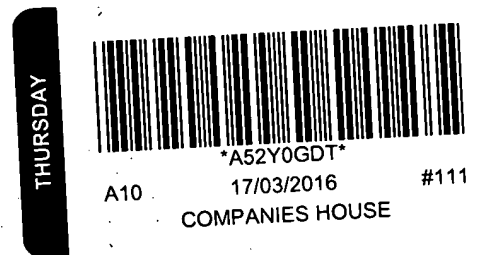




Financial Statements

Character World Bidco Limited

For the Period Ended 31 March 2015



Registered number: 06549359

Character World Bidco Limited

Company Information

Directors

D E Schweiger
M Schweiger

Company secretary

M Schweiger

Registered number

06549359

Registered office

c/o UHY Hacker Young
St James Building
79 Oxford Street
Manchester
M1 6HT

Business address

Character House
1 Oak Green
Stanley Green Business Park
Cheadle Hulme
Cheshire
SK8 6QL

Independent auditor

Grant Thornton UK LLP
Chartered Accountants & Statutory Auditor
4 Hardman Square
Spinningfields
Manchester
M3 3EB

Bankers

National Westminster Bank Plc
23 Stamford New Road
Altrincham
Cheshire
WA14 1DB

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Directors' Report

For the Period Ended 31 March 2015

The directors present their report and the financial statements for the 15 months ended 31 March 2015. The entity had a 15 month period to bring the reporting date in line with the rest of the group.

Directors' responsibilities statement

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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless 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 accounting 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.

PRINCIPAL ACTIVITY

The principal activity of the company continued to be that of an intermediate holding company.

Results and dividends

The loss for the period, after taxation, amounted to £1,492,695 (2013 - loss £1,097,171).

DIRECTORS

The directors who served during the period were:

D E Schweiger
M Schweiger
J E Dillon (resigned 5 December 2014)

Future developments

There have not been any significant matters affecting the company since the year end.

Character World Bidco Limited

Directors' Report

For the Period Ended 31 March 2015

Disclosure 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 relevant audit information and to establish that the company's auditor is aware of that information.

Post balance sheet events

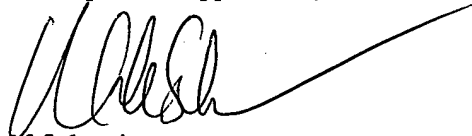
There have been no significant events affecting the company since the year end.

Auditors

The auditor, Grant Thornton UK LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

In preparing their 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 11 March 2016 and signed on its behalf.



M Schweiger
Director

Independent Auditor's Report to the Members of Character World Bidco Limited

We have audited the financial statements of Character World Bidco Limited for the period ended 31 March 2015, which comprise the Income statement, the Statement of other comprehensive income, the Statement of financial position, the Statement of changes in equity and the related notes. 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) including FRS102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

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 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 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 Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

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 31 March 2015 and of its loss for the period 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 period for which the financial statements are prepared is consistent with the financial statements.



Independent Auditor's Report to the Members of Character World Bidco 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.
- the directors were not entitled to prepare the financial statements in accordance with the small companies the regime and take advantage of the small companies' exemption from the requirement to prepare a Strategic Report or in preparing the Directors' Report

Grant Thornton UK LLP

Stuart Muskett (Senior statutory auditor)

for and on behalf of

Grant Thornton UK LLP

Statutory Auditor

Chartered Accountants

Manchester

M3 3EB

Date:

16 March 2016

Income Statement

For the Period Ended 31 March 2015

	Note	2015 £	2013 £
Cost of Sales		-	-
Gross Profit		-	-
Administrative expenses		98	(59)
Operating profit/(loss)		98	(59)
Interest payable and similar charges	5	(1,492,793)	(1,097,112)
Loss on ordinary activities before taxation		(1,492,695)	(1,097,171)
Loss for the period		(1,492,695)	(1,097,171)

The notes on pages 10 to 17 form part of these financial statements.

Statement of Other Comprehensive Income

For the Period Ended 31 March 2015

	Period ended 31 March 2015	Year ended 31 December 2013
Note	£	£
Loss for the financial period	<u>(1,492,695)</u>	<u>(1,097,171)</u>
Other comprehensive income		
Total comprehensive loss for the period	<u><u>(1,492,695)</u></u>	<u><u>(1,097,171)</u></u>

Statement of Financial Position

As at 31 March 2015

	Note	31 March 2015 £	31 December 2013 £
Fixed assets			
Investments	6	20,118,340	20,118,340
		<u>20,118,340</u>	<u>20,118,340</u>
Current assets			
Cash at bank and in hand	7	952	854
		<u>952</u>	<u>854</u>
Creditors: Amounts falling due within one year	8	(15,109,235)	(15,109,235)
		<u>(15,108,283)</u>	<u>(15,108,381)</u>
Net current liabilities		(15,108,283)	(15,108,381)
Total assets less current liabilities		5,010,057	5,009,959
Creditors: Amounts falling due after more than one year	9	13,029,930	(11,537,137)
		<u>(8,019,873)</u>	<u>(6,527,178)</u>
Net liabilities		(8,019,873)	(6,527,178)
Capital and reserves			
Called up share capital	11	1	1
Retained losses		(8,019,874)	(6,527,179)
		<u>(8,019,873)</u>	<u>(6,527,178)</u>

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

11 March 2016



M Schweiger
Director

The notes on pages 10 to 17 form part of these financial statements.

Statement of Changes in Equity

For the period ended 31 March 2015

	Share capital	Retained losses	Total equity
	£	£	£
At 1 January 2014	1	(6,527,179)	(6,527,178)
Comprehensive income for the period			
Loss for the period	-	(1,492,695)	(1,492,695)
Other comprehensive income for the period	-	-	-
Total comprehensive loss for the period	-	(1,492,695)	(1,492,695)
At 31 March 2015	1	(8,019,874)	(8,019,873)

Statement of Changes in Equity

For the year ended 31 December 2013

	Share capital	Retained losses	Total equity
	£	£	£
At 1 January 2013	1	(5,430,008)	(5,430,007)
Comprehensive income for the year			
Loss for the year	-	(1,097,171)	(1,097,171)
Other comprehensive loss for the year	-	-	-
Total comprehensive loss for the year	-	(1,097,171)	(1,097,171)
At 31 December 2013	1	(6,527,179)	(6,527,178)

The notes on pages 10 to 17 form part of these financial statements.

Notes to the Financial Statements

For the Period Ended 31 March 2015

1. Accounting policies

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical costs convention and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland and the Companies Act 2006.

FRS 102 is mandatory for accounting periods beginning on or after 1 January 2015, but may be applied early to periods ending on or after 31 December 2012. Character World Bidco Limited has taken the option to apply the standard early in the preparation of these financial statements.

Information on the impact first-time adoption of FRS 102 is given in note 14.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates.

The financial statements are presented in Sterling (£).

The individual accounts of Character World Bidco Limited have also adopted the following disclosure exemptions:

- the requirement to present a statement of cash flows and related notes

The following principal accounting policies have been applied:

1.2 Company information

Character World Bidco Limited is a limited company incorporated in the UK and its registered office is Character House, 1 Oak Green, Stanley Green Business Park, Cheadle Hulme, Cheshire, SK8 6QL.

1.3 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

1.4 Investments

Investments held as fixed assets are shown at cost less provision for impairment.

1.5 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

Notes to the Financial Statements

For the Period Ended 31 March 2015

1. Accounting policies (continued)

1.6 Taxation

Current tax is recognised for the amount of income tax payable in respect of the taxable profit for the current or past reporting periods using the tax rates and laws that have been enacted or substantively enacted by the reporting date.

Deferred tax is recognised in respect of all timing differences at the reporting date, except as otherwise indicated.

Deferred tax assets are only recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

If and when all conditions for retaining tax allowances for the cost of a fixed asset have been met, the deferred tax is reversed.

Deferred tax is calculated using the tax rates and laws that have been enacted or substantively enacted by the reporting date that are expected to apply to the reversal of the timing difference.

Deferred tax liabilities are presented within provisions for liabilities and deferred tax assets within debtors. Deferred tax assets and deferred tax liabilities are offset only if:

- the company has a legally enforceable right to set off current tax assets against current tax liabilities, and
- the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously.

1.7 Group Accounts

The financial statements present information about the company as an individual undertaking and not about its group. The company has not prepared group accounts as it is exempt from the requirements to do so by section 400 of the Companies Act 2006 as it is a subsidiary undertaking of Ensco 1090 Limited, a company registered in England and Wales, and is included in the consolidated accounts of that company.

1.8 Interest-bearing loans and borrowings

All interest bearing loans are initially recorded at net proceeds. After initial recognition debt is increased by the finance cost in respect of the reporting period and reduced by payments made in the period. Finance costs of debt are allocated over the term of the debt at a constant rate in the carrying amount.

Notes to the Financial Statements

For the Period Ended 31 March 2015

2. Operating profit/(loss)

During the period, no director received any emoluments (2013 - £NIL).

3. Auditor's remuneration

The audit fee is borne by another group company.

