

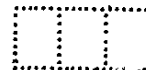
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THE COMPANIES ACTS 1948 TO 1976

Declaration of compliance with
the requirements of the
Companies Acts 1948 to 1976 on
application for registration
of a companyPursuant to section 15 (2) of the Companies Act 1948 as
amended by the Companies Act 1976Please do not
write in this
binding marginPlease complete
legibly,
preferably in
black type or
bold black
lettering.*Delete if
inappropriate.

For official use

1346089/1



Name of Company

POND PRODUCTIONS

Limited*

I, EWEN JAMES WYLLIE
of 34 South Molton Street, London W1Y 2BPdo solemnly and sincerely declare that I am† a Solicitor of the Supreme Court
engaged in the formationof POND PRODUCTIONS
Limited*and that all the requirements of the Companies Acts 1948 to 1976 in respect of
matters precedent to the registration of the said company and incidental thereto
have been complied with. And I make this solemn Declaration conscientiously
believing the same to be true and by virtue of the provisions of the
Statutory Declarations Act 1835Declared at 31 South Molton St W1the 30th day of NovemberOne thousand nine hundred and seventy sevenbefore me Norman Lipman

A Commissioner for Oaths†

NORMAN LIPMAN

James Wyllie

†For Notary
Public or Justice
of the Peace or
Solicitor having
the powers
conferred on a
Commissioner
for Oaths.Presentor's name, address
and reference (if any): S22Harbottle & Lewis
34 South Molton Street
London W1Y 2BPFor official use
General section

Post room



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1346089



THE COMPANIES ACTS 1948 to 1976.

COMPANY LIMITED BY SHARES.



Memorandum of Association

OF

POND PRODUCTIONS LIMITED

1. The name of the Company is POND PRODUCTIONS LIMITED.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are :-
 - (i) To carry on all or any of the businesses of music printers and music publishers, to exploit copyrights in musical works and copyright assets generally, to make manufacture and exploit sound recordings, records, sound recording and reproducing equipment and instruments and equipment of every description suitable for the exploitation of copyright assets, to carry on all or any of the businesses of engravers, publishers, arrangers, dealers, newspaper, journal, book, periodical, picture and magazine publishers and proprietors, printers, booksellers, lithographers, stereotypers, stationers, dealers in organs, pianos, violins and musical instruments of every description and cases and necessities, parts and fittings therefor, and to carry on the aforesaid business either together as a single business or as separate and distinct businesses in any part of the world.
 - (ii) To carry on all or any of the businesses

of manufacturers, designers, consultants, experts, buyers, sellers, hirers, renters, repairers, exporters, importers, retailers, distributors, publishers, agents and dealers of and in gramophone records, magnetised tapes, audio-visual devices, tape recorders, wireless, television, telegraphic and telephonic, cinematograph, photographic and phonographic apparatus, equipment and appurtenances connected with the co-ordination and synchronisation of moving pictures and sounds and mechanical processes sound and talking machines and films, records, accessories, appliances, devices, requisites, contrivances and things of every kind whereby sound or vision of every description is or may be recorded, amplified, produced, reproduced, transmitted or received.

- (iii) To make and produce motion pictures and cinematograph films, television films and recordings (both in vision and in sound) of all kinds and to present, promote, organise, provide and guarantee finance for, manage and produce plays, ballets, operas, operettas, revues, variety performances, concerts, radio, television and diffusion service programmes, circuses, lectures, readings, recitals, exhibitions and entertainments and dramatic, musical and artistic performances and exhibitions of any description.
- (iv) To buy, provide finance facilities or services for and to sell, license, let on hire, distribute, exhibit or perform motion pictures, cinematograph films, television films, recordings (both in vision and in sound) or any constituent part thereof in cinemas, theatres, halls or homes or any other place or by radio broadcasting or television or on a diffusion service or by any other means or device now known or hereafter to be invented and to acquire and deal in any way with any rights of copyright, exhibition or performance rights or any other rights which can be acquired therein.
- (v) To purchase or otherwise acquire and obtain and to hold, develop, turn to account, deal with, sell, exchange, lease, hire and mortgage or charge either alone or jointly with others any interest or right of copyright in or of representation of, or any other right capable of being acquired in literary, dramatic, musical, operatic, balletic, photographic, pictorial or artistic works of every description.

