FINANCIAL STATEMENTS

for the year ended

30 April 2006

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OFFICERS AND ADVISERS

DIRECTORS

Lord Attenborough Lady Attenborough Mr R J B Blake

SECRETARY

Mr R J B Blake

COMPANY NUMBER

00489773 (England and Wales)

REGISTERED OFFICE

Beaver Lodge The Green Richmond Surrey TW9 1NQ

AUDITORS

Baker Tilly Chartered Accountants 2 Bloomsbury Street London WC1B 3ST

BANKERS

Barclays Bank plc 50 Pall Mall London SW1Y 5AX

SOLICITORS

Addleshaw Goddard 150 Aldersgate London EC1A 4EJ

DIRECTORS' REPORT

The directors submit their report and the financial statements of Richard Attenborough Productions Limited for the year ended 30 April 2006.

PRINCIPAL ACTIVITIES

The company continues to carry on the business of film producing and directing. The company also provides the services of Lord Attenborough in the United Kingdom to other organisations in return for consultancy fees.

REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS

Turnover during the year under review was boosted by fees received for Lord Attenborough's services in directing a film. However, overheads continue to be a heavy burden and a loss was again sustained.

In the immediate future, additional fees will be received in respect of the film mentioned above. Looking further ahead, results are likely to depend on the company's ability to identify opportunities to exploit the talents of Lord Attenborough.

The company has net liabilities of £2,475,220 (2005: £2,312,302).

The directors do not recommend the payment of a dividend.

RESULTS AND DIVIDENDS

The results for the year are set out in the profit and loss account on page 6. The position at the end of the year is shown in the balance sheet on page 8. The directors have made full provision against amounts due from group undertakings.

The directors do not recommend the payment of a dividend.

DIRECTORS

The following directors have held office during the year:

Lord Attenborough Lady Attenborough Mr R J B Blake

DIRECTORS' INTERESTS IN SHARES

Lady Attenborough holds 50 deferred shares of 5p each jointly with the parent undertaking. Lord and Lady Attenborough have an interest in the shares of the parent undertaking, which is disclosed in the parent undertaking's financial statements.

No director was granted or exercised any right to subscribe for shares in the company during the year.

DIRECTORS' REPORT (continued)

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

The directors who were in office on the date of approval of these financial statements have confirmed, as far as they are aware, that there is no relevant audit information of which the auditors are unaware. Each of the directors have confirmed that they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that it has been communicated to the auditor.

AUDITORS

A resolution to reappoint Baker Tilly, Chartered Accountants, as auditors will be put to the members at the annual general meeting.

By order of the board

Mr R J B Blake

Director

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Richard Attenborough Productions Limited DIRECTORS' RESPONSIBILITIES IN THE PREPARATION OF FINANCIAL STATEMENTS

The directors are responsible for preparing the Annual 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). 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 those financial statements, the directors are required to:

- a. select suitable accounting policies and then apply them consistently;
- b. make judgements and estimates that are reasonable and prudent;
- c. state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- d. 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 which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the requirements of the Companies Act 1985. 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.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF RICHARD ATTENBOROUGH PRODUCTIONS LIMITED

We have audited the financial statements on pages 6 to 19.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. 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 auditors

The directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

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 Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition, we report to you if, in our opinion, the company 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 directors' remuneration and other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

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 directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company'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, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs at 30 April 2006 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985; and the information given in the Directors' Report is consistent with the financial statements.

Registered Auditor Chartered Accountants 2 Bloomsbury Street London

WC1B 3ST

23 Jan 2007

Richard Attenborough Productions Limited PROFIT AND LOSS ACCOUNT

for the year ended 30 April 2006

	Notes	2006 £	2005 £
TURNOVER	1	358,128	68,320
Other operating expenses (net)	2	(481,494)	(425,583)
Write back of provision against amount due from group undertakings	4	-	78,655
OPERATING LOSS		(123,366)	(278,608)
Interest payable and similar charges	3	(39,552)	(38,905)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION	4	(162,918)	(317,513)
Taxation	6	-	-
LOSS FOR THE YEAR	13	(162,918)	(317,513)

The operating loss for the year arises from the company's continuing operations.

