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CHFP010

Please do not write in
this margin

COMPANIES FORM No. 122

122

Notice of consolidation, division, sub- division, redemption or cancellation of shares, or conversion, re-conversion of stock into shares

Pursuant to section 122 of the Companies Act 1985

Please complete
legibly, preferably in
black type, or bold
block lettering* Insert full name of
companyTo the Registrar of Companies
(address overleaf)

Company Number

3024703

Name of company

* ntl CableComms Group Limited

Gives notice that:

By written resolution passed on 24 September 2002:

- (1) the authorised share capital of the Company was reduced from 1,500,000,000 ordinary shares of £0.10 each to 1,211,727,500 ordinary shares of £0.10 each;
- (2) immediately following the reduction in (1) above, the 1,176,829,748 issued ordinary shares of £0.10 each and the 34,897,752 unissued ordinary shares of £0.10 each were consolidated into 2,428 ordinary shares of £48,469.10 each and 72 ordinary shares of £48,469.10 each respectively.

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

Signed

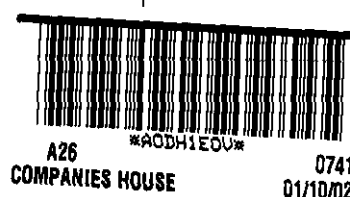


Designation ‡ Deputy Secretary

Date 25 September 2002

Presenter's name, address
and reference (if any):Gill James, Deputy Secretary
ntl Group Limited
Quadrant House
Thomas More Square
17 Thomas More Street
London E1W 1YEFor official use
General Section

Post room

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