- (vi) To carry on all or any of the businesses of proprietors, lessees or managers of theatres, music halls and all places of amusement, recreation or entertainment, to own or manage, provide, finance facilities or services for cinemas, diffusion services, toll television and toll radio services and any other service, means or device now known or hereafter to be invented or carry on business as radio or television station owners or licensees or radio or television programme contractors.
- (vii) To provide for the distribution, representation, performance and exhibition throughout the world of both silent and talking television and cinematograph films programmes and entertainments whether live or recorded and as now known or given or by means now or hereafter to become known and the distribution, representation and performance throughout the world of radio programmes and entertainments whether live or recorded and generally to transact any business in connection therewith.
- (viii) To enter into agreements with or otherwise acquire the services or works or creations or products of the services or otherwise of producers, directors, writers, authors, lyricists, musicians, script writers, choreographers, composers, photographers, artists, designers, actors and actresses and performers of every description, to purchase or by any other means acquire and protect, prolong and renew throughout the world or any part or parts thereof any copyrights, trade-marks, patents, protections, concessions, secret or other information or rights as to any story, idea or invention which may appear likely to be advantageous to the Company and to use, exercise, develop and turn the same to account and to make or manufacture under or grant licences, options or privileges in respect of and to expend money in experimenting upon and testing the same, and in developing, improving or seeking to develop or improve the same and ideas, rights or inventions of whatsoever nature.
- (ix) To engage, employ, enter into agreements with and supply the services of or to act as agents for the engaging, employing and supplying of services of artistes, technicians, actors, singers, dancers and acrobats, variety performers, lecturers,

writers, authors, lyricists, dramatists, composers, conductors, musicians, instructors or entertainers, electrical, electronic and mechanical and recording engineers of any description and to enter into contracts with any artistes or persons or companies (either theatrical, cinematograph, radio, television, electrical, electronic, mechanical, engineering, recording or otherwise) for the purpose of making, producing, recording or otherwise, records, gramophones, talking machines, photographic or cinematographic records, pictures or films or any mechanically or electrically produced record or picture and for the production and representation or recording or reproduction of scenarios, film plays, photographs, stage plays, television plays, radio plays, operas, burlesques, vaudevilles, pantomimes, songs, ballets, concerts, exhibitions, variety entertainments, musical instructive or illustrational performances and entertainments and amusements of any kind and description.

- (x) To carry on the business of theatre ticket and travel agents, staff agents and literary artistes, film, variety and television agents and managers and producers of all kinds.
- (xi) To purchase, lease or otherwise acquire and own and to equip, use, hire, sublet and sell or otherwise deal with a studio or studios or other studio facilities for the production of cinematograph or television films or radio programmes or the making of sound recordings for the purpose of the Company or of others.
- (xii) To manufacture, buy, hire or sell cameras, lamps, recording apparatus and electrical and other equipment used in photography or for the production of cinematograph or television films or radio programmes or other entertainments of every size and kind or for their performance or reception.
- (xiii) To carry on the business of vendors of wholesale and retail goods of any kind and of restaurant, refreshment room, hotel, tavern, inn, dance hall, discotheque, coffee bar and lodging house keepers or

proprietors, licensed victuallers and
tobacconists.

- (xiv) To organise or to be proprietors of clubs, societies or associations.
- (xv) To acquire and undertake upon such terms as the Company shall deem expedient the whole or part of the undertaking, assets or liabilities of any person or body carrying on any business within the objects of the Company or whose business or any part of whose business may conveniently or advantageously be combined with the business of the Company or any of whose property is suitable for the purposes of the Company.
- (xvi) To purchase, take on lease, hire or otherwise acquire and hold any lands, hereditaments, buildings, plant, machinery, goods, chattels or real or personal property of any kind or any right or interest therein or thereover (and whether in possession or reversion or remainder) which the Company may think desirable.
- (xvii) To construct, alter, remove or replace any buildings, erections, structures, roads, railways, reservoirs, machinery, plant or tools or works of any description or to contribute to the costs thereof as may seem desirable.
- (xviii) To carry on any other business whether subsidiary or not which can in the opinion of the Company be carried on conveniently or advantageously in connection with the business of the Company.
- (xix) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company and to enter into such arrangements for co-operation, sharing profits or losses, mutual assistance or other working arrangements as may seem desirable.
- (xx) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise or any person or company that may seem conducive to the objects of the Company or any of them and to obtain from any such government, authority, person or company, any rights,

privileges, charters, contracts, licences and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply therewith.

