

NON-BINDING CONVENIENCE TRANSLATION

Annual Financial Statements as of  
December 31, 2009 and Management Report

GWFF Gesellschaft zur Wahrnehmung von Film-  
und Fernsehrechten mbH, Munich

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## Balance Sheet as of December 31, 2009

### Assets

	31 Dec 2009		31 Dec 2008	
	EUR	EUR	EUR	EUR
<b>A. Fixed assets</b>				
<b>I. Intangible assets</b>				
Software		161.273,62		160.497,76
<b>II. Tangible assets</b>				
1. Leasehold improvements	1.078,00		1.509,00	
2. Office equipment	16.158,00	17.236,00	22.352,00	23.861,00
<b>III. Financial assets</b>				
Shares in affiliated companies		893.124,12		893.124,12
		1.071.633,74		1.077.482,88
<b>B. Current assets</b>				
<b>I. Accounts receivable and other assets</b>				
1. Accounts receivable	191.471,05		838.563,28	
2. Other assets	539.166,19	730.637,24	1.455.991,89	2.294.555,17
<b>II. Cash on hand and cash in banks</b>		75.911.176,94		93.719.324,92
		76.641.814,18		96.013.880,09
<b>C. Deferred charges</b>		20.500,77		9.592,18
		77.733.948,69		97.100.955,15

### Liabilities and Shareholders' Equity

	31 Dec 2009		31 Dec 2008	
	EUR	EUR	EUR	EUR
<b>A. Shareholders' equity</b>				
Capital subscribed		102.258,38		102.258,38
<b>B. Contributions already made on account of the resolved capital increase</b>		593,29		593,29
<b>B. Reserves and accrued liabilities</b>				
1. Pension reserves		80.213,00		73.963,00
2. Reserves for rightholders		74.072.784,74		92.359.470,47
3. Other accrued liabilities		71.750,00		72.600,00
		74.224.747,74		92.506.033,47
<b>C. Liabilities</b>				
1. Accounts payable		3.328.625,00		4.432.593,21
2. Accounts payable due to affiliated companies		47.105,60		2.415,91
3. Other liabilities		30.618,68		57.060,89
		3.406.349,28		4.492.070,01
		77.733.948,69		97.100.955,15

## Profit and Loss Statement for the year ended December 31, 2009

	2009		2008	
	EUR	EUR	EUR	EUR
1. Revenue from copyright remuneration	19.284.928,07		31.152.312,83	
2. Other operating income	206.978,05	19.491.906,12	184.076,04	31.336.388,87
3. Personnel expenses				
a) Salaries	-678.352,73		-641.072,71	
b) Social security, pension				
--thereof for pensions				
EUR 6.250,00	-129.279,14	-807.631,87	-118.304,42	-759.377,13
(p.y EUR 5.941,00)--				
4. Depreciation and amortization		-80.628,01		-100.999,71
5. Other operating expenses		-628.099,58		-546.407,05
6. Interest income		1.758.968,37		5.132.993,44
--thereof from affiliated companies				
EUR 0,00 (p.y. EUR 0,00)--				
7. Interest expenses		-243,79		-1.168,66
--thereof to affiliated companies				
EUR 0,00 (p.y. EUR 0,00)--				
8. Result from the ordinary operations		19.734.271,24		35.061.429,76
9. Taxes on income		0,00		-43,10
		19.734.271,24		35.061.386,66
10. Provision for reserves for rightholders		-19.734.271,24		-35.061.386,66
11. Net income		0,00		0,00

## GWFF Gesellschaft zur Wahrnehmung von Film- und Fernsehrechten mbH

### Notes for Fiscal Year 2009

#### **I. Application of the 'Handelsgesetzbuch' [Commercial Code (HGB)] and the 'Urheberrechtswahrnehmungsgesetz [Act relative to the Administration of Copyrights and Neighboring Rights (UrhWG)]**

The accounting, audit and publication regulations pursuant to Section 9 (4)-(6) UrhWG and Section 238 HGB and especially Sections 264 et seq. HGB apply to the company. In the year under review, the company was to be regarded as a "medium-sized" corporation within the meaning of Section 267 (2) HGB. Nonetheless, the format of the balance sheet and the profit and loss statement accords with the provisions applicable to a "large" corporation. The company also supplied the data in accordance with Section 285 (4) HGB in the notes to the financial statements.

#### **II. Accounting and valuation methods**

The intangible assets and tangible fixed assets are carried at acquisition cost less scheduled depreciation according to use. Depreciation is recorded straight-line pro rata temporis over a useful life of three to ten years, low-value fixed assets with a value up to EUR 150.00 are fully written off in the year of acquisition, low-value fixed assets (compound item) with at cost between EUR 150.00 and EUR 1,000.00 are recorded straight-line pro rata temporis over a useful life of five years. Foreign currency additions are converted at the exchange rates applicable at the time of payment. Financial assets are carried at acquisition cost and/or at the lower value to be assessed.

The accounts receivable, other assets as well as cash on hand and cash in banks are carried at their nominal value. They contain all claims for which the company received statements within the first two months in the following year and which relate to the fiscal year 2009 and/or which were performed during the period under review. The prepaid expenses include expenses paid in 2009 and relating to 2010.

The pension reserves correspond to the discount value pursuant to Section 6a EstG [German Income Tax Act]. The bases for calculation are the "2005G guiding tables" of Prof. Dr. Klaus Heubeck. The actuarial discount rate is 6%.

The reserves for rightholders take account of distribution commitments to rightholders and liabilities of still uncertain amount, the latter estimated in accordance with prudent business principles.

The other accrued liabilities comprise all identifiable risks and contingent liabilities in an amount which is necessary in accordance with prudent business principles.

The liabilities are carried at their repayment amount. They comprise all liabilities for which statements were received with a date prior to the balance sheet date which were paid within the first two months in the following year.

To the extent that revenues were received in foreign currency, they were converted at the exchange rates applicable at the time of receipt. Accounts receivable in foreign currency were converted at the official mean rate of exchange as of the balance sheet date.

### **III. Notes to the financial statements**

#### **Balance sheet**

The development of the fixed assets is represented in the statement of fixed assets in the Appendix hereto.

After the change of legislation beginning in fiscal year 2008 the low-value fixed assets with a value up to EUR 150.00 are shown in the statement of fixed assets both as addition and as disposal in the year of acquisition. Low-value fixed assets with at cost between EUR 150.00 and EUR 1,000.00 are shown as compound item and depreciated over a useful life of five years.

The accounts receivable are due and payable within one year. The other assets relate mainly to tax refund claims and accrued interest and are due in one or less than one year. The term of the cash surrender value of the reinsurances (EUR 93k) which are also shown within the other assets is more than five years.

The capital stock registered in the Commercial Register amounts to DM 200,000. It is fully paid in. The conversion of the capital stock to EUR 103,000 has meanwhile occurred on the basis of a shareholder resolution, but has not yet been entered in the Commercial Register. Contributions already made on account of the resolved capital increase are shown separately.

The reserves for rightholders are obligations to rightholders including the social fund and the film promotion fund. The other accrued liabilities in the amount of EUR 72k relate to vacation reserves, reserves for the preparation, audit and publication of the financial statements and for the 'Berufsgenossenschaft'.

An amount of EUR 818,563.92 (in 2008: EUR 17,029.50) of the accounts payable relates to shareholders.

The full amount of liabilities is due within one year. The other liabilities include:

	31.12.2009	31.12.2008
	EUR	EUR
Liabilities for taxes		
tax deduction on the basis of Sect. 50a EstG	15,540.04	45,609.89
wage and church tax	13,164.04	9,996.30
	28,704.08	55,606.19
Liabilities for social security	1,074.60	1,054.70
Other liabilities	840.00	400.00
	30,618.68	57,060.89

#### Profit and loss statement

Of the total revenues (revenue from copyright remuneration), the amount of EUR 14,312k is attributable to Germany, thereof EUR 8,437k pursuant to Section 54 UrhG, EUR 1,106k pursuant to Section § 27 UrhG and EUR 4,869k for cable retransmission rights in Germany. The amount of EUR 4,973k is attributable to countries other than Germany. Because of the business activity of GWFF most of the total revenues are relating to other periods. The total revenues from countries which withhold non-refundable withholding tax according to the DTC (Double Taxation Convention) applicable from time to time between Germany and the respective country have been shown after deduction of such withholding tax; this concerns Australia and Spain.

The other operating income includes income, relating to other periods, from the release of reserves in the amount of EUR 2k.

The provisions for reserves for rightholders, shown in a separate item of the profit and loss statement, correspond to the addition to reserves for rightholders for obligation to the rightholders. The amount of EUR 37,419k was distributed or paid to the rightholders in the year under review. The amount of EUR 568k was used for promotion purposes and the amount of EUR 33k for social purposes.

