DIRECTORS' REPORT AND ACCOUNTS

FOR THE YEAR ENDED 30TH SEPTEMBER 2002

Company Number 1849885

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LACOME & CO.
Chartered Accountants and Registered Auditors

116 Totteridge Lane Totteridge London N20 8JH

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REPORT OF THE DIRECTORS

The Directors present their report with the audited financial statements of the Company for the year ended 30th September 2002.

PRINCIPAL ACTIVITY

The Company continued its activity of arranging and supporting events to publicise cinema and promote cinema-going in the UK, with an emphasis on increasing frequency of visits and reaching new young cinema-goers.

The Company's sponsorship/promotion Agreement with a major Bank expired in the year 1999/2000. No further income was received in 2001/2002.

During the year three 'Cinema Days' festivals for regional press, radio and on-line journalists were organised in Didsbury, Milton Keynes and Newcastle, comprising preview screenings and press conferences with associated talent. A website (www.cinemadays.com) was established in the previous year, giving advance programme information to journalists and links to many other film/cinema industry websites.

DIRECTORS

The Directors in office during the year were as follows, none of whom held any beneficial interests in the ordinary share capital and no beneficial interest was held by any Director in the previous year:

Mrs. D. Chalet
Mr. P. Dobson
Mrs. M.B. Kirchner (resigned 12th December 2001)
Mr. I. George (appointed 15th December 2001)
Mr. A.F. Pierce
Mr. J. Wilkinson

Messrs. J. Wilkinson, P. Dobson, A.F. Pierce, and Mrs. D. Chalet each held 1 share non-beneficially.

FIXED ASSETS

No fixed assets were acquired or disposed of during the year.

DIVIDEND

The Directors do not recommend the payment of a dividend.

REPORT OF THE DIRECTORS (CONTINUED)

DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Directors are required by law to prepare financial statements which give a true and fair view of the state of affairs of the Company as at the end of the financial year. They are also responsible for ensuring that proper and adequate accounting records have been maintained, and that reasonable procedures have been followed for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities. Appropriate accounting policies, which comply with accounting standards and generally accepted accounting practice and are explained in notes on the Financial Statements, have been applied consistently. In addition, reasonable and prudent judgements and estimates have been used in the preparation of the financial statements.

AUDITORS

Lacome & Co. will be proposed for re-appointment at the Annual General Meeting in accordance with S.384 (1) of the Companies Act 1985.

By Order of the Board

M. Batey

Secretary

22nd November 2002

REPORT OF THE AUDITORS

TO THE MEMBERS OF BRITISH FILM FESTIVAL LIMITED

We have audited the financial statements on pages 4 to 8 which have been prepared under the historical cost convention and on the basis of the accounting policies set out on pages 7 to 8.

Respective Responsibilities of the Directors and Auditors

As described on page 2, the Company's Directors are responsible for the preparation of the financial statements. It is our responsibility to form an independent opinion, based on our audit, on those financial statements and to report our opinion to you.

Basis of Opinion

We conducted our audit in accordance with Auditing Standards 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 Director in the preparation of the financial statements and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we consider necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from 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 of the state of affairs of the Company at 30th September 2002 and of its deficit for the year then ended and have been properly prepared in accordance with the Companies act 1985.

Lacome & Co.
Chartered Accountants & Registered Auditors

29th November 2002

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INCOME AND EXPENDITURE ACCOUNT

FOR THE YEAR ENDED 30TH SEPTEMBER 2002

	<u>Notes</u>	2002 £	2001 £
INCOME	2.	103200	101002
Administrative Expenses		348066	875705
DEFICIT on Ordinary Activities before Taxation	3.	(244866)	(774703)
Interest Received		7293	48502
		(237573)	(726201)
TAXATION	4.	-	248
DEFICIT on Ordinary Activities after Taxation		(237573)	(725953)
RESERVES at 1st October 2001		499782	1225735
RESERVES at 30th September 2002		£262209	£499782
		=======	====

CONTINUING OPERATIONS

None of the Company's activities were acquired or discontinued during the current and previous years.

TOTAL RECOGNISED GAINS AND LOSSES

The Company has no other recognised gains or losses.

The notes on pages 7 and 8 form part of these financial statements

BALANCE SHEET AT 30TH SEPTEMBER 2002

		2002	<u>2001</u>
	Notes	£	£
CURRENT ASSETS			
Debtors	5.	16233	98125
Cash at Bank		250980	406661
		267213	504786
CREDITORS			
Amounts falling due within one year	6.	5000	5000
TOTAL ASSETS LESS CURRENT LIA	BILITIES	£262213	£499786 =====
SHARE CAPITAL AND RESERVES			
Called Up Share Capital	7.	4	4
Income and Expenditure Account		262209	499782
SHAREHOLDERS FUNDS		£262213	£499786

Approved by the Board of Directors on 22nd November 2002

John Whise	Director
J. Wilkinson	
Purin	Director
P. Dobson	

The notes on pages 7 and 8 form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30TH SEPTEMBER 2002

1. ACCOUNTING POLICIES

a) Basis of Accounting

The financial statements have been prepared under the historical cost convention.

b) Income

Only income relating to the Film Festivals held during the year has been brought into these financial statements.

2. INCOME

The income is attributable to fees charged to companies participating in the Film Festivals and Sponsorship Fees received, excluding Value Added Tax.

The Company's income is analysed as follows:-

	<u>2002</u> £	<u>2001</u> £
Participation Fees for Film Festivals	£103200	£101002
	=====	*****

3. DEFICIT

The operating deficit is stated after charging:

	£	£
Auditors' Remuneration		
- Audit and Accountancy Fees - Other Services	£4000 £5200	£4000 £5200
	=====	====

4.TAXATION

The Company will not be liable to UK Corporation Tax in view of the deficit for the year and deficits brought forward.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30TH SEPTEMBER 2002 (CONTINUED)

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	<u>2002</u> £	<u>2001</u> £
Trade Debtors	8667	13426
Other Debtors	7566	84699
	£16233	£98125
	====	2=2=2

6. CREDITORS: Amounts falling due within one year

	=====	=====
Accruals	£5000	£5000
	τ.	L

7. CALLED UP SHARE CAPITAL

Authorised	£	£
1000 Ordinary Shares of £1 each	£1000	£1000
Allotted, Issued and Fully Paid		
4 Ordinary Shares of £1 each	£4	£4

8. RELATED PARTY TRANSACTIONS

During the year, the Company made contributions of £206203 to Film Education, which is incorporated in the United Kingdom, and of which two of the Directors of British Film Festival Limited are also Directors of this Company.