

MEDIA SALES LIMITED

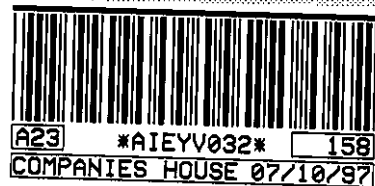
Directors' Report and Accounts For The Year Ended

31 December 1996

Registered Office:

1 Stephen Street, London, W1P 1PJ

Company Number: 2676970



MEDIA SALES LIMITED

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 1996

The directors present their report and financial statements for the year ended 31 December 1996.

Financial Statements

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those financial statements the directors are required to:

- 1) select suitable accounting policies and then apply them consistently;
- 2) make judgements and estimates that are reasonable and prudent;
- 3) prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are 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 that the financial statements comply with Companies Act 1985. They are also responsible for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Activity

The company did not trade during the year ended 31 December 1996.

Directors

The directors of the company during the year ended 31 December 1996 were as follows:

Mr Nicholas Humby
Mr Michael Phillips (resigned 30 April 1996)

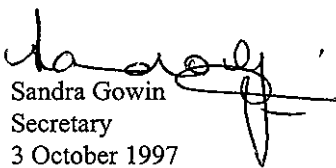
Directors' Interests

No director had any beneficial interest in the shares of the company.

Auditors

In accordance with the provisions of Section 250 of the Companies Act 1985 the company, being a dormant company within the meaning of the said section, is not required to appoint auditors.

By Order of the Board


Sandra Gowin
Secretary
3 October 1997

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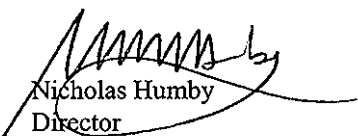
BALANCE SHEET AS AT 31 DECEMBER 1996

	<u>Note</u>	<u>1996</u> £	<u>1995</u> £
<u>Current Assets</u>			
<u>Debtors</u>			
Channel Five Holdings Ltd		2 ==	2 ==
<u>Called Up Share Capital</u>	3	2 ==	2 ==

The notes on page 3 form part of these financial statements.

The company was dormant within the meaning of Section 250 of the Companies Act 1985 throughout the year ended 31 December 1996.

The financial statements were approved by the Board on 3 October 1997 and signed on its behalf by:


Nicholas Humby
Director

MEDIA SALES LIMITED

NOTES TO THE ACCOUNTS

1) Accounting Policy

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

2) Profit and Loss Account

The company did not trade during the year and hence no profit and loss account is presented.

3) Share Capital

	<u>1996</u>	<u>Authorised</u>	<u>1995</u>	<u>1996</u>	<u>Issued And</u>	<u>1995</u>
	£		£	£	Fully Paid	£
Ordinary Shares of £1 Each	1,000		1,000	2		2
	<u> </u>		<u> </u>	<u> </u>		<u> </u>

4) Directors' Remuneration

All directors were remunerated as executives of other group companies and no part of their remuneration has been charged to the company.

5) Ultimate Parent Undertaking

The parent undertaking is Channel 5 Holdings Limited, a company registered in England and Wales and jointly owned by Thames Television Limited and Time Warner.