

**BREWER STREET 2 PLC**  
**FINANCIAL STATEMENTS**  
**30 APRIL 2011**



**BREWER STREET 1 PLC**  
**FINANCIAL STATEMENTS**  
**YEAR ENDED 30 APRIL 2011**

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**BREWER STREET 2 PLC**  
**OFFICERS AND PROFESSIONAL ADVISERS**

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

# **BREWER STREET 2 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 2 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 £234,643. 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

A J Kulick

(Appointed 27 July 2011)

(Resigned 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 2 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 2 PLC**

## **INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF BREWER STREET 2 PLC**

**YEAR ENDED 30 APRIL 2011**

We have audited the financial statements of Brewer Street 2 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 2 PLC**

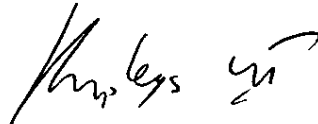
### **INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF BREWER STREET 2 PLC *(continued)***

**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 2 PLC**  
**PROFIT AND LOSS ACCOUNT**  
**YEAR ENDED 30 APRIL 2011**

	Note	Year to 30 Apr 11 £	Period from 27 Apr 09 to 30 Apr 10 £
<b>TURNOVER</b>		—	—
Administrative expenses		(110,173)	(4,674)
<b>OPERATING LOSS</b>	<b>2</b>	(110,173)	(4,674)
Share of loss of associated partnerships	<b>5</b>	(124,472)	(3,389)
		(234,645)	(8,063)
Interest receivable		2	1
<b>LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		(234,643)	(8,062)
Tax on loss on ordinary activities	<b>4</b>	—	—
<b>LOSS FOR THE FINANCIAL YEAR</b>		(234,643)	(8,062)

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 £234,643 attributable to the shareholders for the year ended 30 April 2011 (2010 - loss of £8,062)

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



# BREWER STREET 2 PLC

## BALANCE SHEET

30 APRIL 2011

	Note	2011 £	2010 £
<b>FIXED ASSETS</b>			
Investments	5	2,749,989	111,051
<b>CURRENT ASSETS</b>			
Debtors	6	8,026	3,472
Cash at bank		<u>276</u>	<u>409</u>
		8,302	3,881
<b>CREDITORS: Amounts falling due within one year</b>	7	<u>(2,881,974)</u>	<u>(3,972)</u>
<b>NET CURRENT LIABILITIES</b>		<u>(2,873,672)</u>	<u>(91)</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>(123,683)</u>	<u>110,960</u>
<b>CAPITAL AND RESERVES</b>			
Called-up equity share capital	11	119,022	119,022
Profit and loss account	12	<u>(242,705)</u>	<u>(8,062)</u>
<b>(DEFICIT)/SHAREHOLDERS' FUNDS</b>	13	<u>(123,683)</u>	<u>110,960</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 06888641

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

**BREWER STREET 2 PLC****CASH FLOW STATEMENT****YEAR ENDED 30 APRIL 2011**

	Note	Year to 30 Apr 11 £                  £		Period from 27 Apr 09 to 30 Apr 10 £                  £	
<b>NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES</b>	<b>14</b>		<b>2,638,803</b>		<b>(7,563)</b>
<b>RETURNS ON INVESTMENTS AND SERVICING OF FINANCE</b>	<b>14</b>		<b>2</b>		<b>1</b>
<b>CAPITAL EXPENDITURE AND FINANCIAL INVESTMENT</b>	<b>14</b>		<b>(2,638,938)</b>		<b>(111,051)</b>
			<hr/>		<hr/>
<b>CASH OUTFLOW BEFORE FINANCING</b>			<b>(133)</b>		<b>(118,613)</b>
<b>FINANCING</b>	<b>14</b>		<b>—</b>		<b>119,022</b>
			<hr/>		<hr/>
<b>(DECREASE)/INCREASE IN CASH</b>	<b>14</b>		<b>(133)</b>		<b>409</b>

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

**BREWER STREET 2 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 2 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 27 Apr 09 to 30 Apr 10 £
Directors' remuneration	2,554	–
Auditor's remuneration		
- as auditor	2,000	2,500
Recharge of administration expenses	<u>(5,526)</u>	<u>(3,472)</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 2 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 27 Apr 09 to 30 Apr 10 £
Loss on ordinary activities before taxation	(234,643)	(8,062)
Loss on ordinary activities by rate of tax	(65,700)	(2,257)
Expenses not deductible for tax purposes	72	1,283
Tax losses utilised	(72)	-
Unrelieved tax losses	65,700	974
Total current tax	-	-

### 5. INVESTMENTS

#### Cost/Share of Net Assets

	Year to 30 Apr 11 £	Period from 27 Apr 09 to 30 Apr 10 £
<b>COST</b>		
Balance brought forward	114,440	-
Additions	3,268,448	114,440
Repayment of investment	(67,901)	-
Total amount invested	3,314,987	114,440
<b>MOVEMENT</b>		
Balance brought forward	(3,389)	-
Share of the partnership's results for the period	(124,472)	(3,389)
Drawings from associated partnership	(437,137)	-
Total movement	(564,998)	(3,389)
Balance carried forward	2,749,989	111,051

The investment represents the interest in Goldcrest Film Production LLP. At the year end, the Company had a 11% 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 2 PLC**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**YEAR ENDED 30 APRIL 2011**

**6. DEBTORS**

	2011 £	2010 £
Prepayments and accrued income	<u>8,026</u>	<u>3,472</u>

**7. CREDITORS: Amounts falling due within one year**

	2011 £	2010 £
Other creditors	2,831,311	—
Accruals and deferred income	<u>50,663</u>	<u>3,972</u>
	<u>2,881,974</u>	<u>3,972</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 30 Apr 11 £	Period from 27 Apr 09 to 30 Apr 10 £
Tax losses available	<u>(66,674)</u>	<u>(974)</u>

A potential deferred tax asset of £66,674 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

**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.

# BREWER STREET 2 PLC

## NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 APRIL 2011

### 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 resigned 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 £4,582) from the company for capital raising fees Goldcrest Investments Limited received fees of £109,754 (2010 Nil) from the company relating to loan arrangement fees Of this balance £41,853 was outstanding as at year end.

During the year Goldcrest Investments Limited advanced a loan of £3,268,452 to Brewer Street 2 Plc As at year end £2,831,310 of the balance was outstanding

Administration expenses are net of amounts of £972 (2010 £972) to be recharged to Goldcrest Film Production LLP and £4,554 (2010 £2,500) 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	£
119,022 Ordinary shares of £1 each	119,022	119,022	119,022	119,022

### 12. PROFIT AND LOSS ACCOUNT

	Year to 30 Apr 11 £	Period from 27 Apr 09 to 30 Apr 10 £
Balance brought forward	(8,062)	—
Loss for the financial year	(234,643)	(8,062)
Balance carried forward	(242,705)	(8,062)

**BREWER STREET 2 PLC**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**YEAR ENDED 30 APRIL 2011**

**13. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS**

	2011 £	2010 £
Loss for the financial year	(234,643)	(8,062)
New ordinary share capital subscribed	—	119,022
Net (reduction)/addition to shareholders' funds	(234,643)	110,960
Opening shareholders' funds	110,960	—
Closing shareholders' (deficit)/funds	<u>(123,683)</u>	<u>110,960</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 27 Apr 09 to 30 Apr 10 £
Operating loss	(110,173)	(4,674)
Increase in debtors	(4,554)	(3,472)
Increase in creditors	2,878,002	3,972
Share of loss of associated partnerships	(124,472)	(3,389)
Net cash inflow/(outflow) from operating activities	<u>2,638,803</u>	<u>(7,563)</u>

**RETURNS ON INVESTMENTS AND SERVICING OF FINANCE**

	Year to 30 Apr 11 £	Period from 27 Apr 09 to 30 Apr 10 £
Interest received	2	1
Net cash inflow from returns on investments and servicing of finance	<u>2</u>	<u>1</u>

**CAPITAL EXPENDITURE AND FINANCIAL INVESTMENT**

	Year to 30 Apr 11 £	Period from 27 Apr 09 to 30 Apr 10 £
Acquisition of fixed asset investments	(3,200,547)	(114,440)
Share of loss of associated partnerships	124,472	3,389
Drawings from associated partnerships	437,137	—
Net cash outflow for capital expenditure and financial investment	<u>(2,638,938)</u>	<u>(111,051)</u>



**BREWER STREET 2 PLC**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**YEAR ENDED 30 APRIL 2011**

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

**FINANCING**

	Year to 30 Apr 11 £	Period from 27 Apr 09 to 30 Apr 10 £
Issue of equity share capital	—	119,022
Net cash inflow from financing	<u>—</u>	<u>119,022</u>

**RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET FUNDS**

	2011 £	2010 £
(Decrease)/Increase in cash in the period	(133)	409
Movement in net funds in the period	<u>(133)</u>	<u>409</u>
Net funds at 1 May 2010	409	—
Net funds at 30 April 2011	<u>276</u>	<u>409</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	409	(133)	276
Net funds	<u>409</u>	<u>(133)</u>	<u>276</u>

**15. ULTIMATE PARENT COMPANY**

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