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TRANS LUX CORP
Form 10-K/A
December 12, 2005

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A

[X] ANNUAL REPORT PURSUANT TO SECTION 13 or 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2004

Commission file number 1-2257

TRANS-LUX CORPORATION

(Exact name of Registrant as specified in its charter)

Delaware	13-1394750
-----	-----
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

110 Richards Avenue, Norwalk, CT 06856-5090

(203) 853-4321

(Address, zip code, and telephone number, including
area code, of Registrant's principal executive offices)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class -----	Name of each exchange on which registered -----
Common Stock, \$1.00 par value	American Stock Exchange
7 1/2% Convertible Subordinated Notes due 2006	American Stock Exchange
8 1/4% Limited Convertible Senior Subordinated Notes due 2012	American Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K. [X]

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CONTINUED

TRANS-LUX CORPORATION
2004 Form 10-K/A Cover Page Continued

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). Yes No X

--- ---

As of the close of business on March 30, 2005, there were outstanding, 973,259 shares of the Registrant's Common Stock and 287,463 shares of its Class B Stock.

Based on the closing stock price of \$6.90 on June 30, 2004, the last business day of the Registrant's most recently completed second fiscal quarter, the aggregate market value of the Registrant's Common and Class B Stock held by non-affiliates of the Registrant was \$6,960,000. (The value of a share of Common Stock is used as the value for a share of Class B Stock, as there is no established market for Class B Stock, which is convertible into Common Stock on a share-for-share basis.)

DOCUMENTS INCORPORATED BY REFERENCE:

Portions of the Registrant's definitive Proxy Statement for the Annual Meeting of Stockholders to be held May 19, 2005, to be filed with the Commission within 120 days of the Registrant's fiscal year end (the "Proxy Statement"), are incorporated by reference into Part III, Items 10-14 of this Form 10-K to the extent stated herein.

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-K/A amends our Annual Report on Form 10-K for the fiscal year ended December 31, 2004, which was originally filed with the SEC on March 31, 2005. We are filing this Form 10-K/A to amend the financial statements audit report for MetroLux Theaters set forth in Item 15 of that report to include the 2002 and 2003 financial statements, along with the independent audit report auditor's report for MetroLux Theaters and the audit opinion for MetroLux Theaters on for the 2002 and 2003 financial statements.

Except as described above, no other changes have been made to the original filing. This Amendment continues to speak as of the date of the original filing, and the Registrant has not updated the disclosures contained therein to reflect any events which occurred at a date subsequent to the filing of the original filing.

TRANS-LUX CORPORATION
2004 Form 10-K Annual Report

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PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) The following documents are filed as part of this report:

- (1) (i) Consolidated Financial Statements of Trans-Lux Corporation
Consolidated Statements of Operations for the Years Ended
December 31, 2004, 2003 and 2002
Consolidated Balance Sheets as of December 31, 2004 and 2003
Consolidated Statements of Cash Flows for the Years Ended
December 31, 2004, 2003 and 2002
Consolidated Statements of Stockholders' Equity for the Years
Ended December 31, 2004, 2003 and 2002
Consolidated Statements of Comprehensive Income for the Years
Ended December 31, 2004, 2003 and 2002
Notes to Consolidated Financial Statements
Report of Independent Registered Public Accounting Firm

- (ii) Revised financial statements of MetroLux Theatres, a 50% owned entity, accounted for by the equity method:
Independent Auditors' Report for the Year Ended December 31,
2004

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Independent Auditors' Report for the Year Ended December 31,
2003
Balance Sheets as of December 31, 2004 and 2003
Statements of Income for the Years Ended December 31, 2004 and
2003
Statements of Partners' Equity for the Years Ended December 31,
2004 and 2003
Statements of Cash Flows for the Years Ended December 31, 2004
and 2003
Notes to Financial Statements

(2) Financial Statement Schedules: None.

(3) Exhibits:

- 3(a) Form of Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 of Registration No. 333-15481).
- (b) By-Laws of the Registrant (incorporated by reference to Exhibit 3(b) of Form 10-K for the year ended December 31, 2001).
- 4(a) Indenture dated as of December 1, 1994 (form of said indenture is incorporated by reference to Exhibit 6 of Schedule 13E-4 Amendment No. 2 dated December 23, 1994).
- (b) Indenture dated as of December 1, 1996 (form of said indenture is incorporated by reference to Exhibit 4.2 of Registration No. 333-15481).
- (c) Indenture dated as of March 1, 2004 (form of said indenture is incorporated by reference to Exhibit 12(d) of Schedule TO dated March 2, 2004).

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- 10.1 Form of Indemnity Agreement -- Directors (form of said agreement is incorporated by reference to Exhibit 10.1 of Registration No. 333-15481).
- 10.2 Form of Indemnity Agreement -- Officers (form of said agreement is incorporated by reference to Exhibit 10.2 of Registration No. 333-15481).
- 10.3 Amended and Restated Pension Plan dated January 1, 2001 and Amendment No. 1 dated as of April 1, 2002 (incorporated by reference to Exhibit 10.3 of Form 10-K for the year ended December 31, 2001). Amendment No. 2 dated as of December 31, 2002 (incorporated by reference to Exhibit 10.3 of Form 10-K for the year ended December 31, 2002). Amendment No. 3 dated as of December 31, 2003 (incorporated by reference to Exhibit 10.3 of Form 10-K for the year ended December 31, 2003).
- 10.4(a) 1989 Non-Employee Director Stock Option Plan, as amended (incorporated by reference to Exhibit 10.4(a) of Form 10-K for the year ended December 31, 1999).
- (b) 1995 Stock Option Plan, as amended (incorporated by reference to Proxy Statement dated April 7, 2000).
- 10.5 Amended and Restated Commercial Loan and Security Agreement with

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People's Bank dated December 23, 2004 (incorporated by reference to Exhibit 10(a) of Form 8-K filed December 28, 2004).

- 10.6 Consulting Agreement with Moving Images, LLC dated as of December 1, 2004 and termination letter with Richard Brandt, filed herewith.
- 10.7 Employment Agreement with Michael R. Mulcahy dated as of April 1, 2005, filed herewith.
- 10.8 Employment Agreement with Thomas Brandt dated as of April 1, 2005, filed herewith.
- 10.9 Employment Agreement with Angela D. Toppi dated as of April 1, 2005, filed herewith.
- 10.10 Employment Agreement with Matthew Brandt dated as of April 1, 2005, filed herewith.
- 10.11 Employment Agreement with Al Miller dated as of April 1, 2002 (incorporated by reference to Exhibit 10.11 of Form 10-K for the year ended December 31, 2001).
- 10.12 Employment Agreement with Thomas F. Mahoney dated as of June 1, 2002 (incorporated by reference to Exhibit 10(a) of Form 10-Q for the quarter ended June 30, 2002).
- 10.13 Employment Agreement with Karl P. Hirschauer dated as of April 1, 2003 (incorporated by reference to Exhibit 10.12 of Form 10-K for the year ended December 31, 2003).
- 21 List of Subsidiaries, filed herewith.

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- 31.1 Certification of Michael R. Mulcahy, President and Co-Chief Executive Officer, pursuant to Rule 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith.
- 31.2 Certification of Thomas Brandt, Executive Vice President and Co-Chief Executive Officer, pursuant to Rule 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith.
- 31.3 Certification of Angela D. Toppi, Executive Vice President and Chief Financial Officer, pursuant to Rule 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith.
- 32.1 Certification of Michael R. Mulcahy, President and Co-Chief Executive Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith.
- 32.2 Certification of Thomas Brandt, Executive Vice President and Co-Chief Executive Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith.
- 32.3 Certification of Angela D. Toppi, Executive Vice President and Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted

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pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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:

TRANS-LUX CORPORATION

by: /s/ Angela D. Toppi

Angela D. Toppi
Executive Vice President and
Chief Financial Officer

Dated: December 12, 2005

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Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the date indicated:

