

2waytraffic UK Rights Limited
(formerly Celador International Limited)
Directors' Report and Financial Statements
31st December 2007

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COMPANIES HOUSE

Company Registration No. 02719242

2waytraffic UK Rights Limited
(formerly Celador International Limited)

OFFICERS AND ADVISERS

DIRECTORS

CG Abrahams

JC Oakes

JF Tielens

SECRETARY

JF Tielens

REGISTERED OFFICE

64 New Cavendish Street

London

W1G 8TB

AUDITORS

KPMG LLP

10 Upper Bank Street

London

E14 5GH

2waytraffic UK Rights Limited

(formerly Celador International Limited)

DIRECTORS' REPORT

The directors submit their directors' report and the financial statements for the fifteen months ended 31 December 2007.

PRINCIPAL ACTIVITIES

The principal activity of the company during the period was the acquisition of intellectual property and television formats and their exploitation worldwide across all platforms.

BUSINESS REVIEW

The directors are pleased to report a substantial improvement in the company's results for the 15 month period ended 31 December 2007 with an operating profit of £15,596,788 (year ended 30 September 2006: £4,756,281)

The Company's largest property in the year was the brand of "Who Wants To Be A Millionaire?", which accounted for over 80% of all its activities. It continued to be sold into approximately 40 territories around the world, providing revenues from licensing for television and from interactive and consumer products activities. In addition, the company exploited a portfolio of other miscellaneous property, including the rights to programmes such as You Are What You Eat, No Waste like Home, Commercial, Turn Back Your Body Clock.

On the 31st May 2007 the company changed its name to 2waytraffic UK Rights Limited and on 13 February 2007 changed the accounting year to 31st December resulting in a 15 month period.

FUTURE DEVELOPMENTS

For the future, the company intends to use its relationship with other companies within the 2waytraffic group to expand its catalogue of intellectual property content and distribute this on a world-wide basis. Furthermore the company continues to see opportunities in adding added value services such as in-show interactivity and off-air exploitation of rights to the core TV format licensing proposition.

After the end of the period, in July 2008, a transaction was completed whereby the company's ultimate holding company, 2waytraffic NV, was itself acquired by 2JS BV, itself a subsidiary of Sony Pictures Entertainment, a subsidiary of the Sony Corporation of Japan.

FINANCIAL RISK MANAGEMENT

The Company's operations expose it to credit risk, competitive price risk, interest rate and liquidity risks, and exchange rate risks.

INTEREST RATE AND LIQUIDITY RISK

The Company's financial risk relating to interest and liquidity is borne by its parent company, 2waytraffic N.V., which manages banking and cash flow arrangements on behalf of its entire Group. The directors rely on the provision of these facilities and were they not to be available they would seek to put separate independent arrangements in place.

PRICE RISK

The Company relies on developing unique intellectual property which it can exploit at competitive prices. As such it commits development funds each year in the development and launch of new products that it exploits over the forthcoming years.

2waytraffic UK Rights Limited (formerly Celador International Limited)

DIRECTORS' REPORT

CREDIT RISK

The Company manages its credit risk by mainly dealing with the larger broadcasters or producers in the territories in which it operates. Where this is not possible, the creditworthiness of new customers is investigated before a sales is made and materials are not delivered before the appropriate contractual documentation is in place.

EXCHANGE RATE RISK

The Company mainly makes sales in the currencies of the British pound, the Euro and the US dollar. The timing of receipt of funds is not generally sufficiently predictable to enable any reliable hedging strategy to be put in place. The Company therefore remains exposed to movements of the Euro and US dollar against its reporting currency, the British pound.

KEY PERFORMANCE

The Directors review a number of indicators to monitor the performance of the Company, including, but not limited to ratings information in each territory; licensee reports and competitor launches and activity.

DIVIDENDS

The directors have paid an ordinary interim dividend amounting to £Nil (2006: £2,000,000). They do not recommend payment of a final dividend (2006: Nil).

DIRECTORS

The following directors have held office during the year:

CG Abrahams	(appointed 19 December 2006)
MW Gardner	(appointed 21 December 2006 and resigned 5 February 2009)
JC Oakes	(appointed 21 December 2006)
JF Tielens	(appointed 19 December 2006)
PA Smith	(resigned 19 December 2006)
R Taylor	(resigned 19 December 2006)
T Robinson	(resigned 19 December 2006)

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

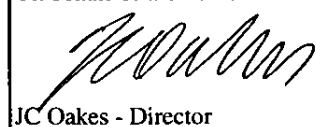
The directors who held office on the date of approval of these financial statements have confirmed, as far as they are aware, that there is no relevant audit information of which the auditors are unaware. Each of the directors have confirmed that they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that it has been communicated to the auditor.

AUDITORS

Baker Tilly resigned as auditors in December 2006. KPMG LLP were appointed to the casual vacancy arising.

A resolution to reappoint KPMG LLP, Chartered Accountants, as auditors will be put to the members at the annual general meeting.

On behalf of the board



JC Oakes - Director

64 New Cavendish Street
London
W1G 8TB

4 March 2009

2waytraffic UK Rights Limited (formerly Celador International Limited)

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE DIRECTORS' REPORT AND THE 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 they 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 of the company for that period.

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

- a. select suitable accounting policies and then apply them consistently;
- b. make judgements and estimates that are reasonable and prudent;
- c. state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- d. 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 requirements of 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.



KPMG LLP

8 Salisbury Square
London
EC4Y 8BB
United Kingdom

Independent auditors' report to the members of 2waytraffic UK Rights Limited

We have audited the financial statements of 2waytraffic UK Rights Limited for the 15 months period ended 31 December 2007 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 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 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.

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 December 2007 and of its profit for the period 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

KPMG LLP
Chartered Accountants
Registered Auditor

4 March 2009

2waytraffic UK Rights Limited
(formerly Celador International Limited)

PROFIT AND LOSS ACCOUNT

for the 15 month period ended 31 December 2007

		15 month period ended 31st December 2007 £	Year ended 30th September 2006 £
	Notes		
TURNOVER	1	33,783,018	18,286,316
Cost of sales		(14,203,463)	(7,969,862)
GROSS PROFIT		19,579,555	10,316,454
Administrative expenses		(3,982,768)	(5,560,173)
OPERATING PROFIT		15,596,787	4,756,281
Provision for closure costs of subsidiary		-	33,997
Interest receivable	3	139,075	240,103
loss on sale of fixed assets		(49,658)	
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	2	15,686,204	5,030,381
Taxation	5	(4,249,043)	(1,434,492)
PROFIT FOR THE FINANCIAL PERIOD	13	11,437,161	3,595,889

The operating profit for the period arises from the company's continuing operations.

No separate Statement of Total Recognised Gains and Losses has been presented as all such gains and losses have been dealt with in the profit and loss account.

The notes on pages 8 to 16 form part of these financial statements

2waytraffic UK Rights Limited
(formerly Celador International Limited)

BALANCE SHEET

31 December 2007

	<i>Notes</i>	31st December 2007 £	30th September 2006 £
FIXED ASSETS			
Intangible assets	7	-	83,000
Tangible assets	8	851,429	-
Investments	9	-	80
		<u>851,429</u>	<u>83,080</u>
CURRENT ASSETS			
Debtors	10	22,487,051	11,482,440
Cash at bank and in hand		1,056,160	149,513
		<u>23,543,211</u>	<u>11,631,953</u>
CREDITORS: Amounts falling due within one year	11	(9,955,410)	(8,712,964)
NET CURRENT ASSETS		<u>13,587,801</u>	<u>2,918,989</u>
NET ASSETS		<u>14,439,230</u>	<u>3,002,069</u>
CAPITAL AND RESERVES			
Called up share capital	12	2	2
Profit and loss account	13	14,439,228	3,002,067
EQUITY SHAREHOLDERS' FUNDS	14	<u>14,439,230</u>	<u>3,002,069</u>

These financial statements were approved by the board of directors on 09/03/09 and were signed on its behalf:


 JC Oakes
 Director

The notes on pages 8 to 16 form part of these financial statements

2waytraffic UK Rights Limited

(formerly Celador International Limited)

ACCOUNTING POLICIES

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements.

BASIS OF ACCOUNTING

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

CASH FLOW STATEMENT

Under FRS1 the Company is exempt from the requirement to prepare a cash flow statement on the grounds the ultimate parent company 2waytraffic N.V. included the company in its published consolidated financial statements

RELATED PARTY TRANSACTIONS

The company is exempt under the terms of FRS 8 from disclosing related party transactions with entities that are part of the 2waytraffic N.V. group or investees of the 2waytraffic N.V. group. The consolidated financial statements of 2waytraffic N.V. within which this Company is included can be obtained from the address given in note 17

INTELLECTUAL PROPERTY RIGHTS

Intellectual property rights acquired are capitalised as an intangible fixed asset and amortised to the profit and loss account over their useful lives. Each of the rights acquired are expensed based on the ratio of the current period's net revenues to estimated total net revenues from all sources.

An assessment is made at each balance sheet date by the directors to determine whether there has been any impairment in value and, if applicable, a provision is made to reduce the carrying value of the rights to their net realisable value.

TANGIBLE FIXED ASSETS

Fixed assets are stated at cost. Depreciation is provided on all tangible fixed assets at rates calculated to write each asset down to its estimated residual value evenly over its expected useful life, as follows:-

leasehold improvements	over the remaining period of the lease
Fixtures, fittings and equipment	over 3 to 5 years
Motor vehicles	over 4 years

FIXED ASSET INVESTMENTS

Investments are stated at cost less provision for impairment in value.

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 that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantially enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

2waytraffic UK Rights Limited (formerly Celador International Limited)

ACCOUNTING POLICIES cont'd

FOREIGN CURRENCY

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the accounting date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to the profit and loss account.

TURNOVER

Turnover is measured at the fair value of goods sold and services provided to customers and is stated net of Value Added Tax.

Licence fees and royalty and distribution advances are spread evenly over the term of the licence until the actual income receivable exceeds the licence fee or advance, when the unexposed portion of the fee is recognised.

Additional fees, royalties receivable and other income are recognised on an accruals basis as they are earned, when they can be reliably estimated and when collection is reasonably assured.

OPERATING LEASES

All leases are "operating leases" and the annual rentals are charged to the profit and loss account on a straight line basis over the lease term.

2waytraffic UK Rights Limited

(formerly Celador International Limited)

NOTES TO THE FINANCIAL STATEMENTS

for the period ended 31 December 2007

1 TURNOVER AND PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

The company's turnover and profit before taxation were all derived from its principal activity. Sales were made in the following geographical markets:

	15 month period ended 31st December 2007 £	Year ended 30th September 2006 £
United Kingdom	16,549,202	3,243,285
United States of America	831,814	622,272
Europe	9,991,313	9,531,560
Rest of the World	6,410,689	4,889,199
	<u>33,783,018</u>	<u>18,286,316</u>

2 PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

	15 month period ended 31st December 2007 £	Year ended 30th September 2006 £
Profit on ordinary activities before taxation is stated after charging/(crediting):		
Profit on foreign exchange transactions	(408,099)	(17,311)
Impairment of intangible fixed assets	185,003	367,000
Depreciation on owned fixed assets	139,274	-
Operating lease expenses	267,243	29,025
	<u></u>	<u></u>

Auditors' remuneration is paid by the ultimate parent company, 2waytraffic N.V. The audit fee in relation to the statutory audit for this subsidiary was £15,000 (2006: £27,000).

3 INTEREST RECEIVABLE

	15 month period ended 31st December 2007 £	Year ended 30th September 2006 £
Bank Interest	135,706	240,103
Other Interest	3,369	-
	<u>139,075</u>	<u>240,103</u>

2waytraffic UK Rights Limited
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NOTES TO THE FINANCIAL STATEMENTS
for the period ended 31 December 2007

4	EMPLOYEES	15 month period ended	Year ended
		31st December	30th September
		2007	2006
		No	No
	The average number of persons (including directors) employed by the company during the period was:		
	Administration	24	20
	Selling and marketing	21	14
	Production	11	5
		<u>56</u>	<u>39</u>
		15 month period ended	Year ended
		31st December	30th September
		2007	2006
		£	£
	Staff costs for above persons:		
	Wages and salaries	2,078,943	2,234,513
	Social security costs	250,244	250,294
	Other pension costs	34,703	25,490
		<u>2,363,890</u>	<u>2,510,297</u>
		15 month period ended	Year ended
		31st December	30th September
		2007	2006
		£	£
	DIRECTORS' REMUNERATION		
	Emoluments	472,009	426,472
		<u></u>	<u></u>
	Contributions of £22,800 were made by the company to personal pension schemes of directors (2006: none)		
		15 month period ended	Year ended
		31st December	30th September
		2007	2006
		£	£
	Emoluments disclosed above include the following amounts paid to the highest paid director:		
	Emoluments	211,198	137,276
		<u></u>	<u></u>

2waytraffic UK Rights Limited

(formerly Celador International Limited)

NOTES TO THE FINANCIAL STATEMENTS

for the period ended 31 December 2007

5	TAXATION	15 month period ended 31st December 2007 £	Year ended 30th September 2006 £
	Current tax:		
	UK corporation tax	4,369,922	940,898
	Payments in respect of group relief	-	447,042
	Adjustment in respect of previous year	3,303	
	Total current tax	4,373,225	1,387,940
	Deferred taxation:		
	Origination and reversal of timing differences	(121,182)	46,552
		4,249,043	1,434,492
		15 month period ended 31st December 2007 £	Year ended 30th September 2006 £
	Factors affecting tax charge for period:		
	Profit on ordinary activities before tax	15,686,204	5,030,381
	Profit on ordinary activities multiplied by standard rate of 30% (2006: 30%)	4,705,863	1,509,114
	Effects of:		
	Expenses not deductible for tax purposes	34,444	15,515
	Provision for subsidiary losses	0	(10,199)
	General timing differences	(53,211)	(45,870)
	Group relief from fellow subsidiaries	0	(80,620)
	Depreciation in excess of capital allowances	7,826	
	Overseas tax	(325,000)	
	Adjustment in respect of previous period	3,303	
	Current tax charge for period	4,373,225	1,387,940
6	DIVIDENDS	15 month period ended 31st December 2007 £	Year ended 30th September 2006 £
	Ordinary		
	Interim paid	-	2,000,000

