A potential deferred tax asset of £7,711 (2009 £nil) in respect of tax losses carried forward has not been recognised due to uncertainty over the availability of taxable profits in future chargeable accounting periods

6. Directors and employees

The Company did not have any employees during the current year or the prior period. The directors did not receive any remuneration for their services during either the current year or prior period.

7. Debtors

	2010 £	2009 £
Amounts due from shareholders	-	37,500

NOTES TO THE FINANCIAL STATEMENTS (continued)

5 April 2010

8. Creditors: Amounts falling due within one year

	2010 £	2009 £
Accruals	1,335	-
Corporation tax	39	39
	1,374	39

9. Creditors: Amounts falling due after more than one year

	2010 £	2009 £
Other creditors	-	50,000
Shares classified as financial liabilities (see note 10)	-	50,000
	-	50,000

10. Share capital

	Allotted			
	2010		2009	
	£	No.	£	No.
Ordinary shares of £1 each issued at par	2,000,100	2,000,100	100	100
Redeemable preference shares of £1 each	-	-	50,000	50,000
	Called up and fully paid			
	2010		2009	
	£	No.	£	No.
Ordinary shares of £1 each issued at par	2,000,100	2,000,100	100	100
Redeemable preference shares of £1 each	-	-	12,500	50,000

2,000,000 new ordinary shares were allotted during the year, pursuant to an offer for subscription of up to 2,000,000 ordinary shares of £1 each, at an issue price of £1 per new ordinary share as set out in a prospectus dated 18 July 2008 (as amended on 31 October 2008). The subscriber shares deemed to be allotted upon incorporation were issued at nominal value.

On 12 March 2008, the Company issued and allotted 50,000 non-voting cumulative redeemable preference shares of £1 each to Ingenious Media Investments Limited (paid up as at one quarter of their nominal value). On 3 March 2010, these redeemable preference shares were fully paid up and on 4 March 2010, they were redeemed at par by the Company. Pursuant to article 2(c)(iv) of the Articles, each redeemable preference share has since been redesignated as an ordinary share of £1 in the authorised but unissued share capital of the Company.

The redeemable preference shares have been classified as financial liabilities and do not form part of equity.

INGENIOUS BROADCASTING 33 PLC

NOTES TO THE FINANCIAL STATEMENTS (continued)

5 April 2010

11. Statement of movements on Profit and Loss Account

	2010 £	2009 £
Balance brought forward	146	-
(Loss)/profit for the year/period	(185,710)	146
Balance carried forward	(185,564)	146

12. Reconciliation of movements in shareholders' funds

(i) Equity shareholders' funds	2010 £	2009 £
(Loss)/profit for the year/period	(185,710)	146
Equity share capital issued for cash	2,000,000	-
Net movement in equity shareholders' funds	1,814,290	146
Opening equity shareholders' funds	246	100
Closing equity shareholders' funds	1,814,536	246
 (ii) Non-equity shareholders' funds	 2010 £	 2009 £
Redemption of non-equity share capital	(50,000)	-
Net movement in non-equity shareholders' funds	(50,000)	-
Opening non-equity shareholders' funds	50,000	50,000
Closing non-equity shareholders' funds	-	50,000

NOTES TO THE FINANCIAL STATEMENTS (continued)

5 April 2010

13. Related party transactions

The directors of the Company were also directors of Ingenious Media Investments Limited during all or part of the year ended 5 April 2010. Ingenious Media Investments Limited administers the Company under a placing and administration agreement.

Ingenious Media Investments Limited received fees of £61,767 (2009: £nil) from the Company for administrative and placing services provided. As at the year end the outstanding balance was £nil (2009: £nil).

On 12 March 2008, the Company allotted 50,000 redeemable preference shares of £1 each to Ingenious Media Investments Limited. On 3 March 2010, these redeemable preference shares were fully paid up and on 4 March 2010, they were redeemed at par by the Company (see note 10).

J L Boyton and D M Reid, directors of the Company, are members of the Executive Committee of the Partnership. The Executive Committee has discretion to approve any television programmes proposed for production by Ingenious Media Investments Limited, which is the operator of the Partnership.

At the year end, the Company had a 1.3% (2009: 0.0%) interest in the capital of the Partnership and an entitlement to an allocation of profits and losses based on its respective weighted member's share (see note 3). As at 5 April 2010, the Company was allocated a loss of £122,815 (2009: £3) from the Partnership.

14. Controlling party

During the year ended 5 April 2010 there was no direct or ultimate controlling party.