PEACE ARCH ENTERTAINMENT GROUP INC
Form 6-K
January 20, 2005

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C., 20549**

**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15D-16**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of January, 2005

PEACE ARCH ENTERTAINMENT GROUP INC.
(Translation of Registrant s name into English)

407-124 Merton Street, Toronto, Ontario M4S 2Z2
(Address of principal executive office)

[Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20F or Form 40-F.

Form 20-F

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Form 40-F

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**[Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to rule 12g3-2(b) under the Securities Exchange Act of 1934.**

Yes

o

No

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(If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):

82-_______________

**January 14, 2005**

**FOR IMMEDIATE RELEASE**

**PEACE ARCH ENTERTAINMENT GROUP INC. ANNOUNCES**

**FIRST QUARTER RESULTS**

**TORONTO, ONT.** Peace Arch Entertainment Group Inc. (AMEX and TSX: PAE), a diversified Canadian entertainment company, today announced its results for the three months ended November 30, 2004.

The Company delivered 3 feature films Tornado , Fire and Earthquake in the quarter. This compares to the delivery o 1 feature film Belly of the Beast and 5 episodes of the 13-episode series Campus Vets for the same period in the prior year. During the quarter, the Company was in production of 1 new feature film, 2 television series, and held distribution rights for 2 films, all of which are scheduled for delivery during the fiscal year.

The Company is currently completing delivery to its sale force the first motion picture produced under the slate agreement with Showtime, "Our Fathers" and "Shadows in the Sun" for which it represents the worldwide exploitation rights.

The Company s revenue totaled $3.1 million for the quarter, compared with $5.2 million for the first quarter of FY2004. The decrease in revenues reflects the smaller budget size of the feature films delivered during the quarter compared to the same period of the prior year.

The Company reported a net loss of $583,000, or $0.03 per diluted share, for the three months ended November 30, 2004, compared with net earnings of $183,000, or $0.01 per diluted earnings per share, for the first quarter of FY2004.

Loss before interest, taxation, depreciation and amortization of $500,000 for the quarter represents a decrease of $780,000, compared to net earnings of $280,000 for the same period of the prior year. This is due to the decrease in revenue for the quarter, compared to the prior year s first quarter.

Peace Arch Entertainment Group Inc., one of Canada s foremost entertainment companies, creates, develops, produces and distributes feature films and proprietary television programming for worldwide markets. Peace Arch Entertainment Group Inc. and its subsidiaries have offices in Vancouver, Toronto, Los Angeles and London, England.

***This press release includes statements that may constitute forward-looking statements, usually containing the words believe , estimate , project , expect , or similar expressions. These statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements inherently involve risks and uncertainties that could cause actual results to differ materially from the forward-looking statements. Factors that would cause or contribute to such differences include, but are not limited to, continued acceptance of the Company s products and services in the marketplace, competitive factors, dependence upon third-party vendors, availability of capital and other risks detailed in the Company s periodic report filings with the Securities and Exchange Commission. By making these forward-looking statements, the Company undertakes no obligation to update these statements for revisions or changes after the date of this release.***

***Contacts:***


| | |
|---|---|
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| | *# # #* |
| nspracklin@peacearch.com | |

**NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS**

Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), if an auditor has not performed a review of the interim financial statements; they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited financial statements of the Company have been prepared by and are the responsibility of the Company s management.

The Company s independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity s auditor.

| | November 30 2004 | August 31 2004 | November 30 2003 |
|---|---|---|---|
| | $ | $ | $ |
| | (unaudited) | (audited) | (unaudited) |
| **Assets** | | | |
| **Cash and cash equivalents** | 871 | 1,484 | 246 |
| **Accounts and other receivables** | 15,109 | 16,088 | 14,270 |
| **Investment in film and television programming** | 15,924 | 18,349 | 19,969 |
| **Prepaid expenses and deposits** | 316 | 119 | 141 |
| **Property and equipment** | 107 | 89 | 52 |
| **Restricted term deposits** (note 5) | 20,440 | 21,339 | - |
| | 52,767 | 57,468 | 34,678 |
| **Liabilities** | | | |
| **Production loans** | 14,353 | 12,598 | 15,650 |
| **Accounts payable and accrued liabilities** | 10,018 | 12,399 | 4,461 |
| **Deferred revenue** | 731 | 3,324 | 7,143 |
| **Distribution obligation** (note 4) | 1,467 | 1,467 | 2,312 |
| **Obligation to issue shares** (note 3(d)) | 3,093 | 3,093 | 2,982 |
| **Revenue guarantee obligation** (note 5) | 20,440 | 21,339 | - |
| | 50,102 | 54,220 | 32,548 |
| **Shareholders Equity** | | | |
| **Capital stock** | 35,925 | 35,925 | 35,888 |

| | | | |
|---|---|---|---|
| **Contributed surplus** | 2,085 | 2,085 | 337 |
| **Other paid-in capital** | 680 | 680 | 680 |
| **Deficit** | (36,025) | (35,442) | (34,775) |
| | 2,665 | 3,248 | 2,130 |
| | 52,767 | 57,468 | 34,678 |

**Nature of operations and going concern** (note 1)

The accompanying notes are in integral part of these consolidated financial statements.

**Peace Arch Entertainment Group Inc.**

Consolidated Statements of Operations

**For the Three Months ended November 30, 2004 and 2003**

(expressed in thousands of Canadian dollars, except per share amounts)

| | **2004** | **2003** |
|---|---|---|
| | **$** | **$** |
| | **(unaudited)** | **(unaudited)** |
| **Revenue** | 3,098 | 5,224 |
| **Expenses** | | |
| Amortization of investment in film and television programming and other production costs (note 2) | 2,933 | 4,440 |
| Selling, general and administrative | 839 | 505 |
| Other amortization | 4 | 2 |
| | 3,776 | 4,947 |
| **(Loss) earnings from operations before the undernoted** | (678) | 277 |
| Interest income | 4 | - |
| Interest expense | (83) | (1) |
| Provision for obligation to issue shares | - | (94) |
| Foreign exchange (loss) gain | 55 | 1 |
| Recovery of selling, general and administration expenses | 119 | - |
| **(Loss) earnings before income taxes** | (583) | 183 |
| **Income tax recovery** | - | - |
| **Net (loss) earnings for the period** | (583) | 183 |
| **Net (loss) earnings per common share** | | |

| | | |
|---|---|---|
| Basic | (0.03) | 0.01 |
| Diluted | (0.03) | 0.01 |

The accompanying notes are in integral part of these consolidated financial statements.

**Peace Arch Entertainment Group Inc.**

Consolidated Statements of Deficit

**For the Three Months ended November 30, 2004 and 2003**

(expressed in thousands of Canadian dollars)

| | 2004 | 2003 |
|---|---|---|
| | $ | $ |
| **Balance - Beginning of year** | (35,442) | (34,958) |
| Net (loss) earnings for the year | (583) | 183 |
| **Balance - End of year** | (36,025) | (34,775) |

**Peace Arch Entertainment Group Inc.**

Consolidated Statements of Cash Flows

**For the Three Months ended November 30, 2004 and 2003**

(expressed in thousands of Canadian dollars)

| | **2004** | **2003** |
|---|---|---|
| | **$** | **$** |
| | **(unaudited)** | **(unaudited)** |
| **Cash flows from operating activities** | | |
| Net (loss) earnings for the year | (583) | 183 |
| Items not affecting cash | | |
| Amortization of film and television programming | 2,836 | 4,304 |
| Other amortization | 4 | 2 |
| Provision for share issuance | - | 94 |
| Investment in film and television programming | (410) | (3,469) |
| Changes in non-cash operating working capital | (4,193) | 555 |
| | (2,346) | 1,669 |
| **Cash flows from investing activities** | | |
| Property and equipment purchases | (22) | (20) |
| **Cash flows from financing activities** | | |
| Issuance of common shares | - | 10 |
| Issuance of production loans | 3,623 | 1,541 |
| Repayment of production loans | (1,868) | (3,865) |
| | 1,755 | (2,314) |
| **Decrease in cash and cash equivalents** | (613) | (665) |

| | | |
|---|---|---|
| **Cash and cash equivalents - Beginning of year** | 1,484 | 911 |
| **Cash and cash equivalents - End of year** | 871 | 246 |
| **Supplemental cash flow information** | | |
| Interest paid | 244 | 2 |
| **Non-cash transaction** | | |
| Obligation to issue shares | - | 94 |

