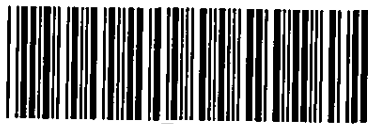


Registered number: 05723245

**Woodlands Inserts Limited
(previously Pocket Films Limited)**

**Annual Report and Financial Statements
Year ended 31 March 2009**

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Directors' report

The directors present their report and the audited financial statements of Woodlands Inserts Limited for the year ended 31 March 2009.

On 12 June 2008, the Company changed its name from Pocket Films Limited to Woodlands Inserts Limited.

Principal Activity and business review

The principal activity of the Company is the publishing of mini guides for cinema and DVD releases. In October 2007 the Company discontinued its trading operations. The Company did not trade during the year to 31 March 2009.

The Company is exempt, by virtue of its size, from the requirement to prepare an enhanced business review.

Results and dividends

The result after taxation for the year was £nil (2008: £70,454 loss) for the year. The directors do not recommend the payment of a dividend (2008: £nil).

Directors

The directors who served during the year were as follows:

Marcus Arthur	(resigned 5 June 2008)
Anthony Franks	(resigned 6 June 2008)
Kevin Langford	
Richard Parsons	(appointed 6 June 2008)

The Company's company secretary, James Stevenson, resigned on 30 April 2009. Jane Earl was appointed by the board as company secretary on 3 June 2009.

Donations

The Company did not make any political or charitable donations during the year (2008: nil).

Going concern

Notwithstanding the Company's net current liabilities and net liabilities, the directors have received confirmation from the directors of the holding company that they will not demand immediate repayment of debt owed to them but will continue to support the Company financially to enable it to meet its liabilities as and when they fall due, for a period not less than one year from the date of approval of these financial statements and accordingly the going concern basis continues to be adopted in the preparation of the accounts.

Directors' interests and indemnities

No director had any interest in the share capital of Woodlands Inserts Limited at 1 April 2008 or 31 March 2009. No rights to subscribe for shares in or debentures of the Company were granted to any of the directors or their immediate families, or exercised by them, during the financial year. Directors' and officers' insurance cover was in place throughout the financial year as appropriate under the BBC group scheme.

Statement as to disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware

and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Auditors

Pursuant to section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and KPMG LLP will therefore continue in office.

By order of the board


Jane Earl
Company Secretary

Registered Office:
Media Centre
201 Wood Lane
London W12 7TQ

11 January 2010

Statement of directors' responsibilities in respect of the directors' report and financial statements

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 UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

The financial statements are required by law to give a true and fair view of the state of affairs of the Company and of the profit or loss for that year.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments 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 disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that its financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

Independent Auditors' Report to the members of Woodlands Inserts Limited

We have audited the financial statements of Woodlands Inserts Limited for the year ended 31 March 2009 which comprise the profit and loss account, the balance sheet 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 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 auditor's 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

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice) are set out in the Statement of directors' Responsibilities on page 4.

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 other information contained in the annual report and consider whether it is consistent with the audited financial statements. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information. 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 judgments 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.

Independent Auditors' Report to the members of Woodlands Inserts Limited
(continued)

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with UK Generally Accepted Accounting Practice, of the state of the Company's affairs as at 31 March 2009 and of its result 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.



KPMG LLP
Chartered Accountants and Registered Auditor
8 Salisbury Square
London
EC4Y 8BB

Date: // January 2010

Profit and loss account

For the year ended 31 March 2009

	Note	2009 £	2008 £
Turnover	1	-	126,464
Cost of sales		-	(107,324)
Gross profit		-	19,140
Distribution expenses		-	(947)
Administrative expenses		-	(118,836)
Operating loss		-	(100,643)
Loss on ordinary activities before taxation	2	-	(100,643)
Tax on loss on ordinary activities	4	-	30,189
Loss for the period		-	(70,454)

The result for the current year is derived from discontinued operations.

There is no difference in the loss for the financial period as reported compared to a historical cost basis in either the current or prior year.

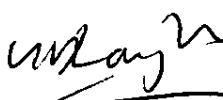
There were no recognised gains and losses other than those recognised in the profit and loss account. Accordingly, no separate statement of total recognised gains and losses has been presented.

Balance Sheet

As at 31 March 2009

	Notes	2009 £	2008 £
Current assets			
Debtors	5	72,463	72,463
Creditors: amounts falling due within one year	6	<u>(242,275)</u>	<u>(242,275)</u>
Net current liabilities		<u>(169,812)</u>	<u>(169,812)</u>
Net liabilities		<u>(169,812)</u>	<u>(169,812)</u>
Capital and reserves			
Called up share capital	7	100	100
Profit and loss account	8	<u>(169,912)</u>	<u>(169,912)</u>
Deficit in equity shareholders' funds	9	<u>(169,812)</u>	<u>(169,812)</u>

These financial statements were approved by the board of directors on 11 January 2010 and were signed on its behalf by:


Kevin Langford
Director

Notes to the financial statements

1 Principal accounting policies

The financial statements have been prepared in accordance with applicable accounting standards in the United Kingdom. A summary of the Company's principal accounting policies is set out below. These accounting policies have been applied consistently throughout the current and preceding years to items considered material to the financial statements.

