

**BANDERSNATCH FILMS LTD**  
**FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 OCTOBER 2009**

**Company Registration Number 6420579**

TUESDAY



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**BANDERSNATCH FILMS LTD**  
**FINANCIAL STATEMENTS**  
**YEAR ENDED 31 OCTOBER 2009**

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**BANDERSNATCH FILMS LTD**  
**OFFICERS AND PROFESSIONAL ADVISERS**  
**YEAR ENDED 31 OCTOBER 2009**

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<b>The board of directors</b>	M Reed N Cook
<b>Company secretary</b>	M Reed
<b>Registered office</b>	3 Queen Caroline Street Hammersmith London W6 9PE
<b>Auditor</b>	RSM Tenon Audit Limited Statutory Auditor 66 Chiltern Street London W1U 4JT

**BANDERSNATCH FILMS LTD**  
**THE DIRECTORS' REPORT**  
**YEAR ENDED 31 OCTOBER 2009**

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The directors present their report and the financial statements of the company for the year ended 31 October 2009

**Principal activities and business review**

The principal activity of the company is the production of film projects. It is considered that the company's principal activities will remain unchanged in the foreseeable future. During the period the company was involved in the production of the animation film "Alice in Wonderland".

The directors consider the company's key financial performance indicator to be whether the production work is produced in line with the agreed budget. At the period end, the estimated final cost of the film was anticipated to be equal to that budgeted. The directors have been kept informed of all costs and the film has continued to be funded by the financiers.

The directors have reviewed the risks and resultant uncertainties facing the company and consider the principal risks to be legislative changes and the national economy.

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

**Results and dividends**

The profit for the year amounted to £6,919. 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:

M Reed  
N Cook  
C Rose

C Rose resigned as a director on 28 September 2009.  
P Steinke was appointed as a director on 26 February 2010.

**BANDERSNATCH FILMS LTD**  
**THE DIRECTORS' REPORT** *(continued)*  
**YEAR ENDED 31 OCTOBER 2009**

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**Auditor**

Our auditors have changed their name to RSM Tenon Audit Limited and have signed the audit report in their new name

Under section 487 of the Companies Act 2006, RSM Tenon Audit Limited will be deemed to have been reappointed as auditor(s) 28 days after these financial statements are sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier

Signed on behalf of the directors

N Cook  
**Director**

A handwritten signature in black ink, appearing to be 'N Cook', written over a horizontal line.

Approved by the directors on 03/7/10

**BANDERSNATCH FILMS LTD**  
**STATEMENT OF DIRECTORS' RESPONSIBILITIES**  
**YEAR ENDED 31 OCTOBER 2009**

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The directors are responsible for preparing the Directors' 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). Under company law the directors must not approve the financial statements unless they are satisfied that they 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, and
- 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 adequate accounting records that are sufficient to show and explain the company's transactions and 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.

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.

**BANDERSNATCH FILMS LTD**  
**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF**  
**BANDERSNATCH FILMS LTD**  
**YEAR ENDED 31 OCTOBER 2009**

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We have audited the financial statements of Bandersnatch Films Ltd for the year ended 31 October 2009 on pages 7 to 14. 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).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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 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 members as a body, for our audit work, for this report, or for the opinions we have formed.

**Respective responsibilities of directors and auditor**

As explained more fully in the Directors' Responsibilities Statement set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit 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 company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by directors, and the overall presentation of the financial statements.

**Opinion on financial statements**

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 October 2009 and of its profit 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.

**Opinion on other matters prescribed by the Companies Act 2006**

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

**BANDERSNATCH FILMS LTD**  
**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF**  
**BANDERSNATCH FILMS LTD** *(continued)*

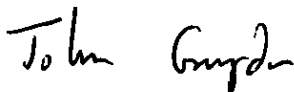
**YEAR ENDED 31 OCTOBER 2009**

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**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 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 directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit



John Graydon, Senior Statutory Auditor  
For and on behalf of

RSM Tenon Audit Limited  
Statutory Auditor  
66 Chiltern Street  
London  
W1U 4JT

21/7/10



**BANDERSNATCH FILMS LTD**  
**PROFIT AND LOSS ACCOUNT**  
**YEAR ENDED 31 OCTOBER 2009**

	Note	Year to 31 Oct 09 £	Period from 7 Nov 07 to 31 Oct 08 £
Turnover	2	66,990,989	20,226,729
Cost of sales		(66,950,816)	(20,220,970)
<b>Gross profit</b>		<u>40,173</u>	<u>5,759</u>
Administrative expenses		(33,254)	(15,000)
<b>Profit/(loss) on ordinary activities before taxation</b>		<u>6,919</u>	<u>(9,241)</u>
Tax on profit/(loss) on ordinary activities	5	—	—
<b>Profit/(loss) for the financial year</b>		<u>6,919</u>	<u>(9,241)</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 10 to 14 form part of these financial statements

