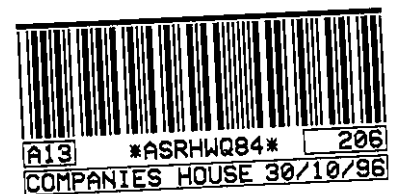


Registration Number 01345759

BLOOM MARTIN LIMITED
Directors' Report and Financial Statements
for the year ended 31 December 1995

J.B. McCay & Company
Chartered Accountants
Second Floor Offices
16 Barclay Road
Croydon
Surrey 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	J.B. McCay & Company Chartered Accountants Second Floor Offices 16 Barclay Road Croydon Surrey CR0 1JN
Solicitors	Bennett Taylor Tyrrell 72 Cavendish Street London W1M 8AU

BLOOM MARTIN LIMITED

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BLOOM MARTIN LIMITED

Directors' Report for the year ended 31 December 1995

The directors present their report and the financial statements for the year ended 31 December 1995.

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 results for the year are set out on page 4.

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 'A' shares		Ordinary 'B' shares	
	1995	1994	1995	1994
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:

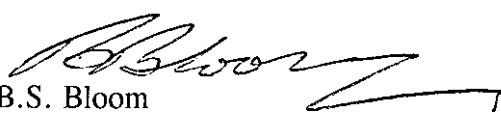
- select suitable accounting policies and apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

J.B. McCay & Company were appointed auditors to the company and in accordance with Section 385 of the Companies Act 1985, a resolution proposing their reappointment will be put to the Annual General Meeting.

This report was approved by the Board on 11 October 1996 and signed on its behalf by


B.S. Bloom
Secretary

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 1995 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



J.B. McCay & Company

Chartered Accountants and
Registered Auditor

Second Floor Offices
16 Barclay Road
Croydon
Surrey CR0 1JN

14 October 1996

**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 1995.

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.

S. B. McCay & Company

J.B. McCay & Company

Chartered Accountants and
Registered Auditor

Second Floor Offices
16 Barclay Road
Croydon
Surrey CR0 1JN

14 October 1996

BLOOM MARTIN LIMITED

Balance Sheet as at 31 December 1995

	Notes	1995 £	1994 £
Fixed Assets			
Investments	2	3	3
Current Assets			
Debtors	3	302,000	302,000
		<u>302,000</u>	<u>302,000</u>
Creditors: amounts falling due within one year	4	(132,558)	(132,558)
Net Current Assets		<u>169,442</u>	<u>169,442</u>
Total Assets Less Current Liabilities		<u>169,445</u>	<u>169,445</u>
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		<u>169,445</u>	<u>169,445</u>

The financial statements were approved by the Board on 11 October 1996 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 1995

1. Accounting Policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention.

The company has consistently applied all relevant accounting standards.

1.2 Investments

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

1.3 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 1995 & At 31 December 1995	3
Net book values	
At 31 December 1995	3
At 31 December 1994	3

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	%
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	Loss for the year
	£	£
Bloom Theatres Limited	481,645	(107,865)
Mainline Pictures Limited	-	-

BLOOM MARTIN LIMITED

Notes to the Financial Statements for the year ended 31 December 1995

3. Debtors

	1995 £	1994 £
Other debtors	302,000	302,000

4. Creditors: amounts falling due within one year

	1995 £	1994 £
Amounts owed to group undertaking	132,558	132,558

5. Share capital

	1995 £	1994 £
Authorised equity		
850,000 Ordinary 'A' shares of £0.10 each	85,000	85,000
850,000 Ordinary 'B' shares of £0.10 each	85,000	85,000
	<u>170,000</u>	<u>170,000</u>
Allotted, called up and fully paid equity		
772,500 Ordinary 'A' shares of £0.10 each	77,250	77,250
772,500 Ordinary 'B' shares of £0.10 each	77,250	77,250
	<u>154,500</u>	<u>154,500</u>

6. Equity Reserves

	Profit and loss account £	Capital redemption reserve £	Total £
At 1 January 1995 and 31 December 1995	10,945	4,000	14,945

7. Directors interests

Loans totalling £117,500 were due by a company in which B.S. Bloom has an interest and loans totalling £184,500 were due by a company in which R.J. Hart has an interest.