

BREWER STREET 1 PLC
FINANCIAL STATEMENTS
30 APRIL 2011

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BREWER STREET 1 PLC
FINANCIAL STATEMENTS
YEAR ENDED 30 APRIL 2011

CONTENTS	PAGE
Officers and professional advisers	1
The directors' report	2
Independent auditor's report to the shareholders	4
Profit and loss account	6
Balance sheet	7
Cash flow statement	8
Notes to the financial statements	9

BREWER STREET 1 PLC
OFFICERS AND PROFESSIONAL ADVISERS

The board of directors	A Walters L Dugdale D J Parfitt
Company secretary	I W Saunders
Registered office	235 Marylebone Road London NW1 5QT
Auditor	Shipleys LLP Chartered Accountants & Statutory Auditor 10 Orange Street Haymarket London WC2H 7DQ
Bankers	Coutts & Co 440 Strand London WC2R 0QS

BREWER STREET 1 PLC

THE DIRECTORS' REPORT

YEAR ENDED 30 APRIL 2011

The directors present their report and the financial statements of the company for the year ended 30 April 2011

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principle activity of Brewer Street 1 plc (the 'Company') is to undertake a broad integrated trade of film production and film services through participation as a member of Goldcrest Film Production Limited Liability Partnership (the 'Partnership'),

As set out in the Prospectus, the Partnership carries out a range of activities, including film production, the provision of production services, the provision of post-production services and the provision of distribution services. The Partnership has appointed an independent advisory board of film industry experts and has engaged Goldcrest Media Consulting Limited to source a diverse portfolio of film projects with both domestic and international appeal.

The directors consider the Company's performance to be satisfactory given the risk profile of the activities engaged in and the early stage of the Company's life. The directors will continue to monitor the returns being generated in Goldcrest Film Production LLP as the Partnership continues to trade into the future and to use this as an indicator as to the Company's performance.

FUTURE DEVELOPMENTS

The directors consider the financial position at the end of the period to be satisfactory and believe the Company is well placed to continue its business in the coming year.

RESULTS AND DIVIDENDS

The loss for the year amounted to £682,929. The directors have not recommended a dividend.

FINANCIAL INSTRUMENTS

Details of the company's financial risk management objectives and policies are included in note 9 to the accounts.

DIRECTORS

The directors who served the company during the year were as follows:

L Dugdale

D J Parfitt

A Walters

(Appointed 27 July 2011)

POLICY ON THE PAYMENT OF CREDITORS

Trade creditors at the year end represented 0 days purchases.

The Company does not follow any particular code or standard on payment of creditors. The Company agrees the payment terms as part of the commercial arrangement negotiated with suppliers. Payments are made on these terms provided the supplier meets its obligations.

BREWER STREET 1 PLC
THE DIRECTORS' REPORT *(continued)*
YEAR ENDED 30 APRIL 2011

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 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). 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 those financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements 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,
- 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 of which the company's auditor is unaware, and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

Registered office
235 Marylebone Road
London
NW1 5QT

Signed on behalf of the directors


A WALTERS
Director

Approved by the directors on 31 October 2011

BREWER STREET 1 PLC

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF BREWER STREET 1 PLC

YEAR ENDED 30 APRIL 2011

We have audited the financial statements of Brewer Street 1 Plc for the year ended 30 April 2011 which comprise the Profit and Loss Account, Statement of Total Recognised Gains and Losses, Balance Sheet, Cash Flow Statement and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's shareholders, 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 shareholders 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 shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITOR

As explained more fully in the Directors' Responsibilities Statement set out on page 3, 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 (APB'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 directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for 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 30 April 2011 and of its loss for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

OPINION ON OTHER MATTERS 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.