2waytraffic UK Rights Limited

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NOTES TO THE FINANCIAL STATEMENTS

for the period ended 31 December 2007

7	INTANGIBLE FIXED ASSETS			Intellectual property rights £
	Cost			
	01 October 2006			1,570,435
	Additions			102,003
	31 December 2007			1,672,438
	Amortisation			
	01 October 2006			1,487,435
	Impairment in period			185,003
	31 December 2007			1,672,438
	Net book value			
	31 December 2007			-
	30 September 2006			83,000
8	TANGIBLE FIXED ASSETS	<i>Fixtures and fittings</i>	<i>Office equipment</i>	<i>Total</i>
		£	£	£
	Cost			
	01 October 2006	-	-	-
	Additions	1,000,548	39,813	1,040,361
	Disposals	(127,693)	-	(127,693)
	31 December 2007	872,855	39,813	912,668
	Depreciation			
	01 October 2006	-	-	-
	Charged in the period	133,574	5,700	139,274
	Disposals	(78,035)	0	(78,035)
	31 December 2007	55,539	5,700	61,239
	Net book value			
	31 December 2007	817,316	34,113	851,429
	30 September 2006	-	-	-

2waytraffic UK Rights Limited

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NOTES TO THE FINANCIAL STATEMENTS
for the period ended 31 December 2007

9	FIXED ASSET INVESTMENTS		Shares in subsidiary undertaking £
	Cost and net book value at 30 September 2006 (and 30 September 2005)		80
	Disposals		(80)
	31 December 2007		-
10	DEBTORS	31st December 2007 £	30th September 2006 £
	Due within one year:		
	Trade debtors	3,453,039	3,398,001
	Amounts owed by group undertakings	15,629,307	5,268,975
	Other debtors	1,356	68,442
	Prepayments and accrued income	3,403,349	2,644,328
		22,487,051	11,379,746
	Due after more than one year:		
	Deferred tax asset	-	102,694
		22,487,051	11,482,440
11	CREDITORS: Amounts falling due within one year	31st December 2007 £	30th September 2006 £
	Trade creditors	110,830	152,444
	Taxation	1,822,943	438,366
	Other creditors	1,144,584	35,210
	Accruals and deferred income	6,404,181	8,061,800
	Social Security and other taxes	472,872	25,144
		9,955,410	8,712,964

2waytraffic UK Rights Limited

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NOTES TO THE FINANCIAL STATEMENTS

for the period ended 31 December 2007

12	SHARE CAPITAL	31st December 2007 £	30th September 2006 £
	Authorised: 100 ordinary shares of £1 each	100	100
	Allotted, issued and fully paid: 2 ordinary shares of £1 each	2	2
13	PROFIT AND LOSS ACCOUNT	31st December 2007 £	30th September 2006 £
	01 October 2006	3,002,067	1,406,178
	Profit for the financial period	11,437,161	3,595,889
	Dividends	-	(2,000,000)
	31 December 2007	14,439,228	3,002,067
14	RECONCILIATION OF MOVEMENT IN EQUITY SHAREHOLDERS' FUNDS	31st December 2007 £	30th September 2006 £
	Profit for the financial period	11,437,161	3,595,889
	Dividends	-	(2,000,000)
	Net movement in equity shareholders' funds	11,437,161	1,595,889
	Opening equity shareholders' funds	3,002,069	1,406,180
	Closing equity shareholders' funds	14,439,230	3,002,069
15	COMMITMENTS UNDER OPERATING LEASES		
	At 31 December 2007 the company had annual commitments under non-cancellable operating leases as follows:	31st December 2007 £	30th September 2006 £
	Land and buildings expiring in the second to fifth year		29,025
		4,300	
	expiring after five years	420,000	-
		424,300	29,025

2waytraffic UK Rights Limited

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NOTES TO THE FINANCIAL STATEMENTS

for the period ended 31 December 2007

16 POST BALANCE SHEET EVENTS

In June 2008 the company's ultimate parent company 2Waytraffic N.V. was acquired by 2JS B.V. a subsidiary of Sony Pictures Entertainment and having Ultimate parent as Sony Corporation Japan.

17 CONTROL

The immediate parent holding company is Cill Holdings Limited and the ultimate parent company at 31 December 2007 is 2waytraffic N.V. a company registered in the Netherlands. Consolidated group accounts for 2waytraffic N.V are available from The Netherlands Chamber of Commerce , Postadres, v 1000 CW Amsterdam.