The accompanying notes are an integral part of these consolidated financial statements.

**Peace Arch Entertainment Group Inc.**

Notes to Consolidated Financial Statements

**November 30, 2004 and 2003**

(Amounts in tables expressed in thousands of Canadian dollars, except per share amounts)

**1**

**Nature of operations and going concern**

Based in Toronto, Vancouver, Los Angeles and London, England, Peace Arch Entertainment Group Inc., together with its subsidiaries, (collectively, the company) is an integrated company that creates, develops, produces and distributes film, television and video programming for worldwide markets.

During the year ended August 31, 2003, the company underwent significant restructuring to its business operations. As described more fully in the following notes, the company acquired various film assets, including all of the issued share capital of GFT Entertainment Inc. GFT Entertainment Inc. was the parent company of five film production companies, each of which, at the time of acquisition, had partially completed a film production.

While these consolidated financial statements have been prepared on the going concern basis, which assumes the realization of assets and the settlement of liabilities in the normal course of operations, there are conditions that cast substantial doubt on the validity of this assumption. The company has undergone substantial financial restructuring and requires additional financing until it can generate positive cash flows from operations. While the company continues to maintain its day-to-day activities and produce films and television programming, its working capital situation is severely constrained. Furthermore, the company operates in an industry that has long operating cycles which require cash injections into new projects significantly ahead of the delivery and exploitation of the final production.

The application of the going concern basis is dependent upon the company obtaining additional financing in the short term and achieving sufficient cash flows from operations to fund continuing operations and meet its obligations as they come due. Management is currently in discussions with potential lenders to close additional financing. There is no assurance that the company will be successful in its financing efforts and in achieving sufficient cash flows from operations to fund working capital. If the company is unsuccessful, the company may be required to significantly reduce or limit operations.

These consolidated financial statements do not reflect adjustments that would be necessary if the going concern basis is not appropriate. If the going concern basis is not appropriate for the consolidated financial statements, then significant adjustments would be necessary in the carrying value of assets and liabilities and the reported revenues and expenses.

**2**

**Significant Accounting Policies**

*Basis of Presentation*

The interim consolidated financial statements of the company have been prepared in accordance with accounting principles generally accepted in Canada for interim financial reporting. Accordingly, they do not include all of the information and footnote disclosures necessary for complete financial statements in conformity with Canadian generally accepted accounting principles. The interim consolidated financial statements have been prepared in a manner which is consistent with the accounting policies described in the Company s Annual Report for the year ended August 31, 2004 and should be read in conjunction therewith.

(1)

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**Peace Arch Entertainment Group Inc.**

Notes to Consolidated Financial Statements

**November 30, 2004 and 2003**

(Amounts in tables expressed in thousands of Canadian dollars, except per share amounts)

The interim consolidated financial statements include the accounts of the company and its subsidiaries. All material intercompany balances and transactions have been eliminated.

**3**

**Business combination, debt restructuring and financing**

On January 20, 2003, as approved and ratified by the shareholders of the company at the Annual General Meeting of Shareholders on that date, the company entered into a number of agreements to effect a business combination and certain asset acquisition and financing transactions. Details of the transactions are as follows:

a)

Private placement financing

The company issued 5,000,000 Common Shares at an agreed price of $0.30 per share, for total cash proceeds of $1,500,000 (note 6).

b)

Reorganization of a subsidiary, Peace Arch Project Development Corp. (PAPDC)

The company carried out a reorganization and rationalization of its assets, operations and subsidiaries. The reorganization was carried out in conjunction with, and pursuant to, the terms of the Debt Repayment Agreement with Fremantle Enterprises Ltd. (Fremantle) and the Release and Reconstitution Agreement of November 22, 2002 with Comerica Bank - California (Comerica), by which the debts of the company, and its subsidiaries, to Fremantle and Comerica were renegotiated as in (d) below.

