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COMPANIES FORM No. 155(6)a

Declaration in relation to assistance for the acquisition of shares

155(6)a

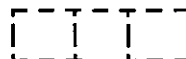
Pursuant to section 155(6) of the Companies Act 1985

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



02743032

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

Name of company

* Television Support Services Limited

* insert full name
of company

~~We a~~ See annexure 1

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

† delete as
appropriate

~~We a~~ [all the directors]† of the above company do solemnly and sincerely declare that:

The business of the company is:

§ delete whichever
is inappropriate

~~We a~~ (a) that of a recognised bank, licensed institution, within the meaning of the Banking Act 1973

~~We a~~ (b) that of a person, authorised under section 1 of the Insurance Companies Act 1982 to carry

~~We a~~ its 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

~~We a~~ [company's holding company] Gullane Entertainment Limited

~~We a~~

The assistance is for the purpose of ~~We a~~ [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: see annexure 2

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

Ashurst
Broadwalk House
5 Appold Street
London
EC2A 2HA
639 London/City

For official Use
General Section



3717517

The assistance is to be given to: (note 2) Sunshine Acquisition Limited
c/o Ashurst, Broadwalk House, 5 Appold Street, London EC2A 2HA

Please do not
write in this
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Please complete
legibly, preferably
in black type, or
bold block
lettering

The assistance will take the form of:

see annexure 3

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

† delete as
appropriate

Sunshine Acquisition Limited

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

see annexure 4

The amount of cash to be transferred to the person assisted is £ see annexure 5

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

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

Please do not
write in this
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Please complete
legibly, preferably
in black type, or
bold block lettering

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

~~X~~ 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) ~~X~~ 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)

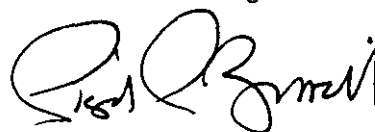
(b) ~~XXXXXX~~ It is intended to commence the winding up of the company within 12 months of that date, and I/we ~~XXXXXX~~ have formed the opinion that the company will be able to pay its debts in full within 12 months of the ~~XXXXXX~~ commencement of the winding up]* (note 3)

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

MAPLE HOUSE
149 TOTTENHAM COURT RD
WAT FNF LONDON

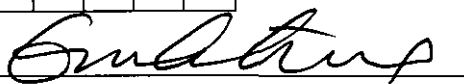
Declarants to sign below



on

Day	Month	Year
25	05	2005

before me



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

FORM 155(6)A
TELEVISION SUPPORT SERVICES LIMITED
Company Number 2743032
Annexure 1 to Form 155(6)(a)

The names and addresses of the directors of the Company are:

Nigel Birrell
10 Papillon Walk
Blackheath Park
London
SE3 9SF

Charles Caminada
91 Streathbourne Road
London
SW17 8RA

FORM 155(6)A
TELEVISION SUPPORT SERVICES LIMITED
Company Number 2743032
Annexure 2 to Form 155(6)(a)

32,508,704 ordinary shares of 2 pence each in the share capital at the Company's holding company, Gullane Entertainment Limited ("**Gullane**") (the "**Gullane Shares**").

FORM 155(6)A
TELEVISION SUPPORT SERVICES LIMITED
Company Number 2743032

Annexure 3 to Form 155(6)(a)

Inter alia in order to re-finance indebtedness originally incurred inter alia for the purpose of the acquisition of the Gullane Shares by HIT Entertainment Limited ("**HIT Limited**"), HIT Limited and HIT Entertainment, Inc. ("**US Newco**"), a newly incorporated Delaware corporation, being a subsidiary of Gullane, have entered into:

- (a) a £110.3m acquisition term loan facility, a US\$176.2m refinancing term loan facility and a US\$77m revolving facility pursuant to a senior credit agreement dated 20 March 2005 (the "**Senior Credit Agreement**");
- (b) a £95m bridge loan facility pursuant to a bridge credit agreement dated 20 March 2005 (the "**Bridge Credit Agreement**" and together with the Senior Credit Agreement being the "**Facilities Agreements**").

