Contents

Financial statements for the year ended 30 June 2003

Rebellion Developments Limited

Directors' report	1
Auditors' report	3
Profit and loss account	4
Balance sheet	5
Cash Flow Statement	ć

Notes to the financial statements

A25 COMPANIES HOUSE 24/03/04

Company information

Directors C R Kingsley

J J Kingsley
Dr P J Kingsley
M F Main

Secretary J J O'Brien

Company Number 02770940

Registered office The Studio

Brewer Street Oxford OX1 1QN

Auditors Mazars

St Thomas House 6 Becket Street

Oxford OX1 1PP

Business Address The Studio

Brewer Street Oxford OX1 1QN

Directors' report For the year ended 30 June 2003

The directors present their report and financial statements for the year ended 30 June 2003.

Directors' responsibilities

Company law requires the directors to prepare financial statements 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 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;
- 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 proper accounting records 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 1985. They are responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Directors

The following directors have held office since 1 July 2002:

C R Kingsley
J J Kingsley
Dr P J Kingsley
M F Main

Directors' interests

The directors' beneficial interests in the shares of the company were as stated below:

	Ordinary Sna	ires of £1 each
	30 June 2003	1 July 2002
C R Kingsley	450	450
J J Kingsley	450	450
Dr P J Kingsley	-	~
M F Main	-	-

Ordinary Charge of Cl sock

No right to subscribe for shares in, or debentures of, the company were granted or exercised during the year.

Principal activities

The principal activities of the company continued to be that of designing and publishing of computer games and magazines.

Review of business and future developments

During the year, the company made a profit on ordinary activities after tax of £185,889 (2002 - £63,863). The directors do not recommend the payment of a dividend (2002 - nil).

Both the level of business and the year end position were satisfactory, and the directors expect that the present level of activity will be sustained for the foreseeable future.

Research and development

The company undertakes research and development activities in the technology of computer games and the technology of computer games development.

Directors' report (continued) For the year ended 30 June 2003

Auditors

In accordance with section 385 of the Companies Act 1985, a resolution proposing that Mazars be reappointed as auditors of the company will be put to the Annual General Meeting.

Approved by the Board on 25 Fea 04 and signed on its behalf by

C R Kingsley Director

Independent auditors' report To the members of Rebellion Developments Limited

We have audited the financial statements for the year ended 30 June 2003 which comprise the profit and loss account, the balance sheet, the cash flow statement and related notes. These financial statements have been prepared under the historical cost convention and the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. 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 any 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 described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Directors' Report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatement within it.

Basis of audit opinion

We conducted our audit in accordance with United Kingdom Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 30 June 2003 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

MAZARS
CHARTERED ACCOUNTANTS

and Registered Auditors

St Thomas House

6 Becket Street

Oxford OX1 1PP

Date

8 March 2004

Profit and loss account For the year ended 30 June 2003

	Notes	Year ended 30 June 2003 £	Year ended 30 June 2002 £
Turnover	2	4,160,116	2,598,597
Cost of sales		(3,007,266)	(2,329,154)
Gross profit		1,152,850	269,443
Administration expenses Other operating income		(1,084,136) 159,495	(720,860) 563,009
Operating profit	3	228,209	111,592
Interest receivable and similar income Interest payable and similar charges	4 5	868 (9,995)	836 (3,650)
Profit on ordinary activities before taxation		219,082	108,778
Tax on profit on ordinary activities	8	(33,193)	(44,915)
Profit on ordinary activities after taxation	16	185,889	63,863

The company's turnover and expenses all relate to continuing operations.

There are no recognised gains or losses other than the profit for the year.

Balance sheet As at 30 June 2003

	Notes	£	30 June 2003 £	£	30 June 2002 £
Fixed assets					
Tangible assets	9		225,168		240,960
Investments	10		432,526		432,526
			657,694		673,486
Current assets					
Debtors	11	1,574,409		905,385	
Cash at bank and in hand		19,714		147,897	
		1,594,123		1,053,282	
Creditors: amounts falling due		1,007,120		1,023,262	
within one year	12	(1,324,085)		(1,001,911)	
Net current assets			270,038		51,371
Total assets less current liabilities			927,732		724,857
Long term liabilities					
Creditors: amounts falling due					
after one year	13	(15,974)		(18,884)	
Deferred tax provision	14	(19,896)		-	
			(35,870)		(18,884)
Net assets			891,862		705,973
Capital and reserves					
Called up share capital	15		1,000		1,000
Share premium account	16		432,426		432,426
Profit and loss account	16		458,436		272,547
			891,862		705,973
					700,773

The financial statements were approved by the Board on .25 fellow and signed on its behalf by

C R Kingsley Director

Cash Flow Statement For the year ended 30 June 2003

	Notes	£	30 June 2003 £	£	30 June 2002 £
Net cash (outflow)/inflow					
from operating activities	18		(136,256)		324,098
Returns on investments and servicing of fi	nance				
Interest paid		(7,951)		(2,963)	
Interest element of hire purchase finance		(1,969)		(687)	
Interest received		868		836	
	_		(9,052)		(2,814)
Taxation			(7,447)		(44,915)
Capital expenditure					
Payments to acquire tangible fixed assets			(147,955)		(231,635)
Financing					
Hire purchase finance/repayments			(9,828)		28,711
Cash received from pension fund loans			55,000		-
Pension fund loan repayments			(40,000)		-
(Decrease)/Increase in cash			(295,538)		73,445

Notes to the financial statements For the year ended 30 June 2003

1 Accounting policies

1.1 Accounting convention

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

The financial statements contain information about Rebellion Developments Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under section 248 of the Companies Act 1985 from the requirement to prepare consolidated financial statements as the group it heads qualifies as a medium group.

1.2 Turnover and profits

Turnover represents amounts receivable for goods and services net of VAT and trade discounts.

Profit is recognised on long-term contracts, if the final outcome can be assessed with reasonable certainty, by including in the profit and loss account turnover and related costs as contract activity progresses. Turnover is recognised as each milestone is completed.

1.3 Research and development

Research expenditure is written off to the profit and loss account in the year in which it is incurred.

1.4 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Leasehold improvements	10% Straight Line
Furniture Fixtures & Fittings	25% Straight Line
Computer Equipment	50% Straight Line
Leased Equipment	50% Straight Line

1.5 Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to profit and loss account.

1.6 Investments

Investments held as fixed assets are stated at cost less provision for any permanent diminution in value.

1.7 Deferred tax

Deferred tax is provided in respect of the tax effect of all timing differences at the rates expected to apply when the timing differences reverse.

Notes to the financial statements (continued) For the year ended 30 June 2003

1.8 Leases

Finance leases

Assets held under finance leases and related lease obligations are included at the fair value of the leased assets at the inception of the lease.

Rents payable are apportioned between the finance charge and a reduction of the outstanding obligation for future amounts payable.

Operating leases

Rents payable under operating leases are charged on a straight line basis over the term of the lease.

1.9 Pension costs

The company operates two defined contribution pension schemes. Contributions payable to the pension schemes are charged to the profit and loss account in the period to which they relate.

2 Segmental information

In the year to 30 June 2003 £1,388,901 (2002 - £633,334) of the company's turnover was to markets outside the United Kingdom.

Turnover by class of busines	s was:	2003 £	2002 £
Games production		1,797,939	677,114
Publishing income		1,265,616	1,241,264
Management fees		1,096,561	680,219
		4,160,116	2,598,597
3 Operating profit		2003	2002
		£	£
Operating profit is stated after	r charging:		
Depreciation of tangible asset	ts	163,747	47,955
Auditors' remuneration	- audit fees	12,180	3,100
	- other services	13,600	17,000
Operating leases	- other	32,003	21,204
4 Interest receivable and sign	milar income	2003	2002
		£	£
Bank interest		868	836

