

Company Number 3431011

**THE COMPANIES ACTS 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES**

**ELECTIVE AND ORDINARY RESOLUTIONS OF
SONY/ATV MUSIC PUBLISHING (U.K.) LIMITED**

We the undersigned, being the sole member of the above-named company ("the Company") (and consequently the only member entitled to receive notice of and to attend and vote at General Meetings of the Company) HEREBY PASS the following Resolutions as ELECTIVE RESOLUTIONS pursuant to section 379 A of the Companies Act 1985 and an ORDINARY RESOLUTION respectively as set out below and agree that the said Resolutions shall in accordance with section 381A of the Companies Act 1985 for all purposes be as valid and effective as if the same had been passed by us all at a General Meeting of the Company duly convened and held.

ELECTIVE RESOLUTIONS

THAT pursuant to Section 366A of the Companies Act 1985, the Company hereby elects to dispense with the holding of Annual General Meetings in 1997 and subsequent years, until this election is revoked;

THAT pursuant to Section 252 of the Companies Act 1985, the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting; and

THAT pursuant to Section 386 of the Companies Act 1985, the Company hereby elects to dispense with the obligation to appoint Auditors annually.

ORDINARY RESOLUTION

THAT pursuant to section 390A of the Companies Act 1985, the authority of the directors to fix the remuneration of the Auditors from time to time be and is hereby APPROVED and/or RATIFIED.

Dated this 15th day of December 1997



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(Director) for and on behalf of
Sony/ATV Music Publishing LLC

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