

CAIRO FILM PARTNER 1 LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS

5 APRIL 2014

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COMPANIES HOUSE

Company Registration Number:
04617543 (England and Wales)

CAIRO FILM PARTNER 1 LIMITED

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CAIRO FILM PARTNER 1 LIMITED

DIRECTORS' REPORT

5 APRIL 2014

The directors present the Annual Report and Financial Statements of Cairo Film Partner 1 Limited ("the Company") for the year ended 5 April 2014.

Principal activity

The principal activity of the Company continues to be to trade as a partner in Cairo Film Partners ("the Partnership"), a partnership formed to pursue commercial film opportunities through a combination of sale and leaseback transactions and film development projects.

The Company is a wholly-owned subsidiary of Ingenious Media Limited, which is a wholly-owned subsidiary within the Ingenious Media Holdings plc group ("the Group"). The Group manages its operations on a divisional basis. For this reason, the Company's directors believe that further key performance indicators for the Company are not necessary or appropriate for an understanding of its development, performance or position.

Going concern

The directors have a reasonable expectation that the Company will continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the Annual Report and Financial Statements.

Further details regarding the adoption of the going concern basis can be found in the Statement of Accounting Policies.

Principal risks and uncertainties

The key business risks faced by the Company can be affected by a number of factors some of which may result from matters beyond the Company's control, such as conditions in the domestic and global financial markets and the wider economy. The financial risk and operational management policies are determined for the Group as a whole and are discussed in the Group's Annual Report and Financial Statements.

Results and dividends

The results for the year are set out on page 6.

The directors do not propose to pay a final dividend (year ended 5 April 2013: £nil).

No interim dividends were paid during the year (year ended 5 April 2013: £nil).

Future developments

The Company intends to continue to undertake its principal activity.

DIRECTORS' REPORT (CONTINUED)
5 APRIL 2014

Directors

The directors in office during the year and subsequently were as follows:

J L Boyton	
M T Bugden	
J H M Clayton	Resigned 19 September 2014
N A Forster	
D M Reid	
S J Speight	

Provision of insurance to directors

All directors were covered by Directors and Officers liability insurance throughout the year under review and this will continue to remain in force.

Creditors payment policy

The Company does not follow any specific 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.

Statement of directors' responsibilities

The directors are responsible for preparing the Annual Report and Financial Statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial period. 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 these 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 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 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.

DIRECTORS' REPORT (CONTINUED)
5 APRIL 2014

Auditor

Each of the persons who is a director at the date of approval of this report confirms that so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware and the director has taken all the 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.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

In the absence of a notice proposing that the appointment be terminated, the auditor, Shipleys LLP, will be deemed to be re-appointed in accordance with section 487 of the Companies Act 2006.

This Directors' Report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption. The Company has taken advantage of the exemption for the requirement to disclose an enhanced business review and to prepare a strategic report in accordance with section 414B of the Companies Act 2006.

This report was approved and signed on behalf of the board of directors by:



S J Cruickshank

Company Secretary

Date: 12/12/2014

Registered office:
15 Golden Square
London
W1F 9JG

Company Registration Number: 04617543 (England and Wales)

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CAIRO FILM PARTNER 1 LIMITED

We have audited the financial statements of Cairo Film Partner 1 Limited for the year ended 5 April 2014 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 14. 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 members, 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 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 auditors

As explained more fully in the statement of directors' responsibilities, 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 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 the 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 Company's affairs as at 5 April 2014 and of its results 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.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CAIRO FILM PARTNER 1 LIMITED
(CONTINUED)**

Opinion on other matter 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.

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 take advantage of the small companies exemption in preparing the Directors' Report.



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: 12/12/14

CAIRO FILM PARTNER 1 LIMITED

PROFIT AND LOSS ACCOUNT YEAR ENDED 5 APRIL 2014

	Notes	Year ended 5 April 2014 £	Year ended 5 April 2013 £
Share of loss of associated partnership	4	(3,037,150)	(3,037,150)
Loss on ordinary activities before taxation		(3,037,150)	(3,037,150)
Taxation	3	-	-
Loss for the financial year	11	(3,037,150)	(3,037,150)

The accounting policies and notes to the financial statements on pages 8 to 12 form an integral part of the financial statements.

