

G

COMPANIES FORM No. 88(3)

**Particulars of a contract
relating to shares allotted
as fully or partly paid up
otherwise than in cash****88(3)****PASSED FOR FILING**

Pursuant to section 88(3) of the Companies Act 1985

**Note: This form is only for use when the contract
has not been reduced to writing**Please do not
write in
this marginPlease complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use Company number

[] [] [] [] [] [] [] []

2591237

Please do not
write in the
space below. For
Inland Revenue
use only.

The particulars must be stamped with the same stamp duty as would have been payable if the contract had been reduced to writing. A reduced rate of ad valorem duty may be available if this form is properly certified at the appropriate amount.

Name of company

* NTL Group Limited

*Insert full name
of company

gives the following particulars of a contract which has not been reduced to writing

1 The number of shares allotted as fully or partly paid up otherwise than in cash	New 'A' Ord 439,600,000
	New 'B' Ord 57,985,000
	New 'C' Ord 497,585,000

2 The nominal value of each such share	£ 0.1 US cent
--	---------------

3a The amount of such nominal value to be considered as paid up on each share otherwise than in cash	£ 0.1 US cent
b The value of each share allotted i.e. the nominal value and any premium	£ 0.1 US cent
c The amount to be considered as paid up in respect of b	£ 0.1 US cent


4 If the consideration for the allotment of such shares is services, or any consideration other than that mentioned below in 8 state the nature and amount of such consideration, and the number of shares allotted	
---	--

Presenter's name, address
and reference (if any):DAKER & MACKENZIE
SOLICITORS
100 NEW BRIDGE STREET
LONDON
EC4V 6NL
071-010 0000

Ref: CMB/HLS/RCE

For official use
Capital section

Post room


ED2 *EADIELL3* 187
COMPANIES HOUSE 16/05/96
COMPANIES HOUSE 09/04/96

5 If the allotment is a bonus issue, state the amount of reserves capitalised in respect of this issue	US\$ 1,048,631 £ (£ 647,350)*	
---	----------------------------------	--

*Financial Times sterling equivalent
22 March 96

6 If the allotment is made in consideration of the release of a debt, e.g., a director's loan account, state the amount released	£	
---	---	--

7 If the allotment is made in connection with the conversion of loan stock, state the amount of stock converted in respect of this issue	£	
---	---	--

8 If the allotment is made in satisfaction or part satisfaction of the purchase price of property, give below:		
a brief description of property:		
b <i>full particulars of the manner in which the purchase price is to be satisfied</i>	£	p
Amount of consideration payable in cash or bills		
Amount of consideration payable in debentures, etc .		
Amount of consideration payable in shares		
<i>Liabilities of the vendor assumed by the purchaser:</i>		
Amounts due on mortgages of freeholds and/or leaseholds including interest to date of sale		
Hire purchase etc debts in respect of goods acquired		
Other liabilities of the vendor		
<i>Any other consideration</i>		

Please do not
write in
this margin

*Where such
properties are
sold subject to
mortgage, the
gross value should
be shown

9 Give full particulars in the form of the following table, of the property which is the subject of the sale, showing in detail how the total purchase price is apportioned between the respective heads:

Legal estates in freehold property and fixed plant and machinery and other fixtures thereon*	£
Legal estates in leasehold property*	
Fixed plant and machinery on leasehold property (including tenants', trade and other fixtures)	
Equitable interests in freehold or leasehold property*	
Loose plant and machinery, stock-in-trade and other chattels (plant and machinery should not be included under this head unless it was in actual state of severance on the date of the sale)	
Goods, wares and merchandise subject to hire purchase or agreements (written down value)	
Goodwill and benefit of contracts	
Patents, designs, trademarks, licences, copyrights, etc.	
Book and other debts	
Cash in hand and at bank on current account, bills, notes, etc.	
Cash on deposit at bank or elsewhere	
Shares, debentures and other investments	
Other property	

†Delete as
appropriate

Signed *LSH Stokes*

~~[Director]~~ [Secretary]† Date

2nd April 1996

§This certificate
must be signed
by the persons
to whom the
shares have been
allotted, as well
as by an officer
of the company

Certificate of values§

It is certified that the transaction effected by the contract does not form part of a larger transaction or series of transactions in respect of which the amount or value, or aggregate amount or value, of the consideration exceeds £

Signed

Date

Signed

LSH Stokes

Date *2nd April 1996*

