

Company No: 2743897

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION  
OF  
YORKSHIRE CABLE TELECOM 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 of the Company hereby unanimously pass the following Resolution and agree that the 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 it is in the best commercial interests of the Company to assist the Company's ultimate parent, The Yorkshire Cable Group Limited ("YCG"), to enter into a proposed loan facility arranged by NatWest Markets (the "Loan Facility") pursuant to which YCG will borrow (on a revolving basis) up to £150,000,000 from a syndicate of banks comprising, initially, National Westminster Bank Plc ("NatWest Bank") and Robert Fleming & Co. Limited, and accordingly the Directors of the Company be and they are hereby unconditionally and irrevocably authorised and instructed for and on behalf of the Company to cause the Company to enter into such documents or agreements (including any guarantees, indemnities or security arrangements) in connection with the Loan Facility (and on such terms) as the Directors may in their absolute discretion consider necessary or desirable for such purpose and approve.

Dated ~~24~~ June 1996 *DJM*

*David Miller*  
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For and on behalf of  
The Yorkshire Cable Group Limited

