

MUSIC FOR PLEASURE LIMITED

DIRECTORS' REPORT

The Directors present their report and the accounts for the year ended 31 March 1996.

Results and Dividends

The Company did not trade during the year and made neither a profit nor a loss. The Directors do not recommend payment of a dividend. There are no plans for the Company to commence trading within the foreseeable future.

Directors and their Interests

The Directors throughout the year and subsequently were as follows:

I L Emberey	(resigned 18.07.95)
I Hanson	(appointed 07.08.95)
G J Hopkins	(resigned 07.08.95)
J A King	
W MacMillan	(appointed 28.09.95)

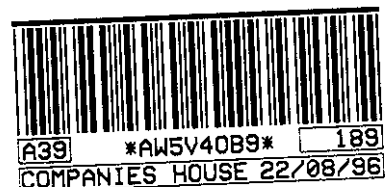
No Director had any interest in the shares of the Company at any time during the year.

The interests of the Directors in the share capital of THORN EMI plc, the ultimate parent undertaking, at the year end were as follows:

	<u>Ordinary Shares</u>			<u>Options*</u>		
	1/4/95#	31/3/96	1/4/95	Granted During the Year	Exercised	31/3/96
I Hanson	974	1,683	2,164	-	-	2,164
J A King	-	-	7,298	6,800	-	14,098
W MacMillan	-	-	525	1,241	-	1,766

* Options over Ordinary Shares are granted under Savings-Related and Executive Share Option Schemes

or at subsequent date of appointment (see above)



Directors Report Continued


Directors' and Officers' Liability Insurance

The ultimate parent undertaking, THORN EMI plc, has maintained insurance to cover Directors' and Officers' liability as permitted by Section 310(3) of the Companies Act 1985.

Auditors

In accordance with Section 388(A) of the Companies Act 1985 the Company is exempt from the obligation to appoint auditors.

By Order of the Board.



I Hanson
Secretary

Date:

15/8/76

Registered Office
EMI House
43 Brook Green
London
W6 7EF

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS

Company law requires the Directors to prepare accounts 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 accounts, 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 accounting standards have been followed, subject to any material departures disclosed and explained in the accounts; and
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors confirm that the accounts comply with the above requirements.

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and 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.

• MUSIC FOR PLEASURE LIMITED

BALANCE SHEET - 31 MARCH 1996

	Note	1996 £	1995 £
CURRENT ASSETS: DEBTORS AMOUNTS FALLING DUE WITHIN ONE YEAR			
Amount due from parent undertaking		100,051	100,051
		<hr/>	<hr/>
CAPITAL AND RESERVES			
Called up share capital	2	100,051	100,051
		<hr/>	<hr/>

The Company was dormant (within the meaning of Section 250 of the Companies Act 1985), throughout the year ended 31 March 1996.

John Harrison
Director

Director(s)

• MUSIC FOR PLEASURE LIMITED

NOTES TO THE ACCOUNTS

1. BASIS OF ACCOUNTING

The accounts are prepared under the historical cost convention and in accordance with applicable accounting standards.

2. SHARE CAPITAL

	1996	1995
	£	£
Authorised		
99 ordinary shares of £1 each	99	99
100,001 non-cumulative 0.7% preference shares of £1 each	100,001	100,001
Allotted, called up and fully paid		
50 ordinary shares of £1 each	50	50
100,001 non-cumulative 0.7% preference shares of £1 each	100,001	100,001

The dividend due on the 0.7% (0.525% plus tax credit) non-cumulative preference shares has been waived.

Rights of non-equity shares

- i) Preference shareholders are entitled, in priority to ordinary shareholders, to a fixed cumulative preferential dividend at a rate of 0.7% per annum per share, payable half yearly on 30 June and 31 December.
- ii) On a return of capital on a winding up, or otherwise, the preference shares will carry the right in priority to ordinary shareholders to repayment of:
 - a) capital paid up;
 - b) a sum equal to any arrears or accruals of dividends;
 - c) a premium in respect of each preference share being a sum equal to the average premium above par on each preference share after deducting an amount equal to any arrears or accruals of dividends less an amount equal to standard rate income tax on such.
- iii) Preference shares carry the right to attend and vote on a show of hands and on a poll, in which instance the preference shareholder shall have one vote for every preference share held, at a general meeting of the Company only if, at the date of the notice convening the meeting:-
 - a) the dividend on the preference shares is at least six months in arrears; or
 - b) if a resolution is to be considered at the meeting for:
 - 1) winding up the company; or
 - 2) varying or abrogating the special rights attached to the preference shares.

MUSIC FOR PLEASURE LIMITED

NOTES TO THE ACCOUNTS

3. DIRECTORS' EMOLUMENTS

No Director received any remuneration during the year in respect of his/her services to the Company.

4. PARENT UNDERTAKING

The parent undertaking of the group of undertakings for which group accounts are drawn up and of which the company is a member is THORN EMI plc, which is the ultimate parent undertaking registered in England and Wales. Copies of THORN EMI plc's accounts can be obtained from THORN EMI plc, 4 Tenterden Street, Hanover Square, London W1A 2AY, England.