

Package: 'Laserform'
by Laserform International Ltd.

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

Day Month Year

2	1	0	2	2	0	0	1
---	---	---	---	---	---	---	---

To

Day Month Year

--	--	--	--	--	--	--	--

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)

£138,993,889

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 35,456,963 issued ordinary shares in NTL Business
Limited pursuant to an agreement dated 21 February 2001

between (1) NTL Delaware Inc., (2) NTL Communications Corp. (3) NTL
(UK) Group, Inc., (4) NTL Communications Limited and

(5) NTL Investment Holdings Limited



A16
COMPANIES HOUSE
COMPANIES HOUSE

0372
23/11/01
17/11/01

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



Date

16 November 2001

 A director / secretary / ~~administrator~~ / ~~administrative secretary~~ / ~~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: 1451126/JAB

Tel 020 7295 3273

DX number DX 79

DX exchange LONDON/CITY