

Calder Films LLP

Report and Financial Statements

Year Ended 5th April 2009



Limited Liability Partnership Number OC326421

Calder Films LLP

REPORT AND FINANCIAL STATEMENTS 2009

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Calder Films LLP

MEMBERS' REPORT

Year Ended 5th April 2009

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.

There have been no significant changes during the year.

Review of the Year

The Designated Members serving during the year were Fleet Film Partners 1 Limited and Fleet Film Partners 2 Limited.

During the year to 5th April 2009, the Partnership did not acquire any further films for sale and leaseback purposes. Details of the films previously acquired are outlined in note 7.

The Partnership has continued to look for opportunities both within film sale and leaseback and film development.

Future Developments

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 the new regime under which film production companies will be entitled to claim tax credits, there will be fewer opportunities available.

Calder Films LLP

MEMBERS' REPORT (CONTINUED)

Year Ended 5th April 2009

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 Partnership Regulations 2001 made under the Limited Liability Partnership Act 2000 require the members to prepare financial statements for each 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 period. 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 Designated Members are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Partnership and enable them to ensure that the financial statements comply with the Companies Act 1985, as applicable to limited liability partnerships. They are also responsible for safeguarding the assets of the Partnership and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The members are responsible for the maintenance and integrity of the corporate and financial information included in the Partnership Operator's website. Legislation in the United Kingdom governing the preparation and dissemination of the financial statements may differ from legislation in other jurisdictions.

These responsibilities are exercised by the Partnership Operator on behalf of the members.

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MEMBERS' REPORT (CONTINUED)

Year Ended 5th April 2009

Policy Regarding Members' Drawings and Capital

Designated Members are not entitled to drawings. In accordance with the Members' Agreement, no Ordinary Member shall be entitled to make any 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 that capital. The operating cash requirements of the Partnership shall be met out of the members' initial contributions. No member shall be required to make any further funding available after his admission as a member.

This report was approved by the Designated Members and signed on their behalf on 1 July 2009.



Fleet Film Partners 1 Limited
Designated Member



Fleet Film Partners 2 Limited
Designated Member

Calder Films LLP

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CALDER FILMS LLP

We have audited the financial statements of Calder Films LLP for the year ended 5th April 2009 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 7. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the LLP's members, as a body, in accordance with Section 235 of the Companies Act 1985, as applicable to limited liability partnerships. 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 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 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 the members and auditors

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 applicable to limited liability partnerships. We also report to you if, in our opinion, the LLP has not kept proper accounting records, or if we have not received all the information and explanations we require for our audit.

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

Calder Films LLP

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CALDER FILMS LLP (CONTINUED)

Basis of audit opinion (continued)

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, of the state of the LLP's affairs as at 5th April 2009 and of its profit for the year then ended; and
- the financial statements have been properly prepared in accordance with the Companies Act 1985, as applicable to limited liability partnerships.



Deloitte LLP

Chartered Accountants and Registered Auditors
London, United Kingdom

Date 8 July 2009

Calder Films LLP

PROFIT AND LOSS ACCOUNT Year Ended 5th April 2009

	Notes	2009 £	2008 £
Turnover	1, 2	79,125	2,170
Operating expenses:			
Agency fees		-	(133,291)
Audit fees and other professional fees	3	(3,250)	(4,900)
Sundry expenses		(30)	-
Bank charges		-	(153)
		<u>(3,280)</u>	<u>(138,344)</u>
OPERATING PROFIT / (LOSS)		<u>75,845</u>	<u>(136,174)</u>
Interest receivable and similar income	4	<u>1,282</u>	<u>165</u>
PROFIT / (LOSS) FOR THE YEAR BEFORE MEMBERS' REMUNERATION AND PROFIT SHARE		<u>77,127</u>	<u>(136,009)</u>
RETAINED PROFIT / (LOSS) FOR THE YEAR AVAILABLE FOR DISCRETIONARY DIVISION AMONG MEMBERS	5	<u>77,127</u>	<u>(136,009)</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.