It is proposed that the Company give financial assistance for the acquisition of the Gullane Shares taking the form of the execution, delivery and performance by the Subsidiary to the extent it is a party of:

1. Free Cash Loan Agreement

A loan agreement in respect of free cash to be entered into by the Company with Sunshine Acquisition.

FORM 155(6)A
TELEVISION SUPPORT SERVICES LIMITED
Company Number 2743032

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Annexure 4 to Form 155(6)(a)

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

1. Free Cash Loan Agreement

By executing an intra-group loan (the "**Free Cash Loan Agreement**") between the Company and Sunshine Acquisition to be dated on or around 26 May 2005, the Company will loan up to £300,000 of free cash held by the Company to Sunshine Acquisition for the purpose of it being applied, pursuant to the Facilities Agreement, to discharge existing indebtedness of the group and will subordinate its right to repayment thereunder.

FORM 155(6)A
TELEVISION SUPPORT SERVICES LIMITED
Company Number 2743032
Annexure 5 to Form 155(6) (a)

Cash to be transferred at the time of giving the financial assistance is up to £300,000 under the Free Cash Loan Agreement.

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COMPANIES FORM No. 155(6)a

Declaration in relation to
assistance for the acquisition
of shares

155(6)a

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

Please complete
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bold block lettering

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

For official use

Company number

02743032

Note
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on page 3 before
completing this form.

Name of company

* Television Support Services Limited

* insert full name
of company

X We see annexure 1

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

† delete as
appropriate

~~XXXXXXXXXXXX~~ [all the directors]† of the above company do solemnly and sincerely declare that:

The business of the company is:

§ delete whichever
is inappropriate

~~(a) the business of the company is the business of the company~~
~~(b) the business of the company is the business of the company~~
~~(c) the business of the company is the business of the company~~

(c) something other than the above§

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~~XXXXXXXX~~ [company's holding company] Gullane Entertainment Limited

~~XXXXXXXX~~

The assistance is for the purpose of ~~XXXXXXXXXXXX~~ [reducing or discharging a liability incurred for the
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The number and class of the shares acquired or to be acquired is: see annexure 2

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reference (if any) :

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5 Appold Street
London
EC2A 2HA
639 London/City

For official Use
General Section

3/1/511

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† delete as
appropriate

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The amount of cash to be transferred to the person assisted is £ see annexure 5

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

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

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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 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

Declarants to sign below

New York, New York



Day Month Year
on 25 05 2005

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

BEN COHEN
Notary Public, State of New York
No. 01C06122977
Qualified in Kings County
Commission Expires 02/28/2009

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TELEVISION SUPPORT SERVICES LIMITED
Company Number 2743032

Annexure 4 to Form 155(6)(a)

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FORM 155(6)A
TELEVISION SUPPORT SERVICES LIMITED
Company Number 2743032
Annexure 5 to Form 155(6) (a)

Cash to be transferred at the time of giving the financial assistance is up to £300,000 under the Free Cash Loan Agreement.

PricewaterhouseCoopers LLP
1 Embankment Place
London WC2N 6RH
Telephone +44 (0) 20 7583 5000
Facsimile +44 (0) 20 7822 4652

The Directors
Television Support Services Limited
Maple House
149 Tottenham Court Road
London
W1T 7NF

25 May 2005

Dear Sirs

Auditors' report to the directors of Television Support Services Limited pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors of Television Support Services Limited (the "Company") dated 25 May 2005 in connection with the proposal that the Company should give financial assistance for the purchase of the ordinary shares of the Company's holding company, Gullane Entertainment Limited, by HIT Entertainment Limited. This report, including the opinion, has been prepared for and only for the Company and the Company's directors in accordance with Section 156 of the Companies Act 1985 and for no other purpose. We do not, in giving the opinion set out below, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

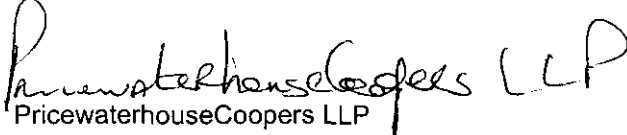
Basis of opinion

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 1985 is unreasonable in all the circumstances.

Yours faithfully


PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors