

BUSINESS CONDUCT AND ETHICS POLICY

Effective Date: 01/01/04
revised: 1/1/11

This policy (this “Policy”) applies to Crown Media Holdings, Inc., including its subsidiaries and holdings (collectively, "Crown Media" or the “Company”). This Policy is binding on all directors, officers and employees of Crown Media and is a condition of employment with the Company.

Central to the Policy is the principle that all aspects of the Company's business must be conducted in a way that will:

- Maintain a reputation for the highest integrity and business ethics and not seek any business advance that involves unethical conduct;
- Reflect, in all actions and endeavors, quality, thoughtfulness and consideration for others;
- Promote fair, equitable and harmonious relationships with the community including customers, vendors, and business associates; and
- Conform to all applicable laws and regulations, as interpreted by company counsel.

The Company will make no payment or gratuity to any retained business consultant, sales agent or other professional for any purpose that is illegal, unethical or contrary to the standards outlined in this Policy.

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This Policy contains guidelines for conduct in key areas rather than rules for every situation you will encounter. The absence of a specific guideline or policy does not relieve employees from exercising high ethical standards of behavior and good judgment. Employees are also expected to keep themselves informed of all laws, rules, and regulations applicable to their employment, as well as all Company policies and procedures, and to comply with such laws, rules, regulations, policies and procedures. If you have any questions about applicable laws or policies, or if you are unsure of the business conduct expected of you, please contact your supervisor, Human Resources, or the Crown Media Legal Department for advice and direction.

1. Community and Political Activities

Employees are encouraged to participate in community affairs and political activities, so long as such outside activities do not detract from performance or effectiveness at work and do not create a conflict of interest. While such participation is encouraged, it is not required and must be entirely voluntary on the part of the employee.

The extent of the employee's participation must not cause the Company to subsidize, or appear to subsidize the employee's community or political activity, unless the Company has expressly agreed to do so.

(a) Community Activities

The Company may elect from time to time to become involved in community activities and encourage employee participation in these activities. To the extent it does so, the Company will plan participation in these community activities so that it does not interfere with the regular operation of the business of the Company and with job duties of employees who are involved.

The Company may also elect to get involved with corporate sponsorships and charitable contributions. Usually, the types of sponsorship or services provided by the Company are directly related to our industry or corporate initiatives. The Company generally does not contribute to individual employee fundraising for charity events. With prior approval from Human Resources, employees may post information on the Hallportal regarding charitable events to obtain support or participation in a community event.

(b) Political Activities

Federal law and the laws of many state and local governments in the United States forbid companies from making contributions of money, goods or services to political candidates, but under certain circumstances may permit contributions to Political Action Committees.

No employee shall be reimbursed for political contributions and no employee may make any contribution on behalf of Crown Media or use Crown Media's name, funds, personnel, property or services for the support of political parties or candidates unless the contribution is permitted by law and authorized in advance by the Company.

No one in the Company may pressure another employee to express a political view or to contribute to a political action committee, political party or candidate, or charitable organization.

2. Employee Relationships – Discrimination and Harassment

Employees and managers are expected to treat one another as they would want to be treated -- with respect and dignity. Company policies dealing with individual and interpersonal behavior must be followed at all times and without exception. Managers will treat employees openly and consistently, distributing assignments, recognition and rewards based upon individual performance and qualifications. Crown Media is committed to developing and maintaining a diverse workforce. Managers will not discriminate on the basis of race, color, religious creed, gender, pregnancy, age, national origin, ancestry, physical or mental disability, medical condition, sexual orientation, marital status, veteran status, or any other legally-protected status.

The Company strives to maintain a working environment that is free of harassment of any nature. In particular, Company policy prohibits unwelcome harassment on the basis of race, color, religious creed, gender, pregnancy, age, national origin, ancestry, physical or mental disability, medical condition, sexual orientation, marital status, veteran status, or any other legally-protected status. Unwelcome harassment consists of verbal or physical conduct by an employee or any individual (including a client, customer, vendor, or supplier) that denigrates or shows hostility or aversion to an employee because of any of these legally-protected statuses.

More information regarding the Company's policies prohibiting harassment and discrimination may be found in the Harassment Policy, which is in the employee handbook and on the Hallportal under Human Resources - Policies and Procedures.

(a) Sexual Harassment

No employee or any other individual may sexually harass any other individual on Company property, or in connection with performing services for the Company. Sexual harassment includes unwelcome sexual advances, sexual jokes or comments, requests for sexual favors or other unwelcome verbal or physical conduct of a sexual nature. This Policy is violated when:

- (i) submission to or acceptance of such conduct is made, either explicitly or implicitly, a condition of employment;
- (ii) submission to or rejection of such conduct is used as a basis for employment-related decisions such as promotion, discharge, performance evaluation, pay adjustment, discipline, work assignment, or any other condition of employment or career development; or
- (iii) such conduct otherwise unreasonably interferes with work performance or creates an intimidating, abusive or offensive working environment, even if it leads to no adverse job consequences.

(b) Personal Relationships

An employee having a consensual romantic relationship with someone within his/her reporting chain of command exposes the Company to substantial risk and therefore is considered poor judgment. If such a situation develops, the supervisor should work with senior management and Human Resources to eliminate the reporting relationship. Romantic relationships with co-workers, even if they are not in the same department or reporting chain, can also present conflicts of interest under certain circumstances or be disruptive to the work environment and the Company reserves the right to take action in these situations as well. Further, having a romantic relationship with a supplier or customer with whom the employee deals at Crown Media may constitute a conflict of interest or create other problems. If such a relationship develops, the employee should notify his/her supervisor so that another employee may be assigned to handle the account.

3. Conflicts of Interest

Business decisions and actions must be based wholly on the best interests of Crown Media and not be motivated by personal considerations or relationships. Relationships with prospective or existing suppliers, contractors, customers, competitors or regulators must not affect employees' independent and sound judgment on behalf of Crown Media. Employees must avoid any activity, situation, investment, interest, association or relationship that either is opposed or reasonably appears to be opposed to the legitimate best interest of the Company or its retailers, employees or vendors.

(a) Outside Employment and Activities

Employees may not provide services to any business entity that competes with Crown Media. In addition, employees may generally not accept compensation for services performed for Crown Media outside of their regular job.

A conflict of interest also may arise if employees' outside employment activities impair the timely and effective performance of their duties for Crown Media. Employees must ensure that any outside activity is strictly separated from their Crown Media employment. Doing outside work on Crown Media time or using any Crown Media resources or personnel is unacceptable and may lead to disciplinary action, including termination of employment.

(b) Investments and Interests

A conflict of interest may arise if an employee has a substantial investment in any company with which Crown Media has any business relationship. In such a case, the employee should notify his/her supervisor. Similarly, if an employee has a significant direct or indirect interest in any actual or proposed supplier, competitor or customer of Crown Media, the employee should not be assigned to or accept a position in which he/she can make or influence business decisions with respect to that supplier, competitor or customer without making full disclosure of the situation and receiving the written approval of the employee's manager.

A conflict of interest may also arise when doing business or competing with organizations that employ immediate family members or others living in the same household or with organizations in which immediate family members or others living in the same household have an ownership interest. Immediate family members include spouse, child, parent, parent-in-law, brother, sister, grandchild, grandparent, and grandparent-in-law. An employee who has a family relationship or an intimate living arrangement with someone who is employed by or has an ownership interest in an organization with which Crown Media does business or competes should disclose this relationship to his/her supervisor and take appropriate steps to ensure that decisions affecting these organizations are based solely on objective input and judgment.

(c) Gifts, Favors, Entertainment and Travel

Gifts, favors, travel and entertainment from actual or potential suppliers, customers, subsidiaries, and even other employees may create a conflict of interest with an employee's obligations to Crown Media. Therefore, employees should never accept or provide gifts, favors, travel or entertainment if such items will compromise or appear to compromise the employees' judgment. Also, employees should never solicit gifts, favors, travel or entertainment, except for company-authorized causes.

(i) Gifts

Crown Media's gift policy embraces a "rule of reason." As a general rule:

- Employees may accept gifts valued under \$100, such as promotional items (e.g., sweat shirt, bag, pen, flowers, etc.), given in the regular course of business and as a matter of custom or courtesy. However, employees should not accept gifts on a continual or multiple basis.
- If for business reasons an employee believes it is important to accept a gift worth more than \$100, the gift should be disclosed to and approved by his/her supervisor before acceptance.
- Gifts of money or cash equivalents are unacceptable.
- Employees should not solicit gifts, favors, or other items from vendors, customers, employees of Crown Media, or competitors, except for company-authorized causes.
- When giving gifts, employees should ensure that they are reasonable complements to Crown Media's business relationship and do not appear to be attempts to obligate or influence the recipient. Also, employees should not offer any gift, favor or entertainment if it is against the policy of the recipient's organization.
- In the case of a government employee, the offer of a gift may violate the law.
- Employees who may be undecided about whether contemplated actions are within the limits of legality or propriety should seek guidance from the Crown Media legal department before the actions are taken.

Offering or accepting bribes, kickbacks, payoffs or other unusual or improper payments to obtain or keep business is unethical, illegal and strictly forbidden.

(ii) Favors

Employees may not accept discounts on personal purchases of a supplier's or customer's products or services unless such discounts are offered to Crown Media employees in general. Employees should also never solicit or accept favorable treatment on loans or other services unless they are broadly available.

(iii) Entertainment and Travel

Crown Media employees may accept entertainment that is reasonable in the context of the business or that advances the Company's interests. Some examples are lunch, dinner, local golf, football tickets, etc. However, travel and accommodations create more serious concerns. Employees should not accept travel or accommodations without the consent of their supervisor.

(d) Disclosure

It is not possible to list all situations in which a conflict of interest may exist or may appear to exist. We must rely on the integrity and good judgment of our employees in avoiding situations that may create a conflict of interest. The best way to avoid conflict of interest situations is to disclose any relationships that have the potential to be misinterpreted by others. This includes any relationships with other employees, customers, suppliers and competitors. Where there is some question about the activity, situation or environment, the employee must bring this concern to the attention of his/her immediate supervisor. Each situation will be analyzed by the employee's supervisor and Human Resources, based on the specific considerations of that case. Their findings and recommendations for resolution will be reviewed by the Crown Media Legal Department prior to implementation. The Company reserves the right to terminate its relationship with any organization or Employee with which or whom it determines a conflict of interest exists.

In addition, if an employee or member of the employee's family accepts gifts, favors, travel and entertainment valued at more than \$100 during one calendar year from a single supplier, the employee must notify his/her supervisor.

4. Customer Relationships

We recognize that the Company cannot succeed if our affiliates, advertisers, licensees and other "customers" do not succeed. To ensure that success, it is Crown Media's obligation to deliver creativity and quality in our concepts, products and services. Business dealings must be open and honest and transactions must be in the best interest of both the Company and the customer. Any misrepresentation of facts regarding terms of licensing and sale, programming, services or prices is unacceptable and a violation of this Policy.

5. Consumer Relationships

The Company believes that our programming and services must enrich people's lives and enhance their relationships. We are committed to the fulfillment of that belief in all planning, creative and promotional activities. Our dedication to excellence requires that our programming and services meet or exceed all legal, safety and environmental requirements, while providing a vehicle for expression superior to any other.

Communication with viewers and other consumers will be accurate, timely, responsive, ethical and professional, and will reflect understanding and respect for the consumers' perspective and expectations. While acting in the capacity as an employee of the Company, no employee may communicate his/her personal views with viewers and other consumers. Promotion and advertising of our programming and services will be done honestly and tastefully.

6. Vendor Relationships

The Company will maintain and practice high standards of business ethics and professional courtesy with vendors. Suppliers and their representatives can expect confidential, consistent and equal treatment when making price and specification quotations. The Company seeks vendors who support its quality, timeliness, cost and ethical expectations, and explains, as fully as possible, the reason for rejection of any proposal.

