

BLYTH FILMS LLP

ANNUAL REPORT AND FINANCIAL STATEMENTS

YEAR ENDED 5 APRIL 2016

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COMPANIES HOUSE

Limited Liability Partnership Number: OC313273

BLYTH FILMS LLP

**ANNUAL REPORT AND FINANCIAL STATEMENTS
YEAR ENDED 5 APRIL 2016**

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BLYTH FILMS LLP

MEMBERS' REPORT YEAR ENDED 5 APRIL 2016

The members present the annual report on the affairs of Blyth Films LLP ("the Partnership"), together with the financial statements and auditor's report, for the year ended 5 April 2016.

Principal activities

The Partnership was formed in order to develop commercial film opportunities through a combination of sale and leaseback transactions and film development projects.

Business review and future outlook

The Partnership will continue to consider opportunities to acquire film rights and other lease opportunities. Due to the phasing out of the film reliefs that supported sale and leaseback and the introduction of a new regime under which film production companies are entitled to claim tax credits, there will be fewer opportunities available.

Going concern

After making enquiries, the members have a reasonable expectation that the Partnership has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

Further details regarding the adoption of the going concern basis can be found in Note 1 to the financial statements.

Overseas branches

There are no overseas branches of the Partnership.

Policy regarding members' drawings and capital

The Designated Members serving during the year were Fleet Film Partners 1 Limited and Fleet Film Partners 2 Limited ("the Designated Members").

The Designated Members are not entitled to drawings in relation to the Original Film investments. In accordance with the Amended and Restated Members' Agreement, no ordinary member shall be entitled to make drawings on account of profits to which they are entitled, unless unanimously agreed by the ordinary members, or unless permitted under that Agreement..

The Designated Members are entitled to drawings in relation to New Film investments and all Reinvestment Films. In accordance with the Amended and Restated Members' Agreement, Designated Members and the ordinary members shall be entitled to make drawings on account of profits to which they are entitled jointly in the Partnership Proportions under that Agreement.

There were no transfers of members' capital to debt during the year. The operating cash requirements of the Partnership shall ordinarily be met out of the members' initial and additional contributions. No member shall be required to make further funding available after their admission as a member.

BLYTH FILMS LLP

MEMBERS' REPORT (CONTINUED) YEAR ENDED 5 APRIL 2016

Statement of members' responsibilities

Under the Members' Agreement, the Partnership is obliged to produce financial statements on an annual basis. The Designated Members are responsible for preparing the financial statements in accordance with applicable law and regulations.

The Companies Act 2006 as applied to Limited Liability Partnerships by the Limited Liability Partnerships (Accounts & Audit) (Application of Companies Act 2006) Regulations 2008 require the members to prepare financial statements for each financial year.

Under that law the members 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 Partnership and of the profit or loss for that year. In preparing these 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;
- state whether applicable United Kingdom Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis, unless it is inappropriate to presume that the Partnership will continue in business.

The members are responsible for keeping adequate accounting records that disclose with reasonable accuracy at any time the financial position of the Partnership and enable them to ensure that the financial statements comply with the Companies Act 2006, as applied to limited liability partnerships. They are also responsible for safeguarding the assets of the Partnership and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The operator of the Partnership is Ingenious Media Investments Limited ("the Operator").

The members are responsible for ensuring the integrity of the corporate and financial information included on the Operator's website and for ensuring that the information is maintained. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

These responsibilities are exercised by the Designated Members on behalf of the Partnership.

BLYTH FILMS LLP

MEMBERS' REPORT (CONTINUED)
YEAR ENDED 5 APRIL 2016

Auditor

Shipleys LLP are deemed to be reappointed under Section 487(2) of the Companies Act 2006 as applicable to limited liability partnerships.

Disclosure of information to auditor

Each Designated Member at the date of approval of this report confirms that:

- so far as each Designated Member is aware, there is no relevant audit information of which the Partnership's auditor is unaware; and
- each Designated Member has taken all the steps (such as making enquiries of other members and the auditor and any other steps required by the Designated Members' duty to exercise due care, skill and diligence) that they ought to have taken in their duty as Designated Member in order to make themselves aware of any relevant audit information and to establish that the Partnership's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of Section 418(2) of the Companies Act 2006, as applied to limited liability partnerships.