/s/ Gene F. Jankowski

Gene F. Jankowski, Chairman of the Board
December 12, 2005

/s/ Thomas Brandt

Thomas Brandt, Executive Vice President
and Co-Chief Executive Officer and Director
December 12, 2005

/s/ Michael R. Mulcahy

Michael R. Mulcahy, President
and Co-Chief Executive Officer and Director
December 12, 2005

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Part IV
Item 15(a)(1)(ii)

METROLUX THEATRES
REVISED FINANCIAL STATEMENTS

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DECEMBER 31, 2004, 2003 AND 2002

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GUILLEN, SUEDE

AND COMPANY

A PROFESSIONAL CORPORATION OF CERTIFIED PUBLIC ACCOUNTANTS
23480 Park Sorrento, Suite 100B, Calabasas, CA 91302
TEL: (818) 348-4800 - FAX: (818) 348-6326
Visit us on the web at www.gsandcocpa.com

Board of Directors
MetroLux Theatres
Norwalk, Connecticut

Independent Auditors' Report

We have audited the accompanying balance sheet of MetroLux Theatres as of December 31, 2004, and the related statements of income, partners' equity, and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit. The financial statements of MetroLux Theatres as of December 31, 2003 and 2002, were audited by other auditors whose reports dated February 26, 2004 and February 11, 2003, respectively, expressed unqualified opinions on those statements.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of MetroLux Theatres as of December 31, 2004, and the results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

February 25, 2005

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KELLOG & ANDELSON
ACCOUNTANCY CORPORATION

K&A

Partners

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MetroLux Theatres
Norwalk, Connecticut

Independent Auditor's Report

We have audited the accompanying balance sheets of MetroLux Theatres as of December 31, 2003 and 2002 and the related statements of income, partners' equity and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of MetroLux Theatres as of December 31, 2003 and 2002, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

February 26, 2004
Sherman Oaks, California

MEMBERS AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTS
CALIFORNIA SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS
C.P.A. ASSOCIATES OFFICES IN PRINCIPAL CITIES

14724 VENTURA BOULEVARD SECOND FLOOR, SHERMAN OAKS, CALIFORNIA 91403
PHONE (818) 971-5100 FAX (818) 971-5155

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METROLUX THEATRES

BALANCE SHEETS

DECEMBER 31, 2004, 2003 AND 2002
(Dollars in thousands)

ASSETS	2004	2003	2002
	-----	-----	-----
CURRENT ASSETS:			
Cash	\$ 541	\$ 299	\$ 820
Concession supplies	13	13	9
Prepaid expenses and other current assets	52	15	17
Due from Partners	-	14	4

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Total current assets	606	341	850
PROPERTY AND EQUIPMENT, net	3,882	3,917	4,105
INTANGIBLE ASSETS, NET	15	20	25
	<u>\$4,503</u>	<u>\$4,278</u>	<u>\$4,980</u>
	=====	=====	=====
LIABILITIES AND PARTNERS' EQUITY			
CURRENT LIABILITIES:			
Film rentals payable	\$ 127	\$ 159	\$ 176
Accounts payable and accrued expenses	165	171	215
Current portion of long-term debt	225	238	223
Deferred revenues	82	85	87
Due to Partners	9	-	-
Total current liabilities	<u>608</u>	<u>653</u>	<u>701</u>
LONG-TERM DEBT, net of current portion	<u>1,635</u>	<u>1,859</u>	<u>2,097</u>
Total liabilities	<u>2,243</u>	<u>2,512</u>	<u>2,798</u>
COMMITMENTS	-	-	-
PARTNERS' EQUITY	<u>2,260</u>	<u>1,766</u>	<u>2,182</u>
	<u>\$4,503</u>	<u>\$4,278</u>	<u>\$4,980</u>
	=====	=====	=====

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METROLUX THEATRES

STATEMENTS OF INCOME

FOR THE YEARS ENDED DECEMBER 31, 2004, 2003 AND 2002
(Dollars in thousands)

