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CHFP025

COMPANIES FORM No. 155(6)a

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 bold block lettering

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

For official use

Company number

[] [] [] []

2590549

Note

Please read the notes on page 3 before completing this form

Name of company

* WORLD TELEVISION LIMITED

* insert full name of company

* / We * Andrew Booth of 29 Elliston Road Redland Bristol BS6 6QQ ("Mr

* insert name(s) and address(es) of all the directors

Booth"), Peter John Sibley of Court Cottage Ladywell Wroughton Bristol BS40

7LT ("Mr Sibley")

† 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 9 or 4 of the Insurance Companies Act 1982 to carry on~~~~insurance business in the United Kingdom~~

(c) something other than the above§

The company is proposing to give financial assistance in connection with the acquisition of shares in the

[company] [company's holding company]

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: 8,570 "B" ordinary shares

of £1 each in the capital of the company

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

Bevan Ashford
35 Colston Avenue
Bristol
BS1 4TT

DX:7828

Bristol 1

For official Use
General Section

Post room

A11
COMPANIES HOUSE0574
21/06/00

The assistance is to be given to: (note 2) Lynch Talbot Limited of La Chasse, Third Floor
La Chasse, St. Helier Jersey JE4 4UE, Mr Sibley and Mr Booth

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:

The payment by the company of the fees and expenses of professional advisers incurred in connection with the Acquisition by Lynch Talbot Limited, Mr Sibley and Mr Booth limited in aggregate to a maximum of £50,000

The person who ~~has acquired~~ [will acquire]† the shares is:

† delete as
appropriate

Lynch Talbot Limited

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

as stated above

The amount of cash to be transferred to the person assisted is £ 0

The value of any asset to be transferred to the person assisted is £ 0

The date on which the assistance is to be given is within 8 weeks

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 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) ~~[It 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)

And ~~I~~/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 LAYTONS SOLICITORS
ST BARTHOLOMEWS LANE
BRISTOL BS1 2NH

Declarants to sign below

Day Month Year
on

1	6	0	6	2	0	0	0
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before me FRANCES FOWLE.

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.
- 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
CF14 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
37 Castle Terrace
Edinburgh
EH1 2EB



Chartered Accountants

Our Ref: EJC/MC

The Directors
World Television Limited
1 Host Street
BRISTOL
BS1 5BX

16 June 2000

Dear Sirs

Auditors' report to the directors of World Television Limited ("World TV" or "the Company") pursuant to section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors dated 16 June 2000 in connection with the proposed financial assistance to be given by World TV for the purchase of 8,570 ordinary shares in the Company by Lynch Talbot Limited.

Basis of opinion

We have enquired into the state of affairs of the Company so far as necessary for us 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 the attached declaration as to any of the matters mentioned in section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Yours faithfully

HLB Kidsons

HLB Kidsons

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