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Registered No. 3253290

Frightmares Productions Limited

Report and Financial Statements

30 November 2006

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COMPANIES HOUSE

Officers and professional advisors

Directors

R D Button

A K Douglas (appointed 31 May 2007)

S W Mertz

Secretary

R-L Jensen

Solicitors

Denton Wilde Sapte

Five Chancery Lane

Clifford's Inn

London EC4A 1EU

Registered Office

Warner House

98 Theobald's Road

London

WC1X 8WB

Directors' report

The directors present their report and financial statements for the year ended 30 November 2006

Results and dividends

The company made no profit or loss in the year ended 30 November 2006 (2005 – £nil)

Principal activity of the business

The company has not traded during the accounting year nor the preceding accounting year

Directors and their interests

The directors who served during the year ended 30 November 2006 were as follows

R D Button

A K Douglas (appointed 31 May 2007)

S W Mertz

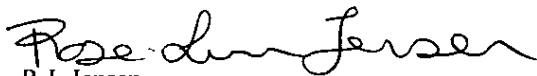
There are no directors' interests requiring disclosure under the Companies Act 1985

The company may indemnify one or more directors of the company against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 1985 and the company may purchase insurance for this purpose. Time Warner Inc has purchased a Directors and Officers liability insurance policy for the benefit of the company and its directors and such policy was in force during the year and is in force as at the date of approving the Directors' Report

Auditors

For the year ended 30 November 2006 the company was entitled to exemption under section 249AA(1) of the Companies Act 1985

Members have not required the company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985



R-L Jensen

Secretary

31 August 2007

Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable United Kingdom law and United Kingdom Generally Accepted Accounting Practice

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,
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- 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 safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities

Balance Sheet

As at 30 November 2006

	Notes	2006 £	2005 £
Current assets			
Debtors	3	3,378	3,378
Creditors: amounts falling due within one year	4	(5,438)	(5,438)
Net current liabilities		<u>(2,060)</u>	<u>(2,060)</u>
Capital and reserves			
Called up share capital	5	2	2
Profit and loss account	6	(2,062)	(2,062)
Shareholders' deficit	6	<u>(2,060)</u>	<u>(2,060)</u>

- (a) For the year ended 30 November 2006 the company was entitled to exemption under section 249AA(1) of the Companies Act 1985
- (b) Members have not required the company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985
- (c) The directors acknowledge their responsibility for
 - (i) ensuring the company keeps accounting records which comply with section 221, and
 - (ii) preparing financial statement which give a true and fair view of the state of affairs of the company as at the end of the financial year, and its profits and loss for the financial year, in accordance with the requirements of section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company

The financial statements on pages 4 to 6 were approved by the Board on August 30, 2007 and signed on their behalf by



A K Douglas

Director

30 August 2007

Notes to the Financial Statements

As at 30 November 2006

1 Accounting policies

Accounting period

The company prepares financial statements for the 12 month period ending 30 November

Accounting convention

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

2. Profit and loss account

The company has not traded during the year and has made neither a profit nor a loss. No profit and loss account has therefore been prepared.

3. Debtors

	2006 £	2005 £
Amounts owed by group undertakings	3,378	3,378

4. Creditors: amounts falling due within one year

	2006 £	2005 £
Amounts owed to group undertakings	5,438	5,438

5. Share capital

	2006 £	2005 £
<i>Authorised</i>		
1000 Ordinary shares of £1 each	1,000	1,000
<i>Allotted, called up and fully paid</i>		
2 Ordinary shares of £1 each	2	2

Notes to the Financial Statements

As at 30 November 2006

6. Reconciliation of shareholders' deficit and movement on reserves

	<i>Share capital £</i>	<i>Profit and loss account £</i>	<i>Total £</i>
At 30 November 2006 and 30 November 2005	2	(2,062)	(2,060)

7. Ultimate parent undertaking

The company's immediate parent undertaking is Bridge Productions Limited, a company registered in England and Wales

Time Warner Holdings Limited is the parent undertaking of the smallest group of undertakings of which the company is a member and for which group financial statements are drawn up. Time Warner Holdings Limited is registered in England and Wales and copies of its financial statements can be obtained from the Registrar of Companies in Cardiff.

At 30 November 2006, Time Warner Inc, a company incorporated in the United States of America, was the ultimate parent undertaking and the parent undertaking of the largest group of undertakings of which the company is a member and for which group financial statements are drawn up. Copies of Time Warner Inc's financial statements can be obtained from One Time Warner Center, New York, NY 10019, USA.