Employees must avoid any situation which creates or may create a conflict of interest with their obligations to Crown Media (see "Conflicts of Interest" section on page 5 of this Policy).

7. Competitor Relationships

The Company expects to engage in fair and open competition in all areas of its business. While remaining alert to competitor activities, competitive information will be obtained in accordance with ethical practices. Attempts to acquire competitors' trade secrets or confidential information by urging disclosure from competitors' employees or former employees, or any other approach to which the owner of the information has not, or is not likely to have consented, is unacceptable. By the same token, knowledge of Crown Media's business plans, agreements, processes, trade secrets, marketing programs, and programming strategies must be zealously protected by all employees. They are unacceptable topics for other than business conversations with appropriate Crown Media personnel in an appropriate setting.

8. Health, Safety and the Environment

Crown Media and its employees are all responsible for maintaining a safe and healthy workplace. It is the Company's policy to comply with all federal, state and local health and safety laws and regulations.

Each of the Company's facilities must comply with federal, state or local laws and regulations governing environmental matters. The violation of environmental laws and regulations may result in civil and criminal fines, compliance orders or imprisonment. All employees are responsible for

being generally familiar with the environmental requirements which are likely to apply to their functions.

9. Drug-Free Workplace

Crown Media is committed to providing a healthy, safe, secure workplace free from substance abuse. Employees must be in their assigned workplaces at the scheduled time, and in the proper mental and physical condition to perform their jobs.

The manufacture, distribution, dispensation, possession, use of or being under the influence of alcohol or a controlled substance is prohibited on Company property or elsewhere during work-related activities. No employee may perform job duties or be at work while under the influence of alcohol or illegal drugs. "Under the influence" is defined as a blood alcohol level of .04 or the presence of any illegal drugs in one's system. Use of prescription drugs consistent with a physician's direction, or use of over-the-counter medications consistent with the product directions is not considered a violation of this Policy.

All employees, as a condition of employment and as required by the federal Drug-Free Workplace Act, must report to their supervisor or Human Resources Representative, within five days, any criminal convictions for drug violations occurring on or off Company premises while conducting Company business.

For more information on the Company's alcohol and drug abuse policy and its compliance with the federal Drug-Free Workplace Act, employees should review the Drug and Alcohol Abuse policy found in the employee handbook.

10. Corporate Assets, Talents, Information Technology, and Influence; Confidentiality and Social Media

(a) Corporate Assets, Talents, Information Technology, and Influence

The employees of the Company will not use the Company's assets, talents, information technology or influence for their personal benefit or gain except as authorized by the Company. The Company's assets include intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, , designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of the Company's assets would violate Company policy and could also be illegal and result in civil or even criminal penalties. Any suspected incident of fraud or theft involving the Company's assets should be immediately reported for investigation. For further details, please consult the Company's "Information Security Policy" located on the Hallportal under Information Technology - Policies and Procedures. Although incidental personal use may be permitted as long as such incidental personal use does not violate any company policy or the law, company-acquired equipment, technology hardware and software may generally be used only for business purposes, and by the intended users, as defined in the purchase or licensing agreement.

Those involved in purchasing goods or services will not use Company influence to

purchase items, contract services or obtain corporate discounts for the personal benefit of an employee.

(b) Confidentiality

Employees must maintain the confidentiality of confidential information entrusted to them by the Company or its customers, except when disclosure is authorized by the Crown Media Legal Department or required by laws or regulations. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. It also includes information that suppliers and customers have entrusted to us. The obligation to preserve confidential information continues even after employment ends.

(c) Social Media

The Company understands that certain employees maintain or contribute to personal blogs, message boards, conversation pages and other forms of social media on the internet (e.g., Facebook, Twitter, etc.) for purposes unrelated to their job. Employees are discouraged from posting Company or job-related information on these sites; however, in the event that they do, they are required to exercise good judgment, abide by and comply with the Business Ethics and Conduct Policy and take into consideration the following guidelines:

- Employees may not disclose confidential or proprietary company information or similar information of third parties who have shared such information with Crown Media.
- Crown Media's intellectual property, including, without limitation, any logos, trademarks, taglines and copyrighted materials (such as clips, photographs or images) and names and likenesses of any talents appearing on our channels may not be used in any manner.
- Employees may not use the Company's name in their identity (e.g. username, "handle" or screen name) nor should they speak as a representative of the Company.
- Employees should respect the dignity of other employees of the Company and should not post personal information about or pictures of their co-workers or supervisors or discuss the internal affairs of the Company. Similar consideration and courtesy should be afforded the people and companies with whom we deal as well as our competitors. Any lack of courtesy and professionalism will reflect badly not only on the Employee but also on the Company.
- If an employee receives any media inquiry, such inquiry must be directed to the Communications and Media Relations Department or the Company's legal department.

12. Insider Trading

Employees who have access to confidential information about the Company, our parent entities, our subsidiaries, customers, suppliers or others dealing with the Company are not permitted to use or share that information for stock trading purposes or for any other purpose except for the conduct of our business. All non-public information should be considered confidential information. To use non-public information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information is not only unethical but also illegal. If you have any questions, please consult Crown Media's Legal Department and the

"Procedures and Guidelines Governing Securities Trades by Company Personnel" located on the Hallportal under Human Resources - Policies and Procedures.

13. Recording and Financial Reporting

(a) Recording

All Company transactions must be recorded on books of record. There may be no unrecorded cash funds, investments, or other assets. All transactions shall be sufficiently documented and accurately reflected in the Company's books and records to permit their review and audit and to prepare financial statements in accordance with generally accepted accounting principles and other applicable rules, regulations and criteria. Managers at all levels are accountable for supporting documentation, ensuring funds are spent for the described purposes and that the system of internal accounting controls used conforms to the established standards.

Many employees regularly use business expense accounts, which must be documented and recorded accurately. If you have any questions, please consult the Company's "Travel and Business Expense Policy" located on the Hallportal under Human Resources - Policies and Procedures.

Financial management is responsible for the evaluation and documentation of the system of internal accounting controls. Strict compliance with corporate accounting methods and controls is expected, as is complete cooperation with internal and external auditors.

Business records and communications often become public, and employees should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to e-mail, internal memos, and formal reports generated by employees of the Company.

All employees must cooperate fully with the Company's internal audit staff, independent auditors and counsel to enable them to discharge their responsibilities to the fullest extent.

(b) Financial Reporting

Full, fair, accurate, timely and understandable disclosure in our periodic reports filed with the Securities and Exchange Commission is required by its rules and is essential to our continued success. All employees, to the extent required by an employee's position with respect to the Company, shall exercise the highest standard of care in preparing such reports, and other public communications made by the Company.

(c) Records Retention

Crown Media is required by law to retain certain records for various periods of time, especially records concerning finance, tax, human resources, health and safety, environment, contracts and corporate matters. Additionally, when litigation or a government investigation or audit is pending, relevant records must not be destroyed until

authorized by the Legal Department of the Company. Destruction of records pertinent to an ongoing legal proceeding is a serious offense and may constitute a crime. If an employee is in doubt about the retention or destruction of documents, the employee should contact Crown Media's Legal Department.

14. Policy Enforcement

(a) Obligation to Report

All employees of the Company are responsible for reporting all potential violations of this Policy. Failure to promptly report such conduct could allow the wrongdoing to continue, subjecting the Company and its employees to greater harm. Good faith reporting will be treated with courtesy and every effort will be made to maintain confidentiality. Conduct which is in violation of this Policy will result in appropriate disciplinary action up to and including termination of employment. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review.

(b) Employee Reporting Procedures

In order to facilitate the reporting of employee concerns ("Employee Reports"), including, but not limited to, complaints regarding accounting, internal accounting controls, or auditing matters ("Accounting Matters"), the Company's Audit Committee has established the following procedures for the confidential, anonymous submission by employees of Employee Reports and the investigation, disposition and retention of such reports.

