REPORT OF THE MEMBERS AND

FINANCIAL STATEMENTS

FOR THE PERIOD

21ST SEPTEMBER 2004 TO 5TH APRIL 2005

FOR

THE BRASS HAT FILMS SLATE 2 LLP

L06PR6@D

LD6 **LØBPI

0280 10/06/05

$\underline{\text{THE BRASS HAT FILMS SLATE 2 LLP}}$

CONTENTS OF THE FINANCIAL STATEMENTS FOR THE PERIOD 21ST SEPTEMBER 2004 TO 5TH APRIL 2005

	Page
General Information	1
Report of the Members	2
Report of the Independent Auditors	4
Profit and Loss Account	5
Balance Sheet	6
Notes to the Financial Statements	7
These pages do not form part of the statutory financial sta	atements
Trading and Profit and Loss Account	9
Capital Account Schedule	12
Current Accounts Schedule	14

GENERAL INFORMATION FOR THE PERIOD 21ST SEPTEMBER 2004 TO 5TH APRIL 2005

DESIGNATED MEMBERS:

BH Nominees No1 Limited

BH Nominees No2 Limited

REGISTERED OFFICE:

7 Harp Lane London EC3R 6DP

REGISTERED NUMBER:

OC309306 (England and Wales)

AUDITORS:

MRI Moores Rowland LLP

Chartered Accountants and Registered Auditors

3 Sheldon Square Paddington London W2 6PS

REPORT OF THE MEMBERS FOR THE PERIOD 21ST SEPTEMBER 2004 TO 5TH APRIL 2005

The members present their report with the financial statements of the LLP for the period 21st September 2004 to 5th April 2005.

INCORPORATION

The LLP was incorporated on 21st September 2004 and commenced trading on the same date.

PRINCIPAL ACTIVITY

The principal activity of the LLP in the period under review was that of film production and acquisition.

DESIGNATED MEMBERS

The designated members during the period under review were:

BH Nominees No1 Limited BH Nominees No2 Limited

RESULTS FOR THE PERIOD AND ALLOCATION TO MEMBERS

The loss for the period available for division among members was £4,495,452.

MEMBERS' DRAWINGS AND THE SUBSCRIPTION AND REPAYMENT OF MEMBERS' CAPITAL

MEMBERS' CAPITAL

Each Individual Member shall on his Admission Date have an amount equal to the amount of his Capital Contribution credited to his Capital Account. If any Individual Member makes any further contribution at any time after the Admission Date an amount equal to the amount or value of that contribution shall be credited to his Capital Account and shall increase that Individual Member's Capital Contribution accordingly

There shall be added to or subtracted from each Individual Member's Capital Account a share of the profit or loss of the LLP to which he is entitled or which is to be allocated to him.

No Individual Member shall be entitled to any interest on the amount for the time being of his Capital Contribution.

PROFITS AND LOSSES

The Individual Members' aggregate allocation of profits and losses shall be allocated as between the respective Individual Members pro rata to their respective Capital Contributions. The amount of each respective Individual Member's allocation of profits or losses shall be credited to or debited from his Capital Account. For the avoidance of doubt, nothing shall oblige any Individual Member to bear any additional liability to any third party beyond that which it would otherwise be obliged to bear, or to be liable for or to indemnify and keep indemnified any other Individual Member for any loss that such other Individual Member may have suffered.

In respect of distributions, as soon as practicable after the end of each Accounting Year, an amount equal to the Net Individual Members Entitlement shall be distributed between the Individual Members pro-rata to their respective Capital Contributions.

Due to losses sustained in the period, there has been no repayment of partners capital.

REPORT OF THE MEMBERS FOR THE PERIOD 21ST SEPTEMBER 2004 TO 5TH APRIL 2005

STATEMENT OF MEMBERS' RESPONSIBILITIES

Legislation applicable to limited liability partnerships requires the members to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the LLP and of the profit or loss of the LLP for that period. In preparing those financial statements, the members are required to

- select suitable accounting policies and then 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 LLP will continue in business.

The members are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the LLP and to enable them to ensure that the financial statements comply with the Companies Act 1985 as modified by the Limited Liability Partnerships Regulations 2001. They are also responsible for safeguarding the assets of the LLP and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

AUDITORS

The auditors, MRI Moores Rowland LLP, will be proposed for re-appointment in accordance with Section 385 of the Companies Act 1985.

