

**AMBER FILM PARTNER 1 LIMITED**

**UNAUDITED**

**DORMANT ACCOUNTS**

**AMBER FILM PARTNER 1 LIMITED**

**COMPANY INFORMATION**

<b>Directors</b>	D M Reid N A Forster
<b>Company secretary</b>	S J Cruickshank
<b>Registered number</b>	04212283
<b>Registered office</b>	15 Golden Square London W1F 9JG

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**BALANCE SHEET**  
**AS AT 30 DECEMBER 2020**

	Note	30 December 2020 £000	30 December 2019 £000
Creditors: amounts falling due within one year	4	(195)	(195)
<b>Net current liabilities</b>		<u>(195)</u>	<u>(195)</u>
<b>Total assets less current liabilities</b>		<u>(195)</u>	<u>(195)</u>
<b>Provisions for liabilities</b>			
Provisions for liabilities		(8)	(8)
		<u>(8)</u>	<u>(8)</u>
<b>Net liabilities</b>		<u><u>(203)</u></u>	<u><u>(203)</u></u>
<b>Capital and reserves</b>			
Profit and loss account		(203)	(203)
		<u><u>(203)</u></u>	<u><u>(203)</u></u>

For the year ended 30 December 2020 the Company was entitled to exemption from audit under section 480 of the Companies Act 2006.

Members have not required the Company to obtain an audit for the year in question in accordance with section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

The company is exempt from the requirement to prepare audited accounts in accordance with section 480 of the Companies Act 2006 (the Act).

The directors have not required the company to obtain an audit of the accounts for the year ended 30 December 2020 in accordance with section 476 of the Act.

The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of the accounts.

The financial statements were approved and authorised for issue by the board of directors and were signed on its behalf by:

**D M Reid**  
Director

**AMBER FILM PARTNER 1 LIMITED**  
**REGISTERED NUMBER: 04212283**

**BALANCE SHEET (CONTINUED)**  
**AS AT 30 DECEMBER 2020**

Date: 1 December 2022

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 DECEMBER 2020**

**Accounting policies (continued)**

**1.1 General information and basis of preparation of financial statements**

The Company is incorporated in England & Wales under the Companies Act 1985.

The Company is a private company limited by shares and is registered in England and Wales. The address of the registered office is given on the Company Information page.

The financial statements are prepared in Sterling, which is the functional currency of the entity.

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102 Section 1A, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland and the Companies Act 2006.

The Company has taken advantage of section 390(3)(b) of the Companies Act 2006 in preparing these financial statements to 30 December 2020 which is within seven days of the Company's 23 December 2020 accounting reference year end.

The Company has not prepared a profit and loss account as it has not traded during the year ended 30 December 2020.

**1.2 Provisions for liabilities and charges**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

**1.3 Disclosure exemptions**

The Company is a qualifying entity under FRS 102 and it is taking advantage of some of the disclosure exemptions available to such entities in its financial statements. As such, the financial statements do not include a Cash Flow Statement, a note on financial instruments and a reconciliation of number of shares outstanding. Further details can be found in note 11 about the name of the immediate parent company of the Company and details of where the consolidated financial statements of that parent can be obtained.

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 DECEMBER 2020**

**2. Critical accounting judgements and key sources of estimation uncertainty**

In the application of the Company's accounting policies, which are described in note 1, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised if the revision affects only that year, or in the year of the revision and future years if the revision affects both current and future years.

**Critical accounting judgements in applying the accounting policies**

The following are the critical judgements that the directors have made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in the financial statements:

**Tax liability**

In estimating the potential tax liability relating to the First-tier Tax Tribunal (refer to note 5), the following key elements as set out in the Tribunal decision were taken into account in calculating the Film Production partnerships' revised profits or losses: treatment of operator and executive producer fees, deductibility of contracted film cost, recognition of film income and the calculation of net realisable values. These reduce the income and expenditure recognised by the Film Production partnerships which reduces both the losses available to be utilised and the profits taxed on the group.

**Impairment of investments**

Assets, other than those measured at fair value, are assessed for indicators of impairment at each balance sheet date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss as described below.

*Financial assets*

For financial assets carried at cost less impairment, the impairment loss is the reduction in the asset's carrying amount to the best estimate of the amount that would be received for the asset if it were to be sold at the reporting date.

Where indicators exist for a decrease in impairment loss, and the decrease can be related objectively to an event occurring after the impairment was recognised, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired financial asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.

**3. Staff costs**

The Company incurred no staff costs nor paid any remuneration to its directors during the year (period ended 30 December 2019: £nil). The Company had no employees during the current year and prior period. The emoluments of the directors were paid and borne by other Group undertakings and none of their remuneration was specifically attributable to their services to the Company.

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 DECEMBER 2020

4. Creditors: Amounts falling due within one year

	30 December 2020 £000	31 December 2019 £000
Amounts owed to Group undertakings	157	157
Corporation tax	37	37
Accruals and deferred income	1	1
	<u>195</u>	<u>195</u>

5. Provisions for liabilities

	2020 £000	2019 £000
Interest provision	8	8
	<u>8</u>	<u>8</u>

Interest provision relates to interest on the estimated tax liability (refer to note 2).



NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 DECEMBER 2020

6. Share capital

	30 December 2020 £	31 December 2019 £
<b>Allotted, called up and fully paid</b>		
1 Ordinary share (2019 - 1 Ordinary share) of £1.00	<u>1</u>	<u>1</u>

7. Related party transactions

The financial statements do not include disclosure of transactions between the Company and entities that are wholly-owned by the Group. This is because, as a subsidiary whose shares are wholly-controlled by the Group, it is exempt from the requirement to disclose such transactions, under FRS 102 Section 33.

Goldwoodshire Limited (registered in England & Wales) acts as operator of the Partnership. N A Forster and D M Reid were also directors of Goldwoodshire Limited during the year. The Company and Goldwoodshire Limited are wholly-owned subsidiaries of Freeshire Limited, which is itself a wholly-owned subsidiary of the Group.

8. Ultimate Parent Undertaking and Controlling Party

During the year ended 30 December 2020 the Company was a wholly-owned subsidiary of Freeshire Limited, a company registered in England and Wales. Freeshire Limited is a wholly-owned subsidiary within the Group. Fernlakes Limited is the only parent undertaking for which group accounts are prepared.

The consolidated financial statements of Fernlakes Limited can be obtained from Companies House, Crown Way, Maindy, Cardiff, CF14 3UZ.

The controlling shareholder of Fernlakes Limited is P A McKenna.

9. Events after balance sheet date

On 26 July 2019 the film and game production partnerships received the decision of the Upper Tribunal on their appeals against the decision of the First-tier Tax Tribunal. The Upper Tribunal concluded that the partnerships were not trading and did not have a view to profit. The finding that the partnerships were not trading is sufficient to dispose of the entirety of the partnerships' appeals. However, mindful that the decision may itself be appealed, the Upper Tribunal went on to briefly consider the remaining questions, where it often corrected the First-tier Tribunal's approach but generally supported the First-tier Tribunal's overall conclusions. An application for permission to appeal the Upper Tribunal's decision was submitted in November 2019 and was refused by the Upper Tribunal. An application was therefore made for permission to appeal to the Court of Appeal in December 2019 and authority was granted by the Court of Appeal in February 2020 to appeal the findings on trading and view to profit. If the film and game production partnerships are successful in their appeal on the view to profit decision of the Upper Tribunal the quantum of tax relief for expenditure incurred by the partnerships and taxable income attributable to the corporate members of the partnerships should be consistent with that expected to follow the First-tier Tax Tribunal decision.



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