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CHFP004

COMPANIES FORM No. 155(6)a
Declaration in relation to
assistance for the acquisition
of shares.

155(6)a

Please do not
write in this
margin

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

03584646

Note

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

Name of company

* CLOUD 9 (THE TRIBE) LIMITED

* insert full name of
company

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

We * RAYMOND WEBSTER THOMPSON OF 61 WARREN ROAD, WORTHING,
SUSSEX BN14 9QN AND AKY NAJEEB OF DARBYS, CHURCH ROAD, COOKHAM,
MAIDENHEAD, BERKSHIRE SL6 9PR

† delete as
appropriate

~~the sole director~~ [all the directors] † of the above company do solemnly and sincerely declare that:
The business of the company is:

§ delete whichever
is inappropriate

- (a) ~~that a [recognised bank] [licensed institution]~~ † within the meaning of the Banking Act 1979 §
 (b) ~~that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on~~
~~insurance 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
~~[company]~~ [company's holding company] CLOUD 9 SCREEN ENTERTAINMENT
 GROUP Limited]

The assistance is for the purpose of [that acquisition] ~~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: 200 A ORDINARY SHARES
 AND 10,078 ORDINARY SHARES

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

For official Use
General Section

Post room



A26
COMPANIES HOUSE

AJXD3TA9

0462
10/03/04

The assistance is to be given to: (Note 2) MUSKOKA (DEVELOPMENTS) LIMITED
OF GRAFTON LODGE, 15 GRAFTON ROAD, WORTHING, WEST SUSSEX
BN11 1QR (COMPANY NUMBER: 2545711)

Please do not
write in this
margin

Please complete
legibly, preferably
in black type, or
bold block
lettering

The assistance will take the form of:

THE ENTERING INTO BY THE COMPANY OF THE FOLLOWING DOCUMENTS:

1. A PRINCIPAL GUARANTEE AND DEBENTURE ("PRINCIPAL DEBENTURE") TO BE MADE BETWEEN, AMONGST OTHERS, (1) THE COMPANY AND (2) SANCTUARY SCREEN HOLDINGS LIMITED.
2. A WORKING CAPITAL GUARANTEE AND DEBENTURE ("WORKING CAPITAL DEBENTURE") TO BE MADE BETWEEN, AMONGST OTHERS, (1) THE COMPANY AND (2) SANCTUARY SCREEN HOLDINGS LIMITED.

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

MUSKOKA (DEVELOPMENTS) LIMITED OF GRAFTON LODGE, 15 GRAFTON
ROAD, WORTHING, WEST SUSSEX BN11 1QR (COMPANY NUMBER: 2545711)

† delete as
appropriate

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

1. PURSUANT TO THE TERMS OF THE PRINCIPAL DEBENTURE THE COMPANY SHALL CREATE, INTER ALIA, FIXED AND FLOATING CHARGES OVER ALL OF THE ASSETS AND UNDERTAKING OF THE COMPANY AS SECURITY FOR THE SUMS DUE AND OWING BY THE COMPANY PURSUANT TO THE PRINCIPAL LOAN NOTES (AS DEFINED IN THE PRINCIPAL DEBENTURE) AND GUARANTEES THE DUE AND PUNCTUAL PERFORMANCE OF THE OBLIGATIONS OF THE CHARGING COMPANIES (AS DEFINED IN THE PRINCIPAL DEBENTURE) TO SANCTUARY SCREEN HOLDINGS LIMITED ARISING, INTER ALIA, PURSUANT TO THE TERMS OF THE PRINCIPAL LOAN NOTES (AS DEFINED IN THE PRINCIPAL DEBENTURE).
2. PURSUANT TO THE TERMS OF THE WORKING CAPITAL DEBENTURE THE COMPANY SHALL CREATE, INTER ALIA, FIXED AND FLOATING CHARGES OVER ALL OF THE ASSETS AND UNDERTAKING OF THE COMPANY AS SECURITY FOR THE SUMS DUE AND OWING BY THE COMPANY PURSUANT TO THE WORKING CAPITAL LOAN NOTES (AS DEFINED IN THE WORKING CAPITAL DEBENTURE) AND GUARANTEES THE DUE AND PUNCTUAL PERFORMANCE OF THE OBLIGATIONS OF THE CHARGING COMPANIES (AS DEFINED IN THE WORKING CAPITAL DEBENTURE) TO SANCTUARY SCREEN HOLDINGS LIMITED ARISING, INTER ALIA, PURSUANT TO THE TERMS OF THE WORKING CAPITAL LOAN NOTES (AS DEFINED IN THE WORKING CAPITAL DEBENTURE).

