

The assistance is to be given to: (note 2) Southern Star Circle plc, 45-49 Mortimer
Street, London W1N 7TD, England.

Please do not
write in
this margin

Please complete
legibly, preferably
in black type, or
bold block lettering

The assistance will take the form of:

See attached schedule 1.

The person who ~~has acquired~~ ~~will acquire~~ the share is:

† delete as
appropriate

Southern Star Circle plc, 45-49 Mortimer Street, London W1N 7TD, England

The principal terms on which the assistance will be given are:

See attached schedule 2.

The amount of cash to be transferred to the person assisted is £ 0.00

The value of any asset to be transferred to the person assisted is £ N/A

The date on which the assistance is to be given is within eight weeks of the date
hereof

Please complete legibly, preferably in black type, or bold block lettering

* delete either (a) or (b) as appropriate

(a) We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date.

(b) [X] is intended to commence the winding up of the company within 12 months of that date, and I/we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding up. (Note 3)

Declared at MS-49 MORTIMER
STREET

Frank Lyons

the THIRTY-FIRST day of OCTOBER.
one thousand nine hundred and two thousand *

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.
- 5 The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
37 Castle Terrace
Edinburgh
EH1 2EB

Southern Star Sales Limited (the "Company")

FINANCIAL ASSISTANCE DECLARATION SECTION 155(6)(a)

This is Schedule 1 referred to in the Section 155(6)(a) Statutory Declaration of the Company dated 31 October 2000.

The assistance will take the form of:

providing security to Westpac Banking Corporation (the "Bank") in the form of a debenture over the Company's undertakings and assets, which the Company had been requested to give by its ultimate parent company, Southern Star Group Limited ("Southern") in connection with the terms of the extension of the Bank's facility to Southern Star Circle Plc, such facility was originally provided in relation to the acquisition of the shares of Primetime Limited, the holding company of the Company by Southern Star Circle plc. The Company, to such end, will also enter into:

- (a) an Accession Agreement indicating its accession to (i) an Interlocking Guarantee Deed dated 6 August 1991 between Westpac and the other guarantors named in such deed, (ii) an Override Deed dated 31 August 2000 between Westpac and the other members of the Southern Star group (the "Override Deed") and (iii) a Deed of Covenant dated 15 July 1992 between Westpac and the other covenantors named in such deed (as amended by a supplemental deed dated 4 April 1997 and the Override Deed) ; and
- (b) a deed of accession to a Deed of Priority dated 24 October 2000 between the Bank, Barclays and various members of the Southern Star group.

Southern Star Sales Limited (the "Company")

FINANCIAL ASSISTANCE DECLARATION SECTION 155(6)(a)

This is Schedule 2 referred to in the Section 155(6)(a) Statutory Declaration of the Company dated 31 October 2000.

The principal terms on which the assistance will be given are:

1. The Original Facility

An amortizing, interest bearing term loan with a commitment amount of £6,000,000. The original term was three years from drawdown which has been extended to July 31, 2001. The rate of interest is LIBOR plus .75% plus mandatory costs.

2. The Accession Agreement

Agreement by the Company to accede to the Interlocking Guarantee Deed dated 6 August 1991 between Westpac Banking Corporation ("Westpac") and such other guarantors named in such Deed, whereby the Company, among other things, guarantees moneys owed by the Company and other members of its group to Westpac; agreement to accede to the Deed of Covenant dated 15 July 1992 between Westpac and the other Covenantors named in such Deed, whereby the Company provides certain representations and warranties and undertakings, including financial and informational undertakings; and agreement to accede to the Override Deed between Westpac and members of the Southern Star group whereby each member of the group among other things accepts the terms of the Letter of Offer dated 7 August 2000 between Westpac and Southern Star Group Limited which among other things extends the repayment date of the Original Facility and contains agreement to arrange for the execution and delivery of certain security documents, to notify Westpac of certain changes and to make consents and acknowledgements.

3. The Debenture

Agreement by the Company to

- (i) covenant with Westpac to discharge each and every liability which the Company may have to Westpac and pay to Westpac every sum owing, due or incurred by the Company to Westpac in respect of any such liabilities; and
- (ii) secure the Company's obligations by way of a second fixed charge in favour of Westpac over the Company's real property, tangible movable property, all accounts with Westpac, intellectual property and goodwill and a second floating charge over the whole of the Company's undertakings and assets, present and future, other than any assets for the time being effectively charged to Westpac way of fixed charge or effectively assigned to Westpac or otherwise subject to an effective security in favour of Westpac.

