

CHANNEL 5 TELEVISION GROUP LIMITED

Registered Number 3012148

**Extract of minutes of a meeting of the Board of Directors held at 22 Long Acre,
London WC2E 9LY on Thursday 28 June 2001 at 9.00am**

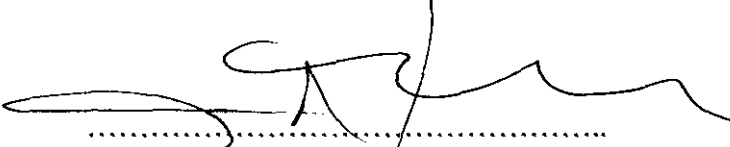
Item 6 - Finance

Auditors

The Company's auditors were currently in the process of completing their half-year audit. It was noted that they were likely to seek a letter of comfort from the shareholders in terms of the ongoing funding of the Company.

Ernst and Young had informed the Board that it was proposing to transfer its entire business to Ernst and Young LLP, a Limited Liability Partnership incorporated under the Limited Liability Partnerships Act 2000 on 28 June 2001. Ernst and Young would then cease to carry on business and would wind up its affairs. It was noted that Section 26(5) of the Companies Act 1989 permitted the Company to consent to treating the appointment of Ernst and Young as extending to Ernst and Young LLP and resolved to consent to the same with effect from 28 June 2001.

I certify the above to be a true extract of the minutes.


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COLIN A CAMPBELL

CAC/JP/11-086

