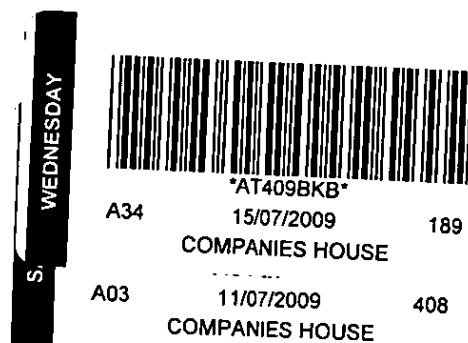


Registration number 03904065

Barco Holdings Limited

Directors' report and financial statements

for the year ended 30 September 2008



Barco Holdings Limited

Company information

| | |
|-------------------|--|
| Directors | P R Barrow S J Barrow P J Barrow |
| Secretary | S J Barrow |
| Company number | 03904065 |
| Registered office | 8 Fairfax Mansions Finchley Road Swiss Cottage London NW3 6JY |
| Auditors | Brackman Chopra LLP 8 Fairfax Mansions Finchley road London NW3 6JY |
| Business address | Barco House 15 Bessemer Road Welwyn Garden City Herts AL7 1HB |
| Bankers | National Westminster Bank Plc 10 St Peter's Street St Albans Herts AL1 3LY |

Barco Holdings Limited

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Barco Holdings Limited

Directors' report for the year ended 30 September 2008

The directors present their report and the financial statements for the year ended 30 September 2008.

Principal activity

The principal activity of the company is that of a holding company.

Directors and their interests

The directors who served during the year and their respective interests in the company are stated below:

| | Class of share | 30/09/08 | 01/10/07 or date of appointment |
|------------|-----------------------|-----------------|--|
| P R Barrow | Ordinary shares | 675 | 675 |
| S J Barrow | Ordinary shares | 675 | 675 |
| P J Barrow | Ordinary shares | 150 | 150 |

Directors' responsibilities

The directors are responsible for preparing 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to give a true and fair view of the state of the affairs of the company and of the profit or loss of the company for that year. In preparing these financial statements the directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK 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.

The directors of a company must, in determining how amounts are presented within items in the profit and loss account and balance sheet, have regard to the substance of the reported transaction or arrangement, in accordance with generally accepted accounting principles and practice.

In so far as the directors are aware:

- there is no relevant audit information (information needed by the company's auditors in connection with preparing their report) of which the company's auditors are unaware, and

Barco Holdings Limited

**Directors' report
for the year ended 30 September 2008**

..... continued

- the directors have taken all the steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Auditors

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

This report is prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

This report was approved by the Board on 25 June 2009 and signed on its behalf by


S J Barrow
Secretary

Barco Holdings Limited

Independent auditors' report to the shareholders of Barco Holdings Limited

We have audited the financial statements of Barco Holdings Limited for the year ended 30 September 2008 which comprise the profit and loss account, the balance sheet, the cash flow statement and the related notes. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's shareholders, 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 shareholders 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 shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and the auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the statement of directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

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 whether in our opinion the information given in the directors' report is consistent with the financial statements.

In addition we report to you if, in our opinion, 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 other transactions is not disclosed.

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

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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.

Barco Holdings Limited

Independent auditors' report to the shareholders of Barco Holdings Limited continued

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, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 30 September 2008 and of its loss for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' Report is consistent with the financial statements.



Brackman Chopra LLP
Chartered Accountants and
Registered Auditor
8 Fairfax Mansions
Finchley road
London
NW3 6JY

25 June 2009

Barco Holdings Limited

**Profit and loss account
for the year ended 30 September 2008**

| | | 2008 | 2007 |
|--|--------------|-----------------------|-----------------------|
| | Notes | £ | £ |
| Administrative expenses | | <u>(390)</u> | <u>(390)</u> |
| Loss on ordinary activities before taxation | | (390) | (390) |
| Tax on loss on ordinary activities | 2 | <u>-</u> | <u>186</u> |
| Loss for the year | 8 | (390) | (204) |
| Accumulated loss brought forward | | <u>(2,717)</u> | <u>(2,513)</u> |
| Accumulated loss carried forward | | <u>(3,107)</u> | <u>(2,717)</u> |

The profit and loss account has been prepared on the basis that all operations are continuing.

There are no recognised gains or losses other than the profit or loss for the above two financial years.

The notes on pages 8 to 12 form an integral part of these financial statements.


Barco Holdings Limited

**Balance sheet
as at 30 September 2008**

| | | 2008 | | 2007 | |
|--|--------------|------------------|--------------------|----------------|----------------|
| | Notes | £ | £ | £ | £ |
| Fixed assets | | | | | |
| Investments | 3 | | 1,505 | | 1,505 |
| Current assets | | | | | |
| Debtors | 4 | 1,279,821 | | - | |
| Cash at bank and in hand | | - | | 116 | |
| | | <u>1,279,821</u> | | <u>116</u> | |
| Creditors: amounts falling due within one year | 5 | <u>(3,112)</u> | | <u>(2,838)</u> | |
| Net current assets/(liabilities) | | | <u>1,276,709</u> | | <u>(2,722)</u> |
| Total assets less current liabilities | | | 1,278,214 | | (1,217) |
| Creditors: amounts falling due after more than one year | 6 | | <u>(1,279,821)</u> | | - |
| Deficiency of assets | | | <u>(1,607)</u> | | <u>(1,217)</u> |
| Capital and reserves | | | | | |
| Called up share capital | 7 | | 1,500 | | 1,500 |
| Profit and loss account | 8 | | <u>(3,107)</u> | | <u>(2,717)</u> |
| Shareholders' funds | 9 | | <u>(1,607)</u> | | <u>(1,217)</u> |

The financial statements are prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies companies.

The financial statements were approved by the Board on 25 June 2009 and signed on its behalf by


P R Barrow
Director


S J Barrow
Director


P J Barrow
Director

The notes on pages 8 to 12 form an integral part of these financial statements.

Barco Holdings Limited

**Cash flow statement
for the year ended 30 September 2008**

| Notes | 2008 £ | 2007 £ |
|---|--------------------|--------------|
| Reconciliation of operating loss to net cash outflow from operating activities | | |
| Operating loss | (390) | (390) |
| (Increase) in debtors | (1,279,821) | - |
| Increase in creditors | 274 | 167 |
| Net cash outflow from operating activities | <u>(1,279,937)</u> | <u>(223)</u> |
| Cash flow statement | | |
| Net cash outflow from operating activities | (1,279,937) | (223) |
| Taxation | - | 186 |
| | <u>(1,279,937)</u> | <u>(37)</u> |
| Financing | 1,279,821 | - |
| Decrease in cash in the year | <u>(116)</u> | <u>(37)</u> |
| Reconciliation of net cash flow to movement in net debt (Note 12) | | |
| Decrease in cash in the year | (116) | (37) |
| Cash outflow from decrease in debts and lease financing | (1,279,821) | - |
| Change in net debt resulting from cash flows | (1,279,937) | (37) |
| Net funds at 1 October 2007 | 116 | 153 |
| Net debt at 30 September 2008 | <u>(1,279,821)</u> | <u>116</u> |

Barco Holdings Limited

Notes to the financial statements for the year ended 30 September 2008

1. Accounting policies

1.1. Accounting convention

The financial statements are prepared under the historical cost convention and comply with financial reporting standards of the Accounting Standards Board.

1.2. Investments

Fixed asset investments are stated at cost less provision for permanent diminution in value.

1.3. Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax.

1.4. Group accounts

The company is entitled to the exemption under Section 248 of the Companies Act 1985 from the obligation to prepare group accounts.

2. Tax on loss on ordinary activities

| Analysis of charge in period | 2008 £ | 2007 £ |
|--|-----------|-----------|
| Current tax | | |
| Adjustments in respect of previous periods | - | (186) |

3. Fixed asset investments

| | Undertakings and participating interests £ | Total £ |
|------------------------|--|------------|
| Cost | | |
| At 1 October 2007 | | |
| At 30 September 2008 | 1,505 | 1,505 |
| Net book values | | |
| At 30 September 2008 | 1,505 | 1,505 |
| At 30 September 2007 | 1,505 | 1,505 |

Barco Holdings Limited

Notes to the financial statements for the year ended 30 September 2008

..... continued

3.1. Holdings of 20% or more

The company holds 20% or more of the share capital of the following companies:

| Company | Country of registration or incorporation | Nature of business | Shares held class | Proportion of shares held |
|---------------------------------|--|-----------------------|----------------------|---------------------------------|
| Subsidiary undertaking | | | | |
| Barco Sales Ltd | England & Wales | Plumbing wholesaler | Ordinary | 100% |
| Barco International Ltd | England & Wales | Dormant | Ordinary | 100% |
| Barco Wholesale Ltd | England & Wales | Dormant | Ordinary | 100% |
| Starfisch Ltd | England & Wales | Dormant | Ordinary | 100% |
| Starfisch Artist Management Ltd | England & Wales | Dormant | Ordinary | 100% |
| Starfisch Publishing Limited | England & Wales | Dormant | Ordinary | 100% |
| Starfisch Records Ltd | England & Wales | Artist recording | Ordinary | 100% |

The aggregate amount of capital and reserves and the results of these undertakings for the last relevant financial year were as follows:

| | Capital and reserves £ | Profit for the year £ |
|---------------------------------|---------------------------|--------------------------|
| Barco Sales Ltd | 5,058,433 | 1,846,003 |
| Barco International Ltd | Dormant | - |
| Barco Wholesale Ltd | Dormant | - |
| Starfisch Ltd | Dormant | - |
| Starfisch Artist Management Ltd | Dormant | - |
| Starfisch Publishing Limited | Dormant | - |
| Starfisch Records Ltd | (875,160) | (222,593) |

4. Debtors

| | 2008 £ | 2007 £ |
|------------------------------------|-----------|-----------|
| Amounts owed by group undertakings | 1,279,821 | - |

The amounts owed by group undertakings are due after more than 5 years.

Barco Holdings Limited

Notes to the financial statements for the year ended 30 September 2008

..... continued

| | | |
|---|--------------------------------|----------------|
| 5. Creditors: amounts falling due within one year | 2008 | 2007 |
| | £ | £ |
| Amounts owed to group undertaking | 2,760 | 2,486 |
| Accruals and deferred income | 352 | 352 |
| | <u>3,112</u> | <u>2,838</u> |
| 6. Creditors: amounts falling due after more than one year | 2008 | 2007 |
| | £ | £ |
| Loan | 1,279,821 | - |
| Loans | | |
| Repayable between one and two years | 54,254 | - |
| Repayable in five years or more | 1,225,567 | - |
| | <u>1,279,821</u> | <u>-</u> |
| 7. Share capital | 2008 | 2007 |
| | £ | £ |
| Authorised equity | | |
| 1,000,000 Ordinary shares of 1 each | 1,000,000 | 1,000,000 |
| Allotted, called up and fully paid equity | | |
| 1,500 Ordinary shares of 1 each | <u>1,500</u> | <u>1,500</u> |
| 8. Equity Reserves | Profit and loss account | Total |
| | £ | £ |
| At 1 October 2007 | (2,717) | (2,717) |
| Loss for the year | (390) | (390) |
| At 30 September 2008 | <u>(3,107)</u> | <u>(3,107)</u> |

Barco Holdings Limited

Notes to the financial statements for the year ended 30 September 2008

..... continued

| 9. Reconciliation of movements in shareholders' funds | 2008 £ | 2007 £ |
|---|----------------|----------------|
| Loss for the year | (390) | (204) |
| Opening shareholders' funds | (1,217) | (1,013) |
| Closing shareholders' funds | <u>(1,607)</u> | <u>(1,217)</u> |

10. Related party transactions

At the balance sheet date the amount owed to Barco Sales Ltd, a wholly owned subsidiary undertaking was £2,740 (2007:£2,486). this amount is an interest free group loan repayable on demand.

At 30 September 2008 Barco Holdings Ltd entered into a loan agreement with Ingenious Resources Ltd for a loan of £1,279,821. The money received was then loaned to Barco Sales Ltd to assist with the funding of an investment in Big Screen Productions 4 LLP by Barco Sales Ltd. The loan is repayable on the earlier of the of the winding up of Big Screen Productions 4 LLP, the sale of its assets, termination of its operators agreements or 30 September 2016. The intercompany loan is shown in debtors. A tranche of the loan of £54,254 is to be prepaid from the first drawings from Big Screen Productions 4 LLP and has been disclosed in loans repayable between one and two years . The balance of the loan is due for payment more than 5 years from the balance sheet date. The loan accrues interest at 2 percent above bank base rate. Interest is payable on the repayment of the loan. The loan is secured on Barco Sales Ltd's investment in Big Screen Productions 4 LLP.

11. Controlling interest

Peter and Sandra Barrow, directors, together with a member of their close family, control the company by virtue of a controlling interest (directly or indirectly) of 100% of the issued share capital.

Barco Holdings Limited

**Notes to the financial statements
for the year ended 30 September 2008**

..... continued

12. Analysis of changes in net funds

| | Opening balance | Cash flows | Closing balance |
|--------------------------|----------------------------|-----------------------|----------------------------|
| | £ | £ | £ |
| Cash at bank and in hand | 116 | (116) | - |
| Debt due after one year | - | (1,279,821) | (1,279,821) |
| Net funds | <u>116</u> | <u>(1,279,937)</u> | <u>(1,279,821)</u> |