All of the Company's losses were derived from continuing operations during the current and prior year.

The Company has no recognised gains and losses other than those shown above and therefore no separate Statement of Total Recognised Gains and Losses has been presented.

CAIRO FILM PARTNER 1 LIMITED

BALANCE SHEET
AS AT 5 APRIL 2014

	Notes	5 April 2014 £	5 April 2013 £
Fixed assets			
Investments	4	-	992,969
Current assets			
Amounts owed by group undertakings	5	3	3
Creditors: amounts falling due within one year			
Other creditors	6	(1)	(1)
Net current assets		<u>2</u>	<u>2</u>
Creditors: amounts falling due after one year			
Amounts owed to group undertakings	7	(14,386,574)	(14,386,574)
Provision for liabilities	8	<u>(2,044,181)</u>	<u>(13,393,603)</u>
Net liabilities		<u>(16,430,753)</u>	<u>(13,393,603)</u>
Capital and reserves			
Called up share capital	9	3	3
Profit and loss account	11	<u>(16,430,756)</u>	<u>(13,393,606)</u>
Shareholder's deficit	10	<u>(16,430,753)</u>	<u>(13,393,603)</u>

The accounting policies and notes to the financial statements on pages 8 to 12 form an integral part of the financial statements.

The financial statements were approved by the board of directors and authorised for issue on 12/12/14

They were signed on behalf of the board of directors by:



M T Bugden
Director

Company Registration Number: 04617543 (England and Wales)

STATEMENT OF ACCOUNTING POLICIES
5 APRIL 2014

The principal accounting policies are summarised below. They have been applied consistently throughout the current and the preceding year.

Basis of accounting

The Annual Report and Financial Statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom Accounting Standards.

Going concern

The Company's business activities, together with the factors likely to affect its future development, performance and position have been reviewed by the directors. As part of the Group, the directors believe that the Company is well placed to manage its business risks successfully despite the current uncertain economic outlook.

The amounts owed to group undertakings take the form of a loan granted and the terms of this loan mean that it is only repayable to the extent that funds are received from the investments by the Company. The directors have a reasonable expectation that the Company will continue in operational existence for the foreseeable future, and accordingly, they continue to adopt the going concern basis in preparing the Annual Report and Financial Statements which they feel is wholly appropriate.

Cash flow

The financial statements 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 (Revised) 'Cash Flow Statements'.

Fixed asset investments

Interests in partnerships

Fixed asset investments in the Partnership represent the Company's share of the Partnership's net assets at year end.

NOTES TO THE FINANCIAL STATEMENTS

5 APRIL 2014

1. Staff costs

The Company incurred no staff costs nor paid any remuneration to its directors during the year (year ended 5 April 2013: £nil).

The emoluments of the directors were paid and borne by other Group undertakings and none of their remuneration was specifically attributable to their services to the Company.

2. Auditor's remuneration

The remuneration of the Company's auditor, Shipleys LLP, of £900 (year ended 5 April 2013: £1,000) for audit services has been borne by the parent company, Ingenious Media Limited.

3. Taxation

	5 April 2014 £	5 April 2013 £
UK corporation tax at 23% for the period from 6 April 2013 to 31 March 2014 and 21% for the period from 1 April 2014 to 5 April 2014 (period from 6 April 2012 to 31 March 2013: 24%; period from 1 April 2013 to 5 April 2013: 23%) based on the adjusted results for the year.	-	-
Factors affecting tax charge for the year:	5 April 2014 £	5 April 2013 £
Loss on ordinary activities before taxation	(3,037,150)	(3,037,150)
UK corporation tax at 23% for the period from 6 April 2013 to 31 March 2014 and 21% for the period from 1 April 2014 to 5 April 2014 (period from 6 April 2012 to 31 March 2013: 24%; period from 1 April 2013 to 5 April 2013: 23%) based on the adjusted results for the year.	(697,712)	(728,500)
Effects of:		
Adjustments resulting from investment in film partnerships	697,712	728,500
Current tax charge	-	-

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
5 APRIL 2014

3. Taxation (Continued)

The UK Government announced in March 2013 that it intended to reduce the main rate of UK corporation tax from 23% to 21% for the financial year commencing 1 April 2014 and to 20% for the financial year commencing 1 April 2015. The Finance Act 2013, which was enacted on 17 July 2013, includes provisions to reduce the rate to 21% and 20% with effect from 1 April 2014 and 1 April 2015 respectively. Accordingly, (where recognised) deferred tax balances have been revalued to 20% in these accounts.

