

Company No: 3975638

The Companies Acts 1985 and 1989

COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

of

CLASSIC ALBUMS SERIES 3 LIMITED

Passed 24 July 2000

On 24 July 2000 the following RESOLUTION IN WRITING (such Resolution to have effect as a SPECIAL RESOLUTION) was duly passed by the single Member of the Company entitled to attend and vote at a General Meeting of the Company pursuant to Section 381A of the Companies Act 1985 (as amended):-

THAT the Directors be and are hereby authorised to allot at par for cash the following fully paid ordinary share of £1 in the Company to the undermentioned allottee, credited as fully paid up and ranking pari passu with the existing issued share capital:-

<u>Name of</u> <u>Allottee</u>	<u>Number of Ordinary</u> <u>Shares of £1 each</u>
Eagle Rock Entertainment Plc	1

and the pre-emption provisions set out in Article 4 (i) of the Articles of Association of the Company be and are hereby disapplied in respect of the above allotment.

Signed: *[Signature]* SECRETARY

Presented by: Cole Marie & Co.,
48 Station Road,
Redhill,
Surrey, RH1 1PH.