1a Basis of accounting

The financial statements are presented under the historical cost accounting convention.

1b Going Concern

Notwithstanding the Company's net current liabilities and net liabilities, the directors have received confirmation from the directors of the parent company that they will not demand immediate repayment of debt but will continue to support the Company financially to enable it to meet its liabilities as and when they fall due, for a period not less than one year from the date of approval of these financial statements. Accordingly, these financial statements have been prepared on a going concern basis.

If the Company were unable to continue to trade, adjustments would have to be made to reduce the value of the assets to their recoverable amounts, to provide for any further liabilities that might arise.

1c Cash flow statement

The Company is exempt from the requirement of Financial Reporting Standard 1 (revised) to prepare a cash flow statement on the grounds that its ultimate parent undertaking owns over 90% of the issued share capital of the Company and includes the Company in its own published consolidated financial statements.

1d Turnover

Turnover, which excludes value added tax, represents the value of licence fees charged, recognised on an accruals basis.

1e Taxation

The charge for taxation is based on the profit or loss for the period and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Except where otherwise required by accounting standards full provision without discounting is made for all timing differences that have arisen but not reversed at the balance sheet date. Deferred tax assets are recognised to the extent that, on the basis of all available evidence, it is more likely than not that they will be recovered.

2 Loss on ordinary activities before taxation

Auditor's remuneration was borne by the parent company in the current period. The audit fee relating to the Company was as follows:

	2009 £	2008 £
Fees for the audit of the Company	3,000	3,000

Fees paid to the Company's auditors, KPMG LLP, and its associates for services other than the statutory audit of the Company are not disclosed in these financial statements. This is on the basis that such non-audit fees are disclosed in the consolidated accounts of the Company's ultimate parent, the BBC.

Notes – (continued)

3 Employees and remuneration

The Directors received no remuneration from the Company during the year. One director was employed by the Company in the prior year. The emoluments of this director comprised wages and salaries of £33,143. Social security costs of £3,570 were charged during the prior year. This director was made redundant on 1 October 2007 and received £30,000 compensation for loss of office.

The Company had no other employees during the year or the preceding year.

4 Taxation on loss on ordinary activities

4a Analysis of taxation for the year/period

The credit for the year, based on a rate of corporation tax of 28% (2008: 30%), comprised:

	2009 £	2008 £
<i>UK corporation tax</i>		
Current period group relief receipt	-	(30,189)
	<hr/>	<hr/>
Total credit for the period	-	(30,189)

4b Factors affecting the tax credit

The current tax for the prior period differs from the standard rate of corporation tax in the UK of 28% (2008: 30%). The differences are explained as follows:

	2009 £	2008 £
Loss on ordinary activities before tax	-	(100,643)
Current tax at 28% (2008: 30%)	-	(30,193)
Effects of:		
Permanent disallowable	-	4
	<hr/>	<hr/>
Current taxation for the year	-	(30,189)

4c Factors that may affect future tax charges

The statutory rate of UK corporation tax reduced to 28% with effect from 1 April 2008. The Company is not anticipated to trade in future periods. The Company has no unrecognised deferred tax assets nor any unprovided deferred tax liabilities.

5 Debtors

	2009 £	2008 £
Amounts falling due within one year:		
Group relief receivable	72,463	72,463

Notes — (continued)

6 Creditors: Amounts falling due within one year

	2009 £	2008 £
Amount owed to parent undertaking	242,275	242,275

7 Called up share capital

	2009 £	2008 £
<i>Authorised, allotted, called up and fully paid</i>		
510 ordinary A shares of £0.10 each	51	51
490 ordinary B shares of £0.10 each	49	49
	100	100

8 Reserves

	Profit and loss account £
As at 1 April 2008	(169,912)
Loss for the year	-
As at 31 March 2009	(169,912)

9 Reconciliation of movements in shareholders' deficit

	2009 £	2008 £
As at 1 April	(169,812)	(99,358)
Loss for the year	-	(70,454)
As at 31 March	(169,812)	(169,812)

10 Related party transactions

As the Company is a wholly owned subsidiary of BBC Worldwide Limited, the Company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entities which form part of the group headed by the British Broadcasting Corporation.

There are no other transactions with related parties which require disclosure.

11 Parent undertaking and controlling party

The Company's immediate parent is BBC Worldwide Limited and the ultimate parent undertaking and controlling party is the British Broadcasting Corporation (BBC) which is incorporated in the United Kingdom by Royal Charter. The largest group in which the results of the Company are consolidated is that headed by the BBC. The smallest group in which they are consolidated is that headed by BBC Worldwide Limited incorporated in the United Kingdom. The consolidated accounts of BBC may be obtained online at www.bbc.co.uk/annualreport.