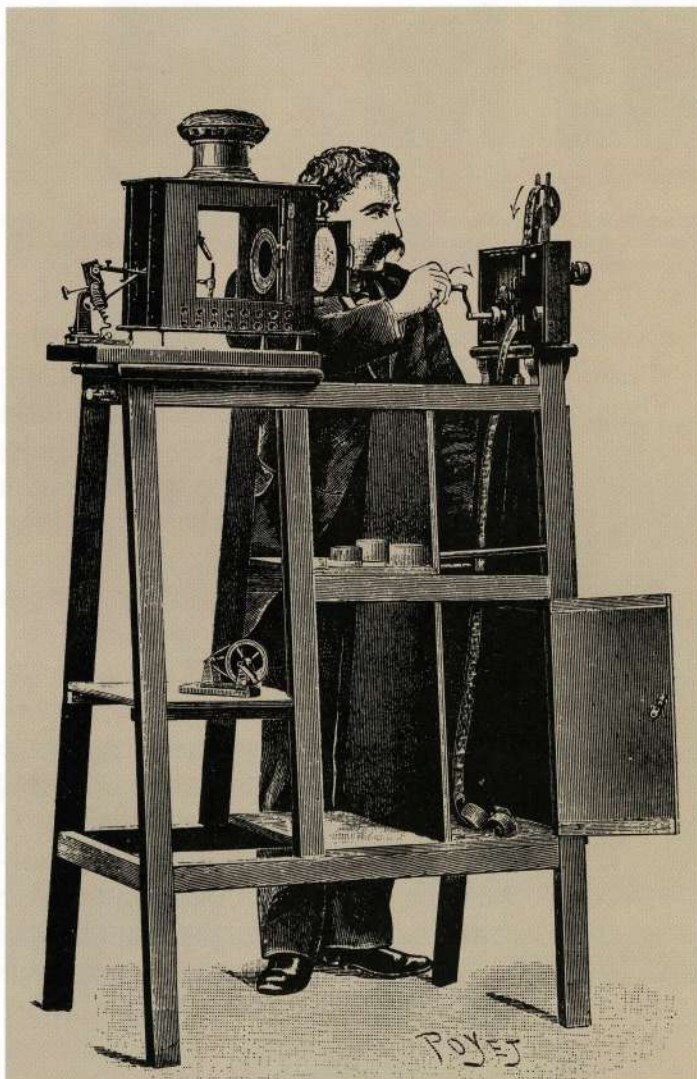


**NOTHING TOUCHES THE
IMAGINATION LIKE SHOWSCAN.[®]**



REAL LIFE ACTUALLY HAPPENS AT 60 FRAMES PER SECOND.



Early motion picture pioneers experimented with a variety of cameras and projectors in their attempts to capture "real life" on film. It wasn't until filmmakers settled on a 35mm film format running at 24 frames per second that motion pictures even approached "reality." Although many attempts have been made over the past 60 years or so to "push" the boundaries of reality on film, it was the development of Showscan® that finally produced images the eye accepts as real.

Ever since a celluloid film strip raced through Thomas Edison's motion picture camera, movie makers have been obsessed with the idea of capturing reality and offering it to their audiences.

First, by introducing sound in the 1920's. Then, by adding color in the late '30's. And more recently, with cinematic techniques like 3-D and Cinerama which they hoped would make their film images more lifelike.

All were futile attempts to achieve the ultimate fantasy: Reality. That moment when the screen stops being a barrier between the audience, and instead, dissolves to let you enter a whole different world.

Now that moment has arrived. Through the state-of-the-art technology of our patented Showscan® film process.

Before we tell you exactly how it works, we think you ought to have a clearer picture of the quality and the incredible reality that our images create on the screen.

Not from us, but from a film expert like Chicago Sun Times movie critic Roger Ebert who had just screened a film shot in the Showscan® process.

"I had just witnessed the most realistic motion picture I had ever seen in my life – incomparably more realistic than anything I had ever seen before on a movie screen... The name of the process is Showscan®. It is the future of cinema. It isn't some kind of gimmick, like 3-D or Cinerama."



Showscan 70mm, 60fps film (actual size) with magnetic soundtrack. This strip shows actual frames recorded and projected in just under 1/2 second viewing time. By recording images at 125th of a second and projecting at 60fps, you can see how Showscan® captures every nuance of action, motion, and emotion put before the camera. This patented format results in greater visual depth, less blur and strobe, and a unique sense of "reality." The larger image area of the 70mm frame allows more light to be projected through the image, resulting in brighter, truer colors.



Conventional 35mm, 24fps film (actual size) with optical soundtrack. The strip shows the actual amount of frames photographed in just under 1/2 second. In 35mm film each frame is photographed at 1/24th of a second, and then projected twice. Frames are spaced against Showscan® 70mm, 60fps which shows how little information is actually recorded by 24fps photography. The white gaps clearly show how much action, emotion, and motion put before the camera is "missing" with the standard process.



So, just what is this Showscan® film process that produces a quality of reality that nothing else in the film or video industry can match?

It's a simple idea, really.

Based on a very simple fact: the human eye perceives real life as if the world were running at a film speed of 60 frames per second.

That's why, throughout so much of the world, electric lights operate at 60 cycles, and television broadcasts are received at 60 images per second. Anything slower, and the human eye perceives flicker.

