Registration No. 635310

Palace Music Company Limited

Report and Financial Statements

30 September 2010

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COMPANIES HOUSE

Registered No 635310

Directors
J M Dyball
M A Lavin

Secretary
Olswang Cosec Limited

Auditors
Ernst & Young LLP
1 More London Place
London SE1 2AF

Registered Office
Seventh floor
90 High Holborn
London WC1V 6XX

Directors' report

The directors present their report and financial statements for the year ended 30 September 2010

Results and dividends

No profit and loss account or statement of recognised gains or losses have therefore been prepared

Review of the business

The company ceased to trade on 1 December 1992

Risks and uncertainties

The company is not subject to any specific risks and uncertainties other than those prevalent in the music publishing market in general All risks and uncertainties are regularly monitored by the company's board of directors

Going concern

The directors believe that the company has adequate financial resources to continue in operation for the foreseeable future The accounts have therefore been prepared on the going concern basis

Directors and their interests

The directors who served during the year were those listed on page 1

Disclosure of information to the auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware Having made enquiries of fellow directors and the company's auditor, each director has taken all the steps that he/she is obliged to take as a director in order to make himself/herself aware of any relevant audit information and to establish that the auditor is aware of that information

Auditors

In accordance with section 485 of the Companies Act 2006, a resolution is to be proposed at the Annual General Meeting for the reappointment of Ernst & Young LLP as auditor of the Group and company Ernst & Young LLP have confirmed their willingness to continue in office

On behalf of the Board

Director MICHAEL ANTHONY LAVIN

Date 22 June 2011

Statement of directors' responsibilities

The directors are responsible for preparing the Annual 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) 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 those financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements 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,
- 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 to 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

Independent auditors' report

to the members of Palace Music Company Limited

We have audited the financial statements of Palace Music Company Limited for the year ended 30 September 2010 which comprise the Balance Sheet and the related notes 1 to 8 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 Sections 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 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

As explained more fully in the Statement of Directors' Responsibilities set out on page 3, 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

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 September 2010 and of its results for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, 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 auditors' report

to the members of Palace Music Company 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

Ernst & Young LLP

Philippa Jane Green (Senior Statutory Auditor)
For and on behalf of Ernst & Young LLP (Statutory Auditor)
London

Date 23/6/11

Balance sheet

at 30 September 2010

	Notes	2010 £	2009 £
Current assets			
Debtors	5	2	2
Capital and reserves			
Called up share capital	6	2	2
Shareholders' funds	7	2	2

Director Michael A. Lavin
MICHAEL ANTHONY LAVIN

Date 22 June 2011

Notes to the financial statements

at 30 September 2010

1. Accounting policies

Basis of Preparation

The financial statements are prepared under the historical cost convention in accordance with applicable accounting standards

Accounting convention

Under an Exploitation Agreement dated 1 December 1992 Warner/Chappell Music International Limited, a fellow subsidiary undertaking, accepted the benefit and burden of the company's rights and obligations under its current and future contracts with third parties Under the Exploitation Agreement the company's directors have the right to set an annual fee chargeable to Warner/Chappell Music International Limited In the current year this fee was set at £nil (2009 £nil)

Cash flow statement

The company has taken advantage of the exemption in the Financial Reporting Standard No 1 Revised (FRS1) A cash flow statement has not been prepared because as at the year end, the company was a wholly owned subsidiary undertaking of WMG Acquisition Corp Inc , a company incorporated in the United States of America, which prepares a group cash flow statement

Related parties

The company has taken advantage of the exemption in FRS 8 not to disclose related party transactions with fellow wholly-owned subsidiary undertakings

Audit Fees

Audit Fees of £300 have been borne by another group undertaking

2. Profit and loss account

The company has not traded during the year and has made neither a profit nor a loss No profit and loss account has therefore been prepared

3. Profit on ordinary activities before taxation

Under the terms of the agreement entered into with Warner/Chappell Music International Limited dated 1 December 1992, Warner/Chappell Music International Limited is responsible for the payment of all costs and expenses of the company

4. Staff costs

The company had no employees other than directors The directors remuneration was £nil (2009 – £nil)

5. Debtors

	2010	*2009*
	£	£
Due from fellow-subsidiary undertaking	2	2

Notes to the financial statements

at 30 September 2010

6. Issued share capital

Authorised	*2010* £	*2009* £
100 ordinary shares of £1 each	100	100

Allotted, called up and fully paid	*2010*	*2009*
2 ordinary shares of £1 each	2	2

7. Reconciliation of shareholders funds

	2010 £	*2009* £
At 1 October 2009 and 30 September 2010	2	2

8. Parent undertaking and ultimate parent undertaking

Warner/Chappell Music International Limited is the company's immediate parent undertaking

On 30 September 2010 Warner Music Group Corp , a company incorporated in the United States of America, was the ultimate parent undertaking and the parent undertaking of the smallest group of undertakings of which the company was a member and for which group financial statements are drawn up Copies of Warner Music Group Corp's financial statements can be obtained from 75 Rockefeller Plaza, New York, NY 10019, USA