<u>DIPLOMAT MUSIC LIMITED</u> (Registered in England No. 875521)

<u>DIRECTORS REPORT AND AUDITED FINANCIAL STATEMENTS</u> <u>FOR THE YEAR ENDED 30TH JUNE 1995</u>

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REPORT OF THE DIRECTORS

The directors submit their report together with the audited financial statements for the year ended 30th June 1995.

1. RESULTS AND DIVIDENDS

The profit for the year is set out in the Profit and Loss Account on page 4. The directors do not propose to declare a dividend in respect of the year ended 30th June 1995 (1994: Nil).

2. REVIEW OF THE BUSINESS

The principal activity of the company during the year continued to be music publishing. The directors do not anticipate any change in the future.

3. **DIRECTORS**

The directors during the year were:-

J Hammond

B W Hitchens

A D F Gummer

R Godfrey-Cass (resigned 31 May 1995)

E Heine (appointed 31 May 1995)

4. DIRECTORS INTEREST

At no time during the year did any director have any interest in the shares of the company. There has been no movement in directors' interests since 1st July 1995.

AUDITORS

Elliotts have expressed their willingness to continue in office as auditors and a resolution proposing their re-appointment will be submitted at the annual general meeting.

6. STATEMENT OF DIRECTORS RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS

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

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the accounts;
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business.

REPORT OF THE DIRECTORS (Continued)

6. STATEMENT OF DIRECTORS RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS (Continued)

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 accounts 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.

BY ORDER OF THE BOARD

B W HITCHENS

Director

Dated: 25/4/96

129 Park Street London W1. · AUDITORS REPORT TO THE MEMBERS OF

DIPLOMAT MUSIC LIMITED

We have audited the accounts on pages 4 to 7 which have been prepared under the historical cost convention

and the accounting policies set out on page 6.

Respective responsibilities of directors and auditors

As described on page 1 the company's directors are responsible for the preparation of accounts. It is our responsibility to form an independent opinion, based on our audit, on those accounts 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 accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the

preparation of the accounts, and of 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 accounts 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 accounts.

Opinion

In our opinion the accounts give a true and fair view of the state of affairs of the company at 30 June 1995 and

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

ELLIOTTS

Plletts

Registered Auditor

London

Dated: 26 1 april 1996

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PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 30TH JUNE 1995

	Notes	1995 £	1994 £
Operating loss Interest receivable Interest payable	3	(650) 2,071 (57)	(532) 1,913 (60)
Profit on Ordinary Activities before tax		1,364	1,321
Tax on Profit on Ordinary Activities	5	(341)	(330)
Profit for the Financial Year Retained profit brought forward		1,023 43,354	991 42,363
Retained profit carried forward		£ 44,377	£ 43,354

None of the company's activities were acquired or discontinued during the current period or previous year.

A Statement of Total Recognised Gains and Losses has not been presented as there are no gains and losses other than those dealt with in the profit and loss account.

The notes on pages 6 and 7 form part of these financial statements.

BALANCE SHEET

<u>AT 30TH JUNE 1995</u>

	Notes	1995 £	1994 £
Current Assets:		~	
Cash at bank		47,113	45,104
Creditors: Amounts Falling		47,113	45,104
Due Within One Year	6	(2,636)	(1,650)
NET CURRENT ASSETS		£ 44,477	£ 43,454
Capital And Reserves:			
Share Capital Profit and Loss Account	7	100 43,377	100 43,354
		£ 43,477	£ 43,454

Director B W Hitchen

Dated: 25/4/96

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30TH JUNE 1995

1. ACCOUNTING POLICIES

Accounting Convention

These accounts are prepared under the historical cost convention and in accordance with applicable accounting standards.

Exemption has been taken from preparing a cashflow statement on the grounds that the company qualifies as a small company.

Royalty Income

Credit is taken for royalty income which has been received or declared by users prior to the year end.

2. TURNOVER

Turnover represents gross royalties notified. The geographical areas to which turnover relates are as follows:

		1995	1994
	United Kingdom	£ nil	£ 92
3.	OPERATING LOSS		
	This is stated after charging:	1995	1994
	Administrative expenses:	£	£
	Audit fee	588	588
	Sundry expenses	62	36
			-
		£ 650	£ 624
		====	=====

4. EMPLOYEES

The company had no employees during the year (1994 Nil). No directors remuneration was paid during the year (1994 Nil).

5. TAX ON PROFIT ON ORDINARY ACTIVITIES

The charge for corporation tax is made up as follows:

	£		£
£	341	£	330
	£	£ 341	£ 341 £ ======

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30TH JUNE 1995

6. CREDITORS: Amounts Falling Due Within One Year

	-		
		1995	1994
		£	£
	Related company - Warner Chappell Music Ltd	1,707	732
	Corporation Tax	341	330
	Accruals	588	588
			
		£ 2,636	£ 1,650
		=====	=====
7.	SHARE CAPITAL:		
		1995	1994
		£	£
	Authorised allotted, called up and fully paid:		
	50 "A" Shares of £1 each	50	50
	50 "B" Shares of £1 each	50	50 50
			30
		0.100	
		£ 100	£ 100
8.	RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS		
		1995	1994
		£	£
	Balance at 1 July 1994	43,454	42,463
	Profit for the year	1,023	991
			
	Balance at 30th June 1995	£ 44,477	£ 43,454
		======	=====