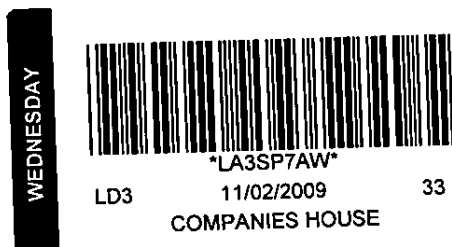


SHOE PRODUCTIONS LIMITED
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2007

Company Registration Number 05268806



SHOE PRODUCTIONS LIMITED
FINANCIAL STATEMENTS
YEAR ENDED 30 SEPTEMBER 2007

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SHOE PRODUCTIONS LIMITED
OFFICERS AND PROFESSIONAL ADVISERS
YEAR ENDED 30 SEPTEMBER 2007

The board of directors	K Jones C Rose
Company secretary	Olswang Cosec Limited
Registered office	7th Floor 90 High Holborn London WC1V 6XX
Auditor	Tenon Audit Limited Registered Auditor 66 Chiltern Street London W1U 4JT
Bankers	HSBC Bank Plc 8 Canada Square London E14 5XL

SHOE PRODUCTIONS LIMITED
THE DIRECTORS' REPORT
YEAR ENDED 30 SEPTEMBER 2007

The directors present their report and the financial statements of the company for the year ended 30 September 2007.

Principal activities and business review

The company acted as the film production agent for the film "Kinky Boots".

The film was completed in a previous period, and no projects were secured during the current or prior year. Thus turnover remained at £nil, pre tax losses decreased to £10,289 from £11,563 last year, and at the year end the company had net liabilities of £24,851. Though the directors have been unable to secure any future projects they consider the company's activities as continuing.

The directors have assessed the principal risks and uncertainties facing the business as being the ability to secure future contracts. However, its ultimate parent company, The Walt Disney Company, has provided sufficient assurances that it will continue to support the company and provide the necessary finances for its operations.

Results and dividends

The loss for the year amounted to £10,289. The directors have not recommended a dividend.

Financial risk management objectives and policies

The company makes little use of financial instruments other than an operational bank account and so its exposure to price risk, credit risk, liquidity risk and cash flow risk is not material for the assessment of the assets, liabilities, financial position and profit or loss of the company.

Directors

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

K Jones
C Rose

The company is a wholly owned subsidiary and the interests of the group directors are disclosed in the financial statements of the parent company.

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 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 accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and

SHOE PRODUCTIONS LIMITED
THE DIRECTORS' REPORT *(continued)*
YEAR ENDED 30 SEPTEMBER 2007

- 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 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.

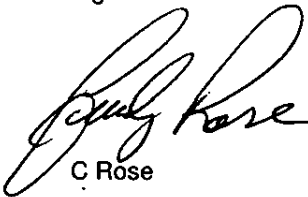
In so far as the directors are, individually, aware:

- there is no relevant audit information of which the company's auditor is unaware; and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

Auditor

The auditors, Tenon Audit Limited, are deemed to be reappointed in accordance with section 386 of the Companies Act 1985 by virtue of an elective resolution passed by the members on 1 April 2005.

Signed on behalf of the directors



C Rose

Director

Approved by the directors on30/1/09.....

SHOE PRODUCTIONS LIMITED
INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF SHOE
PRODUCTIONS LIMITED
YEAR ENDED 30 SEPTEMBER 2007

We have audited the financial statements of Shoe Productions Limited on pages 6 to 12 for the year ended 30 September 2007. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's member, 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 member those matters we are required to state to them in an auditor's 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 member as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As described in the statement of directors' responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

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 whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, 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 other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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.

SHOE PRODUCTIONS LIMITED
INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF SHOE
PRODUCTIONS LIMITED *(continued)*

YEAR ENDED 30 SEPTEMBER 2007

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 30 September 2007 and of its loss for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' Report is consistent with the financial statements.

Tenon Audit Limited

Tenon Audit Limited
Registered Auditor
66 Chiltern Street
London
W1U 4JT

4 February 2009

SHOE PRODUCTIONS LIMITED
PROFIT AND LOSS ACCOUNT
YEAR ENDED 30 SEPTEMBER 2007

	Note	2007 £	2006 £
Turnover		–	–
Administrative expenses		(10,289)	(11,563)
Loss on ordinary activities before taxation		<u>(10,289)</u>	<u>(11,563)</u>
Tax on loss on ordinary activities	4	–	–
Loss for the financial year		<u>(10,289)</u>	<u>(11,563)</u>

All of the activities of the company are classed as continuing.

The company has no recognised gains or losses other than the results for the year as set out above.

The notes on pages 9 to 12 form part of these financial statements.

SHOE PRODUCTIONS LIMITED

BALANCE SHEET

30 SEPTEMBER 2007

	Note	2007 £	£	2006 £	£
Current assets					
Debtors	5	3,212		137,874	
Cash at bank and in hand		190,276		190,326	
		<u>193,488</u>		<u>328,200</u>	
Creditors: Amounts falling due within one year	6	<u>(218,339)</u>		<u>(342,762)</u>	
Net current liabilities			<u>(24,851)</u>		<u>(14,562)</u>
Capital and reserves					
Called-up share capital	8		1		1
Profit and loss account	9		(24,852)		(14,563)
Shareholder's funds	10		<u>(24,851)</u>		<u>(14,562)</u>

These financial statements were approved by the directors and authorised for issue on 30/1/09, and are signed on their behalf by:

C Rose
Director



The notes on pages 9 to 12 form part of these financial statements.

SHOE PRODUCTIONS LIMITED
CASH FLOW STATEMENT
YEAR ENDED 30 SEPTEMBER 2007

	Note	2007		2006	
		£	£	£	£
Net cash outflow from operating activities	11		(50)		(1,295,261)
Decrease in cash	11		<u>(50)</u>		<u>(1,295,261)</u>

The notes on pages 9 to 12 form part of these financial statements.

SHOE PRODUCTIONS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 30 SEPTEMBER 2007

1. Accounting policies

Basis of accounting

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

Film production expenditure

Amounts have been advanced to the company by Price Productions Limited for the production, as a work for hire, of the film "Kinky Boots". Such advances are in consideration of the assignment to the financier for all valuable rights. The sums advanced up to the final cost of production are not repayable by Shoe Productions Limited. Accordingly, the film production expenditure and related advances are not shown in the financial statements of the company.

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies affecting the profit and loss account are translated into sterling at the period average rate of exchange. Exchange differences are taken into account in arriving at the operating profit.

Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Turnover

In respect of long-term contract and contracts for on-going services, turnover represents the value of work done in the year, including estimates of amounts not invoiced. Value of work done in respect of long-term contract and contract for on-going services is determined by reference to the stage of completion. However, the contract was satisfied in the previous year and therefore no turnover has been recognised this year.

Going concern

The activities of the company continue to be supported by its parent company, The Walt Disney Company, which has provided sufficient finance to enable the company to continue its operations. This support shall continue to be provided, which has been confirmed in writing by the parent company, and, therefore, the directors consider the financial statements should be prepared on a going concern basis to give a true and fair view.

2. Operating loss

Operating loss is stated after charging:

	2007	2006
	£	£
Directors' emoluments	—	—
Auditors remuneration	6,807	6,584
Accountancy fees	<u>3,432</u>	<u>4,979</u>

3. Particulars of employees

No salaries or wages have been paid to employees, including the directors, during the year.

SHOE PRODUCTIONS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 30 SEPTEMBER 2007

4. Taxation on ordinary activities

Factors affecting current tax charge

The tax assessed on the loss on ordinary activities for the year is higher than the standard rate of corporation tax in the UK of 30% (2006 - 30%).

	2007	2006
	£	£
Loss on ordinary activities before taxation	<u>(10,289)</u>	<u>(11,563)</u>
Loss on ordinary activities by rate of tax	(3,087)	(3,469)
Effects of:		
Unrelieved tax losses	<u>3,087</u>	<u>3,469</u>
Total current tax	<u>-</u>	<u>-</u>

5. Debtors

	2007	2006
	£	£
Amounts owed by group undertakings	2,649	137,874
Other debtors	<u>563</u>	<u>-</u>
	<u>3,212</u>	<u>137,874</u>

6. Creditors: Amounts falling due within one year

	2007	2006
	£	£
Trade creditors	-	7,409
Other creditors	211,315	323,790
Accruals and deferred income	<u>7,024</u>	<u>11,563</u>
	<u>218,339</u>	<u>342,762</u>

7. Related party transactions

The company is a wholly owned subsidiary of the ultimate parent company and utilises the exemption contained in FRS 8, Related Party Disclosures, not to disclose any transactions with entities that are included in the financial statements of the ultimate parent company. The address at which the consolidated financial statements of the ultimate parent company are publicly available is included in note 12.

8. Share capital

Authorised share capital:

	2007	2006
	£	£
1,000 Ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>

SHOE PRODUCTIONS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 30 SEPTEMBER 2007

8. Share capital (continued)

Allotted, called up and fully paid:

	2007		2006	
	No	£	No	£
Ordinary shares of £1 each	<u>1</u>	<u>1</u>	<u>1</u>	<u>1</u>

9. Profit and loss account

	2007	2006
	£	£
Balance brought forward	(14,563)	(3,000)
Loss for the financial year	(10,289)	(11,563)
Balance carried forward	<u>(24,852)</u>	<u>(14,563)</u>

10. Reconciliation of movements in shareholder's funds

	2007	2006
	£	£
Loss for the financial year	(10,289)	(11,563)
Opening shareholder's deficit	(14,562)	(2,999)
Closing shareholder's deficit	<u>(24,851)</u>	<u>(14,562)</u>

11. Notes to the statement of cash flows

Reconciliation of operating loss to net cash outflow from operating activities

	2007	2006
	£	£
Operating loss	(10,289)	(11,563)
Decrease/(increase) in debtors	134,662	(82,050)
Decrease in creditors	(124,423)	(1,201,648)
Net cash outflow from operating activities	<u>(50)</u>	<u>(1,295,261)</u>

Reconciliation of net cash flow to movement in net funds

	2007	2006
	£	£
Decrease in cash in the period	(50)	(1,295,261)
Movement in net funds in the period	<u>(50)</u>	<u>(1,295,261)</u>
Net funds at 1 October 2006	190,326	1,485,587
Net funds at 30 September 2007	<u>190,276</u>	<u>190,326</u>

SHOE PRODUCTIONS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 30 SEPTEMBER 2007

11. Notes to the statement of cash flows *(continued)*

Analysis of changes in net funds

	At 1 October 2006 £	Cash flows £	At 30 September 2007 £
Net cash:			
Cash in hand and at bank	190,326	(50)	190,276
Net funds	<u>190,326</u>	<u>(50)</u>	<u>190,276</u>

12. Ultimate parent company

The immediate parent company is The Walt Disney Company Limited. The directors regard The Walt Disney Company, a company incorporated in The United States of America, as the ultimate parent company.

The largest group for which accounts are prepared and which the company is a member, is The Walt Disney Company. Copies of group accounts of The Walt Disney Company can be obtained from 500 Buena Vista Street, Burbank, California, 91521, USA.

The directors are unable to identify the ultimate controlling party of The Walt Disney Company, if any.