Now, here's how that fact relates to us.

Almost all motion pictures today use 35mm film which is shot and played back at 24 frames (or still images) per second. To avoid the flicker of early movies (these old "flicks" were filmed at uncontrolled hand-cranked speeds causing images to flicker on the screen) projectors were



To the eye, the world appears to be running at a film speed of 60 frames per second.

created to hold the film in place while the shutter opened and closed twice on each frame. The process fooled the eye into believing it was seeing images at 48 frames per second (fps).

Gone was the flicker. But so was any hope of ever duplicating reality on film.

Until Showscan® came along.

We discovered that 70mm film running at 60 frames per second produces projected images with an illusion of reality that has never been seen on film before.

In fact, our Showscan® process approaches the maximum amount of visual information the human eye can process each second. Ten times that of conventional 24fps, 35mm films. For every frame your eye would see in a 35mm motion picture, you would be seeing 2½ frames of 70mm film over the same eclipsed time with a movie that's been shot in the Showscan® process.

Picture quality is so sharp and clear and "real," that the sensation is almost like 3-D in reverse. Instead of popping out of the screen at you, the amazing depth pulls you in.

You literally become an invisible spectator

standing in the middle of each film scene.

And because our 70mm film is actually four times the size of the 35mm format, its larger image area allows more light to be projected through it. Making colors much brighter, truer and more richly saturated.

Showscan® is the only film process providing this unique viewing experience.

Because our patent covers every filming and projection speed from 50 fps all the way to infinity.

In addition, the most realistic sound process available has been employed in order to enhance the illusion of reality.

Our Dolby™ Showscan full spectrum 6 discrete channel sound system represents state-of-the-art motion picture audio technology.

While a majority of 35mm films still use an antiquated optical soundtrack that produces a

limited sound spectrum, we utilize technology which plays back the broadest, most realistic sound spectrum available on film today.

The synergism between your eyes and your ears is an experience in hyper-reality that only Showscan® can provide.

Of course, not every filmmaker is trying to capture just the illusion of reality. Some want to go beyond it. And that's where our Showscan® technology becomes even more valuable.

Special effects and opticals become even more spectacular when they're produced with the Showscan® process.

The result is the worlds of fantasy and reality have never been more inseparable. Or, more believable.

It's taken almost 100 years for motion pictures to achieve their goal and put on film what they started out to

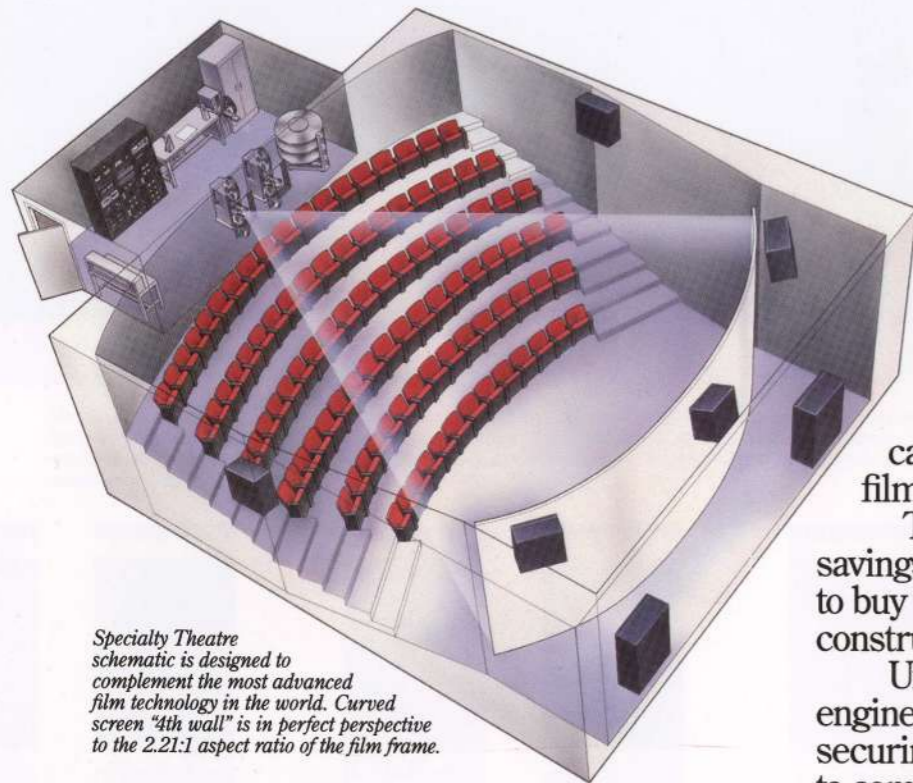
capture when filmmaking began.

Now, thanks to Showscan®, "reality" is finally a reality.



The Showscan CP-65, the first new camera to be produced in over 20 years, shoots film 2½ times faster than conventional 35mm or 70mm cameras and has been blimped for silent running.

WE'VE CREATED THEATRES AS ADVANCED AS OUR PROCESS.



Specialty Theatre schematic is designed to complement the most advanced film technology in the world. Curved screen "4th wall" is in perfect perspective to the 2.21:1 aspect ratio of the film frame.

When you create images with the depth and clarity of our Showscan® films, you want to project them in theatres that can enhance their illusion of hyper-reality.

