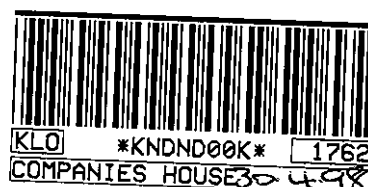


MacFarlane Chard Associates Limited

Financial Statements

for the year ended 31st March 1997



MacFarlane Chard Associates Limited

Notice of an Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at 7/8 Little Turnstile, London, WC1V 7DX on 29th May 1998 at 10am for the following purposes:

To receive the accounts of the Company for the year ended 31st March 1997 together with the reports of the director and reporting accountants thereon.

To transact any other ordinary business of an annual general meeting.

Registered Office:

The Quadrangle, 2nd Floor,
180 Wardour Street,
London
W1V 3AA

On behalf of the Board:


Peter Stuart MacFarlane

Date: 23rd April 1998

A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his place. Such proxy need not be a member of the Company.

Company Information

Company No: 3008850

Registered Office

The Quadrangle, 2nd Floor,
180 Wardour Street,
London
W1V 3AA

Director

Peter Stuart MacFarlane

Secretary

Dennis Thomas Cooper

Reporting Accountants

Brebner Allen & Trapp
The Quadrangle
180 Wardour Street
London
W1V 4LB

Bankers

National Westminster Bank
315 Station Road
Harrow
Middlesex
HA1 2AD

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1	Director's Report
2	Reporting Accountants' Report
3	Profit and Loss Account
4	Balance Sheet
5 to 8	Notes to the Financial Statements

The director submits his report together with the unaudited financial statements for the year ended 31st March 1997.

Director's Statement

Company law requires the director to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the company and of the profit for that year. In preparing those financial statements the director is 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 financial statements;

Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is 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 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.

Results and Dividends

The profit on the ordinary activities of the company before taxation amounted to £3,772. After deducting taxation, the profit of £2,228 has been transferred to reserves.

The director does not recommend a dividend.

Principal Activity and Business Review

The principal activity of the company is that of theatrical agents.

The director is satisfied with the increase in turnover over the previous period and the improvement in profitability, and is hopeful that this trend will continue in the following period.

Directors and their Interests

The directors who served during the year and their beneficial interests in the share capital of the company were as follows:

	Ordinary shares of £1 each	
	1997 No.	1996 No.
Peter Stuart MacFarlane	1	1
Josephine Anne Glackin (resigned 10th May 1996)	1	1
Phillip Chard (resigned 31st January 1998)	1	1

On behalf of the Board:


Peter Stuart MacFarlane, Director

23rd April 1998

Accountants' Report to the Shareholders

on the Unaudited Accounts of MacFarlane Chard Associates Limited

We report on the accounts for the year ended 31st March 1997 set out on pages 3 to 8.

Respective responsibilities of directors and reporting accountants

As described on page 1, the company's director is responsible for the preparation of the accounts, and he considers that the company is exempt from an audit. It is our responsibility to carry out procedures designed to enable us to report our opinion.

Basis of opinion

Our work was conducted in accordance with the Statement of Standards for Reporting Accountants, and so our procedures consisted of comparing the accounts with the accounting records kept by the company, and making such limited enquiries of the officers of the company as we considered necessary for the purposes of this report, except that the scope of our work was limited as explained below. These procedures provide only the assurance expressed in our opinion.

Owing to a deficiency in certain accounting records relating to turnover for the first quarter of the year and to cheque and credit card analysis we have needed to adopt alternative procedures to calculate the turnover figure and to post certain expense items.

Opinion

In our opinion:

- a) except for the uncertainty relating to turnover and the correct analysis of expenses totalling £9,099 which arise from the limitation on the scope of our work described above, the accounts are in agreement with the accounting records kept by the company under section 221 of the Companies Act 1985;
- b) having regard only to, and on the basis of, the information contained in those accounting records:
 - (i) the accounts have been drawn up in a manner consistent with the accounting requirements specified in section 249C(6) of the Act; and
 - (ii) the company satisfied the conditions for exemption from an audit of the accounts for the year specified in section 249A(4) of the Act and did not, at any time within that year, fall within any of the categories of companies not entitled to the exemption specified in section 249B(1).


