

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

-of-

NTL CABLECOMMS DERBY
(the "Company")

(Effective 8 April 2004)



The following resolution was duly agreed to by the members of the Company who would have been entitled to vote upon the resolution if it had been proposed at a general meeting of the Company at which they were present, in accordance with section 381A of the Companies Act 1985 (as amended) (the "Act") as written resolution with effect from 8 April 2004:

SPECIAL RESOLUTION

1. THAT, pursuant to section 9 of the Companies Act 1985, the Articles of Association of the Company be altered by deleting the present Article 20 and substituting the following new Article 20 therefor:

"21 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."

Date: 8 April 2004

A handwritten signature in black ink, consisting of a large, stylized 'A' followed by a series of loops and a final flourish.

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Chairman