

**EMI Music Publishing Tunes Limited (formerly  
EMI Tunes Limited)**

**Directors' Report and Financial Statements**

**For the Year Ended 31 March 2012**

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# EMI Music Publishing Tunes Limited (formerly EMI Tunes Limited)

## Financial Statements

Year ended 31 March 2012

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# EMI Music Publishing Tunes Limited (formerly EMI Tunes Limited)

## Officers and Professional Advisers

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<b>The board of directors</b>	J C Channon (Resigned 9 September 2011) F Crammins (Appointed 29 June 2012) G Moot (Resigned 29 June 2012) D Johnson (Appointed 29 June 2012) R C Faxon (Resigned 9 September 2011) C Palmer (Resigned 29 June 2012)
<b>Company secretary</b>	A G Bebawi & TMF Corporate Administration Services Limited
<b>Registered office</b>	30 Golden Square London United Kingdom W1F 9LD
<b>Auditor</b>	KPMG LLP Chartered Accountants & Statutory Auditor 15 Canada Square London E14 5GL
<b>Solicitors</b>	Mayer Brown International LLP 201 Bishopsgate London EC2M 3AF

# EMI Music Publishing Tunes Limited (formerly EMI Tunes Limited)

## The Directors' Report

### Year ended 31 March 2012

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The directors present their report and the financial statements of the company for the year ended 31 March 2012  
The comparatives are for the year ended 31 March 2011

#### Principal activities and business review

The principal activity of the company continued to be that of music publishing. The company has however reassigned its rights and therefore no turnover is received. No material change in the activities of the business is contemplated.

Key performance indicators are designed to indicate how the company has performed on key ratios. Due to the company not trading during the current year, KPIs have not been given.

#### Going Concern

The financial statements have been prepared on the going concern basis, notwithstanding net (current) liabilities of £1.4 million, which the directors believe to be appropriate for the following reasons:

The Company is dependent for its working capital on funds provided to it by DH Publishing L.P., the Company's ultimate parent undertaking. DH Publishing LP has indicated to the Company that for at least 12 months from the date of approval of these financial statements, it will continue to make available such funds as are needed by the Company. This should enable the Company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment.

#### Results and dividends

The loss for the year amounted to £1,039,611 (2011: £229,034). The directors have not recommended a dividend (2011: £nil).

#### Change of name

The Company changed its name from EMI Tunes Limited to EMI Music Publishing Tunes Limited on 27th December 2012.

#### Directors

The directors who served the company during the year and up to the date of this report are listed on page 1.

#### Qualifying third party indemnity provisions

Certain directors benefited from the qualifying third party indemnity provisions in place during the financial year and at the date of this report.

#### Donations

Grants and charitable donations made during the year amounted to £nil (2011: £nil). There were no political contributions made during the year (2011: £nil).

# EMI Music Publishing Tunes Limited (formerly EMI Tunes Limited)

## The Directors' Report *(continued)*

Year ended 31 March 2012

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### Disclosure of information to the auditor

The Directors who held office at the date of approval of this Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware, and each Director has taken all steps that he or she ought to have taken as a Director in order to make himself or herself aware of any relevant audit information and to establish that the auditor is aware of that information

Signed on behalf of the directors



F Crimmins  
Director

30 Golden Square  
London  
United Kingdom  
W1F 9LD

Approved by the directors on 25 January 2013

## **EMI Music Publishing Tunes Limited (formerly EMI Tunes Limited)**

### **Statement of Directors' Responsibilities in Respect of the Directors' Report and the Financial Statements**

**Year ended 31 March 2012**

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The directors are responsible for preparing the directors' report 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 they have elected to prepare the financial statements in accordance with United Kingdom Accounting Standards and applicable law (United Kingdom Generally Accepted Accounting Practice)

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 estimates that are reasonable and prudent,
- state whether applicable United Kingdom accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements, 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 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities

# Independent Auditor's Report to the Members of EMI Music Publishing Tunes Limited (formerly EMI Tunes Limited)

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We have audited the financial statements of EMI Music Publishing Tunes Limited (formerly EMI Tunes Limited) for the year ended 31 March 2012 set out on pages 6 to 11. The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and UK Accounting Standards (UK 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 auditor's 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 Directors' Responsibilities Statement set out on page 4, 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](http://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 31 March 2012 and of its loss for the year then ended,
- The financial statements have been properly prepared in accordance with UK Generally Accepted Accounting Practice,
- The financial statements have been prepared in accordance with the requirements of 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.