**BANDERSNATCH FILMS LTD***Registered Number 6420579***BALANCE SHEET****31 OCTOBER 2009**

	Note	2009 £	£	2008 £	£
<b>Current assets</b>					
Debtors	6	458,116		1,495,190	
Cash at bank and in hand		108,941		100,661	
		<u>567,057</u>		<u>1,595,851</u>	
<b>Creditors: amounts falling due within one year</b>	7	<u>(569,378)</u>		<u>(1,604,092)</u>	
<b>Net current liabilities</b>			<u>(2,321)</u>		<u>(8,241)</u>
<b>Capital and reserves</b>					
Called-up share capital	9		1		1,000
Profit and loss account	10		(2,322)		(9,241)
<b>Shareholders' funds</b>	11		<u>(2,321)</u>		<u>(8,241)</u>

These financial statements were approved by the directors and authorised for issue on 23/11/10, and are signed on their behalf by

N Cook  
Director



The notes on pages 10 to 14 form part of these financial statements

**BANDERSNATCH FILMS LTD**  
**CASH FLOW STATEMENT**  
**YEAR ENDED 31 OCTOBER 2009**

		Year to 31 Oct 09		Period from 7 Nov 07 to 31 Oct 08	
	Note	£	£	£	£
<b>Net cash inflow from operating activities</b>	12		9,279		99,661
<b>Cash inflow before financing</b>			<u>9,279</u>		<u>99,661</u>
<b>Financing</b>					
Issue of equity share capital		—		1,000	
Purchase of own equity shares		<u>(999)</u>		<u>—</u>	
<b>Net cash (outflow)/inflow from financing</b>			(999)		1,000
<b>Increase in cash</b>	12		<u>8,280</u>		<u>100,661</u>

The notes on pages 10 to 14 form part of these financial statements

**BANDERSNATCH FILMS LTD**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**YEAR ENDED 31 OCTOBER 2009**

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**1 Accounting policies**

**Basis of accounting**

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

**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, and therefore the directors consider the financial statements should be prepared on a going concern basis to give a true and fair view.

**Turnover**

In respect of long-term contracts 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 contracts and contracts for on-going services is determined by reference to the stage of completion.

**Deferred taxation**

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 or a right to pay less tax in the future have occurred by the balance sheet date with certain limited exceptions.

Deferred tax is calculated on an undiscounted basis at the tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

**Foreign currencies**

Monetary assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Non-monetary assets and liabilities and transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences are taken into account in arriving at the operating profit.

**2 Turnover**

The turnover and profit before tax are attributable to the one principal activity of the company.

An analysis of turnover is given below:

	<b>Year to 31 Oct 09 £</b>	<b>Period from 7 Nov 07 to 31 Oct 08 £</b>
Overseas	<u>66,990,989</u>	<u>20,226,729</u>

**BANDERSNATCH FILMS LTD**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**YEAR ENDED 31 OCTOBER 2009**

**3 Operating profit/(loss)**

Operating profit/(loss) is stated after charging

	Year to 31 Oct 09 £	Period from 7 Nov 07 to 31 Oct 08 £
Auditor's remuneration - audit of the financial statements	18,944	10,000
Auditor's remuneration - other fees	14,310	5,000
	<u>2009</u> £	<u>2008</u> £
Auditor's remuneration - audit of the financial statements	18,944	10,000
Auditor's remuneration - other fees		
- Taxation services	5,383	3,000
- Other accountancy services	8,927	2,000
	<u>14,310</u>	<u>5,000</u>

**Auditor's fees**

The fees charged by the auditor can be further analysed under the following headings for services rendered

	2009 £	2008 £
Audit fees in respect of 2008	9,944	10,000
Audit fees in respect of 2009	9,000	—
Taxation 2008	4,383	3,000
Taxation 2009	1,000	—
Other accountancy advice 2008	6,927	2,000
Other accountancy advice 2009	2,000	—
	<u>33,254</u>	<u>15,000</u>

**BANDERSNATCH FILMS LTD**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**YEAR ENDED 31 OCTOBER 2009**

**4 Particulars of employees**

The average number of staff employed by the company during the financial year amounted to