Notes to the financial statements (continued) For the year ended 30 June 2003

5 Interest payable and similar charges	2003	2002
	£	£
Bank interest paid	597	15
Corporation Tax Interest	3,606	2,099
Hire Purchase Interest paid	1,969	687
Loan Interest	1,738	-
Other Interest	2,085	849
	9,995	3,650
6 Staff costs	2003	2002
	£	£
Wages and salaries	1,796,495	1,329,960
Social security costs	172,330	125,359
Pension costs	34,878	69,487
	2,003,703	1,524,806
	2003	2002
	Number	Number
	- (
The average number of persons, including executive directors, employed by the company during the year was:	.,	
	2	2
employed by the company during the year was:		
employed by the company during the year was: Management	2	2
employed by the company during the year was: Management Administration	2 3	2 43
employed by the company during the year was: Management Administration Production	2 3 67	2 43 6
employed by the company during the year was: Management Administration Production Publishing	2 3 67 7 79	2 43 6 53
employed by the company during the year was: Management Administration Production	2 3 67 7	2 43 6 53
employed by the company during the year was: Management Administration Production Publishing	2 3 67 7 79	43 6 53 2002
employed by the company during the year was: Management Administration Production Publishing 7 Directors' emoluments	2 3 67 7 79 2003	2 2 43 6 53 2002 96,667 47,571

Directors' emoluments of £50,639 are included in research and development expenditure.

The number of directors for whom retirement benefits are accruing under money purchase pension schemes amounted to 2 (2002 - 2).

(a) Analysis of charge in period Current tax:	2003	200
	£	\$
UK corporation tax on profits of the period	5,850	-
Adjustments in respect of previous periods	7,447	44,91
Total current tax (see (b) below)	13,297	44,91
Deferred tax:		
Origination and reversal of timing differences	15,744	-
Adjustments in respect of previous periods	4,152	
Total deferred tax (see note 14)	19,896	-
Tax on profit on ordinary activities	33,193	44,91
The tax assessed for the period is lower than the standard rate of corporation t The differences are explained below:	2003 £	20
Profit on ordinary activities before tax	219,082	108,7
•		
Profit on ordinary activities before tax multiplied by the standard rate	41 (26	21.4
Profit on ordinary activities before tax multiplied by the standard rate of corporation tax for small companies in the UK 19% (2002 - 19.75%)	41,626	21,4
of corporation tax for small companies in the UK 19% (2002 - 19.75%) Effects of:	·	
of corporation tax for small companies in the UK 19% (2002 - 19.75%) Effects of: Expenses not deductible for tax purposes	3,266	3,7
of corporation tax for small companies in the UK 19% (2002 - 19.75%) Effects of: Expenses not deductible for tax purposes Depreciation in excess of capital allowances	3,266 18,518	3,7
of corporation tax for small companies in the UK 19% (2002 - 19.75%) Effects of: Expenses not deductible for tax purposes Depreciation in excess of capital allowances Utilisation of tax losses	3,266	3,7 (35,7:
of corporation tax for small companies in the UK 19% (2002 - 19.75%) Effects of: Expenses not deductible for tax purposes Depreciation in excess of capital allowances Utilisation of tax losses Losses carried forward	3,266 18,518 (34,630)	3,7 (35,7) 35,9
of corporation tax for small companies in the UK 19% (2002 - 19.75%) Effects of: Expenses not deductible for tax purposes Depreciation in excess of capital allowances Utilisation of tax losses	3,266 18,518	21,4 3,7 (35,7: 35,9 (25,4) 44,9

9

Notes to the financial statements (continued) For the year ended 30 June 2003

Tangible fixed asse	ts				
	Leasehold Improvement	Plant and Machinery	Computer Equipment	Motor Vehicles	Total
		etc	etc		
	£	£	£	£	£
Cost					
At 1 July 2002	76,570	56,026	215,462	4,000	352,058
Additions	3,022	5,123	134,810	5,000	147,955
At 30 June 2003	79,592	61,149	350,272	9,000	500,013
Depreciation					
At 1 July 2002	20,394	54,305	36,066	333	111,098
Charge for the year	7,873	2,255	151,036	2,583	163,747
At 30 June 2003	28,267	56,560	187,102	2,916	274,845
Net book value					
At 30 June 2003	51,325	4,589	163,170	6,084	225,168
At 30 June 2002	56,176	1,721	179,396	3,667	240,960

Included in computer equipment are leased assets with a net book value of £11,088 (2002 - £28,488). Depreciation of £17,400 (2002 - £6,313) was charged against leased assets during the year.

10 Fixed asset investments

	Unlisted investments £
Cost	T
At 1 July 2002 and 30 June 2003	432,526
Provision for diminution in value	
At 1 July 2002 and 30 June 2003	-
Net book value	100.505
At 30 June 2003	432,526
At 30 June 2002	432,526

The investment represents a 100% holding of ordinary shares in Rebellion A/S (formerly Nordisk UK Holding Company A/S), a company registered in Denmark. The aggregate capital and reserves of the company at 31 December 2002 were £273,000 (2001 - £305,000) and its loss for the year then ended was £62,000 (2001 - £62,000).

The directors believe that the company will make profits in the long term and do not believe that a provision for diminution in value is required.

Trade debtors	11 Debtors	2003	200
Amounts owed from connected companies 760,276 329,36 348,422 344,87		£	
Amounts owed from connected companies 760,276 329,36	Trade debtors	465.711	231,139
2003 2007 2008 2008 2009		· ·	
Bank overdraft		•	
Bank overdraft		1,574,409	905,38
Bank overdraft			
Obligations under finance lease and hire purchase contracts	12 Creditors: amounts falling due within one year		200
Obligations under finance lease and hire purchase contracts	Bank overdraft	167 355	_
Trade creditors 269,593 271,75 Amounts owed to group companies 60,127 33,02 Amounts owed to connected companies 266,442 224,14 Taxation and social security 109,366 40,42 Accruals and deferred income 386,006 370,41 Other creditors 54,541 52,31 1,324,085 1,001,91 The bank overdraft is secured by fixed and floating charges over all assets of the company. 26 # £ Obligations under finance lease and hire purchase contracts 8,229 18,8 Other creditors 7,745 - Included in other creditors is a loan (see note 23) analysed as follows: 2003 20 # 4 2003 20 # 4 2003 20 # 4 2003 20 # 4 2003 20 # 4 2003 20 # 4 2003 20 The properties in the companies in the properties in the companies in the companies in the companies in		· ·	9.82
Amounts owed to group companies	- · · · · · · · · · · · · · · · · · · ·		
Amounts owed to connected companies 266,442 224,14 Taxation and social security 109,366 40,44 Accruals and deferred income 386,006 370,41 Other creditors 54,541 52,31 1,324,085 1,001,9 The bank overdraft is secured by fixed and floating charges over all assets of the company. 13 Creditors: amounts falling due after one year 2003 £ Obligations under finance lease and hire purchase contracts 8,229 18,8 Other creditors 7,745 15,974 18,8 Included in other creditors is a loan (see note 23) analysed as follows: 2003 2 £ Amounts payable In one year or less 7,255 In more than one year but not more than two years 7,745 15,000 Obligations under finance leases and hire purchase contracts: 2003 2 £ Amounts payable In one year or less 7,255 15,000 Obligations under finance leases and hire purchase contracts: 2003 2 £ Amounts payable In one year but not more than two years 7,745 15,000 Obligations under finance leases and hire purchase contracts: 2003 2 £ Amounts payable Within 1 year 10,655 9, Within 2-5 years 8,229 18,			-
Taxation and social security		•	
Accruals and deferred income Other creditors 386,006 54,541 52,3 1,324,085 1,001,9			
Other creditors 54,541 52,3 1,324,085 1,001,9 The bank overdraft is secured by fixed and floating charges over all assets of the company. 13 Creditors: amounts falling due after one year 2003 £ Obligations under finance lease and hire purchase contracts 8,229 18,8 Other creditors 7,745 - Included in other creditors is a loan (see note 23) analysed as follows: 2003 2 Amounts payable 7,255 - In more than one year but not more than two years 7,745 - Obligations under finance leases and hire purchase contracts: 2003 2 Amounts payable 2 2 Amounts payable 2 2 Within 1 year 10,655 9,4 Within 2-5 years 8,229 18,8			,
The bank overdraft is secured by fixed and floating charges over all assets of the company. 13 Creditors: amounts falling due after one year Obligations under finance lease and hire purchase contracts Other creditors 7,745 15,974 18,8 Included in other creditors is a loan (see note 23) analysed as follows: 2003 20 4 Amounts payable In one year or less In more than one year but not more than two years Obligations under finance leases and hire purchase contracts: 2003 2003 2003 2003 2003 2003 2003 20			