G

Declaration in relation to assistance for the acquisition of shares

155(6)(a)

Please do not write in this margin

Pursuant to section 155(6) of the Companies Act 1985

Please complete legibly, preferably in black type, or old block lettering

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

--	--	--

01577754

Name of company

Southern Star Sales Limited

Please read the notes on page 3 before completing this form.

Insert full name of company

X/We ~~of~~ Neil Richard Balnaves of 1 Milton Avenue, Mosman, New South Wales, Australia 2088; Clare Birks of 15 Saint Michaels Road, London SW9 0SN, England; Frank Lyons of Flat 2, 78 Lots Road, London SW10 0QD, England and Catherine Patricia Payne of 1/9 Henley Avenue, Terrigal, NSW, Australia 2260

Insert name(s) and address(es) of all the directors

delete as appropriate

~~the sole director~~ (all the directors) of the above company do solemnly and sincerely declare that:

The business of the company is:

delete whichever is inappropriate

(a) ~~that of a recognised bank (licensed institution) within the meaning of the Banking Act 1979~~

(b) ~~that of a person authorised under section 30 of the Insurance Companies Act 1982 to carry on insurance business in the United Kingdom~~

(c) something other than the above: Other Wholesale

The company is proposing to give financial assistance in connection with the acquisition of shares in the holding company ~~xxxxxxx company~~ ~~xxxxxxx Limited~~

The assistance is for the purpose of ~~that acquisition~~ ~~reducing or discharging a liability incurred for the purpose of that acquisition~~

The number and class of the shares acquired or to be acquired is: A Ordinary Shares - 175,320;

B Ordinary Shares - 15,000.

Presentor's name address and reference (if any):

Bryan Cave
33 Cannon Street
London EC4M 5TE
Tel: 020 7246 5800
Attn: Neelam Beg

For official Use
General Section

Post room

The assistance is to be given to: (note 2) Southern Star Circle plc, 45-49 Mortimer
Street, London W1N 7TD, England.

Please do not
write in
this margin

**Please complete
legibly, preferably
in black type, or
bold block lettering**

The assistance will take the form of:

See attached schedule 1.

The person who ~~has acquired~~ ~~will acquire~~ the share is:

† delete as
appropriate

Southern Star Circle plc, 45-49 Mortimer Street, London W1N 7TD, England

The principal terms on which the assistance will be given are:

See attached schedule 2.

The amount of cash to be transferred to the person assisted is £ 0.00

The value of any asset to be transferred to the person assisted is £ N/A

The date on which the assistance is to be given is within eight weeks of the date
hereof

Please, do not
write in
this margin

Please complete
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in black type, or
bold block lettering

* delete either (a) or
(b) as appropriate

~~/~~We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

(a) ~~/~~We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date. ~~(note 3)~~

(b) ~~/~~ ~~We intend to commence the winding up of the company within 12 months of that date, and we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding up. (note 3)~~

And ~~/~~we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at HS-49 MORTIMER
STREET

Declarants to sign below

the THIRTY-FIRST day of OCTOBER
one thousand nine hundred and two thousand

Clare Bink

before me Julia Harris JULIA HARRIS
A Commissioner for Oaths or Notary Public or Justice of
the Peace or a Solicitor having the powers conferred on
a Commissioner for Oaths.

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
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or, for companies registered in Scotland:-

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EH1 2EB

Southern Star Sales Limited (the "Company")

FINANCIAL ASSISTANCE DECLARATION SECTION 155(6)(a)

This is Schedule 1 referred to in the Section 155(6)(a) Statutory Declaration of the Company dated **31 October** 2000.