- (xxi) To manage, develop, sell, lease, mortgage, grant licences or rights of, in or over or otherwise turn to account any property or assets of the Company.
- (xxii) To borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit and when thought desirable to execute and issue security of such kind subject to such conditions for such amount and payable in such place and manner and to such person as the Company shall think fit including in the power aforesaid (and without prejudice to its terms) the power to issue as primary or collateral or other security, debentures, debenture stock (perpetual or otherwise) mortgages, charges or securities of any kind over the whole or any part of its assets present or future (including uncalled capital) as the Company shall think fit.
- (xxiii) To lend money and give credit to, to take security for such loans or credit including (so far as may be lawful) its own shares and to guarantee and become or give security for the performance of contracts by and act as bankers for any person firm or company upon such terms as the Company shall think fit.
- (xxiv) To invest lend or otherwise deal with unemployed moneys in such manner and upon such terms as may be thought fit and to vary investments.
- (xxv) To acquire and hold, sell, mortgage or deal with the shares, stock, bonds, debentures or securities of or in any other company or body (whether such shares or securities be fully paid or not) where the so doing may seem advantageous or desirable in the interests of the Company.
- (xxvi) To draw, accept, endorse, issue or execute promissory notes, bills of exchange, bills of lading, warrants and other negotiable transferable or mercantile instruments.
- (xxvii) To promote any company to acquire the whole or any part of the assets or liabilities

of the Company or for any other purpose which may seem desirable in the interests of the Company and to subscribe, acquire, underwrite or place or assist in so doing the whole or part of the shares or securities of such company.

(xxviii) To grant donations, pensions, annuities, allowances, gratuities, benefits, emoluments and bonuses or any share or interest in the profits of the Company's business or any part thereof to any directors or ex-directors, employees or ex-employees of the Company or its predecessors in business or of any company which is a subsidiary company of or allied to or associated with the Company or any such subsidiary or the dependants of such persons to set up, establish, support and maintain pension superannuation and other funds or schemes (whether contributory or non-contributory) and to make payments towards insurance or other payments (either in connection with any such fund or scheme or otherwise) for the benefit of such persons or any of them or any class of them and to establish and support or to aid in the establishment and support of any schools and any educational, scientific, political, literary, religious or charitable institutions or trade societies whether such societies be concerned solely with the trade carried on by the Company or its predecessors in business or not and any club or other establishment calculated to advance the interests of the Company or of the persons employed by the Company or its predecessors in business.

(xxix) To remunerate employees and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company shall think fit and to promote and give effect to any scheme or arrangement for sharing profits with employees whether involving the issue of shares or not.

(xxx) To pay for any property or assets acquired by the Company by the issue of fully or partly paid shares of the Company with or without any preferred or special rights or privileges or by the issue of debentures, notes or other securities with or without special rights or privileges.

(xxxi) To pay the costs and expenses of or incidental to the promotion and establishment

of the Company or to contract for the payment of the same in whole or in part by others.

- (xxxii) To aid financially or otherwise any association or body having for an object the promotion of trade or industry.
- (xxxiii) To act as or through trustees, agents, secretaries, managers, brokers, or sub-contractors and to perform the duties of any office undertaken by the Company.
- (xxxiv) To sell or otherwise dispose of the undertaking and assets of the Company or any part thereof for any consideration thought fit and in particular for shares, debentures or other securities of other companies.
- (xxxv) To procure the Company to be registered or recognised in any overseas country or place and to exercise any part of the objects or powers aforesaid in any part of the world.
- (xxxvi) To distribute among the Members any assets of the Company in specie but so that no such distribution which would amount to a reduction of capital shall be made without such sanction (if any) as may be required by law.
- (xxxvii) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- (xxxviii) The objects set forth in any paragraph of this Clause shall not except where the context so requires be limited or restricted by reference to or inference from any other paragraph or by the name of the Company and none of such paragraphs shall be deemed to be subsidiary merely to the first or any other paragraph.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100. divided into 100 shares of £1 each.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
<i>Lindsey Pickering</i> LINDSEY PICKERING <div>34 South Molton Street, London. W1Y 2BP.</div> SECRETARY	ONE
<i>M. J. Stevens</i> MARGARET RIS STEVENS <div>34 South Molton Street, London. W1Y 2BP.</div> CLERK	ONE