The bank overdraft is secured by fixed and floating charges over all assets of the company. 13 Creditors: amounts falling due after one year 2003 £ Obligations under finance lease and hire purchase contracts 8,229 18,8 Other creditors 7,745 15,974 18,8 Included in other creditors is a loan (see note 23) analysed as follows: 2003 2 £ Amounts payable In one year or less 7,255 In more than one year but not more than two years 7,745 15,000 Obligations under finance leases and hire purchase contracts: 2003 2 £ Amounts payable Within 1 year 10,655 9, Within 2-5 years 8,229 18,	Other creditors	54,541	52,3
13 Creditors: amounts falling due after one year Cobligations under finance lease and hire purchase contracts Other creditors 7,745 15,974 18,8 Included in other creditors is a loan (see note 23) analysed as follows: 2003 2 4 Amounts payable In one year or less In more than one year but not more than two years 7,255 In more than one year but not more than two years 2003 2 4 Amounts payable Obligations under finance leases and hire purchase contracts: 2003 2 4 Amounts payable Within 1 year Note that the purchase contracts: 2003 2003 2004 2005 2009 2009 2009 2009 2009 2009 2009		1,324,085	1,001,9
Other creditors 7,745 15,974 18,8 Included in other creditors is a loan (see note 23) analysed as follows: 2003 2 4 Amounts payable In one year or less In more than one year but not more than two years 7,745 15,000 Obligations under finance leases and hire purchase contracts: 2003 2 4 Amounts payable Within 1 year Within 2-5 years 10,655 9,8	13 Creditors: amounts falling due after one year	- +	20
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Included in other creditors is a loan (see note 23) analysed as follows: 2003 2 £ Amounts payable In one year or less 7,255 In more than one year but not more than two years 7,745 15,000 Obligations under finance leases and hire purchase contracts: 2003 2 £ Amounts payable Within 1 year 10,655 9,8 Within 2-5 years 8,229 18,4	Other creditors	7,745	=
Amounts payable In one year or less In more than one year but not more than two years Obligations under finance leases and hire purchase contracts: 2003 2 15,000 Obligations under finance leases and hire purchase contracts: Amounts payable Within 1 year Within 2-5 years 10,655 9,5 8,229 18,5		15,974	18,8
Amounts payable In one year or less In more than one year but not more than two years Obligations under finance leases and hire purchase contracts: Amounts payable Within 1 year Within 2-5 years 2003 2		<u></u>	
Amounts payable In one year or less In more than one year but not more than two years Obligations under finance leases and hire purchase contracts: 2003 2 4 Amounts payable Within 1 year Within 2-5 years 10,655 9,8 8,229 18,9	included in other creditors is a loan (see note 23) analysed as follows:	2003	2:
Amounts payable In one year or less In more than one year but not more than two years Obligations under finance leases and hire purchase contracts: 2003 £ Amounts payable Within 1 year Within 2-5 years 10,655 9,5 8,229 18,5			
In one year or less 7,255 In more than one year but not more than two years 7,745 Obligations under finance leases and hire purchase contracts: 2003 2 £ Amounts payable Within 1 year 10,655 9,5 Within 2-5 years 8,229 18,3	Amounts navable	~	
In more than one year but not more than two years 7,745 15,000 Obligations under finance leases and hire purchase contracts: 2003 £ Amounts payable Within 1 year Within 2-5 years 10,655 9,8 8,229 18,9		7 255	
Obligations under finance leases and hire purchase contracts: 2003 £ Amounts payable Within 1 year 10,655 9, Within 2-5 years 8,229 18,	•		
Obligations under finance leases and hire purchase contracts: 2003 £ Amounts payable Within 1 year 10,655 9,5 Within 2-5 years 8,229 18,3	in more than one year out not more than two years		
Amounts payable Within 1 year 10,655 9,5 Within 2-5 years 8,229 18,7		= 13,000	
## Amounts payable Within 1 year	Obligations under finance leases and hire purchase contracts:		
Amounts payable 10,655 9,8 Within 1 year 10,655 9,8 Within 2-5 years 8,229 18,8			2
Within 1 year 10,655 9,655 Within 2-5 years 8,229 18,500	Amounts payable	ž.	
Within 2-5 years 8,229 18,		10.655	Q 9
		· ·	
		18,884	28,

