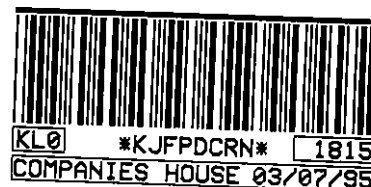


Company number 1795642



The Companies Act 1985

Company Limited by Shares

Resolution

of

CABLE CAMDEN LIMITED

(passed on 28th June, 1995)

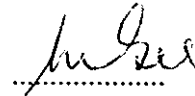
At an extraordinary general meeting of the company duly convened and held at 2 Stephen Street, London W1P 1PL on 28th June, 1995 the following resolutions were duly passed as special resolutions of the company:

SPECIAL RESOLUTIONS

1. That the entry into by the company of a composite guarantee and debenture to be entered into by Cable London PLC ("CL"), certain CL subsidiaries including the company and Canadian Imperial bank of Commerce ("CIBC") as security trustee whereby CL and certain CL subsidiaries including the company (the "Charging Group") will give cross guarantees in respect of the liabilities of all other members of the Charging Group and charge by way of fixed and floating charge all of their assets to CIBC as security trustee be approved.
2. That the entry into by the company of a loan agreement to be entered into by CL, certain CL subsidiaries including the company as guarantors and chargors, CIBC, and The Bank of New York ("BNY") as lead arrangers, BNY, CIBC and Banque Paribas and CIBC as agent and security trustee be approved.
3. That the company alter its articles of association by inserting a new article 14(j) as follows:

"(j) Notwithstanding anything contained in these Articles, the Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof (i) where the transferee of such shares is a bank or financial institution or a subsidiary of a bank or financial institution to whom such shares have been charged by way of security, or any nominee or nominees of such bank, or financial institution or subsidiary (as the case may be) or (ii) where such transfer is executed by a bank or financial institution or a subsidiary of a bank or financial institution to whom such shares have been charged by way of security or by any nominee or nominees of such bank or financial institution or

subsidiary pursuant to a power of sale under such security, and (in either such case) a certificate by any official of such bank or financial institution or subsidiary that the shares were so charged and (in the case of (ii)) that the transfer was so executed shall be conclusive evidence of such facts. The lien on shares referred to in Article 13 and the pre-emption rights in Article 14 shall not apply in respect of any shares which have been charged by way of security to a bank or financial institution or a subsidiary of a bank or financial institution."



Chairman