Pursuant to the reorganization, the company s wholly owned subsidiary PAPDC became the owner of substantially all of the assets and business (collectively, the pre-existing assets) that the company owned immediately prior to undertaking its business combination through the acquisition of GFT Entertainment Inc. (see (c) below) on January 20, 2003. The pre-existing assets consisted principally of accounts and loans receivable, film and television programming rights, and all shares and other securities (including intercompany loans) held by the company in its subsidiaries existing at January 20, 2003.

At the same time, PAPDC and its subsidiaries directly or indirectly were assigned substantially all of the pre-existing debts and liabilities of the company, including the company s indebtedness to Fremantle and Comerica. However, the company continued to have a conditional obligation to satisfy any remaining indebtedness to Fremantle and Comerica by issuing a variable number of shares to Fremantle and Comerica under Conversion Rights Certificates (the conversion instruments) issued by the company to each of them (see (d) below for additional discussion).

c)

Business combination

On January 20, 2003, the company acquired certain film assets owned and controlled by CPC Communications Inc. ( CPC ) for $2.5 million, the consideration being the issuance of 8,333,333 Common Shares of the company at a deemed price of $0.30 per share. The primary asset acquired was a 100% ownership interest in GFT Entertainment Inc., which itself was a 100% shareholder in five special purpose production companies that owned various rights to five films, namely Crime Spree, Partners in Action, Absolon, The Limit and Detention. The underlying assets included films in progress, accounts receivable and tax credit assets.

(2)

**Peace Arch Entertainment Group Inc.**

Notes to Consolidated Financial Statements

**November 30, 2004 and 2003**

(Amounts in tables expressed in thousands of Canadian dollars, except per share amounts)

At the time of acquisition, CPC retained voting control of each subsidiary through a temporary voting trust and, accordingly, the company s interest was of an equity nature. Each voting trust was terminated prior to the delivery of each related film. The operations of each subsidiary have been consolidated from the date that each voting trust was terminated; the companies that produced Absolon, Crime Spree and Partners in Action were consolidated from February 28, 2003; Detention from April 30, 2003; and The Limit from August 31, 2003. The assets and liabilities of the subsidiaries at the date control was transferred to the company were as follows:

| | **GFT Entertainment Inc. acquired** | **Subsidiaries acquired** | **Subsidiary acquired** | **Subsidiary acquired** | |
|---|---|---|---|---|---|
| | **January 30, 2003** | **February 28, 2003** | **April 30, 2003** | **August 31, 2003** | **Total** |
| | **$** | **$** | **$** | **$** | **$** |
| Accounts receivable | 1,906 | 234 | 30 | 361 | 2,531 |
| Tax credits receivable | 282 | 3,150 | 1,095 | 971 | 5,498 |
| Production in progress | - | 11,772 | 4,200 | 3,732 | 19,704 |
| Investment in film companies | 1 | - | - | - | 1 |
| Prepaid expenses and deposits | 311 | 999 | 9 | 9 | 1,328 |
| Development costs | 51 | - | - | - | 51 |
| Total assets acquired | 2,551 | 16,155 | 5,334 | 5,073 | 29,113 |
| Production loans | - | 10,107 | 1,032 | 4,834 | 15,973 |
| Accounts payable and accrued liabilities | 51 | 1,144 | - | 239 | 1,434 |
| Deferred revenue | - | 4,904 | 4,302 | - | 9,206 |
| Total liabilities assumed | 51 | 16,155 | 5,334 | 5,073 | 26,613 |

| | | | | | |
|---|---|---|---|---|---|
| Net assets acquired | 2,500 | - | - | - | 2,500 |

Prior to the company s acquisition of GFT Entertainment Inc., GEI, a related party to GFT Entertainment Inc. at that time, transferred an accounts receivable to GFT Entertainment Inc., which related to a loan due to GEI from one of the subsidiaries. This receivable, which amounted to $1,497,000, is included in accounts receivable of GFT Entertainment Inc. at January 30, 2003 and production loans payable by the subsidiary at August 31, 2003. At August 31, 2004 and 2003, these amounts were eliminated on consolidation.