4 Provision for liabilities and charges		2003	2002
		£	£
Deferred tax			
Provision at start of period		-	-
Provision in respect of prior years		4,152	-
Fixed asset timing differences		(18,290)	-
Short term timing differences		(596)	
Losses and other deductions		34,630	
Provision at end of period		19,896	
15 Share capital		2003	2002
Authorised		£	£
1,000 Ordinary shares of £1 each		1,000	1,000
Allotted, called up and fully paid			
1,000 Ordinary shares of £1 each		1,000	1,000
16 Statement of movements on reserves			
	Total	Share	Profit and
		premium	loss account
		account	
	£	£	£
Balance at 1 July 2002	704,973	432,426	272,547
Profit for the year	185,889		185,889
Balance at 30 June 2003	890,862	432,426	458,436

	lders' funds		2003	2002
			£	4
Profit for the financial year			185,889	63,863
Net addition to shareholders' funds			185,889	63,863
Opening shareholders' funds			705,973	642,110
Closing shareholders' funds			891,862	705,973
18 Reconciliation of operating profit to net	cash inflow	from operating	activities	
			2003	200
			£	
Operating profit			228,209	111,59
Depreciation charges			163,747	47,95
Increase in debtors			(238,116)	(243,36
Increase in creditors			71,415	286,78
Increase in intercompany debtors			(430,908)	(136,04
Increase in intercompany creditors			69,397	257,17
Net cash (outflow)/inflow from operating a	activities		(136,256)	324,09
Net cash (outflow)/inflow from operating a 19 Reconciliation of net cash flow to move	ement in net d	2003	(136,256)	
19 Reconciliation of net cash flow to move		2003 £		20
19 Reconciliation of net cash flow to move (Decrease)/Increase in cash in the period	ement in net d	2003	(136,256) £	20
19 Reconciliation of net cash flow to move (Decrease)/Increase in cash in the period New hire purchase finance	ement in net d £	2003 £	(136,256) £ (31,320)	20
19 Reconciliation of net cash flow to move (Decrease)/Increase in cash in the period New hire purchase finance Hire purchase repayments	ement in net d £ - 9,828	2003 £	(136,256) £	20
19 Reconciliation of net cash flow to move (Decrease)/Increase in cash in the period New hire purchase finance	ement in net d £	2003 £	(136,256) £ (31,320)	20
(Decrease)/Increase in cash in the period New hire purchase finance Hire purchase repayments Cash received from pension fund loans	ement in net of £ 9,828 (55,000)	2003 £	£ (31,320) 2,609	20 73,44
(Decrease)/Increase in cash in the period New hire purchase finance Hire purchase repayments Cash received from pension fund loans Pension fund loan repayments	ement in net of £ 9,828 (55,000)	2003 £ (295,538)	£ (31,320) 2,609	20 73,44 (28,7 74,4

Notes to the financial statements (continued) For the year ended 30 June 2003

20 Analysis of changes in net debt

	At 1 July 2002 £	Cash flows £	Other changes £	At 30 June 2003 £
Cash at bank and in hand	147,897	(128,183)	-	19,714
Overdrafts	-	(167,355)	-	(167,355)
	147,897	(295,538)		(147,641)
Debt due within 1 year	(9,828)	(5,172)	(2,910)	(17,910)
Debt due after 1 year	(18,884)	-	2,910	(15,974)
	(28,712)	(5,172)		(33,884)
Total	119,185	(300,710)	<u>-</u>	(181,525)

21 Pension costs

The company operates two defined contribution pension schemes. The assets of the schemes are held separately from those of the company in independently administered funds. The pension cost charge represents contributions payable by the company to the funds and amounted to £34,878 (2002 - £69,487). Contributions totalling £6,647 (2002 - £3,506) were payable to the funds at the year end and are included in creditors.

