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COMPANIES FORM No. 123

Notice of increase in nominal capital

123

CHFP025

Please do not
write in
this margin

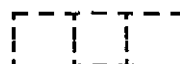
Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf)

For official use

Company number



3922682

Name of company

*NTL (CWC) HOLDINGS LIMITED (which intends to re-register as an
unlimited company)

*insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 21 February 2001 the nominal capital of the company has been

increased by £ 2,785,850,282 beyond the registered capital of £ 2,145,000,000

† the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached. †

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows :

THE A, B AND C PREFERENCE SHARES WILL BE ISSUED WITH THE RIGHTS SET OUT IN
THE COMPANY'S ARTICLES OF ASSOCIATION

Please tick here if
continued overleaf



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

Signed

Designation † Director/
Secretary

Date 21 February 2001

Presenter's name address and
reference (if any) :

Travers Smith Braithwaite
10 Snow Hill
London
EC1A 2AL

RAS/CW2/N.2059-70: 1441952

For official Use
General Section



A15
COMPANIES HOUSE

0683
13/03/01

Notes

The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF14 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB