REGISTERED NUMBER 01600521 (England and Wales)

REPORT OF THE DIRECTORS AND

FINANCIAL STATEMENTS FOR THE PERIOD 1 MAY 2011 TO 28 APRIL 2012

FOR

MEAN FIDDLER HOLDINGS LIMITED

MEAN FIDDLER HOLDINGS LIMITED (Registered number 01600521)

CONTENTS OF THE FINANCIAL STATEMENTS
for the period 1 May 2011 to 28 April 2012

MEAN FIDDLER HOLDINGS LIMITED

COMPANY INFORMATION
for the period 1 May 2011 to 28 April 2012

DIRECTORS	D James T Moore
SECRETARY	E Marriner
REGISTERED OFFICE	59 - 65 Worship Street London EC2A 2DU
REGISTERED NUMBER	01600521 (England and Wales)
AUDITORS	BDO LLP 55 Baker Street London, United Kingdom W1U 7EU
BANKERS	Lloyds Banking Group plc 25 Gresham Street London EC2V 7HN

REPORT OF THE DIRECTORS
for the period 1 May 2011 to 28 April 2012

The directors present their report with the financial statements of the company for the period 1 May 2011 to 28 April 2012 The comparative period is from 1 August 2010 to 30 April 2011 and therefore the amounts in the financial statements are not entirely comparable

PRINCIPAL ACTIVITY
The principal activity of the company in the period under review was that of the operation of live music venues and events

REVIEW OF BUSINESS
This year's operations comprise the production and promotion of live music and other music entertainment, through its venues Jazz Cafe, Borderline, Edinburgh Picture House, The Relentless Garage, HMV Institute in Birmingham and HMV Ritz in Manchester

During the period under review, the operating units have shown an improvement on previous years HMV Ritz in Manchester opened in September 2011 and has shown strong results since opening Total capital expenditure during the period was £1,345,262, the majority of this was spent on Manchester Ritz Management is continually reflecting the challenges of changing customer musical tastes and believe this will lead to further improvement in results in the next financial year

The key performance indicators on these venues are monthly gross margins, the number of events, spend per head and average attendance

DIVIDENDS
No dividends have been recognised for the period ended 28 April 2012 (2011 nil)

DIRECTORS
D James has held office during the whole of the period from 1 May 2011 to the date of this report

Other changes in directors holding office are as follows

T Moore was appointed as a director after 28 April 2012 but prior to the date of this report

S Fox ceased to be a director after 28 April 2012 but prior to the date of this report

FINANCIAL INSTRUMENTS
Details of the use of financial instruments by the company is contained in note 18 of the financial statements

STATEMENT OF DIRECTORS' RESPONSIBILITIES
The directors are responsible for preparing the Report of the Directors 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 the directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards as adopted by the European Union 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 these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- 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 disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006 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

MEAN FIDDLER HOLDINGS LIMITED (Registered number 01600521)

REPORT OF THE DIRECTORS
for the period 1 May 2011 to 28 April 2012

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS
So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken 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

D James - Director

Date 18 September 2012

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF
MEAN FIDDLER HOLDINGS LIMITED

We have audited the financial statements of Mean Fiddler Holdings Limited for the period ended 28 April 2012 which comprise the statement of comprehensive income, the statement of financial position, the statement of changes in equity, the statement of cash flows and the related notes The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union

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 a Report of the Auditors 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 set out on page two, 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 and express an opinion on 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
A description of the scope of an audit of financial statements is provided on the APB's website at www frc org uk/apb/scope/private cfm

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 28 April 2012 and of its profit for the period then ended,
- have been properly prepared in accordance with IFRSs as adopted by the European Union, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matter prescribed by the Companies Act 2006
In our opinion the information given in the Report of the Directors 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

BDO LLP

Matthew White (Senior Statutory Auditor)
for and on behalf of BDO LLP
55 Baker Street
London, United Kingdom
W1U 7EU

Date 18th September 2012

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127)

MEAN FIDDLER HOLDINGS LIMITED (Registered number 01600521)

