

Company Number 1875591

THE COMPANIES ACT 1985 TO 1989

SPECIAL RESOLUTION OF

RUSMUND LIMITED

We the undersigned being all of the members for the time being of the above-named Company entitled to attend and vote at General Meetings hereby pass the following resolution as a Special Resolution and agree that the said Resolution shall pursuant to Section 113 of the Companies Act 1989 for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held :-

IT WAS RESOLVED AS A SPECIAL RESOLUTION :-

THAT notwithstanding any limitation on the borrowing or other powers of the Directors contained or incorporated by reference in the Company's Articles of Association (any such limitation being hereby suspended waived relaxed or abrogated to the extent requisite to give effect to this resolution) :-

- (A) The Directors shall (and are hereby directed to) cause the Company to execute under its Common Seal or otherwise an Omnibus Guarantee between Trans World Communications PLC ("TWC") certain subsidiaries of TWC (including the Company) and Royal Bank of Scotland plc whereby amongst other matters the Company would guarantee to the said Bank the payment and discharge of indebtedness and liabilities to the said Bank existing and future of TWC and its other subsidiaries parties thereto; and
- (B) The Directors shall (and are hereby directed to) do all such things as requisite to facilitate the execution of such Omnibus Guarantee and to cause the Company to take all such

steps as are requisite to procure that the votes conferred by any shares held or owned by the Company in any other subsidiary of TWC which is a proposed party to such Omnibus Guarantee are exercised in favour of resolutions of such subsidiary in terms comparable to those of this resolution;

AND THAT any restriction (whether on the ground of conflict of interest or on any other ground) on the voting of directors or on their being counted in any quorum which may be contained or incorporated by reference in the Company's Articles of Association be and it is hereby suspended waived relaxed or abrogated to the extent requisite to enable all directors (including any alternate directors) to attend to be counted in the quorum and to vote at meetings of the board of directors or of any committee thereof at which there is under consideration any resolution or matter requisite for or relating to the implementation of this resolution.

SIGNED  .....  
M.J. CONNOLLY

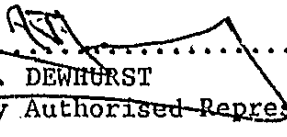
SIGNED  .....  
A.J. DEWHURST

Duly authorised representatives of Red Rose Radio plc pursuant to a Resolution of the Board of Red Rose Radio plc dated the 15th November, 1990.

SIGNED  .....  
A.J. DEWHURST

AND

SIGNED  .....  
M.J. CONNOLLY

SIGNED  .....  
A.J. DEWHURST  
~~Duly Authorised Representative of Red Rose Radio plc~~

DATED this 3rd day of January, 1991

AJD184