The amount of cash to be transferred to the person assisted is £ 0.00

The value of any asset to be transferred to the person assisted is £ 0.00

The date on which the assistance is to be given is WITHIN 8 WEEKS HEREOF

Please do not
write in this
margin

Please complete
legibly, preferably
in black type, or
bold block
lettering

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

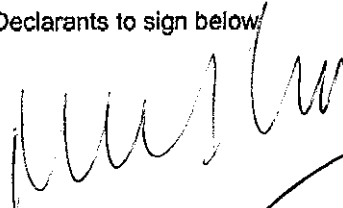
~~1~~ We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

- (a) ~~1~~ 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 1/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 ~~1~~ 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 Oxenford Queensland
Australia.

Declarants to sign below


Ray Thompson.

Day Month Year
on

05	02	2004
----	----	------

before me Michael de Vere.

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

MICHAEL ROBERT de VERE
SOLICITOR

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
DX: 33050
Cardiff

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB
DX: 235
Edinburgh

G

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Company number

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company

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

Name of company

* CLOUD 9 (THE TRIBE) LIMITED

We [•] RAYMOND WEBSTER THOMPSON OF 61 WARREN ROAD, WORTHING,
SUSSEX BN14 9QN AND AKY NAJEEB OF DARBYS, CHURCH ROAD, COOKHAM,
MAIDENHEAD, BERKSHIRE SL6 9PR

[†] delete as
appropriate

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

The business of the company is:

[§] delete whichever
is inappropriate

- (a) ~~that a [recognised bank] [licensed institution]~~ [†] within the meaning of the Banking Act 1979 [§]
(b) ~~that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on~~
~~insurance business in the United Kingdom~~ [§]
(c) something other than the above [§]

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~~[company]~~ [company's holding company] CLOUD 9 SCREEN ENTERTAINMENT
GROUP Limited]

The assistance is for the purpose of [that acquisition] ~~[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: 200 A ORDINARY SHARES
AND 10,078 ORDINARY SHARES

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

For official Use
General Section

Post room

The assistance is to be given to: (Note 2) MUSKOKA (DEVELOPMENTS) LIMITED
OF GRAFTON LODGE, 15 GRAFTON ROAD, WORTHING, WEST SUSSEX
BN11 1QR (COMPANY NUMBER: 2545711)

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

[†] delete as
appropriate

MUSKOKA (DEVELOPMENTS) LIMITED OF GRAFTON LODGE, 15 GRAFTON
ROAD, WORTHING, WEST SUSSEX BN11 1QR (COMPANY NUMBER: 2545711)

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

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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 ~~✓~~ 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 45-53 SINCLAIR ROAD
LONDON

Declarants to sign below

Onley

Day Month Year
on

01	02	2014
----	----	------

before me

Richa Shukla

RICHA SHUKLA SOLICITOR

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

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Cardiff

or, for companies registered in Scotland:-

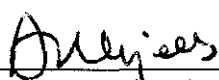
The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB
DX: 235
Edinburgh

BOARD MEMORANDUM
OF
CLOUD 9 (THE TRIBE) LIMITED
(Company No. 03584646)
(THE "COMPANY")

To: Baker Tilly
2 Bloomsbury Street
London
WC1B 3ST

Memorandum given in connection with the proposed arrangements whereby the Company will give financial assistance for the acquisition of shares in its holding company, Cloud 9 Screen Entertainment Group Limited (Company No. 03478184), particulars of which are given in the statutory declarations made by the directors this day pursuant to section 155(6) of the Companies Act 1985 (the "Act").

1. As at the close of business on 4th February 2004 the aggregate of the Company's assets as stated in its accounting records exceeds the aggregate of its liabilities as so stated.
2. From our knowledge of events since that date and of the likely course of the Company's business the directors have formed the opinion that the aggregate of the Company's assets will exceed the aggregate of its liabilities immediately before the proposed financial assistance is given and that the giving of such financial assistance will not reduce the net assets of the Company.



CHAIRMAN (for and on behalf of all the directors)

Dated the 5th day of February 2004



BAKER TILLY

2 Bloomsbury Street
London WC1B 3ST
Tel : +44 (0)20 7413 5100
Fax : +44 (0)20 7413 5101
DX : 1040 London/Chancery Lane
www.bakertilly.co.uk

**AUDITORS' REPORT TO THE DIRECTORS OF CLOUD 9 (THE TRIBE) LIMITED
(COMPANY NO: 03584646) ("COMPANY") PURSUANT TO SECTION 156(4) OF THE
COMPANIES ACT 1985**

We have examined the attached statutory declaration of the directors dated 5 February 2004 in connection with the proposal that the Company should give financial assistance for the purchase of 200 'A' Ordinary shares and 10,078 ordinary shares in its holding company Cloud 9 Screen Entertainment Group Limited.

Basis of opinion

We have enquired into the state of the Company's affairs in order to review the basis of 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.

BAKER TILLY

Registered Auditor
Chartered Accountants
2 Bloomsbury Street
London WC1B 3ST

5 February 2004