FINANCIAL STATEMENTS

for the year ended

30 June 1998



DIRECTORS AND OFFICERS

DIRECTORS

J P Coates

Chairman

I Harvey C J Engle

P J Milne-Smith

SECRETARY

N D Kauffman

COMPANY NUMBER

01603770 (England and Wales)

REGISTERED OFFICE

2 Bloomsbury Street London WC1B 3ST

AUDITORS

Baker Tilly Chartered Accountants 2 Bloomsbury Street London WC1B 3ST

Baker Tilly

DIRECTORS' REPORT

The directors submit their report and the financial statements of Snowman Enterprises Limited for the year ended 30 June 1998.

PRINCIPAL ACTIVITIES

The principal activity of the company during the year was that of making, producing and directing animated films.

REVIEW OF THE BUSINESS

The directors are very pleased with the results for the year and anticipate continued success in the ensuing year.

RESULTS AND DIVIDENDS

The trading loss for the year after taxation was £32,129 (1997:£9,702).

The directors do not recommend the payment of a dividend.

DIRECTORS

The following directors have held office during the year:-

J P Coates

I Harvey

C J Engle

P J Milne-Smith

S D Hall

Ms E M Attenborough

(appointed 13 July 1998)

(appointed 21 April 1998)

(resigned 9 March 1998)

(resigned 9 March 1998)

DIRECTORS' INTERESTS IN SHARES AND DEBENTURES

None of the directors held any interests in the shares of the company during the year.

AUDITORS

A resolution to reappoint Baker Tilly, Chartered Accountants, as auditors will be put to the members at the annual general meeting.

By order of the board on 1 february 1999

J P Coates Director

Snowman Enterprises Limited DIRECTORS' RESPONSIBILITIES IN THE PREPARATION OF FINANCIAL STATEMENTS

Company law requires directors to prepare financial statements 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 financial statements, directors are required to:

- a. select suitable accounting policies and then apply them consistently;
- b. make judgements and estimates that are reasonable and prudent;
- c. 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 requirements of 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' REPORT TO THE MEMBERS OF SNOWMAN ENTERPRISES LIMITED

We have audited the financial statements on pages 5 to 10.

Respective responsibilities of directors and auditors

As described on page 3 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 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 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 at 30 June 1998 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

BAKER TILLY

Registered Auditor Chartered Accountants 2 Bloomsbury Street London WC1B ST

lake Tilly

1 February 1999

PROFIT AND LOSS ACCOUNT for the year ended 30 June 1998

	Notes	1998 £	1997 £
TURNOVER	1	419,901	553,901
Cost of sales		87,800	105,849
Gross profit		332,101	448,052
Other operating expenses (net)	2	337,467	453,513
OPERATING LOSS		(5,366)	(5,461)
Investment income		1,986	5,997
Interest payable and similar charges	3	(36)	(433)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION	4	(3,416)	103
Taxation	5	(28,713)	(9,805)
LOSS ON ORDINARY ACTIVITIES AFTER TAXATION RETAINED FOR THE YEAR	10	(32,129)	(9,702)

The operating loss for the year arises from the company's continuing operations.

No separate statement of Total Recognised Gains and Losses has been presented as all such gains and losses have been dealt with in the profit and loss account.

Snowman Enterprises Limited BALANCE SHEET

30 June 1998

	Notes	1998 £	1997 £
FIXED ASSETS Intangible assets	6	100,000	100,000
CURRENT ASSETS Debtors Cash at bank and in hand	7	30,775 41,565	16,186 82,301
		72,340	98,487
CREDITORS: Amounts falling due within one year	8	85,702	79,720
NET CURRENT LIABILITIES		(13,362)	18,767
TOTAL ASSETS LESS CURRENT LIABILITIES		86,638	118,767
CAPITAL AND RESERVES Called up share capital Profit and loss account	9 10	100 86,538	100 118,667
1 1011t and 1055 account	. •		
		86,638	118,767

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J P COATES

Director

ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The financial statements have been prepared under the historical cost convention.

DEFERRED TAXATION

Provision is made for taxation deferred or accelerated by the effect of timing differences, to the extent that it is probable that a liability will crystallise, at the rate expected to be ruling at that date.

TURNOVER

Turnover represents the invoiced value, net of Value Added Tax, of goods sold and services provided to customers.

FILM PRODUCTION COSTS

Film production costs to 30 June 1985 have been capitalised when incurred.

Amounts have been written off against income to reduce the costs to a written down value of £100,000 which in Directors' opinion is a fair value of the assets. Subsequent costs have been written off as they are incurred.

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 1998

TURNOVER AND PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

The company's turnover and profit before taxation were all derived from its principal activity. Sales were made in the following geographical markets:

		1998 £	1997 £
	United Kingdom Europe Far East and Australia	80,088 9,164 224,997	61,517 14,227 224,138
	USA and Canada	105,652	254,019
		419,901	553,901
		1998	1997
2	OTHER OPERATING EXPENSES (NET)	£	£
	Administration expenses	337,467	453,513
2	NAME OF A PART DATE OF A PART OF A P	1998	1997
3	INVESTMENT INCOME	£	£
	Bank interest receivable	1,986	5,997
4	LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION	1998 £	1997 £
	Loss on ordinary activities before taxation is stated after charging: Auditors' remuneration	2,000	2,000
5	TAXATION	1998 £	1997 £
	Based on the loss for the year: UK corporation tax at 24% (1997 - 24%) Surplus withholding tax	- 28,713	351 9,454
	. ~	28,713	9,805

Snowman Enterprises Limited NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 1998

Cost 1 July 1997 and 20 June 1998		
1 July 1997 and 30 June 1998		308,446
Amortisation: 1 July 1997 and 30 June 1998		208,446
Net book value 30 June 1998 and 30 June 1997		100,000
7 DEBTORS	1998 £	1997 £
Due within one year: Trade debtors Other debtors	755 30,020	890 15,296
	30,775	16,186
8 CREDITORS: Amounts falling due within one year	1998 £	1997 £
Trade creditors Amount due to parent company Amounts due to associated undertaking Accruals	13,752 11,600 55,187 5,163	3,290 9,223 61,867 5,340
	85,702	79,720
9 SHARE CAPITAL	1998 £	1997 £
Authorised, issued and fully paid: 100 ordinary shares of £1 each	100	100
10 PROFIT AND LOSS ACCOUNT	1998 £	1997 £
1 July 1997 Loss for the year	118,667 (32,129)	128,369 (9,702)
30 June 1998	86,538	118,667

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 1998

11	RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS	1998 £	1997 £
	Loss for the financial year Opening shareholders' funds	(32,129) 118,767	(9,702) 128,469
	- -	86,638	118,767

12 ULTIMATE PARENT COMPANY

The ultimate parent company is TV Cartoons Limited, incorporated in England.