Hugh Green (Senior Statutory Auditor)  
For and on behalf of KPMG LLP, Statutory Auditor  
Chartered Accountants  
15 Canada Square  
London  
E14 5GL

29 January 2013

**EMI Music Publishing Tunes Limited (formerly EMI Tunes Limited)****Profit and Loss Account****Year ended 31 March 2012**

	Note	2012 £	2011 £
Turnover		—	—
Operating profit		—	—
Interest payable and similar charges	4	(1,039,611)	(229,034)
<b>Loss on ordinary activities before taxation</b>		<u>(1,039,611)</u>	<u>(229,034)</u>
Tax on loss on ordinary activities	5	—	—
<b>Loss on ordinary activities after taxation, being loss for the financial year</b>		<u>(1,039,611)</u>	<u>(229,034)</u>

The notes on pages 8 to 11 form part of these financial statements

All of the activities of the company are classed as continuing

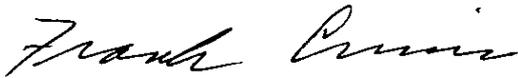
The company has no recognised gains and losses other than the results for the year as set out above

**EMI Music Publishing Tunes Limited (formerly EMI Tunes Limited)****Balance Sheet****At 31 March 2012**

	Note	2012 £	2011 £
<b>Fixed assets</b>			
Investments	6	<u>33,405</u>	<u>33,405</u>
<b>Current assets</b>			
Debtors	7	15,036,758	15,036,756
Creditors, amounts falling due within one year	8	<u>(16,432,926)</u>	<u>(15,393,313)</u>
<b>Net current liabilities</b>		<u>(1,396,168)</u>	<u>(356,557)</u>
<b>Total assets less current liabilities</b>		<u>(1,362,763)</u>	<u>(323,152)</u>
<b>Capital and reserves</b>			
Called-up share capital	9	5,186,054	5,186,054
Share premium account	10	54,025	54,025
Profit and loss account	10	<u>(6,602,842)</u>	<u>(5,563,231)</u>
<b>Deficit</b>	10	<u>(1,362,763)</u>	<u>(323,152)</u>

The notes on pages 8 to 11 form part of these financial statements

These financial statements were approved by the directors and authorised for issue on 25 January 2013, and are signed on their behalf by



F Crimmins  
Director

Company Registration Number 1782046

**EMI Music Publishing Tunes Limited (formerly EMI Tunes Limited)****Notes to the Financial Statements****Year ended 31 March 2012**

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**1 Accounting policies****Basis of preparation**

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards

**Going Concern**

EMI Music Publishing Tunes Limited (formerly EMI Tunes Limited) has made a loss for the year of £1.0 million (2011 £229.0 thousand) and has net current liabilities of £1.4 million (2011 £356.6 thousand) and net liabilities of £1.4 million (2011 £323.2 thousand) at the reporting date

The Company operates as part of the DH Publishing L.P. group ("the Group") and has provided a guarantee to the Group's lender, as such the Company is affected by the terms of the Group's banking facilities. The continued availability of existing bank facilities requires the Group to comply with the covenants set out in those bank facilities

The strong balance sheet combined with continued strong operating performance means that the Group is able to meet its ongoing working capital needs and its current debt service obligations under the finance facility agreements for a period of more than twelve months from the date of approval of these financial statements

The Company has also prepared its own financial projections for a period of more than twelve months from the date of approval of these financial statements which indicate that it will be able to continue to meet its financial obligations during this period

After considering these financial projections, the directors have concluded that they have a reasonable expectation that the Company has adequate resources to continue as a going concern for the foreseeable future and as a result have prepared these financial statements on a going concern basis

**Cash flow statement**

Under Financial Reporting Standard 1 the Company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the Company in its own published consolidated financial statements

**Related party transactions**

As the Company is a wholly owned subsidiary of EMI Group Worldwide Holdings Limited, the Company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entities where more than 90% of the voting rights are held within the EMI group

**Investments**

Fixed asset investments are shown at cost less amounts written off

**Foreign currencies**

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction

Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date

All differences are taken to the profit and loss account

**Debtors - royalty advances**

Royalties due to an advancee are credited against the outstanding advance in the year of receipt until the amount of the advance is extinguished. If it is thought that future earnings will not amount to the written-down value of an advance, a provision for the estimated shortfall will be raised. Advances are included in debtors as recoverable within one year although certain amounts may be recovered after more than one year

**EMI Music Publishing Tunes Limited (formerly EMI Tunes Limited)****Notes to the Financial Statements****Year ended 31 March 2012****2. Directors' emoluments**

Remuneration for services provided by Roger Faxon have been borne by EMI Blackwood Music Inc in the current year and have been presented within that Company's financial statements

Remuneration for services provided by all other directors has been borne by EMI Music Publishing Limited and has been presented within that Company's financial statements

The directors do not believe that it is practicable to apportion their remuneration between their services as directors of the company and their services as directors of EMI Music Publishing Limited and fellow subsidiary undertakings

**3. Staff costs**

The company had no employees (2011 - none)

**4 Interest payable and similar charges**

	2012 £	2011 £
Finance charges	<u>1,039,611</u>	<u>229,034</u>

**5 Taxation on ordinary activities****Analysis of charge in the year**

	2012 £	2011 £
Current tax		
UK Corporation tax based on the results for the year at 26% (2011 - 28%)	270,299	64,130
Payments in respect of group relief	<u>(270,299)</u>	<u>(64,130)</u>
Total current tax	<u>-</u>	<u>-</u>