Brebner Allen & Trapp
Reporting Accountants

30th April 1998

The Quadrangle
180 Wardour Street
London
W1V 4LB

MacFarlane Chard Associates Limited

Profit and Loss Account

for the year ended 31st March 1997

	Notes	1997 £	1996 £
Turnover	2	115,533	87,901
Administrative expenses		(116,738)	(102,283)
Other operating income	4	5,775	475
Operating profit/(loss)	3	4,570	(13,907)
Interest receivable		659	482
Interest payable	5	(1,457)	(1,231)
Profit/(Loss) on ordinary activities before Taxation		3,772	(14,656)
Tax on profit/(loss) on ordinary activities	6	(1,544)	-
Profit/(Loss) on ordinary activities after Taxation		2,228	(14,656)
Retained loss brought forward		(14,656)	-
Retained (loss) carried forward		(12,428)	(14,656)

All amounts relate to continuing activities.

There have been no recognised gains or losses, other than the results for the financial year, and all profits or losses have been accounted for on an historical cost basis.

MacFarlane Chard Associates Limited

Balance Sheet

as at 31st March 1997

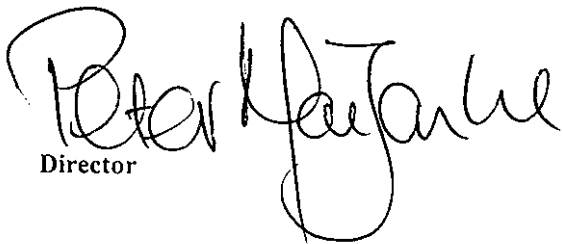
	Notes	1997 £	1997 £	1996 £	1996 £
Fixed Assets					
Tangible fixed assets	8		1,531		1,138
Current Assets					
Debtors	9	50,003		15,856	
Cash at bank		24,072		14,655	
		<u>74,075</u>		<u>30,511</u>	
Creditors:					
Amounts falling due within one year	10	(88,029)		(46,300)	
Net Current (Liabilities)			(13,954)		(15,789)
Total Assets Less Current Liabilities			<u>(12,423)</u>		<u>(14,651)</u>
Capital and Reserves					
Share capital	12		5		5
Profit and loss account	13		(12,428)		(14,656)
Equity Shareholders' Funds	14		<u>(12,423)</u>		<u>(14,651)</u>

In the director's opinion the company was entitled under Section 249A(2) of the Companies Act 1985 to exemption from the audit of its accounts for the year ended 31st March 1997. No notice from members requiring an audit has been deposited under Section 249B(2) of the Companies Act 1985 in relation to its accounts for the financial year.

The director acknowledges his responsibilities for ensuring that the company keeps accounting records which comply with section 221 and for preparing accounts which give a true and fair view of the state of the affairs of the company as at 31st March 1997 and of its profit for the year then ended in accordance with the requirements of section 226, and which otherwise comply with the requirements of the Companies Act 1985 relating to accounts, so far as applicable to the company.

These accounts were approved by the board on 23rd April 1998.

Peter Stuart MacFarlane


Director

1 Principal Accounting Policies*Accounting Convention*

The Financial Statements have been prepared under the historical cost convention. Comparative figures are for the period from 11th January 1995 to 31st March 1996.

Turnover

Turnover is the total amount receivable by the company for services provided, excluding VAT.

Depreciation

Depreciation is calculated to write down the cost, less estimated residual value, of all tangible fixed assets over their expected useful lives. The rates generally applicable are:

Motor vehicles	25 % per annum
Furniture, fixtures and fittings	25 % reducing balance per annum

2 Turnover

The turnover and operating profit/(loss) for the year were derived from the company's principal activity which was carried out wholly in the UK.

