

THE COMPANIES ACT 1985

WRITTEN RESOLUTION

-of-

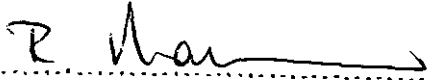
CABLE & WIRELESS COMMUNICATIONS (N)
WIRRAL TELEPHONE AND CABLE TV COMPANY

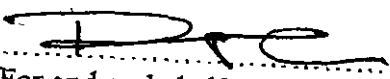
We, the undersigned, being all of the members of the above-named company (the "Company") for the time being entitled to attend and vote at general meetings of the Company resolve in accordance with section 381A of the Companies Act 1985:-

SPECIAL RESOLUTION

THAT pursuant to section 9 of the Companies Act 1985, the articles of association of the Company be amended by the deletion of article 23A.

Date: 6th JUNE 2000


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For and on behalf of
Cable & Wireless Communications CableComms East Lancashire


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For and on behalf of
NYNEX North CableComms Management Inc.



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