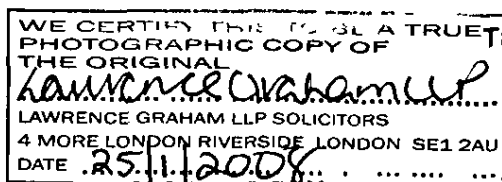


Company Number: 6457714



THE COMPANIES ACTS 1985 TO 2006

COMPANY LIMITED BY SHARES

## WRITTEN RESOLUTIONS

- of -

SATURDAY



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26/01/2008

141

COMPANIES HOUSE

## ENTERTAINMENT RIGHTS FUNDING LIMITED ( the "Company" )

Resolved: 18 January 2008

We, the undersigned, being the sole Member for the time being of the Company entitled to receive notice of and to attend and vote at general meetings HEREBY PASS the following resolutions as Written Resolutions of the Company and agree that the said resolutions shall, pursuant to Chapter 2 of Part 13 of the Companies Act 2006 for all purposes be as valid and effective as if the same had been passed as a special resolution at a general meeting of the Company duly convened and held -

- 1 Two directors of the Company or a director and company secretary be and are hereby empowered authorised and directed, to cause the execution and delivery of the Finance Documents (as defined below) in connection with the reorganisation of the Entertainment Rights group in such form as produced to the meeting or with such amendments thereto as the directors shall in their absolute discretion think fit -
  - (a) a deed of accession between (1) Entertainment Rights Plc (the "**Parent**"), (2) the Company, (3) Entertainment Rights Overseas Holdings Limited, ("**EROH**") and (4) Bank of Scotland plc ("**BoS**") (the "**Guarantor Accession Agreement**") in relation to a loan agreement dated 14 December 2006 between, *inter alios*, (1) the Parent, (2) the Original Borrowers (as defined therein), (3) the Original Guarantors (as defined therein), (4) BoS as mandated lead arranger, (5) the Original Lenders (as defined therein), (6) BoS as agent, (7) BoS as security agent and (8) BoS as issuing bank (the "**Facilities Agreement**"),
  - (b) a deed of accession between (1) the Parent, (2) EROH, (3) the Company and (4) BoS (the "**Debenture Accession Agreement**") in relation to a composite debenture dated 8 January 2007 between, *inter alios*, the Parent and BoS (the "**Debenture**", which expression includes all Schedules thereto),
  - (c) a deed of accession between (1) the Company and (2) BoS (the "**Intercreditor Accession Agreement**") in relation to an intercreditor deed dated 8 January 2007 between, *inter alios*, BoS (as Security Agent, Senior Agent, Senior Arranger and issuing Bank), the Senior Creditors, the Hedge Counterparties, the Obligors, the Intercompany Debtors and Intercompany Creditors (each as defined therein (the "**Intercreditor Agreement**"),
  - (d) an accession agreement between (1) the Parent, (2) EROH and (3) the Company (the "**Intra-Group Loan Accession Agreement**") in relation to an intra-group loan agreement between (1) the Parent and (2) the Subsidiaries (as defined therein) (the "**Intra-Group Loan Agreement**"),
  - (e) a deed of assignment between (1) the Parent and (2) the Company (the "**Deed of Assignment**") in relation to an inter-company loan between (1) the Parent and (2) Entertainment Rights North America Holdings, Inc ("**ERNAH**") (the "**Inter-Company Loan**"), and

- (f) a sale and purchase agreement relating to the sale and purchase of the indebtedness of Entertainment Rights North America Holdings, Inc to the Parent under the Inter-Company Loan to be entered into between (1) the Parent and (2) the Company (the "**ERNAH SPA**")

(together the "**Finance Documents**")

- 2 The execution, delivery and performance of the Finance Documents (together with that of any ancillary documents referred to therein) is for the commercial benefit of and in the best interests of the Company for the purposes of carrying on its business
- 3 Any act done or document executed pursuant to any of the foregoing paragraphs of this resolution shall be valid, effective and binding upon the Company notwithstanding any limitation on the borrowing or other powers of the directors of the Company or any other provision contained in or incorporated by reference in the Company's Articles of Association (any such limitation being hereby suspended, waived, relaxed, or abrogated to the extent requisite to give effect to the foregoing resolutions)

Please read the notes at this end of this document before signifying your agreement to the Special Resolution

The undersigned, all of the members of the Company entitled to vote on the above resolutions on 18 January 2008 hereby irrevocably agrees to the Special Resolution

For and on behalf of  
**ENTERTAINMENT RIGHTS PLC**

  
Director

## NOTES

- 1 If you agree to all the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods
- By Hand delivering the signed copy to Colet Court, 100 Hammersmith Road, London W6 7JP
- Post returning the signed copy by post to Colet Court, 100 Hammersmith Road, London W6 7JP
- If you do not agree to all of the resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply
- 2 Once you have indicated your agreement to the resolutions, you may not revoke your agreement
- 3 Unless by 29 February 2008 sufficient agreement has been received for the Resolution to pass, it will lapse If you agree to the Resolution, please ensure that your agreement reaches us before or during this date
- 4 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document