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Fox Kids Europe Limited
(the "Company")



WRITTEN RESOLUTIONS OF THE DIRECTORS OF THE COMPANY

BACKGROUND

1. By Special Resolutions dated 27 September 2002, the sole member of the Company, Fox Kids Europe Channels B.V. ("FKEC"), resolved that the Company increase its authorised share capital from £1,000 to £10,000,000, that the Company's Articles of Association be amended accordingly, that the pre-emptive rights to offer shares to the existing shareholders contained in the Articles of Association of the Company be waived in relation to the issue of 2,226,793 ordinary shares of £1.00 each in the Company to Fox Kids Europe Properties S.a.r.l. ("FKEP") and that the directors be generally authorised to allot and issue shares in the Company under section 80A of the Companies Act 1985-1989.
2. In light of the above resolutions, it is proposed that the Company enter into the following agreements:
 - a. a Contribution and Capital Transfer Agreement between the Company and FKEC relating to both the capitalisation of a loan of £1,232,070 advanced to the Company by FKEC and the transfer of £36,307,587 from the Company's capital reserve account to its share capital and share premium accounts in return for the issue of 123,207 and 3,600,000 ordinary shares in the Company respectively; and
 - b. a Contribution Agreement between the Company and FKEP relating to the capitalisation of loans made to the Company by FKEP totalling £22,267,930 in return for the issue of 2,226,793 ordinary shares in the Company.

RESOLUTIONS

1. IT WAS RESOLVED that the Company enter into the Contribution and Capital Transfer Agreement (substantially in the form attached to these resolutions) with FKEC and that any one of the directors be authorised to sign the Contribution and Capital Transfer Agreement on behalf of the Company, and IT WAS FURTHER RESOLVED that:
 - a. the Company allot and issue 3,600,000 ordinary shares of £1.00 each in the Company to FKEC pursuant to the Contribution and Capital Transfer Agreement, and that the sum of £36,307,587 be transferred from the Company's capital reserve account to the Company's share capital (£3,600,000) and share premium (£32,707,597) accounts; and
 - b. the Company allot and issue 123,207 ordinary shares of £1.00 each in the Company to FKEC pursuant to the Contribution and Capital Transfer Agreement in return for the contribution of the loan of £1,232,070 advanced to the Company by FKEC.
2. IT WAS RESOLVED that the Company enter into the Contribution Agreement

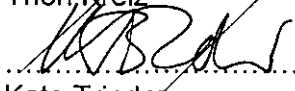
(substantially in the form attached to these resolutions) with FKEP and that any one of the directors be authorised to sign the Contribution Agreement on behalf of the Company and IT WAS FURTHER RESOLVED that the Company allot and issue 2,226,793 ordinary shares of £1.00 each in the Company to FKEP in return for the contribution of the loans of £22,267,930 advanced to the Company by FKEP.

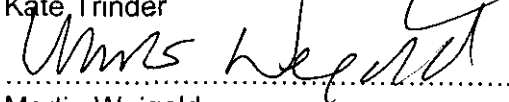
3. IT WAS FURTHER RESOLVED that the directors and the Secretary of the Company be authorised to issue to FKEC and FKEP appropriate share certificates and to take such other actions as may be required to give effect to the above resolutions, the Contribution and Transfer Agreement and the Contribution Agreement.

Dated: 27 September 2002

Signed by all the directors


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Ynon Kreiz


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Kate Trinder


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Martin Weigold


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Marc-Antoine d'Halluin