

CHERWELL FILMS LLP

ANNUAL REPORT AND FINANCIAL STATEMENTS

YEAR ENDED 5 APRIL 2012



Limited Liability Partnership Number OC307696

CHERWELL FILMS LLP

ANNUAL REPORT AND FINANCIAL STATEMENTS 2012

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CHERWELL FILMS LLP

MEMBERS' REPORT YEAR ENDED 5 APRIL 2012

The members present the annual report on the affairs of Cherwell Films LLP ("the Partnership"), together with the financial statements and auditor's report, for the year ended 5 April 2012

Principal activities

The Partnership was formed in order to develop commercial film opportunities through a combination of sale and leaseback transactions and film development projects

Business review and future outlook

During the year to 5 April 2012, one film was acquired and leased back to its producers under an operating lease. Details of this film are set out in Note 6 to the financial statements.

The Partnership will continue to consider opportunities to acquire film rights and other lease opportunities. Due to the phasing out of the film reliefs that supported sale and leaseback and the introduction of a new regime under which film production companies are entitled to claim tax credits, there will be fewer opportunities available.

The designated members serving during the year were Fleet Film Partners 1 Limited and Fleet Film Partners 2 Limited ("the Designated Members").

Going concern

After making enquiries, the members have a reasonable expectation that the Partnership has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

Overseas branches

There are no overseas branches of the Partnership.

CHERWELL FILMS LLP

MEMBERS' REPORT (CONTINUED) YEAR ENDED 5 APRIL 2012

Policy regarding members' drawings and capital

The Designated Members are not entitled to drawings. In accordance with the Members' Agreement, no ordinary member shall be entitled to make drawings on account of profits to which they are entitled, unless unanimously agreed by the ordinary members, or unless permitted under that Agreement. There were no transfers of members' capital to debt during the year.

Members' capital is subscribed in accordance with the current Members' Agreement, and retained by the Partnership until such time as the members agree to repay the capital.

The operating cash requirements of the Partnership shall be met out of the members' initial contributions. No member shall be required to make further funding available after their admission as a member.

Statement of members' responsibilities

Under the Members' Agreement, the Partnership is obliged to produce financial statements on an annual basis. The Designated Members are responsible for preparing the financial statements in accordance with applicable law and regulations.

The Limited Liability Partnerships (Accounts & Audit) (Application of Companies Act 2006) Regulations 2008 require the members to prepare financial statements for each financial year.

Under that law the members have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to give a true and fair view of the state of affairs of the Partnership and of the profit or loss for that year. In preparing these financial statements, the members are required to:

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- state whether applicable United Kingdom Accounting Standards have been followed, and
- prepare the financial statements on the going concern basis, unless it is inappropriate to presume that the Partnership will continue in business.

The members are responsible for keeping adequate accounting records that disclose with reasonable accuracy at any time

The members are responsible for the maintenance and integrity of the corporate and financial information included on the Partnership operator's website. The operator of the Partnership is Ingenious Media Investments Limited ("the Operator"). Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

These responsibilities are exercised by the Designated Members on behalf of the Partnership.

CHERWELL FILMS LLP

MEMBERS' REPORT (CONTINUED)
YEAR ENDED 5 APRIL 2012

Auditor

During the year, Shipleys LLP was appointed as the Partnership auditor

Disclosure of information to auditor

Each Designated Member at the date of approval of this report confirms that

- so far as each Designated Member is aware, there is no relevant audit information of which the Partnership's auditor is unaware, and
- each Designated Member has taken all the steps (such as making enquiries of other members and the auditors and any other steps required by the Designated Members' duty to exercise due care, skill and diligence) that they ought to have taken in their duty as Designated Member in order to make themselves aware of any relevant audit information and to establish that the Partnership's auditor is aware of that information

This confirmation is given and should be interpreted in accordance with the provisions of Section 418(2) of the Companies Act 2006, as applicable to limited liability partnerships

Approved by the Designated Members and signed on their behalf



Fleet Film Partners 1 Limited

Designated Member

Date 17 August 2012



Fleet Film Partners 2 Limited

Designated Member

Date 17 August 2012

Registered office
15 Golden Square
London
W1F 9JG

Limited Liability Partnership Number OC307696

CHERWELL FILMS LLP

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CHERWELL FILMS LLP

We have audited the financial statements of Cherwell Films LLP for the year ending 5 April 2012 which comprise the Profit and Loss Account, the Balance Sheet and the related Notes 1 to 9. 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 Partnership's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006, as applicable to limited liability partnerships. Our audit work has been undertaken so that we might state to the Partnership's members 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 Partnership and the Partnership's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of the members and auditor

As explained more fully in the Members' Responsibilities Statement, the members are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) 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 Partnership's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the members, 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 Partnership's affairs as at 5 April 2012 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, as applicable to limited liability partnerships.

Opinion on other matters prescribed by the Companies Act 2006 as modified by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008

In our opinion the information given in the Members' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

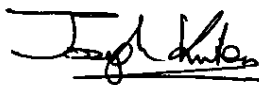
CHERWELL FILMS LLP

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CHERWELL FILMS LLP (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 as applicable to limited liability partnerships 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
- we have not received all the information and explanations we require for our audit



Joseph Kinton (Senior Statutory Auditor)

for and on behalf of Shipleys LLP

Chartered Accountants and Statutory Auditor

10 Orange Street, Haymarket, London WC2H 7DQ

Date 17 August 2012

CHERWELL FILMS LLP

**PROFIT AND LOSS ACCOUNT
YEAR ENDED 5 APRIL 2012**

	Notes	Year ended 5 April 2012 £	Year ended 5 April 2011 £
Turnover	1, 2	2,553,507	2,747,676
Operating expenses			
Agency fees		(3,983,225)	-
Audit fees and other professional fees	3	(3,650)	-
Depreciation		(400,521)	-
Sundry expenses		-	(30)
Bank charges		(156)	-
		<u>(4,387,552)</u>	<u>(30)</u>
OPERATING (LOSS)/PROFIT		<u>(1,834,045)</u>	<u>2,747,646</u>
(LOSS)/PROFIT FOR THE FINANCIAL YEAR BEFORE MEMBERS' REMUNERATION AND PROFIT SHARE		<u>(1,834,045)</u>	<u>2,747,646</u>
RETAINED (LOSS)/PROFIT FOR THE FINANCIAL YEAR AVAILABLE FOR DISCRETIONARY DIVISION AMONG MEMBERS	4	<u>(1,834,045)</u>	<u>2,747,646</u>

All results are derived from continuing operations

There are no recognised gains or losses during the financial year other than as stated in the Profit and Loss Account above, and accordingly no separate statement of total recognised gains and losses is presented

The Notes on pages 8 to 11 form an integral part of the financial statements

CHERWELL FILMS LLP

**BALANCE SHEET
AS AT 5 APRIL 2012**

		5 April 2012 £	5 April 2011 £
	Notes		
FIXED ASSETS			
Films acquired under operating leases	7	48,730,000	-
Less Accumulated depreciation	7	(400,521)	-
		<u>48,329,479</u>	<u>-</u>
CURRENT ASSETS			
Amounts falling due within one year:			
Net investment in film finance leases	6	7,365,481	6,683,835
Accrued finance lease income		2,093,658	2,256,112
Called up members' capital not paid		46,439,450	2
Cash at bank		3,971,891	150
Other debtors		208	-
		<u>59,870,688</u>	<u>8,940,099</u>
CREDITORS			
Amounts falling due within one year:			
Loans	8	(623,350)	(623,350)
Rentals received in advance		(3,755,518)	(3,862,400)
Accruals		(50,408,809)	-
Other creditors		(394)	-
		<u>(54,788,071)</u>	<u>(4,485,750)</u>
NET CURRENT ASSETS		<u>5,082,617</u>	<u>4,454,349</u>
ASSETS			
Amounts falling due after more than one year:			
Net investment in film finance leases	6	<u>77,126,921</u>	<u>84,492,401</u>
NET ASSETS		<u>130,539,017</u>	<u>88,946,750</u>
MEMBERS' INTERESTS			
Members' capital	4	175,621,786	122,902,561
Other reserves	4	(45,082,769)	(33,955,811)
TOTAL MEMBERS' INTERESTS	4	<u>130,539,017</u>	<u>88,946,750</u>

The Notes on pages 8 to 11 form an integral part of the financial statements

The financial statements were approved by the Designated Members and authorised for issue on 17 August 2012 and signed on their behalf by.



Fleet Film Partners 1 Limited
Designated Member



Fleet Film Partners 2 Limited
Designated Member

Limited Liability Partnership Number OC307696

**NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 5 APRIL 2012**

1. ACCOUNTING POLICIES

The Partnership was incorporated in England and Wales as a limited liability partnership under the Limited Liability Partnerships Act 2000

These financial statements are prepared under the historical cost convention, in accordance with applicable United Kingdom Accounting Standards in compliance with the Statement of Recommended Practice on Accounting for Limited Liability Partnerships. The particular accounting policies adopted, which have been applied consistently throughout the current and preceding year, are described below

Turnover

Turnover, excluding VAT, is recognised on the following basis

(i) Finance lease income

The recognition of finance lease income is calculated to reflect a constant periodic rate of return on the net cash investment in the lease

(ii) Operating lease income

Operating lease income is determined by the commercial success of the film and recognised when received

(iii) Participation in film net revenues

The Partnership's participation in film net revenues in excess of net investment in film finance leases, development and production expenditure, is recognised in turnover when notified by the relevant collection agent

The members do not consider any one part of the worldwide market to be significantly different from any other

Film finance leases

In accordance with SSAP 21 'Leases and Hire Purchase Contracts', the amount due from the lessee under finance leases is recorded in the Balance Sheet of the Partnership as a debtor at the amount of the net investment in the lease, less provision for any items such as bad and doubtful rentals receivable

Film operating leases

Assets leased under operating leases have been recorded as fixed assets and depreciated on a straight-line basis at 20% p a. Rental income is recognised when received

Going concern

Under the terms of its sale and leaseback agreements the Partnership has contracted revenues and cash flows for the next 9 years. The Partnership is in a net assets position. Accordingly, the members believe that the Partnership will be able to maintain positive cash flows for the foreseeable future. As a result the going concern basis of accounting has been adopted

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
YEAR ENDED 5 APRIL 2012

1. ACCOUNTING POLICIES (CONTINUED)

Cash flow statement

The financial statements do not include a cash flow statement as the Partnership is exempt from the requirement to prepare such a statement under Paragraph 5(g) Financial Reporting Standard 1 'Cash Flow Statements'

Taxation

No current or deferred taxation is provided on the losses attributable to the members as the liability for taxation falls on the individual members

2. TURNOVER

Finance lease turnover represents finance lease income calculated to reflect a consistent periodic rate of return on the net cash investment in the lease plus any participation in net film revenues receivable in excess of the net investment made. Operating lease turnover is derived from operating lease charges on a cash received basis

3. AUDIT FEES AND OTHER PROFESSIONAL FEES

The analysis of auditor's remuneration is as follows

	2012 £	2011 £
Fees payable to the Partnership's auditor for the audit of the Partnership's annual accounts	3,650	-
Total audit fees	3,650	-

4. RECONCILIATION OF MOVEMENTS IN MEMBERS' INTERESTS

	Members' Capital £	Other Reserves £	Total £	Loans and Other Amounts Due to Members £	Total Members' Interests £
Balance at 6 April 2011	122,902,561	(33,955,811)	88,946,750	-	88,946,750
Loss for the financial year available for discretionary division among members	-	(1,834,045)	(1,834,045)	-	(1,834,045)
Members' interests after loss for the year	122,902,561	(35,789,856)	87,112,705	-	87,112,705
Other division of loss	-	(9,292,913)	(9,292,913)	9,292,913	-
Capital introduced	52,719,225	-	52,719,225	-	52,719,225
Drawings	-	-	-	(9,292,913)	(9,292,913)
Balance at 5 April 2012	175,621,786	(45,082,769)	130,539,017	-	130,539,017

CHERWELL FILMS LLP

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
YEAR ENDED 5 APRIL 2012

5. INFORMATION RELATING TO MEMBERS

No member received any salaried remuneration from the Partnership during the year (2011 £Nil)

The average number of members in the year was 256 (2011 256) The average allocation of loss was therefore £7,164 (2011 £10,733 profit) and the largest allocation of loss to any single member was £156,443 (2011 £387,663 profit)

6. NET INVESTMENT IN FILM LEASES

Name of film	Gross Rentals £	Finance Charge £	2012 Net Investment £	2011 Net Investment £	2012 Films Acquired For Leasing £	2011 Films Acquired For Leasing £
Films purchased during the year.						
Prometheus	-	-	-	-	48,730,000	-
	-	-	-	-	48,730,000	-
Films purchased previously:						
Shaadi Ka Laddoo	2,102,742	(364,693)	1,738,049	1,738,049	-	-
Kingdom of Heaven	137,502,660	(29,361,724)	108,140,936	108,140,936	-	-
The Dark	8,352,036	(1,163,646)	7,188,390	7,188,390	-	-
Double Cross	1,679,428	(263,814)	1,415,614	1,415,614	-	-
	149,636,866	(31,153,877)	118,482,989	118,482,989	-	-
Rentals accrued previously	(45,561,675)	18,254,923	(27,306,752)	(21,280,525)	-	-
Rentals accrued to 5 April 2012	(9,237,342)	2,553,507	(6,683,835)	(6,026,228)	-	-
	<u>94,837,849</u>	<u>(10,345,447)</u>	<u>84,492,402</u>	<u>91,176,236</u>	<u>48,730,000</u>	<u>-</u>
Amounts falling due within one year			7,365,481	6,683,835		
Amounts falling due with two to five years			37,120,222	33,936,280		
Amounts falling due after more than five years			40,006,699	50,556,121		
			<u>84,492,402</u>	<u>91,176,236</u>		

CHERWELL FILMS LLP

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
YEAR ENDED 5 APRIL 2012

7. FIXED ASSETS

Films acquired for operating leases

	£
Cost at 6 April 2011	-
Film additions during the year	48,730,000
Cost at 5 April 2012:	<u>48,730,000</u>
Depreciation at 6 April 2011	-
Depreciation charged during the year	(400,521)
Accumulated depreciation at 5 April 2012.	<u>(400,521)</u>
Net Book Value at 5 April 2012:	<u>48,329,479</u>

8. LOANS

	2012 £	2011 £
Falling due within one year		
Ingenious Media Limited	623,350	623,350

Ingenious Media Limited has agreed to extend the original term of the loan. Interest does not accrue on the balance with regards to this extended period.

9. RELATED PARTY TRANSACTIONS

The Designated Members and the Operator (also a member of the Partnership) are all wholly-owned subsidiaries of Ingenious Media Limited, which is itself a wholly-owned subsidiary of Ingenious Media Holdings plc, the ultimate parent company of the Ingenious Media group.

An unsecured interest free loan from Ingenious Media Limited, repayable on demand, previously made to the Partnership, remained outstanding during the year. See Note 8.

There were no material transactions with any related parties in the year.