Small companies provisions

This report has been prepared in accordance with the provisions applicable to entities entitled to the small companies exemption. This is in accordance with Part 15 of the Companies Act 2006, as applicable to limited liability partnerships. The Partnership has taken advantage of the exemption for the requirement to disclose an enhanced business review and to prepare a strategic report in accordance with section 414B of the Companies Act 2006.

The report was approved by a Designated Member on 7 July 2016 and signed on their behalf by:



Fleet Film Partners 1 Limited

Designated Member

Date: 7 July 2016

Duncan Reid

Registered office:

15 Golden Square

London

W1F 9JG

Limited Liability Partnership Number: OC313273

BLYTH FILMS LLP

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BLYTH FILMS LLP

We have audited the financial statements of the Partnership for the year ending 5 April 2016 which comprise the Profit and Loss Account, the Balance Sheet and the related Notes 1 to 9. 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), including the Financial Reporting Standard for Smaller Entities (effective January 2015).

This report is made solely to the Partnership's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006, as applicable to limited liability partnerships. Our audit work has been undertaken so that we might state to the Partnership's members 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 Partnership and the Partnership's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of the members and auditor

As explained more fully in the Members' Responsibilities Statement, the members 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) 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 Partnership's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the members; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Partnership's affairs as at 5 April 2016 and of its loss for the year 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, as applicable to limited liability partnerships.

Opinion on other matters prescribed by the Companies Act 2006 as modified by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008

In our opinion the information given in the Members' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

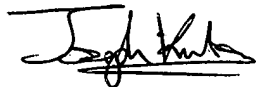
BLYTH FILMS LLP

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BLYTH FILMS LLP (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 as applicable to limited liability partnerships 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 members' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the members were not entitled to prepare financial statements in accordance with the small companies regime and take advantage of the small companies exemption from the requirement to prepare a strategic report or in preparing the members' report.



Joseph Kinton (Senior Statutory Auditor)

for and on behalf of Shipleys LLP

Chartered Accountants and Statutory Auditor

10 Orange Street, Haymarket, London WC2H 7DQ

Date: 7 July 2016

BLYTH FILMS LLP

**PROFIT AND LOSS ACCOUNT
YEAR ENDED 5 APRIL 2016**

	Notes	5 April 2016 £	5 April 2015 £
Turnover	1, 2	287,520	329,430
Operating expenses:			
Audit fees and other professional fees	4	750	(1,215)
Depreciation	5	(3,550,800)	(3,550,800)
Bank charges		(25)	(21)
		<u>(3,550,075)</u>	<u>(3,552,036)</u>
OPERATING LOSS		(3,262,555)	(3,222,606)
Interest receivable and similar income	3	-	50
LOSS FOR THE FINANCIAL YEAR BEFORE MEMBERS' REMUNERATION AND PROFIT SHARE		(3,262,555)	(3,222,556)
RETAINED LOSS FOR THE FINANCIAL YEAR AVAILABLE FOR DISCRETIONARY DIVISION AMONG MEMBERS	7	(3,262,555)	(3,222,556)

All results are derived from continuing operations during the current and prior years.

There are no recognised gains or losses during the financial year other than as stated in the Profit and Loss Account above, and accordingly no separate Statement of Total Recognised Gains and Losses is presented.

The Notes on pages 8 to 11 form an integral part of the financial statements.

