

A&E TELEVISION NETWORKS (UK) LIMITED

(the "Company")

Company No 3113371

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

THE MEMBERS OF

A&E TELEVISION NETWORKS (UK) LIMITED

Passed this 27th day of June 2005

pursuant to Section 381A Companies Act 1985 and Paragraph 5
of Schedule 15A to Companies Act 1985

We, the undersigned, being all the members of the Company who, at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, (other than the member holding shares to which the following resolution relates) **RESOLVE** as follows:

SPECIAL RESOLUTION

THAT the terms of the contract proposed to be made between the Company (1) and A&E Television Networks (the "Seller") (2) for the purchase by the Company of 619,258 Preference Shares of £1 each in the capital of the Company (a copy of which has been supplied to each member) be approved and that:

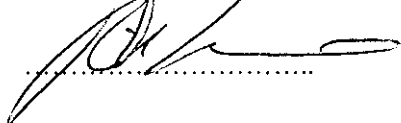
- (a) any director of the Company be authorised to enter into such contract on behalf of the Company; and
- (b) the directors of the Company be authorised to fulfil all obligations of the Company under or pursuant to such contract.

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For and on behalf of

A&E Television Networks International L.P.

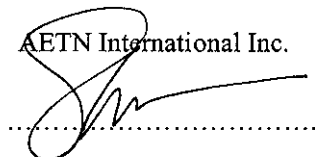


Authorised signatory,

AETN International, Inc., General Partner

For and on behalf of

AETN International Inc.



Authorised signatory