

**INGENIOUS BROADCASTING 19 PLC**

**ANNUAL REPORT AND FINANCIAL STATEMENTS**  
**For the year ended**  
**5 April 2009**

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Company Registration Number  
6025270 (England and Wales)

ANNUAL REPORT AND FINANCIAL STATEMENTS 2009

CONTENTS

THE COMPANY AND ITS ADVISERS.....	1
DIRECTORS' REPORT.....	2
INDEPENDENT AUDITORS' REPORT TO THE MEMBERS.....	5
PROFIT AND LOSS ACCOUNT.....	7
BALANCE SHEET.....	8
CASH FLOW STATEMENT.....	9
NOTES TO THE CASH FLOW STATEMENT.....	10
NOTES TO THE FINANCIAL STATEMENTS.....	12

## INGENIOUS BROADCASTING 19 PLC

### THE COMPANY AND ITS ADVISERS

<b>Directors</b>	J L Boyton M T Bugden J H M Clayton N A Forster D M Reid S T Speight
<b>Company Secretary</b>	S J Cruickshank
<b>Registered Office</b>	15 Golden Square London W1F 9JG
<b>Company Number</b>	6025270 (England and Wales)
<b>Auditors</b>	Shipleys LLP Chartered Accountants and Statutory Auditors 10 Orange Street Haymarket London WC2H 7DQ
<b>Bankers</b>	HSBC Private Bank (UK) Limited 78 St James's Street London SW1A 1JB
<b>Registrar</b>	SLC Registrars Thames House Portsmouth Road Esher KT10 9AD

**DIRECTORS' REPORT**

5 April 2009

The directors present their Annual Report and Audited Financial Statements for the year ended 5 April 2009.

**ACTIVITIES**

Ingenious Broadcasting 19 plc (the "Company") is a member of Ingenious Broadcasting 2 LLP (the "Partnership"), a limited liability partnership formed to produce and exploit a high quality portfolio of television programmes with ongoing potential for commercial exploitation across all media.

In assessing which programmes to produce, the Partnership endeavours to work with the most successful broadcasters and sales agents and to work with and engage the highest quality co-producers and production services companies and personnel to carry out its production activities. The Partnership also benefits from its relationship with the Ingenious Media group in sourcing television projects, and intends to create a diverse portfolio of programmes with both domestic and international appeal.

**REVIEW OF THE BUSINESS**

The Company made a loss after tax of £27,826 (2008: £105,410).

The net assets of the Company at 5 April 2009 were £1,851,164 (2008: £628,990).

The directors consider the Company's performance during the year to be satisfactory, and will continue to monitor the trading activities undertaken through the Partnership and the performance of the Partnership's operator.

**NEW PRODUCTION ACTIVITIES**

The Company has raised capital of £2.0 million to date of which £1.9 million has been deployed into the Partnership. The Partnership has engaged in £33.1million (2008: £21.6 million) of television production expenditure for the year ended 5 April 2009. Each of these productions involved co-producing with leading independent television producers and several of the UK's key broadcasters ultimately acquired the programmes for their domestic broadcast upon delivery.

**COMPLETED ACTIVITIES**

During the year to 5 April 2009 the Partnership committed to co-produce seven (2008: seven) programmes. Four (2008: five) of these programmes were completed during the year, and three (2008: two) were still in production at the year end.

Total budget commitments in relation to these programmes totalled £33.1 million (2008: £21.6 million) and distributors acting on behalf of the Partnership have pre-sold the rights to these programmes for the full £33.1million (2008: £21.6million). The Partnership has engaged various distributors to sell the programmes internationally on its behalf and expects to generate further revenue in the forthcoming year.

**DIRECTORS' REPORT (CONTINUED)**

5 April 2009

**FUTURE PROSPECTS**

The directors consider the financial position at the end of the year to be satisfactory and believe the Company is well placed to continue its business in the coming year.

**DIRECTORS**

The directors in office during the year and subsequently were as follows:

	Appointment date	Resignation date
J L Boyton	-	-
M T Bugden	1 June 2009	-
J H M Clayton	1 June 2009	-
S E Ford	-	9 May 2008
N A Forster	18 August 2008	-
P A McKenna	-	1 June 2009
D M Reid	-	-
S T Speight	1 June 2009	-

**PAYMENT OF SUPPLIERS**

The Company agrees payment terms as part of the commercial arrangement negotiated with suppliers. Payments are made on these terms provided the supplier meets its obligations.