Richard Attenborough Productions Limited STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

for the year ended 30 April 2006

	2006 £	2005 £
Loss for the financial year Unrealised deficit on revaluation of properties	(162,918)	(317,513) (319,335)
Total recognised gains and losses relating to the year	(162,918)	(636,848)

BALANCE SHEET 30 April 2006

30 April 2000			
	Notes	2006 £	2005 £
FIXED ASSETS Tangible assets	7	217,888	224,904
Investments	8	2,972,605	2,972,605
		3,190,493	3,197,509
CURRENT ASSETS Film production costs		31,660	40,969
Debtors due within one year Cash at bank and in hand	9	271,092 1,157	98,059 1,061
		303,909	140,089
CREDITORS: Amounts falling due within one year	10	(1,902,518)	(1,176,875)
NET CURRENT LIABILITIES		(1,598,609)	(1,036,786)
TOTAL ASSETS LESS CURRENT LIABILITIES		1,591,884	2,160,723
CREDITORS: Amounts falling due after more than one year	11	(4,067,104)	(4,473,025)
NET LIABILITIES		(2,475,220)	(2,312,302)
CAPITAL AND RESERVES Called up share capital	12	250	250
Profit and loss account	13	(2,475,470)	(2,312,552)
SHAREHOLDERS' FUNDS (including non-equity interests)	14	(2,475,220)	(2,312,302)

The financial statements on pages 6 to 19 were approved by the board and authorised for issue on 18 - 1 - 2007 and are signed on its behalf by:

Lord Attenborough - Director

ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The financial statements have been prepared under the historical cost convention modified to include the revaluation of freehold properties in accordance with applicable accounting standards and on a going concern basis. See Note 18.

INVESTMENT PROPERTIES

Investment properties are accounted for in accordance with SSAP 19, "Accounting for Investment Properties", which provides that these should not be subject to periodic depreciation charges (unless held on lease), but should be shown at open market value. This is contrary to the Companies Act 1985 which states that, subject to any provision for depreciation or diminution in value, fixed assets are normally to be stated at purchase price or production cost. Current cost accounting or the revaluation of specific assets to market value, as determined at the date of their last valuation, is also permitted.

The treatment of investment properties under the Companies Act does not give a true and fair view as these assets are not held for consumption in the business but as investments, the disposal of which would not materially affect any manufacturing or trading operations of the enterprise. In such a case it is the current value of these investments, and changes in that current value, which are of prime importance. Consequently, for the proper appreciation of the financial position, the accounting treatment required by SSAP 19 is considered appropriate for investment properties.

Details of the current value and historical cost information for investment properties are given in Note 8.

TANGIBLE FIXED ASSETS

Fixed assets, other than investment properties, are stated at historical cost.

Depreciation is provided on all tangible fixed assets, other than freehold land, at rates calculated to write each asset down to its estimated residual value evenly over its expected useful life, as follows:-

Land and buildings short-term leasehold

Freehold properties Plant and machinery Fixtures, fittings and equipment Motor vehicles

Over the term of the lease or 50 years, whichever is shorter Over 50 years 10% on cost per annum 20% on cost per annum 25% per annum reducing balance

INVESTMENTS

Investments in fine arts and theatrical productions are stated at cost. Provision is made for any permanent diminution in the value of fixed asset investments.

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 tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements.

Deferred tax is recognised in the Statement of Total Recognised Gains and Losses on revaluations where at the balance sheet date there is an agreement to sell the asset.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantially enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

ACCOUNTING POLICIES (continued)

PENSION CONTRIBUTIONS

The costs of providing pensions for employees are charged in the profit and loss account when incurred. Contributions are assessed on an annual basis and paid directly to an independently administered fund whose assets are held separately from those of the company.

FOREIGN CURRENCY TRANSLATION

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the accounting date. Transactions in foreign currencies are recorded at the ruling rate at the date of the transaction. All differences arising are taken to the profit and loss account.

TURNOVER

Turnover represents amounts receivable for fee income, film production revenue and royalties and is stated net of Value Added Tax.

FILM PRODUCTION COSTS

Costs of production are carried forward in the balance sheet until the film is released for commercial distribution. The costs are then written off each year in a sum equal to the amount of revenue receivable in that year until such time as the film production cost has been fully written off. Any film production cost that is not likely to be recovered by film revenues is written off immediately.

FILM PRODUCTION ADVANCES

Film production advances are repayable from revenues arising from the eventual commercial distribution of the film. The balances are carried forward as a creditor until that time. If the film production is aborted, advances are either repaid or taken to the profit and loss account.

NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 April 2006

1 TURNOVER AND LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION

The company's turnover and loss on ordinary activities before taxation were all derived from its principal activity. Sales were made in the following geographical markets:

		2006 £	2005 £
	United Kingdom Rest of the World	348,945 9,183	57,609 10,711
		358,128	68,320
2	OTHER OPERATING EXPENSES (NET)	2006 £	2005 £
	Administration expenses	481,494	425,583
3	INTEREST PAYABLE	2006 £	2005 £
	On bank loans, overdrafts and other loans repayable within 5 years	39,552	38,905
4	LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION Loss on ordinary activities before taxation is stated after charging/(crediting):	2006 £	2005 £
	Depreciation and amounts written off tangible fixed assets: Charge for the year: owned assets Net exchange (gains)/losses Auditors' remuneration (including expenses): Audit services Other services Write back of provision against amount due from group undertakings	7,016 (96) 16,000 9,000	7,016 82 15,000 8,000 (78,655)

