

1. That I am the company manager for ACCESS MARKETING LIMITED the petitioner in the above matter and am duly authorised by the said petitioner to make this affidavit on its behalf.
2. Such of the statements in the petition herein (a copy whereof is hereunto annexed and marked with the letter "A") as relate to the acts and deeds of the said petitioner are true and such of the said statements as relate to the acts and deeds of any other person or persons are believed to be true.

Sworn at Wellington by the said David Oswald Thomas this 6th day of May 1986 before me:

J. CUTTANCE,
A Solicitor of the High Court of New Zealand.

TO: THE HIGH COURT OF NEW ZEALAND
Thursday, the 1st day of May 1986

THE humble petition of ACCESS MARKETING LIMITED, a duly incorporated company having its registered office at Wellington marketing and advertising consultants showeth as follows:

1. GUISE TURNER LIMITED formerly TURNER BROTHERS AND COMPANY (1982) LIMITED (hereinafter called "the company") was in the month of September 1982 incorporated under the Companies Act 1955.

2. The registered office of the company is at Suite 2, 5 Milford Road, Milford, Auckland.

3. The nominal capital of the company is \$10,000 divided into 10,000 shares of \$1 each. The amount of the capital paid up or credited as paid up is nil.

4. The objects for which the Company was established are as follows:

To carry on the business of Importers, Exporters, Commission Agents, Dealers and Traders in New Zealand and overseas and to carry on agency business of all kinds;

and other objects set forth in the Memorandum of Association thereof.

5. The company is indebted to your petitioner in the sum of \$10,345.92 being the amount owing in respect of the judgment obtained by your petitioner against the said company in the District Court at Wellington on the 8th day of July 1985.

6. Your petitioner has made application to the company for payment of the said debt a notice given pursuant to section 218 of the Companies Act 1955 requiring payment of the said sum of \$10,345.92 was on the 5th day of September 1985 duly served upon the company by delivering the same to the company at its said registered office giving notice that unless the said sum of \$10,345.92 was paid to it within 21 days of the date of such service the petitioner would petition the High Court at Auckland for an order that the company be wound up. The company has neglected to pay the said sum or any portion thereof or to secure or compound the same to the reasonable satisfaction of the petitioner.

7. The company is insolvent and unable to pay its debts.

8. In the circumstances it is just equitable that the company should be wound up.

Your Petitioner Therefore Humbly Prays as follows:

A. That GUISE TURNER LIMITED formerly TURNER BROTHERS AND COMPANY (1982) LIMITED may be wound up by the Court under the provisions of the Companies Act 1955.

B. Or that such other order may be made in the premises as shall be just.

C. That the costs of your petitioner be paid out of the assets of the company.

This petition is filed by Nathaniel Bernard Dunning, solicitor for the petitioner. The petitioner's address for service is at the offices of Messrs Brandon Brookfield, Sixth Floor, NZI House, 3 Shortland Street, Auckland.

4201 lc

In the High Court of New Zealand M. No. 215/86
Wellington Registry

IN THE MATTER of Part II of the Partnership Act 1908, and IN THE MATTER of CHICAGO STAGE PRODUCTION LIMITED AND COMPANY:

WE, the persons described in the Schedule hereto and CHICAGO STAGE PRODUCTION LIMITED, a duly incorporated company having its registered office at Wellington do hereby certify that by registration of this certificate we do hereby form and constitute this special partnership under the provisions of Part II of the Partnership Act 1908 and do hereby further certify pursuant to the provisions of section 51 of the said Act as follows:

(a) The style of the firm under which the partnership is to be conducted is CHICAGO STAGE PRODUCTION LIMITED AND COMPANY;

(b) The names and places of residence of all the partners are as follows:

General Partner:

CHICAGO STAGE PRODUCTION LIMITED, Sixth Floor, Southpac House, 1 Victoria Street, Wellington.

Special Partners:

The persons whose names and addresses are set forth in the Schedule hereto:

(c) The aforesaid special partners' contribution to the common stock of the partnership are the sums listed against their respective names in the Schedule hereto. The general partner has not contributed to the common stock of the partnership;

(d) The general nature of the business to be transacted by the partnership is that of production, promotion and performance of stage shows, musicals, plays and other theatrical productions;

(e) The principal place at which the business is to be transacted is at the offices of In-Comm Consultants Limited, Second Floor, Fraser House, 160 Willis Street, Wellington;

(f) The partnership is to commence on the date of the registration of this certificate and is to terminate on a day being 7 years from the date of registration of this certificate.

SCHEDULE

<i>Special Partners—</i>	Contribution Common Stock \$
Name, Address and Occupation	
GREENER PASTURES LIMITED, 176A Meadowbank Road, Meadowbank, Auckland, management company	\$100

Dated at Wellington this 13th day of May 1985.

The Common Seal of CHICAGO STAGE PRODUCTION LIMITED was hereunto affixed in the presence of:

A. S. B. PEREN, Director.

M. C. B. PEREN, Director/Secretary.

The Common Seal of GREENER PASTURES LIMITED was hereunto affixed in the presence of:

A. S. B. PEREN, Governing Director.

Witness to the above signatures:

E. FRANCES, Justice of the Peace.

4214 lc

In the High Court of New Zealand
Wellington Registry

IN THE MATTER of Part II of the Partnership Act 1908, and IN THE MATTER of CHICAGO STAGE PRODUCTION LIMITED AND COMPANY:

It is hereby certified pursuant to section 51 of the Partnership Act that:

1. The name of the special partnership is CHICAGO STAGE PRODUCTION LIMITED AND COMPANY.

2. The names, addresses, occupations and capital contributions of the general and special partners are set forth in the Schedule.

3. The objects of the partnership shall be:

(a) To carry on the business of the production, promotion and performance of stage shows, musicals and plays and other theatrical productions.

(b) To carry on such other purpose or purposes as shall be from time to time determined.

4. The principal place at which the partnership business will be conducted is the offices of the general partner, Wellington.

5. The partnership shall commence upon registration of this certificate pursuant to section 54 of the Partnership Act 1908 and subject to the provisions in the partnership deed relating to earlier dissolution shall terminate upon the expiry of 7 years from the date of registration of this certificate.

SCHEDULE

<i>General Partner—</i>	Capital Contribution \$
Name and Address	
CHICAGO STAGE PRODUCTION LIMITED, a duly incorporated company having its registered office at Wellington	Nil

The Common Seal of CHICAGO STAGE PRODUCTION LIMITED was hereunto affixed in the presence of:

N. C. B. PEREN and A. S. B. PEREN, Directors.