BREWER STREET 1 PLC

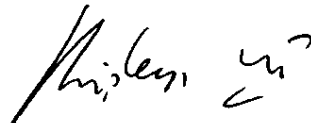
INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF BREWER STREET 1 PLC *(continued)*

YEAR ENDED 30 APRIL 2011

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



STEPHEN JOBERNS (Senior Statutory Auditor)
For and on behalf of

SHIPLEYS LLP
Chartered Accountants
& Statutory Auditor
10 Orange Street
Haymarket
London
WC2H 7DQ

31 October 2011

BREWER STREET 1 PLC
PROFIT AND LOSS ACCOUNT
YEAR ENDED 30 APRIL 2011

	Note	Year to 30 Apr 11 £	Period from 9 Dec 08 to 30 Apr 10 £
TURNOVER		—	—
Administrative expenses		(320,344)	(13,498)
OPERATING LOSS	2	(320,344)	(13,498)
Share of loss of associated partnerships	5	(362,585)	(9,879)
		(682,929)	(23,377)
Interest receivable		—	201
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(682,929)	(23,176)
Tax on loss on ordinary activities	4	—	—
LOSS FOR THE FINANCIAL YEAR		(682,929)	(23,176)

All of the activities of the company are classed as continuing

Statement of total recognised gains and losses

There are no recognised gains or losses other than the loss of £682,929 attributable to the shareholders for the year ended 30 April 2011 (2010 - loss of £23,176)

The notes on pages 9 to 15 form part of these financial statements.

BREWER STREET 1 PLC

BALANCE SHEET

30 APRIL 2011

	Note	2011 £	2010 £
FIXED ASSETS			
Investments	5	8,012,033	323,706
CURRENT ASSETS			
Debtors	6	24,763	15,317
Cash at bank		45	180
		<u>24,808</u>	<u>15,497</u>
CREDITORS: Amounts falling due within one year	7	<u>(8,396,004)</u>	<u>(15,437)</u>
NET CURRENT (LIABILITIES)/ASSETS		<u>(8,371,196)</u>	<u>60</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>(359,163)</u>	<u>323,766</u>
CAPITAL AND RESERVES			
Called-up equity share capital	11	346,942	346,942
Profit and loss account	12	<u>(706,105)</u>	<u>(23,176)</u>
(DEFICIT)/SHAREHOLDERS' FUNDS	13	<u>(359,163)</u>	<u>323,766</u>

These financial statements were approved by the directors and authorised for issue on 31 October 2011, and are signed on their behalf by


A WALTERS
Director

Company Registration Number 06769237

The notes on pages 9 to 15 form part of these financial statements

BREWER STREET 1 PLC**CASH FLOW STATEMENT****YEAR ENDED 30 APRIL 2011**

	Note	Year to 30 Apr 11 £	£	Period from 9 Dec 08 to 30 Apr 10 £	£
NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES	14		7,688,192		(23,257)
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE	14		—		201
CAPITAL EXPENDITURE AND FINANCIAL INVESTMENT	14		(7,688,327)		(323,706)
CASH OUTFLOW BEFORE FINANCING			(135)		(346,762)
FINANCING	14		—		346,942
(DECREASE)/INCREASE IN CASH	14		(135)		180

The notes on pages 9 to 15 form part of these financial statements.

BREWER STREET 1 PLC
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 30 APRIL 2011

1. ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of financial instruments and in accordance with applicable accounting standards

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 have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax, with the following exceptions

Provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date

Investment in associated partnership

The investment in the associated Partnership is accounted for using the equity method. The profit and loss account includes the company's share of the Partnership's profits less losses while the company's share of the net assets of the Partnership is shown in the balance sheet

BREWER STREET 1 PLC
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 30 APRIL 2011

1. ACCOUNTING POLICIES *(continued)*

Financial instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities.

Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the balance sheet. Finance costs and gains or losses relating to financial liabilities are included in the profit and loss account. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity.

2. OPERATING LOSS

Operating loss is stated after charging

	Year to 30 Apr 11 £	Period from 9 Dec 08 to 30 Apr 10 £
Directors' remuneration	7,446	9,870
Auditor's remuneration - as auditor	2,000	2,500
Recharge of administration expenses	<u>(12,279)</u>	<u>(15,203)</u>

Details of administration expenses recharged are set out in note 10, Related Party Transactions.

3. PARTICULARS OF EMPLOYEES

The Company did not have any employees other than the directors during the period.

