



BR3

CHFP010

This form should be completed in black.

Return by an overseas company subject to branch registration, for alteration of company particulars

(Pursuant to Schedule 21A, paragraph 7(1) of the Companies Act 1985)

Company number

FC018124

Corporate name

NTL (UK) Group, Inc

(See note 1 on Page 3)

Branch name

(If different to company name)

Particulars of change

1. Change of name

Note: If the company has changed its corporate name in its country of origin, give details here together with the date the change was registered or otherwise made.

Date of change

Old corporate name

New corporate name

Day Month Year

2. Change in legal form

(Give details of change)

Note: If the company has changed its legal form either by its own decision or by a change in its parent law, give details here.

Date of change

Day Month Year

3. Change to accounting requirements

Period for which the company is required to prepare accounts by parent law, in substitution for a period previously notified, has been changed to:

(dates) to

Period allowed for the preparation and public disclosure of accounts for the above period months



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COMPANIES HOUSE

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12/04/03

Company Particulars

NOTE. The changes to items 3 - 7 only are not required to be notified by companies incorporated in an EC member state or if the changes are already disclosed in the constitutional documents which have been filed with the Registrar.

4. Principal address

On *

the company changed its principal

address in its parent state to

(give new principal
place of business)

* Insert date of change

5. Objects

On *

the company changed its objects to those

+ described below / attached

(state new objects)

+ delete as applicable

6. Capital

On * 10/01/2003

the company increased / decreased its

issued share capital from 39.19

(\$)

to 49.27

(\$)

(state new issued share
capital (incl. currency))

US\$49.27 (4,927 Shares of Common Stock of US\$0.01)

7. Governing law

List any changes in the law under which
the company was incorporated (e.g. a new
Act) include the date of the change).

Date

When completed, this form should be signed overleaf and returned to :-

For branches registered in England and Wales

For branches registered in Scotland

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

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

To whom should Companies House direct any enquires regarding this form.

Name Gill James, Secretary, NTL (UK) Group, Inc

Address Quadrant House, Thomads More Square, 17

Thomas More Street, London E1W 1YE

Tel. 020 7746 4808

* Delete as applicable

This return is delivered in respect of all branches listed below, registered at * Cardiff / Edinburgh.

This notice must be delivered to the Registrar within 21 days of the notice of the alteration being received in Great Britain in due course of post (if despatched with due diligence)

Signed Gill James
(* Director / Secretary / Permanent representative)

Date 10/04/2003

Registration Number	Branch Name
FC018124	NTL (UK) Group, Inc (BR003964)

NOTE:- A return must be delivered in respect of any alteration to the company particulars by each branch of an overseas company. If, however, a company has more than one branch in THE SAME PART of Great Britain, it may deliver only one form in respect of all those branches, provided it completes the table above on this page.