(3)

**Peace Arch Entertainment Group Inc.**

Notes to Consolidated Financial Statements

**November 30, 2004 and 2003**

(Amounts in tables expressed in thousands of Canadian dollars, except per share amounts)

d)

Debt restructuring, issuance of conversion instruments and gain on modification

*Debt restructuring*

During the year ended August 31, 2002, the company entered into an agreement with Fremantle, an existing trade creditor, whereby Fremantle agreed to exchange its trade payable balance of $7,783,000 for a term loan secured by a charge on the assets of the company and a secured interest in certain copyrights to productions. The term loan note bore interest at 10% per annum and was intended to mature on June 30, 2004. Subsequent to August 31, 2002, the company failed to make scheduled repayments of principal of $500,000 and also interest owing.

Effective January 30, 2003, the company and Fremantle agreed to restructure the remaining $7,580,000 of term loan due to Fremantle. Fremantle agreed that the revised source of debt repayments and security would be restricted to the business, assets, and undertakings of the company as they existed immediately prior to January 30, 2003 (the pre-existing assets), that date being the closing of the acquisition and financing transactions described elsewhere in this note. The new debt had no fixed repayment dates. Interest, which continued to accrue at 10% per annum, and principal were payable from the income streams of the pre-existing assets, subject to priority interests. The revised terms also excluded a previous right of prepayment by the company of all outstanding amounts.

Pursuant to the Debt Repayment Agreement dated January 30, 2003, the company also agreed that if any amount of the Fremantle debt, including unpaid interest, remains outstanding as of December 31, 2004, Fremantle will, for a period of 90 days, have the right to convert such unpaid amount to Common Shares in the capital of the company at the lesser of either (a) $5.00 per share or (b) the average trading close price of the shares for the 30 days prior to December 31, 2004, provided that in no event shall the conversion price be less than $3.00 per share.

The modification of the debt was treated for accounting purposes as a settlement of the original debt, as the present value of cash flows under the terms of the modified debt instrument was at least 10% different from the carrying amount of the original debt. The fair value of the debt after modification was based on the discounted expected future cash flows of the pre-existing assets. The company recorded a gain on modification of the debt as described below.

*Release and reconstitution of a loan guarantee*

During the year ended August 31, 2001, the company guaranteed a loan due to Comerica to a maximum of US$2,075,000 on behalf of a co-production partner. During the year ended August 31, 2002, the co-production partner defaulted on its loan payments. As at August 31, 2002, the amount of the outstanding related debt was $1,675,000 (US$1,075,000) and the company recognized its obligation as debt and receivable due from the co-producer. The receivable was written off at August 31, 2002.

During the year ended August 31, 2003, the company entered into a Release and Reconstitution Agreement with Comerica which restructured the terms of the loan guarantee. Repayment of the loan is restricted to the ultimate proceeds of specific exploitation rights secured under the original loan agreement and, subject to priority interests, including repayment to Fremantle, to the pre-existing assets.

(4)

**Peace Arch Entertainment Group Inc.**

Notes to Consolidated Financial Statements

**November 30, 2004 and 2003**

(Amounts in tables expressed in thousands of Canadian dollars, except per share amounts)

If any amount of the Comerica liability remains outstanding as of December 31, 2005, Comerica will, for a period of 90 days, have the right to convert such unpaid amount to Common Shares in the capital of the company at a deemed price of $5.00 per share.