STATEMENT OF COMPREHENSIVE INCOME
for the period 1 May 2011 to 28 April 2012

	Notes	Period 1 5 11 to 28 4 12 £	Period 1 8 10 to 30 4 11 £
CONTINUING OPERATIONS			
Revenue	2	9,985,912	7,098,218
Cost of sales		(5,202,208)	(3,816,912)
GROSS PROFIT		4,783,704	3,281,306
Administrative expenses		(4,281,637)	(3,815,292)
OPERATING PROFIT/(LOSS)		502,067	(533,986)
Finance costs	4	(21,146)	(7,444)
Finance income	4	-	30,337
PROFIT/(LOSS) BEFORE INCOME TAX	5	480,921	(511,093)
Income tax	6	(33,681)	252,068
PROFIT/(LOSS) FOR THE PERIOD		447,240	(259,025)
OTHER COMPREHENSIVE INCOME		-	-
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD		447,240	(259,025)

The notes form part of these financial statements

MEAN FIDDLER HOLDINGS LIMITED (Registered number 01600521)

STATEMENT OF FINANCIAL POSITION
28 April 2012

	Notes	2012 £	2011 £
ASSETS			
NON-CURRENT ASSETS			
Intangible assets	7	14,999	13,020
Property, plant and equipment	8	9,061,818	8,341,989
Property lease premiums	9	176,968	193,635
Deferred tax	20	218,387	252,068
		9,472,172	8,800,712
CURRENT ASSETS			
Inventories	10	169,020	87,952
Trade and other receivables	11	2,727,100	5,493,149
Cash and cash equivalents	12	118,112	65,539
		3,014,232	5,646,640
TOTAL ASSETS		12,486,404	14,447,352
EQUITY			
SHAREHOLDERS' EQUITY			
Called up share capital	13	133,297	133,297
Share premium	14	16,044,695	16,044,695
Profit and loss account	14	(10,002,915)	(10,450,155)
TOTAL EQUITY		6,175,077	5,727,837
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	15	3,150,843	6,671,284
Financial liabilities - borrowings			
Bank overdrafts	16	3,160,484	2,031,847
Interest bearing loans and borrowings	16	-	16,384
		6,311,327	8,719,515
TOTAL LIABILITIES		6,311,327	8,719,515
TOTAL EQUITY AND LIABILITIES		12,486,404	14,447,352

The financial statements were approved and authorised for issue by the Board of Directors on 18 September 2012 and were signed on its behalf by

D James - Director

The notes form part of these financial statements

MEAN FIDDLER HOLDINGS LIMITED (Registered number 01600521)

STATEMENT OF CHANGES IN EQUITY
for the period 1 May 2011 to 28 April 2012

	Called up share capital £	Profit and loss account £	Share premium £	Total equity £
Balance at 1 August 2010	133,297	(10,191,130)	16,044,695	5,986,862
Changes in equity				
Total comprehensive income	-	(259,025)	-	(259,025)
Balance at 30 April 2011	133,297	(10,450,155)	16,044,695	5,727,837
Changes in equity				
Total comprehensive income	-	447,240	-	447,240
Balance at 28 April 2012	133,297	(10,002,915)	16,044,695	6,175,077

The notes form part of these financial statements

MEAN FIDDLER HOLDINGS LIMITED (Registered number 01600521)

STATEMENT OF CASH FLOWS
for the period 1 May 2011 to 28 April 2012

		Period 1 5 11 to 28 4 12 £	Period 1 8 10 to 30 4 11 £
Cash flows from operating activities			
Cash generated from operations	1	310,042	(12,691,444)
Interest paid		(21,146)	(7,444)
Net cash from operating activities		288,896	(12,698,888)
Cash flows from investing activities			
Purchase of intangible fixed assets		(3,314)	(13,354)
Purchase of property,plant and equipment		(1,345,262)	(1,235,553)
Interest received		-	30,337
Net cash from investing activities		(1,348,576)	(1,218,570)
Cash flows from financing activities			
Capital repayments in year		(16,384)	(34,682)
Net cash from financing activities		(16,384)	(34,682)
Decrease in cash and cash equivalents		(1,076,064)	(13,952,140)
Cash and cash equivalents at beginning of period	2	(1,966,308)	11,985,832
Cash and cash equivalents at end of period	2	(3,042,372)	(1,966,308)

