

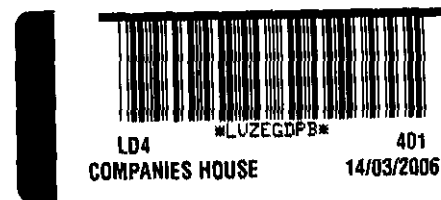
Company No 1745542

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

- of -

WINDSOR TELEVISION LIMITED
(the "Company")



Pursuant to section 381A and Schedule 15A of the Companies Act 1985 (as amended) (the "Act") we, the undersigned, being all the members who at the date hereof would be entitled to attend and vote at a general meeting of the Company convened for the passing of the following special resolution, hereby pass the following special resolution as a written resolution with effect from 3 March 2006.

SPECIAL RESOLUTION

1. THAT, pursuant to section 9 of the Act, the articles of association of the Company be amended by the deletion of articles 100(B) and 100 (C), and the re-numbering of articles 100(D) to (G) accordingly; and by the insertion in its place of the following special article as article 100(B):

"100(B) A director (including an alternate director) who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract (within the meaning of section 317 of the Act) with the Company shall declare the nature of his interest at a meeting of the directors in accordance with that section. Subject, where applicable, to such disclosure a director may vote and count in the quorum at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company and Regulations 94 and 95 of Table A shall be modified accordingly."

2. THAT pursuant to section 9 of the Act, the articles of association of the Company be amended by the insertion of the following special article as article 152.

“152 Notwithstanding anything contained in these articles, any pre-emption rights confined on existing members by the articles or otherwise shall not apply to any transfer of shares.”

Date: 2 March 2006

A handwritten signature in black ink, consisting of the letters 'QSC' in a stylized, cursive font.

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for and on behalf of

The Cable Corporation Limited