

G

Return of allotments of shares

88(2)

Pursuant to section 88(2) of the Companies Act 1985 (the Act)

To the Registrar of Companies (address on page 2)
(see note 1)

(REVISED 1988)

This form replaces forms
PUC2, PUC3 and 88(2)

Company Number

2591237

1. Name of company

NTL GROUP LIMITED

2. This section must be completed for all allotments

† distinguish
between
ordinary
preference, etc

Description of shares †	New A Ordinary	New B Ordinary	New C Ordinary
A Number allotted	439,600,000	57,985,000	497,585,000
B Nominal value of each	0.1 US cent	£ 0.1 cent	£ 0.1 US cent
C Total amount (if any) paid or due and payable on each share (including premium if any)	0.1 US cent	£ 0.1 US cent	£ 0.1 US cent

§ complete
(a) or (b) as
appropriate

Date(s) on which the shares were allotted

(a) [on 25 March 19 96] , or §

(b) [from _____ 19 ____ to _____ 19 ____] §

The names and addresses of the allottees and the number of shares allotted to each
should be given on page 2 Please see attached list

3. If the allotment is wholly or partly other than for cash the following information must be given (see notes 2 & 3)

D Extent to which each share is to be treated as paid up. Please use percentage	100%	100%	100%
E Consideration for which the shares were allotted	N/A		

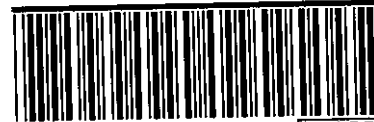
Notes

- This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment
- If the allotment is wholly or partly other than for cash, the company must deliver to the Registrar a return containing the information at D & E. The company may deliver this information by completing D & E and the delivery of the information must be accompanied by the duly stamped contract required by section 88(2)(b) of the Act or by the duly stamped prescribed particulars required by section 88(3) (Form No. 88(3))
- Details of bonus issues should be included only in section 2.

Presenter's name, address, telephone
number and reference (if any):

BAKER'S MESSAGE
SOLUTIONS
100 NEWBURY STREET
LONDON
SE1 1NL
077018 1000

For official Use



ED2 *EADIDLL2* 186
COMPANIES HOUSE 16/05/96
COMPANIES HOUSE 20/04/96
COMPANIES HOUSE 09/04/96

BLUEPRINT*

$$1 + 35 + 35$$

§ Insert
Director
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

LSJ

SECRETARY

2 APRIL 1996

**Companies registered in Scotland
should deliver this form to :-**

The Registrar of Companies
Companies House
100-102 George Street
Edinburgh EH2 3DJ

FORM ML8/1

A

BULK LIST OF ALLOTMENT OF SHARES

A bulk list (over 10 pages) of allotments for the company named below has been lodged but does not appear on microfiche. ^{68 PAGES}

If you wish to search the list, please enquire at the Search Control Counter.

Company Number 2591237

Company Name NTL GROUP LTD

Date of Allotments 25.3.96