The notes form part of these financial statements

NOTES TO THE STATEMENT OF CASH FLOWS
for the period 1 May 2011 to 28 April 2012

1 RECONCILIATION OF PROFIT/(LOSS) BEFORE INCOME TAX TO CASH GENERATED FROM OPERATIONS

	Period 1 5 11 to 28 4 12 £	Period 1 8 10 to 30 4 11 £
Profit/(loss) before income tax	480,921	(511,093)
Depreciation charges	614,094	548,365
Loss on disposal of fixed assets	11,339	-
Movement of intercompany balances	(1,241,181)	1,956,526
Amortisation of property lease premiums	16,667	14,423
Amortisation charge	1,335	334
Finance costs	21,146	7,444
Finance income	-	(30,337)
	(95,679)	1,985,662
Increase in inventories	(81,068)	(22,742)
Decrease/(increase) in trade and other receivables	158,889	(520,512)
Increase/(decrease) in trade and other payables	327,900	(14,133,852)
Cash generated from operations	310,042	(12,691,444)

2 CASH AND CASH EQUIVALENTS

The amounts disclosed on the statement of cash flow in respect of cash and cash equivalents are in respect of these statement of financial position amounts

Period ended 28 April 2012

	28 4 12 £	1 5 11 £
Cash and cash equivalents	118,112	65,539
Bank overdrafts	(3,160,484)	(2,031,847)
	(3,042,372)	(1,966,308)

Period ended 30 April 2011

	30 4 11 £	1 8 10 £
Cash and cash equivalents	65,539	11,985,832
Bank overdrafts	(2,031,847)	-
	(1,966,308)	11,985,832

1 **ACCOUNTING POLICIES**

Basis of preparation
These financial statements have been prepared in accordance with International Financial Reporting Standards and IFRIC interpretations and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS The financial statements have been prepared under the historical cost convention

Going concern
The company is currently financed by means of support from Mean Fiddler Group Limited

Mean Fiddler Group Limited has indicated that it will continue to provide financial support to the company through use of the HMV Group plc group offset facility The HMV Group plc banking facilities have certain financial covenants Further details of the financial covenants and the principal risks and uncertainties monitored by the board of HMV Group plc can be found in the financial statements of HMV Group plc for the period ended 28 April 2012

As reported in the HMV Group plc's announcement of its financial results for the 52 weeks ended 28 April 2012 on 7 August 2012 the strategic review of the HMV Live, of which Mean Fiddler Holdings Limited is a member, is ongoing and the HMV Group plc is currently in preliminary discussions regarding potential options for its disposal

Any potential sale of the company by HMV Group plc may alter the course of the company outside the control of the directors Having given due consideration to this the directors believe there will be adequate resources for the company to continue in operational existence for the foreseeable future, based on its current circumstances, future trading plans, and the continued availability of the group offset facility, therefore these accounts are prepared on the going concern basis

Changes in accounting policies
a) New standards, interpretations and amendments effective from 1 May 2011
There have been no new standards, interpretations and amendments effective for the first time from 1 May 2011 that have had a material effect on the financial statements

b) New standards, interpretations and amendments not yet effective
None of the other new standards, interpretations and amendments which are effective for periods beginning after 1 May 2011 and which have not been adopted early, are expected to have a material effect on the company's future financial statements

Significant accounting policies
The accounting policies set out below have been applied consistently to all periods presented in these financial statements

Revenue recognition
Revenue represents amounts recognised by the company in respect of goods and services supplied, exclusive of Value Added Tax and trade discounts Revenue is recognised as the services are provided and the entitlement accrues

Intangible assets
Intangible assets are shown at cost less accumulated depreciation Amortisation is charged to the profit and loss account within administrative expenses on a straight line basis over the useful economic lives of the intangible asset, as follows

Patents, licences and trademarks - over 3 to 20 years

Property, plant and equipment
Items of property, plant and equipment are initially recorded at cost Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life

Freehold property	-	2% on cost
Short leasehold	-	over the term of the lease
Computer equipment	-	over 3 - 5 years
Fixtures & fittings	-	over 3 -10 years

Property lease premiums
Property lease premiums are initially recognised at fair value at acquisition and subsequently measured at amortised cost and are amortised over the term of the lease

1 **ACCOUNTING POLICIES - continued**

Financial instruments
The Company classifies financial instruments, or their component parts, on initial recognition as a financial asset, a financial liability or an equity instrument in accordance with the substance of the contractual arrangement

Financial instruments are recognised on the balance sheet at fair value when the Company becomes a party to the contractual provisions of the instrument

Financial assets
The Company classifies its financial assets into one of the categories discussed below, depending on the purpose for which the asset was acquired The Company has not classified any of its financial assets as held to maturity or available-for-sale

