

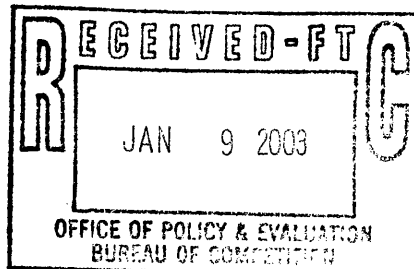
AFRAM FILMS, INC.

15503 Ventura Boulevard
Encino, California 91436

Phone: (818) 995-6600
Fax: (818) 382-1786

As of January 1, 2003

Federal Trade Commission
Bureau of Competition
Washington, D.C. 20580



To whom it may concern:

The following is the annual statutory report for this Association as of January 1, 2003:

1. The name of the Association is:

AFRAM FILMS, INC.
2. The locations of all offices or places of business of the Association:

ENCINO, CA.
3. The names and addresses of all officers and stockholders or members of the Association: (see attached)
4. The Articles of Incorporation have not been amended since the last annual filing.

Respectfully submitted,

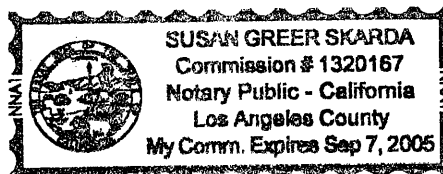
AFRAM FILMS, INC.

By 
Don McLellan
Vice President and Assistant Treasurer

STATE OF CALIFORNIA)
)
COUNTY OF LOS ANGELES) ss

Sworn to and subscribed before me
this 30 day of December, 2002.


NOTARY PUBLIC



OFFICERS:

William M. Murray
15503 Ventura Boulevard
Encino, CA 91436

President

Simon Barsky
15503 Ventura Boulevard
Encino, CA 91436

Senior Vice President and Secretary

Mark Howe
15503 Ventura Boulevard
Encino, CA 91436

Senior Vice President and Treasurer

Greg Goeckner
15503 Ventura Boulevard
Encino, CA 91436

Vice President and Assistant Secretary

Tom Iger
15503 Ventura Boulevard
Encino, CA 91436

Vice President and Assistant Treasurer

Don McLellan
15503 Ventura Boulevard
Encino, CA 91436

Vice President and Assistant Treasurer

STOCKHOLDERS:

Columbia TriStar Film Distributors International, Inc.
10202 W. Washington Boulevard
Culver City, CA 90232

Metro-Goldwyn-Mayer Studios Inc.
2500 Broadway
Santa Monica, CA 90404

Paramount Pictures Corporation
555 Melrose Avenue
Los Angeles, CA 90038

Twentieth Century Fox International Corporation
P.O. Box 900
Beverly Hills, CA 90213

Universal International Films, Inc.
100 Universal City Plaza
Universal City, CA 91608

Warner Bros. International Theatrical Distribution,
a division of Time Warner Entertainment Company, L.P.
4000 Warner Boulevard
Burbank, CA 91522