

Mars Film Partner 2 Limited

Annual Report and Accounts

Year ended 31 March, 2003



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30/01/04

Buzzacott

Company Registration Number
04293476 (England and Wales)

Directors	Company Directors Limited P A McKenna D M Reid J L Boyton
Secretary	D M Reid
Registered office	12 New Fetter Lane London EC4A 1AG
Registered number	04293476 (England and Wales)
Auditors	Buzzacott 12 New Fetter Lane London EC4A 1AG
Business address	100 Pall Mall London SW1Y 5NQ

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Directors' report 31 March, 2003

The directors present their report with the accounts of the company for the year ended 31 March, 2003.

Principal activity

The principal activity of the company in the year under review was as a partner in Mars Film Partners.

Review of business

The company did not trade during the year.

Directors

The directors in office during the period and their beneficial interests in the issued ordinary share capital were as follows:

		31 March, 2003	31 March, 2002
	Appointed/Resigned		
Company Directors Limited	(Appointed 25 September, 2001 and resigned 30 October, 2001)	—	—
P A McKenna	(Appointed 30 October, 2001)	—	—
D M Reid	(Appointed 30 October, 2001)	—	—
J L Boyton	(Appointed 30 October, 2001)	—	—

The directors' interest in the share capital of the ultimate holding company are disclosed in the consolidated accounts of that company.

Directors' responsibilities

Company law requires the directors to prepare accounts for each financial year which 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 accounts, the directors are required to:

- ◆ select suitable accounting policies and then apply them consistently;
- ◆ make judgements and estimates that are reasonable and prudent;
- ◆ follow applicable accounting standards, subject to any material departures disclosed and explained in the accounts;
- ◆ prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business.

Directors' report 31 March, 2003

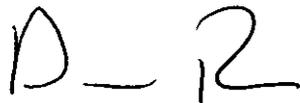
Directors' responsibilities (continued)

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 accounts comply with 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.

Auditors

In the absence of a notice proposing that the appointment be terminated, the auditors, Buzzacott, will be deemed to be re-appointed in accordance with Section 386 of the Companies Act 1985.

Signed on behalf of the board of directors:

A handwritten signature in black ink, appearing to read 'D M Reid', with a horizontal line under the 'M'.

D M Reid
Secretary

Approved by the board on: 27/11/04

Independent auditors' report 31 March, 2003

Independent auditors' report to the shareholders of Mars Film Partner 2 Limited.

We have audited the accounts on pages 5 to 9 which have been prepared, under the historical cost convention and in accordance with the accounting policies set out on page 7.

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 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 independent auditors

As described on pages 1 and 2, the company's directors are responsible for the preparation of accounts in accordance with applicable law and United Kingdom Accounting Standards.

Our responsibility is to audit the accounts in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the accounts give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the accounts, if 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 transactions with the company 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 opinion

We conducted our audit in accordance with United Kingdom Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, 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 accounts 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 accounts.

Independent auditors' report 31 March, 2003

Opinion

In our opinion the accounts give a true and fair view of the state of the company's affairs as at 31 March, 2003 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Buzzacott
Chartered Accountants and Registered Auditors
12 New Fetter Lane
London
EC4A 1AG

28/1/04

Profit and loss account Period to **31 March, 2003**

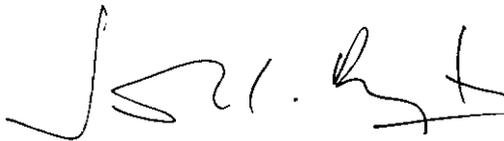
The company did not trade during this period or the preceding period.

The company has no other recognised gains or losses and therefore no statement of total recognised gains and losses has been presented.

Balance sheet 31 March, 2003

	Notes	2003 £	2003 £	2002 £	2002 £
Fixed assets					
Investments	3		1		1
Current assets					
Debtors	4	<u>1</u>		<u>1</u>	
		1		1	
Creditors: amounts falling due within one year	5	<u>(1)</u>		<u>(1)</u>	
Net current liabilities			-		-
Total assets less current liabilities			1		1
Capital and reserves					
Equity interests:					
Called up share capital	6		1		1
Profit and loss account			-		-
Shareholder's funds	7		<u>1</u>		<u>1</u>

Signed on behalf of the board of directors by:



J L Boyton

Director

Approved by the board on:

27/1/04

Principal accounting policies 31 March, 2003

Basis of accounting

The accounts have been prepared under the historical cost convention, on a going concern basis which the directors consider appropriate given the assurances provided by the holding company, and in accordance with applicable accounting standards.

Cash flow

The accounts do not include a cash flow statement because the company, as a wholly owned subsidiary, is exempt from the requirement to prepare such a statement under Financial Reporting Standard 1 'Cash flow statements' (revised 1999).

Fixed asset investments

Fixed asset investments in partnership represent the company's share of the partnership's net assets at the period end. The company's share of the partnership's operating profit or loss is included in the company's profit and loss account.

Principal accounting policies 31 March, 2003

1 Directors' remuneration

The only employees of the company were the directors. During the period, the company paid no directors' emoluments. Emoluments paid by the ultimate holding company, Ingenious Media plc are disclosed in that company's accounts.

2 Auditor's remuneration

The remuneration for auditors has been borne by the ultimate holding company, Ingenious Media Plc.

3 Fixed asset investments

	2002 £	2003 £
Share of net assets in partnership	1	1

The company's investment is in Mars Film Partners, an unincorporated trading partnership involving qualifying British Films. The principal place of the partnership's business is 100 Pall Mall, London SW1Y 5NQ.

4 Debtors

	2002 £	2003 £
Amounts owed by group undertakings	1	1

5 Creditors: amounts falling due within one year

	2002 £	2003 £
Other creditors	1	1

6 Called up share capital

	Authorised 2003 £	Allotted, called up and fully paid 2003 £
Ordinary shares of £1 each	10,000	1

Principal accounting policies 31 March, 2003

7 Reconciliation of movements in shareholder's funds

	2003 £
Opening shareholder's funds at 1 April 2002	1
Closing shareholder's funds at 31 March, 2003	1

8 Related parties

The company has not disclosed transactions with related parties because as a wholly owned subsidiary, it is exempt from the requirement to disclose inter-group transactions.

9 Ultimate holding company and control

The company is a wholly owned subsidiary of Ingenious Media plc, a company registered in England and Wales.

The controlling shareholder of Ingenious Media plc is P A McKenna, a director of the company.