	2004	2003	2002
	-----	-----	-----
OPERATING REVENUES:			
Theatre operations			
Admissions	\$2,401	\$2,765	\$2,810
Concessions	1,077	1,162	1,219
Other operating revenues	70	69	87
Total operating revenues	<u>3,548</u>	<u>3,996</u>	<u>4,116</u>
	-----	-----	-----
OPERATING EXPENSES:			
Theatre operations			
Film costs and advertising	1,389	1,566	1,544

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Cost of concessions	209	183	239
Other operating expenses	946	889	886
Administrative expenses	136	112	141
	-----	-----	-----
Total operating expenses	2,680	2,750	2,810
	-----	-----	-----
INCOME FROM OPERATIONS	868	1,246	1,306
	-----	-----	-----
OTHER (EXPENSE) INCOME:			
Interest income	1	1	1
Gain on sale of property and equipment	-	248	405
Interest expense	(75)	(88)	(110)
Write off of construction in progress	-	(23)	-
	-----	-----	-----
Net other (expense) income	(74)	138	296
	-----	-----	-----
NET INCOME	\$ 794	\$1,384	\$1,602
	=====	=====	=====

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METROLUX THEATRES

STATEMENTS OF PARTNERS' EQUITY

FOR THE YEARS ENDED DECEMBER 31, 2004, 2003 AND 2002
(Dollars in thousands)

	Metro Colorado Corporation	Trans-Lux Loveland Corporation	Total
	-----	-----	-----
PARTNERS' EQUITY, January 1, 2002	\$1,065	\$1,065	\$ 2,130
PARTNERSHIP DISTRIBUTIONS	(775)	(775)	(1,550)
NET INCOME	801	801	1,602
	-----	-----	-----
PARTNERS' EQUITY, December 31, 2002	1,091	1,091	2,182
PARTNERSHIP DISTRIBUTIONS	(900)	(900)	(1,800)
NET INCOME	692	692	1,384
	-----	-----	-----
PARTNERS' EQUITY, December 31, 2003	883	883	1,766
EQUITY CONTRIBUTION FROM LEASE GUARANTEE	17	17	34
PARTNERSHIP DISTRIBUTIONS	(167)	(167)	(334)
NET INCOME	397	397	794

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PARTNERS' EQUITY, December 31, 2004	\$1,130	\$1,130	\$2,260
	=====	=====	=====

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METROLUX THEATRES

STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2004, 2003 AND 2002
(Dollars in thousands)

	2004	2003	2002
	-----	-----	-----
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income	\$ 794	\$ 1,384	\$ 1,600
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	164	155	150
Gain on sale of property and equipment	-	(248)	(40)
Write off of construction in progress	-	23	
Changes in assets and liabilities:			
Concession supplies	-	(4)	
Prepaid expenses and other current assets	(3)	2	(1)
Film rentals payable	(32)	(17)	(3)
Accounts payable and accrued expenses	(6)	(44)	5
Deferred revenues	(3)	(2)	1
Due from Partners	23	(10)	(1)
	-----	-----	-----
Net cash provided by operating activities	937	1,239	1,370
	-----	-----	-----
CASH FLOWS FROM INVESTING ACTIVITIES:			
Net proceeds from sale of property and equipment	-	327	51
Acquisition of property and equipment	(124)	(64)	(3)
Acquisition of intangible assets	-	-	(1)
	-----	-----	-----
Net cash (used in) provided by investing activities	(124)	263	47
	-----	-----	-----
CASH FLOWS FROM FINANCING ACTIVITIES:			
Principal payment on long-term debt	(237)	(223)	(18)
Partnership distributions	(334)	(1,800)	(1,55)
	-----	-----	-----
Net cash (used in) financing activities	(571)	(2,023)	(1,73)
	-----	-----	-----
NET INCREASE (DECREASE) IN CASH	242	(521)	11
CASH, beginning of year	299	820	70

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CASH, end of year	----- \$ 541 =====	----- \$ 299 =====	----- \$ 82 =====
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METROLUX THEATRES