Fair value through profit or loss The Company does not have any assets held for trading nor does it voluntarily classify any financial assets as being at fair value through profit or loss

Loans and receivables These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market They arise principally through the provision of goods and services to customers (e g trade receivables), but also incorporate other types of contractual monetary asset They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment

Impairment provisions are recognised when there is objective evidence (such as significant financial difficulties on the part of the counterparty or default or significant delay in the payment) that the Company will be unable to collect all of the amounts due under the terms receivable, the amount of such a provision being the difference between the net carrying amount and the present value of the future expected cash flows associated with the impaired receivable

Inventories
Inventories are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items

Taxation
Current taxes are based on the results shown in the financial statements and are calculated according to local tax rules, using tax rates enacted or substantially enacted by the reporting date The charge for taxation is based on the profit or loss for the year and takes into account deferred tax

Deferred tax is the tax expected to be payable or recoverable on temporary differences between the carrying values of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit or loss

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised

Leases
Assets held under finance leases, which are leases where substantially all the risks and rewards of ownership of the asset have passed to the company, are capitalised in the statement of financial position and are depreciated over their useful lives

The capital elements of future obligations under leases and hire purchase contracts are included as liabilities in the statement of financial position The interest elements of the rental obligations are charged over the periods of the leases and hire purchase contracts and represent a constant proportion of the balance of capital repayments outstanding

Operating lease rentals are charged to the profit and loss account on a straight line over the period of the lease

Provisions
Provisions are recognised when there is a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated Provisions are recognised based on the Directors' best estimate at the balance sheet date Provisions have not been discounted as the effect is not material

1 **ACCOUNTING POLICIES - continued**

Accounting policy estimates
The estimates and judgements that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are as follows

Critical judgements in applying the Company's accounting policies
Useful lives of intangible assets and property, plant and equipment - Intangible assets and property, plant and equipment are amortised or depreciated over their useful lives Useful lives are based on the management's estimates of the period that the assets will generate revenue, which are periodically reviewed for continued appropriateness Changes to estimates can result in significant variations in the carrying value and amounts charged to the income statement in specific periods

2 **REVENUE**

Revenue for the period ended 28 April 2012 and the period ended 30 April 2011 arises from the operation of live music venues and events

3 **EMPLOYEES AND DIRECTORS**

	Period 1 5 11 to 28 4 12	Period 1 8 10 to 30 4 11
	£	£
Wages and salaries	1,997,275	1,185,442
Social security costs	146,652	94,973
	2,143,927	1,280,415

The average monthly number of employees during the period was as follows

	Period 1 5 11 to 28 4 12	Period 1 8 10 to 30 4 11
Office and management	33	30
Venue staff	165	164
	198	194

	Period 1 5 11 to 28 4 12	Period 1 8 10 to 30 4 11
	£	£
Directors' remuneration	-	-

4 **NET FINANCE COSTS**

	Period 1 5 11 to 28 4 12	Period 1 8 10 to 30 4 11
	£	£
Finance income		
Deposit account interest	-	30,337
Finance costs		
Bank interest	21,146	7,444
Net finance costs	21,146	(22,893)

5 PROFIT/(LOSS) BEFORE INCOME TAX

The profit before income tax (2011 - loss before income tax) is stated after charging

	Period 1 5 11 to 28 4 12	Period 1 8 10 to 30 4 11
	£	£
Cost of inventories recognised as expense	1,523,695	952,924
Hire of plant and machinery	1,867	2,326
Other operating leases	668,263	363,576
Depreciation - owned assets	614,094	548,364
Patents, licences & trademarks amortisation	1,335	334
Finance lease hire purchase depreciation	-	11,064
Amortisation of property lease premium	16,667	14,423

The audit fee borne by the company for the period ended 28 April 2012 was £57,750 (2011 - £40,000) During the period, the company bore the audit fees for a number of subsidiaries (£39,000)

The directors remuneration for the current and prior period was borne by another group company

6 INCOME TAX

Analysis of tax expense/(income)

	Period 1 5 11 to 28 4 12	Period 1 8 10 to 30 4 11
	£	£
Deferred tax	33,681	(252,068)
Total tax expense/(income) in statement of comprehensive income	33,681	(252,068)

Factors affecting the tax expense
The tax assessed for the period is lower than the standard rate of corporation tax in the UK The difference is explained below

