COMPANIES FORM No. 403a

Declaration of satisfaction in full or in part of mortgage or charge

403a

CHFP025

Please do not write in this margin

Pursuant to section 403(1) 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 2927099

Name of company

* Insert full name of company

*NTL Sideoffer Limited

I, Robert Mackenzie

of 19 Ranelagh Avenue, London SW6 3PJ

† Delete as *appropriate*

[a director] [~~the secretary~~] [~~an authorised officer~~] [~~the administrative receiver~~] † of the above company, do solemnly and sincerely declare that the debt for which the charge described below was given has been paid or satisfied in **(full)** [~~part~~] †

‡ Insert a description of the instrument(s) creating or evidencing the charge, eg 'Mortgage', 'Charge', 'Debenture' etc.

Date and Description of charge ‡ 27.09.01 - Second Debenture

§ The date of registration may be confirmed from the certificate

Date of Registration § 03.10.01

Name and address of [chargee] [~~Address for the debenture holders~~] J.P. Morgan Europe Limited (formerly known as Chase Manhattan International Limited) of 125 London Wall, London EC2Y 5AJ

ø Insert brief details of property

Short particulars of property charged ø Fixed and floating charges over the undertaking and all property and assets present and future including goodwill, book debts, uncalled capital, buildings, fixtures, fixed plant and machinery

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 10 SNOW HILL LONDON EC1A 2AL

Declarant to sign below

Day 29 Month 04 Year 2004

on

before me

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

Presentor's name, address and reference (if any):

Travers Smith Braithwaite
10 Snow Hill
London
EC1A 2AL

Ref: JAM/2064165

For official use
Mortgage section | Post room

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LD3 0177
COMPANIES HOUSE 28/06/04