

THE COMPANIES ACT 1985

AN UNLIMITED COMPANY WITH A SHARE CAPITAL

REGISTERED NUMBER 2511873

ARTICLES OF ASSOCIATION¹

(as altered by Special Resolution passed on 8 April 2004)

- of -

NTL WIRRAL TELEPHONE AND CABLE T.V. COMPANY

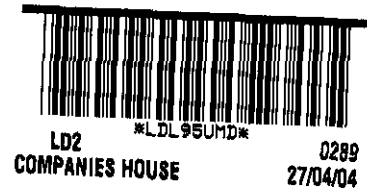


TABLE A

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended at the date of adoption of these Articles ("Table A") shall, except where the same are excluded or varied by or inconsistent with these Articles, apply to the Company. No regulations (other than those contained in Table A) set out in any statute or statutory instrument concerning companies shall apply as regulations of the Company. Regulations 3, 32, 34 and 35 of Table A shall not apply to these Articles.

INTERPRETATION

2. In these Articles unless the context otherwise requires:

"these Articles"	means these Articles of Association in their present form or as from time to time altered;
"business day"	means a day other than a Saturday, a Sunday or a day on which commercial banks in London are required or authorised to be closed;
"the Companies Acts"	means every statute from time to time in force concerning companies insofar as the same applies to the Company;

¹ These Articles of Association were adopted as new Articles of Association by a written shareholder resolution dated 19th December 1994.

"holder"	means a holder of shares in the Company;
"Joint Venture"	means North CableComms L.P., a limited partnership formed under the laws of the State of Delaware, United States of America;
"Liquidating Event"	has the meaning set out in the Shareholders' Agreement;
"Member"	means a member of the Company;
"NC East Lancashire"	means NTL CableComms East Lancashire a company registered in England under number 2114543;
"New DelSub"	means NTL North CableComms Management, Inc. a corporation organised under the laws of the State of Delaware, United States of America;
"North CableComms L.L.C."	means North CableComms L.L.C., a limited liability company organised under the laws of the State of Delaware, United States of America;
"Participation Agreement"	has the meaning set out in the Shareholders' Agreement;
"Shareholders' Agreement"	means the agreement entered into on the date of adoption of these Articles between the Company, UK Sub, the Joint Venture and each of the holders at that time, as from time to time altered;
"UK Sub"	means NTL Streetusual Services Limited a company registered in England under number 2851019;

every reference in Table A to **"the Act"** shall be construed as if the reference were to the Companies Acts;

any words or expressions defined in the Companies Acts in force at the date when these Articles or any part thereof are adopted shall bear the same meaning in these Articles or such other part (as the case may be) and, without limitation, "**group undertaking**" shall have the meaning given in section 259 Companies Act 1985; and

where, for any purpose, an ordinary resolution of the Company is required a special or extraordinary resolution shall also be effective and where an extraordinary resolution is required a special resolution shall also be effective.

AUTHORISED SHARE CAPITAL

3. The authorised share capital of the Company at the date of the adoption of these Articles is £13,314,503 divided into 13,314,503 ordinary shares of £1 each (the "**Ordinary Shares**"). Regulation 17 of Table A shall not apply.

CLASS RIGHTS

4. Whenever the capital of the Company is divided into different classes of shares the rights attached to any class of shares may (unless otherwise provided by the terms of issue of the shares of that class) be varied or abrogated, whether or not the Company is being wound up, either with the consent in writing of the holders of three-quarters in nominal value of the issued shares of the class or with the sanction of an extraordinary resolution passed at a separate meeting of such holders (but not otherwise). All the provisions of these Articles relating to general meetings of the Company shall, mutatis mutandis, apply to every such separate meeting, except that the quorum for any such separate meeting shall be two persons holding or representing by proxy at least one-third in nominal value of the issued shares of the class or, at any adjourned meeting, one holder of shares of the class in question present in person or by proxy, whatever the amount of their holding.

ALTERATION OF SHARE CAPITAL

5. The Company may by special resolution:
 - (i) increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe;
 - (ii) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;

- (iii) sub-divide its shares, or any of them, into shares of a smaller amount than its existing shares;
- (iv) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person; and
- (v) reduce its share capital and any share premium account in any way.

5A. Notwithstanding anything contained in these articles, whether expressly or impliedly contradictory to the provisions of this special article (to the effect that any provision contained in this special article shall override any other provision under these articles):-

The directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:-

- 1. is to any bank, institution or other person to which such shares have been charged by way of security, or to any third party nominated by such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a "Secured Institution"); or
- 2. is delivered to the Company for registration by a Secured Institution or such third party in order to perfect its security over the shares; or
- 3. is executed by a Secured Institution or such third party pursuant to a power of sale or other power existing under such security,

and the directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles:-

- 1. no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or such third party; and
- 2. no Secured Institution or such third party

shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the

articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise.

