

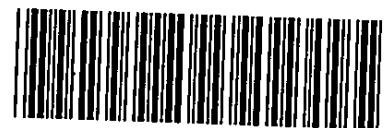
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Warner Music Pension Limited

Report and Financial Statements

24 September 2010

WEDNESDAY



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23/03/2011
COMPANIES HOUSE

Warner Music Pension Limited

Registered No 5422101

Directors

M Osherova
S Robson
M Saunter
J Reid
M Lavin

Secretary

Olswang Cosec
90 High Holborn
London
WC1V 6XX

Auditors

Ernst & Young LLP
1 More London Place
London
SE1 2AF

Bankers

Barclays Bank PLC
Hanover Square
London
W1S 1HH

Registered Office

7th Floor
90 High Holborn
London
WC1V 6XX

Directors' report

The directors present their report and accounts for the year ended 24 September 2010

RESULTS AND DIVIDENDS

The loss for the year, after taxation, amounted to £4,430 (2009 profit – £155) The directors do not recommend payment of a dividend

PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

The company's principal activity during the year was the administration related to management of the Warner Music Pension Fund

The company's key financial and other performance indicators during the year were as follows

	2010 £	2009 £	Change %
Turnover	81,290	61,849	+31%
(Loss)/profit after tax	(4,430)	155	-2,958%
Shareholders' funds	179	4,609	-96%

Turnover has increased by 31% due to general increased consultancy charges

(Loss)/profit after tax has decreased by 2,958% due to the prior year profit being near zero and so a small movement in expenses due to a one off penalty has caused a large percentage movement in the loss after tax

Shareholders' funds has decreased by 96% due to the retained loss

PRINCIPAL RISKS AND UNCERTAINTIES

The Board of Directors of the company regularly monitors all risks and uncertainties and no significant change is expected to this activity during the forthcoming year

FUTURE DEVELOPMENTS

The directors expect the company to continue to serve the administration requirements of the Warner Music Pension Fund

DIRECTORS AND THEIR INTERESTS

The directors of the company during the year were as follows

A Young (Resigned 1 July 2010)
M Osheroova
S Robson
M Saunter
J Reid
M Lavin

There are no directors' interests requiring disclosure under the Companies Act 2006

DISCLOSURE OF INFORMATION TO THE AUDITORS

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware Having made enquiries of fellow directors and the company's auditor, each director has taken all the steps that he is obliged to take as a director in order to made himself aware of any relevant audit information and to establish that the auditor is aware of that information

Directors' report

RE-APPOINTMENT OF AUDITORS

In accordance with s 485 of the Companies Act 2006, a resolution is to be proposed at the Annual General Meeting for reappointment of Ernst & Young LLP as auditor of the company

By order of the board

M Saunter
Director



Date

17 March 2011

Statement of directors' responsibilities

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 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). 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 profit or loss of the company for that year. 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 UK 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 proper 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 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.

Independent auditors' report

to the members of Warner Music Pension Limited

We have audited the financial statements of Warner Music Pension Limited for the year ended 24 September 2010, which comprise the Profit and Loss Account, Statement of Total Recognised Gains and Losses, Balance Sheet and the related notes 1 to 11. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Sections 495 and 496 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 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 explained more fully in the Statement of Directors' Responsibilities on page 4, the directors are responsible for the preparation of financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). These standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements.

OPINION ON THE FINANCIAL STATEMENTS

In our opinion the financial statements

- give a true and fair view of the company's affairs as at 24 September 2010 and of its loss for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- 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 by the company, 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 or directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit.



Philippa Jane Green
Ernst & Young LLP
Registered Auditor
London

Date 17/3/2011

Profit and Loss account

for the year ended 24 September 2010

	Notes	2010 £	2009 £
TURNOVER	2	81,290	61,849
Administrative expenses		(84,890)	(61,844)
OPERATING (LOSS)/PROFIT	3	(3,600)	5
Interest receivable	4	45	150
Interest payable	5	(875)	–
(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		(4,430)	155
Tax on (loss)/profit on ordinary activities	6	–	–
(LOSS)/PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		(4,430)	155

All activities are continuing

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

The company had no recognised gains or losses other than the loss of £4,430 for the year ended 24 September 2010 (2009 profit – £155)

Balance sheet

at 24 September 2010

	Notes	2010 £	2009 £
CURRENT ASSETS			
Debtors	7	17,645	18,513
Cash at bank and in hand		117,206	92,225
		<u>134,851</u>	<u>110,738</u>
CREDITORS amounts falling due within one year	8	(134,672)	(106,129)
NET CURRENT ASSETS		<u>179</u>	<u>4,609</u>
CAPITAL AND RESERVES			
Called up share capital	9	1	1
Profit and loss account	10	178	4,608
EQUITY SHAREHOLDERS' FUNDS		<u>179</u>	<u>4,609</u>