#### IV. Other information

##### Management

The Managing Directors holding power of individual representation are Prof. Dr. Ronald Frohne, Rechtsanwalt [Attorney-at-Law], Berlin, and Ms. Gertraude Müller-Ernstberger, Rechtsanwältin [Attorney-at-Law], Munich.

The protective clause pursuant to Section 286 (4) HGB is being applied.

##### Advisory board

In accordance with the statutes, the Company has an advisory board composed of six (6) persons. Neither actual nor former members of the advisory board received remuneration in the fiscal year.

## **Employees**

The Company had 16 (salaried) employees on the average in the fiscal year 2009.

## **Other financial obligations**

There are other financial obligations in the amount of EUR 200k for the office rent agreed until December 31, 2011.

## **Shareholding**

Shares within the meaning of Section 285 (11) HGB are held in AGICOA Urheberrechtsschutz-Gesellschaft mbH, Munich. As of December 31, 2009, the Company holds 51% of the shares of capital stock (= equity) in the amount of DM 50k (EUR 26k). AGICOA Urheberrechtsschutz-Gesellschaft mbH, Munich, shows a net income for the year of EUR 0 in accordance with the statutes.

The Company holds 100% of the shares in GWFF USA, Inc., Santa Monica, California, U.S.A. which was formed in the fiscal year 2003 with a common stock of US\$ 1,000k. The financial statements for the year ending December 31, 2009 finish balanced.

In addition, the Company holds 51% of the shares in ISAN Gesellschaft zur Registrierung von Film- und Fernsehwerken mbH, Munich which was formed in the fiscal year 2006 with a capital stock of EUR 25k. The Company's financial statement shows a net income of EUR 0 for the year ending December 31, 2009.

## **Appropriation of net income**

In accordance with the object and purpose of a collecting society, the Company showed no net income in the year under review. The amounts not yet distributed to rightholders or the like are contained in the reserves established for this purpose (see above).

Munich, June 30, 2010

GWFF Gesellschaft zur Wahrnehmung  
von Film- und Fernsehrechten mbH  
Management Board

Prof. Dr. Ronald Frohne

Gertraude Müller-Ernstberger



## Statement of Fixed Assets in Fiscal Year 2009

	At cost				Accumulated depreciation				Net book value	
	1 Jan 09	Additions	Disposals	31 Dec 2009	1 Jan 09	Depreciation fiscal year	Disposals	31 Dec 2009	31 Dec 2009	31 Dec 2008
	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR
<b>I. Intangible assets</b>										
Software	1.333.642,68	69.922,63	0,00	1.403.565,31	1.173.144,92	69.146,77	0,00	1.242.291,69	161.273,62	160.497,76
<b>II. Tangible assets</b>										
1. Leasehold improvements	28.046,25	0,00	0,00	28.046,25	26.537,25	431,00	0,00	26.968,25	1.078,00	1.509,00
2. Office equipment	212.978,18	4.856,24	0,00	217.834,42	190.626,18	11.050,24	0,00	201.676,42	16.158,00	22.352,00
	241.024,43	4.856,24	0,00	245.880,67	217.163,43	11.481,24	0,00	228.644,67	17.236,00	23.861,00
<b>III. Financial assets</b>										
Shares in affiliated companies	893.124,12	0,00	0,00	893.124,12	0,00	0,00	0,00	0,00	893.124,12	893.124,12
	2.467.791,23	74.778,87	0,00	2.542.570,10	1.390.308,35	80.628,01	0,00	1.470.936,36	1.071.633,74	1.077.482,88

## GWFF Gesellschaft zur Wahrnehmung von Film- und Fernsehrechten mbH Management Report 2009

### **Preamble**

In the fiscal year 2009, the activities of the Company comprised, as in the past, the fiduciary administration of the blank tape and VCR levy rights pursuant to Section 54 UrhG [Copyright Act] in Germany in accordance with the statutes. The rights pursuant to Section 54 UrhG have been administered both in Germany as well as in the area of private copying on the basis of reciprocity agreements with several foreign collecting societies.

In addition, the Company had been entrusted with the administration of the author's claims pursuant to Sections 27, 22 UrhG in Germany.

On the basis of reciprocity agreements with several foreign collecting societies, GWFF administers rights in the areas of cable retransmission and use at schools also abroad. The rights of the right-holders are now represented in the following countries: Austria, France, Belgium, Spain, Switzerland, Liechtenstein, Netherlands, Norway, Ireland, Denmark, Australia, Sweden, Canada, Finland, Luxembourg, Great Britain and New Zealand; since 2005, for the first time, also in Bosnia, Bulgaria, Estonia, Latvia, Lithuania, Slovakia, Slovenia, Poland and Ukraine as well as Romania and Portugal, South Africa, U.S.A., Iceland and Hungary.

### **Course of business**

During the period under review, GWFF recorded revenues of EUR 14,312k for the administration of rights for Germany. Of this amount, EUR 8,437k are attributable to remuneration pursuant to Section 54 UrhG, EUR 1,006k to remuneration pursuant to Section § 27 UrhG and EUR 4,869k to cable retransmission rights in Germany for the Guilds. Compared with the previous year, the domestic revenues decreased by EUR 12,445k due to the shifting of statements and the pending negotiations regarding the new copyright "basket II", in particular, in the area of blank tape and VCR levy.

The remuneration for cable retransmission rights abroad amounted to EUR 1,654k, thereof EUR 895k for Switzerland and Liechtenstein, EUR 38k for Denmark, EUR 253k for Austria, EUR 401k for the Netherlands, Ireland, Latvia, Luxembourg, Finland, Sweden, Norway, Spain, Bosnia, Bulgaria, Estonia, Lithuania, Serbia, Macedonia, Albania, Canada and South Africa, EUR 67k for France. The remuneration for blank tape and VCR levy abroad amounted to EUR 3,277k, thereof EUR 137k for Austria, EUR 2,420k for France, EUR 46 for the Netherlands and EUR 431 for Switzerland and Liechtenstein, EUR 105k for Spain, EUR 6k for Denmark, EUR 5k for Norway, EUR 3k for Romania and EUR 124k for Sweden. In addition, an amount of EUR 29k has been received for use at schools abroad, thereof EUR 2k for Australia and EUR 27k for Switzerland and Liechtenstein. For the so-called "Kneipenrecht" [pub right] (Section 22 UrhG Germany analogously) revenues of EUR 13k were received from the Netherlands.

The variation in the received revenues on the basis of a year-on-year comparison is due to the accounting method applied by the respective collecting agency.

In addition to these revenues, there has been an interest income of EUR 1,759k. These revenues and income compared with expenses of EUR 1,310k netted against other operating income. The remaining amount of EUR 19,734k was allocated to the reserves for rightholders for distribution to the rightholders so that a net income for the year of zero is reported in accordance with the statutes.

The received remuneration is invested at interest until distribution to the rightholders.

Also in the fiscal year 2009, it was possible to increase the number of rightholders of GWFF.

During the period under review, the blank tape and VCR levy pursuant to Section 54 UrhG for the areas 'theatrical German motion pictures and EU-films', 'foreign cinematographic and television works' and 'other German cinematographic and television works' has been distributed as payment on account for the broadcasting year 2008.

Both the blank tape revenues France 2007 and 2008, Netherlands 1993 through 2005, Belgium 1996 through 2005, Austria 2001 through 2004, Switzerland 2002 through 2007 and the revenues for cable retransmission rights Denmark 1987 through 2005, Norway 1992 through 2006 and Switzerland 2002 through 2007 have been distributed.

For the revenues for cable retransmission rights in Germany, which are due to the U.S. Guilds, subsequent statements of account have been prepared for 2007 and statements for 2008 and respective distributions have been made.

In 2009, statements have been prepared and distributions have been made for the remuneration pursuant to Section 27 UrhG for 2007 and 2008.

In the year under review, it was also possible to make distributions for solved double registrations and late claims for 1987 through 2007.

A total amount of EUR 38,485k has been distributed to the rightholders in the fiscal year 2009.

GWFF very efficiently fulfilled the tasks required by law through a small staff of 16 people (thereof 6 part-time employees) in 2009. GWFF is conscious of its social responsibility and employs disabled persons even though, in view of the number of staff members, it is not subject to the Disabled Persons Act.

GWFF USA Inc., which has been operating in the U.S. since 2003, transferred its registered office to New York in 2005. Its activities focus on the servicing of the great number of rightholders in the U.S.A., especially the members of MPA, IFTA as well as DGA, WGA and SAG.

Within the framework of the EUROCOPYA, the Company again took part in the WIPO negotiations and represented the interests of its members vis-à-vis the EU Commission.

In the middle of 2005, GWFF applied for a license as ISAN Regional Agency Germany with ISAN International Agency in Geneva. The license as sole licensed German Agency was granted in November 2005. ISAN (International Standard Audiovisual Number) is an ISO certified numbering system to identify audiovisual works. In 2006, GWFF formed a subsidiary which, as ISAN Regional Agency, offers registration services to its rightholders. Meanwhile GWFF holds 51% of the shares; the collecting societies VFF, VG Bild-Kunst and VG Wort hold the remaining shares. ISAN is financed through the film subsidy fund.

### **Promotion in 2009**

GWFF extended its sponsoring within the framework of the International Film Festival in Berlin (Berlinale) and awarded again the "Best First Feature Award" which was created in 2006. The EUR 50k prize is awarded in equal parts to the producer and the director of the best feature from the program of the Festival, the Panorama and the Children's Film Festival.

In addition, in the fiscal year 2009, GWFF awarded the first prize, i.e. EUR 18k, at the Festival Osteuropäischer Film in Cottbus in addition to the so-called small scholarships for the participation of students of German film colleges in study-linked projects.

As further support, GWFF created together with the Film and Television College [HFF] "Konrad Wolf", Potsdam-Babelsberg, the 'Babelsberger Medienpreise'. These are the EUR 18k "Prize for the Best Graduate Film" and the EUR 25k "Erich Kästner Prize" for the best German-language children's program. The award of the prize was celebrated in Potsdam.

Further sponsoring was provided, in particular, to the International Film Festival in Berlin, the Filmboard Berlin-Brandenburg and the International Student Festival "Sehsüchte". The Berkshire International Film Festival and the Berkshire Film & Media Arts Commission were sponsored via GWFF USA Inc. The joint promotion of specific film making lessons at U.S. schools was agreed upon with the Tribeca Film Festival in New York. Furthermore, GWFF USA Inc. promoted the Arthur Burns Trust and, conjoined with Carnegie Hall, the establishment of a platform for young artists on YouTube.

The Company supports together with AGICOA Urheberrechtsschutz-Gesellschaft mbH the Erich Pommer Institut (EPI) in Potsdam. The EPI has built up an excellent scientific reputation. It provides important scientific contributions to the film copyright law and substantially contributes to the education and further training of young producers and authors in the film and television industry by organizing joint lectures etc. GWFF promised to promote the EPI for two more years.

### **Financial and earnings situation**

The earnings situation of the Company is determined by its statutory status as non-profit organization as prescribed by law for collecting societies. Furthermore, it is inherent in the system that most of the total revenues are relating to different periods because the amounts to be distributed are received, and passed on to the Company, by the administering institutions for different periods and the Company then issues the respective statements to the rightholders with

time-lag. The balance arising from all income and expenditure in a fiscal year is, as provision for reserves for rightholders, shown in full as reserves for rightholders in accordance with the statutes.

The management succeeded again in keeping the administrative costs stable in absolute terms (2009: EUR 1,310k, 2008: EUR 1,223k). The cost rate is 3.4% in proportion to the amounts paid out in the fiscal year.

As a result of the requirements of the law, the balance sheet and thus the financial situation of the Company are determined by items channelled through. The balance sheet is thus characterized by high cash amounts and receivables from the institutions administering the funds while the fixed assets and the remaining current assets are of secondary importance. The main item on the liabilities side are the reserves for rightholders while the remaining reserves and accrued liabilities, liabilities and also the subscribed capital are secondary items.

#### **Material risks and chances**

The main risk inherent in the business of the Company is the fact that the legal outline conditions regarding remuneration claims for blank tape levy and cable retransmission change over the medium or long term. The Company took part in the discussions about the copyright law reform ("basket II"). At the end of 2007, the area private copying has been newly regulated by "basket II" effective January 01, 2008. By the "basket II", the legislator left it to the collecting societies and the industry involved (BITKOM, ZVEI and IM) to decide in negotiations on the amount of reasonable remuneration for private copying which previously had been provided in an annex to the Copyright Act. These negotiations resulted in an agreement with BCH (part of BITKOM) in the spring of 2010. It remains to be seen whether now also the representatives of ZVEI and IM and of the other producers organized in BITKOM will be prepared to settle the matter in view of the agreement reached with ZPÜ and BCH. Therefore, it is not foreseeable when and in what amount remuneration for the years 2008 and thereafter will be paid to GWFF. In addition, the results of a study on the copying behavior of the public commissioned by ZPÜ are still outstanding. It cannot be ruled out that, from 2010 onwards, this will have an impact on the distribution of the ZPÜ-revenues to the different collecting societies as made so far. The management expects a marked decline in revenues.

