



Financial Statements Rebellion Holdings Limited

For the year ended 30 June 2011

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COMPANIES HOUSE

Registered number: 2771597

Company Information

Directors	C R Kingsley J J Kingsley Dr P J Kingsley
Company secretary	C R Kingsley
Company number	2771597
Registered office	Riverside House Osney Mead OXFORD OX2 0ES
Auditor	Grant Thornton UK LLP Chartered Accountants & Statutory Auditor 3140 Rowan Place John Smith Drive Oxford Business Park South OXFORD Oxfordshire OX4 2WB

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Directors' report

For the year ended 30 June 2011

The directors present their report and the financial statements for the year ended 30 June 2011

Principal activities

The principal activity of the company continued to be that of a holding company

Directors

The directors who served during the year were

C R Kingsley

J J Kingsley

Dr P J Kingsley

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 company and of the profit or loss of the company for that period. 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,
- 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 adequate 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.

Provision of information to auditor

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that

- so far as that director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the company's auditor in connection with preparing its report and to establish that the company's auditor is aware of that information.

Rebellion Holdings Limited

Directors' report

For the year ended 30 June 2011

Auditor

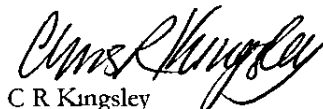
Under section 487(2) of the Companies Act 2006, Grant Thornton UK LLP will be deemed to have been reappointed as auditor 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006

This report was approved by the board on

16 DEC 2011

and signed on its behalf


C R Kingsley
Director

Independent auditor's report to the members of Rebellion Holdings Limited

We have audited the financial statements of Rebellion Holdings Limited for the year ended 30 June 2011, which comprise the Profit and loss account, the Balance sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (effective April 2008) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 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 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 auditor

As explained more fully in the Statement of directors' responsibilities, 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 and express an opinion on 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 Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Auditing Practices Board's website at www.frc.org.uk/apb/scope/private.cfm.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 30 June 2011 and of its loss for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

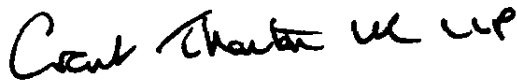
In our opinion the information given in the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent auditor's report to the members of Rebellion Holdings Limited

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, or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption in preparing the Directors' report



Amrsh Shah FCA (Senior statutory auditor)

for and on behalf of

Grant Thornton UK LLP

Chartered Accountants

Statutory Auditor

Oxford

Date 19 December 2011

Profit and loss account

For the year ended 30 June 2011

	Note	2011 £	2010 £
Amounts written off investments		<u>(4,001)</u>	<u>-</u>
(Loss)/profit on ordinary activities before taxation		(4,001)	-
Tax on loss on ordinary activities		<u>-</u>	<u>-</u>
Loss for the financial year	7	<u>(4,001)</u>	<u>-</u>

The notes on pages 7 to 10 form part of these financial statements


Balance sheet

As at 30 June 2011

	Note	2011 £	2010 £
Fixed assets			
Investments	3	203	4,404
Creditors: amounts falling due within one year	5	<u>(4,118)</u>	<u>(4,318)</u>
Total assets less current liabilities		<u><u>(3,915)</u></u>	<u><u>86</u></u>
Capital and reserves			
Called up share capital	6	86	86
Profit and loss account	7	<u>(4,001)</u>	<u>-</u>
Shareholders' (deficit)/funds		<u><u>(3,915)</u></u>	<u><u>86</u></u>

The financial statements have been prepared in accordance with the special provisions relating to companies subject to the small companies regime within Part 15 of the Companies Act 2006 and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008)

The financial statements were approved and authorised for issue by the board and were signed on its behalf on
16 DECEMBER 2011


C R Kingsley
Director

The notes on pages 7 to 10 form part of these financial statements

Notes to the financial statements

For the year ended 30 June 2011

1. Accounting policies

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008)

The principal accounting policies remain unchanged from the previous year

The company did not trade during the year and has incurred an investment impairment charge only

1.2 Financial instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities

Dividends and distributions relating to equity instruments are debited direct to equity

1.3 Investments

Fixed asset investments are stated at cost less provision for diminution in value

1.4 Group accounts

The financial statements contain information about Rebellion Holdings Limited as an individual company and do not contain consolidated information as the parent of a group. The company is exempt under section 398 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as the group it heads qualifies as a small-sized group

2. Directors' emoluments

During the year, no director received any emoluments for services provided to the company (2010 - £nil)

Notes to the financial statements

For the year ended 30 June 2011

3. Fixed asset investments

	Investments in subsidiary companies £
Cost or valuation	
At 1 July 2010	4,404
Additions	1
Disposals	(201)
At 30 June 2011	4,204
Impairment	
At 1 July 2010	-
Charge for the year	4,001
At 30 June 2011	4,001
Net book value	
At 30 June 2011	203
At 30 June 2010	4,404

4. Principal subsidiaries

In the opinion of the directors, the aggregate value of the company's investment in subsidiary undertakings is not less than the amount included in the balance sheet

The company holds more than 20% of the share capital of the following companies

Company name	Country of registration	Percentage Shareholding	Class of share
Audiomotion Studios Limited	England & Wales	60	Ordinary
Blackfish Publishing Limited	England & Wales	100	Ordinary
Cubicle 7 Entertainment Limited	England & Wales	70	Ordinary
Fearnort Limited	England & Wales	100	Ordinary
Rebellion Limited	Scotland	100	Ordinary
Rebellion Intellectual Property Limited	England & Wales	100	Ordinary
Rebellion Interactive Limited	England & Wales	100	Ordinary
Rebellion Interactive Games Limited	England & Wales	100	Ordinary
Rebellion Publishing Limited	England & Wales	100	Ordinary
Rebellion Software Limited	England & Wales	100	Ordinary
Redoubt Limited	England & Wales	100	Ordinary
Splash Bubble Limited	England & Wales	100	Ordinary

Notes to the financial statements

For the year ended 30 June 2011

Principal subsidiaries (continued)

The aggregate amount of capital and reserves and the results of these undertakings for the last relevant financial year were as follows

	Capital and reserves £	Profit/(loss) for the period £
Audiomotion Studios Limited	553,777	98,701
Blackfish Publishing Limited	(928,104)	(4,418)
Cubicle 7 Entertainment Limited	(47,146)	(16,542)
Fearnort Limited	-	164,856
Rebellion Limited	2	-
Rebellion Intellectual Property Limited	13,614	-
Rebellion Interactive Limited	346,302	(7,711)
Rebellion Interactive Games Limited	(18,000)	(95)
Rebellion Publishing Limited	(148,802)	(54,674)
Rebellion Software Limited	1	-
Redoubt Limited	(123,645)	(289)
Splash Bubble Limited	(14,109)	(10,414)

5. Creditors:

Amounts falling due within one year

	2011 £	2010 £
Amounts owed to group undertakings	-	109
Other creditors	4,118	4,209
	<u>4,118</u>	<u>4,318</u>

6. Share capital

	2011 £	2010 £
Allotted, called up and fully paid		
86 Ordinary Shares shares of £1 each	<u>86</u>	<u>86</u>

7. Reserves

	Profit and loss account £
Loss for the year	(4,001)
At 30 June 2011	<u>(4,001)</u>

Notes to the financial statements

For the year ended 30 June 2011

8. Contingent liabilities

Rebellion Holdings Limited has signed a composite guarantee arrangement with eight companies controlled by the directors, Rebellion Developments Limited, Rebellion Interactive Limited, Rebellion Interactive Games Limited, Rebellion Publishing Limited, Fearnort Limited, Redoubt Limited, Splash Bubble Limited and Ant Games Limited. These companies have jointly and severally agreed to satisfy the bank on demand of all amounts owed by any of the companies, amounting to £154,326 at 30 June 2011 (2010 £168,692).

Rebellion Holdings Limited has signed a composite guarantee arrangement with three companies controlled by the directors, Rebellion Developments Limited, Clickwheel Limited and Hall the Printer Limited. These companies have jointly and severally agreed to satisfy the bank on demand of all amounts owed by any of the companies, amounting to £154,326 at 30 June 2011 (2010 £168,692).

9. Related party transactions

Auditor's remuneration of £1,200 (2010 £1,150) and £nil (2010 £490) for other services during the year were met by Rebellion Developments Limited, a company controlled by the directors.

At 30 June 2011 an amount of £4,118 (2010 £4,209) was due to the directors and is included in year end creditors.

10. Controlling party

The controlling parties are the directors C R Kingsley and J J Kingsley.