BLYTH FILMS LLP

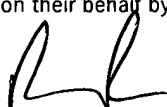
**BALANCE SHEET
AS AT 5 APRIL 2016**

	Notes	5 April 2016 £	5 April 2015 £
FIXED ASSETS			
Films acquired under operating leases	5	17,754,000	17,754,000
Less: Accumulated depreciation	5	(17,267,589)	(13,716,789)
		<u>486,411</u>	<u>4,037,211</u>
CURRENT ASSETS			
Amounts falling due within one year:			
Net investment in film finance leases	6	1,960,834	1,810,509
Accrued finance lease income		110,107	128,401
Called up members' capital not paid		2	2
Cash at bank		<u>273</u>	<u>613</u>
		<u>2,071,216</u>	<u>1,939,525</u>
CREDITORS			
Amounts falling due within one year:			
VAT payable		(150)	-
Rentals received in advance		(1,420,014)	(1,372,190)
Accruals		-	(1,215)
		<u>(1,420,164)</u>	<u>(1,373,405)</u>
NET CURRENT ASSETS		<u>651,052</u>	<u>566,120</u>
ASSETS			
Amounts falling due after more than one year:			
Net investment in film finance leases	6	<u>10,596,927</u>	<u>12,557,761</u>
NET ASSETS ATTRIBUTABLE TO MEMBERS		<u>11,734,390</u>	<u>17,161,092</u>
MEMBERS' OTHER INTERESTS REPRESENTED BY:			
Members' capital classified as equity under FRS 25	7	44,869,723	44,869,723
Other reserves	7	(33,135,333)	(27,708,631)
TOTAL MEMBERS' INTERESTS	7	<u>11,734,390</u>	<u>17,161,092</u>
MEMBERS' OTHER INTERESTS		<u>11,734,390</u>	<u>17,161,092</u>

The Notes on pages 8 to 11 form an integral part of the financial statements.

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and with the Financial Reporting Standard for Smaller Entities (effective January 2015).

The financial statements were approved by a Designated Member and authorised for issue on 7 July 2016 and signed on their behalf by:



Fleet Film Partners 1 Limited
Designated Member

Limited Liability Partnership Number: OC313273

Duncan Reid

**NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 5 APRIL 2016**

1. ACCOUNTING POLICIES

The Partnership was incorporated in England and Wales as a limited liability partnership under the Limited Liability Partnerships Act 2000.

The financial statements are prepared under the historical cost convention, in accordance with the Financial Reporting Standard for Smaller Entities (effective January 2015) in compliance with the Statement of Recommended Practice on Accounting for Limited Liability Partnerships. The particular accounting policies adopted, which have been applied consistently throughout the current and preceding year, are described below:

Turnover

Turnover, excluding VAT, is recognised on the following basis:

(i) Finance lease income

The recognition of finance lease income is calculated to reflect a constant periodic rate of return on the net cash investment in the lease.

(ii) Operating lease income

Operating lease income is determined by the commercial success of the film and recognised when received.

(iii) Participation in film net revenues

The Partnership's participation in film net revenues in excess of net investment in film finance leases, development and production expenditure, is recognised in turnover when notified by the relevant collection agent.

The members do not consider any one part of the worldwide market to be significantly different from any other.

Film finance leases

In accordance with SSAP 21 'Accounting for leases and hire purchase contracts', the amount due from the lessee under finance leases is recorded in the balance sheet of the Partnership as a debtor at the amount of the net investment in the lease, less provision for any items such as bad and doubtful rentals receivable.

Rentals received in advance

When lease rentals are received in advance of the period to which they relate, the amounts are recorded as rentals received in advance and included as creditors due within one year.

Film operating leases

Assets leased under operating leases have been recorded as fixed assets and depreciated on a straight-line basis at 20% p.a. Rental income is recognised when received.

Going concern

Under the terms of its sale and leaseback agreements the Partnership has contracted revenues and cash flows for the next 6 years. The Partnership is in a net assets position. Accordingly, the members believe that the Partnership will be able to maintain positive cash flows for the foreseeable future. As a result the going concern basis of accounting has been adopted.

BLYTH FILMS LLP**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**
YEAR ENDED 5 APRIL 2016**1. ACCOUNTING POLICIES (CONTINUED)****Cash flow statement**

The financial statements do not include a cash flow statement as the Partnership is exempt from the requirement to prepare such a statement under Paragraph 5(g) Financial Reporting Standard 1 (Revised) 'Cash Flow Statements'.

Taxation

No current or deferred taxation is provided in the financial statements as the liability for taxation falls on the individual members.

2. TURNOVER

Turnover represents finance lease income calculated to reflect a consistent periodic rate of return on the net cash investment in the lease plus any participation in net film revenues receivable in excess of the net investment made. Operating lease turnover is derived from operating lease charges on a cash received basis.

