

Registration Number 1412513

**Lucasfilm (UK) Limited**  
**Directors' Report and Financial Statements**  
**For the period ended 29th March 1998**



## **Lucasfilm (UK) Limited**

### **Company Information**

Directors	G. Radley B.H. Smith
Secretary	RB Secretariat Limited
Company Number	1412513
Registered Office	Rooms 581-599 Salisbury House London Wall London EC2M 5QU
Auditors	West, Wake, Price & Co Salisbury House London Wall London EC2M 5QU
Bankers	Barclays Bank Plc Borehamwood Branch PO Box 104 St. Albans Herts. AL1 3AN  National Westminster Bank Plc PO Box 3044 185 Sloane Street London, SW1X 9QD

## **Lucasfilm (UK) Limited**

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## **Lucasfilm (UK) Limited**

### **Directors' Report For the period ended 29th March 1998**

The directors present their report and the financial statements for the period ended 29th March 1998.

#### **Principal Activity and Review of the Business**

The principal activities of the company were film production and the provision of services and equipment, and there was no significant change therein during the period.

The state of the company's affairs at the date of the balance sheet was satisfactory.

#### **Directors and their Interests**

The directors who served during the period and their interests in the company are as stated below:

	<b>Ordinary shares</b>	
	<b>1998</b>	<b>1997</b>
G. Radley	-	-
B.H. Smith	-	-

In accordance with the Company's Articles of Association, the directors are not subject to retirement by rotation.

#### **Directors' Responsibilities**

Company law requires the directors to prepare financial statements for each financial period which give a true and fair view of the state of the affairs of the company and of the profit or loss of the company for that period. In preparing these the directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements 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 proper accounting records which 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 1985. 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.

**Lucasfilm (UK) Limited**

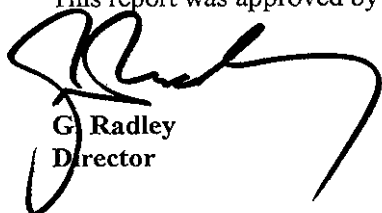
**Directors' Report  
For the period ended 29th March 1998**

**Auditors**

In accordance with Section 385 of the Companies Act 1985, a resolution proposing that West, Wake, Price & Co be reappointed as auditors of the company will be put to the Annual General Meeting.

This report is prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

This report was approved by the Board on 22nd February 1999 and signed on its behalf by:-



G Radley  
Director

**Auditors' Report to the Shareholders of Lucasfilm (UK) Limited**

We have audited the financial statements on pages 4 to 10 which have been prepared under the historical cost convention and the accounting policies set out on page 7.

**Respective responsibilities of directors and auditors**

As described on page 1 the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

**Basis of opinion**

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error.

In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

**Opinion**

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 29th March 1998 and of its profit and cash flows for the period then ended and have been properly prepared in accordance with the provisions of the Companies Act 1985 relating to small companies.

*West Wake Price & Co*

West, Wake, Price & Co  
Chartered Accountants and  
Registered Auditors

22nd February 1999

**Lucasfilm (UK) Limited**

**Profit and Loss Account  
For the period ended 29th March 1998**

		Continuing operations	
		Period ended 29th March 1998	Period ended 30th March 1997
	Notes	£	£
<b>Turnover</b>	<b>2</b>	93,650	1,047,238
Cost of sales		(73,650)	(1,027,238)
<b>Gross profit</b>		<u>20,000</u>	<u>20,000</u>
Administrative expenses		(3,249)	(11,289)
<b>Operating profit</b>	<b>3</b>	<u>16,751</u>	<u>8,711</u>
Interest receivable and similar income		<u>122</u>	<u>47</u>
<b>Profit on ordinary activities before taxation</b>		16,873	8,758
Tax on profit on ordinary activities	<b>4</b>	(26)	(11)
<b>Retained profit for the period</b>		<u>16,847</u>	<u>8,747</u>
Accumulated (loss) brought forward		(31,515)	(40,262)
<b>Accumulated (loss) carried forward</b>		<u>(14,668)</u>	<u>(31,515)</u>

There are no recognised gains or losses other than the profit or loss for the above two financial years.

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

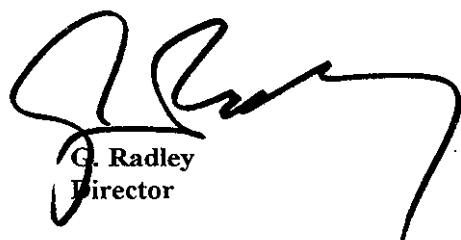
**Lucasfilm (UK) Limited**

**Balance Sheet  
As at 29th March 1998**

		<b>29th March 1998</b>		<b>30th March 1997</b>	
	<b>Notes</b>	<b>£</b>	<b>£</b>	<b>£</b>	<b>£</b>
<b>Fixed Assets</b>					
Tangible assets	5		1		1
<b>Current Assets</b>					
Debtors	6	168,101		1,231,226	
Cash at bank and in hand		37,480		44,880	
		<u>205,581</u>		<u>1,276,106</u>	
<b>Creditors: amounts falling due within one year</b>	7	<u>(200,250)</u>		<u>(1,287,622)</u>	
<b>Net Current Assets/(Liabilities)</b>			<u>5,331</u>		<u>(11,516)</u>
<b>Total Assets Less Current Liabilities</b>			<u>5,332</u>		<u>(11,515)</u>
<b>Capital and Reserves</b>					
Called up share capital	8		20,000		20,000
Profit and loss account			(14,668)		(31,515)
<b>Shareholders' Funds</b>	9		<u>5,332</u>		<u>(11,515)</u>