	Period 1 5 11 to 28 4 12	Period 1 8 10 to 30 4 11
	£	£
Profit/(loss) on ordinary activities before income tax	480,921	(511,093)
Profit/(loss) on ordinary activities multiplied by the standard rate of corporation tax in the UK of 25 830% (2011 - 27 780%)	124,222	(141,982)
Effects of		
Expenses not deductible for tax	-	218,940
Capital allowances for the year in excess of depreciation	7,491	45,565
Utilisation of losses brought forward	(131,713)	(122,523)
Deferred tax	33,681	(252,068)
Tax expense/(income)	33,681	(252,068)

The company has tax losses of approximately £4,537,563 (2011 - £5,047,486) which may be available for offset against future profits No deferred tax asset has been recognised in respect of these losses due to the lack of certainty over the generation of future profits against which these losses might be offset

7 INTANGIBLE ASSETS

	Patents, licences & trademarks £
COST	
At 1 May 2011	13,354
Additions	3,314
At 28 April 2012	16,668
AMORTISATION	
At 1 May 2011	334
Amortisation for period	1,335
At 28 April 2012	1,669
NET BOOK VALUE	
At 28 April 2012	14,999

	Patents, licences & trademarks £
COST	
Additions	13,354
At 30 April 2011	13,354
AMORTISATION	
Amortisation for period	334
At 30 April 2011	334
NET BOOK VALUE	
At 30 April 2011	13,020

8 PROPERTY, PLANT AND EQUIPMENT

	Freehold property £	Short leasehold £	Fixtures and fittings £	Computer equipment £	Totals £
COST					
At 1 May 2011	4,248,721	3,653,048	2,198,109	219,942	10,319,820
Additions	-	856,097	441,213	47,952	1,345,262
Disposals	-	-	(17,274)	(698)	(17,972)
At 28 April 2012	4,248,721	4,509,145	2,622,048	267,196	11,647,110
DEPRECIATION					
At 1 May 2011	354,455	495,505	1,043,592	84,279	1,977,831
Charge for period	123,759	311,775	99,531	79,029	614,094
Eliminated on disposal	-	-	(6,633)	-	(6,633)
At 28 April 2012	478,214	807,280	1,136,490	163,308	2,585,292
NET BOOK VALUE					
At 28 April 2012	3,770,507	3,701,865	1,485,558	103,888	9,061,818

8 PROPERTY, PLANT AND EQUIPMENT - continued

	Freehold property £	Short leasehold £	Fixtures and fittings £	Computer equipment £	Totals £
COST					
At 1 August 2010	4,232,971	2,823,961	1,843,760	183,574	9,084,266
Additions	15,750	829,087	354,349	36,368	1,235,554
At 30 April 2011	4,248,721	3,653,048	2,198,109	219,942	10,319,820
DEPRECIATION					
At 1 August 2010	262,427	318,411	806,580	42,049	1,429,467
Charge for period	92,028	177,094	237,012	42,230	548,364
At 30 April 2011	354,455	495,505	1,043,592	84,279	1,977,831
NET BOOK VALUE					
At 30 April 2011	3,894,266	3,157,543	1,154,517	135,663	8,341,989

9 PROPERTY LEASE PREMIUMS

	2012 £	2011 £
COST		
At beginning and end of period	250,000	250,000
AMORTISATION		
At beginning of period	56,365	41,942
Charge for the period	16,667	14,423
At end of period	73,032	56,365
NET BOOK VALUE		
At end of period	176,968	193,635

The Company has a property lease in relation to its venue The premium paid is amortised over the term of the lease During the period £16,667 (2011 £14,423) was charged to the income statement within administrative expenses in respect of the amortisation of non current assets

10 INVENTORIES

	2012 £	2011 £
Finished goods	169,020	87,952

11 TRADE AND OTHER RECEIVABLES

	2012 £	2011 £
Current		
Trade receivables	228,449	392,517
Amounts owed by group undertakings	1,948,946	4,573,106
Other receivables	173,838	94,637
Prepayments and accrued income	375,867	432,889
	2,727,100	5,493,149

Amounts owed by group undertakings are repayable on demand

NOTES TO THE FINANCIAL STATEMENTS - continued
for the period 1 May 2011 to 28 April 2012

12 CASH AND CASH EQUIVALENTS

	2012	2011
	£	£
Cash in hand	118,112	65,539

13 CALLED UP SHARE CAPITAL

Allotted and issued

Number	Class	Nominal value	2012 £	2011 £
13,329,699	Ordinary Shares	0 01	133,297	133,297

14 RESERVES

The nature and purpose of each of the reserves within shareholders' equity is explained below

Profit and loss account - the cumulative gains and losses recognised in the statement of comprehensive income together with other items which are required to be taken direct to equity

15 TRADE AND OTHER PAYABLES

	2012	2011
	£	£
Current		
Trade payables	495,741	513,632
Amounts owed to group undertakings	755,470	4,620,811
Social security and other taxes	209,140	82,864
Other payables	943,631	1,040,023
Accruals and deferred income	746,861	413,954
	3,150,843	6,671,284

Amounts owed to group undertakings are repayable on demand

16 FINANCIAL LIABILITIES - BORROWINGS

	2012	2011
	£	£
Current		
Bank overdrafts	3,160,484	2,031,847
Finance leases (see note 17)	-	16,384
	3,160,484	2,048,231

Terms and debt repayment schedule

	1 year or less £
Bank overdrafts	3,160,484

17 LEASING AGREEMENTS

Minimum lease payments fall due as follows

Finance leases

	2012	2011
	£	£
Net obligations repayable		
Within one year	-	16,384

17 **LEASING AGREEMENTS - continued**

Non-cancellable operating leases

	2012	2011
	£	£
Within one year	866,053	622,000
Between one and five years	3,628,000	2,488,000
In more than five years	9,982,784	5,712,496
	14,476,837	8,822,496

18 **FINANCIAL INSTRUMENTS**

Company policies are to minimise the risks associated with credit and liquidity within the business The Company have put in place a number of policies to manage these financial risks These include

- Regular review of debtors with management to agree procedures in respect of individual overdue debts,

- Placing surplus funds on deposit accounts, and

- Preparation of updated cash flows to reflect actual and forecast cash requirements on a regular basis

At the reporting date the Company had sterling denominated cash in hand of £118,112 (2011 £65,539) and an overdraft of £3,160,484 (2011 £2,031,847) The Company is part of a group facility, where any surplus funds are held on deposit

It is the Directors' opinion that the carrying value of all financial assets of the Company approximates their fair value IFRS 7 requires disclosure of fair value measurements by level of the following fair value hierarchy

- Level 1 Quoted prices (adjusted) in active markets for identical assets or liabilities
- Level 2 Inputs other than quoted prices included within level 1 that are observable for the asset or liability, with directly (that is, as prices) or indirectly (that is, derived from prices)
- Level 3 Inputs for the asset or liability that are not based on observable data (that is unobservable inputs)

The Company does not hold any assets or liabilities recorded at fair value It is the Directors' opinion that the carrying value of all financial assets and liabilities of the Company approximate their fair value due to the short term nature of the balances

The Company has trade payables which are generated in the normal course of business

There have been no substantive changes in the Company's exposure to financial instruments risk, its objectives, policies and procedures for managing those risks or the methods used to measure them from previous periods

The categories of financial instruments as presented in the statement of financial position are set out as follows

28 April 2012

	Loans and receivables	Financial liabilities measured at amortised cost
	£	£
Trade receivables	228,449	
Amounts owed by group undertakings	1,948,946	-
Other receivables	173,838	-
Cash and cash equivalents	118,112	-
Current borrowings	-	3,160,484
Trade payables	-	495,741
Other payables	-	943,631
Accruals	-	746,861
	2,469,345	5,346,717

30 April 2011

	Loans and receivables £	Financial liabilities measured at amortised cost £
Trade receivables	392,517	-
Amounts owed by group undertakings	4,573,106	-
Other receivables	94,637	-
Trade payables	-	513,632
Amounts owed to group undertakings	-	4,620,811
Other payables	-	1,040,023
Cash and cash equivalents	65,539	-
Current borrowings	-	2,031,847
Accruals	-	413,954
	5,125,799	8,620,267

The Company considers that the following risks are relevant to an understanding of its business

Interest rate risk
The Company is principally funded by equity The Company is part of a group offset facility where any excess funds are placed on deposit The Company receives/pays interest at the current Bank of England base rate from/to its parent company based on its net cash position Given the level of overdraft and the interest rate, interest rate risk is considered to be low for the Company

