

Company No: 2927099

SIDEOFFER LIMITED

ELECTIVE RESOLUTIONS OF ALL THE MEMBERS ENTITLED TO ATTEND AND VOTE  
AT GENERAL MEETINGS OF THE COMPANY

Pursuant to Regulation 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended) we, the undersigned, being all the members entitled to attend and vote at general meetings of the Company, HEREBY RESOLVE:

ELECTIVE RESOLUTIONS

1. THAT the Company do elect pursuant to section 252 of the Companies Act 1985 (the "Act") to dispense with the laying before the Company in general meeting of the Company's annual accounts and the Directors' and Auditors' reports thereon.
2. THAT the Company do elect pursuant to section 366A of the Act to dispense with the holding of annual general meetings.
3. THAT the Company do elect pursuant to sections 369(4) and 378(3) of the Act that the provisions of sections 369 and 378 of the Act shall have effect in relation to the Company as if for the references therein to 95 per cent. there were substituted references to 90 per cent.
4. THAT the Company do elect pursuant to section 386(1) of the Act to dispense with the obligation to appoint auditors annually.

These resolutions shall, for all purposes, be valid and effective as if they had been passed at a general meeting of the Company duly convened and held.

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Duly authorised for and on  
behalf of NYNEX U.K. Telephone  
and Cable T.V. Holding Company  
Limited

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Duly authorised for and on  
behalf of NYNEX Network  
Systems Company

DATED 19<sup>th</sup> April 1995