DATED the 24th day of November 1977.

WITNESS to the above signatures : *B. Peckless*
Records Clerk

34 South Molton Street,
London. W1Y 2BP.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

POND PRODUCTIONS LIMITED

PRELIMINARY

1. The regulations contained in Part I and regulations 2, 3 and 4 contained in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter called "Table A") shall apply to the above-named Company (hereinafter called "the Company") so far as the same are not excluded varied or modified by these Articles.

2. Regulations 24, 53, 75, 76, 77, 78, 84(2) 86, 87, 89, 90, 91, 92, 93, 106, 119, 123, 126 and 136 contained in Part I of Table A shall not apply to the Company.

INTERPRETATION

3. In regulation 1 of Part I of Table A the following definition shall be deemed to be inserted: "the 1967 Act" means the Companies Act 1967 and "the 1976 Act" means the Companies Act 1976.

SHARE CAPITAL

4. The initial share capital of the Company is £100 divided into 100 shares of £1 each.

5. Save as provided by contract or these Articles to the contrary and subject to any

direction of the Company given by Ordinary Resolution all unissued shares shall be at the disposal of the Directors who may allot grant options over or otherwise deal with or dispose of the same to such persons at such times and generally on such terms as they think proper but so that no shares shall be issued at a discount except in accordance with the provisions of Section 57 of the Act.

6. In regulation 3 of Part I of Table A the words "with the sanction of an ordinary resolution" and the words "by special resolution" shall be deemed to be deleted.

7. In regulation 10 of Part I of Table A the words "nor shall the Company make a loan for any purpose whatsoever on the security of its shares or those of its holding company" shall be deemed to be deleted.

LIEN AND CALLS ON SHARES

8. In regulation 11 of Part I of Table A the words and brackets "(not being a fully paid share)" and "(other than fully paid shares)" shall be deemed to be deleted.

9. In regulation 15 of Part I of Table A the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be deemed to be deleted.

10. In regulation 18 of Part I of Table A the words and figure "not exceeding 5 per cent per annum" shall be deemed to be deleted.

11. In regulation 21 of Part I of Table A the words figure and brackets "not exceeding (unless the Company in general meeting shall otherwise direct) 5 per cent per annum" shall be deemed to be deleted.

TRANSFER OF SHARES

12. In regulation 22 of Part I of Table A the words "and transferee" shall be deemed to be deleted.

13. In regulation 25 of Part I of Table A the word "also" shall be deemed to be deleted.

REGISTERS

14. The Directors shall cause the following register to be kept at the Registered Office of the Company :-

- (a) a Register of Members.
- (b) a Register of the interests of the Directors in shares in or debentures of the Company or its associated companies.
- (c) a Register of the acquisition of or changes in the amounts of and of disposal of the shares in the Company which carry unrestricted voting rights.
- (d) copies of contracts of service of the Directors of the Company or (if such contracts are not in writing) written memoranda thereof.

15. The directors shall cause such Registers and copies (or memoranda) as are kept under the provisions of regulation 14 hereof to be completed and made available for inspection in accordance with the provisions of Part IV of the Act and Sections 26, 29 and 34 of the 1967 Act.

GENERAL MEETINGS

16. Regulation 52 of Part I of Table A shall be read and construed as if the words "the voting of remuneration or extra remuneration to the Directors" were inserted after the words "in the place of those retiring".

17. Regulation 58 of Part I of Table A shall be read and construed as if sub-paragraphs (b) (c) and (d) were deleted and the following sub-paragraph inserted namely "(b) by one or more members present in person or by proxy and entitled to vote at the meeting".