M Saunter
Director



Date

17 March 2011

Notes to the financial statements

at 24 September 2010

1 ACCOUNTING POLICIES

Accounting convention

The accounts are prepared under the historical cost convention and in accordance with accounting standards applicable in the United Kingdom

Accounting period

The company prepares accounts for either 52 or 53 week periods ending within one week of 30 September

Related parties

The company has taken advantage of the exemption in FRS 8 not to disclose details of transactions between fellow wholly-owned group undertakings

Cash flow statements

The company has taken advantage of the exemption in Financial Reporting Standard No 1 Revised ("FRS 1") A cash flow statement has not been prepared as the company was at 24 September 2010 a wholly-owned subsidiary undertaking of Warner Music Group Corp, a company incorporated in the United States of America, which prepared a group cash flow statement

2. TURNOVER

Turnover represents the amounts derived from the provision of services which fall within the company's ordinary activities, and is stated net of value added tax

Turnover and pre-tax profit are attributable to the provision of financial and administrative services to other group undertakings worldwide

Sales by destination were as follows

	2010 £	2009 £
United Kingdom	81,290	61,849
	<u>81,290</u>	<u>61,849</u>

3 OPERATING (LOSS)/PROFIT

This is stated after charging

	2010 £	2009 £
Auditors' remuneration	3,000	3,505
	<u>3,000</u>	<u>3,505</u>

The directors of the company are also directors of a number of subsidiaries of the ultimate parent undertaking. The directors do not believe that it is practicable to apportion the remuneration between remuneration as directors of the company and their remuneration as directors of the fellow subsidiary companies. The directors' remuneration is therefore disclosed in the accounts of the subsidiaries that make the remuneration payments

Notes to the financial statements

at 24 September 2010

4 INTEREST RECEIVABLE

	2010 £	2009 £
Bank and other interest	45	150
	<u>45</u>	<u>150</u>

5 INTEREST PAYABLE

	2010 £	2009 £
Bank and other interest	875	–
	<u>875</u>	<u>–</u>

6 TAX ON (LOSS)/PROFIT ON ORDINARY ACTIVITIES

a) The tax charge is made up as follows

	2010 £	2009 £
<i>Current tax</i>		
Corporation tax payable at 28%	–	–
Total current tax charge on (loss)/profit on ordinary activities	<u>–</u>	<u>–</u>

b) Factors affecting the current tax charge

The standard rate of current tax for the year, based on the UK standard rate of corporation tax, is 28% (2009 – 28%). The current tax charge for the year differs from the standard rate for the reasons in the reconciliation below

	2010 £	2009 £
(Loss)/profit on ordinary activities before tax	<u>(4,430)</u>	<u>155</u>
Tax on (loss)/profit on ordinary activities at standard rate	(1,240)	43
<i>Factors affecting charge</i>		
Disallowable expenses	924	–
Group relief received/(surrendered) for nil consideration	316	(43)
Total current tax (note a above)	<u>–</u>	<u>–</u>

Notes to the financial statements

at 24 September 2010

7 DEBTORS

	2010	2009
	£	£
Amounts owed by group undertakings	10,726	16,716
VAT recoverable	1,628	1,797
Prepayments and accrued income	5,291	–
	<u>17,645</u>	<u>18,513</u>

8. CREDITORS amounts falling due within one year

	2010	2009
	£	£
Amounts owed to group undertakings	17,673	16,272
Accruals and deferred income	116,999	89,857
	<u>134,672</u>	<u>106,129</u>

9 SHARE CAPITAL

	2010	2009
	No	No
<i>Authorised</i>		
Ordinary shares of £1 each	1,000	1,000
	<u>£</u>	<u>£</u>
<i>Allotted, called up and fully paid</i>		
Ordinary share of £1	1	1
	<u>£</u>	<u>£</u>

10. RECONCILIATION OF SHAREHOLDERS' FUNDS AND MOVEMENTS ON RESERVES

	Share capital	Profit and loss account	Total
	£	£	£
At 26 September 2009	1	4,608	4,609
Loss for the year	–	(4,430)	(4,430)
At 24 September 2010	<u>1</u>	<u>178</u>	<u>179</u>

Notes to the financial statements

at 24 September 2010

11 PARENT UNDERTAKING AND CONTROLLING PARTY

The company is 100% owned by Warner Music UK Limited, the immediate parent undertaking

On 24 September 2010 Warner Music Group Corp, a company incorporated in the United States of America, was the ultimate parent undertaking and the parent undertaking of the smallest group of undertakings of which the company was a member and for which group financial statements are drawn up. Copies of Warner Music Group Corp's financial statements can be obtained from 1209 Orange Street, Wilmington, DE 19801, USA