Calder Films LLP

BALANCE SHEET

As at 5th April 2009

	Notes	2009 £	2008 £
CURRENT ASSETS			
Amounts falling due within one year:			
Net investment in film finance leases	7	96,372	85,365
Accrued finance lease income		2,094	2,170
Called up Members' capital not paid		2	2
Cash at bank		31,099	135,609
		<u>129,567</u>	<u>223,146</u>
Amounts falling due after more than one year:			
Net investment in film finance leases	7	<u>2,651,915</u>	<u>2,748,287</u>
		<u>2,781,482</u>	<u>2,971,433</u>
CREDITORS			
Amounts falling due within one year:			
Sundry creditors		(20)	(20)
VAT payable		-	(100,682)
Rentals received in advance		(169,847)	(161,934)
Accruals		<u>(3,362)</u>	<u>(5,049)</u>
		<u>(173,229)</u>	<u>(267,685)</u>
NET ASSETS		<u>2,608,253</u>	<u>2,703,748</u>
MEMBERS' INTERESTS			
Members' capital	5	3,008,428	3,008,428
Other reserves	5	<u>(400,175)</u>	<u>(304,680)</u>
TOTAL MEMBERS' INTERESTS	5	<u>2,608,253</u>	<u>2,703,748</u>

The financial statements were approved by the Designated Members and signed on their behalf on 1 July 2009.

Fleet Film Partners 1 Limited
Designated Member

Fleet Film Partners 2 Limited
Designated Member

Calder Films LLP

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 5th April 2009

1. ACCOUNTING POLICIES

The Partnership is incorporated in Great Britain as a Limited Liability Partnership under the Limited Liability Partnership 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 period, 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) 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.

Under the terms of its sale and leaseback agreements the Partnership has contracted revenues and cash flows for the next 14 years. 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.

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'.

Calder Films LLP

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 5th April 2009

1. ACCOUNTING POLICIES

Taxation

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

2. TURNOVER

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.

3. AUDIT FEES AND OTHER PROFESSIONAL FEES

Fees payable to the Partnership's auditors and its associates for the audit of the Partnership's annual accounts: £2,700 (2008 - £4,350).

Fees payable to the Partnership's auditors and its associates for tax services: £550 (2008 - £550).

4. INTEREST RECEIVABLE AND SIMILAR INCOME

	2009 £	2008 £
Bank interest received	<u>1,282</u>	<u>165</u>

5. RECONCILIATION OF MOVEMENTS IN MEMBERS' OTHER INTERESTS

	Members' Capital £	Other Reserves £	Total £	Loans and Other Amounts Due to Members £	Total Members' Interests £
Balance at 6th April 2008	3,008,428	(304,680)	2,703,748	-	2,703,748
Profit for the financial year available for discretionary division among Members	-	77,127	77,127	-	77,127
Members' interests after profit for the year	<u>3,008,428</u>	<u>(227,553)</u>	<u>2,780,875</u>	-	<u>2,780,875</u>
Other division of profits	-	(172,622)	(172,622)	172,622	-
Drawings	<u>-</u>	<u>-</u>	<u>-</u>	<u>(172,622)</u>	<u>(172,622)</u>
Balance at 5th April 2009	<u>3,008,428</u>	<u>(400,175)</u>	<u>2,608,253</u>	<u>-</u>	<u>2,608,253</u>

Calder Films LLP

NOTES TO THE FINANCIAL STATEMENTS Year Ended 5th April 2009

6. INFORMATION RELATING TO MEMBERS

No member received any salaried remuneration from the Partnership during the year.

The average number of members in the year was 5 (2008 - 2). The average allocation of profit was therefore £15,425 (2008 - £68,004) and the largest allocation of profit to any single member was £69,636 (2008 - £122,799).

7. NET INVESTMENT IN FILM FINANCE LEASES

Name of film	Gross Rentals £	Finance Charge £	2009 Net Investment £	2008 Net Investment £
Films purchased previously:				
Eichmann	3,544,601	(708,619)	2,835,982	2,835,982
	<u>3,544,601</u>	<u>(708,619)</u>	<u>2,835,982</u>	<u>2,835,982</u>
Rental accrued previously	(4,500)	2,170	(2,330)	-
Rental accrued to 5th April 2009	<u>(164,490)</u>	<u>79,125</u>	<u>(85,365)</u>	<u>(2,330)</u>
	<u>3,375,611</u>	<u>(627,324)</u>	<u>2,748,287</u>	<u>2,833,652</u>
Amounts falling due within one year			96,372	85,365
Amounts falling due after more than one year *			2,651,915	2,748,287
			<u>2,748,287</u>	<u>2,833,652</u>

* (of this, £8,194 (2008 - £8,194)
falls due after more than five years)