

Company Number 939016

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN ELECTIVE RESOLUTION
of

WARNER / CHAPPELL NORTH AMERICA LIMITED
(formerly Marmalade Music Limited)

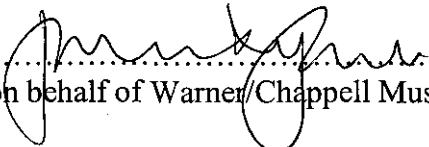
passed on **31** August 2002

THAT in accordance with S252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in general meeting

THAT in accordance with S366A of the Companies Act 1985 the Company elects to dispense with the holding of annual general meetings

THAT in accordance with S386 of the Companies Act , as amended, the Company dispense with the obligation to appoint auditors annually.

To resolve as an elective resolution in accordance with Section 379A of the Companies Act ("the Act") : THAT in relation to the giving or renewal of authority under Section 80 of the Act, the provisions of Section 80A of the Act shall apply, instead of the provisions of Section 80(4) and 80 (5), of the Act, after the passing of this resolution.

Signed.....
For and on behalf of Warner/Chappell Music International Limited

