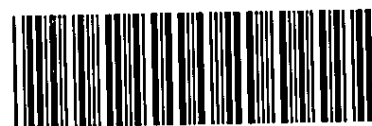


CHARTERHOUSE FILM PARTNERSHIP LLP
FINANCIAL STATEMENTS
5 APRIL 2007

FourM

Chartered Accountants
Stannergate House
41 Dundee Road West
Broughty Ferry
Dundee DD5 1NB

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COMPANIES HOUSE

CHARTERHOUSE FILM PARTNERSHIP LLP
FINANCIAL STATEMENTS
YEAR ENDED 5 APRIL 2007

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CHARTERHOUSE FILM PARTNERSHIP LLP
DESIGNATED MEMBERS AND ADVISORS

Designated members	Scotts Secretarial Services Limited Scotts Film Management Limited
Registered office	c/o Bird & Bird 15 Fetter Lane London EC4A 1JP
Auditor	FourM Chartered Accountants & Registered Auditors Stannergate House 41 Dundee Road West Broughty Ferry Dundee DD5 1NB
Bankers	Bank of Ireland 20 Berkeley Square London W1J 6LL
Solicitors	Bird & Bird 15 Fetter Lane London EC4A 1JP

CHARTERHOUSE FILM PARTNERSHIP LLP

THE REPORT OF THE MEMBERS

YEAR ENDED 5 APRIL 2007

The members present their report and the financial statements of the LLP for the year ended 5 April 2007

PRINCIPAL ACTIVITIES

The principal activity of the LLP is to acquire and exploit a portfolio of qualifying British Films (as defined in the Films Act 1985) The LLP commenced trading during the year

In the opinion of the members the state of the LLP's affairs at 5 April 2007 is satisfactory.

DESIGNATED MEMBERS

The following were Designated Members during the year

Scotts Secretarial Services Limited

Scotts Film Management Limited

MEMBERS' INTERESTS

Allocation to Members

Net income of the LLP shall be distributed to all Members pro rata and pari passu to their respective capital contributions

Subscription of Capital

Each member has contributed to the capital of the LLP Members may increase the amount of capital contribution if members so agree by members' consent. On retirement, the balance on a member's capital account is repaid

The Designated Members have not contributed, and shall not be required to contribute to the capital of the LLP

MEMBERS' RESPONSIBILITIES

The Limited Liability Partnerships ("LLP") Regulations 2001 made under the Limited Liability Partnerships Act 2000 require the members to prepare financial statements for each financial year, which give a true and fair view of the state of affairs of the LLP and of the profit or loss of the LLP for that period

In preparing those 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 accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the LLP will continue in business

The members are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the LLP and enable them to ensure that the financial statements comply with the Limited Liability Partnerships Regulations They are also responsible for safeguarding the assets of the LLP and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities

CHARTERHOUSE FILM PARTNERSHIP LLP

THE REPORT OF THE MEMBERS

YEAR ENDED 5 APRIL 2007

AUDITORS

FourM were appointed during the year and a resolution to reappoint FourM as auditors will be put to the members at the Annual General Meeting

SMALL COMPANY PROVISIONS

This report has been prepared in accordance with the special provisions for small companies under Part VII of the Companies Act, as applied to LLPs

Registered office
15 Fetter Lane
London
EC4A 1JP

Signed on behalf of the members

Scotts Secretarial Services Limited

Designated Member

Approved by the members on 30 January 2008

CHARTERHOUSE FILM PARTNERSHIP LLP
INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
CHARTERHOUSE FILM PARTNERSHIP LLP

YEAR ENDED 5 APRIL 2007

We have audited the financial statements of Charterhouse Film Partnership LLP for the year ended 5 April 2007 on pages 6 to 10, which have been prepared in accordance with the Financial Reporting Standard for Smaller Entities (effective January 2005) and on the basis of the accounting policies set out on page 8

This report is made solely to the LLP's members, as a body, in accordance with the Limited Liability Partnerships Regulations 2001 made under the Limited Liability Partnerships Act 2000. Our audit work has been undertaken so that we might state to the LLP'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 LLP and the LLP's members as a body, for our audit work, for this report, or for the opinions we have formed.

RESPECTIVE RESPONSIBILITIES OF MEMBERS AND AUDITOR

The members' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Members' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985 as modified by the Limited Liability Partnerships Regulations 2001 made under the Limited Liability Partnership Act 2000. We also report to you whether, in our opinion, the information given in the Members' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the LLP 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 members' remuneration and other transactions is not disclosed.

We read the Members' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

BASIS OF AUDIT OPINION

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the members in the preparation of the financial statements, and of whether the accounting policies are appropriate to the LLP's circumstances, consistently applied and adequately disclosed.

CHARTERHOUSE FILM PARTNERSHIP LLP
INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
CHARTERHOUSE FILM PARTNERSHIP LLP
YEAR ENDED 5 APRIL 2007

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 financial statements 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 financial statements.