Richard Attenborough Productions Limited NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 April 2006

5 EMPLOYEES		2006 No	2005 No
The average monthly no	umber of persons (including directors)		
employed by the company Office and administration Directors	during the year was:	2 3	2 3
		5	5
		2006 £	2005 £
Employee costs		13,500	9,000
Wages and salaries Social security costs		11,803	8,221
		25,303	17,221
DIRECTORS' REMUNE	RATION	2006 £	2005 £
Fees		10,000 117,937	10,000 75,925
Other Emoluments			
		127,937	85,925

NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 April 2006

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ó	TAXATION	2006 £	2005 £
	Current tax: UK corporation tax on losses of the period	-	-
	Factors affecting tax charge for the period		
	The tax assessed for the period is lower than the standard rate of corporation tax in the UK (30%). The differences are explained below:		
	Loss on ordinary activities before tax	(162,918)	(317,513)
	Loss on ordinary activities multiplied by the standard rate of corporation tax in the UK 30% (2005: 30%)	(48,875)	(95,253)
	Effects of: Expenses not deductible for tax purposes Capital allowances in excess of depreciation Group relief	2,292 (599) 12,874	2,793 (311) 10,156
	Other differences Tax losses carried forward Provision against amount due from group undertakings	34,308	106,211 (23,596)
	Current tax charge for the period	-	-

No provision has been made for corporation tax due to losses in the year.

At the end of the year there were unrelieved trading losses available to carry forward in the region of £1,100,000 (2005: £980,000) after a group relief surrender. The directors have not recognised these losses as deferred tax assets because they expect it to be a number of years before the losses are fully relieved.

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 April 2006

7	TANGIBLE FIX	ED ASSETS					
		Land and buildings short-term leasehold £	Freehold properties £	Plant and machinery £	Fixtures, fittings and equipment £	Motor vehicles £	Total £
	Cost 1 May 2005 and 30 April 2006	114,500	236,269	99,930	19,521	87,942	558,162
	Depreciation 1 May 2005 Charged in the	40,320	85,545	99,930	19,521	87,942	333,258
	year	2,290	4,726	-	-	•	7,016
	30 April 2006	42,610	90,271	99,930	19,521	87,942	340,274
	Net book value 30 April 2006	71,890	145,998	-	•	<u>-</u>	217,888
	30 April 2005	74,180	150,724	-	<u>-</u>	-	224,904
8	FIXED ASSET I	NVESTMENT	S				
				Freehold property £	Fine arts £	Rights £	Total £
	Cost or valuation 1 May 2005 and			732,769	2,192,271	47,565	2,972,605
	Net book value 30 April 2006			732,769	2,192,271	47,565	2,972,605
	30 April 2005			732,769	2,192,271	47,565	2,972,605

The directors have valued freehold property at open market value as at 30 April 2006 and 2005.

The property assets included in fixed asset investments were revalued to their cost as the directors are of the opinion that this is their market value at 30 April 2006. The potential tax liability if realised at market value is £Nil (2005: £Nil).

The group has invested in a number of fine arts. In the opinion of the directors the value of these is in excess of the amount stated in these financial statements.

Richard Attenborough Productions Limited NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 April 2006

9	DEBTORS	2006 £	2005 £
	Due within one year: Trade debtors Other debtors Prepayments and accrued income	107,971 154,501 8,620	32,675 60,239 5,145
		271,092	98,059
10	CREDITORS: Amounts falling due within one year	2006 £	2005 £
	Bank overdrafts (see note 15) Trade creditors Taxation and social security costs Other creditors Accruals and deferred income	193,902 5,709 326,521 1,347,936 28,450	286,009 4,023 283,675 551,132 52,036
		1,902,518	1,176,875
	All of the bank overdrafts are secured by cross guarantees given by group	companies.	
11	CREDITORS: Amounts falling due after more than one year	2006 £	2005 £
	Amounts owed to group undertakings Amounts owed to related parties	2,168,652 1,898,452	2,560,382 1,912,643
		4,067,104	4,473,025

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 April 2006

2 SHARE CAPITAL	2006 £	2005 £
Authorised:		
Equity: 100 ordinary shares of £1 each	100	100
Non equity:	100	100
100 4% non-cumulative preference shares of £1 each 1,000 deferred shares of 5p each	100 50	100 50
	250	250
	= ====================================	
Allotted, issued and fully paid:		
Equity: 100 ordinary shares of £1 each	100	100
Non equity:	100	100
100 4% non-cumulative preference shares of £1 each 1,000 deferred shares of 5p each	50	50
	250	250

ORDINARY SHARES:

Dividends:

The ordinary shareholders may receive a dividend of all the profits of the

company available for distribution subject to the rights of the preference

shareholders.