The assistance will take the form of:

providing security to Westpac Banking Corporation (the "Bank") in the form of a debenture over the Company's undertakings and assets, which the Company had been requested to give by its ultimate parent company, Southern Star Group Limited ("Southern") in connection with the terms of the extension of the Bank's facility to Southern Star Circle Plc, such facility was originally provided in relation to the acquisition of the shares of Primetime Limited, the holding company of the Company by Southern Star Circle plc. The Company, to such end, will also enter into:

- (a) an Accession Agreement indicating its accession to (i) an Interlocking Guarantee Deed dated 6 August 1991 between Westpac and the other guarantors named in such deed, (ii) an Override Deed dated 31 August 2000 between Westpac and the other members of the Southern Star group (the "Override Deed") and (iii) a Deed of Covenant dated 15 July 1992 between Westpac and the other covenantors named in such deed (as amended by a supplemental deed dated 4 April 1997 and the Override Deed) ; and
- (b) a deed of accession to a Deed of Priority dated 24 October 2000 between the Bank, Barclays and various members of the Southern Star group.

Southern Star Sales Limited (the "Company")

FINANCIAL ASSISTANCE DECLARATION SECTION 155(6)(a)

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The principal terms on which the assistance will be given are:

1. The Original Facility

An amortizing, interest bearing term loan with a commitment amount of £6,000,000. The original term was three years from drawdown which has been extended to July 31, 2001. The rate of interest is LIBOR plus .75% plus mandatory costs.

2. The Accession Agreement

Agreement by the Company to accede to the Interlocking Guarantee Deed dated 6 August 1991 between Westpac Banking Corporation ("Westpac") and such other guarantors named in such Deed, whereby the Company, among other things, guarantees moneys owed by the Company and other members of its group to Westpac; agreement to accede to the Deed of Covenant dated 15 July 1992 between Westpac and the other Covenantors named in such Deed, whereby the Company provides certain representations and warranties and undertakings, including financial and informational undertakings; and agreement to accede to the Override Deed between Westpac and members of the Southern Star group whereby each member of the group among other things accepts the terms of the Letter of Offer dated 7 August 2000 between Westpac and Southern Star Group Limited which among other things extends the repayment date of the Original Facility and contains agreement to arrange for the execution and delivery of certain security documents, to notify Westpac of certain changes and to make consents and acknowledgements.

3. The Debenture

Agreement by the Company to

- (i) covenant with Westpac to discharge each and every liability which the Company may have to Westpac and pay to Westpac every sum owing, due or incurred by the Company to Westpac in respect of any such liabilities; and
- (ii) secure the Company's obligations by way of a second fixed charge in favour of Westpac over the Company's real property, tangible movable property, all accounts with Westpac, intellectual property and goodwill and a second floating charge over the whole of the Company's undertakings and assets, present and future, other than any assets for the time being effectively charged to Westpac way of fixed charge or effectively assigned to Westpac or otherwise subject to an effective security in favour of Westpac.

The assistance is to be given to: (note <) Southern Star Circle plc, 45-49 Mortimer

Street, London W1N 7TD, England.

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† delete as
appropriate

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The principal terms on which the assistance will be given are:

See attached schedule 2.

The amount of cash to be transferred to the person assisted is £ 0.00

The value of any asset to be transferred to the person assisted is £ N/A

The date on which the assistance is to be given is within eight weeks of the date 30/10/2000
hereof

27-10-00

20:51

From-Bryan Cave (London)

Please do not
write in
this margin

Please complete
legibly, preferably
in black type, or
bold block lettering

* delete either (a) or
(b) as appropriate

We have formed the opinion as regards the company's financial situation immediately following
020 7246 5858 T-052 P.029/036 F-980 the
which the assistance is proposed to be granted that there will be no ground on which it could then be
to be unable to pay its debts. (note 3)


(a) We have formed the opinion that the company will be able to pay its debts as they fall due during the
year immediately following that date (note 3)

(b) ~~We have formed the opinion that the company will be able to pay its debts as they fall due during the~~
~~year immediately following that date (note 3)~~
~~We have formed the opinion that the company will be able to pay its debts as they fall due during the~~
~~year immediately following that date (note 3)~~

And we make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835.

Declared at 8 WEST STREET,
NORTH MANKY NSW 2060
AUSTRALIA
the 31st day of OCTOBER
one thousand nine hundred and two thousand -

Declarants to sign below


NEIL RICHARD BALNAVES

Barbara Susan King
Senior Associate
Mallesons Stephen Jaques
Governor Phillip Tower
1 Farrer Place
Sydney NSW 2000
Australia

before me BARBARA SUSAN KING
A Commissioner for Oaths or Notary Public or Justice of
the Peace or a Solicitor having the powers conferred on
a Commissioner for Oaths.


CATHERINE PATRICIA PAYNE

(admitted in
England & Wales,
Roll no. 175032)

NOTES

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- (b) a deed of accession to a Deed of Priority dated 24 October 2000 between the Bank, Barclays and various members of the Southern Star group.

Handwritten signature and initials, possibly 'CEP', in the bottom right corner.

Southern Star Sales Limited (the "Company")

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Deloitte & Touche
Hill House
1 Little New Street
London EC4A 3TR

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International + 44 20 7936 3000
Fax (Gp. 3): 020 7583 8517
LDE: DX 599
www.deloitte.co.uk
Direct line: 020 7303 4222
Direct fax: 020 7303 4784

**Deloitte
& Touche**

The Directors
Southern Star Group Limited
Level 10, 8 West Street
North Sydney
NSW 2060

31 October 2000

Dear Sirs

**REPORT BY THE AUDITORS OF PRIMETIME LIMITED ("the Company") TO
THE DIRECTORS OF SOUTHERN STAR GROUP LIMITED ("the Addressees")**

In accordance with your instructions dated 31 October, this report is given in connection with the proposed arrangement whereby the company will give financial assistance for the purchase of shares in Primetime Limited, particulars of which are given in the statutory declaration made this day by the directors pursuant to section 155(6) of the Companies Act 1985 ("the Act").

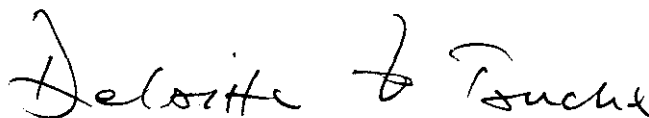
The purpose of this report is solely to assist the Addressees in considering whether the proposed arrangement is permitted under section 155(2) of the Act and it is not intended to be used, quoted or referred to for any other purpose.

We have examined the Board Memorandum dated 31 October 2000 (a copy of which is attached and initialled by us for the purpose of identification) for which the directors are solely responsible and have enquired into the company's state of affairs so far as necessary for us to review the bases for the Board Memorandum. Our enquiry did not constitute an audit under the provisions of the Companies Act 1985.

We confirm that as at the close of business on 31 October 2000 the aggregate of the company's assets as stated in its accounting records exceeded the aggregate of its liabilities as so stated.

We are not aware of anything to indicate that the opinion expressed in paragraph 2 of the Board Memorandum is unreasonable in all the circumstances.

Yours faithfully



Deloitte & Touche
Chartered Accountants

**Deloitte
Touche
Tohmatsu**

Aberdeen, Belfast, Birmingham, Bracknell, Bristol, Cambridge, Cardiff, Crawley, Edinburgh, Glasgow, Leeds, Leicester, Liverpool, London, Manchester, Milton Keynes, Newcastle upon Tyne, Nottingham, St Albans and Southampton.

Principal place of business at which a list of partners' names is available: Stonecutter Court, 1 Stonecutter Street, London EC4A 4TR.

Authorised by the Institute of Chartered Accountants in England and Wales to carry on investment business.

Deloitte & Touche
Hill House
1 Little New Street
London EC4A 3TR

Tel: National 020 7936 3000
International + 44 20 7936 3000
Fax (Gp. 3): 020 7583 8517
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www.deloitte.co.uk

**Deloitte
& Touche**

**AUDITORS' REPORT TO THE DIRECTORS OF PRIMETIME LIMITED
PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985**

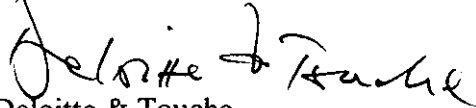
We have examined the attached statutory declaration of the directors dated 31 October 2000 in connection with the proposal that the company should give financial assistance for the purchase of all of the company's ordinary shares.

Basis of opinion

We have enquired into the state of the company's affairs in order to review the bases for the statutory declaration.

Opinion

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in section 156(2) of the Companies Act is unreasonable in all the circumstances.



Deloitte & Touche
Registered Auditors
31 October 2000

Deloitte & Touche
Hill House
1 Little New Street
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**Deloitte
& Touche**

**AUDITORS' REPORT TO THE DIRECTORS OF PRIMETIME LIMITED
PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985**

We have examined the attached statutory declaration of the directors of Primetime Limited dated 31 October 2000 in connection with the proposal that Primetime Film and Television Limited should give financial assistance for the purchase of all of Primetime Limited's ordinary shares.

Basis of opinion

We have enquired into the state of Primetime Limited's affairs in order to review the bases for the statutory declaration.

Opinion

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in section 156(2) of the Companies Act is unreasonable in all the circumstances.

Deloitte & Touche

Deloitte & Touche
Registered Auditors
31 October 2000

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**Deloitte
& Touche**

**AUDITORS' REPORT TO THE DIRECTORS OF PRIMETIME LIMITED
PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985**

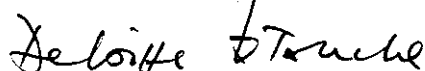
We have examined the attached statutory declaration of the directors of Primetime Limited dated 31 October 2000 in connection with the proposal that Southern Star Sales Limited should give financial assistance for the purchase of all of Primetime Limited's ordinary shares.

Basis of opinion

We have enquired into the state of Primetime Limited's affairs in order to review the bases for the statutory declaration.

Opinion

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in section 156(2) of the Companies Act is unreasonable in all the circumstances.



Deloitte & Touche
Registered Auditors
31 October 2000

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& Touche**

**AUDITORS' REPORT TO THE DIRECTORS OF PRIMETIME LIMITED
PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985**

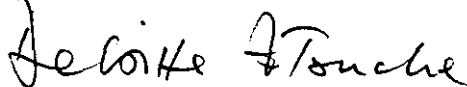
We have examined the attached statutory declaration of the directors of Primetime Limited dated 31 October 2000 in connection with the proposal that Southern Television Limited should give financial assistance for the purchase of all of Primetime Limited's ordinary shares.

Basis of opinion

We have enquired into the state of Primetime Limited's affairs in order to review the bases for the statutory declaration.

Opinion

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in section 156(2) of the Companies Act is unreasonable in all the circumstances.



Deloitte & Touche
Registered Auditors
31 October 2000

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Direct fax: 020 7303 4784

**Deloitte
& Touche**

The Directors
Southern Star Group Limited
Level 10, 8 West Street
North Sydney
NSW 2060

31 October 2000

Dear Sirs

**REPORT BY THE AUDITORS OF PRIMETIME FILM AND TELEVISION LIMITED
("the Company") TO THE DIRECTORS OF SOUTHERN STAR GROUP LIMITED
("the Addressees")**

In accordance with your instructions dated 31 October, this report is given in connection with the proposed arrangement whereby the company will give financial assistance for the purchase of shares in Primetime Limited, particulars of which are given in the statutory declaration made this day by the directors pursuant to section 155(6) of the Companies Act 1985 ("the Act").

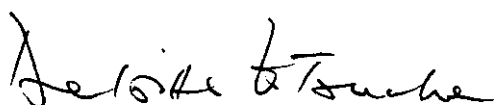
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We confirm that as at the close of business on 31 October 2000 the aggregate of the company's assets as stated in its accounting records exceeded the aggregate of its liabilities as so stated.

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Yours faithfully



Deloitte & Touche
Chartered Accountants

**Deloitte
& Touche
Tohatsu**

Aberdeen, Belfast, Birmingham, Bracknell, Bristol, Cambridge, Cardiff, Crawley, Edinburgh, Glasgow, Leeds, Leicester, Liverpool, London, Manchester, Milton Keynes, Newcastle upon Tyne, Nottingham, St Albans and Southampton.
Principal place of business at which a list of partners' names is available: Stonecutter Court, 1 Stonecutter Street, London EC4A 4TR.
Authorised by the Institute of Chartered Accountants in England and Wales to carry on investment business.

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**Deloitte
& Touche**

**AUDITORS' REPORT TO THE DIRECTORS OF PRIMETIME FILM AND
TELEVISION LIMITED PURSUANT TO SECTION 156(4) OF THE
COMPANIES ACT 1985**

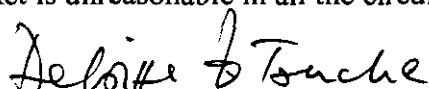
We have examined the attached statutory declaration of the directors dated 31 October 2000 in connection with the proposal that the company should give financial assistance for the purchase of all of Primetime Limited's ordinary shares.

Basis of opinion

We have enquired into the state of the company's affairs in order to review the bases for the statutory declaration.

Opinion

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in section 156(2) of the Companies Act is unreasonable in all the circumstances.



Deloitte & Touche
Registered Auditors
31 October 2000

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**AUDITORS' REPORT TO THE DIRECTORS OF SOUTHERN STAR SALES
LIMITED PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985**

We have examined the attached statutory declaration of the directors dated 31 October 2000 in connection with the proposal that the company should give financial assistance for the purchase of all of Primetime Limited's ordinary shares.

Basis of opinion

We have enquired into the state of the company's affairs in order to review the bases for the statutory declaration.

Opinion

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in section 156(2) of the Companies Act is unreasonable in all the circumstances.



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The Directors
Southern Star Group Limited
Level 10, 8 West Street
North Sydney
NSW 2060

31 October 2000

Dear Sirs

REPORT BY THE AUDITORS OF SOUTHERN STAR SALES LIMITED ("the Company") TO THE DIRECTORS OF SOUTHERN STAR GROUP LIMITED ("the Addressees")

In accordance with your instructions dated 31 October, this report is given in connection with the proposed arrangement whereby the company will give financial assistance for the purchase of shares in Primetime Limited, particulars of which are given in the statutory declaration made this day by the directors pursuant to section 155(6) of the Companies Act 1985 ("the Act").

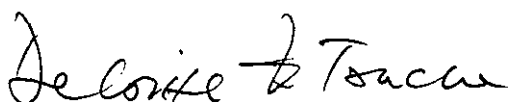
The purpose of this report is solely to assist the Addressees in considering whether the proposed arrangement is permitted under section 155(2) of the Act and it is not intended to be used, quoted or referred to for any other purpose.

We have examined the Board Memorandum dated 31 October 2000 (a copy of which is attached and initialled by us for the purpose of identification) for which the directors are solely responsible and have enquired into the company's state of affairs so far as necessary for us to review the bases for the Board Memorandum. Our enquiry did not constitute an audit under the provisions of the Companies Act 1985.

We confirm that as at the close of business on 31 October 2000 the aggregate of the company's assets as stated in its accounting records exceeded the aggregate of its liabilities as so stated.

We are not aware of anything to indicate that the opinion expressed in paragraph 2 of the Board Memorandum is unreasonable in all the circumstances.

Yours faithfully



Deloitte & Touche
Chartered Accountants

**Deloitte
Touche
Tohmatsu**

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**AUDITORS' REPORT TO THE DIRECTORS OF SOUTHERN TELEVISION
LIMITED PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985**

We have examined the attached statutory declaration of the directors dated 31 October 2000 in connection with the proposal that the company should give financial assistance for the purchase of all of Primetime Limited's ordinary shares.

Basis of opinion

We have enquired into the state of the company's affairs in order to review the bases for the statutory declaration.

Opinion

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in section 156(2) of the Companies Act is unreasonable in all the circumstances.



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Registered Auditors
31 October 2000

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The Directors
Southern Star Group Limited
Level 10, 8 West Street
North Sydney
NSW 2060

31 October 2000

Dear Sirs

REPORT BY THE AUDITORS OF SOUTHERN TELEVISION LIMITED ("the Company") TO THE DIRECTORS OF SOUTHERN STAR GROUP LIMITED ("the Addressees")

In accordance with your instructions dated 31 October, this report is given in connection with the proposed arrangement whereby the company will give financial assistance for the purchase of shares in Primetime Limited, particulars of which are given in the statutory declaration made this day by the directors pursuant to section 155(6) of the Companies Act 1985 ("the Act").

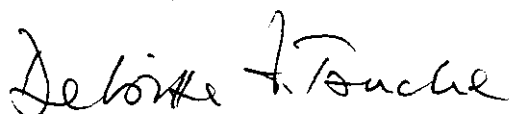
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We confirm that as at the close of business on 31 October 2000 the aggregate of the company's assets as stated in its accounting records exceeded the aggregate of its liabilities as so stated.

We are not aware of anything to indicate that the opinion expressed in paragraph 2 of the Board Memorandum is unreasonable in all the circumstances.

Yours faithfully



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