

ContentFilm Pictures Limited

Formerly Winchester Pictures Limited

**Directors' report and financial
statements**

Registered number 2803116

31 March 2005



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Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 March 2005.

Principal activity and business review

The principal activity of the company is the creation, development and exploitation of entertainment based intellectual property rights.

Results and dividends

The company recorded a loss for the year of £194,722 (2004 loss: £555,257).

No dividends were paid or proposed during the year (2004: £nil).

Directors and directors' interests

The directors of the company who served during the year were as follows:

R Payne (Resigned 3 November 2004)
S Taylor (Resigned 3 November 2004)
J Schmidt (Appointed 3 November 2004)
G Webb (Appointed 3 November 2004)

The interests of the directors in ContentFilm plc, the ultimate parent company, are disclosed in the financial statements of that company. S Taylor and G Webb had the following interests in the share capital of the ultimate parent company, ContentFilm plc:

	31 March 2005				31 March 2004			
	Ordinary shares of 5p each	Share options	Share options	Share options	Ordinary shares of 5p each	Share options	Share options	Share options
		(i)	(ii)	(iii)		(i)	(ii)	(iii)
S Taylor	-	18,927	481,073	-	66,000	18,927	481,073	-
G Webb	-	-	-	35,000	-	-	-	-

(i) 1993 Executive Share Option scheme.

(ii) 1996 Unapproved Executive Share Option Scheme

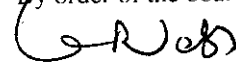
(iii) ContentFilm plc 2004 Approved Share Option Plan

None of the directors had any beneficial interest in the share capital of the company at any time during the year.

Auditors

Grant Thornton UK LLP were appointed auditors on 18 January 2005 to fill a casual vacancy in accordance with section 388(1) of the Companies Act 1985. Special notice pursuant to section 388(3) having been given, a resolution to reappoint Grant Thornton as auditors will be proposed at the Annual General Meeting.

By order of the board


G Webb
Secretary

19 Heddon Street
London
W1B 4BG

27 January 2006

Statement of directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year which 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 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 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.

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 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.

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF CONTENTFILM PICTURES LIMITED

We have audited the financial statements of ContentFilm Pictures Limited for the year ended 31 March 2005 which comprise the principal accounting policies, the profit and loss account, the balance sheet, the statement of total recognised gains and losses and notes 1 to 14. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. 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

The directors' responsibilities for preparing the directors' report and the financial statements in accordance with United Kingdom law and accounting standards are set out in the statement of directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom auditing standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read other information contained in the directors' report, and consider whether it is consistent with the audited financial statements. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

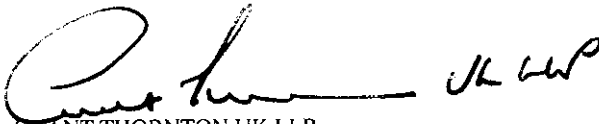
Basis of opinion

We conducted our audit in accordance with United Kingdom 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 of 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 31 March 2005 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



GRANT THORNTON UK LLP
REGISTERED AUDITORS
CHARTERED ACCOUNTANTS

London
27 January 2006

Profit and loss account
for the year ended 31 March 2005

	<i>Note</i>	2005 £	2004 £
Turnover	2	3,761	155,249
Cost of sales		(149,853)	(748,545)
		<hr/>	<hr/>
Gross loss		(146,092)	(593,296)
Administrative expenses		(48,630)	(19,961)
		<hr/>	<hr/>
Operating loss and loss on ordinary activities before taxation	5	(194,722)	(613,257)
Tax credit on loss on ordinary activities	6	-	58,000
		<hr/>	<hr/>
Loss for the financial year		(194,722)	(555,257)
Profit and loss account brought forward		(1,227,631)	(672,374)
		<hr/>	<hr/>
Profit and loss account carried forward		(1,422,353)	(1,227,631)
		<hr/>	<hr/>

Turnover and results reported above all relate to continuing operations.

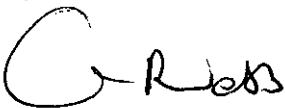
Statement of total recognised gains and losses
for the year ended 31 March 2005

There were no recognised gains or losses during either year other than the results reported above.

Balance sheet
at 31 March 2005

	<i>Notes</i>	2005 £	2004 £
Current assets			
Stocks	7	107,665	257,426
Debtors	8	-	250,528
		<u>107,665</u>	<u>507,954</u>
Creditors: amounts falling due within one year	9	(1,529,918)	(1,735,485)
Net liabilities		(1,422,253)	(1,227,531)
Capital and reserves			
Called up share capital	10	100	100
Profit and loss account		(1,422,353)	(1,227,631)
Equity shareholders' deficit	11	(1,422,253)	(1,227,531)

These financial statements were approved by the board of directors on 27 January 2006 and were signed on its behalf by:



G Webb
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 company's financial statements.

Basis of preparation

The financial statements have been prepared under the historical cost convention and on the going concern basis which the directors believe to be appropriate for the following reasons. The company is dependent for its working capital on funds provided to it by ContentFilm plc, the company's ultimate holding undertaking. ContentFilm plc has indicated that for at least 12 months from the date of approval of these financial statements, it will continue to make available such funds as are needed by the company and in particular will not seek repayment of the amounts currently made available. This should enable the company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Stocks

Stocks are stated at the lower of cost and net realisable value. In determining the cost of film project inventory, cost is taken as direct costs incurred for the development or production of film projects less any foreseeable losses. Where the Group acts fundamentally in the management of an individual film production, attributable overhead is also included in the cost of film inventory. Interest on any loans taken out to fund specific production costs is capitalised until the date of completion. Film project inventory is appraised at each balance sheet date on a project by project basis and is amortised over a maximum amortisation period of ten years. In respect of the maximum amortisation period of ten years and the resultant carrying value at each balance sheet date due regard is given to the requirement for current assets to be held at the lower of cost and net realisable value. Net realisable value is calculated on a project by project basis having regard to the present value of estimated sales less further costs of completion and unrecoverable sales expenses.

