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Hammersmith Enterprises Limited

(Registered Number FC019674)

**Annual Report and Financial Statements
For The Year Ended 3 October 2009**



Hammersmith Enterprises Limited

Annual Report and Financial Statement For The Year Ended 3 October 2009

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Hammersmith Enterprises Limited

Directors' Report for the Year Ended 3 October 2009

The directors present their report and audited financial statements of Hammersmith Enterprises Limited ('the Company') for the 53 weeks to 3 October 2009. The directors' report has been prepared in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Principal activities, business review and future developments

The Company is a wholly-owned subsidiary undertaking of The Walt Disney Company, incorporated in the United States of America, and its principal activity is as a holding company for its subsidiaries in the United Kingdom. The Directors consider the results for the year and the financial condition of the Company at the end of the year to be satisfactory. The Directors expect the Company will continue in this capacity.

Results and dividends

The results for the Company show a profit of £88,016 (2008: £nil) for the year and revenues of £nil (2008: £nil). Dividends totalling £88,000,000 were paid during the year (2008: £nil).

Directors

The directors who held office during the year and up to the date of approval of the accounts are as follows:

N Cook	
C Rose	(resigned 31 August 2009)
P Wiley	(appointed 31 August 2009)

There was no qualifying third party indemnity provision in force, for the benefit of any of the directors, at any time during the financial year.

Statement of directors' responsibilities

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

The directors have elected to prepare the financial statements in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice). The financial statements are required 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 those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently,
- make judgements 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
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business, in which case there should be supporting assumptions or qualifications as necessary.

The directors confirm that they have complied with the above requirements in preparing the financial statements.

The directors are responsible for keeping proper accounting records that disclose with reasonable

Hammersmith Enterprises Limited

Directors' Report for the Year Ended 3 October 2009 (continued)

accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) 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

The directors are responsible for the maintenance and integrity of the company's website Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions

Provision of information to auditors

So far as each director is aware, there is no relevant audit information of which the Company's auditors are unaware Each director has taken all steps that he ought to have taken in his duty as a director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information

On behalf of the Board 10 February 2011



N Cook
Director

Registered Office
Maples & Calder Attorn -At-Law
PO Box 309 Ugland House
George Town
Grand Cayman Islands

Hammersmith Enterprises Limited

Independent Auditors' Report to the Directors of Hammersmith Enterprises Limited

We have audited the non-statutory financial statements of Hammersmith Enterprises Limited (the "Company") for the year ended 3 October 2009 which comprise the Profit and Loss Account, the Balance Sheet, Accounting Policies and the related notes. The financial reporting framework that has been applied in the preparation of these non-statutory financial statements is United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

These non-statutory financial statements were prepared solely for the purposes of management of the Company's affairs and are not the Company's statutory financial statements.

We have not audited the comparative information for the year ended 27 September 2008.

Respective responsibilities of the directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 2, the directors are responsible for the preparation of the non-statutory financial statements in accordance with United Kingdom Generally Accepted Accounting Practice and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the non-statutory 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 Ethical Standards for Auditors.

This report, including the opinion, has been prepared for and only for the directors for management purposes in accordance with our engagement letter dated 10 February 2011 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come including without limitation under any contractual obligations of the company, save where expressly agreed by our prior consent in writing.

Scope of the audit of the non-statutory financial statements

An audit involves obtaining evidence about the amounts and disclosures in the non-statutory financial statements sufficient to give reasonable assurance that the non-statutory 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 non-statutory financial statements.

Hammersmith Enterprises Limited

Independent Auditors' Report to the Directors of Hammersmith Enterprises Limited

Opinion on non-statutory financial statements

In our opinion the non-statutory financial statements

- give a true and fair view of the state of the Company's affairs as at 3 October 2009 and of its profit for the year then ended, and
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice



PricewaterhouseCoopers LLP
Chartered Accountants
London
10 February 2011

Hammersmith Enterprises Limited

Profit and Loss Account for the Year Ended 3 October 2009

	Note	Year Ended 3 October 2009 £'000	Year Ended 27 September 2008 £'000
Operating profit		22	-
Dividends received	4	88,000	-
Profit on ordinary activities before taxation		88,022	-
Tax on profit on ordinary activities	5	(6)	-
Profit for the financial year		88,016	-

There were no other gains and losses for the year and the prior year, other than those reported in the profit and loss account and consequently no statement of total recognised gains and losses has been presented

There are no material differences between the profit on ordinary activities as reported above and its historical cost equivalents

The results shown above are derived from continuing operations

The notes on pages 8 to 13 form part of these accounts

Hammersmith Enterprises Limited

Balance Sheet as at 3 October 2009 (Registered Number FC019674)

	Note	3 October 2009 £'000	27 September 2008 £'000 (represented)
Fixed assets			
Investments	7	1,299,570	160,179
Current assets			
Debtors	8	15,098	15,098
Cash at bank and in hand		22	-
		15,120	15,098
Creditors amounts falling due within one year	9	(6)	-
Net Current Assets		15,114	15,098
Total assets less current liabilities		1,314,684	175,277
Net assets		1,314,684	175,277
Equity capital and reserves			
Called up share capital	10	68	67
Share premium account	11	1,314,600	175,210
Profit and loss account	11	16	-
Total equity shareholder's funds	12	1,314,684	175,277

There has been a reclassification between creditors falling due within one year in the prior year comparative figures

The financial statements on pages 6 to 13 were approved by the Board of Directors on 10 February 2011 and were signed on its behalf by



N Cook
Director
10 February 2011

The notes on pages 8 to 13 form part of these accounts

Hammersmith Enterprises Limited

Notes to the Financial Statements for the Year Ended 3 October 2009

1 Accounting policies

These financial statements are prepared on the going concern basis, under the historical cost convention, and in accordance with applicable accounting standards in the United Kingdom, on a basis consistent with the prior period. The principal accounting policies are set out below.

a) Accounting reference date

The Company has taken advantage to end the accounting period on the closest Saturday to 30 September each year. An accounting reference date of 3 October 2009 has been adopted for the current year.

The financial year represents the 53 weeks ended Saturday 3 October 2009 (prior year the 52 weeks ended 27 September 2008).

b) Foreign currencies

Monetary assets and liabilities in foreign currencies are expressed in sterling at the appropriate rates ruling at the balance sheet date. All foreign exchange gains and losses are taken to the profit and loss account.

c) Cash flow statement

The Company is a wholly owned subsidiary of Wedco Participations (Luxembourg) SCA, whose ultimate parent is The Walt Disney Company, incorporated in the United States of America, and is included in its consolidated financial statements, which are publicly available. Consequently, the Company has taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard 1 (Revised 1996).

d) Investments and Investment Income

Investments are stated at fair value. Provision is made where in the opinion of the directors there has been a permanent diminution in value. Income from investment is included only to the extent of dividends received.

e) Employees

The company does not have any employees (2008: nil).

2 Operating profit

Auditors' remuneration is borne by a subsidiary company, The Walt Disney Company Limited for the year ended 3 October 2009.

3 Directors' emoluments

During the year, amounts paid to directors in respect of their qualifying services to the Company were £nil (2008: nil). Retirement benefits are accruing for two directors (2008: two), including the highest paid director under the defined contribution scheme. Two directors (2008: two) received share options under long term incentive schemes and exercised share options in the ultimate parent company for the year.

Hammersmith Enterprises Limited
Notes to the Financial Statements for the Year Ended 3 October 2009
(continued)

4 Income from shares in group undertakings

	Year ended 3 October 2009 £'000	Year ended 27 September 2008 £'000
Dividends received from group undertakings	88,000	-

On 17 March 2009 the Company received a £22m dividend from Walt Disney International Limited by way of a distribution in specie. This distribution in specie comprised of a transfer of the entire issued share capital of DCL Finance (UK) Limited, which had been recorded in the Company's books at a value of £22m.

On 17 September 2009 the Company received a cash dividend of £66m from Walt Disney International Limited.

5 Tax on profit on ordinary activities

The charge for taxation is based upon the taxable profit for the year and comprises

	3 October 2009 £'000	27 September 2008 £'000
Current tax:		
UK corporation tax at 28% (2008: 29%)	6	-
Total current tax	6	-

The tax assessed for the period is lower (2008: equal to) than the standard rate of corporation tax in the UK (2009: 28%, 2008: 29%). The differences are explained below.

	3 October 2009 £'000	27 September 2008 £'000
Profit on ordinary activities before taxation	88,022	-
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 28% (2008: 29%)	24,646	-
Effects of Dividends received	(24,640)	-
Current tax charge for period	6	-

Hammersmith Enterprises Limited
Notes to the Financial Statements for the Year Ended 3 October 2009
(continued)

6 Dividends

	Year ended 3 October 2009 £'000	Year ended 27 September 2008 £'000
Dividends paid	88,000	-

On 19 March 2009, the Company paid an Interim Dividend to American Broadcasting Companies Inc of £22,000,000. This was satisfied by way of a distribution in specie, which comprised the transfer of the entire issued share capital of DCL Finance (UK) Limited. The dividend was declared against the 7,500 preference 'B' shares and the 7,000 outstanding Class 'E' shares of the company, divided between such share classes pro rata or other such proportions as the shareholder may request.

On 17 September 2009 the Company paid a cash dividend of £66,000,000 to Wedco Participations (Luxembourg) SCA. The dividend was declared against the 7,500 preference 'B' shares and the 7,000 outstanding Class 'E' shares of the company, divided between such share classes pro rata or other such proportions as the shareholder may request.

7 Investments

	Shares in group undertakings £'000
Cost	
At 28 September 2008	160,179
Additions for the year	1,139,391
Net book amount	
At 3 October 2009	1,299,570
At 27 September 2008	160,179

The directors believe that the carrying value of the investments is supported by their underlying net assets.

At 27 September 2008, the company's sole investment was 160,179,113 ordinary 'A' redeemable shares in Walt Disney International Limited, a television holding company registered in England, the shares of which are not listed on the London Stock Exchange.

On 14 August 2009, Wedco Participations (Luxembourg) SCA transferred 1,101 ordinary shares of £1 each in Walt Disney International Limited, to the company, in return for 1,000 ordinary shares of £1 each in the issued share capital of Hammersmith Enterprises Limited. The investment in Walt Disney International Limited has been recorded at fair value of £1,299,570,000.

Hammersmith Enterprises Limited
Notes to the Financial Statements for the Year Ended 3 October 2009
(continued)

8 Debtors

	3 October 2009 £'000	27 September 2008 £'000
Amounts owed by fellow subsidiary undertaking	15,098	15,098
Total	15,098	15,098

Amounts owed by group undertakings are interest free, repayable on demand and unsecured

9 Creditors: Amounts falling due within one year

	3 October 2009 £'000	27 September 2008 (represented) £'000
Amounts owed by fellow subsidiary undertaking	6	-
Total	6	-

Amounts owed by group undertakings are interest free, repayable on demand and unsecured

The prior year balance has been adjusted to reclassify £12,379,000 to share premium included within creditors due within one year, in the prior year financial statements

10 Called up share capital

	3 October 2009 £	27 September 2008 £
Authorised and allotted		
19,000 Ordinary shares of £1 each (2008 18,000)	19,000	18,000
20,000 preference 'A' shares of £1 each	20,000	20,000
7,500 preference 'B' shares of £1 each	7,500	7,500
6,000 preference 'C' shares of £1 each	6,000	6,000
15,000 preference 'E' shares of £1 each	15,000	15,000
Allotted and fully paid 1 Ordinary Share of £1 each	67,500	66,500

On 14 August 2009, Wedco Participations (Luxembourg) SCA transferred 1,101 ordinary shares of £1 each in Walt Disney International Limited, to the company, in return for 1,000 ordinary shares of £1 each in the issued share capital of Hammersmith Enterprises Limited. The investment in Walt Disney International Limited has been recorded at fair value of £1,299,570,000

Hammersmith Enterprises Limited
Notes to the Financial Statements for the Year Ended 3 October 2009
(continued)

11 Reserves

	Share Premium Account (represented)	Profit and Loss Account
	£'000	£'000
At 27 September 2008	175,210	-
Profit for the financial year	-	88,016
Dividends paid		(88,000)
Premium on shares issued	1,139,390	-
At 3 October 2009	1,314,600	16

The prior year balance has been adjusted to reclassify £12,379,000 to share premium included within creditors due within one year, in the prior year financial statements

12 Reconciliation of movements in shareholder's funds

	3 October 2009 £'000	27 September 2008 £'000
Profit for the financial year	88,016	
Dividends paid	(88,000)	-
Net proceeds on the issue of ordinary share capital	1,139,391	-
Net increase in shareholder's funds	1,139,407	-
Shareholder's funds as at 27 September 2008	175,277	175,277
Shareholder's funds as at 3 October 2009	1,314,684	175,277

13 Ultimate parent undertaking

Ultimate parent

Hammersmith Enterprises Limited is a wholly owned subsidiary of Wedco Participations (Luxembourg) SCA, whose ultimate parent is The Walt Disney Company incorporated in the United States of America. The controlling and ultimate controlling party is The Walt Disney Company incorporated in the United States of America.

Hammersmith Enterprises Limited
Notes to the Financial Statements for the Year Ended 3 October 2009
(continued)
Parent undertaking

The largest and smallest group for which consolidated accounts are prepared and of which the Company is a member is as follows

Name	The Walt Disney Company
Country of Incorporation	United States of America
Address from where copies of the group accounts can be obtained	500 South Buena Vista St Burbank, California 91521-9722 USA

14 Related party transactions

The Company is a wholly owned subsidiary of Wedco Participations (Luxembourg) SCA whose ultimate parent is The Walt Disney Company and utilises the exemption contained in FRS 8, Related Party Disclosures, not to disclose any transactions with entities that are included in the consolidated financial statements of The Walt Disney Company. The address at which the consolidated financial statements of the ultimate parent company are publicly available is included in note 13.