VOTES OF MEMBERS

18. Subject to the provisions of the Act a resolution in writing signed by all the members of the Company who at the date of such resolution were entitled to receive notice of and to attend and vote at General Meetings (or their duly appointed attorneys) shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened

and held. Any such resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys and signature in the case of a corporate body which is a member shall be sufficient if made by one of its directors or by its duly authorised representative.

19. If at any general meeting any votes shall be counted which ought not to have been counted or might have been rejected the error shall not vitiate the result of the voting unless it be pointed out at the same meeting and not in that case unless it shall in the opinion of the Chairman of the Meeting be of sufficient magnitude to vitiate the result of the voting.

BORROWING POWERS

20. In regulation 79 of Part I of Table A the words from and including "Provided that" to the end of the regulation shall be deemed to be deleted.

DIRECTORS

21. The Directors shall not unless otherwise determined by an Ordinary Resolution of the Company be less than one nor more than seven in number and throughout these Articles the term "Directors" shall where the context so admits include reference to one Director if at any time there is only one Director of the Company.

22. The first Directors shall be appointed by the subscribers to the Memorandum of Association by a memorandum in writing under their hands either with or without a meeting and until such Directors are appointed the subscribers to the Memorandum of Association shall be deemed to be Directors.

23. A Director need not hold any share qualification but shall be entitled to receive notice of and to attend all General Meetings of the Company.

24. Each Director may by writing under his hand nominate another Director or with the approval of a majority of the other Directors any other person to act as alternate Director in his place at any meeting of the Directors

at which he is unable to be present and at his discretion may remove such alternate Director and on such appointment being made the alternate Director shall (except as regards the power to appoint an alternate) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company and each alternate Director whilst acting in the place of an absent Director shall exercise and discharge all the duties of the Director he represents but shall look to such Director solely for his remuneration as alternate Director. Any Director of the Company who is appointed an alternate Director shall be entitled to vote at a meeting of the Directors on behalf of the Director so appointing him as distinct from the vote to which he is entitled in his own capacity as a Director of the Company and shall also be considered as two Directors for the purpose of making a quorum of Directors. Any person appointed as an alternate Director shall vacate office as such alternate Director if and when the Director by whom he has been appointed vacates office as a Director.

25. Every instrument appointing an alternate Director shall as nearly as circumstances will admit be in the following form or to the effect following on paper bearing the name of the Company :-

"I,
"a Director of this Company in pursuance of
"the power in that behalf contained in the
"Articles of Association of the Company do
"hereby nominate and appoint
"of
"to act as alternate Director in my place
"at any meeting of the Directors which I
"am unable to attend and to exercise all
"my duties as a Director of the Company.
"AS WITNESS my hand this day of
"19 ."

26. The Directors shall be paid out of the funds of the Company all their travelling hotel and other expenses properly incurred by them in and about the business of the Company including their expenses of travelling to and from meetings of the Directors or committee meetings or General Meetings. The Directors shall also be paid out of the funds of the Company by way of remuneration for their

services as Directors such sum as the Company in General Meeting shall from time to time determine.

27. Without restricting the generality of their powers the Directors may grant donations pensions annuities allowances gratuities benefits emoluments and bonuses or any share or interest in the profits of the Company's business or any part thereof to any directors or ex-directors employees or ex-employees of the Company or its predecessors in business or of any company which is a subsidiary company of or allied to or associated with the Company or any such subsidiary or the dependants of such persons set up establish support and maintain pension superannuation and other funds or schemes (whether contributory or non-contributory) and make payments towards insurance or other payments (either in connection with any such fund or scheme or otherwise) for the benefit of such persons or any of them or any class of them and any Director shall be entitled to receive for his own benefit any such donation pension annuity allowance gratuity benefit emolument bonus or share or interest in profit (whether under such fund or scheme or otherwise) and shall be counted in any quorum of Directors and may vote as a Director in respect of any of the powers by this Article conferred on the Directors notwithstanding that he is or may be interested therein.

