

CIC Film Properties

**Directors' report and financial
statements**

Registered number 199959

31 December 2008

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13/10/2009

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Directors' report

The Directors present their report and the financial statements for the year ended 31 December 2008.

Principal activity

CIC Film Properties is dormant and had no trading in the year under review. At 31 December 2008 the Company owned 100% of the issued share capital of Empire-Ritz (Leicester Square), which also does not trade.

Business review

The Company had no trading in the year under review.

Financial results and dividends

The Company did not trade during the year (2007: £nil). The Directors do not recommend the payment of a dividend (2007: £nil).

The Company has no recognised gains or losses and therefore no statement of recognised gains and losses has been presented.

Directors

The following were Directors of the Company during the year:

AR Gavin
RJ Harris

Employee involvement

The Company has no employees. The Directors receive no remuneration in respect of their services to the Company (2007: £nil).

Auditors

The Company was dormant within the meaning of section 249AA of the Companies Act 1985 throughout the period to 31 December 2008 and accordingly its accounts have not been audited.

By order of the board



22/09/09

RJ Harris
Director

6th Floor, Lee House
90 Great Bridgewater Street
Manchester
M1 5JW

Statement of Directors' responsibilities in respect of the Directors' report and the financial statements

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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

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 for that period.

In preparing these 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; 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 responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that its financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

Balance sheet

At 31 December 2008

	<i>Note</i>	2008 £	2007 £
Fixed assets			
Investments	3	100	100
Current assets			
Debtors due within one year	4	280,980	280,890
Total assets less current liabilities		<u>280,990</u>	<u>280,990</u>
Capital and reserves			
Called up share capital	5	157,455	157,455
Profit and loss account	6	123,535	123,535
Shareholders' funds	7	<u>280,990</u>	<u>280,990</u>

The Company has remained dormant throughout the financial year, has received no income and incurred no expenditure, and consequently has made neither a profit nor a loss.

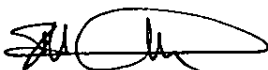
For the year ended 31 December 2008 the Company was entitled to exemption under section 249AA (1) of the Companies Act 1985.

Members have not required the Company to obtain an audit of its accounts for the year in question in accordance with section 249B (2) of the Companies Act 1985.

The Directors acknowledge their responsibility for:

- I. Ensuring the Company keeps accounting records which comply with section 221; and
- II. Preparing accounts which give a true and fair view of the state of affairs of the Company as at the end of its financial year, and of its profit and loss for the financial year in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the Company.

These financial statements were approved by the board of Directors on 22nd Sept 09 and were signed on its behalf by:



RJ Harris
Director

Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements.

Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards, and under the historical cost accounting rules.

The Company is exempt by virtue of s228 of the Companies Act 1985 from the requirement to prepare group accounts. These financial statements present information about the Company as an individual undertaking and not about its group.

Under FRS 1 *Cash Flow Statements*, the Company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the Company in its own published consolidated financial statements.

As the company is a wholly owned subsidiary of Cinema International Corporation (UK) Limited and 100% of the Company's voting rights are controlled within the group headed by Odeon and UCI Cinemas Holdings Limited, the Company has taken advantage of the exemption contained in FRS 8 *Related Party Disclosures* and has therefore not disclosed transactions or balances with entities which form part of the group. The consolidated financial statements of Odeon and UCI Cinemas Holdings Limited, within which this Company is included, can be obtained from the address given in note 8.

Going concern and liquidity management

The financial statements are prepared on a going concern basis. The Directors have formally considered and concluded that this remains appropriate. The facts set out below were relevant in arriving at this conclusion.

The Odeon & UCI Group, of which the Company is a part, has a committed bank facility, which was entered into in April 2007 and provides long-term funding that is contractually available to the Group provided the conditions of the facility agreement are met, including compliance with covenanted ratios. Projected covenant ratios indicate that no issues with compliance are anticipated in the next 12 months.

The Odeon & UCI Group has a substantial cash balance available to meet working capital requirements, despite investment in the estate having taken place. Furthermore, there are approximately £55 million of committed unutilised bank facility funds available, including a substantial revolving credit facility that was undrawn at year-end and throughout the period up to signature of this report and financial statements.

Investments

Investments held as fixed assets are stated at cost less provisions for any impairment.

Asset impairment

Fixed assets are tested for impairment in accordance with FRS 11 *Impairment of Fixed Assets and Goodwill*. An impairment loss is recognised to the extent that the carrying amount exceeds its recoverable amount.

2 Directors' emoluments

The Directors receive no remuneration in respect of their services to the Company (2007:£nil).

Notes (continued)

3 Investments

	Investments in Group undertakings £000
<i>Cost and net book value</i>	
At beginning of year	100
Provisions	-
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At end of year	100
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The subsidiary undertaking is Empire-Ritz (Leicester Square), an unlimited company registered in Great Britain, which does not trade. At 31 December 2008, the Company holds 100% of its share capital. In the opinion of the Directors the value of the investment is not less than book value.

4 Debtors due within one year

	2008 £	2007 £
Amounts owed by Group companies	280,980	280,980
	<hr/>	<hr/>

5 Called up share capital

	2008 £	2007 £
<i>Authorised</i>		
200,000 Ordinary shares of £1 each	200,000	200,000
	<hr/>	<hr/>
<i>Allotted, called up and fully paid</i>		
157,455 Ordinary shares of £1 each	157,455	157,455
	<hr/>	<hr/>

6 Reconciliation of movements in shareholders' funds

	Ordinary share capital £000	Share premium £000	Profit & loss account £000	Total £000
Profit for the year	-	-	-	-
	<hr/>	<hr/>	<hr/>	<hr/>
Net increase in shareholders' funds	-	-	-	-
Shareholders' funds at beginning of year	157,455	-	123,535	280,990
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Shareholders' funds at end of year	157,455	-	123,535	290,990
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Notes (continued)

7 Ultimate parent company and controlling party

The Directors regard TFCP Holdings Limited (formerly Terra Firma Capital Partners Holdings Limited), a company registered in Guernsey, as the ultimate controlling party and the ultimate parent entity.

The largest group to consolidate these financial statements is Odeon & UCI Cinemas Holdings Limited and the smallest group is United Cinemas International Acquisitions Limited.

Copies of these consolidated financial statements can be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.

8 Related parties

The Company has taken advantage of the exemption granted under FRS 8 *Related Party Disclosures*, not to disclose transactions with group entities where 90% of the voting rights are controlled within the group.

Terra Firma Investments (GP) 2 Limited, acting as general partner of the six limited partnerships which constitute the Terra Firma Capital Partners II Fund, Terra Firma Capital Partners II LP-H, TFCP II Co-Investment 2 LP and TFCP II Co-Investment 2A LP ("Terra Firma"), has the ability to exercise a controlling influence over the Company through the holding of shares in a parent of the Company. The Directors therefore consider it to be a related party.