Section 89(3)

The Insolvency Act 1986

Members Voluntary Winding Up Declaration of Solvency Embodying a Statement of Assets & Liabilities Pursuant to Section 89(3) of the Insolvency Act 1986 S89(3)

To the Registrar of Companies

For Official Use

Company Number

03038061

Name of Company

SHOWTIME UK HOLDINGS LIMITED

YWe
Simon James Underwood
62 Wilson Street
London
EC2A 2BU

Mark Newton 62 Wilson Street London EC2A 2BU

attach a declaration of solvency embodying a statement of assets and liabilities

Signed Date Date

27 September 2010

Benedict Mackenzie LLP 62 Wilson Street London EC2A 2BU

Ref S128/MRN/VK/KS



Section 89(3) The Insolvency Act 1986 Members' Voluntary Winding Up Declaration of Solvency Embodying a Statement of Assets and Liabilities

Company number

03038061

Name of company

Showtime UK Holdings Limited

Presented

Richard M Jones, 1 Little Pine Road, Bedford, New York 10549-4109 USA

by

Declaration of Solvency

(a) Insert names

and addresses 1 Richard M Jones, 1 Little Pine Road, Bedford, New York 10549-4109 USA

(b) Delete as applicable

(c) insert name of company

(d) insert a period

months not exceeding 12

(e) Insert date

being (b) (all-/the majority-of) the directors of (c) Showtime UK Holdings Limited do solemnly and sincerely declare that I/we have made a full inquiry into the affairs of this company, and that, having done so, I/we have formed the opinion that this company will be able to pay its debts in full together with interest at the official rate within a period of (d) 12 months, from the commencement of the winding up

I/We append a statement of the company's assets and liabilities as at (e)

, being the latest practicable date before the making of this

declaration

I/We make this solemn declaration, conscientiously believing it to be true, and by virtue of

the provisions of the Statutory Declarations Act 1835

Solicitor or Commissioner of Oaths

JULIANNE O'R!ORDAN Notary Public - State of New York No. 01CR5087661 Qualified in Queens County My Commission Expires Oct. 21, 2010

Statement as at 22 September 2010 showing assets at estimated realisable values and liabilities expected to rank

Assets and liabilities		Estimated to realise or to rank for payment to nearest £	
Assets:		£	
	Balance at	bank	~
Cash in hand			
Marketable securities			
Bills receivable			
Trade debtors			
Loans and advances			
Unpaid calls			
Stock in trade			
Work in progress			
Amount owed by parent undertaking			
Freehold property			
Leasehold property			
Plant and machinery			
Furniture, fittings, utensils etc			
Patents, trade marks etc			
Corporation Tax recoverable			
VAT recoverable			
Estimated realisable value of assets £			
Liabilities		£	
Secured on specific assets, viz		2	
Secured by floating charge(s)			
Estimated cost of liquidation and other expenses including			
interest accruing until payment of debts in full			
I the account and disease (amounts continued as the month for not month)			
Unsecured creditors (amounts estimated to rank fo		£	
Trade accounts	£	τ	
Bills payable			
Accrued expenses			
Other liabilities	_		
Contingent liabilities			•
Estimated surplus after paying debts in full		£	0

Remarks