

G**Return of allotments of shares**

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

88(2)

(REVISED 1988)

This form replaces forms
PUC2, PUC3 and 88(2)Please do not
write in this
marginPlease complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies (address overleaf)
(see Note 1)

Company number

3173552

1. Name of company

μ **NTL INVESTMENT HOLDINGS LIMITED**μ Insert full name
of company

2. This section must be completed for all allotments

Description of shares *	ORDINARY		
A. Number allotted	1		
B. Nominal value of each	£1.00	£	£
C. Total amount (if any) paid or due and payable on each share (including premium if any)	£ 61,505,342.46		£

* Distinguish
between
ordinary,
preference etc

Date(s) on which the shares were allotted

^ complete (a) or (b)
as appropriate(a) [on **16/08/1996**] or ^

(b) [from _____ to _____]

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. (Notes 2 & 3)

D. Extent to which each share is to be treated as paid up. Please use a percentage			
E. Consideration for which the shares were allotted			

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):
GROUP DIRECTOR OF LEGAL AFFAIRS,
CABLETEL HOUSE,
1 LAKESIDE ROAD,
FARNBOROUGH,
HAMPSHIRE,
GU14 6XP

For official use

Post room



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

Number of shares allotted

Where the space given on this form is inadequate, continuation sheets should be used and the number of sheets attached should be indicated in the box opposite.

Signed R. Heer Designation* Director Date 11/8/96

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