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Written resolution pursuant to s.381ATHE COMPANIES ACT 1985Company Limited by SharesWRITTEN RESOLUTIONS

of

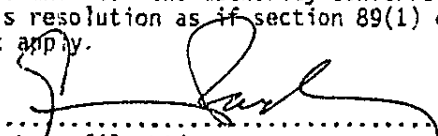
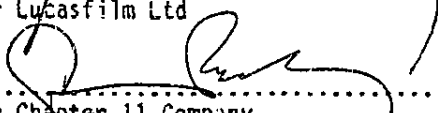
LUCASFILM (UK) LIMITED

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, hereby agree in accordance with section 381A of the Companies Act 1985 to the following resolutions in writing being passed as a special resolution, the provisions of section 381B of that Act having been complied with -

SPECIAL RESOLUTION

THAT -

1. the authorised share capital of the Company be increased to £20,000 by the creation of an additional 10,000 ordinary shares of £1 each ranking pari passu for all purposes with existing shares of £1 in the capital of the Company;
2. the directors be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot relevant securities (within the terms of that section) up to a maximum nominal amount of £19,000 for a period of five years beginning on the date on which this authority is given; and
3. the directors be empowered to allot any shares or grant any rights pursuant to the authority conferred on them by sub-paragraph 2 of this resolution as if section 89(1) of the Companies Act 1985 did not apply.

  
.....  
for Lucasfilm Ltd  
.....  
for Chapter 11 Company

Dated : 24th March 1994

tew/94-8646/writ-res

