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88(2)

Return of Allotment of Shares

Please complete in typescript,
or in bold black capitals.

CHFP025

Company Number

3
317552

Company name in full

NTL INVESTMENT HOLDINGS LIMITED

Shares allotted (including bonus shares):

Date or period during which
shares were allotted

(If shares were allotted on one date
enter that date in the "from" box)

From

To

Day Month Year

Day Month Year

2 1 0 2 2 0 0 1

Class of shares

(ordinary or preference etc)

Ordinary

Number allotted

One

Nominal value of each share

One Pound

Amount (if any) paid or due on each
share (including any share premium)

£6,572,923,000

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be
treated as paid up

100%

Consideration for which
the shares were allotted

(This information must be supported by
the duly stamped contract or by the duly
stamped particulars on Form 88(3) if the
contract is not in writing)

Transfer of 1,497,908,913 issued ordinary shares in NTL (CWC
Holdings) Ltd, pursuant to an agreement dated 21 February

2001 between (1) NTL Incorporated, (2) NTL (Delaware) Inc., (3) NTL
Communications Corp., (4) NTL (UK) Group Ltd, (5) NTL

Communications Ltd, (6) NTL Investment Holdings Ltd (7) NTL Group
Ltd



A16
COMPANIES HOUSE
COMPANIES HOUSE

0373
23/11/01
17/11/01

Cc

When you have completed and signed the form please send
to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ
or companies registered in England and Wales

DX 33050 Cardiff

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
For companies registered in Scotland

DX 235 Edinburgh

Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details		Shares and share class allotted	
Name NTL COMMUNICATIONS LIMITED Address NTL HOUSE, BARTLEY WOOD BUSINESS PARK, HOOK, HAMPSHIRE _____ UK Postcode RG 2 7 9 UP		Class of shares allotted ORDINARY	Number allotted ONE
Name _____ Address _____ _____ UK Postcode _____		Class of shares allotted _____	Number allotted _____
Name _____ Address _____ _____ UK Postcode _____		Class of shares allotted _____	Number allotted _____
Name _____ Address _____ _____ UK Postcode _____		Class of shares allotted _____	Number allotted _____
Name _____ Address _____ _____ UK Postcode _____		Class of shares allotted _____	Number allotted _____

Please enter the number of continuation sheets (if any) attached to this form

Signed

R. Man

Date

16 November 2001

A director / secretary / ~~administrator~~ / ~~administrative receiver~~ / ~~company manager~~ / ~~receiver~~

Please delete as appropriate

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

TRAVERS SMITH BRAITHWAITE

10 SNOW HILL, LONDON, EC1A 2AL

REF: 1451182/JAB

Tel 020 7295 3273

DX number DX 79

DX exchange LONDON/CITY