BREWER STREET 1 PLC
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 30 APRIL 2011

4. TAXATION ON ORDINARY ACTIVITIES

Factors affecting current tax charge

	Year to 30 Apr 11 £	Period from 9 Dec 08 to 30 Apr 10 £
Loss on ordinary activities before taxation	(682,929)	(23,176)
Loss on ordinary activities by rate of tax	(191,220)	(6,489)
Expenses not deductible for tax purposes	209	3,740
Tax losses utilised	(209)	-
Unrelieved tax losses	191,220	2,749
Total current tax	-	-

5. INVESTMENTS

Cost/Share of Net Assets

	Year to 30 Apr 11 £	9 Dec 08 to 30 Apr 10 £
COST		
Balance brought forward	333,585	-
Additions	9,520,886	333,585
Repayment of investment	(197,927)	-
Total amount invested	9,656,544	333,585
MOVEMENT		
Balance brought forward	(9,879)	-
Share of the partnership's results for the period	(362,585)	(9,879)
Drawings from associated partnership	(1,272,047)	-
Total movement	(1,644,511)	(9,879)
Balance carried forward	8,012,033	323,706

The investment represents the interest in Goldcrest Film Production LLP. At the year end, the Company had a 31% interest in the capital of the Partnership and an entitlement to an allocation of profits and losses based on its member's share. Goldcrest Film Production LLP was formed under the Limited Liability Partnership Act 2000 to undertake a broad film trade incorporating film production and the provision of film services. Its place of business and head office is 65/66 Dean Street, London, W1D 4PL, United Kingdom. In the year, Goldcrest Film Production LLP made a net loss of £11,970,707 (2010 Net loss of £605,801).

As per the members agreement, the company is entitled to draw from production income amounts sufficient to meet the commercial terms of the Film Loans included in note 7 - other creditors.

The directors do not consider there to have been any indication of an impairment in the carrying value of the investment, it is therefore carried at cost plus any share of profits or losses.

BREWER STREET 1 PLC
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 30 APRIL 2011

6. DEBTORS

	2011	2010
	£	£
Other debtors	114	114
Prepayments and accrued income	24,649	15,203
	<u>24,763</u>	<u>15,317</u>

7. CREDITORS: Amounts falling due within one year

	2011	2010
	£	£
Other creditors	8,248,840	—
Accruals and deferred income	147,164	15,437
	<u>8,396,004</u>	<u>15,437</u>

8. DEFERRED TAXATION

No provision has been made in the financial statements and the amounts unprovided at the end of the year are as follows

	Year to	Period from
	30 Apr 11	9 Dec 08 to
	£	30 Apr 10
	£	£
Tax losses available	<u>(193,969)</u>	<u>(2,749)</u>

A potential deferred tax asset of £193,969 in respect of tax losses carries forward has not been recognised due to uncertainty over the availability of taxable profits in future chargeable accounting periods

BREWER STREET 1 PLC
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 30 APRIL 2011

9. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's principal financial instruments comprise bank balances and trade creditors. The main purpose of these instruments is to raise funds for the Company's operations and to finance the Company's operations.

Due to the nature of the financial instruments used by the Company, there is no exposure to price risk. The Company's approach to managing other risks applicable to the financial instruments concerned is detailed below.

In respect of bank balances the liquidity risk is managed by maintaining a balance sufficient to meet the funds required for the Company's operations. The Company makes use of money market facilities where funds are available.

Trade creditors' liquidity risk is managed by ensuring sufficient funds are available to meet amounts due.

10. RELATED PARTY TRANSACTIONS

A Kulick, a director of the Company during the year, is also a director of Goldcrest Media Consulting Limited and was a director of Goldcrest Capital Limited and Goldcrest Investments Limited during the year before resigning post year end on 30th June 2011. Goldcrest Media Consulting Limited administers the Company under the Administration Agreement.

A Walters, appointed director of the company post year end, was also a director of Goldcrest Media Consulting Limited, Goldcrest Capital Limited and Goldcrest Investments Limited during the period. Goldcrest Media Consulting Limited administers the Company under the Administration Agreement.