The chances of the Company consist primarily in the fact that the Company, as collecting society, will administer the rights of its rightholders and will register, collect and distribute their remuneration claims for private copying, for video rental and for cable retransmission rights in Germany and, via reciprocity agreements, via foreign collecting societies as long as such remuneration claims under copyright law exist, regardless of the amount of such remuneration claims. Despite the unfavorable tendency in Germany to reduce the remuneration claims, it appears that more and more foreign countries establish the legislative bases for claims comparable with Sections 22, 27, 54 UrhG. Therefore, the management expects further increases in foreign revenues.

It is possible that authors and producers presently represented by GWFF will entrust other collecting societies with their representation. However, the management does not regard this as a great risk because the number of rightholders is still increasing.

In 2009, a new collecting society, TWF, asserted claims for participation in the revenues pursuant to Section 54 UrhG against the ZPÜ/film collecting societies. ZPÜ/the film collecting societies rejected these claims. However, there is the risk of TWF enforcing at least part of its claims.

**Presumable development**

It is intended also in the years to come to distribute the money to the rightholders at the earliest possible time. The management will further endeavor to reduce the period between collection and payment of the money. However, this depends on the time of receipt of the respective amounts, in particular, regarding the revenues pursuant to Section 54 UrhG. In addition, it is intended to distribute the amounts pursuant to Section 27 UrhG and remuneration from abroad to the rightholders.

**Material events after completion of the fiscal year**

No material events occurred after the balance sheet date except the agreement with BCH (part of BITKOM).

## Audit Opinion

I issued the following unqualified audit opinion:

I audited the annual financial statements – consisting of the balance sheet, the income statement and the notes – including the accounting records and the management report of GWFF Gesellschaft zur Wahrnehmung von Film- und Fernsehrechten mbH, Munich, for the fiscal year January 1 to December 31, 2009. The accountings as well as the preparation of the annual financial statements and the management report in accordance with the German commercial law provisions and the supplementary regulations contained in the statutes are the responsibility of the management of the company. My function is to give an opinion on the annual financial statements including the accounting records and on the management report on the basis of my audit.

I performed my audit of the annual financial statements pursuant to Section 317 HGB [German Commercial Code], in accordance with the generally accepted German auditing standards established by the Institut der Wirtschaftsprüfer (IDW) [Institute of German Certified Public Accountants]. According to this provision, the audit must be planned and performed in such a manner that any incorrectness or violation which has a material impact on the view of the net worth, financial position and results conveyed by the annual financial statements in accordance with the generally accepted accounting principles and by the management report will be identified with sufficient certainty. The knowledge of the business activity and of the economic and legal environment of the company as well as expectations regarding possible sources of error are taken into account when determining the audit acts. Within the framework of the audit, the effectiveness of the internal accounting control system as well as the supporting documents for the information contained in the accounting records, the annual financial statements and the management report are primarily assessed on a sample basis. The audit includes an assessment of the applied accounting principles and of the essential estimations of the management as well as an appreciation of the overall picture conveyed by the annual financial statements and the management report. I am of the opinion that my audit constitutes a sufficiently secure basis for my assessment.

My audit has not led to any reservations.

In my judgment based on the findings obtained within the framework of the audit, the annual financial statements are in compliance with the statutory regulations and the supplementary provisions of the statutes and present, in compliance with the generally accepted accounting principles, a true and fair view of the net worth, financial position and results of of GWFF Gesellschaft zur Wahrnehmung von Film- und Fernsehrechten mbH. The management report is consistent with the annual financial statements, conveys overall a correct picture of the position of the company and correctly presents the chances and risks of the future development.

I, pursuant to Section 9 (5) UrhWG, also issue the unqualified audit certificate provided for therein in the following form:

The accounting records, the annual financial statements and the management report comply with the law and the statutes according to my properly performed audit.

Lindau, July 9, 2010

(Seal of Karl-Christian Bay)

(Signature)

Karl-Christian Bay  
Wirtschaftsprüfer  
[Certified Public Accountant]