The financial statements are prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

The financial statements were approved by the Board on 22nd February 1999 and signed on its behalf by :-

  
G. Radley  
Director

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



Lucasfilm (UK) Limited

Cash Flow Statement  
For the period ended 29th March 1998

	Notes	29th March 1998 £	30th March 1997 £
<b>Reconciliation of operating profit to net cash outflow from operating activities</b>			
Operating profit		16,751	8,711
Decrease in debtors		1,063,125	123,611
(Decrease) in creditors		(1,087,387)	(487,245)
<b>Net cash outflow from operating activities</b>		<u>(7,511)</u>	<u>(354,923)</u>
<b>CASH FLOW STATEMENT</b>			
Net cash outflow from operating activities		(7,511)	(354,923)
Returns on investments and servicing of finance	12	122	47
Taxation	12	(11)	-
<b>Decrease in cash in the period</b>		<u>(7,400)</u>	<u>(354,876)</u>
<b>Reconciliation of net cash flow to movement in net debt (Note 13)</b>			
Decrease in cash in the period		(7,400)	(354,876)
Net funds at 31st March 1997		44,880	399,756
<b>Net funds at 29th March 1998</b>		<u>37,480</u>	<u>44,880</u>

# Lucasfilm (UK) Limited

## Notes to the Financial Statements For the period ended 29th March 1998

### 1. Accounting Policies

#### 1.1 Accounting convention

The financial statements are prepared under the historical cost convention.

#### 1.2 Turnover

Turnover represents the invoiced amounts of services provided, excluding value added tax, during the year.

#### 1.3 Tangible fixed assets and depreciation

Depreciation is provided at rates calculated to write off the cost less residual value of each asset over its expected useful life, as follows:

Fixtures, fittings and equipment	- 33 1/3% Straight Line
-------------------------------------	-------------------------

### 2. Turnover

The total turnover of the company for the period has been derived from its principal activity wholly undertaken in the UK.

	Period ended 29th March 1998 £	Period ended 30th March 1997 £
3. Operating profit		
Operating profit is stated after charging:		
Auditors' remuneration	1,000	2,500
	<u>1,000</u>	<u>2,500</u>
	29th March 1998 £	30th March 1997 £
4. Taxation		
UK current year taxation		
UK Corporation Tax	26	11
	<u>26</u>	<u>11</u>

**Lucasfilm (UK) Limited**  
**Notes to the Financial Statements**  
**For the period ended 29th March 1998**

..... continued

**5. Tangible fixed assets**

	<b>Fixtures, fittings equipment</b>	<b>Total</b>
	<b>£</b>	<b>£</b>
<b>Cost</b>		
At 31st March 1997		
At 29th March 1998	6,295	6,295
<b>Depreciation</b>		
At 31st March 1997		
At 29th March 1998	6,294	6,294
<b>Net book values</b>		
At 29th March 1998	1	1
At 30th March 1997	1	1

**6. Debtors**

	<b>29th March 1998</b>	<b>30th March 1997</b>
	<b>£</b>	<b>£</b>
Amounts owed by group undertakings	-	990,102
Other debtors	168,101	241,124
	<u>168,101</u>	<u>1,231,226</u>

**7. Creditors: amounts falling due within one year**

	<b>29th March 1998</b>	<b>30th March 1997</b>
	<b>£</b>	<b>£</b>
Trade creditors	-	4,444
Amounts owed to group undertaking	194,015	1,272,978
Corporation tax	26	11
Other taxes and social security costs	423	-
Accruals and deferred income	5,786	10,189
	<u>200,250</u>	<u>1,287,622</u>

**Lucasfilm (UK) Limited**

**Notes to the Financial Statements  
For the period ended 29th March 1998**

..... continued

8. Share capital	29th March 1998 £	30th March 1997 £
<p><b>Allotted, called up and fully paid</b> 20,000 Ordinary shares of £1 each</p>	<p>20,000</p>	<p>20,000</p>
	<u>          </u>	<u>          </u>
9. Reconciliation of movements in shareholders' funds	29th March 1998 £	30th March 1997 £
<p>Profit for the period</p>	<p>16,847</p>	<p>8,747</p>
<p>Opening shareholders' funds</p>	<p>(11,515)</p>	<p>(20,262)</p>
	<p>5,332</p>	<p>(11,515)</p>
	<u>          </u>	<u>          </u>

**10. Related party transactions**

During the year the company invoiced its parent company to the value of £73,650 (1997: £1,027,238) in accordance with a film production agreement. The company also received £20,000 management fees from its parent company.

**11. Ultimate parent undertaking**

The company's ultimate parent company is Lucasfilm Limited, incorporated in the United States of America.

**12. Gross Cash Flows**

	1998 £	1997 £
<b>Returns on investments and servicing of finance</b>		
Interest received	<p>122</p>	<p>47</p>
	<u>          </u>	<u>          </u>
<b>Taxation</b>		
Corporation tax paid	<p>(11)</p>	<p>-</p>
	<u>          </u>	<u>          </u>

**Lucasfilm (UK) Limited**

**Notes to the Financial Statements  
For the period ended 29th March 1998**

..... continued

**13. Analysis of changes in net funds**

	<b>Opening balance</b>	<b>Cash flows</b>	<b>Closing balance</b>
	<b>£</b>	<b>£</b>	<b>£</b>
Cash at bank and in hand	44,880	(7,400)	37,480
<b>Net funds</b>	<u>44,880</u>	<u>(7,400)</u>	<u>37,480</u>