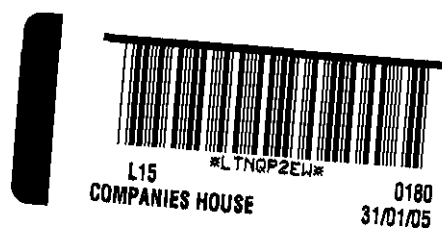


Showtime UK Holdings Limited

(Registered number: 3038061)

Directors' Report and Financial Statements Year Ended 31 December 2003



Showtime UK Holdings Limited

Contents

	Pages
Directors' Report	1-2
Independent Auditors' Report	3
Balance Sheet	4
Notes to the Financial Statements	5-7

Showtime UK Holdings Limited

Directors' Report For the Year Ended 31 December 2003

The directors present their annual report and the audited financial statements of the company for the year ended 31 December 2003.

Principal Activity, Business Review and Future Developments

The principal activity of Showtime UK Holdings Limited is to hold an investment in Zone Broadcasting Showtime (Turkey) Limited. The directors do not foresee any change to the principal activity of the company.

Results and Dividends

There was no trading activity in 2003 or 2002. The directors do not recommend the payment of a dividend (2002: nil).

Directors

The directors listed below held office during the whole of the period from 1 January 2003 to the date of this report, unless stated below:

T Ellis	
C Hyde	(appointed 28 August 2003)
E Kol	(resigned 28 March 2003)

None of the directors had any interests in the shares of the company or its fellow subsidiaries during the year, or of any other body corporate within the Viacom Inc group, which would require disclosure by the company in accordance with Section 234 of the Companies Act 1985

Showtime UK Holdings Limited

Directors' Report

For the Year Ended 31 December 2003 (Continued)

Statement of Directors' Responsibilities

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 prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

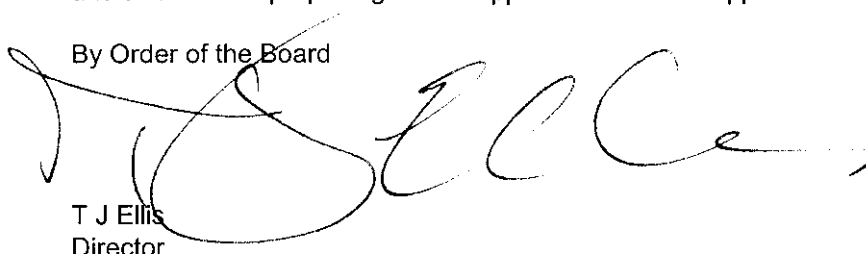
The directors confirm that suitable accounting policies have been used and applied consistently. They also confirm that reasonable and prudent judgements and estimates have been made in preparing the financial statements for the year ended 31 December 2002 and that applicable accounting standards have been followed.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office, and a resolution proposing their reappointment will be approved at the Annual General Meeting.

By Order of the Board

A large, stylized handwritten signature in black ink, appearing to read 'T J Ellis', is written over the text 'By Order of the Board' and the name 'T J Ellis Director'.

T J Ellis
Director

180 Oxford Street
London
W1D 1NN

28 January 2005

Showtime UK Holdings Limited

Independent Auditors' Report To The Members Of Showtime UK Holdings Limited

We have audited the financial statements which comprise the balance sheet and the related notes.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable United Kingdom law and accounting standards are set out in the statement of directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards issued by the Auditing Practices Board. This opinion has been prepared for and only for the company's members in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or in to whose hands it may come save where expressly agreed by our prior consent in writing.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions is not disclosed.

We read the other information contained in the annual report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. The other information comprises only the directors' report.

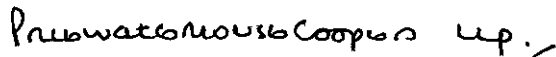
Basis of audit opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the company at 31 December 2003 and have been properly prepared in accordance with the Companies Act 1985.



PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
London

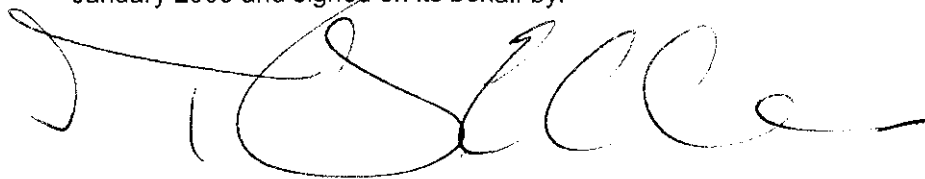
28 January 2005

Showtime UK Holdings Limited

Balance Sheet As At 31 December 2003

	<i>Note</i>	2003 \$'000	2002 \$'000
Fixed Assets			
Investments	3	1,020	1,020
		1,020	1,020
Creditors: amounts falling due within one year	4	(1,020)	(1,020)
Net Assets		-	-
Capital and Reserves			
Called up share capital	5,6	-	-
Profit and loss account	6	-	-
Total Equity Shareholders' Funds	7	-	-

The financial statements on pages 4 to 7 were approved by the board of directors on 28 January 2005 and signed on its behalf by:



TJ Ellis
Director

The notes on pages 5 to 7 form part of these financial statements

Showtime UK Holdings Limited

Notes to the Financial Statements For The Year Ended 31 December 2003

1 Principal Accounting Policies

The financial statements have been prepared in accordance with applicable accounting standards in the United Kingdom, adopting the accounting policies set out below.

a) Basis of Preparation of the Accounts

The financial statements have been prepared under the historical cost convention.

The company has taken advantage of the exemption from preparing consolidated financial statements afforded by Section 228 of the Companies Act 1985 because it is a wholly owned subsidiary of Viacom UK Limited, which prepares consolidated accounts which are publicly available.

The functional currency of the company is US Dollars.

b) Cash Flow Statement

The company is a subsidiary of Viacom Inc. and is included in Viacom Inc.'s consolidated financial statements, which are publicly available. Consequently, the company has taken advantage of the exemption from preparing a consolidated cash flow statement under the terms of Financial Reporting Standard 1 (revised 1996).

c) Investments

The investment in the subsidiary undertaking is stated in the balance sheet at cost, less any provision for impairment.

2 Trading Activity

The group received no income and incurred no expenditure during the year, and accordingly no profit and loss account or statement of total recognised gains and losses has been presented.

The directors received no fees or emoluments with respect to qualifying services during the year (2002: nil). The company had no employees during the year (2002: nil).

Auditors remuneration and certain other administrative costs have been borne by another group undertaking.

No staff were employed by the company during the year, and therefore no staff costs were incurred (2002: nil).

Showtime UK Holdings Limited

Notes to the Financial Statements For The Year Ended 31 December 2003

3 Investments - Shares in Group Undertakings

Company

Cost	\$'000
At 1 January 2003	1,020
At 31 December 2003	1,020

As at 31 December 2003, Showtime UK Holdings Limited owned 51% of Zone Broadcasting Showtime (Turkey) Limited, a company registered in the United Kingdom.

Zone Broadcasting Showtime (Turkey) Limited is involved in the operation and distribution of programming content.

4 Creditors: amounts falling due within one year

	2003	2002
	\$'000	\$'000
Amounts owed to immediate parent company	1,020	1,020

5 Share Capital

	2003	2002
	£	£
Authorised		
1,100 ordinary share capital of £1 each	1,100	1,100
Issued and fully paid		
2 Ordinary shares of £1 each	2	2

Showtime UK Holdings Limited

Notes to the Financial Statements For The Year Ended 31 December 2003

6 Share Capital and Reserves

	Ordinary Share Capital \$	Profit and Loss Account \$
At 1 January 2003	3	-
At 31 December 2003	3	-

7 Reconciliation of Movement in Equity Shareholders' Funds

	2003 \$	2002 \$
Profit for the year	-	-
Net addition to Equity Shareholders' Funds	-	-
Opening Equity Shareholders' Funds	3	3
Closing Equity Shareholders' Funds	3	3

8 Ultimate Parent Undertaking

The company's ultimate parent company is Viacom Inc., incorporated in the USA. The ultimate controlling party of Showtime UK Holdings Limited is National Amusements Inc., the beneficial owner of the majority of Viacom Inc. voting shares.

The smallest group in which the results of the company are consolidated is that headed by Viacom UK Limited, the immediate parent, a company registered in England and Wales. The financial statements of this group can be obtained from Viacom UK Limited, 180 Oxford Street, London W1N 0DS.

The largest group in which the results of Showtime UK Holdings Limited is consolidated is Viacom Inc. The consolidated financial statements for this group are available to the public and may be obtained from 1515 Broadway, New York, N.Y., 10036, USA.

9 Related Party Transactions

The group is exempt under the terms of Financial Reporting Standard 8 from disclosing related party transactions with entities that are part of the Viacom Inc. group.