So we've created our Showscan Specialty Theatres.

They've been designed to fit in a wide array of space plans, or easily adapted to fit the layouts of most current exhibition halls and theatres by retrofitting at minimum cost.

In most plans, the seating is raked and set further back from the screen than you'll find in conventional theatres. So bobbing heads won't intrude in the illusion.

The entire front wall of the theatre is taken up by a "fourth wall" screen that's in perfect perspective to the 2.21:1 aspect ratio of our 70mm film frame.

Curved, to help capture maximum light intensity, the screen also captures a substantial amount of a viewer's peripheral vision. Making the screen a large window that seemingly "disappears" so you're visually enveloped by the picture. (Sort of like 3-D, in reverse.)

Adding to this heightened illusion of reality are your ears, thanks to the technology of our proprietary Dolby™ Showscan full spectrum 6 discrete channel sound system that reproduces

a broader spectrum of sound than with conventional audio systems.

But what really makes a Showscan Specialty Theatre unique is a format flexibility no other theatre offers. Our projectors can easily be converted from 60fps to 24fps as well as 30fps. So you can exhibit conventional 35mm or 70mm films.

That gives you versatility and built-in cost savings, since there are no additional projectors to buy and no special buildings for you to construct.

Unique sites can be addressed by our engineers and technicians, and we can assist in securing the expertise and materials you'll need to complete renovations.

Right now, you're probably wondering if it makes sense for you to install a Showscan Specialty Theatre.

It does, if you want to entertain, educate and excite an audience.

Our Showscan Specialty Theatres add an appealing new dimension to museums, theme parks, expositions and world's fairs, corporate tours and entertainment centers. Without the expense of major construction.

Of course, once you've got the ideal theatre to showcase our advanced film technology, you'll need some films to bring it to life.

You've got 'em.



Showscan created the 500 seat Discovery Theatre at Expo '86 in Vancouver, British Columbia. Specialty Theatre projection equipment can easily be converted to show standard 35mm and 70mm films.



"Leonardo's Dream," created for Italy's Project Leonardo Film Festival, magically transports Leonardo Da Vinci to the 20th Century to see how his dreams became reality.



In "Call from Space," noted director Richard Fleischer used the Showscan® process to add visual drama and impact in his dazzling adventure through time and space.

Created for Showscan by some of the world's most noted Academy Award-winning and nominated filmmakers, our films showcase the talents of such performers as James Coburn, Charlton Heston, and Ned Beatty among others.

Science. History. Ecology. Travel. Fantasy. Adventure. They're all a part of our growing library of Showscan films. There's something for

every interest and age which can be adapted to fit your marketing needs. Or, if you want to show something with a specific focus, you can create your own custom picture utilizing the patented Showscan® film process.

When you look at all that a Showscan Specialty Theatre offers, you'll find it really is the ultimate theatre experience.

OUR DYNAMIC MOTION SIMULATOR PUTS IMAGINATIONS IN MOTION.



The hyper-real images of a Showscan® film are synchronized to hydraulically actuated interactive seating from Intamin A.G., producing a dazzling sensory experience that the brain translates as real. A variety of adventures – from coasters to water rides – are available from Showscan's DMS film library.

You're hurtling down the most terrifying roller coaster you've ever encountered.

Your knuckles are white as you cling to the safety bar in front of you. Muscles straining. Stomach churning with each diabolical thrust and twist. The roar of the wheels engulfs you from every direction.

You've been on coasters before. Yet, none were as intense as this. None as rivetting. Only a

quick glance around you hints at the reality of it all: you're experiencing the ultimate fantasy.

You're riding on a Showscan Dynamic Motion Simulator™ — a kind of "magic chair" where anything and everything is possible.

Showscan created the first film for a major entertainment simulator attraction, "Tour of the Universe" in Toronto, Canada. The concept proved to be such a sensation that Showscan

teamed with Intamin A.G., one of the world's largest amusement ride manufacturers, to produce unique simulator rides for parks and tourist centers all over the world.

Others have mimicked the concept the past few years. But no one has been able to duplicate the dazzling sensory experience our Dynamic Motion Simulator creates.

And, they never will.

The reason? Our images. No other film or video technique even comes close to creating the breathtaking hyper-reality, the depth of field and the visual clarity of our patented 70mm, 60 frames per second Showscan® images.

The ultra-high resolution images turn the curved, "fourth wall" screen into a world beyond its surface. With an impact that's more dramatic and dynamic than possible in any other screen presentation format.

But it's not only the heightened reality of our Showscan® image that makes our Dynamic Motion Simulator an extraordinary attraction. It's the sensational action.

The synchronized, hydraulically actuated Intamin seating captures even the slightest nuance of motion during the film experience in an exacting response time.

And while people in the audience are on the edge of their seats, we're also grabbing them by their ears.

Our Dolby™ Showscan full spectrum 5 discrete channel sound system plays a magnetic soundtrack that captures a broader spectrum of sounds than standard sound systems. Which heightens "reality" and enhances the effect.

Available in 20 to 120 seat configurations, a DMS can handle from 12 to 16 shows per hour with an hourly capacity of up to 1,920. It can also fit most existing theater complexes, usually needing only minor modifications.

In fact, the average 50 seat DMS requires only 3,500 sq. ft. Saving space and offering you enormous site flexibility. It's ideal for theme and amusement parks of every size, as well as for

expos, shopping malls, cinema multiplexes, museums, resorts and tourist centers.

You also have enormous flexibility deciding what rides to offer. Coasters, raceways, bobsled runs, rafting and runaway train adventures are only a few of the exciting experiences available from our ever expanding library.

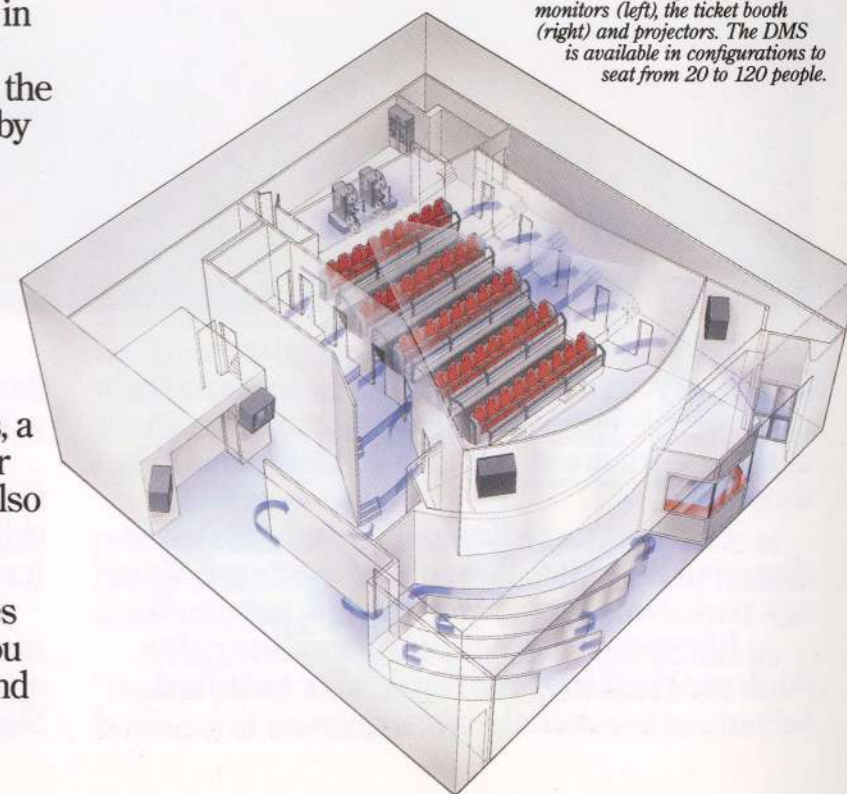
And you can change experiences with a finger, simply by using our touchscreen control automation. That means you can pack more thrills into a single theatre than a lot of the world's amusement parks pack into 10 acres.

Of course, the biggest thrill of all, is yours. When you see all the profits our DMS can generate. Theatres around the world report record box office receipts and long queuing lines. Most DMS theatres report repeat "riders" who come back again and again.

Add in savings on real estate, the minimal start-up or construction costs, low maintenance requirements, and low insurance rates, and your margin gets even bigger.

That should really set your imagination in motion.

Schematic drawing of a DMS theatre indicates pre-show video monitors (left), the ticket booth (right) and projectors. The DMS is available in configurations to seat from 20 to 120 people.



HOW TO GET A MAJOR STUDIO ATTRACTION IF YOU DON'T HAVE A MAJOR STUDIO BUDGET.



You've seen their hit motion pictures. And you've seen the lines of a thousand or more people eagerly waiting an hour or more, to climb aboard one of the theme rides inspired by those movies.

There isn't a facility anywhere in the world that wouldn't love to have one of the theme rides at a park owned by a big motion picture studio.

But you can't. The studios own the rights. And, you don't have the financial or technical resources to match their offerings.

But, you don't need their resources. Or, their rides. Because now you can offer your guests Showscan's "Space Race."

It's a themed simulator adventure featuring the Academy Award-winning imagination and skills of LucasArts Industrial Light & Magic (creators of Disney's "Star Tours").

Presented with the breakthrough hyper-realism of our Showscan® film process, and the synchronized movements of a computerized Showscan/Intamin simulator.

There may be other space adventure attractions. But none can approach the quality of "Space Race." None can match the dimensional illusion that Showscan® creates.

Embarking on a journey to experience NASA's vision of space colonization in the future, your patrons are suddenly swept through a space vortex into a wild adventure beyond their imagination: An outer space demolition derby, complete with alien space vehicles.

You can carry the theme through, down to



"Space Race" can generate additional revenues with merchandising tie-ins.

the smallest detail. Including a spaceport design for the queuing area. Futuristic costuming for ushers and vendors. Educational flight briefings in the pre-board area. Merchandising stores. Even an approved International Space Agency logo on the admission tickets.

"Space Race" gives you an attraction on a studio theme park scale. At a fraction of the cost. And with an additional space-oriented film on the way, your attraction will stay "new" for years to come. Without the expense of having to re-theme the structure or change the costumes.

Of course, with Showscan, now you have the resources to create your very own theme ride. We can help you with the concept. And then, put you in touch with leading producers and designers to aid you in bringing the theme and adventure you have in mind to life.

Once it's finished, we can help you recoup costs, while making significant profits, to boot.

How? By offering similar theme rides across the country or around the world. And channeling a portion of the fees for the rights back to you.

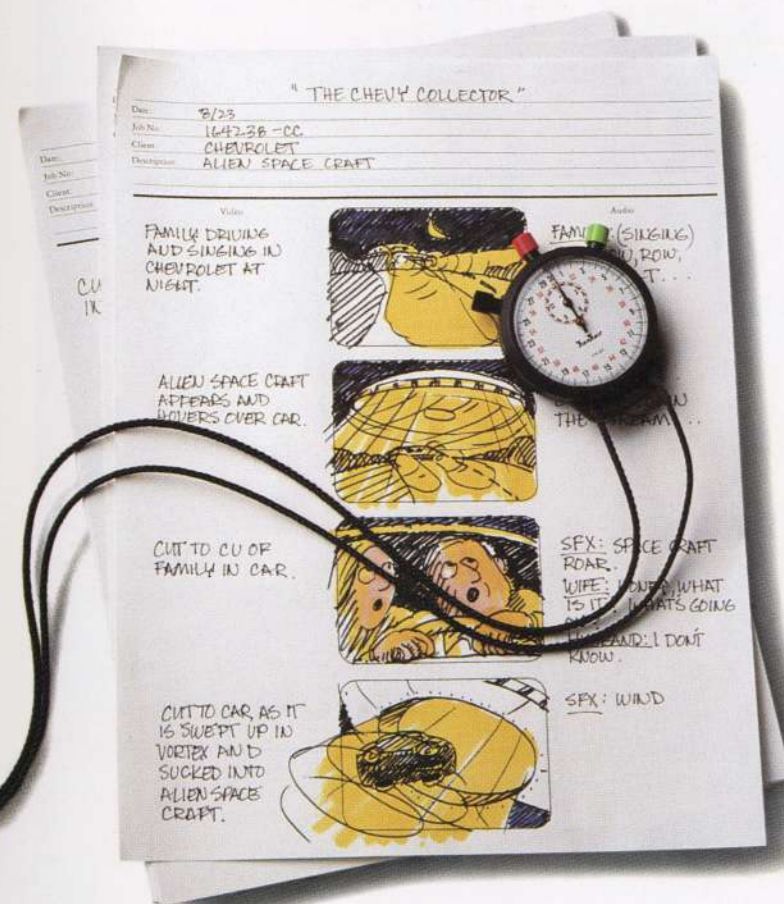
By now, you've probably started to dream of those long lines of happy patrons at your gate waiting to see "Space Race" at your park.

Forget about dreaming and start thinking "reality." After all, that's what Showscan is in the business of creating.



The "Space Race" theming can be carried down to the costuming with a futuristic wardrobe for ushers, vendors and technicians.

WE INTERRUPT THIS BROCHURE FOR AN IMPORTANT COMMERCIAL MESSAGE.



The incredible visual depth and hyper-reality of Showscan® gives your commercial message an impact that no other film medium can duplicate.

Yours.

Because a lot of what you have to say at conventions, trade shows, seminars or corporate presentations depends on how well you say it. And, how well your audience remembers it.

That's where we come in.

Showscan Corporate Presentations call on the patented 70mm, 60 frames per second Showscan® film process to deliver your message with an impact that's stunning.

Presenting 2½ times the number of images an audience normally sees each second with standard film technology, the intensified sense of reality produced by the Showscan® process makes people believe. And remember.

Does it really work?

Just ask Chevrolet, Perrier or Mercedes Benz. Each utilized our process and expertise to create memorable shows and events for their products and brands.

Some showcased their corporate message in a specially designed theatre that was quickly erected and operating when the first guests walked through the door. (Those same theatres can easily be installed in almost any venue where your new product introductions, sales or dealer meetings, employee training and trade shows may be held.)

Mercedes Benz used their Showscan® presentation in theatres, at press openings, and they even adapted it for screening on High Definition TV.

We helped Chevrolet drive home a unique message for a new model launch.

After introducing their new line with a dramatic Showscan® film, they invited everyone to go on a test drive, through the magic of a portable Dynamic Motion Simulator.

Of course, now you're probably wondering, "What's this going to cost me?"

The answer is, "A lot less than you think."

Aside from requiring additional 70mm film stock (because more frames are filmed and projected per second than with 24fps formats), production costs are basically on a par with conventional 70mm film formats.

Where we save you or your agency time and money is with planning. Once you select a production company, we'll work closely with them to create tightly controlled production breakdowns. Virtually eliminating unexpected outlays, costly overruns and wasted man-hours each step of the way.

We can also provide expertise for filming with Showscan cameras and lenses, as well as technical advice for the Showscan® process.

Remember, messages shot in Showscan® are easily converted to standard motion picture formats for use in theatres.



Mercedes unveiled their new models with a Euro-chic demonstration of the pleasures of driving, brought to life in dazzling Showscan®.



Tennis star Gabriella Sabatini celebrates the taste of Perrier in a 60-second commercial that was later transferred to videotape.