3 Operating Profit/(Loss)

The operating profit/(loss) is stated after charging or crediting:

	1997	1996
	£	£
Depreciation - owned assets	581	379

4 Other Operating Income

	1997	1996
	£	£
Rental income	5,775	475

5 Interest Payable

	1997	1996
	£	£
Bank loans and overdrafts	1,457	1,231

6 Tax on Profit/(Loss) on Ordinary Activities

	1997	1996
	£	£
<i>Based on the profit/(loss) for the year:</i>		
U.K. Corporation tax at 24%	1,544	-

The company is a "close" company within the provisions of the Income and Corporation Taxes Act 1988.

MacFarlane Chard Associates Limited

Notes to the Financial Statements

for the year ended 31st March 1997

7 Directors and Employees

Staff costs during the year were as follows:

	1997	1996
	£	£
Wages and salaries	36,337	30,829
Social security costs	2,746	1,839
Compensation for loss of office	-	12,702
	<u>39,083</u>	<u>45,370</u>

The average monthly number of employees, including directors, during the year was as follows:

	1997	1996
	Number	Number
Administration	5	5

Remuneration in respect of directors was as follows:

	1997	1996
	£	£
Management remuneration	6,200	7,500
Compensation for loss of office	-	12,702
	<u>6,200</u>	<u>20,202</u>

8 Tangible Fixed Assets

	Office equipment	Furniture, fixtures and fittings	Total
	£	£	£
Cost			
At 1st April 1996	850	667	1,517
Additions	-	974	974
At 31st March 1997	<u>850</u>	<u>1,641</u>	<u>2,491</u>
Depreciation			
At 1st April 1996	212	167	379
Charged for the year	212	369	581
At 31st March 1997	<u>424</u>	<u>536</u>	<u>960</u>
Net Book Value			
At 31st March 1997	<u>426</u>	<u>1,105</u>	<u>1,531</u>
At 31st March 1996	<u>638</u>	<u>500</u>	<u>1,138</u>

MacFarlane Chard Associates Limited

Notes to the Financial Statements

for the year ended 31st March 1997

9	Debtors	1997	1996
		£	£
	Trade debtors	2,443	-
	Advance corporation tax recoverable	5,346	2,546
	Other debtors	42,214	13,310
		<u>50,003</u>	<u>15,856</u>
10	Creditors: Amounts falling due within one year	1997	1996
		£	£
	Bank loans and overdrafts	45,968	18,481
	Advance corporation tax payable	4,090	2,545
	Other taxes and social security	2,030	9,203
	Other creditors	17,293	6,071
	Accruals and deferred income	18,648	10,000
		<u>88,029</u>	<u>46,300</u>

The bank loans and overdrafts are secured by fixed and floating charges over all property and assets of the company

11 Transactions with Directors

Included in other debtors are loans to the directors as follows:

	Amounts outstanding	
	1997	1996
	£	£
Peter Stuart MacFarlane	20,668	5,602
Philip Chard (resigned 31st January 1998)	18,417	4,580
	<u>39,085</u>	<u>10,182</u>

Maximum liabilities in the year amounted to:

	£
Peter Stuart MacFarlane	20,668
Philip Chard (resigned 31st January 1998)	18,417
	<u>39,085</u>

12 Share Capital

Authorised	1997	1996
	£	£
10,000 Ordinary shares of £1 each (1996: 10,000)	10,000	10,000
Allotted and fully paid	1997	1996
	£	£
5 Ordinary shares of £1 each (1996: 5)	5	5

MacFarlane Chard Associates Limited

Notes to the Financial Statements

for the year ended 31st March 1997

13 Reserves

	Profit and Loss Account £
At 1st April 1996	(14,656)
Profit for the year	2,228
At 31st March 1997	<u>(12,428)</u>

14 Reconciliation of the Movement in Shareholders' Funds

	1997 £	1996 £
Profit/(Loss) for the financial year	2,228	(14,656)
New share capital subscribed	-	3
Opening shareholders' funds	(14,651)	2
Closing shareholders' funds	<u>(12,423)</u>	<u>(14,651)</u>