

Company No.:- 02455726



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

of

ROTHERHAM CABLE COMMUNICATIONS LIMITED

We, the undersigned, being all the Members of the Company for the time being entitled to receive notice of, attend and vote at General Meetings hereby unanimously pass the following Resolution and agree that the said Resolution shall 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:-

RESOLUTION

THAT the Articles of Association of the Company be changed as follows:

- (i) by deleting from the first sentence of Sub-Clause 8(1) thereof the words "on such appointment or subsequent thereto, it may designate any such person as either a GC Director or an STI Director";
- (ii) by deleting from the first sentence of Sub-Clause 14(2) thereof the words ", one of whom must be a GC Director and one of whom must be an STI Director";
- (iii) by deleting from the third sentence of Sub-Clause 14(3) thereof the words "GC Directors and the majority of the STI Directors", and by substituting the word "Directors"; and
- (iv) deleting from Sub-Clause 16(5) thereof the words "a GC Director and an STI Director", and by substituting the words "two Directors or one Director and the Secretary".

.....*David Miller*.....
Signed by
On behalf of Yorkshire Cable
Communications Limited

Dated 10 December 1996