STATEMENTS OF CASH FLOWS - CONTINUED

FOR THE YEARS ENDED DECEMBER 31, 2004, 2003 AND 2002
(Dollars in thousands)

SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:

Interest paid	\$ 75 =====	\$ 89 =====	\$ 11 =====
---------------	----------------	----------------	----------------

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METROLUX THEATRES

NOTES TO THE FINANCIAL STATEMENTS

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations

MetroLux Theatres (the "Company") is a general partnership between Metro Colorado Corporation, a California corporation ("Metro Colorado"), and Trans-Lux Loveland Corporation, a Colorado corporation ("Trans-Lux"). The partnership was created for the purpose of engaging in the business of constructing, purchasing, owning and performing all functions in relation to the operation of a multi-screen movie theatre, ancillary real estate and other entertainment uses in Loveland, Colorado.

Property and Equipment

Property and equipment are stated at cost, net of accumulated depreciation. Depreciation is provided utilizing straight-line and accelerated methods over the estimated useful lives of the assets as follows:

Buildings and improvements	10-39 years
----------------------------	-------------

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Theatre equipment	5-10 years
Software	3 years

Major repairs and replacements are capitalized and ordinary maintenance and repairs are charged to operations as incurred.

Intangible Assets

Intangible assets consist of loan fees net of accumulated amortization. Amortization is provided utilizing the straight-line method over the term of the loan.

Income Taxes

The Company is treated as a partnership for federal and state income tax purposes. Consequently, federal and state income taxes are not payable, or provided for, by the Company. Partners are taxed individually on their shares of the Company's earnings. The Company's net income or loss is allocated among the Partners in accordance with their percentage of ownership.

Revenue Recognition

The Company recognizes revenue when tickets and concession goods are sold. Revenue from gift certificates and group activity is recognized when they are redeemed.

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NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Concentration of Credit Risk (Dollars in thousands)

Financial instruments which potentially subject the Company to concentrations of credit risk consist of cash. The Company places its cash with high credit quality financial institutions. Total amounts for the years ended December 31, 2004, 2003 and 2002 in excess of the FDIC limit amounted to approximately \$519, \$162 and \$704, respectively.

Services from Partners

The Partners provide management and administrative services to the Company. Trans-Lux provides oversight over the Company's movie theatre operations and Metro Colorado provides accounting, payroll, human resource and other management and administrative services. The services provided by the Partners are deemed to be of equal value and are not recognized on the financial statements of the Company.

Management Estimates

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The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

NOTE 2 - DUE FROM PARTNERS (Dollars in thousands)

As of December 31, 2004, 2003 and 2002, the net advances due (to) from the general partners were approximately (\$9), \$14 and \$4, respectively. These advances are unsecured, non-interest bearing and are expected to be repaid within the next year.

During the year ended December 31, 2004, the Company received net advances from the general partners of \$23. During the years ended December 31, 2003 and 2002, the Company made net advances to general partners of approximately \$10 and \$3, respectively.

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NOTE 3 - PROPERTY AND EQUIPMENT

Property and equipment consist of the following for the years ended December 31:

	2004	2003	2002
	-----	-----	-----
Buildings	\$4,027	\$4,027	\$4,027
Improvements	66	66	45
Theatre equipment	231	231	197
Land	519	519	598
Construction in progress	124	-	23
Software	9	9	-
	-----	-----	-----
	4,976	4,852	4,890
Less: accumulated depreciation and amortization	1,094	935	785
	-----	-----	-----
	\$3,882	\$3,917	\$4,105
	=====	=====	=====

Depreciation and amortization expense for the years ended December 31, 2004, 2003 and 2002 was approximately \$159, \$150 and \$147, respectively.

NOTE 4 - INTANGIBLE ASSETS (Dollars in thousands)

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Intangible assets consist of the following for the years ended December 31:

	2004	2003	2002
	-----	-----	-----
Loan fees	\$ 29	\$ 29	\$ 29
Less: accumulated amortization	14	9	4
	-----	-----	-----
	\$ 15	\$ 20	\$ 25
	=====	=====	=====

Amortization expense related to intangible assets amounted to \$5, \$5 and \$4 for the years ended December 31, 2004, 2003 and 2002, respectively.