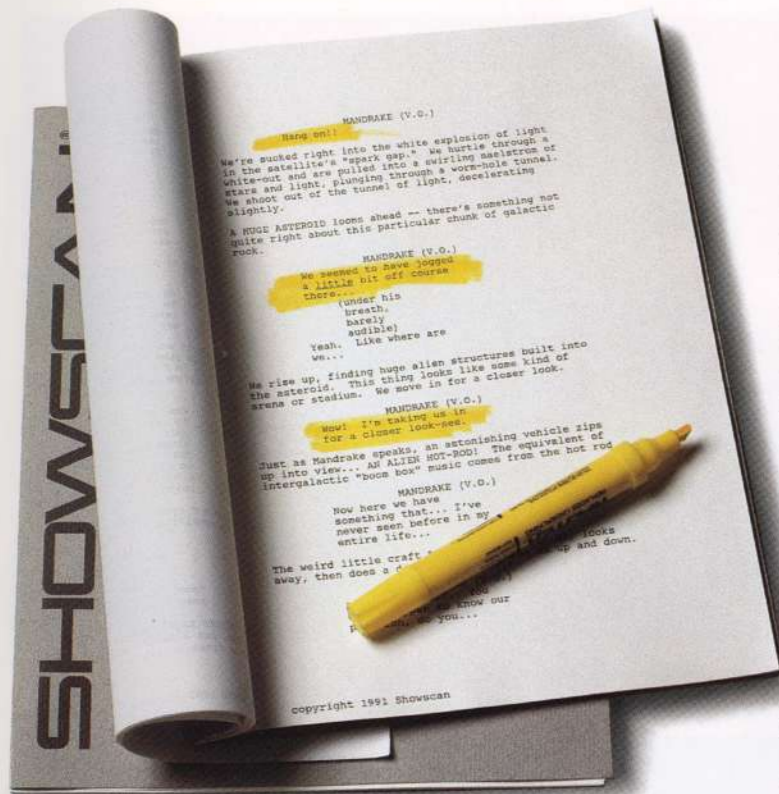
Or, they can be transferred to video for broadcast, HDTV and cassette applications with the highest quality images available.

Case in point: Source Perrier first produced a bottled water commercial in Showscan® for a special marketing effort. Then they transferred

it to standard 35mm film for use in theatres, and to videotape for broadcast on television.

If you're planning to produce a commercial presentation or exhibition, call us. And we'll show you how Showscan® can deliver a very impressive lasting impression.

WE CAN PLAY AN IMPORTANT ROLE IN YOUR NEXT MOVIE.



DMS experience, a corporate presentation, or a specialty film.

So, how does the whole process work?

Well, first you have to recognize that it is no more difficult producing in Showscan® than it is producing a conventional 35mm or 70mm format film. The only real difference is more film stock is used, since Showscan® exposes more frames each second. And remember, films produced in the Showscan® format yield high resolution pictures with rich colors when bumped down to conventional 35mm film formats.

Now, let's say you're an independent producer.

You tell us what results you're trying to achieve with Showscan® technology, and our engineers and technicians will help you achieve them.

Working with Cinema Products Corporation, we've helped develop the CP-65 state-of-the-art camera. Its specially blimped housing eliminates the high-pitched noise factor. The CP-65 can be rented from Cinema Products, along with compatible lenses and accessories. In addition, other 70mm motion picture cameras are available for use with Showscan®.

Should your project call for any special effects or opticals, we can help arrange for them through many of the leading effects houses in Hollywood.

We can also offer assistance when it comes to prints, HDTV, video and 35mm duplication,

publicity and even promotion.

Okay, now let's say you're a corporation trying to put together a film for an exposition.

We'll help you gather the resources you'll need, including a creative team to conceive and storyboard a concept that uses the Showscan® process to its best

Producing in the Showscan® format is as easy as producing films in the conventional 35mm and 70mm formats. We can help you with your production from concept through post. Or you can license Showscan® technology and execute your own project.



Showscan's special marketing service can help you earn additional revenue by distributing your finished film to an expanding network of Specialty Theatres and DMS venues around the world.

advantage. Then we'll help you find a team that will develop a detailed production breakdown, a shooting timetable, and a full post production schedule for your motion picture.

They'll utilize some of the most precise budgeting and scheduling computer software in the industry to help master plan your project.

So you'll know where every dime is going. Every step of the way.

Now, let's talk money. Specifically: how we can make money for you.

We offer a special marketing service that can distribute your film through our expanding network of Specialty Theatres and DMS venues, as well as to other markets around the world.

That can help you earn additional income from your production.

Now, what do you say to a proposal like that? How about, "Action!"

Whether you call on us as a featured player or ask us to play a supporting role, we have the talent to make sure you come out a star when you're producing in Showscan®.

From concept development, through post production, and even on to distribution, we can help you marshal the talents of artistically renowned filmmakers and technicians to make your project a reality with the hyper-reality of our Showscan® process.

