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AMENDMENT

88(2)

Return of Allotment of Shares

Please complete in typescript,
or in bold black capitals.

CHFP025

Company Number

2591237

Company name in full

NTL Group Limited

Shares allotted (including bonus shares):

Date or period during which
shares were allotted

(If shares were allotted on one date
enter that date in the "from" box)

From			To		
Day	Month	Year	Day	Month	Year
2	1	0 2	2	0	0 1

Class of shares

(ordinary or preference etc)

Ordinary

Number allotted

One

Nominal value of each share

One Pound

Amount (if any) paid or due on each
share (including any share premium)

£6,541,364,000

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be
treated as paid up

100

Consideration for which
the shares were allotted

(This information must be supported by
the duly stamped contract or by the duly
stamped particulars on Form 88(3) if the
contract is not in writing)

Transfer of 1,497,908,913 issued ordinary
shares in NTL (CWC Holdings) Ltd, pursuant to
an agreement dated 21/02/2001 between NTL Inc.; NTL
(Deleware) Inc.; NTL Communications Corp.; NTL (UK)
Group Inc.; NTL Communications Ltd; NTL Investment
Holdings Ltd; NTL Group Ltd

When you have completed and signed the form please send
it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
For companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
For companies registered in Scotland DX 235 Edinburgh



Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details		Shares and share class allotted	
Name <u>NTL Investment Holdings Limited</u>		Class of shares allotted <u>Ordinary</u>	Number allotted <u>One</u>
Address <u>NTL House, Bartley Wood Business Park, Hook, Hampshire</u>			
<u>UK Postcode</u> <u>R G 2 7 9 U P</u>			
Name 		Class of shares allotted 	Number allotted
Address 			
<u>UK Postcode</u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>			
Name 		Class of shares allotted 	Number allotted
Address 			
<u>UK Postcode</u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>			
Name 		Class of shares allotted 	Number allotted
Address 			
<u>UK Postcode</u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>			
Name 		Class of shares allotted 	Number allotted
Address 			
<u>UK Postcode</u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>			

Please enter the number of continuation sheets (if any) attached to this form

Signed

R. Houn

Date

9.1.02

A director / ~~secretary~~ / ~~administrator~~ / ~~administrative receiver~~ / ~~receiver manager~~ / ~~receiver~~

Please delete as appropriate

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Travers Smith Braithwaite

10 Snow Hill, London, EC1A 2AL

1660485

Tel 020 7295 3000

DX number DX 79

DX exchange London/City