R 'urn of allotments of shares

tion 88(2) of the Companies Act 985 (the Act)

To the Registrar of Companies (addresseen page 2), with the companies (addresseen page 2), which is the companies

(REVISED 1988)

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

Company Number

2591237

1.	Name	of	com	เกลทง

NTL GROUP LIMITED

2. This section must be completed for all allotments

† distinguish between ordinary preference, etc

New Description of shares New New Ordinary B Ordinar C Ordina A Number allotted 439,600,000 57,985,000 497,585,000 US B Nominal value of each 0.1 US cent f 0.1cent 10.1 US ce Total amount (if any) paid or due and payable on each share (including premium if any) 0.1 US cent ,0.1 US £ 0.1 US

complete (a) or (b) as ppropriate

Date(s) on which the shares were allotted (a) [on 25 March 19 96], or 19 to The names and addresses of the allottees and the number of shares allotted to each Please see attached list should be given on page 2

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 treated as paid up. Please use p	be ercentage	100%	100%	100%
E Consideration for which the shares were allotted	N/A			

Notes

1. This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment

For official Use

- 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.

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

> BAKER & MACONDE ECUOTORS **LOTE** NOTE

Ref: CMB/HLS/RCE Post room



COMPANIES HOUSE 09/04/96

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CH APP Page 1

document has not been registered

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4. Names and addresses of the allottees

	Numb	Number of shares allotted		
ames and Addresses	Ordinary	Preference	o Other	
SEE ATTACHED LISTS				
		- 2		
		O Section		
	4 5	Se Cler		
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60	ac been			
	entions -			
	Total			

Where the space given on this form is inadequate, continua	tion
Where the snace given on this form is inaccounte, continued	
the number of sheets attached	
Where the space given on the number of sheets attached theets should be used and the number of sheets attached	
thould be indicated in the box opposite:	

1+35+35

7/

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

Signed LOWSTRE Designation

& SECRETARY

Date 2 APRIL 199

Companies registered in Scotland

Companies registered in England and Wales or Wales should deliver this form to:The Registrar of Companies

The Registrar of Companies
Companies House

Crown Way
Cardiff CF4 3UZ

should deliver this form 10.

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