The ordinary shareholders are entitled to repayment of the capital sum Winding up:

invested at par, on terms equal to those rights of the preference

shareholders, but in priority to repayment to the deferred shareholders.

The ordinary shareholders are entitled to vote at any general meeting of

the company on the footing of one vote per share.

4% NON-CUMULATIVE PREFERENCE SHARES:

Dividends:

Voting rights:

The preference shareholders are entitled to a fixed non-cumulative

dividend of 4% of the nominal value of the shares.

Winding up:

The preference shareholders have rights equating to those of the ordinary shareholders in priority on winding up and are entitled to receive payment

of the nominal value of the shares.

Voting rights:

The preference shareholders are entitled to one vote at any general meeting of the company on the basis of one vote for every 10 shares held.

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 April 2006

12 SHARE CAPITAL (continued)

DEFERRED SHARES:

Dividends:

The deferred shareholders are not entitled to receive dividends.

Winding up:

The deferred shareholders receive the remainder of the assets of the

company after the rights of the ordinary and preference shareholders have

been satisfied.

Voting rights:

The deferred shareholders have the right to receive notice of and attend any general meeting of the company but are not entitled to vote unless there is a proposal to wind up the company. In such an event the deferred shareholders may have one vote per share and have the same rights to requisition meetings and propose resolutions as if they enjoy full voting

rights.

13	RESERVES		Profit and loss account £
	1 May 2005 Loss for the financial year		(2,312,552) (162,918)
	30 April 2006		(2,475,470)
14	RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS	2006 £	2005 £
	Loss for the financial year Opening shareholders' funds Other recognised gains and losses		(317,513) (1,675,454) (319,335)
		(2,475,220)	(2,312,302)
	Non-equity interests Equity interests	50 (2,475,270)	50 (2,312,352)
		(2,475,220)	(2,312,302)

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 April 2006

15 GUARANTEE

The company has given an unlimited guarantee to its bankers in respect of the bank loans and overdrafts held by the following companies:

Attenborough Holdings Limited Marble Arch Productions Limited Attenborough Securities Limited Attenborough (Overseas) Limited

At 30 April 2006, the relevant bank loans and overdrafts totalled £153,604 (2005: £505,515).

16 ULTIMATE PARENT UNDERTAKING

In the opinion of the directors the ultimate parent undertaking is Attenborough Holdings Limited, a company registered in England and Wales, which is ultimately controlled by Lord Attenborough. Copies of Attenborough Holdings Limited's financial statements can be obtained from the registered office, at Beaver Lodge, The Green, Richmond, Surrey, TW9 1NQ.

17 RELATED PARTY TRANSACTIONS

The following companies are related parties by virtue of common control.

Attenborough Securities Limited
Beaver Films Limited
Shadowlands Productions Limited
Indo British Films Limited
Richard Attenborough Charitable Trust

- (a) included in creditors is an interest-free loan of £1,898,452 (2005: £1,912,643) from Attenborough Securities Limited;
- (b) throughout the year an amount of £16,026 (2005: £16,026) was due from Shadowlands Productions Limited. Full provision against this has been made in an earlier accounting period;
- (c) included in other creditors is a loan from M Attenborough of £35,000 (2005: £35,000). M Attenborough is the son of Lord Attenborough, a director. No interest is paid on this loan;
- (d) included in other creditors is an amount of £1,309,972 (2005: £513,168) owed to Lord Attenborough, a director. No interest has been paid on this balance;
- (e) included in debtors is an amount of £15,248 (2005: £15,248) due from Lambeth Productions Limited, a group company. Full provision was made against this balance in an earlier accounting period;
- (f) during the year Indo British Films Limited made payments of £40,918 (2005: £Nil) in respect of film distribution rights. £Nil (2005: £Nil) was outstanding at the year end.
- (g) during the year, the company made a charge to Indo British Films Limited of £3,500 plus VAT (2005: £Nil) for accountancy services.

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 April 2006

17 RELATED PARTY TRANSACTIONS (continued)

(f) included in creditors are amounts due to the following group companies:

	2006 £	2005 £
Attenborough Holdings Limited	604,343	924,304
Attenborough Overseas Limited	1,564,309	1,636,078

18 GOING CONCERN

The company made a loss of £162,918 (2005: £317,513) for the year ended 30 April 2006 and at that date had net current liabilities of £1,598,609 (2005: £1,036,786) and net liabilities of £2,475,220 (2005: £2,312,302).

The directors have prepared cash flow projections for Attenborough Holdings Limited and its subsidiary companies for the period to 31 January 2008. These show that, in their opinion, the company will continue to operate within its agreed banking facilities. The directors have also indicated their intention to provide or procure sufficient finance to enable the group to meet its liabilities as they fall due for payment.

On this basis the directors consider it appropriate to prepare the accounts on a going concern basis.