(i) Receipt of Employee Reports:

- (A)** Employees with concerns regarding any potential violation of this Policy, including those relating to Accounting Matters, may report their concerns to the General Counsel of the Company.
- (B)** Employees may also submit reports on a confidential or anonymous basis through "The Network" (see "Policy Enforcement – The Network" section on page 13 of this Policy). The Network will forward the substance of these Employee Reports to the General Counsel, but will not ask for or reveal the reporting employee's name if confidentiality has been requested.

(ii) Retention of Employee Report:

- (A)** The General Counsel will maintain a log of all Employee Reports, tracking their receipt, investigation and resolution and will prepare a periodic summary of these reports and the actions taken in response to them for the Audit Committee.
- (B)** Copies of the Employee Reports and such log will be maintained for a period of at least five years.

(iii) Investigation and Treatment of Employee Reports:

- (A) Upon receipt of an Employee Report, the General Counsel will, when possible, acknowledge receipt of the report to the reporting employee.
- (B) Employee Reports relating to Accounting Matters will be reported immediately to the Chairman of the Audit Committee and be dealt with in accordance with the direction of the Audit Committee. Employee Reports on other issues will be investigated by the General Counsel and Human Resources Department as quickly as possible and the senior management of the Company will determine the action to be taken in response to the report.

(c) Accounting Matters which should be reported include:

- (i) fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- (ii) fraud or deliberate error in the recording and maintaining of financial records of the Company;
- (iii) deficiencies in or noncompliance with the Company's internal accounting controls;
- (iv) misrepresentation or false statement to or by an employee or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company; or
- (v) deviation from full and fair reporting of the Company's financial condition.

(d) "The Network"

"The Network" is a national organization, completely independent of Crown Media, that helps businesses deter unethical and illegal acts, including business conduct violations. Crown Media's exclusive toll-free hotline through "The Network" operates 24 hours a day, 7 days a week. The phone number to access this hotline is 1-800-536-6751. Callers may provide their names or may elect to remain anonymous. If you choose to call "The Network" and make a report, please provide enough details so that Crown Media is able to thoroughly and promptly investigate and address the issues.

(e) No Retaliation

Any employee of the Company may submit a good faith complaint regarding any potential violation of this Policy to the management of the Company without fear of retaliation of any kind. The Company will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee in the terms and conditions of employment based upon any such action by the employee. The Company is committed to achieving

compliance with all applicable laws, including, without limitation, securities laws and regulations, accounting standards, accounting controls and audit practices.

ANY REPRISAL OR RETALIATION AGAINST AN INDIVIDUAL BECAUSE THE INDIVIDUAL IN GOOD FAITH REPORTED A VIOLATION OR SUSPECTED VIOLATION IS STRICTLY FORBIDDEN AND IS, IN ITSELF, AN ACT SUBJECT TO DISCIPLINARY ACTION.

15. Compliance With This Policy

All employees, officers and directors of the Company are responsible for complying with all aspects of this Policy. Officers and senior managers are directed to review these policies with their key employees at least annually.

16. Amendments to and Waivers of this Policy

Any amendment to or waiver of this Policy for executive officers or directors may be made only by the Board or a Board committee and will be promptly disclosed as required by law or stock market regulation.

17. Acknowledgement

I acknowledge that I have received a copy of the Crown Media's Business Conduct and Ethics Policy and will comply with its terms.

In connection with each annual audit, I hereby certify the following statement:

"I understand the Company's Business Conduct and Ethics Policy and agree to conduct myself in all business matters associated with my employment with Crown Media ethically and legally. To the best of my knowledge, neither I nor any of the employees under my supervision (if I am a supervisor) is (1) in violation of the Company's Business Conduct and Ethics Policy; or (2) know or knows of any violation of the Company's Business Conduct and Ethics Policy by others, including the Company's agents or consultants. If I know of any such violations, I will promptly report them to the General Counsel of Crown Media or to "The Network" hotline at 1-800-536-6751."

Signature: _____

Print Name: _____

Date: _____