
THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

- of -

ntl CHARTWELL HOLDINGS LIMITED

DATED THE NINETEENTH DAY OF AUGUST 2003

In accordance with Regulation 53 of Table A in the Companies (Table A to F) Regulations 1985 as incorporated into the Articles of Association of ntl Chartwell Holdings Limited (the "Company"), we, being the members of the Company who would at the date of this resolution have been entitled to vote on it as if it had been proposed at a General Meeting at which we were present, pass the following resolution as a Special Resolution:

SPECIAL RESOLUTION

THAT the accounts of the Company for the year ended 31 December 2001 having been sent out in accordance with Section 238 of the Companies Act 1985 (the "Act"), and the Company having qualified as small in that year and having been dormant since the end of it, the Company hereby resolves to make itself exempt from the obligation to appoint auditors as otherwise required by Section 384 of the Act.



for and on behalf of
ntl (CWC) LIMITED

