

CODE OF CONDUCT

Our Company, which is a party to the agreement attached hereto, values its reputation for integrity. While practices may vary in different business environments, honesty and integrity have always characterized and must continue to characterize our business activities. The Company's employees and officers ("employees") are not permitted to achieve results by illegal or unethical methods, including knowingly engaging in otherwise conduct.

CODE OF CONDUCT DISTRIBUTION

prohibited activities through third parties such as the employee's spouse, other members of the family, or other persons or organizations. It would be a serious mistake to believe that the Company would benefit from violations of laws and regulations in the transaction of the Company's business and such conduct is not permitted. There is much more to be lost than could ever be gained from a breach of the standards contained in this code of conduct.

This Code of Conduct applies to all employees of the Company.

COMPLIANCE

Each employee shall immediately report possible violations of this code of conduct to his /her immediate supervisor.

Violations of the Company's policies on conflicts of interest (including nondisclosure of possible conflicts) and ethics in business transactions will result in appropriate action as circumstances warrant. Such action may include termination of employment and pursuit of the Company's right to reimbursement for any financial loss the Company may have suffered. Such action may, also, include criminal prosecution and any other legal or equitable rights and remedies permitted by law, including, but not limited to, the recovery of reasonable attorney's fees. The Company may also seek injunctive relief to prevent the dissemination of proprietary or confidential information.

ETHICS IN BUSINESS TRANSACTIONS

Receiving or making any commercial bribes and kickbacks or payments for confidential information are illegal and unethical acts and are prohibited.

The Company's acts of hospitality towards public officials and persons with whom the Company does business, including purchasing agents, should be of such a modest scale and nature such that they cannot be construed as compromising the integrity or impugning the reputation of the recipient, the employee or the Company.

Company political contributions shall not be made without the prior authorization of the Company Chief Executive Officer or Chief Operating Officer. In requesting authorization for any Company political contribution, the Company Chief Executive Officer or Chief Operating Officer shall be advised of the amount of the contribution requested and the identity of individuals or groups to whom the contributions are proposed to be made.

The Company's accounting entities shall make and keep books, records, and accounts which, in reasonable detail, accurately and fairly reflect the Company's transactions. All assets of the Company, particularly all cash and bank accounts, shall be recorded in the books of the Company. Intentional falsification of any Company document is not permitted and may result in termination.

The Company does not permit the unauthorized disclosure of confidential or proprietary information or the unauthorized use or Company Code of Conduct / 06.04.02

dissemination of such information. Such information includes: unpublished financial data such as financial results, product costs and financial forecasts; impending acquisitions of other companies; details of agreements regarding sales, purchases, employment and other agreements; personnel data concerning the Company's employees such as job level, job duties and compensation; and plans for future products including research and development specifications and motion picture scripts.

The acquisition or disposition of any security, property or interest which is based on the knowledge of confidential or proprietary information obtained through the Company is not allowed. In addition, the securities laws make it illegal to trade or "tip" others to trade in the stock of any company on the basis of nonpublic information.

Employees shall not appropriate or divert Company assets or employee services for their personal benefit. Examples of such prohibited activities include: unauthorized removal of materials, equipment and supplies; unauthorized retention or duplication of the Company's films, videotapes and discs; unauthorized use of Company paid labor for an employee's personal benefit; and submission of fraudulent expense reports.

CONFLICTS OF INTEREST

It is, and consistently has been, the policy of the Company that all employees must avoid any conflict between their personal interests and those of the company including its parent companies and all of its affiliates and divisions. When acting on behalf of the Company, it is the responsibility of each officer and employee to conduct himself/herself in the best interests of the Company. Maintenance of the Company's good name requires that those in positions of responsibility avoid not only conduct which in fact involves a conflict, but also the appearance of impropriety. Conflicts of interest arise when an employee's objectivity in reaching or influencing decisions for the Company is, or may be, affected by factors other than the Company's best interests.

Each employee will be held responsible for ensuring that neither he nor she nor any member of his or her immediate family has any interest or engages in any activity which is in conflict with this policy. For purposes of this policy, an employee's "immediate family" includes an employee's spouse or minor dependents and any relative of the employee or a spouse who lives in the same household as the employee. It does not include adult children who maintain a separate residence.

It is not possible to list all situations that might involve a conflict of interest in violation of this policy. But as a general matter, any interest by an employee, or any member of his or her immediate family, in any organization other than the Company or its affiliates which:

- transacts or is seeking to transact business with the Company or any of its affiliates,
- competes with the Company or any of its affiliates, or
- is engaged in any phase of the filmed entertainment, music entertainment, recreation theme park, book publishing, or retail gift businesses, or the production or distribution of any other product or service similar to those produced, distributed or furnished by the Company,

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could violate the Company's policy. For purposes of this policy, "organization" means any firm, corporation or other legal entity, and all agents and representatives of any organization. If the organization is a corporation, it shall include all affiliates which means all organizations controlling, controlled by or under common control with such corporation.