Writing and development costs

Expenditure relating to writing, research and development of projects where there is no reasonable expectation of recovery is written off as incurred. Expenditure relating to projects where there is a reasonable expectation of yielding sufficient gross revenues to recover costs is carried forward as film project inventory and transferred accordingly to stocks.

Income recognition

Income from the exploitation of film rights is recognised on a receivable basis except where payment is dependent on the film or television project being completed or delivered, in which case income is recognised on completion or delivery.

Taxation

The charge for taxation is based on the loss for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19.

Currency translation

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

Notes (continued)

1 Accounting policies (continued)

Cash flow statement

A cash flow statement has not been prepared because the company is a wholly owned subsidiary of ContentFilm plc and the financial statements of that company contain a consolidated cash flow statement dealing with the cash flows of its group.

Related party disclosures

Under Financial Reporting Standards 8, the company is exempt from the disclosure of transactions with other group undertakings on the grounds that it is a wholly owned subsidiary of ContentFilm plc and its results are included in the consolidated financial statements of that company.

2 Turnover

Turnover, which excludes value added tax, represents sales agent fees and commissions and other income ancillary to the exploitation of the company's intellectual property.

3 Staff numbers and costs

The average number of persons (including directors) employed by the company during the year was nil (2004: 2). Staff costs have been borne by a fellow group company.

4 Directors' emoluments

None of the directors received any remuneration from the company during the year (2004: £nil).

5 Loss on ordinary activities before taxation

	2005 £	2004 £
Loss on ordinary activities before taxation is stated after charging:		
Foreign Exchange losses	-	3,701
	<hr/>	<hr/>

Audit fees are borne by a fellow group undertaking.

6 Tax on loss on ordinary activities

	2005 £	2004 £
UK current tax:		
Corporation tax (charge) / credit on the results for the year	-	-
Adjustments in respect of prior years	-	58,000
	<hr/>	<hr/>
	-	58,000
	<hr/>	<hr/>

Notes (continued)

6 Tax on loss on ordinary activities (continued)

Factors affecting the tax charge for the current year

The current tax credit for the year is lower (2004: lower) than the standard rate of corporation tax in the UK 30% (2004: 30%). The differences are explained below:

	2005 £	2004 £
<i>Current tax reconciliation</i>		
Loss on ordinary activities before tax	(194,722)	(613,257)
	<hr/>	<hr/>
Current tax at 30% (2004: 30%)	(58,417)	(183,977)
<i>Effects of:</i>		
Provision against inter-company account	-	4,878
Tax losses carried forward	58,417	179,099
Tax adjustment from prior year	-	58,000
	<hr/>	<hr/>
Total current tax credit (see above)	-	(58,000)
	<hr/>	<hr/>

Factors affecting future tax charges

There are unutilised tax losses within the company of £1,434,000 (2004: £1,288,000) carried forward for relief against future suitable taxable profits and for which no deferred tax asset has been recognised on the grounds of prudence.

7 Stocks

	2005 £	2004 £
Film project inventory	107,665	257,426
	<hr/>	<hr/>

8 Debtors

	2005 £	2004 £
Prepayments and Accrued Income	-	229,528
Other Taxation	-	21,000
	<hr/>	<hr/>
	-	250,528
	<hr/>	<hr/>

Notes (continued)

9 Creditors: amounts falling due within one year

	2005 £	2004 £
Amounts owed to group undertakings	1,529,918	1,735,485
	<u>1,529,918</u>	<u>1,735,485</u>

10 Share capital

	2005 £	2004 £
<i>Authorised, allotted, called up and fully paid:</i>		
200 ordinary shares of 50p each	100	100
	<u>100</u>	<u>100</u>

11 Reconciliation of movement in shareholders' (deficit) / funds

	2005 £	2004 £
Shareholders' (deficit)/funds brought forward	(1,227,531)	(672,274)
(Loss) for the financial year	(194,722)	(555,257)
	<u>(1,422,253)</u>	<u>(1,227,531)</u>
Shareholders' deficit carried forward	(1,422,253)	(1,227,531)

12 Capital commitments

There were no capital commitments at 31 March 2005 (2004: £nil).

13 Ultimate controlling party

The company is controlled by ContentFilm plc, the ultimate parent company, which is also the ultimate controlling party. The only group in which the results of the company are consolidated is ContentFilm plc. The consolidated accounts of this company are available to the public and may be obtained from the company's registered address, 19-21 Heddon Street, W1B 4BG.

14 JP Morgan Chase Bank Guarantee

In relation to a Credit and Guaranty Agreement (the Agreement) dated March 26 2004, between JP Morgan Chase Bank, the Company's parent company ContentFilm plc, and a related group company ContentFilm Inc., the Company has provided a guarantee to JP Morgan Chase Bank in relation to the repayment of all amounts owing under the Agreement. Further JP Morgan Chase Bank have a security interest over the assets of the Company and its shares. The balance of the bank facility in ContentFilm plc as at 31 March 2005 was £5.5m.