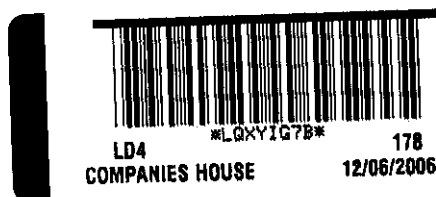


Limited Liability Partnership Registration No. OC313498 (England and Wales)

IMAGINE NO. 3 LLP
MEMBERS' REPORT AND FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 5 APRIL 2006



IMAGINE NO. 3 LLP

LIMITED LIABILITY PARTNERSHIP INFORMATION

Designated members	Future Films (Partnership Services) Limited Future Films (Management Services) Limited
Limited liability partnership number	OC313498
Registered office	25 Noel Street London W1F 8GX
Auditors	MRI Moores Rowland LLP 3 Sheldon Square London W2 6PS
Bankers	Alliance & Leicester Commercial Bank Plc 12 Park Square West London NW1 4LJ Barclays Bank Plc 27 Soho Square London W1D 3QR

IMAGINE NO. 3 LLP

CONTENTS

	Page
Members' report	1 - 2
Independent auditors' report	3
Profit and loss account	4
Balance sheet	5
Notes to the financial statements	6 - 7

IMAGINE NO. 3 LLP

MEMBERS' REPORT FOR THE PERIOD ENDED 5 APRIL 2006

The members present their report and financial statements for the period ended 5 April 2006.

Principal activities and review of the business

The limited liability partnership was incorporated on 3 June 2005. Its principal activity is that of the provision of film production services and film exploitation.

Designated Members

The following designated members have held office since 3 June 2005:

Future Films (Partnership Services) Limited	(Appointed 3 June 2005)
Future Films (Management Services) Limited	(Appointed 3 June 2005)

Policy on members' drawings

Members are permitted to make drawings once the profit is determined. Drawings cannot exceed a member's profit share. Profit share is determined by the amount of the capital contribution made by the members pro rata over net profit.

New members are required to subscribe a minimum level of capital. Members may increase the amount of capital contribution if members so agree by members' consent. On retirement, the balance on a member's Capital Account is repaid. A partner may only retire in limited circumstances.

Statement of members' responsibilities

Company law (as applied to limited liability partnerships by regulation 3 of the Limited Liability Partnerships Regulations 2001) requires the members to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the limited liability partnership and of the profit or loss of the limited liability partnership 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 limited liability partnership 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 limited liability partnership and enable them to ensure that the financial statements comply with the Companies Act 1985 (as applied to limited liability partnerships by regulation 3 of the Limited Liability Partnerships Regulations 2001). They are also responsible for safeguarding the assets of the limited liability partnership and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Statement of disclosure to auditor

(a) so far as the members are aware, there is no relevant audit information of which the limited liability partnership's auditors are unaware, and

(b) they have taken all the steps that they ought to have taken as members in order to make themselves aware of any relevant audit information and to establish that the liability partnership's auditors are aware of that information.

Auditors

MRI Moores Rowland LLP were appointed auditors to the limited liability partnership and in accordance with section 385 of the Companies Act 1985 (as applied to limited liability partnerships by regulation 3 of the Limited Liability Partnerships Regulations 2001), a resolution proposing that they be re-appointed will be put to the Annual General Meeting.

IMAGINE NO. 3 LLP

MEMBERS' REPORT (CONTINUED) FOR THE PERIOD ENDED 5 APRIL 2006

Special provisions relating to small liability partnerships

This report has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 as applicable to small limited liability partnerships.

On behalf of the members

.....
Future Films (Partnership Services) Limited
Designated Member
.....

IMAGINE NO. 3 LLP

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF IMAGINE NO. 3 LLP

We have audited the financial statements of Imagine No. 3 LLP for the period ended 5 April 2006 set out on pages 4 to 7. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the limited liability partnership's members, as a body, in accordance with Section 235 of the Companies Act 1985 (as applied to limited liability partnerships by regulation 3 of the Limited Liability Partnerships Regulations 2001). Our audit work has been undertaken so that we might state to the limited liability partnership'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 limited liability partnership and the limited liability 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 auditors

As described in the statement of members' responsibilities on page 1 the limited liability partnership's members are responsible for the preparation of the 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 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 Limited Liability Partnerships Act 2000. We also report to you if the limited liability partnership 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 limited liability partnership is not disclosed.

Basis of audit opinion

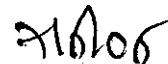
We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the members in the preparation of the financial statements, and of whether the accounting policies are appropriate to the limited liability partnership'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 limited liability partnership's affairs as at 5 April 2006 and of its loss for the period then ended and have been properly prepared in accordance with the Companies Act 1985 (as applied to limited liability partnerships by regulation 3 of the Limited Liability Partnerships Regulations 2001).


MRI Moores Rowland LLP


.....

Chartered Accountants
Registered Auditor

3 Sheldon Square
London
W2 6PS

IMAGINE NO. 3 LLP

PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDED 5 APRIL 2006

	Notes	Period ended 5 April 2006 £
Cost of sales		(28,107,231)
Administrative expenses		(4,393,843)
Operating loss	2	(32,501,074)
Interest payable and similar charges	3	(50,968)
Loss on ordinary activities before taxation		(32,552,042)
Tax on loss on ordinary activities		-
Loss for the period before members' remuneration and profit shares		(32,552,042)

The profit and loss account has been prepared on the basis that all operations are continuing operations.

There are no recognised gains and losses other than those passing through the profit and loss account.

IMAGINE NO. 3 LLP

BALANCE SHEET AS AT 5 APRIL 2006

	Notes	2006 £
Current assets		
Debtors	4	768,041
Cash at bank and in hand		451
		<hr/> 768,492
Creditors: amounts falling due within one year	5	(768,041)
		<hr/>
Total assets less current liabilities		451
		<hr/>
Loans and other debts due to members	6	(180)
		<hr/>
Net Assets		271
		<hr/> <hr/>
Members' other interests		
Members' capital	6	32,552,313
Other reserves	6	(32,552,042)
		<hr/> 271
		<hr/> <hr/>
Total members' interests	6	451
		<hr/> <hr/>

These financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 (as applied to limited liability partnerships by regulation 3 of the Limited Liability Partnerships Regulations 2001) relating to small limited liability partnerships.

The financial statements were approved by the members on 7/6/06 and were signed on their behalf by:


Future Films (Partnership Services) Limited
Designated Member


Future Films (Management Services) Limited
Designated Member

IMAGINE NO. 3 LLP

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 5 APRIL 2006

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention.

1.2 Compliance with accounting standards

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) and the Limited Liability Partnership Statement of Recommended Practice, which have been applied consistently (except as otherwise stated).

1.3 Taxation

Taxation on all partnership profits is solely the personal liability of the individual members. Consequently neither taxation nor deferred taxation arising in the partnership has been accounted for in the financial statements.

1.4 Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction or the contracted rate where one exists. All differences are taken to profit and loss account.

1.5 Production services expenditure

The cost of production services provided are recognised in the profit and loss account when costs are incurred.

2 Operating loss

The auditors' remuneration (being audit and tax compliance fees) of £7,000 is met by Future Films Limited.

3 Interest payable 2006 £

Included in interest payable is the following amount:

Bank loans	50,968
------------	--------

4 Debtors 2006 £

Other debtors	768,041
---------------	---------

5 Creditors: amounts falling due within one year 2006 £

Trade creditors	768,041
-----------------	---------

IMAGINE NO. 3 LLP

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 5 APRIL 2006

6 Members' interests

	Members' capital	Members' other interests Other reserves	Total	Loans and other debts due to/(from) members	Total
	£	£	£	£	£
Members' interests at 3 June 2005	32,552,313	-	32,552,313	-	32,552,313
Loss for the period available for division among members	-	(32,552,042)	(32,552,042)	-	(32,552,042)
Members' interests after loss for the period	32,552,313	(32,552,042)	271	-	271
Other movements	-	-	-	180	180
Members' interests at 5 April 2006	32,552,313	(32,552,042)	271	180	451
Amounts due to members				180	
				180	

The accumulated loss of the limited liability partnership has been included within other reserves, rather than within debtors (as the Statement of Recommended Practice suggests it should be). The reasoning for this is that these accumulated losses do not represent amounts that are due to the limited liability partnership, and therefore are not debtor balances as defined by UK Accounting Standards. At present, it is anticipated that the limited liability partnership will make a profit over its lifetime and therefore there will not be any need at all for the members, or any other party, to contribute any further amounts to the limited liability partnership.

7 Information in relation to members

2006
Number

The average number of members during the period was:

11

Neither of the designated members receive any remuneration.

8 Related party transactions

During the period ended 5 April 2006, fees of £4,388,806 were paid to Future Films Limited in relation to the provision of consultancy services. The VAT on these fees of £768,041 was unpaid at the period end.

Future Films Limited is a related party by virtue of it and the designated members being under common control.