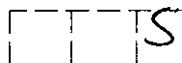


**Declaration of satisfaction
in full or in part
of mortgage or charge****403a**Please do not
write in
this margin

Pursuant to section 403(1) of the Companies Act 1985

*Please complete
legibly, preferably
in black type, or
bold block lettering*To the Registrar of Companies
(Address overleaf)

For official use Company number



2678881

Name of company

* Flextech Childrens Channel Limited

* Insert full name
of company

I, Neil Smith

of Flextech Childrens Channel Limited

† Delete as
appropriate

[a director] ~~[the secretary]~~ ~~[the administrator]~~ ~~[the administrative receiver]~~† of the above company,
do solemnly and sincerely declare that the debt for which the charge described below was given
has been paid or satisfied in [full][part]†

‡ Insert a
description of the
instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc.

Date and Description of charge ‡ New Composite Guarantee and Debenture dated 14 July 2004

Date of Registration § 28 July 2004

Name and address of ~~[chargee]~~ [trustee for the debenture holders]

CIBC World Markets plc, Cottons Centre, Cottons Lane, London, SE1 2QL

§ The date of
registration may
be confirmed
from the
certificate

Short particulars of property charged ¶ See continuation sheet

¶ Insert brief
details of
property

And I 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
160 GREAT PORTLAND STREET
LONDON W1W 5QA

Day Month Year

on

06 01 2005

Declarant to sign below

before me

(BETHAN OWEN)

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths ^{SIC}

Presentor's name, address and
reference (if any):
FRESHFIELDS BRUCKHAUS
DERINGER
65 FLEET STREET, LONDON
ENGLAND EC4Y 1HS
DX 23 LONDON/CHANCERY LANE

For official use 10/03
Mortgage sectionLD5
COMPANIES HOUSE0449
06/01/05

SHORT PARTICULARS:

A FIRST EQUITABLE CHARGE OVER THE STOCKS, SHARES AND ANY OTHER INTERESTS OF THE COMPANY IN FRONT ROW TELEVISION LTD, ANY TELEVEST COMMUNICATIONS NETWORKS LIMITED ENTITY OR ANY JOINT VENTURE. A FIRST FLOATING CHARGE OVER ALL OTHER PRESENT AND FUTURE ASSETS OF THE COMPANY.