OPINION

In our opinion

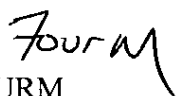
the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities, of the state of the LLP's affairs as at 5 April 2007 and of its loss for the year then ended,

the financial statements have been properly prepared in accordance with the Limited Liability Partnerships Regulations 2001 made under the Limited Liability Partnerships Act 2000, and

the information given in the Members' Report is consistent with the financial statements

Stannergate House
41 Dundee Road West
Broughty Ferry
Dundee DD5 1NB

30 January 2008


FOURM
Chartered Accountants
& Registered Auditors

CHARTERHOUSE FILM PARTNERSHIP LLP

PROFIT AND LOSS ACCOUNT

YEAR ENDED 5 APRIL 2007

	Note	2007 £	2006 £
TURNOVER	2	-	-
Administrative expenses		<u>2,498,295</u>	<u>-</u>
OPERATING LOSS	4	<u>(2,498,295)</u>	<u>-</u>
Interest receivable		<u>-</u>	<u>-</u>
LOSS FOR THE YEAR FOR DIVISION AMONG MEMBERS		<u>(2,498,295)</u>	<u>-</u>

CHARTERHOUSE FILM PARTNERSHIP LLP

BALANCE SHEET

5 APRIL 2007

	Note	2007 £	£	2006 £	£
CURRENT ASSETS					
Investments in finance leases					
Maturing within one year	5	103,433		-	
Maturing after one year	5	7,951,637		-	
		8,055,070		-	
Debtors	6	13,735,741		2	
Cash at bank		725,743		-	
		22,516,554		2	
CREDITORS: Amounts falling due within one year	7	11,961,819		2	
NET CURRENT ASSETS			10,554,735		-
TOTAL ASSETS LESS CURRENT LIABILITIES			10,554,735		-
MEMBERS' OTHER INTERESTS					
Members' capital	11	10,554,735		-	
TOTAL MEMBERS' INTERESTS					
Amounts due to other members	11		3,922		2
Members' other interests	11		10,554,735		-
Amounts due from members	11		(10,368,007)		(2)
			190,650		-

These financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 as modified by the Limited Liability Partnerships Regulations 2001 relating to small LLPs and with the Financial Reporting Standard for Smaller Entities (effective January 2005)

These financial statements were approved by the members on 30 January 2008 and are signed on their behalf by



For and on behalf of
Scotts Secretarial Services Limited
Designated Member



For and on behalf of
Scotts Film Management Limited
Designated Member

CHARTERHOUSE FILM PARTNERSHIP LLP

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 5 APRIL 2007

1. ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared under the historical cost convention, and in accordance with the Financial Reporting Standard for Smaller Entities (effective January 2005) and the requirements of the Statement of Recommended Practice "Accounting for Limited Liability Partnerships"

Finance Leases

The LLP acts as a lessor. Under these leases, the LLP retains legal title to the assets but passes substantially all of the risks and rewards of ownership to the lessee, in return for a rental stream.

The capital element of all future rental payments is recorded in the balance sheet as a debtor at the amount of net investment in the lease less provision for any items such as bad and doubtful rentals receivable.

Rentals received are apportioned between finance income, which is credited to the profit and loss account, and the capital element, which reduces the debtor.

Taxation

Taxation on all partnership profits is solely the personal liability of the individual members. Consequently neither taxation nor related deferred taxation arising in the partnership has been accounted for in these financial statements.

2. TURNOVER

Turnover represents finance income element of the rental stream, excluding VAT, allocated annually to give a constant periodic rate of return on the LLP's net cash investment in the lease in each financial year.

3. PARTICULARS OF MEMBERS

The average number of members during the period was 19, plus 2 designated members. No members received remuneration. The largest loss share attributable to a member for the period was £814,149.

4. OPERATING LOSS

Operating loss is stated after charging.

	2007 £	2006 £
Auditor's fees	-	-
Costs relating to the audit of the financial statements are borne by Scotts Film Management Limited, as per the film management services agreement.		

CHARTERHOUSE FILM PARTNERSHIP LLP

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 5 APRIL 2007

5. INVESTMENTS IN FINANCE LEASES

Minimum lease receivables due in year ending 5 April

	2007	2006
	£	£
Within one year	513,381	-
In two to five years	2,465,205	-
In more than five years	9,876,798	-
Total minimum future rentals	12,855,383	-
Finance charges allocated to future periods	(4,800,313)	-
	<u>8,055,070</u>	<u>-</u>

The minimum lease receivables maturing within one year are as follows

	2007	2006
	£	£
Gross receivables	513,381	-
Finance charges	(409,948)	-
	<u>103,433</u>	<u>-</u>

The original cost of assets leased out by the LLP amounted to £8,055,070

6. DEBTORS

	2007	2006
	£	£
VAT	1,409,637	-
Other debtors	1,958,097	-
Amounts due from members	10,368,007	2
	<u>13,735,741</u>	<u>2</u>

7. CREDITORS

	2007	2006
	£	£
Trade Creditors	9,464,707	-
Amounts due to members	3,922	2
Accruals	2,493,190	-
	<u>11,961,819</u>	<u>2</u>

8. RELATED PARTY TRANSACTIONS

In relation to the financial period, Scotts Film Management Limited charged the LLP £2,272,074 for project management services and Scotts Atlantic Media Tax charged the LLP £221,116 for project management services, both amounts are included in accruals

CHARTERHOUSE FILM PARTNERSHIP LLP

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 5 APRIL 2007

There were no other transactions with related parties other than the members Movements on the Members' capital and their other reserves are set out in the reconciliation of members' interests

9. CONTINGENT LIABILITIES

The performance, observance and discharge by the LLP of each of its obligations, under distribution agreements is secured via a charge over the Distribution Rights in the productions acquired and exploited by the LLP

The LLP has entered into deeds of assignment and charges over assets with Bank of Ireland The deeds relate to security for bank loans obtained by individual members to fund their capital subscription to the LLP

10. ULTIMATE CONTROLLING PARTY

In the opinion of the Designated Members, there is no ultimate controlling party

11. RECONCILIATION OF MEMBERS' INTERESTS

	Members' other interests			Loans and other debts due to members less any amounts due from members in debtors	Total Members' Interest
	Members' Capital	Other Reserves	Total		
	£	£	£	£	£
Amounts due to members					
Amounts due from members				2	
Balance at 6 April 2006	-	-	-	(2)	-
Profit/(loss) for the financial year available for discretionary division among members	-	(2,498,295)	(2,498,295)	-	-
Members' interests after profit/(loss) for the period	-	(2,498,295)	(2,498,295)	(2)	(2,498,297)
Other divisions of profit/losses	-	2,498,295	2,498,295	(2,498,295)	(2,498,295)
Introduced by members	10,554,735	-	10,554,735	(7,865,790)	2,688,945
Repayment of capital	-	-	-	-	-
Repayment of debt (including members' capital classified as a liability)	-	-	-	-	-
Drawings	-	-	-	-	-
Other movements	-	-	-	-	-
Amounts due to members				3,922	
Amounts due from members				(10,368,007)	
Balance at 5 April 2007	10,554,735	-	10,554,735	(10,364,085)	190,650

CHARTERHOUSE FILM PARTNERSHIP LLP
MANAGEMENT INFORMATION
YEAR ENDED 5 APRIL 2007

**The following pages do not form part of the statutory financial statements
which are the subject of the independent auditor's report on pages 4 to 5**

CHARTERHOUSE FILM PARTNERSHIP LLP

DETAILED PROFIT AND LOSS ACCOUNT

YEAR ENDED 5 APRIL 2007

	2007 £	2006 £
TURNOVER	-	-
OVERHEADS		
Administrative expenses	2,498,295	-
OPERATING LOSS	(2,498,295)	-
Bank interest receivable	-	-
LOSS FOR THE YEAR AVAILABLE FOR DIVISION AMONG MEMBERS	<u>(2,498,295)</u>	<u>-</u>

CHARTERHOUSE FILM PARTNERSHIP LLP

DETAILED PROFIT AND LOSS ACCOUNT

YEAR ENDED 5 APRIL 2007

	2007	2006
	£	£
ADMINISTRATIVE EXPENSES	-	-
General Expenses		
Project management charges and other fees	2,493,190	-
Legal fees	5,000	-
Bank charges	105	-
	<u>2,498,295</u>	<u>-</u>

CHARTERHOUSE FILM PARTNERSHIP LLP**MEMBERS' CAPITAL ACCOUNTS****YEAR ENDED 5 APRIL 2007**

No.	Member's name		LLP share	Opening Capital £	Share of Loss £	Closing Capital £
1	David	Barrie	1 96%	206,376	(48,849)	157,527
2	Charles	Bourbonnais	0 90%	94,654	(22,404)	72,249
3	Poul	Broberg	1 96%	206,376	(48,849)	157,527
4	Julian	Brynteson	8 38%	884,467	(209,353)	675,115
5	Alistair	Dixon	7 26%	766,538	(181,439)	585,100
6	Christopher	Duffy	1 86%	196,548	(46,523)	150,026
7	Ian	Fisher	2 42%	255,513	(60,480)	195,033
8	Ivan	Fitzherbert	1 86%	196,548	(46,523)	150,026
9	Colin	Grassie	32 59%	3,439,595	(814,149)	2,625,447
10	William J	Handley	2 09%	221,117	(52,338)	168,779
11	Andrew	Harman	1 86%	196,548	(46,523)	150,026
12	Michael	King	0 93%	98,274	(23,261)	75,013
13	John	King	0.93%	98,274	(23,261)	75,013
14	Edward	New	1 23%	129,722	(30,705)	99,017
15	Bruce	Rayner	2 73%	287,943	(68,156)	219,787
16	Robert	Robert	2 09%	221,117	(52,338)	168,779
17	Mark	Sandwith	4 94%	521,617	(123,466)	398,150
18	Manish	Suchak	0 73%	76,654	(18,144)	58,510
19	Mark	Wallace	23 28%	2,456,854	(581,535)	1,875,319
			100 00%	10,554,735	(2,498,295)	8,056,440
