

Company Number: 02387713

WRITTEN RESOLUTIONS OF

NTL CABLECOMMS DERBY (the "Company")

Dated 15 January 2010

WEDNESDAY



LD7 *LTJERH0J* 31
27/01/2010
COMPANIES HOUSE

We, the undersigned, being all of the members of the Company for the time being entitled to attend and vote at General Meetings, hereby confirm our approval of the resolutions set out below to the intent and effect that resolutions 1 and 2 shall be passed, take effect and be treated for all purposes as special resolutions (the "**Special Resolutions**") of the shareholders of the Company and that resolutions 3 and 4 shall be passed, take effect and be treated for all purposes as ordinary resolutions (the "**Ordinary Resolutions**") of the shareholders of the Company, in each case in accordance with section 288 of the Companies Act 2006 (the "**Act**");

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that:

- resolution 1 and 2 below are passed as special resolutions of the shareholders of the Company; and
- resolutions 2 and 3 below are passed as ordinary resolutions of the shareholders of the Company.

SPECIAL RESOLUTIONS

1. THAT pursuant to Section 21 of the Act, the Company's articles of association shall be amended by deleting Articles 6A, 23 and 28 in their entirety with immediate effect.
2. THAT notwithstanding any limitation on the powers of the directors contained in Article 23 of the Company's Articles of Association as in force prior to the approval and passing of resolution No. 1 above the directors of the Company be authorised directed and required to enter into and to take any and all actions authorised or approved by the written resolution of the shareholders dated 7 January 2010 (the "**Resolutions**") including those which relate to the proposed issuance by Virgin Media Secured Finance PLC (the "**Issuer**"), an indirect, wholly-owned subsidiary of the Company's ultimate parent, Virgin Media Inc., of one or more series or tranches of senior secured notes (the "**Notes**"), the proceeds of which are to be used, inter alia, for the repayment of existing borrowings under a Senior Facility Agreement, and the granting of (i) senior guarantees of the obligations (the "**Obligations**") of the Issuer under the Notes by the Company and (ii) security interests over some or all of the Company's assets to secure the Obligations (together the "**Approved Actions**"), and to do make and execute and deliver any and all such agreements, deeds, instruments and other documents and to take and do any and all such acts things and steps as such directors, or any of them, consider necessary or desirable, in each case, in order to implement effectuate or carry out the purpose and intent of each of the Resolutions.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolutions.

The undersigned, a person entitled to vote on the above resolutions on 15 January 2010, hereby irrevocably agrees to the resolutions:


.....

Signed by Robert Mackenzie for and on behalf of Virgin Media Directors Limited, for and on behalf of **ntl Derby Cablevision Holding Company**
(Shareholder of the Company)

Date: 15 January 2010


.....

Signed by Robert Mackenzie for and on behalf of **NTL North CableComms Management, Inc**
(Shareholder of the Company)

Date: 15 January 2010

NOTES

1. If you agree with the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company. If you do not agree to the resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
2. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
3. Unless, by 21 January 2010, sufficient agreement has been received for the resolutions, it will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.