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consents and waivers as are required from them in order to effect the Reorganisation.

5. This Agreement shall be governed by and construed in accordance with English Law.

IN WITNESS WHEREOF the parties hereto have signed this document on the date first written above.

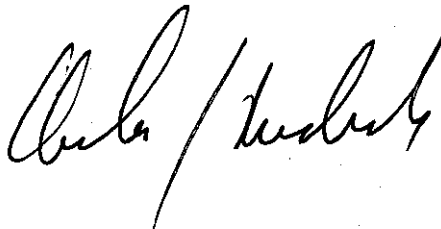
SIGNED for and on behalf of
FLEXTECH LIMITED

By

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) 

SIGNED for and on behalf of
CHELTRADING 284 LIMITED

By

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Schedule

Shares to be transferred by Transferor and
Consideration Shares to be issued by Transferee

Number and class of shares to be transferred (the "Shares")	Entity in which Shares are held	Number and class of Shares to be issued in consideration by Transferee (the "Consideration Shares")
2 Ordinary Shares of £1 each	Bravo TV Limited	140,600,000 Ordinary Shares of £1 each
2,784,314 B Ordinary Shares of £1 each 20,000 A Ordinary Shares of £0.01 each	Starstream Limited	49,370,000 Ordinary Shares of £1 each
93,501 Ordinary Shares of £0.01 each	UK Living Limited	412,280,000 Ordinary Shares of £1 each
Total Consideration Shares		602,250,000 Ordinary Shares of £1 each