This report has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 as modified by the Limited Liability Partnerships Regulations 2001 relating to small LLPs.

ON BEHALF OF THE MEMBERS:

ALBANY NOMINEES LTD DIRECTOR - PER J D CROFT

BH Nominees No2 Limited - Designated Member

Date: 8.6. 2005

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF THE BRASS HAT FILMS SLATE 2 LLP

We have audited the financial statements of The Brass Hat Films Slate 2 LLP for the period ended 5th April 2005 on pages five to eight. These financial statements have been prepared in accordance with the Financial Reporting Standard for Smaller Entities (effective June 2002), under the historical cost convention and the accounting policies set out therein.

This report is made solely to the LLP's members, as a body, in accordance with Section 235 of the Companies Act 1985 as modified by the Limited Liability Partnerships Regulations 2001. Our audit work has been undertaken so that we might state to the LLP'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 LLP and the LLP's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of members and auditors

As described on page three the LLP's members are responsible for the preparation of financial statements in accordance with applicable law and United Kingdom Accounting Standards.

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 with the Companies Act 1985 as modified by the Limited Liability Partnerships Regulations 2001. We also report to you if, in our opinion, the Report of the Members is not consistent with the financial statements, if the LLP 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 members' remuneration and transactions with the LLP is not disclosed.

We read the Report of the Members 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 extent to any other information.

Basis of audit 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 members in the preparation of the financial statements, and of whether the accounting policies are appropriate to the LLP'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 LLP's affairs as at 5th April 2005 and of its loss for the period then ended and have been properly prepared in accordance with the Companies Act 1985 as modified by the Limited Liability Partnerships Regulations 2001.

MRI Moores Rowland LLP

Chartered Accountants & Registered Auditors

3 Sheldon Square

Paddington

London

W2 6PS

Date: 8 Dune 2005

PROFIT AND LOSS ACCOUNT FOR THE PERIOD 21ST SEPTEMBER 2004 TO 5TH APRIL 2005

1	Notes	£
TURNOVER		-
Cost of sales		(3,993,802)
GROSS LOSS		(3,993,802)
Administrative expenses		(512,107)
OPERATING LOSS	2	(4,505,909)
Interest receivable and similar income		10,457
LOSS FOR THE FINANCIAL PERIOD BEFORE MEMBERS' REMUNERATIO AND PROFIT SHARES	N 7	(4,495,452)
Salaried remuneration of members	3	
LOSS FOR THE FINANCIAL PERIOD AVAILABLE FOR DIVISION AMONG MEMBERS	7	(4,495,452)

The Profit and Loss account has been prepared on the basis that all operations are continuing operations.

The Limited Liability partnership has no recognised gains or losses other than the above and therefore no separate statement of total recognised gains and losses has been presented.

BALANCE SHEET 5TH APRIL 2005

CURRENT ACCREC	Notes	£
CURRENT ASSETS Stocks	4	727,208
Debtors	5	63,659
Cash at bank		289,863
		1,080,730
CREDITORS		
Amounts falling due within one year	6	(220,884)
NET CURRENT ASSETS		859,846
TOTAL ASSETS LESS CURRENT LIABILITIES		859,846
TOTAL MEMBERS' INTEREST'S		
Members' Capital	7	5,355,298
Other Reserves	7	(4,495,452)
		859,846

These financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 as modified by the Limited Liability Partnerships Regulations 2001 relating to small LLPs and with the Financial Reporting Standard for Smaller Entities (effective June 2002).

ON BEHALL OF THE MEMBERS OF THE LLP:

ALBANY NOMINEES LTD

DIRECTOR - PER J D CROFT BH Nominees No1 Limited - Designated member

Approved by the members on 8.6.2004

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD 21ST SEPTEMBER 2004 TO 5TH APRIL 2005

1. ACCOUNTING POLICIES

Basis of preparing the financial statements

The financial statements have been prepared in accordance with applicable Accounting Standards in the United Kingdom and the requirements of the Statements of Recommended Practice "Accounting by Limited Liability Partnerships". A summary of the more important accounting policies which have been applied consistently during the period is set out below.

Accounting convention

The financial statements have been prepared in accordance under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective June 2002).