	<b>Year to 31 Oct 09 No</b>	<i>Period from 7 Nov 07 to 31 Oct 08 No</i>
Number of production staff	<u>17</u>	<u>39</u>

The aggregate payroll costs of the above were

	<b>Year to 31 Oct 09 £</b>	<i>Period from 7 Nov 07 to 31 Oct 08 £</i>
Wages and salaries	1,020,326	1,539,705
Social security costs	<u>35,653</u>	<u>75,182</u>
	<u>1,055,979</u>	<u>1,614,887</u>

**5 Taxation on ordinary activities**

**Factors affecting current tax charge**

The tax assessed on the profit/(loss) on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 28% (2008 - 28%)

	<b>Year to 31 Oct 09 £</b>	<i>Period from 7 Nov 07 to 31 Oct 08 £</i>
Profit/(loss) on ordinary activities before taxation	<u>6,919</u>	<u>(9,241)</u>
Profit/(loss) on ordinary activities by rate of tax	1,937	(2,588)
Effects of		
Utilisation of tax losses	(2,588)	-
Trading losses carried forward	<u>651</u>	<u>2,588</u>
Total current tax	<u>-</u>	<u>-</u>

**6 Debtors**

	<b>2009 £</b>	<b>2008 £</b>
Amounts owed by group undertakings	175,803	874,272
VAT recoverable	47,990	496,033
Other debtors	<u>234,323</u>	<u>124,885</u>
	<u>458,116</u>	<u>1,495,190</u>

**BANDERSNATCH FILMS LTD**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**YEAR ENDED 31 OCTOBER 2009**

**7 Creditors: amounts falling due within one year**

	2009	2008
	£	£
Other creditors	19,910	4,918
Accruals and deferred income	549,468	1,599,174
	<u>569,378</u>	<u>1,604,092</u>

**8 Related party transactions**

The company has taken advantage of the exemption granted in FRS No 8 'Related Party Disclosures' from disclosure of transactions entered into between two or more members of a group as the companies party to the transactions are wholly owned by a member of the group

**9 Share capital**

**Allotted and called up**

	2009		2008
	No	£	No
		£	
1 Ordinary shares - £1 paid (2008 - £1,000 paid) of £1,000 each	<u>1</u>	<u>1</u>	<u>1</u>
			<u>1,000</u>

**10 Profit and loss account**

	Year to 31 Oct 09	Period from 7 Nov 07 to 31 Oct 08
	£	£
Balance brought forward	(9,241)	-
Profit/(loss) for the financial year	6,919	(9,241)
Balance carried forward	<u>(2,322)</u>	<u>(9,241)</u>

**11 Reconciliation of movements in shareholders' funds**

	2009	2008
	£	£
Profit/(loss) for the financial year	6,919	(9,241)
New ordinary share capital subscribed	-	1,000
Purchase of own ordinary shares	(999)	-
Net addition/(reduction) to shareholders' deficit	5,920	(8,241)
Opening shareholders' deficit	(8,241)	-
Closing shareholders' deficit	<u>(2,321)</u>	<u>(8,241)</u>

**BANDERSNATCH FILMS LTD**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**YEAR ENDED 31 OCTOBER 2009**

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**12 Notes to the cash flow statement**

**Reconciliation of operating profit/(loss) to net cash inflow from operating activities**

	Year to 31 Oct 09 £	Period from 7 Nov 07 to 31 Oct 08 £
Operating profit/(loss)	6,919	(9,241)
Decrease/(increase) in debtors	1,037,074	(1,495,190)
(Decrease)/increase in creditors	(1,034,714)	1,604,092
Net cash inflow from operating activities	<u>9,279</u>	<u>99,661</u>

**Reconciliation of net cash flow to movement in net funds**

	2009 £	2008 £
Increase in cash in the period	8,280	100,661
Movement in net funds in the period	<u>8,280</u>	<u>100,661</u>
Net funds at 1 November 2008	100,661	—
Net funds at 31 October 2009	<u>108,941</u>	<u>100,661</u>

**Analysis of changes in net funds**

	At 1 November 2008 £	Cash flows £	At 31 October 2009 £
Net cash			
Cash in hand and at bank	100,661	8,280	108,941
Net funds	<u>100,661</u>	<u>8,280</u>	<u>108,941</u>

**13 Ultimate parent company**

The company's immediate parent undertaking is Banner Productions Limited, a company registered in England and Wales

The smallest and largest group in which the results of the company are consolidated is that headed by its ultimate parent undertaking, The Walt Disney Company, a company incorporated in the United States of America