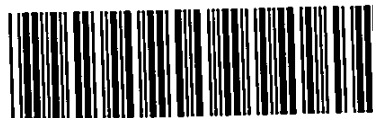


Registered number: 01532805

Brookside Productions Limited
Directors' report and financial statements
for the year ended 30 August 2011

TUESDAY



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Brookside Productions Limited

Directors' report and financial statements for the year ended 30 August 2011

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Brookside Productions Limited

Directors' report for the year ended 30 August 2011

The directors present their report and financial statements of the company for the year ended 30 August 2011

Principal activities

The company did not trade during the year or the preceding year and made neither a profit or a loss. There were also no other recognised gains and losses for the current financial year or the preceding financial year. Accordingly, neither a profit and loss account nor a statement of recognised gains and losses have been presented.

Directors

The directors who served during the year and up to the date of signing the financial statements were as follows:

Julian Burns
Sean Marley
Stephen Morrison
John Pfeil (resigned 26 January 2011)
Adam Jones (appointed 26 January 2011)
Carolyn Reynolds

Statement of directors' responsibilities

The directors are responsible for preparing the Annual 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 of the company for that period.

In preparing those 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
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business, in which case there should be supporting assumptions or qualifications as necessary.

The directors confirm that they have complied with the above requirements in preparing the financial statements.

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 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.

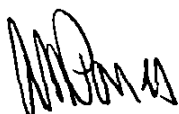
Brookside Productions Limited

Directors' report for the year ended 30 August 2011 (*continued*)

Auditors

In accordance with Section 480 of the Companies Act 2006, the company qualifies as a dormant company and has resolved that auditors shall not be appointed

On behalf of the board



A Jones
Director

Date 01 February 2012

Berkshire House
168-173 High Holborn
London
WC1V 7AA

Brookside Productions Limited

Balance sheet as at 30 August 2011

Registered number: 01532805

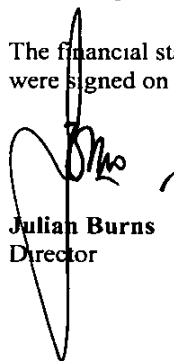
	Note	2011 £	2010 £
Current assets			
Debtors	2	10,000	10,000
Cash at bank and in hand		-	-
		10,000	10,000
Creditors - Amounts falling due within one year			
		-	-
Net current assets		10,000	10,000
Capital and reserves			
Called up share capital	3	10,000	10,000
Total shareholders' funds		10,000	10,000

For the period ending 30 August 2011 the company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies

The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476

The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts

The financial statements on pages 3 to 5 were approved by the board of directors on 01 February 2012 and were signed on its behalf by



Julian Burns
Director

Brookside Productions Limited

Notes to the financial statements for the year ended 30 August 2011

Accounting policies

Basis of accounting

These financial statements are prepared on the going concern basis, under the historical cost convention, and in accordance with applicable United Kingdom accounting standards and the Companies Act 2006. The principal accounting policies are set out below. They have all been applied consistently throughout the year and the preceding year.

Taxation

Current tax, including UK corporation tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Group's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Cash flow statement and related party disclosure

The company is a wholly owned subsidiary company of a group headed by All3Media Holdings Limited, and is included in the consolidated accounts of that company, which are publicly available. Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS 1. The company is also exempt under the terms of FRS 8 from disclosing related party transactions with entities that are part of the group headed by All3Media Holdings Limited, whose accounts are publicly available.

Brookside Productions Limited

Notes to the financial statements for the year ended 30 August 2011 (continued)

1 Profit and loss account

The company has not traded during this or the previous financial year and has received no income and incurred no expenditure. Consequently, during these years the company made neither a profit nor a loss.

2 Debtors

	2011 £	2010 £
Amounts falling due within one year:		
Amounts owed by group undertakings	10,000	10,000
	10,000	10,000

3 Called up share capital

	2011 £	2010 £
Authorised, allotted and fully paid		
10,000 (2010: 10,000) ordinary shares of £1 each	10,000	10,000

4 Ultimate parent company

The company's immediate parent undertaking is Lime Pictures Holding Company Limited. In the directors' opinion, the company's ultimate parent undertaking is All3Media Holdings Limited. ALL3MEDIA Holdings Limited is the parent undertaking of the smallest and largest group to consolidate these financial statements at 31 August 2011. Copies of its group financial statements, which include the company, are available from Berkshire House, 168-173 High Holborn, London, WC1V 7AA.

The ultimate controlling party at the balance sheet date was Permira Holdings Limited, a company which owns Permira Europe III G P Limited, the general partner of Permira Europe III.