

Company No. 2466599

028

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION IN WRITING

of

TELEWEST COMMUNICATIONS (ST. HELENS & KNOWSLEY) LIMITED

WE, being all the members of the Company who at the date of this resolution are entitled to attend and vote at a general meeting of the Company, RESOLVE, in accordance with section 381A of the Companies Act 1985, AS FOLLOWS:

THAT, the articles of association of the Company be altered by the adoption of a new clause 6(vi) in the form set out below:

"6(vi). Notwithstanding anything contained in these Articles:-

(a) any pre-emption rights conferred on existing members by these Articles or otherwise shall not apply to; and

(b) the directors shall not decline to register, nor suspend registration of,

any transfer of shares where such transfer is:-

(i) in favour of any bank or institution (or any nominee or nominees of such a bank or institution) to whom such shares are being transferred by way of security; or

(ii) duly executed by any such bank or institution (or any such nominee or nominees), to whom such shares (including any further shares in the



Company acquired by reason of its holding of such shares) have been transferred as aforesaid, pursuant to the power of sale under such security

and a certificate by any official of such bank or institution that the shares are or are to be subject to such a security and the transfer is executed in accordance with the provisions of this Article shall be conclusive evidence of such facts.

Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank or financial institution or a subsidiary of a bank or financial institution."

This written resolution takes effect as a special resolution

SIGNATURE: Stephen Davidson
STEPHEN DAVIDSON for and on behalf of Telewest Communications (North West) Limited

DATE: 15 August 1996

Date sent to auditors: 15 August 1996