

Company No: 1638551

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

THE LEARNING COMPANY (UK) LIMITED

WRITTEN RESOLUTION of the shareholders of the above-named Company passed in accordance with Section 381A Companies Act 1985, which Resolution is passed as a Special Resolution.

SPECIAL RESOLUTION

IT IS RESOLVED that the Articles of Association of the Company be and are hereby amended by the renumbering of regulation 13 as regulation 13(A) and adding the following as new regulations 13(B) and 13(C).

"13(B) Notwithstanding anything contained in these Articles, the Directors will register any transfer of shares and may not suspend registration of such shares where such transfer:

- (i) is to the bank or institution to which such shares have been charged by way of security, whether as agent for a group of banks or institutions or otherwise, or to any nominee or any transferee of such a bank or institution (a "Secured Institution"); or
- (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
- (iii) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security.

13(C) Notwithstanding anything to the contrary contained in these Articles, no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under these Articles or otherwise howsoever to require such shares to be transferred to them, whether for consideration or not."

DATED June 19, 1998

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For and on behalf of
The Learning Company, Inc

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Tewi Verlag GmbH

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