

COMPANY No. 2511873

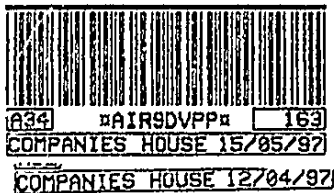
NYNEX WIRRAL TELEPHONE AND CABLE T.V. COMPANY

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:

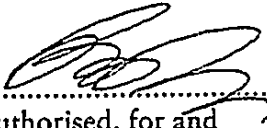
SPECIAL RESOLUTIONS

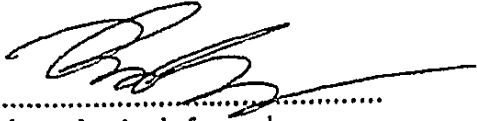
1. THAT the authorised share capital of the Company be increased from
X £13,314,503 to £50,291,803 by the creation of 36,977,300 ordinary shares of £1
each.
2. THAT:
 - (A) for the purposes of section 80 Companies Act 1985 (the "Act"), the directors be and they are hereby generally and unconditionally 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 £36,977,300 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


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duly authorised, for and
on behalf of NYNEX CableComms
East Lancashire


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