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Registration number 01412513

Lucasfilm (UK) Limited
Directors' report and financial statements
for the period ended 30 December 2012

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Lucasfilm (UK) Limited

Company information

Directors	Steven Condiotti David Joshua Anderman
Secretary	Reed Smith Corporate Services Limited
Company number	01412513
Registered office	The Broadgate Tower 3rd Floor 20 Primrose Street London EC2A 2RS
Auditors	West Wake Price LLP 60 Moorgate London EC2R 6EL
Bankers	Barclays Bank Plc Borehamwood Branch PO Box 104 St Albans Herts, AL1 3AN

Lucasfilm (UK) Limited

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Lucasfilm (UK) Limited

Directors' report for the period ended 30 December 2012

The directors present their report and the financial statements for the period ended 30 December 2012

Principal activity

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

Directors

The directors who served during the period are as stated below

Steven Condiotti

David Joshua Anderman

Statement of directors' responsibilities

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 period. 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). Under company law the directors must not approve the financial statements unless they are 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 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 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.

In so far as the directors are aware

- there is no relevant audit information (information needed by the company's auditors in connection with preparing their report) of which the company's auditors are unaware, and
- the directors have taken all the steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information

Lucasfilm (UK) Limited

**Directors' report
for the period ended 30 December 2012**

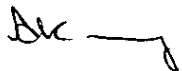
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Auditors

West Wake Price LLP are deemed to be reappointed in accordance with an elective resolution made under Section 386(1) of the Companies Act 1985 which continues in force under the Companies Act 2006

This report has been prepared in accordance with the special provisions for small companies under Part 15 of the Companies Act 2006

This report was approved by the Board on 26 March 2013 and signed on its behalf by



Reed Smith Corporate Services Limited
Secretary

Independent auditor's report to the shareholders of
Lucasfilm (UK) Limited

We have audited the financial statements of Lucasfilm (UK) Limited for the period ended 30 December 2012 which comprise the Profit and Loss Account, the Balance Sheet, the Cash Flow Statement, the Reconciliation of Movements in Shareholders' Funds 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).

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 auditors' 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 Directors' Responsibilities Statement set out on page 1 - 2, 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

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. In addition, we read all the financial and non-financial information in the Directors' report and financial statements to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications of our report.

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 December 2012 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 year for which the financial statements are prepared is consistent with the financial statements.

**Independent auditor's report to the shareholders of
Lucasfilm (UK) Limited**

continued

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
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption in preparing the directors' report



**Mr Michael Peters (senior statutory auditor)
For and on behalf of West Wake Price LLP
Statutory Auditor and
Chartered Accountants**

26 March 2013

Lucasfilm (UK) Limited

**Profit and loss account
for the period ended 30 December 2012**

		Continuing operations	
		Period ended 30/12/12	Period ended 25/12/11
	Notes	£	£
Turnover	2	<u>5,000</u>	<u>5,000</u>
Administrative expenses		<u>(7,980)</u>	<u>(4,876)</u>
Operating (loss)/profit	3	<u>(2,980)</u>	<u>124</u>
Other interest receivable and similar income		21	22
Interest payable and similar charges		<u>(4)</u>	<u>-</u>
(Loss)/profit on ordinary activities before taxation		<u>(2,963)</u>	<u>146</u>
Tax on (loss)/profit on ordinary activities	5	<u>-</u>	<u>(9)</u>
(Loss)/profit for the period	9	<u>(2,963)</u>	<u>137</u>
Retained profit brought forward		<u>98,583</u>	<u>98,446</u>
Retained profit carried forward		<u><u>95,620</u></u>	<u><u>98,583</u></u>

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

The notes on pages 8 to 11 form an integral part of these financial statements.

Lucasfilm (UK) Limited

**Balance sheet
as at 30 December 2012**

		30/12/12		25/12/11	
	Notes	£	£	£	£
Current assets					
Debtors	6	77,996		77,645	
Cash at bank and in hand		41,531		43,726	
		<u>119,527</u>		<u>121,371</u>	
Creditors: amounts falling due within one year	7	<u>(3,907)</u>		<u>(2,788)</u>	
Net current assets			<u>115,620</u>		<u>118,583</u>
Total assets less current liabilities			<u>115,620</u>		<u>118,583</u>
Net assets			<u><u>115,620</u></u>		<u><u>118,583</u></u>
Capital and reserves					
Called up share capital	8		20,000		20,000
Profit and loss account	9		95,620		98,583
Shareholders' funds	10		<u><u>115,620</u></u>		<u><u>118,583</u></u>

These financial statements have been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies

The financial statements were approved by the Board on 26 March 2013 and signed on its behalf by



Steven Condiotti
Director

Registration number 01412513

The notes on pages 8 to 11 form an integral part of these financial statements.