Credit risk
Credit risk is the risk of financial loss to the Company if a customer or a counterparty to a financial instrument fails to meet its contractual obligations
The Company's credit risk is primarily attributable to its debtors The amounts presented in the statement of financial position are net of allowances for doubtful debts The credit risk on liquid funds is limited because the counterparties are banks with high credit-ratings assigned by international credit rating agencies The maximum amount of credit risk for each asset class is the carrying amount in the statement of financial position

As at 28 April 2012 trade receivables of £29,083 (2011 £96,317) were past due but not impaired They relate to customers with no default history The ageing analysis of these receivables is as follows

	2012 £	2011 £
Over 30 days	11,544	16,559
Over 60 days	3,189	13,894
Over 90 days	9,431	11,698
Over 120 days	4,918	54,166
	29,082	96,317

As at 28 April 2012 trade receivables of £Nil (2011 £Nil) were past due and impaired The amount of provision as at 28 April 2012 was £Nil (2011 £Nil) As at 28 April 2012, no trade receivables were impaired (2011 £Nil) as they relate to customers with no default history

Currency risk
The majority of the Company's transactions are in sterling hence the Company has a negligible exposure to currency risk

Liquidity risk
The Company has an overdraft however it is part of a group bank facility, whereby the Company can borrow funds based on the group position The Company therefore considers it has a low exposure to liquidity risk

Capital management
The capital of the Company is the total equity on the statement of financial position The objective of the Company's capital management is to grow its business and deliver improving returns for its shareholders The management of the Company's capital is performed by the Directors, taking into account economic conditions and strategic requirements The Company may make dividend payments to shareholders, return capital to shareholders or issue new shares There are no externally imposed capital requirements

19 PROVISIONS

Other provisions

	2012	2011
	£	£
	-	-

Analysed as follows	-	-

The movement on provisions is as follows

	2012	2011
	£	£
Balance at beginning of period	-	16,384
Release of provision	-	(16,384)
Balance at end of period	-	-

The provision for dilapidations was for the Jazz Café

20 DEFERRED TAX

Deferred tax is calculated on temporary differences using a tax rate of 24% (2011 26%)

The movement on the deferred tax account is shown below

	2012	2011
	£	£
Balance at beginning of period	(252,068)	-
Movement in the period	33,681	(252,068)
Balance at end of period	(218,387)	(252,068)

Deferred tax asset

	2012	2011
	£	£
Accelerated depreciation for tax purposes	218,387	252,068
	218,387	252,068

21 ULTIMATE PARENT COMPANY

The Company's immediate parent undertaking is Mean Fiddler Group Limited and the ultimate parent company and controlling party is HMV Group plc Copies of the group accounts, which include the Company, may be requested from 59-65 Worship Street, London EC2A 2DU

22 CONTINGENT LIABILITIES

At 28 April 2012 the company was party to a group overdraft facility over which the group bankers have a cross guarantee The amount outstanding on this facility at 28 April 2012 was £Nil (2011 £Nil)

23 RELATED PARTY DISCLOSURES

The Directors are considered to be the key management personnel Details of the directors' remuneration is given in note 3 Other related party transactions which took place during the year are as follows

Related party relationship	Net value of transaction received/(paid) 2012	2011	Balance outstanding to Company Dr/(Cr) 2012	2011
Parent and its subsidiaries	1,241,181	5,372,272	1,193,476	(47,705)

Mean Fiddler Holdings Limited receives ticket money and pays supplier payments, settlements and other costs on behalf of its fellow subsidiaries The net balance remaining (as shown in the table above) is settled in cash on a regular basis

The amounts outstanding to and from HMV Group plc at the year end were £9,054 (2011 £136,999) and £43,119 (2011 £44,260), which are included in trade receivables and payables

Mean Fiddler Holdings Limited charged G-A-Y Group Limited, a 66 25% subsidiary of Mean Fiddler Holdings Limited, a management fee of £100,000 (2011 - £75,000) The amount outstanding at the year end was £25,579 (2011 - £144,058) and is included in intercompany debtors

Mean Fiddler Holdings Limited pays Channelfly plc £124,000 pa for property and finance recharges
Mean Fiddler Holdings Limited pays HMV Group plc £100,000 pa for property and finance recharges
Mean Fiddler Holdings Limited pays HMV Group plc £38,000 pa for tax and legal services