

Company No. 2410374

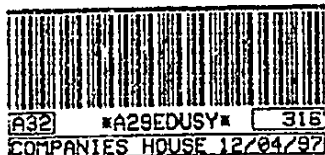
NYNEX CABLECOMMS WESSEX

UNANIMOUS WRITTEN RESOLUTIONS OF ALL THE MEMBERS
OF THE COMPANY

Pursuant to Regulation 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended) and the Companies Act 1985 we, the undersigned, being the only members of the above-named Company, HEREBY RESOLVE:

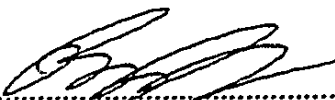
SPECIAL RESOLUTIONS

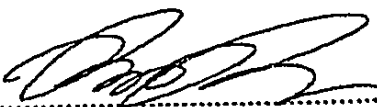
1. THAT the authorised share capital of the Company be increased from £314.50 to £14,201,132 by the creation of 12,843,721 'A' Ordinary Shares of £1 each and 13,570,965 'B' Ordinary Shares of 10p each.
2. THAT:
 - (A) for the purposes of section 80 Companies Act 1985 (the "Act"), the directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (as defined in the said section) up to an aggregate nominal amount of £14,200,817.50 such authority to expire five years from the date of the passing of this resolution, but to be capable of previous revocation or variation from time to time by the Company and of renewal from time to time by the Company for a further period not exceeding five years;
 - (B) the directors be and they are hereby empowered pursuant to section 95 of the Act to allot equity securities (as defined in section 94(2) of the Act) pursuant to the authority conferred by this resolution as if section 89(1) of the Act did not apply to any such allotment; and
 - (C) the Company may make any offer or agreement before the expiry of the authority and power referred to in paragraph (a) and (b) above that would or might require relevant securities or equity securities to be allotted after such authority or power has expired and the directors may allot relevant securities in pursuance of any such offer or agreement as if such authority or power had not expired.

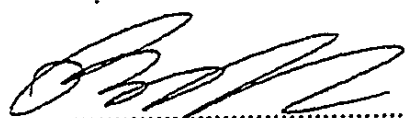


These resolutions shall, for all purposes, be as valid and effective as if they had been passed at a general meeting of the Company duly convened and held.

Dated this 27 day of March 1997


.....
duly authorised, for and
on behalf of NYNEX South
CableComms Management, Inc.
as Managing General Partner of
South CableComms L.P.


.....
duly authorised, for and
on behalf of NYNEX South
CableComms Management,
Inc.


.....
duly authorised, for and
on behalf of NYNEX Wessex
Company

Company No. 2410378

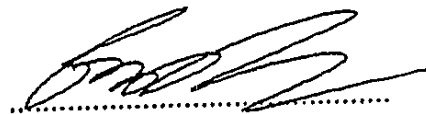
NYNEX CABLECOMMS WESSEX

WRITTEN CONSENT OF THE
HOLDER OF ALL PREFERENCE SHARES IN THE COMPANY

Pursuant to and for the purposes of Article 4(B) relating to the order of repayment on return of capital and Article 5 of the Articles of Association of the Company we, the undersigned, being the holder of all the preference shares of £1 each in the Company hereby consent to the variation of the rights attached to the Preference Shares by the increase in the issued share capital of the Company by the issue and allotment of 264,147 'B' Ordinary Shares of 10p each to NYNEX South CableComms Management, Inc., 132,073 'B' Ordinary shares of 10p each to NYNEX Wessex Company and 12,843,721 'A' Ordinary Shares of £1 each and 13,174,745 'B' Ordinary Shares of 10p each to South CableComms L.P.

This resolution shall, for all purposes, be as valid and effective as if it had been passed at a General Meeting of the holders of all the preference shares in the Company duly convened and held.

DATED the 27 day of March 1997



Duly authorised
for and on behalf of
Microclock Services Limited



DS/172650_1