

Company Registration No. 3566044

LISTEN ENTERTAINMENT LIMITED

Report and Financial Statements

30 June 2004

Deloitte & Touche LLP
London



LISTEN ENTERTAINMENT LIMITED

REPORT AND FINANCIAL STATEMENTS 2004

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LISTEN ENTERTAINMENT LIMITED

REPORT AND FINANCIAL STATEMENTS 2004

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

A D Hollingsworth
P G Lydon

SECRETARY

Hal Management Limited

REGISTERED OFFICE

Hanover House
14 Hanover Square
London
W1S 1HP

BANKERS

The Royal Bank of Scotland plc
62-63 Threadneedle Street
London
EC2R 8LA

SOLICITORS

Harbottle & Lewis
14 Hanover Square
London
W1S 1HP

AUDITORS

Deloitte & Touche LLP
Chartered Accountants
London

LISTEN ENTERTAINMENT LIMITED

Directors' report

The directors present their annual report and the audited financial statements for the year ended 30 June 2004.

ACTIVITIES

The principal activity of the company is the arrangement of a Worldwide media campaign across television, radio, print, internet and involving the production of a number of television programmes, CDs and DVD ROMs. The campaign aims to help the World listen to the needs of its more disadvantaged children and, at the same time, raise many millions of dollars for children's charities.

DIRECTORS AND THEIR INTERESTS

	Ordinary shares of £1 each	
	2004	2003
A D Hollingsworth	-	-
P G Lydon	-	-

Neither director had any interest in the shares of the company or any other group company at 30 June 2003 and 30 June 2004.

SMALL COMPANY

This report has been prepared in accordance with the special provisions relating to small companies under s246 Companies Act 1985.

AUDITORS

Deloitte & Touche LLP were appointed as auditors on 1 August 2003 and have expressed their willingness to continue in office as auditors and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors
and signed on behalf of the Board



Director 28.04.05.
2005

LISTEN ENTERTAINMENT LIMITED

STATEMENT OF DIRECTOR'S RESPONSIBILITIES

United Kingdom 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 as at the end of the financial year 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; 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 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 also responsible for the system of internal control, for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF LISTEN ENTERTAINMENT LIMITED

We have audited the financial statements of Listen Entertainment Limited for the year ended 30 June 2004 which comprise the profit and loss account, the balance sheet, and the related notes 1 to 8. These financial statements have been prepared under 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 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 United Kingdom law and accounting standards. Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and 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 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 for the above year and consider the implications for our report if we become aware of any apparent misstatements.

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 2004 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985 applicable to small companies.

Deloitte & Touche LLP

Deloitte & Touche LLP
Chartered Accountants and Registered Auditors
London

27. 4. 2005

LISTEN ENTERTAINMENT LIMITED

PROFIT AND LOSS ACCOUNT

Year ended 30 June 2004

	Note	2004 £	2003 £
Administrative expenses		(2,257)	(8,680)
OPERATING LOSS: continuing operations	2	(2,257)	(8,680)
Interest payable and similar charges		(5,668)	-
LOSS ON ORDINARY ACTIVITIES BEFORE AND AFTER TAXATION		(7,925)	(8,680)
Retained loss brought forward		(357,895)	(349,215)
Retained loss carried forward		<u>(365,820)</u>	<u>(357,895)</u>

The company has no recognised gains or losses other than the loss for the year in either period.

LISTEN ENTERTAINMENT LIMITED

BALANCE SHEET

30 June 2004

	Note	2004 £	2003 £
CURRENT ASSETS			
Called up share capital not yet paid		2	2
Debtors	4	1,366	2,222
Cash at bank and in hand		1,170	21
		<u>2,538</u>	<u>2,245</u>
CREDITORS: amounts falling due within one year			
	5	(368,356)	(360,138)
NET CURRENT LIABILITIES			
		<u>(365,818)</u>	<u>(357,893)</u>
CAPITAL AND RESERVES			
Called up share capital	6	2	2
Profit and loss account		(365,820)	(357,895)
EQUITY SHAREHOLDERS' DEFICIT			
		<u>(365,818)</u>	<u>(357,893)</u>

These accounts have been prepared in accordance with the special provisions relating to small companies under s246 Companies Act 1985.

These financial statements were approved by the Board of Directors on 28.06.2005.

Signed on behalf of the Board of Directors



A D Hollingsworth
Director

LISTEN ENTERTAINMENT LIMITED

NOTES TO THE ACCOUNTS

Year ended 30 June 2004

1. ACCOUNTING POLICIES

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards in the United Kingdom. The particular accounting policies adopted are described below.

Going concern

The financial statements are prepared on a going concern basis. The directors of the company have received notice from a related party, Tribute Inspirations Limited, that it will continue to support the company for at least twelve months from the date of signing these financial statements.

Foreign currencies

Translations denominated in foreign currencies are translated into Sterling at the rate of exchange ruling at the date of the transaction. Assets and liabilities in foreign currencies are translated into Sterling at rates of exchange ruling at the end of the period. All exchange differences are dealt with in the profit and loss account.

2. OPERATING LOSS

In both the current and preceding years the Auditor's remuneration has been borne by a related party. Neither director received any remuneration during the period to 30 June 2003 or during the period to 30 June 2004.

3. TAX ON LOSS ON ORDINARY ACTIVITIES

There is no tax liability for the year due to trading losses sustained.

4. DEBTORS

	2004 £	2003 £
Other debtors	1,366	2,222

5. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2004 £	2003 £
Trade creditors	7,470	5,215
Amounts owed to related party	359,772	229,908
Other taxes and social security	-	5,300
Other creditors	1,114	119,715
	<u>368,356</u>	<u>360,138</u>

LISTEN ENTERTAINMENT LIMITED

NOTES TO THE ACCOUNTS Year ended 30 June 2004

6. SHARE CAPITAL

	2004 £	2003 £
Authorised share capital:		
100 ordinary shares of £1 each	<u>100</u>	<u>100</u>
Called up, allotted and unpaid:		
2 ordinary shares of £1 each	<u>2</u>	<u>2</u>

7. RELATED PARTY TRANSACTIONS

At 30 June 2004, the company had the following credit balances with a party which is related by virtue of common influence and ownership. The balance arose from transactions between the companies relating to development expenditure incurred in and working capital requirement arising from the development of the company's projects.

	2004 £	2003 £
Tribute Third Millennium Limited	<u>359,772</u>	<u>229,908</u>

The loans are repayable only from sponsorship income and are interest free.

8. ULTIMATE PARENT COMPANY

The issued share capital of the company is held by The Listen Charity Limited, a company limited by guarantee. Financial statements of The Listen Charity Limited can be obtained from Companies House, Crown Way, Maindy, Cardiff, CF14 3U2.

The Listen Charity Limited is a registered charity, registration number 1079446. It is intended that all the company's distributable profits be paid up to the charity as earned and cashflows permit. The charity is a company incorporated in Great Britain and registered in England and Wales.

A D Hollingsworth is considered to be the ultimate controlling party.