

Company No. 2710978



COX PROGRAMMING LIMITED  
("the Company")

---

WRITTEN RESOLUTION

-of-

THE SOLE MEMBER OF COX PROGRAMMING LIMITED  
PASSED IN ACCORDANCE WITH  
S.381A OF THE COMPANIES ACT 1985

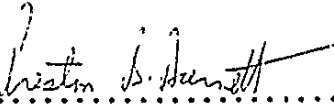
---

We, being the sole member of the Company for the time being entitled to receive notice of and attend and vote at general meetings of the Company, HEREBY RESOLVE that the following resolutions be passed as Elective Resolutions of the Company:

ELECTIVE RESOLUTIONS

1. That in accordance with the provisions of Sections 379A and 252 of the Companies Acts 1985 and 1989, ("the Act"), with immediate effect, the Company elects to dispense with the need to lay accounts, directors' reports and auditors' reports before the Company in general meeting.
2. That in accordance with the provisions of Sections 379A and 366A of the Act, with immediate effect, the Company elects to dispense with the need to hold annual general meetings.
3. That in accordance with the provisions of Sections 379A and 386 of the Act, with immediate effect, the Company elects to dispense with the need to appoint or re-appoint auditors annually.
4. That in accordance with Sections 379A, 369(4) and 378(3) of the Act, with immediate effect, the provisions relating to

the majority required to authorise short notice of meetings under Sections 369(4) and 378(3) of the Act in relation to the Company shall be read and construed as if references to 95 per cent were substituted by references to 90 per cent.

  
.....

Authorised signatory  
for and on behalf of  
Cox Communications, Inc.

June 14, 1996