

No. 03173552

**THE COMPANIES ACT 1985**

**WRITTEN RESOLUTION**

**-of-**

**NTL INVESTMENT HOLDINGS LIMITED**

The following resolution was duly agreed to by the members of the Company in accordance with section 381A of the Companies Act 1985 as an Ordinary Resolution with effect from

*October 31* 2003.

**RESOLUTION**

That each of the 1,000 ordinary shares of £1 in the capital of the Company, being all the shares in issue and all the authorised but unissued shares in the Company, be divided into 1000 ordinary shares of £0.001 each.

Date: *October 31* 2003

*R. Chau*

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**Chairman**

