

Company No: 2906057

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION  
OF

OPT-TEL SYSTEMS MANAGEMENT LIMITED  
(the "Company")

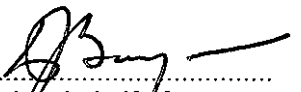


I, the undersigned, being the sole member of the Company entitled to attend and vote at general meetings of the Company hereby approve and adopt pursuant to section 381A of the Companies Act 1985 the following resolution as a written resolution:-

"THAT:-

- 1 subject to compliance with Sections 155 to 158 inclusive of the Companies Act 1985 ("the Act") the execution by the Company of (1) a cross-guarantee ("Guarantee") in favour of The Governor and Company of the Bank of Scotland ("Bank"), (2) a debenture in favour of the Bank ("Debenture"), (3) an intra-group loan agreement in favour of Opt-Tel Communications Holdings Limited ("Opt-Tel Communications Holdings") in respect of bank facilities made available to Opt-Tel Communications Holdings by the Bank (the "Bank Support Agreement") and (4) an intra-group loan agreement in favour of Opt-Tel Communications Holdings in respect of a Loan made by 3i Group plc, 3i Parallel Ventures LP and 3i UKIP II LP to Opt-Tel Communications Holdings (the "3i Support Agreement") be and is hereby approved;
- 2 the execution of the Guarantee, the Debenture, the Bank Support Agreement and the 3i Support Agreement by the Company is to the commercial benefit of and in the best interests of the Company and the approval to the Company entering into the Guarantee, the Debenture, the Bank Support Agreement and the 3i Support Agreement is given notwithstanding that the Company might be held to be giving financial assistance for the purposes of Sections 151 and 152 of the Act;
- 3 the directors of the Company be and are hereby authorised to arrange for the execution on behalf of the Company of the Guarantee, the Debenture, the Bank Support Agreement and the 3i Support Agreement in the form of the drafts produced

to the meeting with such amendments as persons authorised to execute the same may approve."

  
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For and on behalf of  
OPT-TEL HOLDINGS LIMITED

Dated 17 June 1999