Goldcrest Media Consulting Limited, Goldcrest Capital Limited and Goldcrest Investments Limited are wholly owned by Goldcrest Capital Holdings Limited. Goldcrest Capital Limited received fees of Nil (2010 £13,357) from the company for capital raising fees. Goldcrest Investments Limited received fees of £319,925 (2010 Nil) from the company relating to loan arrangement fees. Of this balance £121,988 was outstanding as at year end.

During the year Goldcrest Investments Limited advanced a loan of £9,520,897 to Brewer Street 1 Plc. As at year end £8,248,840 of the balance was outstanding.

Administration expenses are net of amounts of £2,833 (2010 £2,833) to be recharged to Goldcrest Film Production LLP and £9,446 (2010 £12,370) to be recharged to Goldcrest Media Consulting Limited. Both amounts relate to administrative services.

11. SHARE CAPITAL

Allotted, called up and fully paid:

	2011		2010	
	No	£	No	£
346,942 Ordinary shares of £1 each	346,942	346,942	346,942	346,942

BREWER STREET 1 PLC
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 30 APRIL 2011

12. PROFIT AND LOSS ACCOUNT

	Year to 30 Apr 11 £	Period from 9 Dec 08 to 30 Apr 10 £
Balance brought forward	(23,176)	—
Loss for the financial year	(682,929)	(23,176)
Balance carried forward	<u>(706,105)</u>	<u>(23,176)</u>

13. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2011 £	2010 £
Loss for the financial year	(682,929)	(23,176)
New ordinary share capital subscribed	—	346,942
Net (reduction)/addition to shareholders' funds	(682,929)	323,766
Opening shareholders' funds	323,766	—
Closing shareholders' (deficit)/funds	<u>(359,163)</u>	<u>323,766</u>

14. NOTES TO THE CASH FLOW STATEMENT

**RECONCILIATION OF OPERATING LOSS TO NET CASH INFLOW/(OUTFLOW)
FROM OPERATING ACTIVITIES**

	Year to 30 Apr 11 £	Period from 9 Dec 08 to 30 Apr 10 £
Operating loss	(320,344)	(13,498)
Increase in debtors	(9,446)	(15,317)
Increase in creditors	8,380,567	15,437
Share of loss of associated partnerships	(362,585)	(9,879)
Net cash inflow/(outflow) from operating activities	<u>7,688,192</u>	<u>(23,257)</u>

RETURNS ON INVESTMENTS AND SERVICING OF FINANCE

	Year to 30 Apr 11 £	Period from 9 Dec 08 to 30 Apr 10 £
Interest received	—	201
Net cash inflow from returns on investments and servicing of finance	<u>—</u>	<u>201</u>

BREWER STREET 1 PLC

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 APRIL 2011

14. NOTES TO THE CASH FLOW STATEMENT *(continued)*

CAPITAL EXPENDITURE AND FINANCIAL INVESTMENT

	Year to 30 Apr 11 £	Period from 9 Dec 08 to 30 Apr 10 £
Acquisition of fixed asset investments	(9,322,959)	(333,585)
Share of loss of associated partnerships	362,585	9,879
Drawings from associated partnerships	<u>1,272,047</u>	<u>-</u>
Net cash outflow for capital expenditure and financial investment	<u>(7,688,327)</u>	<u>(323,706)</u>

FINANCING

	Year to 30 Apr 11 £	Period from 9 Dec 08 to 30 Apr 10 £
Issue of equity share capital	-	346,942
Net cash inflow from financing	<u>-</u>	<u>346,942</u>

RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET FUNDS

	2011 £	2010 £
(Decrease)/Increase in cash in the period	(135)	180
Movement in net funds in the period	<u>(135)</u>	<u>180</u>
Net funds at 1 May 2010	180	-
Net funds at 30 April 2011	<u>45</u>	<u>180</u>

ANALYSIS OF CHANGES IN NET FUNDS

	At 1 May 2010 £	Cash flows £	At 30 Apr 2011 £
Net cash			
Cash in hand and at bank	180	(135)	45
Net funds	<u>180</u>	<u>(135)</u>	<u>45</u>

15. ULTIMATE PARENT COMPANY

During the year ended 30th April 2011 there was no direct or ultimate controlling party.