22 Financial commitments and guarantees

(a) At 30 June 2003 the company had annual commitments under non-cancellable operating leases as follows:

	2003	2002
	Land &	Land &
	Buildings	Buildings
	£	£
Expiry date		
Between two and five years	32,500	15,000

⁽b) Rebellion Developments has an unlimited multilateral guarantee arrangement with three companies controlled by the directors; Redoubt Limited, Rebellion Interactive Limited and Fearmort Limited. These companies have jointly and severally agreed to satisfy the bank on demand of all amounts owed by any of the companies.

Notes to the financial statements (continued) For the year ended 30 June 2003

23 Related party transactions

During the year an amount of £14,332 was received from Redoubt Limited, a company controlled by the directors. In addition Rebellion Developments Limited charged management fees of £3,256 to Redoubt Limited. Redoubt Limited charged Rebellion Developments Limited £13,884 for management fees. At 30 June 2003 an amount of £141,247 (2002 - £166,207) was due to Rebellion Developments and is included in year end debtors.

During the year an amount of £108,403 was advanced to Fearnort Limited, a company controlled by the directors. In addition Rebellion Developments Limited paid £7,983 on behalf of Fearnort Limited. A management fee of £72,025 was also charged along with other recharges of £168,529. At 30 June 2003 an amount of £514,710 (2002 - £157,770) was due to Rebellion Developments Limited and is included in year end debtors.

During the year Rebellion Developments Limited advanced an amount of £1,000 to 2000AD Entertainment Limited, a company controlled by the directors. Also during the year an amount of £1,397 was recharged to 2000AD Entertainment Limited for audit and tax fees. At 30 June 2003 an amount of £3,397 (2002 - £1,000) was due to Rebellion Developments and is included in year end debtors.

During the year an amount of £941,759 was received from Rebellion Interactive Limited, a company controlled by the directors. Also during the year Rebellion Developments Limited paid costs of £49,075 on behalf of Rebellion Interactive Limited, and Rebellion Interactive Limited paid costs of £22,555 on behalf of Rebellion Developments Limited. In addition management fees and recharges of £872,945 were made by Rebellion Developments Limited during the year. At 30 June 2003 an amount of £266,442 (2002 - £224,148) was due to Rebellion Interactive Limited and is included in year end creditors.

During the year Rebellion Developments Limited received net income of £55,864 on behalf of Rebellion A/S, a subsidiary company. In addition an amount of £1,759 was charged by Rebellion A/S as interest for unpaid royalties; expenses of £10,984 were paid on behalf of Rebellion A/S; cash of £19,822 was paid to Rebellion A/S; and debts of £286 were collected on behalf of Rebellion A/S. At 30 June 2003 an amount of £60,127 (2002 - £33,024) was due to Rebellion A/S and is included in creditors.

During the year there were no transactions between Rebellion Developments Limited and Rebellion Intellectual Property Limited, a company controlled by the directors. At 30 June 2003 an amount of £4,390 (2002 - £4,390) was due to Rebellion Developments Limited and is included in year end debtors.

During the year Rebellion Developments Limited paid £15,718 costs on behalf of AudioMotion Studios Limited, a company controlled by the directors. Management fees and recharges of £48,366 were made by Rebellion Developments during the year. In addition cash of £401 was advanced to AudioMotion Studios Limited. Also during the year Rebellion Developments Limited was charged £4,339 by AudioMotion Studios Limited for services rendered. At 30 June 2003 an amount of £60,146 (2002 - nil) was due to Rebellion Developments Limited and is included in year end debtors.

During the year Rebellion Developments Limited paid £13,650 on behalf of 2000AD Films plc, a company controlled by the directors. Also during the year Rebellion Developments Limited recharged costs of £22,735 to 2000AD Films plc. At 30 June 2003 an amount of £36,385 (2002 - nil) was due to Rebellion Developments Limited and is included in year end debtors.

Notes to the financial statements (continued) For the year ended 30 June 2003

23 Related party transactions (continued)

During the year loans of £55,000 were received from Rebellion Developments Limited Retirement Benefits Scheme, a pension fund of which the directors are trustees. At the year end, £15,000 was owed to the pension fund and is included in other creditors.

24 Controlling parties

The controlling parties are the directors C Kingsley and J Kingsley.