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NOTE 5 - LONG-TERM DEBT (Dollars in thousands)

Long-term debt consists of the following for the years ended December 31:

	2004	2003	2002
	-----	-----	-----
The Company has a \$2.5 million real estate loan with a bank. Borrowings under the term loan bear interest at the bank's prime rate minus 0.30% (4.95%, 3.70% and 3.95% at December 31, 2004, 2003 and 2002, respectively). Payments under the agreement are in equal monthly installments of approximately \$26 of principal and interest, maturing January 2009 with one last payment of interest and principal of approximately \$890. The loan is collateralized by the assets of the Company and 60% of the debt is guaranteed by each of the Partners.	\$1,860	\$2,097	\$2,320
Less: current portion	225	238	223
	-----	-----	-----
	\$1,635	\$1,859	\$2,097
	=====	=====	=====

Maturities of long-term debt outstanding at December 31, 2004 are as follows:

Year Ending

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December 31,

2005	\$225
2006	236
2007	248
2008	261
2009	890

	\$1,860
	=====

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NOTE 6 - DEFERRED REVENUES (Dollars in thousands)

Deferred revenues at December 31, 2004, 2003 and 2002 consist of gift certificates and group activity passes that are used for concession goods and admissions at theatres, respectively. The breakdowns is as follows as of December 31:

	2004	2003	2002
	----	----	----
Gift certificates	\$75	\$75	\$83
Group activity passes	7	10	4
	----	----	----
	\$82	\$85	\$87
	=====	=====	=====

NOTE 7 - COMMITMENTS (Dollars in thousands)

In August 2004, the Company signed a lease for a space for a new multi-screen movie theatre. The theatre is under construction and is expected to open in October 2005. The initial lease term is for 15 years and may be extended for a total of three extension periods of 5 years each. The lease requires minimum annual rent payments ranging from \$500 to \$600 and contains a provision for an additional rent equal to 10% gross annual revenue if the revenues exceed certain thresholds. The lease is guaranteed by Metropolitan Theatres Corporation ("MTC"), a parent of Metro Colorado Corporation. The future minimum rent payments are as follow:

Year Ending December 31, -----	
2005	\$ 83
2006	500
2007	500
2008	500
2009	500
2010-2014	2,742
2015-2019	2,992

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Thereafter 100

\$7,917
=====

The Company has a month to month sublease agreement with an unrelated party for \$2 a month. For the years ending December 31, 2004, 2003 and 2002, the Company recognized \$18 of sublease income for each of the years.

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NOTE 7 - COMMITMENTS (Dollars in thousands) - CONTINUED

In connection with the guarantee by MTC mentioned above, Trans-Lux paid MTC \$17 in consideration for the guarantee of the new lease. In accordance with FASB Interpretation No. 45 - "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others", the Company recorded the payment by Trans-Lux, and the respective value of the guarantees for Metro Colorado, as an equity contribution by the partners, and an increase in prepaid rent in the accompanying financial statements.

NOTE 8 - PENSION PLAN (Dollars in thousands)

The Company has adopted a Safe Harbor Plan covering substantially all of its employees. Participating employees may contribute 1% to 20% of their salary, subject to required participating percentages of 401(k) regulations.

The Company contributes, at the discretion of management, a matching of 100% of the first 3% of the employee's contribution and matches 50% of the 2% of the employee's contribution up to a maximum of 5% of the employee's gross salary. Contributions made for the years ended December 31, 2004, 2003 and 2002 were \$3, \$2 and \$2, respectively.

NOTE 9 - SALE OF ASSETS (Dollars in thousands)

During the years ended December 31, 2003 and 2002, the Company sold land and received net proceeds of \$327 and \$514, respectively. The sales resulted in a gain of \$248 and \$405, recorded for the years ended December 31, 2003 and 2002, respectively.

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