

Package: 'Laserform'
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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

06 11 2003

Class of shares

(ordinary or preference etc)

ORDINARY

Number allotted

ONE

Nominal value of each share

1 PENCE

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

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 ONE SHARE OF COMMON STOCK IN NTL UK
CABLECOMMS HOLDINGS INC



EDX
COMPANIES HOUSE
A29
COMPANIES HOUSE
EQ1XG001
12 11/03
AUH2PP20
0440
12/11/03

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 NTL INVESTMENT HOLDINGS LIMITED		Class of shares allotted	Number allotted
Address NTL HOUSE, BARTLEY WOOD BUSINESS PARK, HOOK, HAMPSHIRE		ORDINARY	ONE
UK Postcode RG 2 7 9 UP			
Name		Class of shares allotted	Number allotted
Address			
UK Postcode			
Name		Class of shares allotted	Number allotted
Address			
UK Postcode			
Name		Class of shares allotted	Number allotted
Address			
UK Postcode			
Name		Class of shares allotted	Number allotted
Address			
UK Postcode			

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

Signed

X *R. Newman*

Date

6 NOVEMBER 2003

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

DOC REF:1865550

Tel 020 7295 3000

DX number DX 79

DX exchange London/City

STOCK POWER



FOR VALUE RECEIVED, **NTL Investment Holdings Limited** hereby sells, assigns and transfers unto **NTL Group Limited** one (1) share of Common Stock of **NTL UK CableComms Holdings, Inc.**, a Delaware corporation, registered in its name on the books of the Company on the date hereof, authorising any officer of the Company to transfer said stock on the books of the Company with full power of substitution.

DATED as of 6 NOVEMBER 2003

WE CERTIFY THIS TO BE
A TRUE COPY OF THE
ORIGINAL

Travers Smith Braithwaite
TRAVERS SMITH BRAITHWAITE
10 SNOW HILL, LONDON EC1A 2AL
SOLICITORS

DATE

10/11/3

Name: Robert Mackenzie

Title: Director