28. The Directors may grant special remuneration to any Director who being called on shall render or agree to render any special or extra services to the Company or go or reside abroad in connection with the conduct of any of the affairs of the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration (if any) as a Director and may be payable by way of a lump sum participation in profits or otherwise as the Directors shall determine.

29. A Director may vote as a Director in respect of any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be counted in a quorum when any such contract or arrangement is under consideration.

30. Any Director may continue to be or become a director of or hold any other office or place of profit under any other company in which the Company may be interested and no such Director shall be accountable for any remuneration salary profit or other benefits received by him as a Director of or holder of any other office or place of profit under or member of any such other company. The Directors may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them directors of such company or voting or providing for the payment of remuneration to the directors of such company) and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be or be about to be appointed a director of such other company and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

31. The Directors shall cause minutes to be made in books provided for the purpose :-

- (A) of the names of Directors present at each meeting of the Directors and
- (B) of all resolutions and proceedings at all meetings of the Company and of the Directors.

32. No Director shall vacate his office or be ineligible for re-appointment as a Director nor shall any person be ineligible for appointment as a Director by reason only of his having attained any particular age.

33. In regulation 94 of Part I of Table A the words from and after "directors" to the end of the regulation shall be deemed to be deleted.

34. In regulation 95 of Part I of Table A the words from and after "regulations" to the end of the regulation shall be deemed to be deleted.

35. In regulation 97 of Part I of Table A the words from "A person appointed" to the end of the regulation shall be deemed to be deleted.

PROCEEDINGS OF DIRECTORS

36. In regulation 99 of Part I of Table A the

words "and unless so fixed shall be two" shall be deemed to be deleted.

37. A resolution in writing signed by all the directors for the time being present in the United Kingdom shall be as valid and effectual as if it had been passed at a duly convened board meeting. Any such resolution may consist of several documents in the like form each signed by one or more directors.

38. In regulation 107 of Part I of Table A the words from and after "such appointment" shall be deemed to be deleted and the words "such appointment shall be automatically determined if the Managing Director cease from any cause to be a Director" shall be deemed to be inserted in their place.

DIVIDENDS

39. The Directors may deduct from any interest dividend or instalment of dividend payable to any member (either alone or jointly with any other member) all sums due from him (either alone or jointly with any other person) to the Company on account of calls or otherwise.

ACCOUNTS AND DIRECTORS REPORT

40. The Directors shall cause proper books of account to be kept in accordance with the provisions of Schedule 2 of the 1967 Act with respect to :-

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place
- (b) all sales and purchases of goods by the Company
- (c) the assets and liabilities of the Company and
- (d) all those matters required by the 1967 Act and the 1976 Act to be shown in the Accounts of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

41. The Directors shall from time to time cause to be prepared and laid before the Company in General Meeting such profit and loss accounts balance sheets group accounts (if any) and directors reports as are provided for in Sections 148, 150 and 157 of the Act and Sections 16 to 20 of the 1967 Act and in the 1976 Act.

AUDIT

42. In regulation 130 of Part I of Table A the words "as amended by the 1967 Act and the 1976 Act" inserted after the word "Act".

NOTICES

43. In regulation 131 of Part I of Table A the words "in the case of a notice of a meeting" and the words from and including "and in any other case" to the end of the regulation shall be deemed to be deleted.

44. In regulation 134 of Part I of Table A the word "and" shall be deemed to be deleted and the words "and (d) every Director of the Company" shall be inserted after the words "of the company".

WINDING UP

45. In regulation 135 of Part I of Table A the words "with the like sanction" shall be inserted immediately before the words "determine how such division" and the word "members" shall be substituted for the word "contributories".

INDEMNITY

46. Every Director Manager Secretary and other officer or servant of the Company shall be indemnified by the Company against and it shall be the duty of the Directors out of the funds of the Company to pay all costs losses and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into or act or deed done by him as such officer or servant or in any way in the discharge of his duties.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Lindsey Pickering
LINDSEY PICKERING

34 South Molton Street,
London. W1Y 2BP.

SECRETARY

M. J. Stevens
MARGARET IRIS STEVENS

34 South Molton Street,
London. W1Y 2BP.

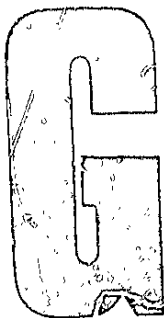
CLERK

DATED the 24th day of November 1977.

