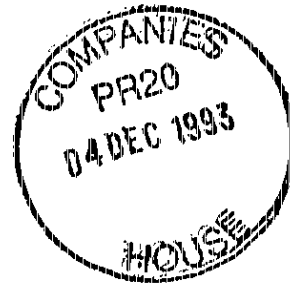


Company No. 259661

THE COMPANIES ACTS 1985-1989

COMPANY LIMITED BY SHARES

WARNER BROS DISTRIBUTORS LIMITED



ELECTIVE RESOLUTIONS

The following Elective Resolutions of all the members of Warner Bros Distributors Limited were duly passed by written resolution of the members on December 3 1993.

A handwritten signature in dark ink, appearing to read "David Brander", is written over a horizontal dotted line.

DAVID BRANDER
SECRETARY

COMPANY No. 259661

WARNER BROS DISTRIBUTORS LIMITED
("the Company")

WRITTEN ELECTIVE RESOLUTIONS OF ALL THE MEMBERS
OF THE COMPANY PASSED IN ACCORDANCE
WITH SECTION 381A OF THE
COMPANIES ACT 1985 (THE "ACT")

We, being all the members of the Company entitled to receive notice of and attend and vote at general meetings of the Company, HEREBY RESOLVE as follows:

- 1 That in accordance with the provisions of sections 379A and 252 of the Act, with immediate effect, the Company elects to dispense with the need to lay accounts, directors' reports and auditor's reports before the Company in general meeting.
- 2 That in accordance with the provisions of sections 379A and 366A of the Act, with immediate effect, the Company elects to dispense with the need to hold annual general meetings.
- 3 That in accordance with the provisions of sections 379A and 386 of the Act with immediate effect, the Company elects to dispense with the need to appoint or re-appoint auditors annually.
- 4 That in accordance with sections 379A and 80A of the Act, with immediate effect, the provisions of section 80A of the Act shall apply to the Company instead of the provisions of sections 80(4) and (5) of the Act in relation to the giving or renewal hereafter of an authority for directors to allot relevant securities under section 80 of the Act.
- 5 That in accordance with sections 379A, 369(4) and 378(3) of the Act, with immediate effect, the provisions relating to the majority required to authorise short notice of meetings under sections 369(4) and 378(3) of the Act in relation to the Company shall be read and construed as if references to 95 per cent were substituted by references to 90 per cent.

The date of these resolutions shall be the date of the signature of the last member of the Company to sign these resolutions and shall be valid notwithstanding that there are signed in separate counterparts and/or on different dates by the various members of the Company.

Dated 8th Dec. 1993

M. S. Hill

FOR AND ON BEHALF OF

TIME WARNER ENTERTAINMENT
UK LIMITED
