

2911933

ARDNASILLAGH LIMITED
(formerly Broomco (754) Limited)

DIRECTORS' REPORT AND
FINANCIAL STATEMENTS

FOR THE PERIOD 23 MARCH 1994
(DATE OF INCORPORATION) TO
30 JUNE 1994

ERNST & YOUNG



ARDNASILLAGH LIMITED
(formerly Broomco (754) Limited)

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

**FOR THE PERIOD 23 MARCH 1994 (DATE OF INCORPORATION) TO
30 JUNE 1994**

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ARDNASILLAGH LIMITED
(formerly Broomco (754) Limited)

COMPANY INFORMATION

DIRECTORS Maurice O'Kelly (Chairman) (Irish)
Richard Connell
Peter O'Grady Walshe (Irish)

SECRETARY Peter O'Grady Walshe

REGISTERED OFFICE 1 Beckett House,
Lambeth Palace Road,
London SE1 7EU,
England.

REGISTERED NUMBER OF INCORPORATION 2911933

SOLICITORS McCann FitzGerald,
2 Harbourmaster Place,
Custom House Dock,
Dublin 1.

AUDITORS Ernst & Young,
Chartered Accountants,
Ernst & Young Building,
Harcourt Centre,
Harcourt Street,
Dublin 2.

ARDNASILLAGH LIMITED
(formerly Broomco (754) Limited)

DIRECTORS' REPORT

**FOR THE PERIOD 23 MARCH 1994 (DATE OF INCORPORATION) TO
30 JUNE 1994**

The directors present their first report and audited financial statements for the period ended 30 June 1994. The company was incorporated on 23 March 1994 as Broomco (754) Limited and changed its name to Ardnasillagh Limited on 3 August 1994.

ACTIVITIES

The company did not trade from the date of incorporation up to 30 June 1994.

DIRECTORS AND THEIR INTERESTS

Broomco Management Services Limited and Broomco Secretarial Services Limited were the initial subscribers to the company and were also appointed as first directors to the company on 23 March 1994. Maxwell Swain was appointed a director of the company on 27 May 1994 following the resignation of Broomco Management Services Limited and Broomco Services Limited. Maurice O'Kelly, Michael Thomas Monteith and Richard Connell were appointed as company directors on 18 July 1994. Peter O'Grady Walshe was appointed a director of the company on 1 September 1994 following the resignation of Maxwell Swain and Michael Thomas Monteith.

None of the directors nor the company secretary had an interest in the shares of the company at 30 June 1994.

IMPORTANT EVENTS SINCE THE YEAR END

On 18 July 1994, the company made acquisitions including a 100% holding in Xtra-vision Limited, a company incorporated in the Republic of Ireland, which specialises in the home entertainment business. The cash consideration for the acquisition of Xtra-vision Limited was IR£194,000. The company also subscribed for IR£50,000 new ordinary shares in Xtra-vision Limited and invested an additional IR£3,950,000 by way of 8% subordinated loan stock. The company issued share capital and loan stock to fund the acquisition.

**STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF
THE FINANCIAL STATEMENTS**

Company law requires the directors to prepare financial statements for each financial period which 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 those financial statements, the directors are aware of their responsibility to:

- select suitable accounting policies and then apply them consistently;

ARDNASILLAGH LIMITED
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DIRECTORS' REPORT

**FOR THE PERIOD 23 MARCH 1994 (DATE OF INCORPORATION) TO
30 JUNE 1994 (Continued)**

**STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF
THE FINANCIAL STATEMENTS (Continued)**

- make judgements and estimates that are reasonable and prudent;
- state whether applicable 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.

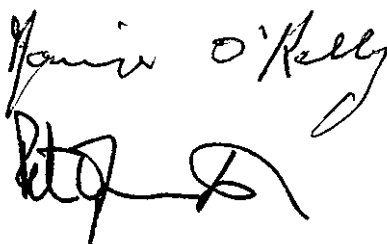
The directors are aware of their responsibility for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and which enable them to ensure that the financial statements comply with the Companies Act, 1985. They are also aware of their responsibility for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

AUDITORS

Ernst & Young, Chartered Accountants, were appointed first auditors to the company. Ernst & Young are willing to continue in office.

On behalf of the Directors

MAURICE O'KELLY
PETER O'GRADY WALSHE
Directors



6 April 1995

AUDITORS' REPORT TO THE MEMBERS OF ARDNASILLAGH LIMITED

We have audited the financial statements on pages 6 to 8 which have been prepared under the historical cost convention and on the basis of the accounting policies set out on page 8.

Respective responsibilities of directors and auditors

As described on pages 3 and 4, the company's directors are responsible for the preparation of the financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

Basis of opinion

We conducted our audit in accordance with Auditing Standards 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.

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 of the state of the company's affairs as at 30 June 1994 and of its result for the period then ended and have been properly prepared in accordance with the provisions of the Companies Act, 1985.



Ernst & Young,
Registered Auditors

Dublin

6 April 1995

ARDNASILLAGH LIMITED
(formerly Broomco (754) Limited)

PROFIT AND LOSS ACCOUNT

**FOR THE PERIOD 23 MARCH 1994 (DATE OF INCORPORATION) TO
30 JUNE 1994**

The company did not trade during the financial period. The company did not earn income nor incur expenditure during the period. Consequently, the company made neither a profit or a loss during the financial period.

There are no recognised gains or losses arising in the period.

Approved by the Board on 6 April 1995

MAURICE O'KELLY
PETER O'GRADY WALSHE
Directors

Maurice O'Kelly
Peter O'Grady Walshe

ARDNASILLAGH LIMITED
(formerly Broomco (754) Limited)

BALANCE SHEET AT 30 JUNE 1994

	Note	1994 IR£
ASSETS EMPLOYED		
CURRENT ASSETS		
Cash on hand		<u>2</u>
FINANCED BY		
CAPITAL AND RESERVES		
Called up share capital	4	<u>2</u>

Approved by the Board on 6 April 1995

MAURICE O'KELLY
PETER O'GRADY WALSH
Directors

Maurice O'Kelly
Peter O'Grady Walsh

ARDNASILLAGH LIMITED
(formerly Broomco (754) Limited)

NOTES TO THE FINANCIAL STATEMENTS 30 JUNE 1994

1. INCORPORATION AND CHANGE OF NAME

The company was incorporated on 23 March 1994 as Broomco (754) Limited and changed its name to Ardnasillagh Limited on 3 August 1994.

2. ACCOUNTING POLICIES

(a) Accounting convention

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

(b) Currency

The financial statements are expressed in Irish pounds (IR£) as this represents the company's functional currency.

3. EXPENSES

The company has not traded since incorporation. Any expenses have been met by the directors. None of the directors received any fees or other emoluments in respect of the period.

4. CALLED UP SHARE CAPITAL

1994
Stg£

Authorised

Ordinary shares of Stg£1 each

1,000

Allotted, called up and fully paid

Ordinary shares of Stg£1 each

2

4. DIRECTORS' AND SECRETARY'S INTERESTS

None of the directors nor the secretary had an interest in the shares of the company at 30 June 1994.

5. IMPORTANT EVENTS SINCE THE YEAR END

On 18 July 1994, the company made acquisitions including a 100% holding in Xtra-vision Limited, a company incorporated in the Republic of Ireland, which specialises in the home entertainment business. The cash consideration for the acquisition of Xtra-vision was IR£194,000. The company also subscribed for IR£50,000 new ordinary shares in Xtra-vision Limited and invested an additional IR£3,950,000 by way of 8% subordinated loan stock. The company issued share capital and loan stock to fund the acquisition.