The Company recognizes that there may be employees rendering services to the Company on a project by project or production by production basis, who in the normal course of their employment may render similar services to other enterprises in competition with the Company. These employees are not required to report such other activities provided they are not in a position to benefit from decisions which they make or influence on behalf of the Company affecting those activities. Special care should be taken by these employees to conduct themselves in accordance with the duty owed to each employer.

A violation of the Company's policy may also result from ownership of an interest in any property whose value has been or could be affected by any action of the Company which is influenced by or results from a decision or recommendation of the employee owning such interest.

Furthermore, a violation of the Company's policy may result from the acceptance by any employee, or any member of his or her immediate family, of any of the following:

- any free or discounted services or products,
- any compensation, commissions, share in profits or other payments,
- any loans or other financial assistance (other than loans from established banking or financial institutions),
- any entertainment, services, travel or personal gifts, except for those items openly and lawfully given as part of customary business practices which are either of nominal value or (if more valuable) have been disclosed in writing to, and acceptance thereof has been approved by, the employee's immediate supervisor,

from any individual or organization described in the second paragraph on page 4 preceding. Any travel on private aircraft owned or chartered by parties other than the Company or its parents or its affiliates must be approved in advance by the Company's Chief Executive Officer or Chief Operating Officer.

Finally, a violation of the Company's policy may result from the appropriation to oneself or the diversion to others of any business opportunity in areas where the Company

Notwithstanding the foregoing, the Company's conflicts of interest policy will not be violated by, and employees need not report, the ownership of publicly-traded securities; provided, that the employee and members of his or her immediate family do not own in the aggregate more than 5% of the outstanding equity securities of, and do not otherwise control, the public company involved.

Except as provided in the preceding paragraph, each of the above interests and activities, and any other interest or activitor its parents or its affiliates conduct business or, to the employee's knowledge, anticipates conducting business.

Notwithstanding the foregoing, the Company's conflicts of interest policy will not be violated by, and employees need not report, the ownership of publicly-traded securities; provided, that the employee and members of his or her immediate family do not own in the aggregate more than 5% of the outstanding equity securities of, and do not otherwise control, the public company involved.

Except as provided in the preceding paragraph, each of the above interests and activities, and any other interest or activity that the employee believes might be interpreted as a violation of this policy, must be reported to the Company's Chief Executive Officer or the Chief Operating Officer. If an employee has any doubt as to whether any particular interest or activity is prohibited by this policy, it should be reported. Employees shall report any violation of these policies and procedures known to them or which comes to their attention. Any questions concerning the propriety of any activity or transaction under any of these policies and procedures or concerning the applicability of these policies and procedures to any particular facts and circumstances also should be communicated to the Chief Executive Officer or Chief Operating Officer. No such report concerning a violation by another person, if made in good faith, and no such inquiry, shall subject an employee to any disciplinary action or affect the conditions of his or her employment in any manner whatsoever, but the failure to report any violation of which an employee is or becomes aware may itself constitute a violation of these policies and procedures.

Company policy requires that any employee who violates the Company's conflicts of interest policy shall be subject to appropriate disciplinary action, including termination of employment. However, the continuation of any interest or activity that might otherwise constitute a conflict of interest shall not be deemed to be a violation of this policy after it has been fully reported in writing, to the Company's Chief Executive Officer or Chief Operating Officer, unless and until such time as the employee is requested to take action regarding such interest or activity. Failure to comply with any such request will, however, constitute a violation of this policy.

DISCRIMINATION AND SEXUAL HARASSMENT POLICY

employees to avoid conduct on their part which could be construed by others as unwelcome conduct directed at them (e.g., telling jokes of a sexual nature).

Examples of Prohibited Conduct:

- Offering employment benefits, such as favorable assignments, reviews, promotions or the like, in exchange for sexual favors;
- Making or threatening reprisals after a negative response to sexual advances or to other discriminatory conduct;
- Making unwelcome sexual advances, propositions, flirtations or repeated unwelcome requests for or efforts to make social contact;
- Using verbal abuse of a sexual or gender-based or other discriminatory basis, such as using sexually degrading or vulgar words to describe an individual or making derogatory sexual, gender-related or discriminatorily-based (i.e., race religion, age, national origin, disability, sexual orientation, etc.) comments, slurs, taunts, jokes, language or epithets;
- Asking questions about sexual conduct or sexual orientation or disclosing or spreading rumors about such information concerning yourself or others;
- Making verbal commentaries about an individual's body, sexual prowess, sexual orientation or sexual deficiencies;
- Whistling at, touching, pinching, brushing the body, assaulting, impeding or blocking the movements, or coercing sexual acts or engaging in any such physical conduct in the context of other discriminatory-based conduct;
- Leering or making sexual, derogatory, insulting, obscene or other discriminatory-based (i.e., race, religion, age, national origin, disability, sexual orientation, etc.) comments or gestures;
- Displaying in the workplace sexually suggestive, gender-based or discriminatorily-based (i.e., race, religion, age, national origin, disability, sexual orientation, etc.) objects, pictures, posters or cartoon;
- Sending sexually suggestive or obscene letters, gifts, notes or invitations;
- Retaliating against an employee for refusing to participate in such behavior or for complaining about such behaviors.

POLICY

The Company, and its parents, and its affiliates (collectively "Company") are committed to providing equal employment opportunity and a work environment free from discrimination prohibited by law, including sexual harassment, and discrimination because of an individual's race, religion, creed, color, national origin, ancestry, medical condition, mental and/or physical disability, marital status, sex, age, veteran status or sexual orientation. In keeping with this commitment, Company prohibits such discrimination or sexual harassment in all areas of employment, including, by way of example, recruitment, hiring, training, promotion, discipline, separations, benefits and compensation, and requires reasonable accommodation of qualified individuals with mental and/or physical disabilities whose needs are known to Company.

No employee of Company has the authority to condition any employment term, condition or benefit on the granting of sexual favors or on tolerating unwelcome sexual conduct or on any other conduct prohibited by this policy. All employees are also prohibited by this policy from taking retaliatory action of any kind against an employee because the employee made a good faith complaint about sexual harassment or discrimination prohibited by this policy. Any violations of this policy shall be treated as serious misconduct and will result in appropriate disciplinary action, which may include termination of employment.

All employees, whether supervisors or non-supervisors, and non-employees during business contacts with Company employees or while visiting Company premises, are expected to comply with this policy.

DEFINITION

This policy prohibits all forms of conduct - such as verbal, physical, or visual conduct which are unwelcome and indicate race, religion, sex, creed, color, national origin, medical condition, ancestry, age, marital status, veteran status, physical or mental disability or sexual orientation.

Sexual harassment is defined as including, but is not limited to, unwelcome sexual advances, requests for sexual favors, and other verbal, physical or visual conduct of a sexual nature when either (1) submission to such conduct is made either explicitly or implicitly a term or condition of the individual's employment, (2) submission to or rejection of such conduct by an individual is used as the basis for employment decisions affecting such individual, or (3) such conduct has the purpose or effect

This policy seeks to prevent *unwelcome* discriminatory-based conduct, examples of which are listed below. It is important for employees to avoid conduct on their part which could be construed by others as unwelcome conduct directed at them (e.g., telling jokes of a sexual nature).

Examples of Prohibited Conduct:

- Offering employment benefits, such as favorable assignments, reviews, promotions or the like, in exchange for sexual favors;
- Making or threatening reprisals after a negative response to sexual advances or to other discriminatory conduct;
- Making of unreasonably interfering with an individual's work performance or creating an intimidating, hostile or offensive working environment.

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TIMELY REPORTING

An important objective of this policy is to prevent a working environment from developing which because of such prohibited conduct unreasonably interferes with an employee's work or is intimidating, hostile or offensive. It is therefore essential and required that employees *immediately report* conduct which is believed to be in violation of this policy. Such timely reporting is necessary so that a complaint can be investigated while information is most available, a problem can be remedied before a harassing situation develops, and the potential for the spread of harmful rumors can be reduced.

COMPLAINT PROCEDURE

Any employee who believes that he or she has been subjected to conduct in violation of this policy by an employee, supervisor, agent, business contact or visitor of Company or its parents & affiliates should report the facts of the incident and the names of the individuals involved to his/her immediate supervisor or, in the alternative, to the Chief Executive Officer or Chief Operating Officer.

If the employee is comfortable addressing the situation directly, and believes it would be helpful, the employee is encouraged to *immediately* tell the other person when his or her behavior is considered inappropriate and unwelcome and to request that the conduct stop. Persons so told should comply immediately and graciously with such requests.

Supervisors must *immediately* report conduct which is believed to be in violation of this policy, whether or not the concerned parties are subordinates of the supervisor, to the Chief Executive Officer or Chief Operating Officer or to the position designated in the supervisors applicable business group.

INVESTIGATION PROCESS

A report of an alleged violation of this policy will be promptly investigated. The findings will be reported to personnel with authority to take appropriate corrective action. Appropriate disciplinary action will be taken against any person who has violated this policy and other action will be taken as appropriate to remedy problems caused by the misconduct. The outcome of the investigative process will be reported to relevant parties, as is considered to be practical and/or appropriate.

CONFIDENTIALITY

Confidentiality will be maintained to the extent considered by Company to be practicable and appropriate in order to meet the purposes of investigating, responding to claims, complaints and charges, and achieving the other objectives of this policy.

UNIVERSAL PICTURES
ANTI-THEFT POLICY

The Company may be actively involved in the development of new businesses which involve the sale or licensing of props, costumes, set decorations, and other movie memorabilia. Such items which are purchased for use in or in connection with Company's motion picture productions are and remain the property of Company or its designee.

Employees, consultants, contractors and others involved in productions are advised that the unauthorized taking or use of props, costumes, set decorations, or other materials purchased for or in connection with Company's motion pictures is a crime. Authorization for use or taking of props, costumes, set decorations, or other material from Company motion pictures can only be obtained from the Company's Physical Production Executive, Business Affairs Executive or Project Attorney for the motion picture.

Failure to comply with the provisions of this Company policy is cause for immediate termination of any employment, contractor or vendor relationship and possible criminal prosecution.

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