4. Employees

The company has no employees other than the directors, who did not receive any remuneration (2013 - £NIL)

5. Interest payable and similar charges

	Period ended 31 March 2015	Year ended 31 December 2013
	£	£
Bank interest payable	-	1,687
Other loan interest payable	1,492,793	1,090,462
Other interest payable	-	4,963
	<u>1,492,793</u>	<u>1,097,112</u>

Notes to the Financial Statements

For the Period Ended 31 March 2015

6. Fixed asset investments

	Investments in subsidiary companies £
Cost or valuation	
At 1 January 2014	20,118,340
At 31 March 2015	<u>20,118,340</u>
At 31 March 2015	<u>-</u>
At 31 March 2015	<u>20,118,340</u>
At 31 December 2013	<u>20,118,340</u>
Subsidiary undertakings	

The following were subsidiary undertakings of the company:

Name	Country of incorporation	Class of shares	Holding	Principal activity
Character World Limited	England and Wales	Ordinary	100 %	Marketing and sales of licensed products
Character World China Holdings	England and Wales	Ordinary	100 %	Intermediate holding company
Character World Shanghai Limited	England and Wales	Ordinary	100 %	Quality control and sourcing product

Notes to the Financial Statements

For the Period Ended 31 March 2015

7. Cash and cash equivalents

	31 March 2015	31 December 2013
	£	£
Cash at bank and in hand	952	854
	<u>952</u>	<u>854</u>

8. Creditors: Amounts falling due within one year

	31 March 2015	31 December 2013
	£	£
Amounts owed to group undertakings	15,010,974	15,010,974
Taxation and social security	80,413	98,261
Accruals and deferred income	17,848	-
	<u>15,109,235</u>	<u>15,109,235</u>

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

	31 March 2015	31 December 2013
	£	£
Amounts owed to group undertakings	13,029,930	11,255,744
Accruals and deferred income	-	281,393
	<u>13,029,930</u>	<u>11,537,137</u>

Notes to the Financial Statements

For the Period Ended 31 March 2015

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

Secured loans

The bank held an inter-company guarantee between Character World Holdco Limited, Character World Bidco Limited and Character World Limited dated 4 April 2008. At 31 March 2015, the maximum potential liability under this guarantee was £Nil (2013 - £Nil).

Amounts owed to parent and fellow subsidiary undertakings include £7,907,454 (2013 - £7,907,454) due to the parent company, Character World Holdco Limited on which there is no interest charged and no fixed repayment date, a loan due to Character World Limited, a wholly owned subsidiary amount to £7,103,520 (2013 - £7,103,520) on which there is no interest charged and no fixed repayment date and loan notes due to Character World Holdco Limited amounting to £13,029,929 (2013 - £11,255,744). The principal amount of loan notes was £6,851,000 on which interest is payable at 10% per annum and is added to the principal loan balance at March and September each year. Interest added to the principal at 31 March 2014 amounted to £281,394 (2013 - £510,466), the interest added at 30 September 2014 amounted to £590,926 (2013 - £535,987) and the interest added at 31 March 2015 amounted to £620,473 (2014 - as per above). The loan notes are repayable in 2017.

The maturity analysis of the loans (net of finance costs and including loan note interest accrued) is shown below.

Hire purchase & finance leases

	31 March 2015 £	31 December 2013 £
Within one year	15,010,974	345,037
Between 2-5 years	13,029,930	10,464,524
Over 5 years	-	14,619,284
	<u>28,040,904</u>	<u>25,428,845</u>

Notes to the Financial Statements

For the Period Ended 31 March 2015

10. Financial instruments

Financial liabilities

Financial liabilities measured at amortised cost	(28,058,752)	(26,548,112)
	<u>(28,058,752)</u>	<u>(26,548,112)</u>

Financial liabilities measured at amortised cost comprise amounts owed to group undertakings.

11. Share capital

	31 March 2015 £	31 December 2013 £
Authorised		
1,000 Ordinary shares shares of £1 each	<u>1,000</u>	<u>1,000</u>
Allotted, called up and fully paid		
1 Ordinary shares share of £1	<u>1</u>	<u>1</u>

12. Related party transactions

The company has taken advantage of the exemption in FRS 102 (section 33) "Related Party Disclosure" not to disclose transactions with other members of the group.

Notes to the Financial Statements

For the Period Ended 31 March 2015

13. Controlling party

Palatine Private Equity are considered to be the ultimate controlling party by virtue of their majority shareholding in the ultimate company. The immediate parent company is Character World Holdco Limited. The ultimate parent company is Ensco 1090 Limited.

Ensco 1090 Limited prepares group financial statements and copies can be obtained from Character House, 1 Oak Green, Stanley Green Business Park, Cheadle Hulme, Cheshire, SK8 6QL.

14. First time adoption of FRS 102

The policies applied under the entity's previous accounting framework are not materially different to FRS 102 and have not impacted on equity or profit or loss.