WITNESS to the above signatures : B. Pawless

Records Clerk

34 South Molton Street,
London. W1Y 2BP.



THE COMPANIES ACTS 1948 TO 1976

Form No. 1

Statement of first directors and secretary and intended situation of registered office

Pursuant to Sections 21 and 23(2) of the Companies Act 1976



Please do not
write in this
binding margin



Please complete
legibly, preferably
in black type, or
bold black lettering

*delete if
inappropriate

Company number

1346089/5

Name of Company

POND PRODUCTIONS

Limited*

The intended situation of the registered office of the company
on incorporation is as stated below

34 South Molton Street

London W1Y 2BP

If the memorandum is delivered by an agent for the subscribers of
the memorandum, please mark 'X' in the box opposite and insert the
agent's name and address below

X

~~Harbottle & Lewis~~
34 South Molton Street,
London, W1Y 2BP.

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

Presenter's
reference (if any): S22
Harbottle & Lewis
34 South Molton Street
London W1Y 2BP

For official use

General section

Post room



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



Important
The particulars to be given are those referred to in section 21(2) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page before completing this part of the form

Name (note 2)	ROBERT WILLIAM LEE	Business occupation
		SOLICITOR
Former name(s) (note 3)	-	Nationality
Address (note 4)	34 South Molton Street	BRITISH
	London W1Y 2BP	Date of birth (where applicable) (note 6)
		-
Particulars of other directorships (note 5) Dene Jesmond Enterprises Ltd, Embleton Prods. Ltd, Hal Nominees Ltd, Hal Services (Westminster), Chequered Music Ltd, Moorland Music Ltd, Tortoiseshell Music Ltd, Caterpillars Music Ltd, Copperpots Music Ltd, Gipsy Moths Make Music Ltd, Marsh Music Ltd, Sooty Music Ltd		
I hereby consent to act as director of the company named on page 1		
Signature		Date 24th November, 1977

Name (note 2)	EWEN JAMES WYLLIE	Business occupation
		SOLICITOR
Former name(s) (note 3)	-	Nationality
Address (note 4)	34 South Molton Street	BRITISH
	London W1Y 2BP	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5) Bullfrog Prods. Ltd, Brimstone Prods. Ltd, Insect Prods. Ltd, Grayling Prods. Ltd, Festoon Prods. Ltd, Painted Lady Prods. Ltd, Spotted Prods. Ltd, Ringlet Prods. Ltd, Tussock Prods. Ltd, Water Lily Prods. Ltd		
I hereby consent to act as director of the company named on page 1		
Signature		Date 24th November, 1977

Name (note 2)		Business occupation
Former name(s) (note 3)		Nationality
Address (note 4)		
		Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)		
I hereby consent to act as director of the company named on page 1		
Signature		Date

Please do not
write in this
binding margin



Important

The particulars
to be given are
those referred to
in section 21(2)(b)
of the Companies
Act 1976 and
section 200(3) of
the Companies Act
1948. Please read
the notes on page 4
before completing
this part of the form

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	EWEN JAMES WYLLIE
Former name(s) (note 3)	-
Address (notes 4 & 7)	34 South Molton Street London W1Y 2BP
I hereby consent to act as secretary of the company named on page 1	
Signature	<i>James Wyllie</i> Date 24th November, 1977

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

*as required by
Section 21(3) of
the Companies
Act 1976

†delete as
appropriate

Signed by or on behalf of the subscribers of the memorandum*

Signature *Henricus & Willems* [Subscriber] [Agent]† Date 24th November, 1977

~~Signature~~ ~~[Subscriber]~~ ~~[Agent]~~ ~~Date~~



CERTIFICATE OF INCORPORATION

No. 1346089

I hereby certify that

POND PRODUCTIONS LIMITED

is this day incorporated under the Companies Acts 1948 to 1976 and that the
Company is Limited.

Given under my hand at Cardiff the **29TH DECEMBER 1977**

D.A. Pendlebury

D. A. PENDLEBURY

Assistant Registrar of Companies