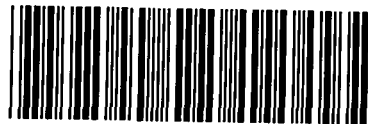


12.1.11
Registration number 01373440

Chapter II Productions Limited

**Directors' report and financial statements
for the period ended 28 September 2013**

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Chapter II Productions Limited

Company information

Directors	Steven Condiotti David Joshua Anderman
Secretary	Reed Smith Corporate Services Limited
Company number	01373440
Registered office	The Broadgate Tower 3rd Floor 20 Primrose Street London EC2A 2RS
Auditors	West Wake Price LLP 60 Moorgate London EC2R 6EL

Chapter II Productions Limited

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Chapter II Productions Limited

Directors' report for the period ended 28 September 2013

The directors present their report and the financial statements for the period ended 28 September 2013.

Principal activity

The principal activity of the company was the receipt and payment of distribution revenues from a cinematographic film and there was no significant change therein during the period.

Directors

The directors who served during the period are as stated below:

Steven Condiotti

David Joshua Anderman

In accordance with the Company's Articles of Association, the directors are not subject to retirement by rotation.

Statement of directors' responsibilities

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 period. 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 these financial statements, the directors are required to:

- select suitable accounting policies and 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 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 aware:

- there is no relevant audit information (information needed by the company's auditors in connection with preparing their report) of which the company's auditors are unaware, and
- the directors have taken all the steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Auditors

West Wake Price LLP are deemed to be reappointed in accordance with an elective resolution made under Section 386(1) of the Companies Act 1985 which continues in force under the Companies Act 2006.

Chapter II Productions Limited

Directors' report for the period ended 28 September 2013

..... continued

This report has been prepared in accordance with the special provisions for small companies under Part 15 of the Companies Act 2006.

This report was approved by the Board on 25 February 2014 and signed on its behalf by

A handwritten signature in black ink, appearing to be 'A. K.' followed by a long horizontal stroke.

Reed Smith Corporate Services Limited
Secretary

Independent auditor's report to the shareholders of
Chapter II Productions Limited

We have audited the financial statements of Chapter II Productions Limited for the period ended 28 September 2013 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (Effective April 2008) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

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 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 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

As explained more fully in the Directors' Responsibilities Statement set out on page 1 - 2, 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 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 company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Directors' report and financial statements to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications of our report.

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 28 September 2013 and of its loss for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter 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.

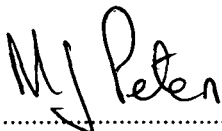
**Independent auditor's report to the shareholders of
Chapter II Productions Limited**

.....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 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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption in preparing the directors' report.



.....
**Mr Michael Peters (senior statutory auditor)
For and on behalf of West Wake Price LLP
Statutory Auditor and
Chartered Accountants
25 February 2014**

Chapter II Productions Limited

Profit and loss account for the period ended 28 September 2013

		Period ended 28/09/13	Period ended 30/12/12
	Notes	£	£
Administrative expenses		(1,440)	(1,404)
Loss on ordinary activities before taxation		(1,440)	(1,404)
Tax on loss on ordinary activities		-	-
Loss for the period	7	(1,440)	(1,404)
Accumulated loss brought forward		(30,969)	(29,565)
Accumulated loss carried forward		(32,409)	(30,969)

The notes on pages 7 to 9 form an integral part of these financial statements.

Chapter II Productions Limited

Balance sheet as at 28 September 2013

		28/09/13		30/12/12	
	Notes	£	£	£	£
Current assets					
Debtors	4	995		995	
		<u>995</u>		<u>995</u>	
Creditors: amounts falling due within one year	5	(33,304)		(31,864)	
Net current liabilities			<u>(32,309)</u>		<u>(30,869)</u>
Total assets less current liabilities			<u>(32,309)</u>		<u>(30,869)</u>
Deficiency of assets			<u>(32,309)</u>		<u>(30,869)</u>
Capital and reserves					
Called up share capital	6		100		100
Profit and loss account	7		<u>(32,409)</u>		<u>(30,969)</u>
Shareholders' funds			<u>(32,309)</u>		<u>(30,869)</u>

These financial statements have been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 and the Financial Reporting Standard for Smaller Entities (effective April 2008) relating to small companies.

The financial statements were approved by the Board on 25 February 2014 and signed on its behalf by



Steven Condiotti
Director

Registration number 01373440

The notes on pages 7 to 9 form an integral part of these financial statements.

Chapter II Productions Limited

Notes to the financial statements for the period ended 28 September 2013

1. Accounting policies

1.1. Accounting convention

The financial statements are prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008).

1.2. Deferred taxation

Deferred tax assets arising from tax losses have not been recognised because there is no evidence that the company will make sufficient taxable profits in the future for reversal of timing difference to affect the amount of tax actually paid.

	Period ended 28/09/13 £	Period ended 30/12/12 £
2. Operating loss		
Operating loss is stated after charging:		
Auditors' remuneration (Note 3)	600	600

3. Auditors' remuneration

	Period ended 28/09/13 £	Period ended 30/12/12 £
Auditors' remuneration - audit of the financial statements	600	600
Auditors' remuneration - other fees:		
- Accountancy and taxation services	750	720

	28/09/13 £	30/12/12 £
4. Debtors		
Other debtors	995	995

Chapter II Productions Limited

Notes to the financial statements for the period ended 28 September 2013

..... continued

5. Creditors: amounts falling due within one year	28/09/13 £	30/12/12 £
Amounts owed to connected companies	31,864	30,460
Accruals and deferred income	1,440	1,404
	<u>33,304</u>	<u>31,864</u>
 6. Share capital	 28/09/13 £	 30/12/12 £
Authorised		
100 Ordinary shares of £1 each	100	100
Allotted, called up and fully paid		
100 Ordinary shares of £1 each	100	100
 Equity Shares		
100 Ordinary shares of £1 each	100	100
 7. Reserves	 Profit and loss account £	 Total £
At 31 December 2012	(30,969)	(30,969)
Loss for the period	(1,440)	(1,440)
At 28 September 2013	<u>(32,409)</u>	<u>(32,409)</u>
 8. Related party transactions		
During the period the company received £1,404 (2012: £1,332) from Lucasfilm Ltd. LLC and the balance owing to Lucasfilm Ltd. LLC as at the period end was £31,864 (2012: £30,460).		
 9. Ultimate parent undertaking		

The company's ultimate parent undertaking is The Walt Disney Company, a United States Corporation, who own 100% of the issued share capital of Lucasfilm Ltd. LLC.

Chapter II Productions Limited

Notes to the financial statements for the period ended 28 September 2013

..... continued

10. Controlling interest

Lucasfilm Ltd. LLC, a United States Corporation, owns 100% of the issued share capital of Chapter II Productions Limited.

11. Going concern

The directors, having assessed the responses of the directors of the company's parent, The Walt Disney Company, to their enquiries have no reason to believe that a material uncertainty exists that may cast a significant doubt about the ability of the company to continue as a going concern.

On the basis of their assessment of the company's financial position and of the enquiries made of the directors of The Walt Disney Company, the company's directors have a reasonable expectation that the company will be able to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.