
THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

- of -

ntl SIDEOFFER LIMITED

DATED THE THIRTY-FIRST DAY OF MAY 2004

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 Sideoffer Limited (the "Company"), the following resolution was duly agreed to by the Members of the Company who would have been entitled to vote on it if it had been proposed at a General Meeting at which they were present as a written resolution with effect from 31 May 2004:

SPECIAL RESOLUTION

THAT the accounts of the Company for the year ended 31 December 2002 having been sent out in accordance with Section 238 of the Companies Act 1985 (as amended) (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.



Company Secretary



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COMPANIES HOUSE

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13/07/04