

Return of allotments of shares

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

(REVISED 1988)**This form replaces forms
PUC2, PUC3 and 88(2)**To the Registrar of Companies **(address overleaf)**

(See note 1)

Company number

2591237

1. Name of Company

* NTL GROUP LIMITED

2. This section must be completed for all allotments

Description of shares †	ORDINARY		
A Number allotted	100		
B Nominal value of each	£ 0.01	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ 0.01	£	£

Date(s) on which the shares were allotted

(a) [on 31 MARCH 19 98] \$, or

(b) [from _____ 19 _____ to _____ 19 _____] \$

The names and addresses of the allottees and the number of shares allotted to each should be given overleaf

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%		
E Consideration for which the shares were allotted <u>TRANSFER OF SHARES IN CERTAIN COMPANIES PURSUANT TO A SHARE TRANSFER AGREEMENT DATED 31 MARCH 1998 BETWEEN NTL INVESTMENT HOLDINGS LIMITED AND NTL GROUP LIMITED.</u>			

Notes

1. This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.
2. 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)).
3. Details of bonus issues should be included only in section 2.

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

Travers Smith Braithwaite
10 Snow Hill
London
EC1A 2AL

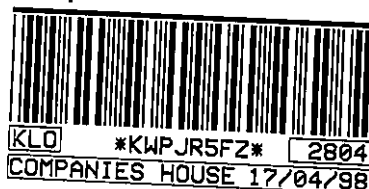
DX 79 London/City

0171 248 9133

REF: AMS

For official use

Post Room



Please do not
write in the
margin

**Please complete
legibly, preferably
in black type, or
bold block
lettering**

†Insert director, secretary, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Companies registered in Scotland
should deliver this form to:-

The Registrar of Companies
Companies Registration Office
102 George Street
Edinburgh
EH2 3DJ