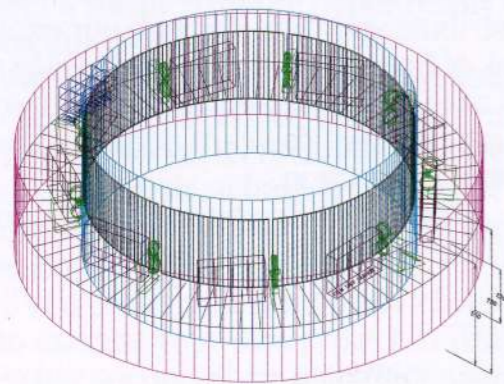
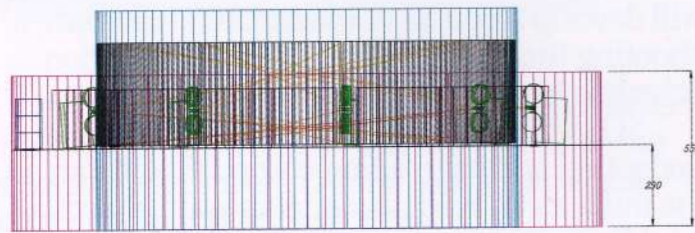
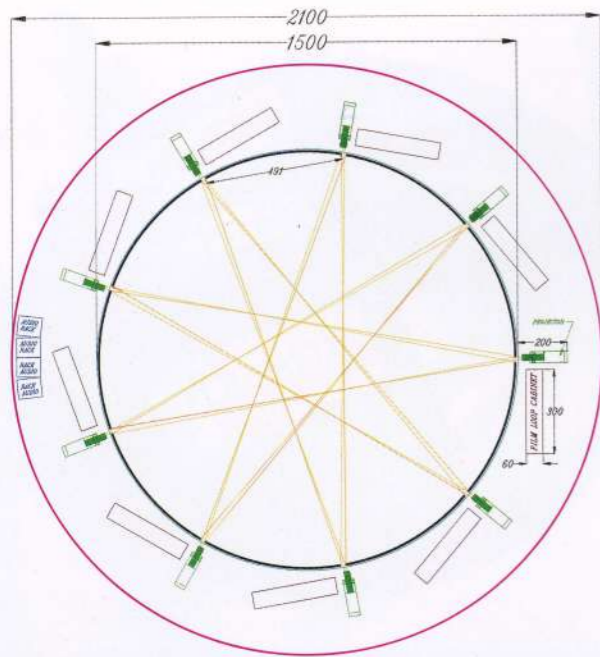
And we'll be there to help you see that it comes in on time. On budget. On your terms.

We have provided technical assistance for such industry leaders as Industrial Light & Magic, Apogee, QED Communications, Boss Films and Bayley Silleck Productions.

Or, if you prefer, you can obtain a license from us to execute your own project in 70mm, 60 frames per second Showscan® technology.

Whichever way you decide to handle your production, we can provide the technical and budgeting expertise you need for a feature, a

IF YOU CAN IMAGINE IT, WE CAN MAKE IT A REALITY.



Showsca's engineers and technicians have created plans for a 360° presentation that utilizes 9 screens and 9 computer-linked projectors.

Will a Showscan attraction work at my location?
 Can it fit into my existing space?
 Will I have to change anything? Rebuild? Redesign? Renovate?
 Who will install it? Who will maintain it?
 What if I need something special?
 All are good questions. And all of them can be answered by Showsca's staff of engineers and technical specialists.

First though, we have to stress that they're not designers and architects.
 Our engineering staff will work with your amusement designers and architects to assure that the attraction you have in mind becomes a reality. Exactly as you imagined it.

Key to that end, is our site evaluation where we survey your proposed location.
 If adjustments have to be made, we'll work directly with your architects and builders and, if necessary, reconfigure our systems to fit.

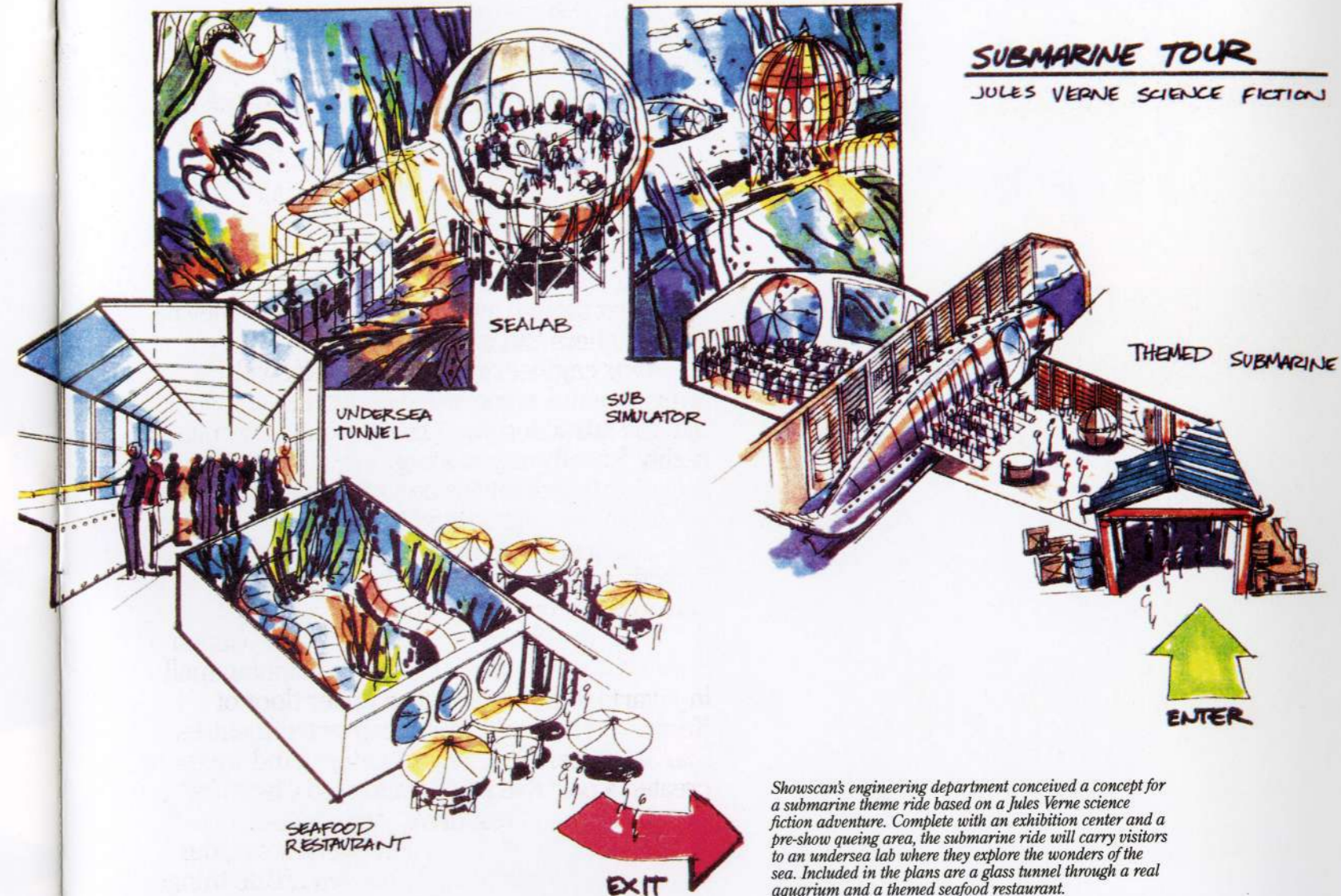
We have reconfigured a Dynamic Motion Simulator to fit the 6th floor of a shopping mall in Jakarta, Indonesia and an upper floor of Korea's Lotte World. We've converted theatres into Showsca Specialty Theatres. And we even created a portable DMS system so Chevrolet could take their "test drive" on the road.

Of course, when the occasion arises, our engineering department can even create things that are almost impossible to imagine.

They were the first to synchronize digital sound with film. And, they were also the first to synchronize a motion base to a Showsca film to create Toronto's popular attraction "Tour of the Universe" in 1984 — the space "flight" that was the first major simulation ride ever created for entertainment purposes.

Creating a submersible theme ride for British Columbia's Expo was no problem after we engineered a system to perfectly simulate the fluidity of an underwater journey.

When someone came up with the wild idea of combining polarized optical 3-D with our Showsca process for one of Spain's pavilions at



Showsca's engineering department conceived a concept for a submarine theme ride based on a Jules Verne science fiction adventure. Complete with an exhibition center and a pre-show queuing area, the submarine ride will carry visitors to an undersea lab where they explore the wonders of the sea. Included in the plans are a glass tunnel through a real aquarium and a themed seafood restaurant.

Expo '92 in Seville, our engineers said "can do." And near Nagasaki, Japan, six computer-synchronized Showsca projectors will be performing with three independently revolving motion platforms to create "Theatre of Noah," a 360-degree themed attraction that's the largest in the world.

Naturally, whenever you contract for any of Showsca's rides or attractions, you can count on our engineering and our technical expertise to be exercised throughout every project phase.

Along with site evaluations, our engineers

will assist in supervising the installation and testing of every Showsca and Intamin system by your local team. (And remember that our Showsca technicians can also be contracted to provide preventative maintenance and quality control on your projection and audio systems on a regular schedule.)

So, if there's any question in your mind whether a Showsca attraction can work in your specific venue, imagine that the answer is "yes."

Our engineers will make it a reality.

WE PROMISE YOU'LL GET GREAT RECEPTION WHEN HDTV GETS HERE.



Actually, in many places throughout the world, it's already here.

For High Definition Television (HDTV) to really shine, it'll need high definition images. And that's where our Showscan® technology comes in.

Showscan® is the only film process that's uniquely suited to the needs of high definition broadcasting. Our 60fps film process offers unique compatibility with HDTV's 60 fields. And, our super-high resolution images and brighter colors transfer compatibly to HDTV resulting in equal, and sometimes even greater picture quality.

In fact, the Massachusetts Institute of Technology's Media Lab Audience Research Group recently selected the Showscan® process as the one technology best suited to test the potential of Very High Definition Television (VHDTV).

They determined that Showscan® is the only technology currently available to capture and display full motion in very high definition, well beyond the current high definition standards.

With Showscan®, they were able to simulate visual clarity and quality in excess of 2,000-lines progressively displayed advanced VHDTV.

Showscan's high resolution television images are free of the motion artifacts inherent in other film-to-HDTV systems.

That's one of the reasons why Sony, Philips, Zenith and NHK all are using Showscan® films to demonstrate their HDTV technologies.

Here's something else to think about: a film that's made in Showscan® today, can be distributed for broadcast on HDTV or regular television tomorrow.

Showscan® can also be bumped to any conventional film or tape format, retaining its high quality images and allowing enormous flexibility in usage.

What it all comes down to is, shooting in our Showscan® film format produces a high resolution product ideal for HDTV.

Just think of the reception that'll give you.