3. INTEREST RECEIVABLE AND SIMILAR INCOME

	2016 £	2015 £
Bank interest received	<u>-</u>	<u>50</u>

4. AUDIT FEES AND OTHER PROFESSIONAL FEES

The analysis of auditor's remuneration is as follows:

	2016 £	2015 £
Fees (overaccrued)/payable to the Partnership's auditor for the audit of the Partnership's annual accounts	<u>(750)</u>	<u>1,215</u>

Audit fees payable to the Partnership's auditor for the audit of the Partnership's annual accounts are £1,215 (2015: £1,215), which will be borne by the Operator. Audit fees in the prior year were over accrued by £750 which has been credited to the Profit and Loss account in the current year.

5. FIXED ASSETS

Films acquired for operating leases	£
Cost at 6 April 2015:	17,754,000
Film additions during the year:	-
Cost at 5 April 2016:	<u><u>17,754,000</u></u>
Accumulated depreciation at 6 April 2015:	(13,716,789)
Depreciation charged during the year:	(3,550,800)
Accumulated depreciation at 5 April 2016:	<u><u>(17,267,589)</u></u>
Net Book Value at 5 April 2016:	<u><u>486,411</u></u>
Net Book Value at 5 April 2015:	<u><u>4,037,211</u></u>

BLYTH FILMS LLP

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
YEAR ENDED 5 APRIL 2016

6. NET INVESTMENT IN FILM LEASES

Name of film			2016	2015	2016	2015
	Gross Rentals £	Finance Charge £	Net Investment £	Net Investment £	Films Acquired For Leasing £	Films Acquired For Leasing £
Films acquired for operating leases:						
X-Men: First Class	-	-	-	-	17,754,000	17,754,000
	-	-	-	-	17,754,000	17,754,000
Films acquired for finance leases:						
The Business	2,485,940	(401,379)	2,084,561	2,084,561	-	-
Confetti	2,167,108	(310,356)	1,856,752	1,856,752	-	-
Cashback	882,209	(139,289)	742,920	742,920	-	-
Kidulthood	882,862	(157,726)	725,136	725,136	-	-
Four Last Songs	4,614,636	(854,069)	3,760,567	3,760,567	-	-
The New World	1,123,274	(206,289)	916,985	916,985	-	-
The Magic Flute	17,625,769	(2,801,216)	14,824,553	14,824,553	-	-
	29,781,798	(4,870,324)	24,911,474	24,911,474	-	-
Rentals accrued previously	(14,436,007)	3,892,803	(10,543,204)	(8,871,464)	-	-
Rentals accrued in the year	(2,098,029)	287,520	(1,810,509)	(1,671,740)	-	-
	13,247,762	(690,001)	12,557,761	14,368,270	17,754,000	17,754,000
Amounts falling due within one year			1,960,834	1,810,509		
Amounts falling due within two to five years			9,412,146	8,853,304		
Amounts falling due after more than five years			1,184,781	3,704,457		
			12,557,761	14,368,270		

BLYTH FILMS LLP

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
YEAR ENDED 5 APRIL 2016

7. RECONCILIATION OF MOVEMENTS IN MEMBERS' INTERESTS

	Members' Capital £	Other Reserves £	Total £	Loans and Other Amounts Due To Members £	2016 Total Members' Interests £	2015 Total Members' Interests £
Balance brought forward:	44,869,723	(27,708,631)	17,161,092	-	17,161,092	22,444,737
Loss for the financial year available for discretionary division among members		(3,262,555)	(3,262,555)	-	(3,262,555)	(3,222,556)
Members' interests after loss for the year	44,869,723	(30,971,186)	13,898,537	-	13,898,537	19,222,181
Other division of loss	-	(2,164,147)	(2,164,147)	2,164,147	-	-
Drawings				(2,164,147)	(2,164,147)	(2,061,089)
Balance carried forward:	44,869,723	(33,135,333)	11,734,390	-	11,734,390	17,161,092

8. INFORMATION RELATING TO MEMBERS

No member received any salaried remuneration from the Partnership during the year (2015: £nil).

The average number of members in the year was 4 (2015: 4). The average allocation of loss was therefore £815,639 (2015: £805,639) and the largest allocation of loss to any single member was £3,372,571 (2015: £3,374,434).

9. RELATED PARTY TRANSACTIONS

The Designated Members and the Operator are all wholly-owned subsidiaries of Ingenious Media Limited, which is itself a wholly-owned subsidiary of Ingenious Media Holdings plc.

There were no material transactions with any related parties in the year.