The modification of the Comerica obligations was treated for accounting purposes as a settlement of the original debt, as the present value of cash flows under the terms of the modified debt was at least 10% different from the carrying amount of the original debt. The fair value of the debt after modification was based on the discounted expected future cash flows of the pre-existing assets. The company has recorded a gain on modification as described below.

*Conversion instruments*

As described, and in conjunction with the above, on January 30, 2003, the company issued a conversion instrument to Fremantle which permits Fremantle to convert the amount of its outstanding debt including unpaid accrued interest at December 31, 2004, if any, into Common Shares of the company for a period of 90 days commencing on December 31, 2004.

The conversion price will be the lower of either (a) $5.00 per share or (b) the average closing price of the Common Shares for the 30 days prior to December 31, 2004, provided that in no event shall the conversion price be less than $3.00 per share. Pursuant to the conversion instrument, 2,527,000 Common Shares, which represent the number of shares that could be issued for the principal amount of debt of $7,580,000, have been reserved for issuance.

As described, and in conjunction with the above, on January 30, 2003, the company issued a conversion instrument to Comerica which permits Comerica to convert the amount of its outstanding loan at December 31, 2005, if any, into Common Shares of the company for a period of 90 days commencing on December 31, 2005 at a price of $5.00 per share.

Pursuant to the conversion instrument, 336,000 Common Shares, which represent the number of shares that could be issued for the obligation of US$1,075,000, had previously been reserved for issuance.

For the year ended August 31, 2003, the company estimated that the fair value of the obligation to issue shares to both Fremantle and Comerica was $2,887,000 and charged that amount against the computed gain on modification described above. Since upon exercise of the conversion instruments by Fremantle and Comerica, the company has issued a right to Fremantle and Comerica to receive a variable amount of shares in settlement of their loans, the company reflected the amount as a liability.

(5)

**Peace Arch Entertainment Group Inc.**

Notes to Consolidated Financial Statements

**November 30, 2004 and 2003**

(Amounts in tables expressed in thousands of Canadian dollars, except per share amounts)

On June 25, 2004, the company voluntarily issued 3,489,814 Common Shares of the company to PAPDC in consideration for PAPDC agreeing to assume the obligation to issue the Common Shares of the company to Fremantle and Comerica (collectively, the Lenders) should the Lenders eventually opt to call upon those shares in settlement of the PAPDC obligations. A director, officer and shareholder of the company serves as an escrow agent to hold and direct the shares as appropriate to the Lenders and/or PAPDC upon the Lenders decision to convert the obligations to Common Shares of the company. Pursuant to these arrangements, the company also eliminated its right to receive the obligation of PAPDC to the Lenders.

Although owned by a third party, for accounting purposes, the company continues to reflect the obligation to issue shares as a liability because of the company s and its related parties continued involvement with PAPDC. PAPDC s only asset is the right to receive its participation in the films that the company retained. Further, PAPDC continues to be indebted to the company for an amount of $10,252,000. The company has provided a full valuation allowance against this loan. Accordingly, the shares have been considered to be issued in escrow or in trust to settle the company s obligation.

*Gain on modification of debt*

The gain on modification of debt, recognized in the year ended August 31, 2003, comprises the following:

| | Fremantle | Comerica | Total |
|---|---|---|---|
| | $ | $ | $ |
| Carrying amount of the debt before modification | 7,580 | 1,675 | 9,255 |
| Fair value of debt after modification | (3,274) | - | (3,274) |
| | 4,306 | 1,675 | 5,981 |
| Fair value of the obligation to issue shares under the conversion instruments as at the date of modification of the debt | | | (2,887) |

| | | |
|---|---|---|
| Gain | 3,094 | |
| | | (6) |

**Peace Arch Entertainment Group Inc.**

Notes to Consolidated Financial Statements

**November 30, 2004 and 2003**

(Amounts in tables expressed in thousands of Canadian dollars, except per share amounts)

**4**

**Sale of subsidiary**

Subsequent to the reorganization of PAPDC described in note 3(b), on August 1, 2003, the company sold all of its shares in PAPDC for nominal consideration and recognized a loss of $164,000 on the disposal. During the year ended August 31, 2003, the operating results of PAPDC were included in the consolidated financial statements until the date of the disposal.