Lucasfilm (UK) Limited

Cash flow statement for the period ended 30 December 2012

		Period ended 30/12/12	Period ended 25/12/11
	Notes	£	£
Reconciliation of operating (loss)/profit to net cash outflow from operating activities			
Operating (loss)/profit		(2,980)	124
(Increase) in debtors		(351)	(2,414)
Increase in creditors		1,123	387
Net cash outflow from operating activities		<u>(2,208)</u>	<u>(1,903)</u>
Cash flow statement			
Net cash outflow from operating activities		(2,208)	(1,903)
Returns on investments and servicing of finance	14	17	22
Taxation	14	(4)	-
Decrease in cash in the period		<u>(2,195)</u>	<u>(1,881)</u>
Reconciliation of net cash flow to movement in net debt (Note 15)			
Decrease in cash in the period		(2,195)	(1,881)
Net funds at 26 December 2011		<u>43,731</u>	<u>45,612</u>
Net funds at 30 December 2012		<u>41,536</u>	<u>43,731</u>

Lucasfilm (UK) Limited

Notes to the financial statements for the period ended 30 December 2012

1. Accounting policies

1.1. Accounting convention

The financial statements are prepared under the historical cost convention and comply with financial reporting standards of the Accounting Standards Board

1.2. Turnover

Turnover represents the total invoice value, excluding value added tax, of sales made during the period

1.3. Deferred taxation

Deferred tax assets arising from tax losses have not been recognised because there is no evidence that the company will make sufficient taxable profits in the future for reversal of timing difference to affect the amount of tax actually paid

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 30/12/12 £	Period ended 25/12/11 £
3. Operating (loss)/profit		
Operating (loss)/profit is stated after charging		
Auditors' remuneration (Note 4)	600	500

4. Auditors' remuneration

	Period ended 30/12/12 £	Period ended 25/12/11 £
Auditors' remuneration - audit of the financial statements	600	500
Auditors' remuneration - other fees		
- Accountancy and taxation services	4,540	2,000

Lucasfilm (UK) Limited

Notes to the financial statements
for the period ended 30 December 2012

continued

5 Tax on (loss)/profit on ordinary activities

	Period ended 30/12/12 £	Period ended 25/12/11 £
Analysis of charge in period		
Current tax		
UK corporation tax	-	4
Adjustments in respect of previous periods	-	5
	<u>-</u>	<u>9</u>

6. Debtors

	30/12/12 £	25/12/11 £
Amounts owed by group undertakings	77,996	77,608
Other debtors	-	37
	<u>77,996</u>	<u>77,645</u>

7. Creditors, amounts falling due
within one year

	30/12/12 £	25/12/11 £
Trade creditors	223	224
Corporation tax	-	4
Accruals and deferred income	3,684	2,560
	<u>3,907</u>	<u>2,788</u>

8. Share capital

	30/12/12 £	25/12/11 £
Authorised		
20,000 Ordinary shares of £1 each	<u>20,000</u>	<u>20,000</u>
Allotted, called up and fully paid		
20,000 Ordinary shares of £1 each	<u>20,000</u>	<u>20,000</u>
Equity Shares		
20,000 Ordinary shares of £1 each	<u>20,000</u>	<u>20,000</u>

Lucasfilm (UK) Limited

Notes to the financial statements for the period ended 30 December 2012

continued

9. Equity Reserves	Profit and loss account £	Total £
At 26 December 2011	98,583	98,583
Loss for the period	(2,963)	(2,963)
At 30 December 2012	<u>95,620</u>	<u>95,620</u>

10. Reconciliation of movements in shareholders' funds	30/12/12 £	25/12/11 £
(Loss)/profit for the period	(2,963)	137
Opening shareholders' funds	<u>118,583</u>	<u>118,446</u>
Closing shareholders' funds	<u>115,620</u>	<u>118,583</u>

11. Related party transactions

During the period the company received £5,000 (2011 £5,000) management fees and paid expenses of £4,612 (2011 £2,586) from Lucasfilm Ltd LLC and the balance owing to Lucasfilm Ltd LLC as at the period end was £77,996 (2011 £77,608)

12. Ultimate parent undertaking

The company's ultimate parent undertaking is The Walt Disney Company, a United States Corporation, who own 100% of the issued share capital of Lucasfilm Ltd LLC

13. Controlling interest

Lucasfilm Ltd LLC, a United States Corporation, owns 100% of the issued share capital of Lucasfilm (UK) Limited

Lucasfilm (UK) Limited

**Notes to the financial statements
for the period ended 30 December 2012**

continued

14. Gross cash flows

	30/12/12 £	25/12/11 £
Returns on investments and servicing of finance		
Interest received	21	22
Interest paid	(4)	-
	<u>17</u>	<u>22</u>
Taxation		
Corporation tax paid	<u>(4)</u>	<u>-</u>

15. Analysis of changes in net funds

	Opening balance £	Cash flows £	Closing balance £
Cash at bank and in hand	43,726	(2,195)	41,531
Net funds	<u>43,726</u>	<u>(2,195)</u>	<u>41,531</u>

16. Going concern

The directors having assessed the responses of the directors of the company's parent, The Walt Disney Company, to their enquiries have no reason to believe that a material uncertainty exists that may cast a significant doubt about the ability of the company to continue as a going concern

On the basis of their assessment of the company's financial position and of the enquiries made of the directors of The Walt Disney Company, the company's directors have a reasonable expectation that the company will be able to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements