

**WALL TO WALL (HOLDINGS) LIMITED (THE "COMPANY")****COMPANY NUMBER 02580387****WRITTEN RESOLUTIONS OF THE COMPANY****PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006****PASSED ON** 19 October 2010
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The following written resolutions having been duly proposed by the directors of the Company were duly passed by the Company as special resolutions

1 THAT

- 1 1 acceding to an English law loan agreement dated 5 August 2010 between Warner Bros Consumer Products (UK) Limited ("**WBCP**") (as senior lender) and WB Bidco plc ("**Bidco**") (as borrower) (the "**Loan Agreement**") as an obligor,
- 1 2 acceding to an English law guarantee and debenture dated 27 August 2010 between Bidco (as the original chargor) and Deutsche Trustee Company Limited ("**DTCL**") (as security trustee) (the "**Guarantee and Debenture**") as a chargor, and
- 1 3 acceding to an English law intercreditor agreement, dated 27 August 2010, between WBCP (as senior lender), DTCL (as loan note trustee and security trustee) and Bidco (as the company and a debtor) (the "**Intercreditor Agreement**") as a debtor,

will promote the success of the Company for the benefit of its members as a whole and accordingly that the execution of the documents listed below be and are hereby approved

2 THAT the Company enters into

- 2 1 an accession letter relating to the Loan Agreement,
- 2 2 an security accession deed relating to the Guarantee and Debenture, and
- 2 3 an accession deed relating to the Intercreditor Agreement,

(together the "**Relevant Documents**")

3 THAT the giving of the guarantee by the Company under the Guarantee and Debenture, the granting of security under Guarantee and Debenture and the entry into by the Company of the proposed transactions substantially on the terms set out in the Relevant Documents will promote the success of the Company for the benefit of its members as a whole**4 THAT the Directors have authority to approve the terms of, and the transactions contemplated by, the Relevant Documents and any related or ancillary document**

- 5 **THAT** none of Jonathon Mark Kemp, Nicholas Adam Southgate and Alexander Graham who are also directors of the companies listed beneath the director's name in Annex i (being companies which are entering into the documents related to the transaction) shall infringe his/her duty to avoid a situation in which he/she has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company as a result of the documents contemplated thereby
- 6 **THAT** these resolutions have effect notwithstanding any provision of the Company's Articles of Association

Signed

{Director/Secretary}

for and on behalf of the Company

ANNEX 1

PART 1 – appointments of Jonathon Mark Kemp

WB Bidco plc
Shed Media Limited
Shed Productions Limited
Ricochet Limited
Twenty Twenty Productions Limited
Outright Distribution Limited
Shed Productions (BG) Limited
Shed Productions (Extra Time) Limited
Shed Productions (WR) Limited
Ricochet Productions Limited
Wall to Wall Television Limited
Wall to Wall Media Limited
Wall to Wall (New Tricks) Limited

PART 2 – appointments of Nicholas Adam Southgate

WB Bidco plc
Shed Media Limited
Shed Productions Limited
Ricochet Limited
Twenty Twenty Productions Limited
Outright Distribution Limited
Shed Productions (BG) Limited
Shed Productions (Extra Time) Limited
Shed Productions (WR) Limited
Ricochet Productions Limited
Wall to Wall Television Limited
Wall to Wall Media Limited
Wall to Wall (New Tricks) Limited

PART 3 – appointments of Alexander Graham

Shed Media Limited
Wall to Wall Television Limited
Wall to Wall Media Limited
Wall to Wall (New Tricks) Limited