On the same date, the company entered into a Sales Agency Agreement with PAPDC, its subsidiaries and the purchaser, under which the company retained exclusive 25-year worldwide distribution rights for all of the films and television programming rights owned by PAPDC and its subsidiaries. Under the Sales Agency Agreement, the company has the full right to enter into sales contracts and is subject to the related credit risk and accordingly acts as principal to any sales transactions related to these distribution rights. Under the agreement, the gross receipts of any sale made by the company are distributed in the following priority: a) receipts to cover the company s distribution and marketing costs are retained by the company; b) amounts up to 30% of any gross receipts are retained by the company; c) 10% of the gross receipts are paid to the purchaser of the shares of PAPDC referred to in the first paragraph above; and d) any remaining gross receipts are paid to PAPDC, which in turn is required to pay such proceeds to Fremantle to settle PAPDC s debt obligation to Fremantle.

As these arrangements were entered into in conjunction with the sale of the shares for a nominal amount, the company is considered the primary obligor with respect to the productions and, accordingly, the distribution rights have effectively been retained by the company and accounted for as a related party transaction between the company and its wholly owned subsidiary PAPDC. Accordingly, these financial statements reflect the distribution rights received from PAPDC at the carrying value of the film and television programming at the date of the agreement in the amount of $2,649,000. In addition, these financial statements reflect the estimated amounts payable to PAPDC and the purchaser as a distribution obligation in the amount of $2,312,000. The difference between the distribution rights and the distribution obligation of $337,000 was credited to contributed surplus.

During the year ended August 31, 2004, the company requested certain changes to the various agreements with PAPDC, including the change in the term of the distribution agreement for no consideration. This change in the distribution agreement had no effect on the carrying amount of the rights included in the investment in film and television programming or the distribution obligation to PAPDC.

**5**

**Film financing transaction**

During the year ended August 31, 2004, the company entered into certain financing arrangements with two United Kingdom limited partnerships (limited partnerships) with respect to two films. Under these arrangements, the company received $22,554,000 (£9,522,000) in exchange for providing the limited partnerships with the master negative and a revenue guarantee relating to the distribution of the films. The company obtained the worldwide rights to distribute the films for renewable 25-year terms. Pursuant to the arrangements, the company is obligated to pay the limited partnerships $27,372,000 (£11,567,000) in April 2009 under that revenue guarantee.

(7)

**Peace Arch Entertainment Group Inc.**

Notes to Consolidated Financial Statements

**November 30, 2004 and 2003**

(Amounts in tables expressed in thousands of Canadian dollars, except per share amounts)

As security for the full value of the obligation due in 2009, the company was required to place on deposit with a financial institution the amount of $21,339,000 (£9,034,000). The deposit, which earns interest of 5%, matures in April 2009. The deposit, as well as the interest earned thereon, is restricted for the use as security for the guarantee and cannot be used for any other purpose. At August 31, 2004, the amount of the deposit was $21,339,000 (£9,017,000). This deposit is included in restricted term deposits. The company has recorded an equivalent amount as a revenue guarantee obligation. The carrying value of the obligation will be accreted over the term to maturity at the effective interest rate or 5%.

**6**

**Related party transactions**

The company has entered into the following related party transactions. These transactions are measured at the exchange amount, which is the actual amount of consideration given as established and agreed between the related parties.

a)

During the three months ended November 30, 2004, the company paid $44,000 (2003 - $38,000) to a company controlled by a shareholder, director and officer of the company for executive services rendered. These expenditures are reflected in the company s selling, general and administrative expenses.

b)

During the three months ended November 30, 2004, the company paid $19,000 (2003 - $18,000) to a shareholder, director and officer of the company for legal services rendered. These expenditures are reflected in the company s selling, general and administrative expenses.

c)

As at November 30, 2004, the company was indebted to a company controlled by a shareholder, director and officer of the company in the amount of $nil (2003 - $2,044,000). This loan carried interest at the rate of prime plus 2% per annum. The proceeds of this loan were used by the company to fund certain productions.