TRANSFERS OF SHARES

6. (A) Transfers

No transfer of any share shall be registered except (a) a transfer of shares to another Member (b) a transfer of shares to the Company or (c) an involuntary transfer in consequence of the death or bankruptcy of a Member or otherwise by operation of law. The Directors shall decline to register any transfer of a share otherwise than in accordance with the preceding sentence of this Article 6(A). Any person who becomes entitled to any share as a consequence of an event described in item (c) of this Article 6(A) shall not be entitled to receive notice of nor to attend, speak or vote at any general meeting of the Company except pursuant to and for the purposes of Article 28. Any person who is registered as the holder of any share as a result of a transfer otherwise than in accordance with the first sentence of this Article 6(A) shall not be entitled to receive from the Company any distribution of profits or assets of the Company (which, for the avoidance of doubt, shall remain the entitlement of the previous properly registered holder of the relevant shares) nor to receive notice of, nor to attend, speak or vote at any general meeting of the Company. The Directors shall not knowingly cause or permit any act or omission which would alter the respective entitlements of the transferor and transferee referred to in the previous sentence.

(B) Form of Transfer

The instrument of transfer of a share may be in any usual form or in any other form which the directors may approve and shall be executed by or on behalf of the transferor and, unless the share is fully paid, by or on behalf of the transferee. The instrument of transfer need not be attested and, in the case of a foreign corporation, may be executed by a duly appointed officer thereof. Regulation 23 of Table A shall not apply.

NOTICE OF GENERAL MEETINGS

7. The words "at least seven clear days' notice" shall be substituted for the words "at least fourteen clear days' notice" in Regulation 38 of Table A.

PROCEEDINGS AT GENERAL MEETINGS

8. At any general meeting a poll may be directed by the Chairman of the meeting or adjourned meeting or demanded by any Member present in person or by proxy and Regulation 46 of Table A shall be varied accordingly.

VOTES OF MEMBERS

9. Subject to any rights or restrictions for the time being attached to any shares, on a show of hands every Member present in person (being an individual) or by a duly authorised representative (being a corporation) or by proxy (not being himself a Member entitled to vote) shall have one vote and, on a poll, every Member shall have one vote for each share of which he is the holder. Regulation 54 of Table A shall not apply.
10. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the registered office of the Company (or at such other place in the United Kingdom as is specified for that purpose in the notice of meeting or any instrument of proxy sent by the Company in relation to the meeting) not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or handed to the Chairman of the meeting or adjourned meeting before the commencement of such meeting and, in default, the instrument of proxy shall not be valid. Regulation 62 of Table A shall not apply.

NUMBER OF DIRECTORS

11. Unless otherwise determined by ordinary resolution the number of Directors (other than duly appointed alternate Directors) shall be not less than two and shall not be subject to any maximum.

OFFICIAL SEAL

12. The Company may exercise all the powers conferred by the Companies Acts with regard to having any official seal and such powers shall be vested in the Directors. Any instrument to which an official seal is affixed shall be signed by such persons, if any, as the Directors may from time to time determine.

ALTERNATE DIRECTORS

13. An alternate Director may be paid expenses and shall be entitled to be indemnified by the Company to the same extent mutatis mutandis as if he were a Director but shall not be entitled to receive from the Company any fee in his capacity as an alternate Director except only such part (if any) of the remuneration otherwise payable to the Director appointing him as such Director may by notice in writing to the Company from time to time direct and Regulation 66 of Table A shall be varied accordingly.

DELEGATION OF DIRECTORS' POWERS

14. The Directors may delegate any of their powers to committees consisting of such person or persons (whether Directors or not) as they think fit. The Directors may also entrust to and confer upon any Director any of the powers exercisable by them. Any such delegation may be made upon such terms and conditions and with such restrictions as they may think fit and either collaterally with or to the exclusion of their own powers and the Directors may from time to time revoke, withdraw, alter or vary all or any of such powers. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by these Articles regulating the proceedings of Directors so far as they are capable of applying. Regulation 72 of Table A shall not apply.

APPOINTMENT AND RETIREMENT OF DIRECTORS

15. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with these Articles as the maximum number of Directors. A Director so appointed shall hold office only until the next following annual general meeting. If not reappointed at such annual general meeting he shall vacate office at the conclusion thereof. Any Director so reappointed at the next following annual general meeting shall (subject to Regulation 81 of Table A and to the provisions of the Companies Acts) hold office until he is removed pursuant to these Articles. The Directors shall be entitled to exclude from the meetings or other proceedings of the Directors any Director in respect of whom a notice of intended resolution to remove a Director pursuant to section 303 Companies Act 1985 has been served on the Members until such time as the relevant resolution has been considered in general meeting.

16. (A) The holder or holders of not less than half the nominal value of the Ordinary Shares may, by notice in writing to the Company, appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.
- (B) At any time after a Liquidating Event the holder or holders of half or more of the nominal value of the Ordinary Shares may, by notice in writing to the Company, remove any Director.
- (C) Notices under this Article 16 shall be signed by or on behalf of such holder or holders and shall be left at or sent by post or facsimile transmission to the Company's registered office (or such other place designated by the Directors for the purpose). The appointment or removal shall take effect immediately upon deposit of the notice in accordance with these Articles or on such later date (if any) specified in the notice.
17. The Directors shall not be required to hold any share qualification nor shall they be subject to retirement by rotation.
18. Regulations 73 to 80 (inclusive) and Regulation 81(e) of Table A shall not apply.
19. The Directors shall not have the power to appoint any of their number to any executive office of the Company nor to enter into an agreement or arrangement with any Director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a Director. Regulation 84 of Table A shall not apply.

DIRECTORS' INTERESTS

20. A director (including an alternate director) who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract (within the meaning of section 317 of the Act) with the Company shall declare the nature of his interest at a meeting of the directors in accordance with that section. Subject, where applicable, to such disclosure a director may vote and count in the quorum at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company and Regulations 94 and 95 of Table A shall be modified accordingly.

PROCEEDINGS OF DIRECTORS

21. Subject to the provisions of these Articles the Directors may meet for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Meetings may be held in any part of the world. At any time any Director may, and the Secretary on the requisition of a Director shall, summon a meeting of the Directors. Notice of any meeting of the Directors may be given by telephone, facsimile or telex. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman of the meeting shall have a second or casting vote. A Director who is also an alternate Director shall be entitled, in the absence of his appointor, to a separate vote on behalf of his appointor in addition to his own vote. Regulation 88 of Table A shall not apply.
22. A Director shall be treated as present at a meeting of the Directors if he is in telephonic communication with the meeting. The quorum necessary for the transaction of the business of the Directors may be fixed from time to time by the Directors and, unless so fixed at any other number, shall be two. A person who holds office only as an alternate Director shall, if his appointor is not present, be counted in the quorum. Regulation 89 of Table A shall not apply. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors.

BORROWING POWERS

23. The Directors may create or suffer to exist any obligation of the Company which would not cause a breach of sections 6.1 or 6.2 of the Participation Agreement.

DIVIDENDS

24. The Directors shall not pay interim dividends and Regulation 103 of Table A shall accordingly not apply.

ACCOUNTS

25. The Members shall be entitled to inspect any accounting records or other book or document of the Company, upon reasonable notice to the Company and during normal business hours. Regulation 109 of Table A shall not apply.

NOTICES

26. Any notice or other document (including a share certificate) may be served on or delivered to any Member by the Company either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register of Members, or by delivering it to or leaving it at such registered address, addressed as aforesaid, or by any other means provided such other means have been authorised in writing by the Member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall, for all purposes, be deemed a sufficient service on or delivery to all the joint holders. A Member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Company. Any notice or other document served or delivered in accordance with these Articles shall be deemed duly served or delivered notwithstanding that the Member is then dead or bankrupt or otherwise under any legal disability or incapacity and whether or not the Company had notice thereof. Any such notice or other document, if sent by first-class post, shall be deemed to have been served or delivered on the day after the day when the same was put in the post and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post.
27. Notice of every general meeting shall be given in any manner authorised by or under these Articles to all Members other than such as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, provided that any Member may in writing waive notice of any meeting either prospectively or retrospectively and if he shall do so it shall be no objection to the validity of such meeting that notice was not given to him. Regulations 112, 115 and 116 of Table A shall not apply.

WINDING UP

28. If any of the following events shall occur:
- (a) NC East Lancashire or New DelSub ceases (after first becoming a Member) to be a Member; or

- (b) NC East Lancashire or New DelSub takes (after first becoming a Member) any action or any legal proceedings are started or other steps are taken for:
- (i) the winding-up or dissolution of NC East Lancashire or New DelSub while such company is a Member (except for the purposes of a bona fide reconstruction or amalgamation); or
 - (ii) the appointment of a liquidator, trustee, receiver, administrative receiver or similar officer of NC East Lancashire or New DelSub while any of them is a Member or over the whole or any part of the assets or undertakings of such company while any of them is a Member;

then the Directors of the Company shall (unless they have been released from their obligations to do so by a special resolution of the Company) as soon as practicable after the event has occurred convene an extraordinary general meeting of the Company at which an ordinary resolution will be proposed pursuant to section 84 of the Insolvency Act 1986 to wind the Company up voluntarily. At such extraordinary general meeting every Member present in person or by proxy and entitled to vote shall vote in favour of such resolution and any votes purported to be cast against such resolution shall not be counted as valid votes.

INDEMNITY

29. Subject to the provisions of the Companies Acts the Company may purchase and maintain for every Director, alternate Director, Auditor, Secretary or other officer of the Company insurance against any liability which, by virtue of any rule of law, would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company and every such person shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, that relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted by the Court. Regulation 118 of Table A shall not apply.