

Appendix 4C

Quarterly report for entities admitted on the basis of commitments

Name of entity

Brainytoys Limited BRT

ABN

28 001 894 033

Quarter ended ("current quarter")

30 September 2008

Consolidated statement of cash flows

Cash flows related to operating activities		Current quarter \$A'000	Year to date (3 Months) \$A'000
1.1	Receipts from customers	4,270	4,270
1.2	Payments for		
	(a) staff costs	(539)	(539)
	(b) advertising and marketing	(141)	(141)
	(c) research and development	(60)	(60)
	(d) leased assets	-	-
	(e) other working capital	(3,723)	(3,723)
1.3	Dividends received	-	-
1.4	Interest and other items of a similar nature received	-	-
1.5	Interest and other costs of finance paid	(101)	(101)
1.6	Income taxes paid	-	-
1.7	Other (provide details if material)	206	206
Net operating cash flows		(88)	(88)

	Current quarter \$A'000	Year to date (3 Months) \$A'000
1.8 Net operating cash flows (carried forward)	(88)	(88)
Cash flows related to investing activities		

+ See chapter 19 for defined terms.

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1.9	Payment for acquisition of:		
	(a) businesses (item 5)	(964)	(964)
	(b) equity investment		
	(c) intellectual property		
	(d) physical non-current assets	(101)	(101)
	(e) other non-current assets		
1.10	Proceeds from disposal of:		
	(a) businesses (item 5)		
	(b) equity investment		
	(c) intellectual property		
	(d) physical non-current assets		
	(e) other non-current assets		
1.11	Loans to other entities		
1.12	Loans repaid by other entities		
1.13	Other (provide details if material)	-	-
	Net investing cash flows	(1,065)	(1,065)
1.14	Total operating and investing cash flows	(1,153)	(1,153)
	Cash flows related to financing activities		
1.15	Proceeds from issues of shares, options, etc. net of costs	287	287
1.16	Proceeds from sale of forfeited shares		
1.17	Proceeds from borrowings	748	748
1.18	Repayment of borrowings		
1.19	Dividends paid		
1.20	Other (provide details if material)		
	Net financing cash flows	1,035	1,035
	Net increase (decrease) in cash held	(118)	(118)
1.21	Cash at beginning of quarter/year to date	60	60
1.22	Exchange rate adjustments to item 1.20	(3)	(3)
1.23	Cash at end of quarter	(61)	(61)

+ See chapter 19 for defined terms.

Payments to directors of the entity and associates of the directors

Payments to related entities of the entity and associates of the related entities

	Current quarter \$A'000
1.24 Aggregate amount of payments to the parties included in item 1.2	(135)
1.25 Aggregate amount of loans to the parties included in item 1.11	-
1.26 Explanation necessary for an understanding of the transactions	<i>Payments in accordance with service agreements with directors and entities associated with the directors</i>

Non-cash financing and investing activities

- 2.1 Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows
-
- 2.2 Details of outlays made by other entities to establish or increase their share in businesses in which the reporting entity has an interest
-

Financing facilities available

Add notes as necessary for an understanding of the position. (See AASB 1026 paragraph 12.2).

	Amount available \$A'000	Amount used \$A'000
Loan facilities – unsecured, convertible	300	300
Loan facilities – secured, convertible	1,000	1,000
3.1 Loan facilities – secured (Toyway receivables)	Up to 85% accts	
Loan facilities – secured (Brainytoys, Inc receivables)	receivable	108
	85% accts receivables	798
3.2 Credit standby arrangements	-	-

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Reconciliation of cash

Reconciliation of cash at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows.		Current quarter \$A'000	Previous quarter \$A'000
4.1	Cash on hand and at bank	78	165
4.2	Deposits at call	--	--
4.3	Bank overdraft	(139)	(105)
4.4	Other (provide details)	-	-
Total: cash at end of quarter (item 1.22)		(61)	60

Acquisitions and disposals of business entities

	Acquisitions (Item 1.9(a))	Disposals (Item 1.10(a))
5.1	Name of entity	
5.2	Place of incorporation or registration	
5.3	Consideration for acquisition or disposal	
5.4	Total net assets	
5.5	Nature of business	

Compliance statement

- 1 This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Act (except to the extent that information is not required because of note 2) or other standards acceptable to ASX.
- 2 This statement does give a true and fair view of the matters disclosed.



Sign here: _____
 Company secretary

Date: 27th October 2008

Print name: Graham Nicol

+ See chapter 19 for defined terms.

Notes

1. The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.
2. The definitions in, and provisions of, *AASB 1026: Statement of Cash Flows* apply to this report except for the paragraphs of the Standard set out below.
 - 6.2 - reconciliation of cash flows arising from operating activities to operating profit or loss
 - 9.2 - itemised disclosure relating to acquisitions
 - 9.4 - itemised disclosure relating to disposals
 - 12.1(a) - policy for classification of cash items
 - 12.3 - disclosure of restrictions on use of cash
 - 13.1 - comparative information

+ See chapter 19 for defined terms.