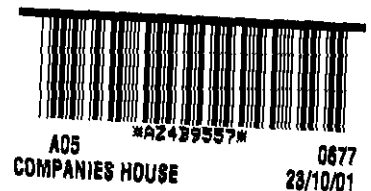


Bloom Martin Limited
Directors' Report and Financial Statements
for the year ended 31 December 2000

The McCay Partnership
Chartered Accountants
Financial House
14 Barclay Road
Croydon CR0 1JN



Bloom Martin Limited

Company Information

Directors	B.S. Bloom R.J. Hart
Secretary	B.S. Bloom
Company Number	01345759
Registered Office	37 Museum Street London W1A 1LP
Auditors	The McCay Partnership Chartered Accountants Financial House 14 Barclay Road Croydon CR0 1JN
Business Address	37 Museum Street London WC1A 1LP
Solicitors	Finers 179 Great Portland Street London W1N 6LS

Bloom Martin Limited

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Bloom Martin Limited

Directors' Report for the year ended 31 December 2000

The directors present their report and the financial statements for the year ended 31 December 2000.

Principal Activity and Review of the Business

The company did not trade during the year and therefore a profit and loss account has not been prepared. It continued to hold investments in subsidiary companies.

Results And Dividends

The directors do not recommend payment of a final dividend.

Directors and their Interests

The directors who served during the year and their interests in the company are as stated below:

	Ordinary 10p 'A' shares		Ordinary 10p 'C' shares	
	2000	1999	2000	1999
B.S. Bloom	240,810	240,810	-	-
R.J. Hart	-	-	257,500	257,500

Directors' Responsibilities

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of the affairs of the company and of the profit or loss of the company for that year. In preparing these the directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

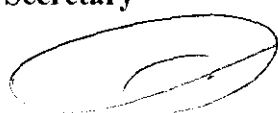
Auditors

In accordance with Section 385 of the Companies Act 1985, a resolution proposing that The McCay Partnership be reappointed as auditors of the company will be put to the Annual General Meeting.

This report was approved by the Board on 16 July 2001 and signed on its behalf by



B.S. Bloom
Secretary



Bloom Martin Limited

Auditors' Report to the Shareholders of Bloom Martin Limited

We have audited the financial statements on pages 4 to 7 which have been prepared under the historical cost convention and the accounting policies set out on page 5.

Respective responsibilities of directors and auditors

As described on page 1 the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

Basis of opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error.

In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at the 31 December 2000 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



The McCay Partnership

**Chartered Accountants and
Registered Auditor
Financial House
14 Barclay Road
Croydon CR0 1JN**

31 August 2001

**Auditors' Report to the Directors of Bloom Martin Limited
pursuant to Section 237(4A) of the Companies Act 1985**

We have examined the financial statements of the company and each of its subsidiaries for the year ended 31 December 2000.

Basis of opinion

The scope of this work for the purpose of this report was limited to determining whether the company is entitled to exemption from preparing group financial statements.

Opinion

In our opinion, the company is entitled to the exemption from preparing group financial statements conferred by Section 248 of the Companies Act 1985.

The McCay Partnership

**Chartered Accountants and
Registered Auditor
Financial House
14 Barclay Road
Croydon CR0 1JN**

31 August 2001

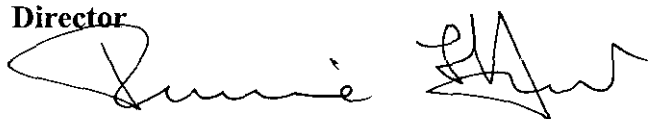
Bloom Martin Limited

Balance Sheet as at 31 December 2000

		2000		1999	
	Notes	£	£	£	£
Fixed Assets					
Investments	2		3		3
Current Assets					
Debtors	3	302,000		302,000	
		302,000		302,000	
Creditors: amounts falling due within one year	4	(132,558)		(132,558)	
Net Current Assets			169,442		169,442
Total Assets Less Current Liabilities			169,445		169,445
Capital and Reserves					
Called up share capital	5		154,500		154,500
Other reserves	6		4,000		4,000
Profit and loss account	6		10,945		10,945
Equity Shareholders' Funds			169,445		169,445

The financial statements were approved by the Board on 16 July 2001 and signed on its behalf by

R.J. Hart
Director



The notes on pages 5 to 7 form an integral part of these financial statements.

Bloom Martin Limited

Notes to the Financial Statements for the year ended 31 December 2000

1. Accounting Policies

1.1. Accounting convention

The financial statements are prepared under the historical cost convention.

1.2. Tangible fixed assets and depreciation

Depreciation is provided at rates calculated to write off the cost less residual value of each asset over its expected useful life, as follows:

1.3. Investments

Fixed asset investments are stated at cost less provision for diminution in value.

1.4. Consolidated accounts

The company is entitled to the exemption under Section 248 of the Companies Act 1985 from the obligation to prepare group accounts.

2. Investments

Subsidiary Undertakings Shares

£

Cost

At 1 January 2000

At 31 December 2000

3

Net book values

At 31 December 2000

3

At 31 December 1999

3

Bloom Martin Limited

Notes to the Financial Statements for the year ended 31 December 2000

..... continued

2.1. Holdings of 20% or more

The company holds 20% or more of the share capital of the following companies:

Company	Country of registration or incorporation	Shares held	
		Class	Holding
Subsidiary undertaking			
Bloom Theatres Limited	England	Ordinary	100%
Mainline Pictures Limited	England	Ordinary	100%

The aggregate amount of capital and reserves and the results of these undertakings for the last relevant financial year were as follows:

	Capital and reserves £	Profit for the year £
Bloom Theatres Limited	328,987	(22,889)
Mainline Pictures Limited	92,917	(4,320)

3. Debtors

	2000 £	1999 £
Other debtors	302,000	302,000

4. Creditors: amounts falling due within one year

	2000 £	1999 £
Amounts owed to group undertaking	132,558	132,558

Bloom Martin Limited

Notes to the Financial Statements for the year ended 31 December 2000

..... continued

5. Share capital	2000 £	1999 £
Authorised equity		
850,000 Ordinary 10p 'A' shares of £0.10 each	85,000	85,000
850,000 Ordinary 10p 'C' shares of £0.10 each	85,000	85,000
	170,000	170,000
Allotted, called up and fully paid equity		
772,500 Ordinary 10p 'A' shares of £0.10 each	77,250	77,250
772,500 Ordinary 10p 'C' shares of £0.10 each	77,250	77,250
	154,500	154,500

6. Equity Reserves

	Profit and loss account £	Capital redemption reserve £	Total £
At 1 January 2000	10,945	4,000	14,945

7. Related party transactions

Other debtors include loans made to companies in which the directors have an interest. Centresize Limited, a company in which R.J. Hart was a director and shareholder, owed £117,500. Bay Hawk Limited, a company in which B.S. Bloom was a director and shareholder, owed £184,500.