

Package: 'Laserform'  
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# AMENDMENT

# 88(2)

Return of Allotment of Shares

Please complete in typescript,  
or in bold black capitals.

CHFP025

Company Number

3173552

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)

£6,541,364,000

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

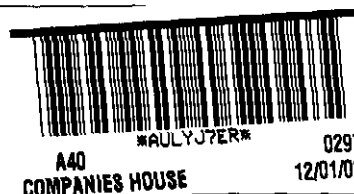
(This information must be supported by  
the duly stamped contract or by the duly  
stamped particulars on Form 88(3) if the  
contract is not in writing)

Transfer of 1,497,908,913 issued ordinary  
shares in NTL (CWC Holdings) Ltd, pursuant to  
an agreement dated 21/02/2001 between NTL Inc.; NTL  
(Deleware) Inc.; NTL Communications Corp.; NTL (UK)  
Group Inc.; NTL Communications Ltd; NTL Investment  
Holdings Ltd; NTL Group Ltd

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

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff  
For companies registered in England and Wales

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	
<b>Name</b> NTL Communications Limited		<b>Class of shares allotted</b> Ordinary	<b>Number allotted</b> One
<b>Address</b> NTL House, Bartley Wood Business Park, Hook, Hampshire			
UK Postcode RG27 9UP			
<b>Name</b>  		<b>Class of shares allotted</b>  	<b>Number allotted</b>  
<b>Address</b>  			
UK Postcode			
<b>Name</b>  		<b>Class of shares allotted</b>  	<b>Number allotted</b>  
<b>Address</b>  			
UK Postcode			
<b>Name</b>  		<b>Class of shares allotted</b>  	<b>Number allotted</b>  
<b>Address</b>  			
UK Postcode			
<b>Name</b>  		<b>Class of shares allotted</b>  	<b>Number allotted</b>  
<b>Address</b>  			
UK Postcode			

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

Signed R. Morgan

Date 9.1.02

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

1660485

Tel 020 7295 3000

DX number DX 79

DX exchange London/City