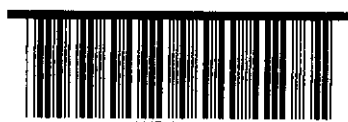


CIC Film Properties

**Directors' report and financial
statements**

Registered number 199959

31 December 2005



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Directors

Cinema International Corporation (UK) Limited (resigned 22 April 2005)

J Sinyor (appointed 22 April 2005, resigned 30 September 2005)

J C Ribbons (appointed 22 April 2005, resigned 7 October 2005)

R J Harris (appointed 22 April 2005)

R Hildred (appointed 22 April 2005, resigned 29 July 2005)

R Harris (appointed 22 April 2005)

A R Gavin (appointed 15 December 2005)

S P Gosling (appointed 15 December 2005)

Secretary

J C Ribbons (resigned (22 April 2005)

V Jagannath (appointed 22 April 2005, resigned 28 November 2005)

Taylor Wessing Secretaries Limited (appointed 28 November 2005)

Registered office

Lee House
90 Great Bridgewater Street
Manchester
M1 5JW

Directors' report

The directors present their directors' report and financial statements for the year ended 31 December 2005.

Business review

CIC Film Properties (the "Company") has not traded during the year. At 31 December 2005 the Company owned 100% of the issued share capital of The Plaza Theatre Company, which also does not trade.

Directors and directors' interests

The directors of the Company during the year were as stated on page 1.

Throughout the year Cinema International Corporation (UK) held all 100% Ordinary shares.

By order of the board



S Gosling
Director

Lee House
90 Great Bridgewater Street
Manchester
M1 5JW

12th October 2006

Statement of directors' responsibilities in respect of the Directors' Report and the financial statements

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 they have elected to prepare the financial statements in accordance with UK Accounting Standards.

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 judgments and estimates that are reasonable and prudent;
- state whether applicable UK 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 company will continue in business.

The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that its financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Profit and loss account

for the year ended 31 December 2005

During the financial year and the preceding financial year the company did not trade and received no income and incurred no expenditure. Consequently, during those years the company made neither a profit nor a loss.

Balance sheet

At 31 December 2005

	<i>Note</i>	2005 £000	2004 £000
Fixed assets			
Investments	4	100	100
Current assets			
Amounts owed by parent undertaking		280,890	280,890
Total assets less current liabilities		<u>280,990</u>	<u>280,990</u>
Capital and reserves			
Called up share capital	6	157,455	157,455
Profit and loss account		123,535	123,535
Equity shareholders' funds		<u>280,990</u>	<u>280,990</u>

These financial statements were approved by the board of directors on 12th October 2006 and were signed on its behalf by:



S Gosling
Director

For the year ended 31st December 2005 the company was entitled to exemption under section 249aa(1) of the Companies Act 1985.

No members have required the company to obtain an audit of its accounts for the year in question in accordance with section 249b(2).

The directors acknowledge their responsibility for:

- I. Ensuring the company keeps accounting records which comply with section 221; and
- II. Preparing account which give a true and fair view of the state of affairs of the company as at the end of its financial year, an of its profit and loss for the financial year in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.

The notes on pages 5 to 6 form an integral part of these financial statements

Notes

(forming part of the financial statements)

1 Accounting policies

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

New accounting standards

The Company has implemented FRS 21 'Events after the balance sheet date', FRS 28 'Corresponding amounts' and the presentation requirements of FRS 25 'Financial instruments: presentation and disclosure'. The adoption of FRS 21, FRS 28 and FRS 25 has no effect on the Company's result or net assets.

Investments

Investments are stated at cost less provision for any permanent diminution in value.

2 Result for the year

The Company did not trade during the years ended 31 December 2005 and 31 December 2004 and consequently made neither a profit nor a loss in those years.

3 Directors' emoluments

The directors did not receive any remuneration in respect of their services to the Company during the year ended 31 December 2005 (2004 - £Nil).

4 Fixed asset investments

	2005 £000	2004 £000
Cost of shares in subsidiary undertaking	100	100

The subsidiary undertaking is Empire-Ritz (Leicester Square), an unlimited company registered in England, which does not trade. At 31 December 2005, the Company holds 100% of it's share capital. In the opinion of the directors the value of the investment is not less than book value.

Notes *(continued)*

5 Called up share capital

The authorised share capital of the Company comprises 200,000 (2004: 200,000) Ordinary shares of £1 each, of which 157,455 (2004: 157,455) Ordinary shares are allotted and fully paid.

6 Parent undertakings

The Company's immediate parent undertaking is Cinema International Corporation (UK) Limited. The smallest group to consolidate the Company's financial statements is United Cinemas International Acquisitions Limited, a company registered in the UK. The largest group to consolidate these financial statements is Corleone Capital Limited, a company registered in the UK. Copies of these consolidated financial statements can be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.

The ultimate parent undertaking and controlling party is Terra Firma Capital Partners Holdings Limited, a company registered in Guernsey.

The Company is a wholly owned subsidiary of Cinema International Corporation (UK) Limited. Under the provisions of Section 228 of the Companies Act 1985, group financial statements have not been prepared.