4. Fixed asset investments

	5 April 2014 £	5 April 2013 £
Balance brought forward	992,969	4,030,119
Movement during the year:		
Share of Partnership loss	(992,969)	(3,037,150)
Balance carried forward	-	992,969

The investment represents an interest in the Partnership which has net assets at 5 April 2014 of £13,905,291 (year ended 5 April 2013: £18,805,093) and a loss for the year then ended of £2,963,882 (year ended 5 April 2013: £2,928,567).

The principal place of business for the Partnership is 15 Golden Square, London W1F 9JG. Further information in relation to this investment can be found in note 13.

5. Debtors

	5 April 2014 £	5 April 2013 £
Amounts owed by group undertakings	3	3

6. Creditors: amounts falling due within one year

	5 April 2014 £	5 April 2013 £
Other creditors	1	1

7. Creditors: amounts falling due after one year

	5 April 2014 £	5 April 2013 £
Amounts owed to group undertakings	14,386,574	14,386,574

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

5 APRIL 2014

8. Provision for liabilities

	5 April 2014 £	5 April 2013 £
Balance brought forward	-	-
Provision made during the year	2,044,181	-
Balance carried forward	2,044,181	-

The provision represents the share of net loss in the associated Partnership at 5 April 2014 after the investment has been fully impaired (see note 4 above).

9. Called up share capital

	Allotted and called up 5 April 2014		5 April 2013	
	£	No	£	No
Ordinary share of £1	3	3	3	3

10. Reconciliation of movements in shareholder's deficit

	5 April 2014 £	5 April 2013 £
Shareholder's deficit brought forward	13,393,603	10,356,453
Loss for the financial year after taxation	3,037,150	3,037,150
Shareholder's deficit carried forward	16,430,753	13,393,603

11. Statement of movements on Profit and Loss Account

	5 April 2014 £	5 April 2013 £
Balance of losses brought forward	13,393,603	10,356,453
Loss for the financial year	3,037,150	3,037,150
Balance of losses carried forward	16,430,756	13,393,603

12. Related party transactions

The financial statements do not include disclosure of transactions between the Company and entities that are wholly-owned within the Group. This is because as a wholly-owned subsidiary, it is exempt from the requirement to disclose such transactions, under Financial Reporting Standard 8 'Related Party Disclosures'.

Ingenious Media Investments Limited, a fellow subsidiary wholly-owned by Ingenious Media Limited, acts as the operator to the Partnership.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
5 APRIL 2014

13. Additional information on associated undertakings

During the year the Company had an interest in the following associate:

Associated Undertaking	Activity	Class	%
Cairo Film Partners	Film development and exploitation	Corporate member	34.97

The net carrying value of the interest in the Partnership is a net liability of £2,044,181 (year ended 5 April 2013: £992,969). The Partnership's loss for the year ended 5 April 2014 was net assets of £3,001,804, (year ended 5 April 2013: £2,963,882 loss) resulting in a net asset position of £8,870,772 (year ended 5 April 2013: £13,905,291) at that date.

Under the terms of the members' agreement of the Partnership, the Company is entitled to receive a 95% share of all profits/losses associated with its additional investment in 2008/09.

14. Controlling party

During the year ended 5 April 2014 the Company was a wholly-owned subsidiary of Ingenious Media Limited, a company registered in England and Wales. Ingenious Media Limited is a wholly-owned subsidiary within the Group. Ingenious Media Holdings plc is the only parent undertaking for which group accounts are prepared.

The consolidated financial statements of Ingenious Media Holdings plc can be obtained from Companies House, Crown Way, Maindy, Cardiff, CF14 3UZ.

The controlling shareholder of Ingenious Media Holdings plc is P A McKenna.