The trade creditor days at 5 April 2009 were nil (2008: nil).

**FINANCIAL RISK MANAGEMENT OBJECTIVES AND PROCEDURES**

As the Company's key activity is investment in the Partnership, the directors have deemed it appropriate to consider the key risks to which the Partnership is exposed. Due to the nature of the Partnership's business and the assets and liabilities contained within its balance sheet, the key financial risk the directors consider relevant is credit risk. This risk is mitigated by the Partnership's credit control policies and greenlighting procedure. In assessing which programmes to produce, the Partnership endeavours to work with the most successful co-producers, distributors and broadcasters, and to work with and engage the highest quality personnel to carry out its production activities. The Partnership continues to monitor programmes' exploitation in international markets and anticipates further income from those sources.

**DIRECTORS' REPORT (CONTINUED)**

5 April 2009

**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The directors are responsible for preparing the Annual Report and 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 period. In preparing the 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 United Kingdom accounting standards have been followed; 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 ensuring that proper accounting records are kept 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 2006. 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.

**AUDITORS**

In so far as the directors are aware:

- there is no relevant audit information of which the Company's auditors are unaware;
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Shipleys LLP has indicated its willingness to remain in office and in accordance with s489 of the Companies Act 2006, a resolution proposing that they be reappointed will be put to the Annual General Meeting.

This report was approved and signed on behalf of the board of directors on 24 July 2009 by:



S J Cruickshank  
Company Secretary

Registered office:  
15 Golden Square,  
London  
W1F 9JG

## **INGENIOUS BROADCASTING 19 PLC**

### **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF INGENIOUS BROADCASTING 19 PLC**

We have audited the financial statements of Ingenious Broadcasting 19 plc for the year ended 5 April 2009 which comprise the profit and loss account, the balance sheet, the cash flow statement and the related notes 1 to 14. 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 section 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 Directors' Responsibilities Statement, the directors are responsible for the preparation of the 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). Those standards require us to comply with the Auditing Practices Board's (APB'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.

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF INGENIOUS BROADCASTING 19 PLC (CONTINUED)**

**Opinion on financial statements**

- the financial statements give a true and fair view of the state of the Company's affairs as at 5 April 2009 and of its loss for the year then ended;
- the financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements have been properly prepared in accordance with the Companies Act 2006.

**Opinion on other matters prescribed by the Companies Act 2006**

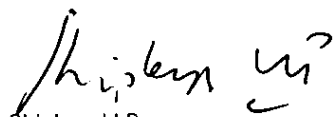
In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

**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, 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 of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

S L Joberns  
Senior Statutory Auditor



Shipleys LLP  
Chartered Accountants and Statutory Auditors  
10 Orange Street  
Haymarket  
London  
WC2H 7DQ

24 July 2009

# INGENIOUS BROADCASTING 19 PLC

## PROFIT AND LOSS ACCOUNT

For the year ended 5 April 2009

	NOTE	For the year ended 5 Apr 09 £	Period 11 Dec 06 to 5 Apr 08 £
Administrative expenses		(45,545)	(23,329)
<b>OPERATING LOSS</b>	2	<b>(45,545)</b>	<b>(23,329)</b>
Share of loss of associated Partnership	3	(25,249)	(82,081)
Interest receivable and similar income	4	48,740	-
<b>LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		<b>(22,054)</b>	<b>(105,410)</b>
Taxation on loss on ordinary activities	5	(5,772)	-
<b>LOSS ON ORDINARY ACTIVITIES AFTER TAXATION AND ACCUMULATED LOSS FOR THE YEAR/PERIOD</b>		<b>(27,826)</b>	<b>(105,410)</b>

All of the Company's activities relate to continuing operations.

There are no recognised gains and losses other than those shown above and therefore no separate statement of total recognised gains and losses has been presented.

**BALANCE SHEET**

As at 5 April 2009

	NOTE	2009 £	2008 £
<b>FIXED ASSETS</b>			
Investments	3	1,777,855	615,604
<b>CURRENT ASSETS</b>			
Debtors	7	100	771,900
Cash at bank		86,868	12,500
		86,968	784,400
<b>CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR</b>	8	(13,659)	(721,014)
<b>NET CURRENT ASSETS</b>		<b>73,309</b>	<b>63,386</b>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<b>1,851,164</b>	<b>678,990</b>
<b>CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR</b>	9	-	(50,000)
<b>NET ASSETS</b>		<b>1,851,164</b>	<b>628,990</b>
<b>CAPITAL AND RESERVES</b>			
Called up equity share capital	10	1,984,400	734,400
Profit and loss account	11	(133,236)	(105,410)
<b>SHAREHOLDERS' FUNDS</b>	12	<b>1,851,164</b>	<b>628,990</b>

These financial statements were approved by the directors and authorised for issue on 24 July 2009, and are signed on their behalf by:



N A Forster  
Director

# INGENIOUS BROADCASTING 19 PLC

## CASH FLOW STATEMENT

For the year ended 5 April 2009

		For the year ended 5 Apr 09 £	Period 11 Dec 06 to 5 Apr 08 £
	NOTE		
Cash (outflow) from operating activities	A	(61,087)	-
Returns on investment and servicing of finance	B	48,740	-
Acquisitions and disposals	C	(1,885,085)	-
<b>Net cash (outflow) before management of liquid resources and financing</b>		<b>(1,897,432)</b>	<b>-</b>
Financing	D	1,971,800	12,500
<b>Increase in cash in the year/period</b>	<b>E</b>	<b>74,368</b>	<b>12,500</b>

**NOTES TO THE CASH FLOW STATEMENT**

For the year ended 5 April 2009

<b>A. Reconciliation of operating loss to net cash (outflow) from operating activities</b>	<b>For the year ended 5 Apr 09 £</b>	<b>Period 11 Dec 06 to 5 Apr 08 £</b>
Operating loss	(45,545)	(23,329)
(Decrease)/Increase in creditors	(15,542)	23,329
<b>Net cash outflow from operating activities</b>	<b>(61,087)</b>	<b>-</b>
<b>B. Returns on investment and servicing of finance</b>	<b>For the year ended 5 Apr 09 £</b>	<b>Period 11 Dec 06 to 5 Apr 08 £</b>
Interest received	48,740	-
<b>C. Acquisitions and disposals</b>	<b>For the year ended 5 Apr 09 £</b>	<b>Period 11 Dec 06 to 5 Apr 08 £</b>
Investment in Partnership	(1,187,500)	(697,685)
(Decrease)/Increase in creditors	(697,585)	697,685
<b>Net cash outflow</b>	<b>(1,885,085)</b>	<b>-</b>
<b>D. Financing</b>	<b>For the year ended 5 Apr 09 £</b>	<b>Period 11 Dec 06 to 5 Apr 08 £</b>
Issue of non-equity share capital	-	50,000
Issue of equity share capital	1,250,000	734,400
Redemption of non-equity shares	(50,000)	-
Decrease/(Increase) in debtors	771,800	(771,900)
<b>Net cash inflow from financing activities</b>	<b>1,971,800</b>	<b>12,500</b>

# INGENIOUS BROADCASTING 19 PLC

## NOTES TO THE CASH FLOW STATEMENT

For the year ended 5 April 2009

<b>E. Analysis of changes in net funds</b>	<b>At 6 April 2008 £</b>	<b>Cash flows £</b>	<b>At 5 April 2009 £</b>
Cash at bank	12,500	74,368	86,868
<hr/>			
<b>F. Reconciliation of net cash flow to movement in net funds</b>		<b>For the year ended 5 Apr 09 £</b>	<b>Period 11 Dec 06 to 5 Apr 08 £</b>
Increase in cash in the year/period		74,368	12,500
Net cash at start of year/period		12,500	-
<b>Net cash at end of year/period</b>		<b>86,868</b>	<b>12,500</b>

## NOTES TO THE FINANCIAL STATEMENTS

5 April 2009

### 1. Principal accounting policies

#### Basis of accounting

The financial statements have been prepared under the historical cost convention.

#### Compliance with accounting standards

The financial statements have been prepared in accordance with applicable United Kingdom accounting standards. The significant accounting policies adopted are summarised below. These policies have been consistently applied in the current year and prior financial period.

#### Investment in associated Partnership

The investment in the associated Partnership is accounted for using the equity method. The profit and loss account includes the Company's share of the Partnership's profits less losses while the Company's share of the net assets of the Partnership is shown in the balance sheet.

#### Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred taxation is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

#### Foreign currency

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences are taken into account in arriving at the operating profit/loss.

#### Financial instruments

The Company's principal financial instruments are its bank balance, receivables and redeemable preference shares. The main purpose of the bank balance and receivables are to provide funding for the Company's operations and to ensure the Company can meet its liabilities as they fall due.

Due to the nature of the financial instruments used by the Company, there is no exposure to price risk. Credit risk of receivables is closely monitored.

Redeemable preference shares are redeemed in the event that sufficient new ordinary shares are issued in accordance with the offer set out in the prospectus issued by the Company (see note 10) and the redeemable preference shares are fully paid up. The redeemable preference shares have therefore been classified as long term liabilities of the Company.

The Company makes use of money market facilities when appropriate.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

5 April 2009

2. Operating loss

	For the year ended 5 Apr 09 £	Period 11 Dec 06 to 5 Apr 08 £
The operating loss is stated after charging:		
Auditors' remuneration for audit services	2,000	1,300

3. Investments

	For the year ended 5 Apr 09 £	Period 11 Dec 06 to 5 Apr 08 £
<b>Cost / Share of net assets</b>		
Balance brought forward	615,604	-
Movement during the year/period		
Capital paid	1,187,500	697,685
Share of Partnership's loss	(25,249)	(82,081)
<b>Balance carried forward</b>	<b>1,777,855</b>	<b>615,604</b>

The investment represents the interest in the Partnership. At the year end, the Company had a 1.5% (2008: 1.3%) interest in the capital of the the Partnership and an entitlement to an allocation of profits and losses based on its respective Weighted Member's share. The Partnership was formed under the Limited Liability Partnership Act 2000 to develop, produce and exploit a high quality portfolio of television programmes. Its place of business and head office address is 15 Golden Square, London, W1F 9JG, United Kingdom. The Partnership made a net loss of £249,159 (2008: net loss of £4,388,482) during the year to 5 April 2009.

The directors do not consider there to have been any indications as to an impairment in the carrying value of the investment; it is therefore carried at cost plus any share of profits or losses.

4. Interest receivable and similar income

	For the year ended 5 Apr 09 £	Period 11 Dec 06 to 5 Apr 08 £
Bank interest	48,740	-

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

5 April 2009

## 5. Taxation

a. The tax charge on the loss on ordinary activities for the year/period was as follows:	For the year ended 5 Apr 09 £	Period 11 Dec 06 to 5 Apr 08 £
Current tax charge for the year/period	5,772	-
<b>Total tax charge</b>	<b>5,772</b>	<b>-</b>

b. Factors affecting the tax charge for the year/period	For the year ended 5 Apr 09 £	Period 11 Dec 06 to 5 Apr 08 £
Loss on ordinary activities before taxation	(22,054)	(105,410)
Loss on ordinary activities for the year/period multiplied by the standard rate of corporation tax of 21% (2008: 30%)	(4,631)	(31,623)
Effects of:		
Expenses not deductible for tax purposes	7,875	-
Adjustment to allocation from Partnership	2,528	388
Tax losses not utilised	-	31,235
<b>Current tax charge for the year/period</b>	<b>5,772</b>	<b>-</b>

A potential deferred tax asset of £17,206 (2008: £29,154) in respect of tax losses carried forward has not been recognised due to uncertainty over the availability of taxable profits in future chargeable accounting periods.

## 6. Directors and employees

The Company did not have any employees during the year or the prior period. The directors did not receive any remuneration for their services during either the current year or prior period.

## 7. Debtors

	2009 £	2008 £
Amounts due from shareholders	100	37,600
Shareholder cash held by registrar	-	734,300
	<b>100</b>	<b>771,900</b>

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

5 April 2009

8. Creditors: Amounts falling due within one year

	2009 £	2008 £
Accruals	7,000	23,329
Other creditors	887	697,685
Corporation Tax	5,772	-
	<b>13,659</b>	<b>721,014</b>

9. Creditors: Amounts falling due after more than one year

	2009 £	2008 £
Other creditors:		
Shares classified as financial liabilities (see note 10)	-	50,000
	<b>-</b>	<b>50,000</b>

10. Share capital

	Allotted			
	2009		2008	
	£	No.	£	No.
Ordinary shares of £1 each issued at par	1,984,400	1,984,400	734,400	734,400
Redeemable preference shares of £1 each	-	-	50,000	50,000

	Called up and fully or partly paid			
	2009		2008	
	£	No.	£	No.
Ordinary shares of £1 each issued at par	1,984,300	1,984,300	734,300	734,300
Redeemable preference shares of £1 each	-	-	12,500	50,000

1,984,300 new ordinary shares were allotted pursuant to an offer for subscription of up to 2,000,000 ordinary shares of £1 each at an issue price of £1 per new ordinary share as set out in a prospectus dated 18 July 2008 (as amended on the 31 October 2008). The subscriber shares deemed to be allotted upon incorporation were issued at nominal value.

On 6 March 2008, the company issued and allotted 50,000 non-voting cumulative redeemable preference shares of £1 each to Ingenious Media Investments Limited (paid up as at one quarter of their nominal value). On 21 January 2009, these redeemable preference shares were fully paid up and on 30 January 2009, they were redeemed at par by the Company. Pursuant to article 2(c)(iv) of the Articles, each redeemable preference share has since been redesignated as an ordinary share of £1 in the authorised but unissued share capital of the Company.

The redeemable preference shares have been classified as financial liabilities and do not form part of equity.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

5 April 2009

11. Statement of movements on profit and loss account

	For the year ended 5 Apr 09 £	Period 11 Dec 06 to 5 Apr 08 £
Balance brought forward	(105,410)	-
Loss for the financial year/period	(27,826)	(105,410)
<b>Balance carried forward</b>	<b>(133,236)</b>	<b>(105,410)</b>

12. Reconciliation of Movements in shareholders' funds

(i) Equity shareholders' funds

	For the year ended 5 Apr 09 £	Period 11 Dec 06 to 5 Apr 08 £
Loss for the financial year/period	(27,826)	(105,410)
Equity share capital issued for cash	1,250,000	734,300
Net movement in equity shareholders' funds	1,222,174	628,890
Opening equity shareholders' funds	628,990	100
<b>Closing equity shareholders' funds</b>	<b>1,851,164</b>	<b>628,990</b>

(ii) Non-equity shareholders' funds

	For the year ended 5 Apr 09 £	Period 11 Dec 06 to 5 Apr 08 £
Non-equity share capital issued at par	-	50,000
Redemption of non-equity share capital	(50,000)	-
Net movement in non-equity shareholders' funds	(50,000)	50,000
Opening non-equity shareholders' funds	50,000	-
<b>Closing non-equity shareholders' funds</b>	<b>-</b>	<b>50,000</b>

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

5 April 2009

**13. Related party transactions**

The directors of the Company are also directors of Ingenious Media Investments Limited. P A McKenna and S E Ford acted as directors of the Company and directors of Ingenious Media Investments Limited during all or part of the year ended 5 April 2009. Ingenious Media Investments Limited administers the Company under a placing and administration agreement.

Ingenious Media Investments Limited received fees of £42,500 (2008: £22,029) from the Company for administrative and placing services provided. As at the year end the outstanding balance was £5,000 (2008: £22,029).

On 6 March 2008, the Company allotted 50,000 redeemable preference shares to Ingenious Media Investments Limited. On 21 January 2009, these redeemable preference shares were fully paid up and on 30 January 2009, they were redeemed at par by the Company (see note 10).

J L Boyton and D M Reid, directors of the Company, are members of the Executive Committee of the Partnership. The Executive Committee has discretion to approve any television programmes proposed for production by Ingenious Media Investments Limited, which is the operator of the Partnership.

At the year end, the Company had a 1.5% (2008: 1.3%) interest in the capital of the Partnership and an entitlement to an allocation of profits and losses based on its respective Weighted Member's share (see note 3). As at 5 April 2009, the Company was allocated a loss of £25,249 (2008: £82,081) from the Partnership.

**14. Controlling party**

During the year ended 5 April 2009 there was no direct or ultimate controlling party.