**Factors affecting current tax charge**

The tax assessed on the loss on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 26% (2011 - 28%)

	2012 £	2011 £
Loss on ordinary activities before taxation	<u>(1,039,611)</u>	<u>(229,034)</u>
Current tax at 26% (2011 - 28%)	270,299	64,130
Group relief surrendered for £nil consideration	<u>(270,299)</u>	<u>(64,130)</u>
Total current tax	<u>-</u>	<u>-</u>

# EMI Music Publishing Tunes Limited (formerly EMI Tunes Limited)

## Notes to the Financial Statements

### Year ended 31 March 2012

#### 5. Taxation on ordinary activities (continued) Factors that may affect future tax charges

As part of the EMI Group, the company may receive or surrender losses by way of group relief. This receipt or surrender may be made with or without charge.

On 5 July 2011, legislation to further reduce the main rate of corporation tax from 26 per cent to 25 per cent from 1 April 2012 was substantially enacted.

On 21 March 2012, a resolution was passed by Parliament to reduce the main UK corporate tax rate to 22 per cent by 1 April 2014.

On 3 July 2012, the legislation of the reduction in the UK corporate tax rate to 23 per cent was substantially enacted. None of the above changes are reflected in the above calculation.

#### 6 Fixed asset investments

	Shares in group undertakings
	£
<b>Cost</b>	
At 1 April 2011 and 31 March 2012	<u>33,405</u>
<b>Net book value</b>	
At 31 March 2012 and 31 March 2011	<u>33,405</u>

The details of investments in subsidiary undertakings, all of which are in ordinary shares, are as follows:

Name of company	Country of registration, incorporation & operation	Proportion of voting rights and shares held	Principal activity
Acton Green Music Limited	England	100%	Music Publishing
Bardell Smith Publishing Limited	England	100%	Music Publishing
Cinderella Music Limited	England	100%	Dormant
EMI Melodies Limited	England	100%	Music Publishing
Laurel Music Company Limited	England	100%	Dormant
Lorna Music Company Limited	England	100%	Dormant
Mercury Music Company Limited	England	100%	Dormant
Motor Music Limited	England	67%	Music Publishing

In the opinion of the directors, the aggregate value of the company's investment in subsidiary undertakings is not less than the amount at which those investments are stated in the balance sheet.

#### 7 Debtors

	2012 £	2011 £
Amounts due from group undertakings	<u>15,036,758</u>	<u>15,036,756</u>

**EMI Music Publishing Tunes Limited (formerly EMI Tunes Limited)****Notes to the Financial Statements****Year ended 31 March 2012****8 Creditors, amounts falling due within one year**

	2012 £	2011 £
Amounts owed to group undertakings	<u>16,432,926</u>	<u>15,393,313</u>

The intercompany balance is interest bearing and is calculated at the current bank base rate

**9 Share capital**

Allotted, called up and fully paid.

	2012		2011	
	No	£	No	£
51,860,543 Ordinary shares of £0.10 each	<u>51,860,543</u>	<u>5,186,054</u>	<u>51,860,543</u>	<u>5,186,054</u>

**10 Reconciliation of shareholders' deficit and movement on reserves**

	Share capital £	Share premium account £	Profit and loss account £	Total shareholders' deficit £
At 1 April 2010	5,186,054	54,025	(5,334,197)	(94,118)
Loss for the year	—	—	(229,034)	(229,034)
At 31 March 2011 and 1 April 2011	5,186,054	54,025	(5,563,231)	(323,152)
Loss for the year	—	—	(1,039,611)	(1,039,611)
At 31 March 2012	<u>5,186,054</u>	<u>54,025</u>	<u>(6,602,842)</u>	<u>(1,362,763)</u>

**11 Subsequent events**

On 11 November 2011, Citigroup signed definitive agreements to sell the Group's Recorded Music business to Universal Music Group and Music Publishing business to an investor Group that comprised primarily of Sony Corporation of America, the Estate of Michael Jackson, Mubadala Development Company PJSC, Jynwel Capital Limited, and the Blackstone Group's GSO Capital Partners LP (the 'Investor Group'). The agreements did not take effect until clearance was received from various Competition authorities and other conditions were met. The Music Publishing business sale completed on 29 June 2012."

**12 Ultimate parent company**

The ultimate parent undertaking of the Group is DH Publishing L P, a partnership registered in the Cayman Islands

The Company's immediate parent undertaking is EMI Music Publishing Finance (UK) Limited, a company registered in England and Wales

The parent undertaking of the largest group to consolidate these financial statements is DH Publishing L P

Prior to the change of ownership (see note 11), the Company's previous ultimate parent undertaking and controlling party was Citigroup Inc, a company registered in Delaware, United States