Stocks

Stock relates to film distribution rights that have been purchased.

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

The stock figure is based on a third party valuation and advice from a media advisor.

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 are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

2. **OPERATING LOSS**

The operating loss is stated after charging/(crediting):

	T.
Auditors remuneration	5,000
Foreign exchange differences	(9,983)
Formation costs	250

3. INFORMATION IN RELATION TO MEMBERS

The average number of members during the period was _____15

Neither of the designated members received any remuneration.

4. STOCKS

	I.
Cost of distribution rights	4,721,009
Provision to write down to net realisable value	(3,993,801)
	727,208

5. **DEBTORS**

	£
Other debtors	58,034
Prepayments	5,625
	63,659

6. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

CREDITORS, AMOUNTS FALLING DUE WITHIN ONE LEAK	
	£
Trade creditors	25,294
Accruals and deferred income	195,590
	220,884

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE PERIOD 21ST SEPTEMBER 2004 TO 5TH APRIL 2005

7. TOTAL MEMBERS' INTEREST'S

	Members' capital £	Other Reserves £	Total £
Members' interests			
at 21st September 2004	-	-	-
Members' interests		(4.405.453)	(4 405 452)
after loss for the period	-	(4,495,452)	(4,495,452)
Introduced by members	5,355,298		5,355,298
Members' interests			
at 5th April 2005	5,355,298	<u>(4,495,452</u>)	<u>859,846</u>

8. REGISTRATION AND DESIGNATED MEMBERS

The Brass Hat Films Slate 2 LLP is registered in the United Kingdom. The designated members are BH Nominees No 1 Limited and BH Nominees No 2 Limited.

The partnership is resident for tax purposes in the United Kingdom.

TRADING AND PROFIT AND LOSS ACCOUNT FOR THE PERIOD 21ST SEPTEMBER 2004 TO 5TH APRIL 2005

	£	£
Income		-
Cost of sales Purchases Closing valuation	4,721,010 (727,208)	3,993,802
GROSS LOSS		(3,993,802)
Other income Deposit account interest		10,457 (3,983,345)
Expenditure Postage printing & stationery Administration Fees Media Advisor fee Placing agent fee Operator fee Accountancy Valuation fees Professional fees Auditors remuneration Formation costs Foreign exchange losses	720 214,212 214,212 10,000 1,875 42,500 10,000 23,066 5,000 250 (9,983)	511,852
Finance costs Bank charges		(4,495,197) <u>255</u>
NET LOSS		(4,495,452)

TRADING AND PROFIT AND LOSS ACCOUNT FOR THE PERIOD 21ST SEPTEMBER 2004 TO 5TH APRIL 2005

	£	£
NET LOSS		<u>(4,495,452</u>)
Divisible as follows:		
BH Nominees No1 Limited	-	
BH Nominees No2 Limited	(000 0 (1)	
Ms D Clothier	(209,861)	
R Cotton	(41,972)	
G De Boissard	(335,776)	
J Derx	(20,986)	
A H Dingley	(41,972)	
R J Eyres	(41,972)	
P Forbes N J P Fox	(20,986)	
Reverend C D Goldsmith	(104,930)	
A Graham	(62,958)	
D Green	(167,888)	
S Hayes	(41,972) (41,972)	
A S Hoare	(20,986)	
C Holdsworth Hunt	` ' '	
Mrs A S Hopewell	(125,916) (58,761)	
R P Jewell	(20,986)	
B C Lazell	(83,944)	
C P Lewis	(41,972)	
Dr M P Martineau	(41,972)	
G T McGraw	(41,972) (41,972)	
Ms K D Millen	(83,944)	
A R Miller	(20,986)	
A P Mullineaux	(41,972)	
J M O'Mulloy	(92,338)	
R Parkhouse	(83,944)	
David Peac Trust	(125,916)	
A P Pinhorn	(41,972)	
Southeast Limited	(41,972)	
M J D Stallibrass	(125,916)	
P H Trimming	(62,958)	
G Turner	(419,720)	
R Walsh	(41,972)	
N A Murray	(20,986)	
S Carndorf	(20,986)	
N Hamwee	(125,916)	
R G Algar	(41,972)	
Ms K A Outlaw	(20,986)	
I Stuart	(41,972)	
T Allan	(251,832)	
Mrs T L Allan	(62,958)	
G B Challenor	(96,955)	
G Douglas	(121,549)	
G A Duce	(33,578)	
P Gordon Brown	(167,888)	
S J Hoffman	(41,972)	
R McGregor	<u>(62,958)</u>	
Carried forward		(3,865,872)

This page does not form part of the statutory financial statements

TRADING AND PROFIT AND LOSS ACCOUNT FOR THE PERIOD 21ST SEPTEMBER 2004 TO 5TH APRIL 2005

	£	£
Brought forward		(3,865,872)
A J Norton	(100,733)	, , ,
J O'Brien	(41,972)	
M P Pinggera	(25,183)	
M J Prince	(83,944)	
P Stephens	(83,944)	
G Wilson	(251,832)	
J Allan	(41,972)	
	/	<u>(4,495,452</u>)

CAPITAL ACCOUNT SCHEDULE 5TH APRIL 2005

	<u>5TH A</u>	APRIL 2005		C D	
		Ms D Clothier	R Cotton	G De Boissard	J Derx
		£	£	£	J Derx £
Capital introduced		250,000	50,000	400,000	25,000
At 5th April 2005		250,000	50,000	400,000	25,000
	ΑН				Reverend C D
	Dingley	R J Eyres	P Forbes	N J P Fox	Goldsmith
	£	£	£	£	£
Capital introduced	50,000	50,000	25,000	125,000	75,000
At 5th April 2005	50,000	50,000	25,000	<u>125,000</u>	75,000
					C Holdsw-
	A Graham	D Green	S Hayes	A S Hoare	orth Hunt
Capital introduced	£ 200,000	£ 50,000	£ 50,000	£ 25,000	£ 150,000
•					
At 5th April 2005	200,000	50,000	<u>50,000</u>	<u>25,000</u>	150,000
	Mrs A S	RP	BC		Dr M P
	Hopewell £	Jewell £	Lazell £	C P Lewis £	Martineau £
Capital introduced	70,000	25,000	100,000	50,000	50,000
•					
At 5th April 2005	70,000	25,000	<u>100,000</u>	50,000	50,000
	~ ~			AP	
	G T McGraw	Ms K D Millen	A R Miller	Mullinea-	J M O'Mulloy
	MeGraw £	£	£	ux £	O'Mulloy £
Capital introduced	50,000	100,000	25,000	50,000	110,000
At 5th April 2005	50,000	100,000	25,000	50,000	110,000
		David			МЈД
	R Parkho-	Peac	A P	Southeast	Stallibr-
	use	Trust	Pinhorn	Limited	ass
Capital introduced	£ 100,000	£ 150,000	£ 50,000	£ 50,000	£ 150,000
At 5th April 2005	100,000	150,000	50,000	50,000	150,000
At 3th April 2003		130,000	30,000	<u>50,000</u>	150,000
	РН			N A	S Carndo-
	Trimming	G Turner	R Walsh	Murray	s Carnuo- rf
	£	£	£	£	£
Capital introduced	75,000	500,000	50,000	25,000	25,000
At 5th April 2005	75,000	500,000	<u>50,000</u>	25,000	25,000

This page does not form part of the statutory financial statements

CAPITAL ACCOUNT SCHEDULE 5TH APRIL 2005

Capital introduced	N Hamwee £ 	R G Algar £ 50,000	Ms K A Outlaw £ 25,000	I Stuart £ 50,000	T Allan £ 300,000
At 5th April 2005	150,000	50,000	25,000	50,000	300,000
Capital introduced At 5th April 2005	Mrs T L Allan £ 75,000	G B Challenor £ 115,500	G Douglas £ 144,798 144,798	G A Duce £ 40,000 40,000	P Gordon Brown £ 200,000
Capital introduced	S J Hoffman £ 50,000	R McGreg- or £ 75,000	A J Norton £ 120,000	J O'Brien £ 50,000	M P Pinggera £ 30,000
At 5th April 2005	50,000	<u>75,000</u>	120,000	50,000	30,000
Capital introduced	M J Prince £ 100,000	P Stephens £	G Wilson £ 300,000	J Allan £ 50,000	Totals £ _5,355,298
At 5th April 2005	100,000	100,000	300,000	50,000	5,355,298

CURRENT ACCOUNTS SCHEDULE 5TH APRIL 2005

	<u>5TH A</u>	PRIL 2005		C.D.	
		Ms D Clothier	R Cotton	G De Boissard	J Derx
		£	£	£	£
Share of loss		(209,861)	(41,972)	(335,776)	(20,986)
At 5th April 2005		(209,861)	(41,972)	(335,776)	(20,986)
					Reverend
	ΑH				C D
	Dingley	R J Eyres	P Forbes	N J P Fox	Goldsmith
Share of loss	£	£ (41.072)	£ (20.096)	£ (104.030)	£ (42.059)
Share of loss	(41,972)	(41,972)	(20,986)	(104,930)	(62,958)
At 5th April 2005	<u>(41,972)</u>	(41,972)	(20,986)	(104,930)	(62,958)
					C Holdsw-
	A Graham	D Green	S Hayes	A S Hoare	orth Hunt
Share of loss	£ (167,888)	£ (41,972)	£ (41,972)	£ (20,986)	£ (125,916)
At 5th April 2005	(167,888)	(41,972)	(41,972)	(20,986)	(125,916)
			<u></u> /		
	Mrs A S	R P	ВС		Dr M P
	Hopewell	Jewell	Lazell	C P Lewis	Martineau
Share of loss	£ (58,761)	£ (20,986)	£ (83,944)	£ (41,972)	£ (41,972)
At 5th April 2005	<u>(58,761)</u>	(20,986)	<u>(83,944)</u>	<u>(41,972)</u>	(41,972)
				A P	
	G T	Ms K D	AR	Mullinea-	J M
	McGraw	Millen	Miller	ux	O'Mulloy
Share of loss	£ (41,972)	£ (83,944)	£ (20,986)	£ (41,972)	£ (92,338)
At 5th April 2005	(41,972)	(83,944)	(20,986)	(41,972)	(92,338)
		David			MJD
	R Parkho-	Peac	A P	Southeast	Stallibr-
	use £	Trust £	Pinhorn £	Limited £	ass £
Share of loss	<u>(83,944)</u>	(125,916)	<u>(41,972)</u>	(41,972)	(125,916)
At 5th April 2005	(83,944)	(125,916)	(41,972)	(41,972)	(125,916)
	_				
	P H Trimming	C T	D W-1-1-	N A Maranasa	S Carndo-
	Trimming £	G Turner £	R Walsh £	Murray £	rf £
Share of loss	(62,958)	(419,720)	(41,972)	(20,986)	(20,986)
At 5th April 2005	(62,958)	(419,720)	(41,972)	(20,986)	(20,986)

This page does not form part of the statutory financial statements

CURRENT ACCOUNTS SCHEDULE 5TH APRIL 2005

Share of loss	N Hamwee £ (125,916)	R G Algar £ (41,972)	Ms K A Outlaw £ (20,986)	I Stuart £ (41,972)	T Allan £ (251,832)
Share of loss	(123,710)	(41,572)	(20,760)	(41,5/2)	(231,632)
At 5th April 2005	(125,916)	(41,972)	(20,986)	(41,972)	<u>(251,832)</u>
	Mrs T L	GB			P Gordon
	Allan £	Challenor £	G Douglas £	G A Duce £	Brown £
Share of loss	(62,958)	æ (96,955)	£ (121,549)	£ (33,578)	(167,888)
	(3-3-1-)				
At 5th April 2005	(62,958)	(96,955)	<u>(121,549</u>)	(33,578)	(167,888)
	SJ	R McGreg-	ΑJ		МР
	Hoffman	or	Norton	J O'Brien	Pinggera
Share of loss	£ (41,972)	£ (62,958)	£ (100,733)	£ (41,972)	£ (25,183)
Share of ioss	(41,7/2)	(02,938)	(100,733)	(41,972)	(23,163)
At 5th April 2005	(41,972)	(62,958)	(100,733)	(41,972)	(25,183)
	M J	P Stephe-			
	Prince	ns	G Wilson	J Allan	Totals
Glassia Class	£	£	£	£	£
Share of loss	(83,944)	(83,944)	(251,832)	(41,972)	(4,495,452)
At 5th April 2005	(83,944)	(83,944)	(251,832)	(41,972)	(4,495,452)