As at November 30, 2004, the company was owed $nil (2003 - $2,014,000) from the same related party above which is included in accounts and other receivables. This balance is unsecured, non-interest bearing and has no specified repayment date. The 2003 balance included a receivable related to a sale to a related party.

d)

As at November 30, 2004, included in accounts receivable was $1,423,000 (US$1,200,000) (2003 - $nil) from a company owned by a member of senior management. This amount is a result of a sale of distribution rights to the related company prior to the individual becoming a member of senior management. The amount is secured by an irrevocable letter of credit.

Other related party transactions and balances have been described elsewhere in these financial statements.

(8)

**SIGNATURES**

**Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.**

**Peace Arch Entertainment Group Inc.**
**(Registrant)**

**Date January 18, 2005 By Mara Di Pasquale**
**(Signature)***
**Mara Di Pasquale, Chief Financial Officer**

***Print the name and title under the signature of the signing officer.**

GENERAL INSTRUCTIONS

A.

Rule as to Use of Form 6-K,

**This form shall be used by foreign private issuers which are required to furnish reports pursuant to Rule 13a-16 or 15d-16 under the Securities Exchange Act of 1934.**

B.

Information and Document required to be Furnished,

**Subject to General Instruction D herein, an issuer furnishing a report on this form shall furnish whatever information, not required to be furnished on Form 40-F or previously furnished, such issuer (I) makes or is**

**required to make public pursuant to the law of the jurisdiction of its domicile or in which it is incorporated or organized, or (ii) files or is required to file with a stock exchange on which its securities are traded and which was ;made public by that exchange, or (iii) distributes or is required to distribute to its security holders.**

**The information required to be furnished pursuant to (I), (ii) or (iii) above is that which is material with respect to the issuer and its subsidiaries concerning: changes in business; changes in management or control; acquisitions or dispositions of assets; bankruptcy or receivership; changes in registrant s certifying accountants; the financial condition and results of operations; material legal proceedings; changes in securities or in the security for registered securities; defaults upon senior securities; material increases or decreases in the amount outstanding of securities or indebtedness; the results of the sub−mission of matters to a vote of security holders; transactions with directors, officers or principal security holders; the granting of options or payment of other compensation to directors or officers; and any other information which the registrant deems of material importance to security holders.**

**This report is required to be furnished promptly after the material contained in the report is made public as described above. The information and documents furnished in this report shall not be deemed to be filed for the purpose of Section 18 of the Act or otherwise subject to the liabilities of that section.**

**If a report furnished on this form incorporates by reference any information not previously filed with the Commission, such information must be attached as an exhibit and furnished with the form.**

C.

Preparation and Filing of Report

**This report shall consist of a cover page, the document or report furnished by the issuer, and a signature page. Eight com−plete copies of each report on this form shall be deposited with the Commission. At least one complete copy shall be filed with each United States stock exchange on which any security of the registrant is listed and registered under Section 12(b) of the Act. At least one of the copies deposited with the Commission and one filed with each such exchange shall be manu−ally signed. Unsigned copies shall be conformed.**

D.

Translations of Papers and Documents into English

**Reference is made to Rule 12b-12(d) [17 CFR 240.12b-12(d)]. Information required to be furnished pursuant to General Instruction B in the form of press releases and all communications or materials distributed directly**

**to security holders of each class of securities to which any reporting obligation under Section 13(a) or 15(d) of the Act relates shall be in the English language. English versions or adequate summaries in the English language of such materials may be furnished in lieu of original English translations.**

**Notwithstanding General Instruction B, no other documents or reports, including prospectuses or offering circulars relating to entirely foreign offerings, need be furnished unless the issuer otherwise has prepared or caused to be prepared English translations, English versions or summaries in English thereof. If no such English translations, versions or summary have been prepared, it will be sufficient to provide a brief description in English of any such documents or reports. In no event are copies of original language documents or reports required to be furnished.**